BANCO SANTANDER (BRASIL) S.A.

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS AT JUNE 30, 2009 AND DECEMBER 31, 2008

(Thousands of Brazilian Reais)

ASSETS	Note	June 30, 2009	December 31, 2008	LIABILITIES AND EQUITY	Note	June 30, 2009	December 31, 2008
CASH AND BALANCES WITH THE BRAZILIAN CENTRAL BANK		24,813,053	23,700,500	FINANCIAL LIABILITIES HELD FOR TRADING	10	4,886,950	11,209,600
FINANCIAL ASSETS HELD FOR TRADING	5	15,809,079	19,986,000	OTHER FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS	10	362,541	307,376
OTHER FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS	5	6,068,239	5,574,961	FINANCIAL LIABILITIES AT AMORTIZED COST	10	207,644,524	213,973,314
AVAILABLE-FOR-SALE FINANCIAL ASSETS	5	30,593,113	30,735,681	HEDGING DERIVATIVES		63,451	264,771
LOANS AND RECEIVABLES	5	161,644,510	162,725,106	PROVISIONS	11	10,202,870	8,915,245
HEDGING DERIVATIVES		178,416	106,321	TAX LIABILITIES:		7,351,670	6,156,101
				Current		*3,810,079*	*3,025,207*
NON-CURRENT ASSETS HELD FOR SALE	6	57,933	112,824	*Deferred*		*3,541,591*	*3,130,894*
INVESTMENTS IN ASSOCIATES	7	501,582	633,595	OTHER LIABILITIES		6,559,528	3,526,962
TANGIBLE ASSETS	8	3,599,749	3,829,074	**TOTAL LIABILITIES**		**237,071,534**	**244,353,369**
INTANGIBLE ASSETS:	9	30,589,533	30,995,287	EQUITY			
Goodwill		*27,263,159*	*27,488,426*	SHAREHOLDERS' EQUITY:		51,135,477	49,317,582
Other intangible assets		*3,326,374*	*3,506,861*	*Share Capital*	*12*	*47,152,201*	*47,152,201*
				Reserves		*2,165,381*	*1,240,031*
TAX ASSETS:		13,386,053	12,919,894	*Treasury shares*	*12*	*(1,948)*	-
Current		*1,149,016*	*1,150,737*	*Profit for the period attributable to the parent*		*2,444,843*	*2,378,395*
Deferred		*12,237,037*	*11,769,157*	*Less: Dividends and remuneration*	*4*	*(625,000)*	*(1,453,045)*
OTHER ASSETS		1,636,520	2,870,604	VALUATION ADJUSTMENTS:		665,416	513,617
				Available-for-sale financial assets		*1,045,031*	*795,412*
				Cash flow hedges		*(379,615)*	*(281,795)*
				MINORITY INTERESTS		5,353	5,279
				TOTAL EQUITY		**51,806,246**	**49,836,478**
TOTAL ASSETS		**288,877,780**	**294,189,847**	**TOTAL LIABILITIES AND EQUITY**		**288,877,780**	**294,189,847**

The accompanying Notes and Appendix I are an integral part of these unaudited condensed consolidated financial statements.

BANCO SANTANDER (BRASIL) S.A.

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENTS
FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2009 AND 2008
(Thousands of Brazilian Reais, except for per share data)

	Note	June 30,	
		2009	2008
INTEREST AND SIMILAR INCOME		19,770,876	6,715,377
INTEREST EXPENSE AND SIMILAR CHARGES		(9,109,829)	(3,383,593)
INTEREST INCOME/(CHARGES)	13	**10,661,047**	**3,331,784**
INCOME FROM EQUITY INSTRUMENTS	13	14,762	16,276
INCOME FROM COMPANIES ACCOUNTED FOR BY THE EQUITY METHOD	7	257,140	2,322
FEE AND COMMISSION INCOME	13	3,462,886	1,881,195
FEE AND COMMISSION EXPENSE	13	(446,776)	(164,017)
GAINS/LOSSES ON FINANCIAL ASSETS AND LIABILITIES (net)	13	2,734,579	686,259
EXCHANGE DIFFERENCES (net)	13	(1,037,028)	(145,261)
OTHER OPERATING INCOME (EXPENSES)	13	(163,480)	(35,180)
TOTAL INCOME		**15,483,130**	**5,573,378**
ADMINISTRATIVE EXPENSES		(5,379,709)	(2,234,410)
Personnel expenses	*13*	*(2,712,242)*	*(1,156,018)*
Other general expenses	*13*	*(2,667,467)*	*(1,078,392)*
DEPRECIATION AND AMORTIZATION	13	(494,821)	(310,075)
PROVISIONS (net)	13	(1,958,599)	(521,760)
IMPAIRMENT LOSSES ON FINANCIAL ASSETS (net)	13	(4,830,855)	(1,496,399)
Loans and receivables	5-b	(4,826,488)	(1,498,556)
Other financial instruments at fair value through profit or loss		(4,367)	2,157
IMPAIRMENT LOSSES ON OTHER ASSETS (net)	13	(68,371)	(8,950)
GAINS/(LOSSES) ON DISPOSAL OF ASSETS NOT CLASSIFIED AS NON-CURRENT ASSETS HELD FOR SALE	7-b	1,144,444	31,739
GAINS/(LOSSES) ON NON-CURRENT ASSETS HELD FOR SALE NOT CLASSIFIED AS DISCONTINUED OPERATIONS	1-f	(55,659)	(23,512)
OPERATING PROFIT BEFORE TAX		**3,839,560**	**1,010,011**
INCOME TAXES		(1,394,415)	(302,566)
PROFIT FOR THE PERIOD		**2,445,145**	**707,445**
Profit attributable to the parent		***2,444,843***	***707,443***
Profit attributable to minority interests		***302***	***2***
EARNINGS PER SHARE (Brazilian reais)			
Basic and diluted earnings per 1,000 share (reais)			
Common shares		*7.17*	*5.07*
Preferred shares		*7.89*	*5.58*
Weighted average shares outstanding (in thousands) - Basic and diluted			
Common shares		*174,292,416*	*71,315,968*
Preferred shares		*151,465,867*	*61,969,586*

The accompanying Notes and Appendix I are an integral part of these unaudited condensed consolidated financial statements.

BANCO SANTANDER (BRASIL) S.A.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF RECOGNISED INCOME AND EXPENSE

FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2009 AND 2008

(Thousands of Brazilian Reais)

	June 30,	
	2009	**2008**
CONSOLIDATED PROFIT FOR THE PERIOD	**2,445,145**	**707,445**
OTHER RECOGNISED INCOME AND EXPENSE	**151,799**	**(681,534)**
Available-for-sale financial assets:	482,308	(1,046,199)
Revaluation gains/losses	*897,768*	*(718,221)*
Amounts transferred to income statement	*(415,460)*	*(327,978)*
Cash flow hedges:	(199,869)	-
Revaluation gains/losses	*(199,869)*	-
Income tax	(130,640)	364,665
TOTAL RECOGNISED INCOME AND EXPENSE	**2,596,944**	**25,911**
Attributable to the parent	*2,596,642*	*25,909*
Attributable to minority interests	*302*	*2*

The accompanying Notes and Appendix I are an integral part of these unaudited condensed consolidated financial statements.

BANCO SANTANDER (BRASIL) S.A.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2009 AND 2008

(Thousands of Brazilian Reais)

	Equity Attributable to the Parent								
	Shareholders' Equity								
	Share Capital	Reserves	Profit Attributed to the Parent	Dividends and Remuneration	Total Shareholders' Equity	Valuation Adjustments	Total	Minority Interests	Total Equity
Balances at December 31, 2007	**8,331,448**	**701,800**	**1,902,999**	**(2,264,768)**	**8,671,479**	**1,537,044**	**10,208,523**	**57**	**10,208,580**
Total recognised income and expense	**-**	**-**	**707,443**	**-**	**707,443**	**(681,534)**	**25,909**	**2**	**25,911**
Other Changes in Equity									
Appropriation of profit for the period	-	1,902,999	(1,902,999)	-	-	-	-	-	-
Dividends/Remuneration	-	(2,264,768)	-	2,264,768	-	-	-	-	-
Capital increase	800,000	-	-	-	800,000	-	800,000	-	800,000
Other	(15,168)	-	-	-	(15,168)	-	(15,168)	-	(15,168)
Balances at June 30, 2008	**9,116,280**	**340,031**	**707,443**	**-**	**10,163,754**	**855,510**	**11,019,264**	**59**	**11,019,323**

BANCO SANTANDER (BRASIL) S.A.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2009 AND 2008 (Continuation)

(Thousands of Brazilian Reais)

	Equity Attributable to the Parent									
	Shareholders' Equity									
	Share Capital	Reserves	Treasury Shares	Profit Attributed to the Parent	Dividends and Remuneration	Total Shareholders' Equity	Valuation Adjustments	Total	Minority Interests	Total Equity
Balances at December 31, 2008	**47,152,201**	**1,240,031**	**-**	**2,378,395**	**(1,453,045)**	**49,317,582**	**513,617**	**49,831,199**	**5,279**	**49,836,478**
Total recognised income and expense	**-**	**-**	**-**	**2,444,843**	**-**	**2,444,843**	**151,799**	**2,596,642**	**302**	**2,596,944**
Other Changes in Equity										
Appropriation of profit for the period	-	2,378,395	-	(2,378,395)	-	-	-	-	-	-
Dividends/Remuneration	-	(1,453,045)	-	-	828,045	(625,000)	-	(625,000)	-	(625,000)
Acquisition of own shares	-	-	(1,948)	-	-	(1,948)	-	(1,948)	-	(1,948)
Other	-	-	-	-	-	-	-	-	(228)	(228)
Balances at June 30, 2009	**47,152,201**	**2,165,381**	**(1,948)**	**2,444,843**	**(625,000)**	**51,135,477**	**665,416**	**51,800,893**	**5,353**	**51,806,246**

The accompanying Notes and Appendix I are an integral part of these unaudited condensed consolidated financial statements.

BANCO SANTANDER (BRASIL) S.A.

UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENTS FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2009 AND 2008

(Thousands of Brazilian Reais)

	June 30,	
	2009	**2008**
1. CASH FLOWS FROM OPERATING ACTIVITIES		
Consolidated profit for the period	2,445,145	707,445
Adjustments to profit for the period	5,780,258	2,147,009
Depreciation of tangible assets	*233,344*	*112,683*
Amortization of intangible assets	*261,477*	*197,392*
Impairment losses on other assets (net)	*41,896*	*5,224*
Impairment losses on loans and receivables and provisions (net)	*6,785,087*	*2,111,963*
Gains/losses on disposal of tangible assets and investments	*(1,144,444)*	*(31,739)*
Share of results of entities accounted for using the equity method	*(257,140)*	*(2,322)*
Taxes	*(139,962)*	*(246,192)*
	8,225,403	**2,854,454**
Net (increase)/decrease in operating assets:	**(2,084,337)**	**(11,050,916)**
Brazilian central bank compulsory deposits	(3,236,848)	(706,951)
Financial assets held for trading	3,677,746	(350,905)
Other financial assets at fair value through profit or loss	(952,709)	(4,783,758)
Available-for-sale financial assets	624,601	(2,061,325)
Loans and receivables	(3,682,497)	(2,969,453)
Other assets	1,485,370	(178,524)
Net increase/decrease in operating liabilities:	**(9,118,669)**	**3,900,207**
Financial liabilities held for trading	(6,322,650)	698,226
Other financial liabilities at fair value through profit or loss	55,165	(249,929)
Financial liabilities at amortized cost	(5,736,278)	5,026,806
Other liabilities	2,885,094	(1,574,896)
Total net cash flows from operating activities (1)	**(2,977,603)**	**(4,296,255)**
2. CASH FLOWS FROM INVESTING ACTIVITIES		
Investments	(802,434)	(439,084)
Subsidiaries, jointly controlled entities and associates	(95,899)	-
Tangible assets	*(329,123)*	*(192,910)*
Intangible assets	*(377,412)*	*(246,174)*
Divestments	2,351,096	197,407
Subsidiaries, jointly controlled entities and associates	*2,074,835*	-
Tangible assets	*276,261*	*197,407*
Total net cash flows from investing activities (2)	**1,548,662**	**(241,677)**
3. CASH FLOWS FROM FINANCING ACTIVITIES		
Capital increase	-	784,832
Acquisition of own shares	(1,948)	-
Issuance of subordinated liabilities	1,507,000	550,000
Issuance of other long-term liabilities	7,591,975	3,241,601
Dividends paid	(1,388,428)	(1,434,956)
Redemption of other long-term liabilities	(8,403,725)	(1,270,158)
Increase/Decrease in minority interests	(228)	-
Total net cash flows from financing activities (3)	**(695,354)**	**1,871,319**
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (1+2+3)	**(2,124,295)**	**(2,666,613)**
Cash and cash equivalents at beginning of period	**16,750,870**	**16,286,137**
Cash and cash equivalents at end of period	**14,626,575**	**13,619,524**

BANCO SANTANDER (BRASIL) S.A.

UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENTS
FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2009 AND 2008 (Continuation)
(Thousands of Brazilian Reais)

	June 30,	
	2009	**2008**
Non-cash transactions:		
Loans transferred to foreclosed assets	45,389	25,398
Dividends and interest on capital declared but not paid	599,210	-
Suplemental information:		
Interest received	18,177,857	6,713,687
Interest paid	8,628,940	3,410,039
Taxes paid	705,141	299,679

The accompanying Notes and Appendix I are an integral part of these unaudited condensed consolidated financial statements.

1. Introduction, basis of presentation of the condensed consolidated interim financial statements and other information

a) Introduction

Banco Santander (Brasil) S.A. (the "Bank" or "Santander" or "Banco Santander"), indirectly controlled by Banco Santander, S.A., with headquarters in Spain (Banco Santander Spain), is the lead institution of the financial and non-financial group with the Central Bank of Brazil, established as a corporation, with main offices at Rua Amador Bueno, 474, Santo Amaro, São Paulo, and operates as a multiple service bank, conducting operations such as commercial banking, foreign exchange, investment, credit and financing and mortgage loan, leasing portfolios and, through related entities, insurance, pension plan, capitalization, leasing, asset management, and securities and insurance brokerage operations. Transactions are conducted within the context of a group of financial institutions that operate on an integrated basis in the financial markets.

As discussed in Note 2, Banco ABN AMRO Real S.A. (Banco Real) and ABN AMRO Brasil Dois Participações S.A. ("AAB Dois Par") and their respective subsidiaries were consolidated by the Bank in August 2008, in a capital increase approved in the Extraordinary Stockholders' Meeting held on August 29, 2008.

b) Basis of presentation of the condensed consolidated interim financial statements

These condensed consolidated interim financial statements were prepared and are presented in accordance with IAS 34, Interim Financial Reporting, from International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board ("IASB"), and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

In accordance with IAS 34, the interim financial information is intended only to provide an update on the content of the latest consolidated financial statements authorized for issue, focusing on new activities, events and circumstances arising during the six-month period, rather than duplicating information reported in the previous consolidated financial statements authorized for issue. Consequently, these interim financial statements do not include all the information required of complete consolidated financial statements prepared in accordance with IFRS as adopted by the IASB and, accordingly, in order to properly comprehend the information included in these interim financial statements, these should be read together with the Bank's consolidated financial statements for the year ended December 31, 2008.

The accounting policies and methods used in preparing these condensed consolidated interim financial statements are the same as those applied in the consolidated financial statements for 2008, taking into account those standards and interpretations effective subsequent as described in the consolidated financial statements for the year ended December 31, 2008 which did not have a material effect on these condensed consolidated financial statements.

c) Estimates made

The unaudited condensed consolidated results and the determination of unaudited consolidated equity are sensitive to the accounting policies, measurement basis and estimates used by the directors of the Bank in preparing the consolidated financial statements.

In the unaudited condensed consolidated financial statements estimates were occasionally made by the senior executives of the Bank and of the consolidated entities in order to quantify certain assets, liabilities, income, expenses and commitments reported herein.

These estimates relate basically to the following:

- Fair value measurement of certain financial instruments

  The fair value of a financial instrument is the value at which it could be bought or sold in a current transaction between knowledgeable, willing parties on an arm's length basis. If a quoted price in an active market is available for an instrument, the fair value is calculated based on that price.

  If there is no market price available for a financial instrument, its fair value is estimated on the basis of the price established in recent transactions involving the same or similar instruments and, in the absence thereof, on the basis of valuation techniques, using valuation techniques commonly used by the financial markets as follows:

- The present value method for valuing financial instruments permitting static hedging (principally, forwards and swaps) and loans and advances. Expected future cash flows are discounted using the interest rate curves of the applicable currencies. The interest rate curves are generally observable market data.

- The Black-Scholes model for valuing financial instruments requiring dynamic hedging (principally structured options and other structured instruments). Certain observable market inputs are used in the Black-Scholes model to generate variables such as the bid-offer spread, exchange rates, volatility, correlation between indexes and market liquidity, as appropriate.

- Each of the present value method and Black-Scholes models is used for valuing financial instruments exposed to interest rate risk, such as interest rate futures, caps and floors.

- We use dynamic models similar to those used in the measurement of interest rate risk for measuring credit risk of linear instruments (such as bonds and fixed-income derivatives).

- The allowance for loan losses

  We cover losses inherent in debt instruments not measured at fair value taking into account the historical experience of impairment and other circumstances known at the time of assessment. For these purposes, inherent losses are losses incurred at the reporting date, calculated using statistical methods that have not yet been allocated to specific transactions.

  We use the concept of incurred loss to quantify the cost of the credit, using statistical models that consider the following three factors: “exposure at default”, “probability of default” and “loss given default”.

- The impairment losses on certain assets other than loans (including goodwill and other intangible assets)

  Certain assets, including goodwill, other intangible assets and equity method investments are subject to impairment review. We record impairment charges when we believe there is objective evidence of impairment, or that the cost of the assets may not be recoverable. Assessment of what constitutes impairment is a matter of significant judgment.

- The assumptions used in the actuarial calculation of the post-employment benefit liabilities and commitments and other obligations

  The Bank provides pension plans in the form of both defined contribution plans and defined benefit plans, in accordance with IAS 19.

  The actuarial valuation is dependent upon a series of assumptions; the principal are as follows:

  - assumed interest rates;
  - mortality tables;
  - annual social security pension revision rate;
  - price inflation;
  - annual salary growth rate, and
  - the method used to calculate vested commitments to current employees.

- The recognition and measurement of deferred tax items

  Deferred tax assets are only recognized for temporary differences to the extent that it is considered probable that the consolidated entities will have sufficient future taxable profits against which the deferred tax assets can be utilized. Other deferred tax assets (tax loss and tax credit carryforwards) are only recognized if it is considered probable that the consolidated entities will have sufficient future taxable profits against which they can be utilized.

  In accordance with the current regulation, the expected realization of the Consolidated Companies’ tax credits is based on the projection of future income and a technical studies.

These estimates are based on current expectations and estimates on projections of future events and trends, which may affect the consolidated financial statements. The principal assumptions that may affect these estimates, in addition to those previously mentioned above, relate to the following factors:

- Changes in deposit amounts, customer basis and defaults by borrowers

- Changes in interest rates

- Changes in inflation rates

- Government regulation and tax matters

- Adverse legal or regulatory disputes or proceedings

- Credit, market and other risks of lending and investment activities

- Changes in market values of Brazilian securities, particularly Brazilian government securities

- Changes in regional, national and international business and economic conditions

All of these estimates are further discussed on the December 31, 2008 and 2007 consolidated financial statements. In the six-month period ended June 30, 2009 there were no significant changes in the estimates made at 2008 year-end other than those indicated in these interim financial statements.

d) Contingent assets and liabilities

Note 2-p to the Bank's consolidated financial statements for the year ended December 31, 2008 includes information on the contingent assets and liabilities at that date. There were no significant changes in the Bank's contingent assets and liabilities between December 31, 2008 and the date of preparation of these interim financial statements.

e) Comparative information

The information for 2008 contained in these consolidated interim financial statements is presented solely for the purposes of comparison with the information relating to the six-month period ended June 30, 2009.

As a result of the contribution of Banco Real described in Note 3, the consolidated financial information is presented compared with the data of a previous period which does not include the results of Banco Real.

f) Seasonality of the Bank's transactions

Given the activities in which the Bank's companies engage, their transactions are not cyclical or seasonal in nature. Accordingly, no specific disclosures are provided in these explanatory notes to the condensed consolidated interim financial statements for the six-month period ended June 30, 2009.

g) Materiality

In determining the disclosures to be made in relation to the various items in the financial statements or other matters, the Bank, in accordance with IAS 34, took into account their materiality with respect to the interim financial statements.

h) Condensed consolidated cash flow statements

The following terms are used in the condensed consolidated cash flow statements with the meanings specified:

1. Operating activities: the principal revenue-producing activities of credit institutions and other activities that are not investing or financing activities.

2. Investing activities: the acquisition and disposal of long-term assets and other investments not included in cash and cash equivalents.

3. Financing activities: activities that result in changes in the size and composition of the equity and liabilities that are not operating activities.

In preparing the condensed consolidated cash flow statements, short-term highly liquid investments that are subject to an insignificant risk of changes in value were classified as "cash and cash equivalents". Accordingly, the Bank classifies as cash and cash equivalents the balances recognized under "Cash and Balances with the Brazilian Central Bank" in the condensed consolidated balance sheet, except for Central Bank compulsory deposits which are considered as restricted cash.

2. Basis of consolidation

Appendix I include relevant information on the Bank companies that were consolidated. Similar information regarding companies accounted for under the equity method by the Bank is provided on Note 7.

Also, Note 3 below includes a description of the most significant transaction carried out in 2008, namely the contribution of Banco ABN AMRO Real, S.A. and ABN AMRO Dois Participações, S.A. into the Bank.

In addiction the following legal merger transaction took place in the first half of 2009:

On April 14, 2009, the executive committees of Banco Real and Sudameris Distribuidora de Títulos e Valores Mobiliários S.A. (Sudameris DTVM) approved and decided to submit to the approval of their respective stockholders the "Merger Agreement of Sudameris Distribuidora de Títulos e Valores Mobiliários S. A. by Banco ABN AMRO Real S. A.".

On the same date, the executive committees of Banco Santander and Banco Real approved and decided to submit to the approval of the Board of Directors of Santander and its respective stockholders the corporate restructuring proposal as set out by the "Merger Agreement of Banco ABN AMRO Real S.A. by Banco Santander S.A." (the "Agreement").

The merger of Sudameris DTVM by Banco Real and the subsequent merger of Banco Real by Banco Santander (the "mergers") constitute fundamental stages for the consolidation of the Santander's investments in Brazil and the resulting strengthening of its operational and organizational structure, as well as the integration of their operations.

The merger of Banco Real by Banco Santander will allow the conclusion of the operational, administrative and technological integration plan that has been implemented since the control of Banco Real was acquired by Banco Santander Spain, in July 2008, and the corporate restructuring related to the merger of all shares of Banco Real into Banco Santander in August 2008.

The merger of Banco Real will also allow (i) the integration of the banking businesses and activities in a single financial institution for all commercial, financial and legal purposes; (ii) the decrease in administrative costs, and (iii) the streamlining of the corporate structure of the Santander in Brazil.

The Mergers were carried out through the transfer of the book net assets of the Incorporated Companies to the equity of the Bank, based on the audited balance sheets as of March 31, 2009. Changes in equity occurring between the date of said balance sheets and the completion of the Mergers (date of the Extraordinary Shareholders' Meetings that approve the Mergers) were recognized and recorded directly by the acquirers.

As the mergers involve wholly-owned subsidiaries, it was not be necessary, as a result of these transactions, to (i) determine a share exchange ratio; (ii) define withdrawal rights; (iii) increase the capital of Banco Santander and Banco Real, and (iv) change the voting, dividend or any other equity or corporate rights to which the stock issues by Banco Santander is currently entitled.

3. Contribution of Banco Real

On July 24, 2008, Banco Santander Spain acquired the majority control of ABN AMRO Real Group in Brazil. On August 29, 2008, as further discussed on Note 26 of the Consolidated Financial Statements for the year ended December 31,2008, an Extraordinary Stockholders' Meeting approved an increase in Banco Santander's total capital, related to the merger of shares of Banco Real and AAB Dois Par held by Banco Santander Spain. Additionally, the Bank, in a share exchange transaction, exchanged all of the remaining shares of Banco Real and AAB Dois Par held by minority holders for shares of the Bank. As a result of the contribution: (a) Banco Real and AAB Dois Par were converted into wholly-owned subsidiaries of Banco Santander, according to article 252 of Law No. 6404/76; (b) Banco Santander's capital was increased based on the fair value of the shares of Banco Real and AAB Dois Par from R$9,131,448 thousand to R$47,152,201 thousand and an additional R$ 900.000 thousand of reserves, and (c) shares were issued by Banco Santander and delivered to the respective stockholders of Banco Real and AAB Dois Par.

This operation simplifies the equity structure of the companies of the Santander in Brazil and enabled the stockholders of Banco Real to become stockholders of a publicly traded company and have access to the current dividend policy of the Bank. This new structure also allows for a reduction of administrative costs, especially those related to legal and regulatory requirements.

The contribution of Real to the Bank was approved by the Brazilian Central Bank ("Bacen") in January, 2009.

The following purchase price allocation, accounted for in accordance with IFRS 3, "Business Combinations," reflects the purchase accounting adjustments determined on the date that Santander Spain acquired control of Banco Real since on that date Banco Real came under common control with the Bank. This allocation was presented on a provisional basis on December 31, 2008 Financial Statements, as further explained below:

	At June 30, 2009		
	Book value	**Fair value[1]**	**Adjustment**
	(in thousands of R$)		
Net assets acquired			
Assets	**132,301,795**	**130,930,255**	**(1,371,540)**
Of which:			
Cash and balances with central banks	12,147,982	12,147,982	-
Debt instruments	21,758,968	21,728,385	(30,583)
Loans and advances to customers	69,669,710	68,039,392	(1,630,318)
Tangible assets	1,072,896	1,344,375	271,479
Liabilities	**(119,436,124)**	**(120,826,655)**	**(1,390,531)**
Of which:			
Deposits from credit institutions	(20,946,768)	(20,932,165)	14,603
Customer deposits	(75,372,552)	(75,419,151)	(46,599)
Subordinated liabilities	(3,440,670)	(3,491,143)	(50,473)
Other financial liabilities	(5,974,858)	(5,852,833)	122,025
Provisions[4]	(3,536,049)	(4,968,623)	(1,432,574)
Net assets acquired	**12,865,671**	**10,103,600**	**(2,762,071)**
Intangible assets[2]		1,229,716	
Fair value of the assets		**11,333,316**	
Total consideration[3]		**38,946,426**	
Satisfied by:			
Shares		38,920,753	
Cash		25,673	
Goodwill		**27,613,110**	

(1) The fair values of the assets and liabilities acquired were determined based on appraisals for the tangible assets, consideration of advice provided by legal counsel for contingent liabilities in Provisions, and discounted cash flow analysis for all other assets and liabilities, taking into consideration the expected future economic benefits of the intangible assets.

(2) Amount relates to customer list with an estimated useful life of 10 years.

(3) Total consideration is based on amounts paid by the Santander Group for the acquisition of Banco Real.

(4) Includes 124,684 adjustment booked in the six months ended June 30, 2009 respective to a revision in the fair value of provisions, as permitted under IFRS 3.

As allowed by IFRS 3, if the initial accounting for a business combination can be determined only provisionally by the end of the period in which the combination is effected because either the fair values to be assigned to the acquiree's identifiable assets, liabilities or contingent liabilities or the cost of the combination, the acquirer shall account for the combination using those provisional values. The acquirer shall recognize any adjustments to those provisional values as a result of completing the initial accounting within twelve months of the date of the business combination. Note 9 provides additional information regarding the goodwill generated from this transaction.

4. Dividends

The dividends declared by the Bank during the first six months of 2009 was as follows:

	June 30, 2009		
	Thousands of Reais	Reais per Thousands Shares	Amount (Thousands of Reais)
		Common	Preferred
Interest on capital based on interim net income	340,000	0.9974	1.0972
Interest on capital based on interim net income	285,000	0.8361	0.9197
Total	**625,000**		

In the first half of 2008 dividends weren't declared.

5. Financial assets

a) Breakdown and detail

The breakdown, by nature and category for measurement purposes, of the Bank's financial assets, other than the balances relating to "Cash and Balances with the Brazilian Central Bank" and "Hedging Derivatives", at June 30, 2009 and December 31, 2008 is as follows:

	Thousands of Reais			
	June 30, 2009			
	Financial Assets Held for Trading	Other Financial Assets at Fair Value through Profit or Loss	Available-for-Sale Financial Assets	Loans and Receivables
Loans and advances to credit institutions	-	4,627,103	-	31,992,604
Loans and advances to customers	-	1,150,399	-	129,651,906
Of which:				
Loans and advances to customers, gross	-	*1,150,399*	-	*138,811,395*
Impairment losses	-	-	-	*(9,159,489)*
Debt instruments	9,682,828	290,737	29,057,482	-
Equity instruments	316,574	-	1,535,631	-
Trading derivatives	5,809,677	-	-	-
Total	**15,809,079**	**6,068,239**	**30,593,113**	**161,644,510**

	Thousands of Reais			
	December 31, 2008			
	Financial Assets Held for Trading	Other Financial Assets at Fair Value through Profit or Loss	Available-for-Sale Financial Assets	Loans and Receivables
Loans and advances to credit institutions	-	4,046,898	-	29,691,635
Loans and advances to customers	-	1,434,789	-	133,033,471
Of which:				
Loans and advances to customers, gross	-	*1,434,789*	-	*141,214,627*
Impairment losses	-	-	-	*(8,181,156)*
Debt instruments	10,011,999	93,274	29,491,191	-
Equity instruments	678,993	-	1,244,490	-
Trading derivatives	9,295,008	-	-	-
Total	**19,986,000**	**5,574,961**	**30,735,681**	**162,725,106**

b) Valuation adjustments for impairment of financial assets

b.1) Available-for-sale financial assets

As indicated in Note 2 to the consolidated financial statements for the year ended December 31, 2008, as a general rule, changes in the carrying amounts of financial assets and liabilities are recognized with a balancing entry in the consolidated income statement. Notwithstanding the foregoing, in the case of available-for-sale financial assets the changes in value are recognized temporarily in consolidated equity under "Valuation Adjustments - Available-for-Sale Financial Assets".

Items charged or credited to "Valuation Adjustments - Available-for-Sale Financial Assets" remain in the Bank's consolidated equity until the related assets are derecognized, whereupon they are charged to the consolidated income statement. When there is objective evidence at the date of measurement of these instruments that the aforementioned differences are due to permanent impairment, they are no longer recognized in equity under "Valuation Adjustments - Available-for-Sale Financial Assets" and are reclassified, for the cumulative amount at that date, to the consolidated income statement.

At June 30, 2009 the Bank had analyzed the changes in fair value of the various assets comprising this portfolio and concluded that, at that date, there were no significant differences whose origin at that date could be considered to arise from permanent impairment. Accordingly, most of the changes in value of these assets are presented under "Valuation Adjustments - Available-for-Sale Financial Assets". The changes in the balance of valuation adjustments in the interim period are recognized in the unaudited condensed consolidated statement of comprehensive income.

b.2) Loans and receivables

The changes in the balance of the allowances for impairment losses on the assets included under "Loans and Receivables" in the first half of 2009 and 2008 were as follows:

	Thousands of Reais	
	June 30,	
	2009	2008
Balance at beginning of the period	8,181,156	2,249,432
Impairment losses charged to income for the period	5,144,009	1,590,203
Write-off of impaired balances against recorded impairment allowance	(4,165,676)	(1,388,514)
Balance at end of the period	**9,159,489**	**2,451,121**
Recoveries of loans previously charged off	**317,521**	**91,647**

Considering the amounts of "Recoveries of loans previously charged off" and those recognized under "Impairment Losses Charged to Income" in the table above, the impairment losses recognized in income statements on "Loans and Receivables" amounted to R$4,826,488 thousand and R$1,498,556 thousand in the first half of 2009 and 2008, respectively.

c) Impaired assets

The detail of the changes in the balance of the financial assets classified as loans and receivables considered to be impaired due to credit risk in the first six months of 2009 and 2008 is as follows:

	Thousands of Reais	
	June 30,	
	2009	2009
Balance at beginning of the period	7,730,464	2,092,787
Net additions	5,866,027	1,464,678
Written-off assets	(4,165,676)	(1,388,514)
Exchange differences and other	-	-
Balance at end of the period	**9,430,815**	**2,168,951**

6. Non-current assets held for sale

At June 30, 2009 and December 31, 2008, the total amounts of non-current assets held for sale are related to foreclosed assets.

Tangibles assets received in payment and in lieu of those that were disabled, whether intended for sale up to one year through the completion of auctions.

7. Investments in Associates

a) Breakdown

The breakdown, by company, of the balance of "Investments in Associates " is as follows:

	Thousands of Reais					
	Participation %		Investments		Results of Investments	
	June 30, 2009	December 31, 2008	June 30, 2009	December 31, 2008	June 30, 2009	June 30, 2008
Norchem Holding e Negócios S.A.	21.75%	21.75%	21,314	21,186	128	817
Norchem Participações e Consultoria S.A.	50.00%	50.00%	27,344	27,621	(277)	1,363
Companhia de Crédito, Financiamento e Investimento Renault do Brasil	39.64%	39.59%	95,363	82,087	6,549	-
Companhia de Arrendamento Mercantil Renault do Brasil	39.88%	39.88%	185,623	179,072	10,586	-
Celta Holding S.A.	26.00%	25.99%	65,886	61,468	4,541	-
ABN AMRO Brasil Dois Participações S.A.	-	-	-	-	126,442	-
Real Tókio Marine Vida e Previdência S.A. (1)	-	49.99%	-	86,980	8,766	-
Diamond Finance Promotora de Vendas (2)	-	25.50%	-	787	106	-
Fonet Brasil S.A. (2)	-	50.99%	-	7,644	(1,324)	-
Companhia Brasileira de Meios de Pagamentos - Visanet	9.20%	14.87%	48,197	104,409	96,732	-
Cibrasec - Companhia Brasileira de Securitização	13.64%	13.64%	10,466	9,933	797	(70)
Tecban - Tecnologia Bancária S.A.	20.68%	20.68%	32,290	32,044	246	212
Companhia Brasileira de Soluções e Serviços - CBSS	15.32%	15.32%	15,099	20,364	3,848	-
Total			**501,582**	**633,595**	**257,140**	**2,322**

(1) Investment sold in 2009 to Santander Seguros.
(2) Investment sold in 2009.

b) Changes

The changes in the balance of this item during the first half of 2009 were as follows:

	Thousands of Reais
Balance at December 31, 2008	**633,595**
Purchases and capital increases	95,899
Changes in the scope of consolidation	251,735
Effect of equity accounting	257,140
Sale of investments and capital decreases (1)	(587,139)
Exchange differences and other changes	3,569
Dividends paid	(153,217)
Balance at 30 June 2009	**501,582**

(1) In June 2009, the Bank made a partial disposal of investment of VisaNet, accounting a net gain of R$1,096 million recorded in Gains/losses on disposal of assets not classified as non-current asset held for sale.

c) Impairment losses

No impairment was accounted with respect to investments in associates in the first six months of 2009 and 2008.

8. Tangible assets

a) Changes in the period

In the first six months of 2009 and 2008 tangible asset items were acquired for R$329,123 thousand and R$192,910 thousand, respectively. Also, in the first six months of 2009 and 2008 tangible asset items were disposed of with carrying amounts of R$269,562 thousand and R$165,668 thousand, respectively, giving rise to net gains on disposal of R$6,699 thousand and R$31,739 thousand, respectively.

b) Impairment losses

There were no significant impairment losses on tangible assets in the first six months of 2009 and 2008.

c) Tangible asset purchase commitments

At June 30, 2009 and 2008, the Bank did not have any significant commitments to purchase tangible asset items.

9. Intangible assets

a) Goodwill

All of the Bank's goodwill relates to the contribution of Banco Real and AAB Dois Par to the Bank, as discussed in Note 3. The allocation of such goodwill is expected to be completed by the end of the first annual period beginning after the date that the Bank acquired control of these entities.

Goodwill is tested for impairment annually. It is also analysed at the end of each reporting period when there is any indication that it may be impaired. For the current period, due to the recent incorporation of the before mentioned subsidiaries into the group and the results of the related market value calculation and purchase price allocation valuation recently performed, the Bank did not detect, and therefore, did not recognized any impairment losses.

The changes of goodwill in the first half of 2009 were as follows:

	Thousands of Reais
December 31, 2008 Adjusted	**27,613,110**
Adjustments	
ABN AMRO Brasil Dois Par sale	*(321,841)*
Cia. Brasileira de Meios de Pagamento - Visanet - investments sale	*(28,110)*
June 30, 2009	**27,263,159**

b) Other intangible assets

There were no significant impairment losses with respect to intangible assets in the first half of 2009.

10. Financial liabilities

a) Breakdown and detail

The breakdown, by nature and category for measurement purposes, of the Bank's financial liabilities, other than "Hedging Derivatives", at June 30, 2009 and December 31, 2008 is as follows:

	Thousands of Reais					
	June 30, 2009			December 31, 2008		
	Financial Liabilities Held for Trading	Other Financial Liabilities at Fair Value through Profit or Loss	Financial Liabilities at Amortized Cost	Financial Liabilities Held for Trading	Other Financial Liabilities at Fair Value through Profit or Loss	Financial Liabilities at Amortized Cost
Deposits from the Brazilian central bank	-	-	870,130	-	-	184,583
Deposits from credit institutions	-	362,541	21,793,253	-	307,376	26,325,636
Customer deposits	-	-	154,922,160	-	-	155,494,839
Marketable debt securities	-	-	11,298,677	-	-	12,085,655
Trading derivatives	4,861,623	-	-	11,197,268	-	-
Subordinated liabilities	-	-	10,996,056	-	-	9,197,429
Short positions	25,327	-	-	12,332	-	-
Other financial liabilities	-	-	7,764,248	-	-	10,685,172
Total	**4,886,950**	**362,541**	**207,644,524**	**11,209,600**	**307,376**	**213,973,314**

b) Information on issues, repurchases or redemption of Marketable debt instruments

Following is the detail, at June 30, 2009 and 2008, of the outstanding balance of Marketable debt instruments which at these dates had been issued by the Bank. Also included is the detail of the changes in the related balance during the first six months of 2009 and 2008:

	Thousands of Reais	
	June 30,	
	2009	2008
Balance at beginning of the period	**12,085,655**	**2,805,417**
Issues	7,591,975	3,241,601
Repurchases or Redemptions	(8,403,725)	(1,270,158)
Interest	595,631	190,127
Exchange Rate and Other Adjustments	(570,859)	(128,667)
Balance at end of the period	**11,298,677**	**4,838,320**

At June 30, 2009 no issues were convertible into Bank shares, nor had any privileges or rights been granted that may, in certain circumstances, make them convertible into shares.

c) Other issues guaranteed by the Bank

At June 30, 2009 and 2008, there were no debt instruments issued by associates or non-Bank third parties that had been guaranteed by the Bank or any other Bank entity.

11. Provisions

a) Breakdown

The breakdown of the balance of "Provisions" is as follows:

	Thousands of Reais	
	June 30, 2009	**December 31, 2008**
Provisions for pensions and similar obligations	1,076,432	1,078,916
Provisions for commitments and other provisions [(1)]	9,126,438	7,836,329
Provisions	**10,202,870**	**8,915,245**

(1) Includes mainly provisions for taxes and others legal, civil and labor contingencies.

b) Provisions for commitments and other provisions

Banco Santander S.A. and its subsidiaries are parties to judicial and administrative proceedings involving tax, civil and labor matters arising in the normal course of their business.

Provisions were recognized based on the nature, complexity and history of the lawsuits, and the opinion of the in-house and outside legal counsel. Santander's policy is to accrue the full amount of lawsuits whose likelihood of unfavorable outcome is probable.

Legal obligations - tax and social security were fully recognized in the financial statements.

Management understands that the recognized reserves are sufficient to cover probable losses on the lawsuits.

i. Legal obligations and tax and social security contingencies

Refer to judicial and administrative proceedings involving tax and social security obligations based on the legal counsel's opinion as probable losses, as described below:

- PIS and Cofins - R$2,878,220 (December 31, 2008 - R$2,210,489): lawsuit filed by several companies of the conglomerate against the provisions of article 3, paragraph 1 of Law No. 9718/98, pursuant to which PIS and COFINS must be levied on all revenues of legal entities. Prior to said provisions, already overruled by several recent decisions by the Federal Supreme Court, PIS and Cofins were levied only on revenues from services and sale of goods.

- Deductibility of CSLL from IRPJ (corporate income tax) - R$544,231 (December 31, 2008 - R$549,739): seeks deduction of CSLL expense from income tax calculation.

- CSLL - equal tax treatment - R$500,342 (December 31, 2008 - R$502,948) - lawsuit filed by several companies of the group challenging the application of an increased CSLL rate (18%) for financial institutions as compared to the rate for non-financial companies (8%).

- Increase in CSLL tax rate - R$296,236 (December 31, 2008 - R$131,761) - September 2008, the Bank filed for an injunction to avoid the increase in the CSLL tax rate established by Executive Act 413/2008, converted into Law 11727/2008. Financial institutions were subject to a CSLL tax rate of 9%, however the new legislation established a 15% tax rate.

- IRPJ – Recognition in the same period - R$392,629 (December 31, 2008 - R$381,044) - lawsuit claiming that, for IRPJ calculation purposes, depreciation expenses be recognized in the same period as revenues from lease payments are recognized.

- ISS (service tax) - Financial Institutions - R$431,044 (December 31, 2008 - R$279,554) - refers to administrative and judicial proceedings with several municipalities that require the payment of ISS on several revenues from operations that usually do not qualify as service provision.

- INSS (social security contribution) - R$198,860 (December 31, 2008 - R$163,896) - refers to administrative and judicial proceedings seeking collection of social security contribution and salary premium for education on amounts that normally are not of a salary nature.

- Allowance for doubtful accounts - R$209,198 (December 31, 2008 - R$205,714) - collection of IRPJ and CSLL levied on the allowance for doubtful accounts, arising from the deduction, considered undue by tax authorities, in calendar 1995, alleging that the tax criteria in effect at the time were not complied with.

- Allowance for loan losses - R$92,196 (December 31, 2008 - R$90,466) - intended to annul the assessment

notices issued by the Federal Revenue Service alleging that the companies incorrectly deducted from the IRPJ and CSLL bases losses on lending operations, as these deductions did not meet the terms and conditions set forth by prevailing legislation.

ii. Labor contingencies

These are lawsuits brought by labor unions and former employees claiming labor rights they understand are due, especially payment for overtime and other labor rights, including retirement benefit lawsuits.

For labor claims considered to be similar and usual, the reserve is recorded based on the history of payments made. Other labor claims are controlled individually and the reserves are recognized based on previous court decisions and the stage of each lawsuit.

iii. Civil contingencies

Refer to lawsuits for indemnity and review of lending agreements.

Lawsuits for indemnity seek indemnity for property damage and/or pain and suffering, relating to the consumer relationship, principaly with undue protest, return of checks, inclusion of debtors' information into the credit restriction master file, elimination of inflation effects in escrow deposit accounts and other matters.

Lawsuits for review refer to challenges of lending agreement clauses by customers.

There are also lawsuits filed by minority stockholders of the former Banco Noroeste against corporate acts in 1998 and 1999. Although there are unfavorable decisions from the lower court, based on legal counsels' evaluation, management believes that the Bank has good chances to overturn such decisions through the appeals filed with the São Paulo State Court of Justice.

For civil lawsuits considered to be similar and usual, the reserve is recorded based on the history of payments made, based on the legal counsel's evaluation of success and classification. Other lawsuits are controlled individually and the reserves are recognized based on the status of each lawsuits, law and previous court decisions.

iv. Other lawsuits under the responsibility of former controlling stockholders

Refer to tax, labor and civil lawsuits in the amounts of R$456,986, R$64,774 and R$45,959 (December 31, 2008 - R$459,291, R$137,861 and R$57,386), respectively, recorded under "Other payables - tax and social security" and "Other payables - other" which are the responsibility of the former controlling stockholders of the acquired entities. The lawsuits have guarantees under the agreements signed at the time of the acquisitions in the amount of R$567,719 (December 31, 2008 - R$654,538), recorded under "Other receivables - other". These lawsuits have no effects on the balance sheet.

v. Contingent liabilities classified as possible loss risk

Refer to judicial and administrative proceedings involving tax, civil and labor matters assessed by the legal counsel as possible loss, which were not accounted for. The main lawsuits are:

- CPMF (tax on banking transactions) on Customer Operations - in May 2003, the Federal Revenue Service issued an Infraction Notice against Santander Distribuidora de Títulos e Valores Mobiliários Ltda. (Santander DTVM) and another Infraction Notice against the former Banco Santander Brasil S.A., both in the amount of R$290 million. The notices refer to the collection of a CPMF tax credit on transactions conducted by Santander DTVM in the management of its customers' funds and clearance services provided by the Bank to Santander DTVM, according to the agreement between these two companies, in 2000, 2001 and the first two months of 2002. Both companies consider that the tax treatment adopted was adequate since said transactions were subject to CPMF at zero rate. The Board of Tax Appeals judged the administrative proceedings, annulling the infraction notice of Santander DTVM and confirming the infraction notice of the Bank. In both cases, an administrative appeal can be filed with the Higher Board of Tax Appeals (CSRF). The updated amount of each proceeding is approximately R$548 million.

- IRPJ and CSLL on Reimbursement arising from Contractual Guarantees – in December 2007, the Federal Revenue Service issued an Infraction Notice in the amount of R$320 million against Banco Santander S.A. The notice refers to the collection of IRPJ and CSLL for tax year 2002 on amounts reimbursed by the former controlling stockholder of Banco Santander S.A. for payments made by the Bank that were the responsibility of the controlling stockholder. The Federal Revenue Service understood that the amount deposited in favor of Santander S.A. is not a reimbursement but a taxable income. The Bank has filed an administrative defense and the decision was unfavorable. The updated amount of each proceeding is approximately R$367 million.

- Addition to the Price on the Purchase of Shares of Banco do Estado de São Paulo S.A. - Banespa - an ordinary action claiming the inexistence of legal relationship before the National Treasury in relation to item 3.1 of the

Banespa's Share Purchase and Sale Agreement. Such item provided for the payment of an addition to the minimum price should Banespa be released from the tax contingency recognized at the time of the privatization upon the setting of the minimum price. The updated amount involved is approximately R$329 million. After an unfavorable lower court decision, on April 23, 2008, the 1st Region Federal Court accepted the appeal filed by the Bank and declared undue the collection. The action is awaiting trial of the appeal brought by the government.

- Deductibility of Expenses on Allowance for Doubtful Receivables - Administrative collection by the Federal Revenue Service in view of the deduction from the IRPJ and CSLL basis of losses on lending operations performed in 1998 and 2000. The Bank is awaiting judgment and understands that the collection is undue since the expenses met the deductibility conditions of Law 9430/1996 as they referred to definitive losses. The updated amount involved is approximately R$236 million.

- CSLL - Unconstitutionality - Noncompliance with the amnesty established by Law 9779/1999 - claims that entities that joined the amnesty failed to comply with the requirements of such Law, alleging that such entities were not supported by an injunction for all periods paid (1989 to 1999). The judicial and administrative proceedings are awaiting judgment. The updated amount involved is approximately R$162 million.

- CSLL - equal tax treatment - Lawsuit regarding the difference in social contribution tax rate applied to financial institutions and equivalent entities in the first half of 1996, as such tax rate was higher than the rates applied to other legal entities, which is contrary to the precedence and non-retroactivity constitutional principle. There is a lawsuit awaiting judgment and other appeals pending decisions. The adjusted amount involved is approximately R$160 million.

- CSLL – final and unappealable decision - seeks ensuring the right not to recognize the tax credit formalized by the Federal Revenue Service, regarding alleged irregularities in the payment of CSLL, as the Entity obtained a final and unappealable decision canceling the payment of CSLL under Laws 7689/1988 and 7787/1989. The appeals filed with the Regional Federal Court are awaiting decision. The updated amount involved is approximately R$147 million.

- Semiannual Bonus or Profit Sharing - labor lawsuit relating to the payment of a semiannual bonus or, successively, profit sharing to retired employees from the former Banco do Estado de São Paulo S.A. - Banespa, hired by May 22, 1975. This lawsuit was filed by Banespa's Retirees Association and was judged by the Superior Labor Court and the Bank has filed an appeal. The involved amount is not disclosed due to the current stage of the lawsuit and the possibility of affecting its progress.

12. Equity

a) Issued capital

Authorized capital is represented by 325,758,283 thousand registered shares without par value, being 174,292,416 thousands of ordinary shares and 151,465,867 thousands of preferred shares.

b) Treasury shares

The Bank has 25.395 million shares of its own issue, purchased by the amount of R$ 1,948. On June 30, 2009, the market value of treasury shares is R$3,555.

13. Segment reporting

The Bank has identified the following business segments as its operating segments:

- Commercial Banking,
- Global Wholesale Banking,
- Asset Management and Brokerage.

The Commercial Banking segment encompasses the entire commercial banking business (except for the Corporate Banking business managed globally using the Global Relationship Model). The Asset Management and Brokerage segment includes the contribution to the Bank arising from the design and management of the investment fund, pension and insurance businesses of the various units. The Global Wholesale Banking segment reflects the returns on the Global Corporate Banking business, those on Investment Banking and Markets worldwide, including all the globally managed treasury departments and the equities business.

The unaudited condensed income statements and other significant data are as follows:

Unaudited Condensed Income Statement	Thousands of Reais							
	June 30, 2009				June 30, 2008			
	Commercial Banking	Global Wholesale Banking	Asset Management and Brokerage	Total	Commercial Banking	Global Wholesale Banking	Asset Management and Brokerage	Total
NET INTEREST INCOME	**9,750,843**	**893,684**	**16,520**	**10,661,047**	**2,892,653**	**434,816**	**4,315**	**3,331,784**
Income from equity instruments	14,762	-	-	14,762	16,276	-	-	16,276
Income from companies accounted for by the equity method	257,140	-	-	257,140	2,322	-	-	2,322
Net fee and commission income	2,441,188	390,378	184,544	3,016,110	1,481,006	151,895	84,277	1,717,178
Gains/losses on financial assets and liabilities	1,127,931	566,491	3,129	1,697,551	133,495	401,566	5,937	540,998
Other operating income/(expenses)	(169,327)	(16,374)	22,221	(163,480)	(26,457)	(8,029)	(694)	(35,180)
TOTAL INCOME	**13,422,537**	**1,834,179**	**226,414**	**15,483,130**	**4,499,295**	**980,248**	**93,835**	**5,573,378**
Personnel expenses	(2,484,585)	(202,841)	(24,816)	(2,712,242)	(997,656)	(141,997)	(16,365)	(1,156,018)
Other administrative expenses	(2,562,913)	(95,598)	(8,956)	(2,667,467)	(1,021,760)	(48,937)	(7,695)	(1,078,392)
Depreciation and amortization	(475,872)	(18,753)	(196)	(494,821)	(296,077)	(11,828)	(2,170)	(310,075)
Provisions (net)	(1,948,756)	7,450	(17,293)	(1,958,599)	(470,002)	(47,626)	(4,132)	(521,760)
Net impairment losses on financial assets	(4,832,412)	1,557	-	(4,830,855)	(1,496,622)	223	-	(1,496,399)
Net impairment losses on non-financial assets	(68,371)	-	-	(68,371)	(8,950)	-	-	(8,950)
Other non-financial gains/(losses)	1,088,785	-	-	1,088,785	8,227	-	-	8,227
PROFIT/(LOSS) BEFORE TAX	**2,138,413**	**1,525,994**	**175,153**	**3,839,560**	**216,455**	**730,083**	**63,473**	**1,010,011**

Other aggregates:	Thousands of Reais							
	June 30, 2009				December 31, 2008			
Total assets	240,261,353	48,616,427	-	**288,877,780**	243,957,824	50,232,023	-	**294,189,847**
Loans and advances to customers	103,245,267	27,557,038	-	**130,802,305**	106,317,159	28,151,101	-	**134,468,260**
Customer deposits	119,586,558	35,335,602	-	**154,922,160**	117,516,868	37,977,971	-	**155,494,839**

There have been no differences from the last annual financial statements in the basis of segmentation or in the basis of measurement of segment profit or loss.

Additionally, the Bank does not have any customers that individually accounted for 10% or greater of our interest and similar income for June 30, 2009 and 2008.

14. Related party transactions

The parties related to the Bank are deemed to include, in addition to its subsidiaries, associates and jointly controlled entities, the Bank's key management personnel and the entities over which the key management personnel may exercise significant influence or control.

Following is a detail of the transactions performed by the Bank with its related parties in the first six months of 2009 and 2008:

a) Management compensation

i) Short-term benefits

Board of Directors' and Executive Board's compensation:

	Thousands of Reais	
	June 30, 2009	**June 30, 2008**
Fixed compensation	16,648	8,599
Variable compensation	65,611	28,989
Other	3,051	1,270
Total	**85,310**	**38,858**

ii) Contract termination

Employment contracts have an undefined period. The termination of the employment relationship for non-fulfillment of obligations or voluntarily does not entitle executives to any financial compensation. In the case of termination of contracts by the Bank, the executives whose contracts provide for payment of additional aggregate amount as compensation, will have up to R$7,013 thousand, which considers the sum of termination executives.

iii) Other information

Lending operations

In conformity with prevailing regulations, financial institutions cannot grant loans or advances to:

a) any individuals or legal entities that control the institution or any entity under joint control with the institution, or any officer, member of the board of directors, member of the supervisory board, or member of the immediate family of such individuals;

b) any entity controlled by the institution; or

c) any entity in which the Bank holds, directly or indirectly, 10% or more of the capital.

Accordingly, loans or advances are not granted to any subsidiaries, executive officers, members of the board of directors or their families.

Ownership Interest

The table below shows the direct interest (common shares and preferred shares) as of June 30, 2009 exceeding five percent of total shares outstanding.

Stockholders'	June 30, 2009					
	Common Shares (thousands)	Common Shares (%)	Preferred Shares (thousands)	Preferred Shares (%)	Total Shares (thousands)	Total Shares (%)
Grupo Empresarial Santander, S.L. (1)	72,504,460	41.60	61,391,761	40.53	133,896,221	41.10
Sterrebeeck B.V. (1)	99,048,158	56.83	86,076,128	56.83	185,124,286	56.83
Members of the Board of Directors	(*)	(*)	(*)	(*)	(*)	(*)
Members of the Executive Board	(*)	(*)	(*)	(*)	(*)	(*)
Other	2,726,211	1.57	3,986,170	2.64	6,712,381	2.07
Total	**174,278,829**	**100.00**	**151,454,059**	**100.00**	**325,732,888**	**100.00**

(*) None of the members of the Board of Directors and the Executive Board holds 1.0% or more of any class of shares.
(1) Companies of the Santander Spain Group.

The table below shows the direct interest (common shares and preferred shares) as of December 31, 2008 exceeding five percent of total shares.

Stockholders'	December 31, 2008					
	Common Shares (thousands)	Common Shares (%)	Preferred Shares (thousands)	Preferred Shares (%)	Total Shares (thousands)	Total Shares (%)
Grupo Empresarial Santander, S.L. (1)	72,504,460	41.60	61,391,761	40.53	133,896,221	41.10
Sterrebeeck B.V. (1)	99,048,194	56.83	86,076,161	56.83	185,124,355	56.83
Members of the Board of Directors	(*)	(*)	(*)	(*)	(*)	(*)
Members of the Executive Board	(*)	(*)	(*)	(*)	(*)	(*)
Other	2,739,762	1.57	3,997,945	2.64	6,737,707	2.07
Total	**174,292,416**	**100.00**	**151,465,867**	**100.00**	**325,758,283**	**100.00**

(*) None of the members of the Board of Directors and the Executive Board holds 1.0% or more of any class of shares.
(1) Companies of the Santander Spain Group.

b) Related-Party Transactions

Transactions among the entities of Santander are carried out under usual market rates and terms, comparable to those applied in transactions with unrelated parties.

The principal transactions and balances are as follows:

	Thousands of Reais			
	June 30, 2009		December 31, 2008	
	Joint-controlled companies	Related-Party	Joint-controlled companies	Related-Party
Assets				
Cash and balances with the Brazilian Central Bank	-	651,114	-	714,127
Loans and advances to credit institutions	397,913	1,361,391	455,844-	10,587,034
Trading derivatives	-	825,374	-	1,501,689
Trading Account	-	5,800	-	18,865
Other Assets	-	284,615	111	125,237
Liabilities				
Customer deposits	(195,024)	(220,422)	(85,198)	(120,400)
Deposits from credit institutions	(17,631)	(6,557,115)	(39,229)	(5,471,056)
Trading derivatives	-	(900,360)	-	(1,667,390)
Other Liabilities - Dividends and Bonuses Payable	(1,829)	(784,543)	-	(1,352,252)
Other Payables – Other	-	(39,542)	(7,925)	(40,534)

	Thousands of Reais			
	June 30, 2009		June 30, 2008	
	Joint-controlled companies	Related-Party	Joint-controlled companies	Related-Party
Income	**-**	**-**	**-**	**-**
Interest and similar income	25,271	209,514	-	19,818
Interest expense and similar charges	(13,066)	(543,674)	-	(27,360)
Gains/losses on financial assets and liabilities	-	81,541	-	110,481
Other income expenses	19,840	(130,922)	-	193,807

15. Stock Option Plans

The main assumptions used as of June 30, 2009 have not changed significantly from those indicated in the consolidated financial statements for December 31, 2008 and 2007.

16. Other disclosures

a) Notional amounts and market values of trading and hedging derivatives

The breakdown of the notional and/or contractual amounts and the market values of the trading and hedging derivatives held by the Bank is as follows:

	Thousands of Reais			
	June 30, 2009		December 31, 2008	
	Notional Amount	Market Value	Notional Amount	Market Value
Trading derivatives:				
Interest rate risk and other				
Interest rate swaps	45,539,118	10,954,173	55,901,265	15,868,331
Options - purchase and sales	179,420,982	38,182	154,139,645	(175,456)
Forward and futures contracts	44,384,128	-	43,271,519	7,788
Foreign currency risk				
Currency swaps (1)	47,932,126	(10,077,292)	56,333,178	(17,867,750)
Options - purchase and sales	34,459,408	(552,415)	58,473,829	(1,559,102)
Forward and futures contracts	20,650,313	585,406	48,517,742	1,823,929
	372,386,075	**948,054**	**416,637,178**	**(1,902,260)**
Hedging derivatives:				
Interest rate risk				
Futures contracts (2)	14,674,276	-	18,055,336	-
Interest rate swaps	1,279,770	114,965	1,701,594	(158,450)
	15,954,046	**114,965**	**19,756,930**	**(158,450)**
Total	**388,340,121**	**1,063,019**	**436,394,108**	**(2,060,710)**

(1) Includes credit derivatives, which the Bank uses to reduce or eliminate its exposure to specific risks arising from the purchase or sale of assets associated with the credit portfolio management. In 2008, the volume of credit derivatives with total return rate – credit risk received corresponds to R$580,917 (December 31, 2008 – R$697,606) thousands of cost and R$579,686 (December 31, 2008 – R$696,162) thousands of fair value, and the credit risk volume transferred corresponds to R$54,139 (December 31, 2008 – R$94,852) thousands of cost and R$51,623 (December 31, 2008 – R$99.785) thousands of fair value. During the period there were no credit events related to events provided for in the contracts. Required base capital used amounted to R$6,000 (December 31, 2008 – R$3,805) thousands.

(2) The mark-to-market effect of these cash flow hedges, with maturity that varies from July 1, 2009 to January 2, 2012, is recorded directly in equity, and at June 30, 2009 corresponded to a debit of

R$410,498 (December 31, 2008 - R$85,917), net of taxes. The fair value of Certificate of Deposits designated as a hedged item was R$14,917,686 (December 31, 2008 - R$ 18,308,306). No ineffective portion of such hedges, which would require recording in income, was identified during the period. Futures-DI transactions designated as hedge instrument have daily adjustments and are recorded in assets or liabilities and settle in cash daily.

b) Off-balance-sheet funds under management

The detail of off-balance-sheet funds managed by the Bank is as follows:

	Thousands of Reais	
	June 30, 2009	**December 31, 2008**
Investment funds	78,938,589	76,777,598
Assets under management	6,564,459	3,624,448
Total	**85,503,048**	**80,402,046**

c) Third-party securities held in custody

At June 30, 2009 and December 31, 2008, the Bank held in custody debt securities and equity instruments totaling R$188,190,566 thousands and R$80,454,575 thousands, respectively, entrusted to it by third parties.

17. Suplemental information – Reconciliation of shareholders' equity and net income of the Bank (Not required under IFRS:

Following the Brazilian Securities Commission (CVM) Instruction 457/7 dated on July 13,2007, we present a reconciliation of shareholders' equity and net income attributed to the parent between Brazilian GAAP and IFRS, for each of the periods presented, below:

		Thousands of reais		
	Note	**June 30, 2009**	**June 30, 2008**	**December 31, 2008**
Shareholders' equity attributed to the parent under Brazilian GAAP		49.382.354	10.611.804	48,756,557
IFRS adjustments, net of taxes:				
Pension discount rate	e	(173.295)	(182.859)	(179,343)
Classification of financial instruments at fair value through profit or loss	f	65.793	(7.002)	43,675
Redesignation of financial instruments to available-for-sale	a	581.571	797.585	552,854
Impairment on loans and receivables	b	(231.738)	(366.767)	(234,300)
Accounting under equity method	c	-	10.846	(5,970)
Deferral of financial fees, commissions and inherent costs under effective interest rate method	g	189,126	163.360	174,116
Reversal of goodwill amortization	h	1.419.686	-	376,766
Mark to market of foreign currency forward	i	(30.186)	-	(11,069)
Impairment of other financial assets	j	31.452	-	32,200
Impairment losses on tangible assets	d	11.484	(11.177)	1,542
Impairment on other non-financial assets	j	10.595	-	-
Purchase price adjustments - amortization	k	534.843	-	315,992
Other		9,208	3.474	8,179

Shareholders' equity attributed to the parent under IFRS		**51.800.893**	**11.019.264**	**49,831,199**
Minority interest under IFRS		5.353	59	5,279
Shareholders' equity (including minority interest) under IFRS		**51.806.246**	**11.019.323**	**49,836,478**

	Thousands of reais		
	Note	**June 30, 2009**	**June 30, 2008**
Net income attributed to the parent under Brazilian GAAP		1.006.023	833.488
IFRS adjustments, net of taxes:			
Pension discount rate	e	6.113	3.451
Classification of financial instruments at fair value through profit or loss	f	39.548	(8.588)
Redesignation of financial instruments to available-for-sale	a	101.752	33.582
Accounting under equity method	c	-	142
Deferral of financial fees, commissions and inherent costs under effective interest rate method	g	15.058	(50.508)
Reversal of goodwill amortization	h	1.042.920	-
Impairment on loans and receivables	b	2.241	(104.747)
Mark to market of foreign currency forward	i	(19.168)	-
Impairment of other financial assets	j	-	-
Impairment on tangible assets	d	7.170	623
Impairment on other non-financial assets	j	13.315	-
Purchase price adjustment - amortization	k	218.856	-
Other		11.015	-
Net income attributed to the parent under IFRS		**2.444.843**	**707.443**
Minority interest under IFRS		302	2
Net income (including minority interest) under IFRS		**2.445.145**	**707.445**

a) Redesignation of financial instruments to available-for-sale:

Under BR GAAP, the Bank accounts for certain investments in debt securities at amortized cost and equity instruments at cost. Under IFRS, the Bank has classified these investments as available-for-sale, measuring them at fair value with the changes recognized in other comprehensive income, under the scope of IAS 39 “Financial Instruments: Recognition and Measurement”.

b) Impairment on loans and receivables:

Under IFRS, based on the guidance provided by IAS 39 “Financial Instruments: Recognition and Measurement”, the Bank estimates the allowance for loan losses based on historical experience of impairment and other circumstances known at the time of assessment, as further discussed in Note 2.g. Such criteria differs in certain aspects, to the criteria adopted under BR GAAP, which uses certain regulatory limits defined by the Brazilian Central Bank for purposes of allowance for loan losses calculation.

c) Accounting under equity method:

Under Brazilian GAAP, investments in certain associates are accounted for at cost, as they do not meet the criteria, under these accounting principles, to be accounted for using the equity method. Such criteria include total ownership of at least 10% and the relevance of the investment in the associate in relation to the investor’s total equity. Under

IFRS, in accordance with IAS 28 “Investments in Associates”, an investment in an associate which the investor has significant influence, even if less than 20% of ownership, is accounted for using the equity method of accounting. In accordance to Resolution CMN No. 3.619, BR GAAP has been amended to converge with the guidance provided by IAS 28.

d) Impairment losses on tangible assets:

Under BR GAAP, impairment losses on certain tangible assets relating to the Bank’s branches were recognized during the year ended December 31, 2008 as a result of the adoption of CPC 01, “Reduction in the Recoverable Value of Assets.” CPC 01 changed the methodology used in BR GAAP to converge to IFRS (IAS No. 36, “Impairment of Assets.”). Prior to the issuance of CPC 01, the Bank grouped together certain branch assets when evaluating for recoverability. Under IFRS, the Bank evaluates these assets for impairment at the level of each individual branch, in which for the Bank represents a cash generating unit in accordance with IAS 36 “Impairment of Assets”.

e) Pension discount rate:

Under BR GAAP, the discount rate used for benefit obligations reflects the nominal interest rate. Under IFRS, in accordance with IAS 19 “Employee Benefits”, the rate used to discount post-employment benefit obligations was determined by reference to market yields at the end of the reporting period on high quality bonds.

f) Classification of financial instruments at fair value through profit or loss:

Under BR GAAP, all loans and receivables and deposits are accounted for at amortized cost. Under IFRS, the Bank designated certain loans and receivables and deposits as “fair value thought profit or loss” , in accordance with IAS 39 “Financial Instruments: Recognition and Measurement”. The Bank has selected such classification basis as it eliminates an accounting mismatch in the recognition of income and expenses.

g) Deferral of financial fees, commissions and inherent costs under effective interest rate method:

Under IFRS, in accordance with IAS 39 “Financial Instruments: Recognition and Measurement”, financial fees, commissions and inherent costs that are integral part of effective interest rate of financial instruments measured at amortized cost are recognized in profit or loss over the term of the corresponding contracts. Under BR GAAP, these fees and expenses are directly recognized in the profit or loss when received or paid.

h) Reversal of goodwill amortization:

Under BR GAAP, goodwill is amortized systematically over a period of up to 10 years. Under IFRS, in accordance with IAS 38 “Intangible Assets”, goodwill is not amortized, but instead, is tested for impairment, at least annually, and whenever there is an indication that the goodwill may be impaired; by comparing its recoverable amount with its carrying amount.

i) Mark to Market of Foreign Currency Forward:

Under IFRS, in accordance with IAS 39 “Financial Instruments: Recognition and Measurement”, foreign currency forward contracts are derivatives that are recorded at fair value. Under BR GAAP, these contracts are recorded at amortized cost.

j) Impairment of other assets:

Under IFRS, the Bank estimated the impact of accounting for allowance other assets, which is different, in certain aspects, to the criteria adopted under BR GAAP.

k) Purchase Price Adjustments - Amortization

As part of the purchase price allocation, following the requirements of IFRS 3, the Bank has revalued its assets and liabilities to fair value, including identifiable intangible assets with finite lives. Under BR GAAP, in a business combination, the assets and liabilities are not remeasured to their related fair values. Therefore, this adjustment relates to the following items:

- The amortization related to the step up in the value of assets in the loan portfolio in relation to its book value: As the value of the loans were adjusted to fair value, this causes an adjustment to the yield curve of the related loans in comparison to its nominal value, which is offset pro-rata with this adjustment.

- The amortization of the identified intangible assets with finite lives over their estimated useful lives (over 10 years).

18. Subsequent events

Merger of Santander Seguros S.A. and Santander Brasil Asset Management Distribuidora de Títulos e Valores Mobiliários S.A. into Banco Santander.

On July 28, 2009, the executive committees of Banco Santander, Santander Seguros S.A. ("Santander Seguros"), and Santander Brasil Asset Management Distribuidora de Títulos e Valores Mobiliários S.A. ("Santander Brasil Asset") approved and submitted for approval to the Board of Directors and respective stockholders, the merger of Santander Seguros and Santander Brasil Asset into Banco Santander pursuant to a merger agreement (the "Merger Agreement"). The Merger Agreement establishes the reasons and conditions for the corporate restructuring consisting of the merger of all the shares of Santander Seguros and Santander Brasil Asset into Banco Santander. As a result of the merger, Santander Seguros and Santander Brasil Asset will become wholly-owned subsidiaries of Banco Santander. The merger was approved at the Extraordinary Stockholders' Meetings of the related companies on August 14, 2009.

The merger resulted in the (i) increase of the capital stock of Banco Santander in the amount of R$2,471,413 thousand; and (ii) issuance of 14,410,886 shares, consisting of 7,710,343 voting shares and 6,700,543 preferred shares, all nominative, in book-entry form and without par-value. The shares issued in connection with the merger have the same rights as the existing voting shares and preferred shares of Banco Santander. Banco Santander will account for the merger as from the date the merger was completed based on the historical carrying amounts of the assets and liabilities of Santander Seguros and Santander Brasil Asset.

The merger is still subject to approval by the Central Bank of Brazil (BACEN) and the Private Insurance Authority (Susep).

APPENDIX I – SUBSIDIARIES OF BANCO SANTANDER (BRASIL) S.A.

				Thousands of reais	
				As of and for the six-month period ended June 30, 2009	
		Participation %		Stockholders'	Net Income
Direct and Indirect controlled by Banco Santander (Brasil) S.A.	**Activity**	**Direct**	**Indirect**	**Equity**	**(Losses)**
Santander Brasil Arrendamento Mercantil S.A.	Leasing	99.99%	99.99%	535,549	9,758
Santander S.A. Corretora de Câmbio e Títulos	Broker	99.99%	100.00%	210,997	17,265
Santander Brasil S.A. Corretora de Títulos e Valores Mobiliários	Broker	99.99%	100.00%	932	(84)
Santander Asset Management Distribuidora de Títulos e Valores Mobiliários Ltda.	Asset manager	99.99%	100.00%	123,316	19,451
Santander Investimentos em Participações S.A.	Holding	99.99%	100.00%	979,758	355,444
Santander Administradora de Consórcios Ltda.	Buying club	99.99%	100.00%	3,672	36
ABN AMRO Administradora de Cartões de Crédito Ltda.	Credit Card	100.00%	100.00%	279,162	13,534
Banco de Pernambuco S.A. - BANDEPE	Bank	100.00%	100.00%	3,803,909	134,978
ABN AMRO Arrendamento Mercantil S.A.	Leasing	99.99%	99.99%	610,545	23,268
Real Leasing S.A. Arrendamento Mercantil	Leasing	76.40%	99.99%	9,959,569	392,335
Aymoré Crédito, Financiamento e Investimento S.A.	Financial Companies	100.00%	100.00%	629,825	6,883
ABN AMRO Administradora de Consórcio Ltda.	Buying club	100.00%	100.00%	72,572	18,121
Real Corretora de Seguros S.A.	Broker	100.00%	100.00%	47,499	30,397
Real Microcrédito Assessoria Financeira S.A.	Microcredit	100.00%	100.00%	9,063	2,501
Santander Advisory Services S.A. (1)	Other Activities	100.00%	100.00%	1,325	70
Companhia Real Distribuidora de Títulos e Valores Mobiliários	Dealer	100.00%	100.00%	75,707	(385)
Real Argentina S.A.	Other Activities	98.99%	98.99%	164	(33)
REB Empreendimentos e Administradora de Bens S.A.	Holding	100.00%	100.00%	23,787	23,287
Webmotors S.A.	Other Activities	100.00%	100.00%	36,790	7,659
Banco Comercial e de Investimento Sudameris S.A.	Bank	99.80%	99.80%	2,047,283	95,156
ABN AMRO Real Corretora de Câmbio e Valores Mobiliários	Broker	-	100.00%	42,220	2,320
Controlled by Companhia Real Distribuidora de Títulos e Valores Mobiliários					
ABN AMRO Securities (Brasil) Corretora de Valores Mobiliários S.A.	Broker	-	100.00%	64,703	1,901
Controlled by ABN AMRO Administradora de Cartões de Crédito Ltda.					
Real CHP S.A.	Holding	-	92.78%	3,346	1,944
Controlled by Santander Investimentos em Participações S.A.					
Santander S.A. Serviços Técnicos, Administrativos e de Corretagem de Seguros	Insurance Broker	-	99.99%	69,413	14,162
Agropecuária Tapirapé S.A.	Other Activities	-	99.07%	6,623	182
Brazil Foreign Diversified Payment Rights Finance Company	Securitisation	-	(a)	-	-

(a) Company over which effective control is exercised.
(1) current demonimation of ABN AMRO Advisory Services S.A.