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LEGAL

DUE DILIGENCE

CONTENTS

1. OBJECTIVE.....	p. 02
2. METHODOLOGY OF WORK.....	p. 03
2.1. Specific work accordingly to the legal area.....	p. 03
2.2. Principles that we adopt to Coordinate Due Diligence.....	p. 04
2.3. Reports.....	p. 04
3. OUR TEAM AND OUR VALUE.....	p. 04

1. OBJECTIVE

Complete Legal Due Diligence in Brazilian Companies aiming to establish the current juridical situation of the Company by the measuring of risks in the following legal areas: *(i)* Corporate Law; *(ii)* Contracts (with Banks, Suppliers, Clients and Others Important Agreements); *(iii)* Real Estate; *(iv)* Labor Law; *(v)* Commercial Litigation; *(vi)* Tax Law; *(vii)* Sanitary / Environmental Law; and *(viii)* Intellectual Property, among others.

2. METHODOLOGY OF WORK

2.1. SPECIFIC WORK ACCORDINGLY TO THE LEGAL AREA

LEGAL AREA	DESCRIPTION OF THE WORK
Corporate Law	Analysis of the corporate documents of the Company, including quotaholders agreements and powers of attorney.
Contracts (Banking)	Analysis of Loan Agreements and other Financial Contracts, with focus on <i>(i)</i> liabilities; <i>(ii)</i> guaranties; and <i>(iii)</i> the possibilities/impacts, on these Contracts, of a transfer of corporate control.
Contracts (Supply)	Analysis of Supply Agreements, with focus on <i>(i)</i> liabilities; <i>(ii)</i> guaranties; and <i>(iii)</i> the possibilities/impacts, on these Contracts, of a transfer of corporate control.
Contracts (Clients)	Analysis of Agreements with Clients, with focus on <i>(i)</i> liabilities; <i>(ii)</i> guaranties; and <i>(iii)</i> the possibilities/impacts, on these Contracts, of a transfer of corporate control.
Contracts (Others)	Analysis of other important Agreements, such as, but not limited to, Operational Service Agreements of Third Parties and Marketing Agreements, with focus on <i>(i)</i> liabilities; <i>(ii)</i> guaranties; and <i>(iii)</i> the possibilities/impacts, on these Contracts, of a transfer of corporate control.
Real Estate	Analysis of documents related to real estate (Lease and/or property documents, including the verification of mortgages and easement/servitude).
Labor Law	Analysis of labor/social security obligations; Analysis of labor litigations, as well as the risks involved in these disputes.
Civil and Commercial Litigation	Analysis of Certificates issued by the main Jurisdictions where the Company develops its business operations; Concerning to the relevant litigation cases, analysis of <i>(i)</i> reports of Company's Lawyers and <i>(ii)</i> the main procedural documents.
Tax Law	Analysis of Certificates issued by Brazilian Fiscal Authorities; Analysis of the administrative and judicial litigation scenario related to the Tax Law.
Sanitary / Environmental Law	Analysis of Licenses related to Sanitary and Environmental Law; Analysis of official notifications and information on treatment of wastewater and of dangerous products.
Intellectual Property	Analysis of the Intangible Assets related to Intellectual Property, such as Trademarks.

2.2. PRINCIPLES THAT WE ADOPT ON THE COORDINATION OF DUE DILIGENCES

Principles that we adopt to Coordinate Due Diligence: *(i)* identify the critical risks of each area, giving the appropriate expertise attention; *(ii)* observe the established deadline to close the works; *(iii)* keep extreme confidentiality of the work; *(iv)* maintain, between the members of the Team, the necessary level of cooperative engagement.

2.3. REPORTS

Our method to keep the client up-dated consists in weekly Reports, with partial analysis, on the development of the works. The final report will contain: facts and analysis, conclusions and recommendations based on them.

3. OUR TEAM AND OUR VALUE

The legal services will be rendered by properly qualified professionals, with strong expertise on Due Diligence, being all the attorneys of the team graduated on the Top Tree Brazilian Law Faculties.

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