

**TRISUL S.A.**

C.N.P.J./M.F. [Brazilian National Register of Legal Entities] No. 08.811.643/0001-27  
N.I.R.E. [Company Registration Number]: 35.300.341.627

**Publicly Held Company**

**MINUTES OF THE EXTRAORDINARY BOARD OF DIRECTORS' MEETING  
HELD ON AUGUST 20<sup>th</sup>, 2009**

**DATE, TIME AND VENUE:** On August 20<sup>th</sup>, 2009, at 2:30 pm, at the Company's headquarters, located at Avenida Paulista, no. 37, 15<sup>th</sup> floor, Bairro Paraíso, Zip Code 01311-902, in the city and state of São Paulo.

**CALL NOTICE:** The call notice was waived due to the presence of all members of the Board of Directors.

**ATTENDANCE:** All members of the Board of Directors.

**OFFICERS OF THE MEETING:** Chairman: Mr. Michel Esper Saad Junior; Secretary: Mr. Marco Antonio Cattini Mattar.

**AGENDA:** (i) to approve the Executive Board's proposal to sell the Company's interest in Special Purpose Company.

**RESOLUTIONS:** The members of the Board of Directors unanimously decided, without restrictions, to take the following resolutions:

- (i) The members of the Board of Directors, pursuant to Section 17, Clause XXV of the Company's Bylaws, approved the Executive Board's proposal to sell the Company's interest in the Special Purpose Company "MADRID EMPREENDIMENTOS IMOBILIÁRIOS LTDA" in partnership with TECNISA S.A. The details and documents relating to said transaction will be duly filed at the Company's headquarters for consultation. The Executive Officers are hereby authorized to sign all the necessary documents to formalize said operation.

**CLOSURE, DRAWING UP, APPROVAL AND SIGNING OF MINUTES:** There being no further issues to address, these Minutes were drawn up, read, approved and signed by those present. Attendance: Michel Esper Saad Jr.; Jorge Cury Neto; José Roberto Cury; Marco Antonio Cattini Mattar; Ronaldo José Sayeg; Raul Carlos Pereira Barreto and Ricardo Malavazi Martins.

This is a free translation of the minutes drawn up in the Company's Records.

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**Marco Antonio Cattini Mattar**  
**Secretary**