

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

March 20, 2013

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## FORM 6-K

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

### Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of March, 2013

Brazilian Distribution Company

(Translation of Registrant's Name Into English)

Av. Brigadeiro Luiz Antonio,  
3142 São Paulo, SP 01402-901

Brazil

(Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F)

Form 20-F  Form 40-F

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (1)):

Yes  No

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (7)):

Yes  No

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No

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**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**

Corporate Taxpayer's Registry (CNPJ/MF) number 47.508.411/0001-56

Company Number at the Commercial Registry (NIRE) 35.300.089.901

São Paulo, March 6<sup>th</sup>, 2013.

**MANAGEMENT PROPOSALS FOR THE ANNUAL AND SPECIAL SHAREHOLDERS**



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**AT ANNUAL SHAREHOLDERS MEETING:**

**Proposal for Designation of Retained Earnings for the Fiscal Year (Article 9º of CVM Instruction 481/2009)**

To the Shareholders: The Management of **COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO** (“Company”) hereby proposes to the Annual and Special Shareholders meeting of 2013, according to Annex 9-1-II of CVM Instruction 481/2009 the following:

**1. Net income for the fiscal year**

The Company’s Net Income on December 31, 2012 totals R\$ 1,051,180,170.11. From this amount, R\$ 52,559,008.51 will be designated for Legal Reserve.

**2. Overall amount and the value per share of the dividends, including advanced dividends and interest on the Company capital already declared**

	<b>Advanced Dividends</b>	<b>Proposal for Distribution of Dividends</b>	<b>TOTAL</b>
<b>Total Gross Amount</b>	R\$ 83,668,421.44	R\$ 165,986,869.03	R\$ 249,655,290.47
<b>Amount per Common Share</b>	R\$ 0.30	R\$ 0.593716430	R\$ 0.892988998
<b>Amount per Preferred Share <sup>1</sup></b>	R\$ 0.328756441418604	R\$ 0.653088073	R\$ 0.982287897

**3. Percentage of net income distributed for the exercise**

Management proposes the distribution of twenty-five percent (25%) of the Company’s net income, provided for in Article 35 of the Company Bylaws.

**4. Overall amount and the amount per share of the dividends distributed based on income from previous fiscal years**

There is no proposal for distribution of dividends based on income from previous years.

**5. Inform, upon deduction of advanced dividends and interest on the Company capital already declared:**

**a. The gross amount of the dividend and interests on the Company capital, separately, per share of each type and class**

The amount of the proposed dividends is R\$ 0.593716430 per common share and R\$ 0.653088073 per preferred share, upon deduction of the amount of the advanced dividends already distributed. There was no declaration of interests on the Company capital.

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<sup>1</sup> For this calculation, we considered the number of preferred shares outstanding on the date hereof.

**b. Terms and deadline for payment of dividends and interest on the Company capital**

As permitted by the Bylaws, the Management proposes that the dividends proposed for the Annual Shareholders' Meeting shall be paid within up to sixty (60) days after its approval at the Meeting.

**c. Possible adjustment and interests on the dividends and interests on the Company capital**

The dividends shall be paid within the above mentioned deadline, without any interest between the date of its declaration and the date of its actual payment.

**d. Date of declaration of payment of the dividends and interests on the Company capital considered for identification of the shareholders entitled to be paid**

	<b>Advanced Distribution re. 1<sup>st</sup> quarter</b>	<b>Advanced Distribution re. 2<sup>st</sup> quarter</b>	<b>Advanced Distribution re. 3<sup>rd</sup> quarter</b>	<b>Proposal for Distribution of Dividends</b>
<b>Share Base for the Distribution</b>	June 11, 2012	July 31, 2012	November 12, 2012	April 17, 2013
<b>Date of Beginning of Negotiations Ex-Rights</b>	June 12, 2012	August 01, 2012	November 13, 2012	April 18, 2013

**6. Declaration of dividends or interests on the Company capital based on income calculated on six-month balance sheets or balance sheets for shorter periods**

There is no declaration of dividends or interests on the Company capital based on income calculated on six-month balance sheets or balance sheets for shorter periods.

**7. Comparative table indicating the following amounts per share of each type and class:**



	<b>2010</b>	<b>2011</b>	<b>2012</b>
<b>Net earnings for the fiscal year</b>	R\$ 722,421,870.97	R\$ 718,218,236.65	R\$ 1,051,180,170.11
<b>Total dividend distributed</b>	R\$ 171,575,194.36	R\$ 170,576,831.20	R\$ 249,655,290.47
<b>Dividend related to Preferred Shares</b>	R\$ 0.690501017	R\$ 0.679740054	R\$ 0.982287897
<b>Dividend related to Common Shares</b>	R\$ 0.627728197	R\$ 0.617945504	R\$ 0.892988998

**8. Designation of income for the legal reserve**

**a. Identify the amount designed for the legal reserve**

Pursuant to Law 6,404/76, the management proposes the designation of R\$ 52,559,008.51 to legal reserve.

**b. Provide details as concerns the calculation of the legal reserve**

<b>Earnings before Taxes/Interest in the Company capital</b>	R\$ 1,235,641,037.25
<b>Taxes/ Interest in the Company capital</b>	R\$ (184,460,867.14)
<b>Net Income</b>	R\$ 1,051,180,170.11
<b>Legal Reserve (5% of the Net Income)</b>	R\$ 52,559,008.51

**9. If the Company has preferred shares entitled to fixed or minimum dividends**

**a. Describe the calculation of the fixed or minimum dividends**

The owners of the Company preferred shares have priority on the payment of an annual minimum dividend in the amount of R\$ 0.08 per one (1) share, non-cumulative. In addition, to each preferred share, a dividend ten percent (10%) higher than that granted to each common share is granted, in accordance with Section 17, Paragraph 1, of Law 6,404/76, as amended by Law 10,303/01, including, for purposes of this calculation, in the sum of the total dividend paid to the preferred shares, the amount paid as minimum annual dividend.

**b. Inform whether the income for the fiscal year is sufficient for full payment of the fixed or minimum dividends**

Yes, it is sufficient.

**c. Inform whether an unpaid part is cumulative**

There is no unpaid part of fixed or minimum dividends.

**d. Identify the overall amount of the fixed or minimum dividends to be paid to each class of preferred shares**

	<b>Preferred Shares</b>
Overall amount of the dividend paid <u>in advance</u> to the holders of preferred shares	R\$ 53,764,466.14
Overall amount of the dividend <u>to be paid</u> to the holders of preferred shares	R\$ 106,805,303.76
Overall amount of the dividend paid to the holders of preferred shares	R\$ 160,569,769.90

**e. Identify the fixed or minimum dividends to be paid per preferred share of each class**

	<b>Preferred Shares</b>
<b>Amount of the dividend paid <u>in advance</u> to each class of preferred share</b>	R\$ 0.328756441418604
<b>Overall amount of the dividend <u>to be paid</u> to each class of preferred share</b>	R\$ 0.653088073
<b>Overall amount of the dividend paid to each class of preferred share</b>	R\$ 0.981844514418604

**10. With respect to the mandatory dividend**

**a. Describe the calculation stipulated by the Bylaws**

In accordance with Article 35, Paragraph 1 of the Company Bylaws, the shareholders shall have the right to receive, in each fiscal year, as dividends, a mandatory percentage of twenty-five percent (25%) on the net income for the fiscal year, with the following adjustments: (a) the deduction of the amounts designed for, in the fiscal year, legal reserve and contingencies reserve; and (b) the addition of the amounts resulting from reversion, in the fiscal year, of contingencies reserve previously composed.

The payment of dividend stipulated under the abovementioned terms may be limited to the amount of net income for the fiscal year in which it was realized under the law, provided that the difference be registered as reserve of income to be realized.

The earnings registered under the reserve of income to be realized, whenever realized and if they are not absorbed by losses incurred in subsequent fiscal years, shall be added to the first dividend declared following realization.

**b. Inform whether it is being fully paid**

The mandatory dividend is being fully paid.

**c. Inform the amount occasionally retained**

There is no retention of mandatory dividend.

**11. Retained mandatory dividend as a result of the financial situation of the Company**

There is no retention of mandatory dividend as a result of the financial situation of the Company.

**12. Designation of income for contingencies reserve**

There is no designation of income for the contingencies reserve.

**13. Designation of income for the reserve of income to be realized**

There is no designation of income for the reserve of income to be realized.

**14. Designation of income for reserves stipulated by the Bylaws**

**a Describe the Articles contained in the Bylaws providing for the reserve**

The reserve for expansion is provided for by Article 35, Paragraph 2 of the Company Bylaws, to wit:

“Article 35 – (...) Paragraph 2 – The Reserve for Expansion is created and has the purpose of ensuring funds to finance additional applications of fixed and working capital and shall be formed with up to one hundred percent (100%) of the remaining net income after the designations stipulated by letters "a" [legal reserve], "b" [contingencies reserve], and "c" [dividend] of item IV, in that the total amount of such reserve may not exceed the amount of the Company's Capital Stock.”

**b. Identify the amount designated for the reserve**

The Management proposes the retained earnings designated for the reserve for expansion in the amount of R\$ 674,069,284.02.

**c. Describe the calculation**

The amount designated for the Reserve for Expansion is equivalent to 90% of the Adjusted Net Income for the fiscal year ended on December 31, 2012. The Adjusted Income is calculated as follows:

Net Income for the Fiscal Year	R\$ 1,051,180,170.11
Legal Reserve (5%)	R\$ (52,559,008.51)

Tax Base for Dividends	R\$ 998,621,161.60
Dividends (25%)	R\$ (249,655,290.47)
Adjusted Net Income	R\$ 748,965,871.13
Reserve for Expansion (90%)	R\$ 674,069,284.02

**15. Retained earnings provided for by capital budgeting**

**a. Identify the amount of retained earnings**

Management proposes that earnings be retained in the amount of R\$ 748,965,871.13, in that R\$ 674,069,284.02 for the reserve for expansion (under Article 35, Paragraph 2 of the Company Bylaws) and R\$ 74,896,587.11 based on capital budgeting under Section 196, Paragraph 2 of Law 6,404/76.

**b. Provide a copy of the capital budgeting**

See the proposal for Capital Budgeting on page 10.

**16. Designation of the income for the tax incentives reserve**

There is no designation of income for any tax incentives reserves.

São Paulo, March 6th, 2013

**BOARD OF OFFICERS**



## Capital Budgeting

To the Shareholders: In accordance with Section 196 of Law 6,404/76, the Management of **COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO** does hereby:

1. Inform the designation of the Retained Earnings for 2011 (Reserve for Expansion and Capital Budgeting) as approved at the 2012 Annual and Special Shareholders' Meeting, as follows:

(i) The Company's Investment Plan for 2011 amounted to R\$ 1,966,000,000.00. However, the investment made by the Company totaled R\$ 1,576,558,608.81, that is R\$ 703,012,052.11 for the opening of new stores and purchase of land, R\$ 432,830,378.47 for refurbishment of stores and R\$ 440,716,178.23 for infrastructure (IT, Logistics and others); and

(ii) The Reserve for Expansion, in the amount of R\$ 460,557,444.25, and the Budgeting Capital, in the amount of R\$ 51,173,049.36, approved at the 2012 Annual and Special Shareholders' Meeting were used to support those investments. The difference was borne both with funds from the very Company, resulting from the Company's operational activity, and with funds raised from third parties.

2. Propose that retention of R 748,965,871.13 from the earnings of 2012 in order to borne the Investment Plan of 2013, to be approved by the Board of Directors e and by the shareholders, in that R\$ 674,069,284.02 to the Reserve for Expansion (Article 35 – Paragraph 2 of the Company Bylaws) and R\$ 74,896,587.11 to the Capital Budgeting (Section 196 of Law 6,404/76).

This is our proposal.

São Paulo, March 6<sup>th</sup>, 2013.

**THE BOARD OF OFFICERS**

## **Comments of the Management about the Company's Financial Situation**

Item 10 of Reference Form, CVM Instruction 480/2009, of December 7, 2009 ("ICVM 480")

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## 10.1 General Financial and Equity Conditions

### (a) *general financial and equity conditions*

The Group's operating and financial information, presented herein, includes the effects of the partnership between Via Varejo S.A. and Nova Casas Bahia, which took place in December 2009, and their financial statements were consolidated as of November 2010. Therefore, the consolidation of results related to all months only occurred in 2011.

We believe that the Company presents the financial and equity conditions required for the execution of its plans for capital expansion and investment, while also meeting all liquidity requirements and complying with short and long-term obligations. Even so, these conditions are subject to certain events beyond our control, such as the stability and behavior of the Brazilian economy.

Our understanding of the Company's financial and equity conditions is based on the following economic and financial fundamentals, considering our consolidated financial statements for the fiscal year ended December 31, 2012:

- gross revenue of R\$ 57.234 billion and net sales of R\$ 50.924 billion, up 8.6% and 9.3%, respectively, compared with the same period in 2011;
- gross profit of R\$ 13.804 billion, with a gross margin of 27.1%;
- total operating expenses accounted for 19.9% of net sales, totaling R\$ 10.136 billion in absolute terms;
- EBITDA of R\$ 3.668 billion, with an EBITDA margin of 7.2%;
- net financial result of R\$ 1.3193 billion, accounting for 2.3% of net sales;

- net debt of R\$ 3.406 billion;
- net income of R\$ 1.051 billion, with a net margin of 2.1%; and; and
- shareholders' equity of R\$ 11.068 billion, up 9.64% over the shareholders' equity of R\$ 10.094 billion recorded in 2011. Therefore, Company's Net Debt/Shareholders' Equity ratio stood at 30.8%.

*(b) capital structure and eventual redemption of shares*

We understand that Company's current capital structure, mainly measured by the Net Debt/EBITDA ratio of 0.93x, shows a leverage level compatible with the Company's policies, which project a Financial Net Debt/EBITDA ratio of around 1x. See below:

	<b>Consolidated</b>	
	<b>2012</b>	<b>2011</b>
(R\$ millions)		
<b>Short Term Debt</b>	<b>(1,712)</b>	<b>(2,654)</b>
Loans and Financing	(1,044)	(2,153)
Debentures	(668)	(502)
<b>Long Term Debt</b>	<b>(6,151)</b>	<b>(3,691)</b>
Loans and Financing	(2,409)	(1,554)
Debentures	(3,741)	(2,138)
<b>Total Gross Debt</b>	<b>(7,863)</b>	<b>(6,346)</b>
<b>Cash and Marketable Securities</b>	<b>7,086</b>	<b>4,970</b>
<b>Net Debt</b>	<b>(777)</b>	<b>(1,376)</b>
<b>Net Debt / EBITDA<sup>(1)</sup></b>	<b>0.21x</b>	<b>0.45x</b>
Payment book short term	<b>(2,499)</b>	<b>(2,263)</b>
Payment book long term	(130)	(129)
<b>Net Debt with payment book<sup>(2)</sup></b>	<b>(3,406)</b>	<b>(3,768)</b>
<b>Net Debt / EBITDA<sup>(1)</sup></b>	<b>0.93x</b>	<b>1.24x</b>

(1) EBITDA for the last 12 months, including amounts from Real State

There is no assumption of share redemption.

For further information regarding the changes perceived in the chart above, see note "Receivable Securitization Fund – Pão de Açúcar ("PAFIDC" e "Globex FIDC")" below.

*(c) ability to pay financial commitments*

On December 31, 2012, EBITDA was R\$ 3.668 billion, while net financial result was a negative R\$ 1.193 billion. Therefore, EBITDA reported an interest coverage ratio of 3.1 times in relation to Company's financial expenses in the fiscal year ended December 31, 2012.

The aforementioned results evidence that Company's cash flow, as well as available funds, Company's ability to pay is appropriate in order to deal with its short and long-term financial commitments.

*(d) sources of financing for working capital and investments in non-current assets utilized by the Company*

The Company may raise funds through: (A) financial agreements that represent: (i) Brazilian reais denominated loans with obligation to payment principal and DI (interbank deposit)-pegged interest rates; (ii) foreign currency-denominated loans, which are immediately and fully “swapped,” with Brazilian reais denominated payment obligations with DI-pegged interest rates, through swap operations; and (iii) loans with the Brazilian Economic and Social Development Bank (“BNDES”), partially denominated in reais and partially pegged to a foreign currency basket (also “swapped” with payment obligations denominated in reais with DI-pegged interest rates), plus annual interest rates; and (B) funding on capital markets, through the issue of debentures or securitization operations.

In 2012, Company had no difficulties in obtaining loans or refinancing its current debt. For more information on agreements entered into by the Company and the BNDES, see “Relevant Loan and Financing Agreements,” item “f,” below.

*(e) sources of financing for working capital and investments in non-current assets that the Company plans to utilize to cover liquidity deficiencies*

For more information on Company’s funding sources for working capital and investments in non-current assets we plan to utilize to cover any liquidity deficiencies, see item “d,” above.



(f) *debt levels and debt characteristics*Relevant loans and financing agreements

Debt breakdown (including Loans and Financing, Debentures and payment vouchers – consumer finance – CDCI).

*In R\$ thousand*

<u>Current</u>	2012	2011
<b><u>Debentures</u></b>		
Debentures	674,003	506,122
Swap contracts	(206)	68
Funding fees	(5,353)	(4,346)
	<b>668,444</b>	<b>501,844</b>
 <u>Loans and Financing</u>		
<b><u>Local currency</u></b>		
BNDES	113,236	152,751
IBM	5,100	6,815
Working capital	155,196	126,892
Consume finance – CDCI	2,498,997	2,263,122
PAFIDC	-	1,235,901
Financial leasing	83,054	81,521
Swap contracts	(11,210)	(882)
Funding fees	(7,290)	(8,670)
Other	-	2,379
	<b>2,837,083</b>	<b>3,859,829</b>
<b><u>Foreign currency</u></b>		
Working capital	723,140	537,023
Swap contracts	(17,387)	19,163
Funding fees	(130)	(361)
	<b>705,623</b>	<b>555,825</b>
	<b>4,211,150</b>	<b>4,917,498</b>



Relevant loans and financing agreements

Debt breakdown (including Loans and Financing, Debentures and payment vouchers – consumer finance – CDCI).

<u>Non-current</u>	<b>2012</b>	<b>2011</b>
<u>Debentures</u>		
Debentures	<b>3,748,000</b>	2,145,886
Funding fees	<b>(6,647)</b>	(8,368)
	<b>3,741,353</b>	2,137,518
<u>Loans and Financing</u>		
<u>Local currency</u>		
BNDES	<b>283,141</b>	405,515
IBM	-	5,112
Working capital	<b>1,806,566</b>	1,406,575
Consume finance – CDCI	<b>130,338</b>	129,300
Globex FIDCs	-	1,184,522
Financial leasing	<b>162,537</b>	194,788
Swap contracts	<b>(35,221)</b>	(25,779)
Funding fees	<b>(8,172)</b>	(7,780)
	<b>2,339,189</b>	3,292,253
<u>Foreign currency</u>		
Working capital	<b>258,811</b>	832,657
Swap contracts	<b>(58,249)</b>	(21,399)
Funding fees	-	(129)
	<b>200,562</b>	811,129
	<b>6,281,104</b>	6,240,900

Working capital, swap and consumer finance with intervening parties

*In R\$ thousand*

	Rate	2012	2011
<b>Debt</b>			
<b><u>Local currency</u></b>			
Banco do Brasil	11.8% per year	524,175	1,856,869
Banco do Brasil	104.99% CDI	1,997,047	327,026
Bradesco	111.77% CDI	887,730	1,041,287
Santander	105.7% CDI	-	88,830
Safra	111.83% CDI	1,182,145	611,877
		<b>4,591,097</b>	<b>3,925,889</b>
Current		<b>2,654,193</b>	<b>2,390,014</b>
NonCurrent		<b>1,936,904</b>	<b>1,535,875</b>
<b><u>Foreign currency</u></b>			
Citibank	(Libor + 1.45%) per year	48,121	-
Itaú BBA	USD + 3.19% per year	597,583	536,100
Banco do Brasil	USD + 3.9% per year and 2.3% per year	-	317,373
Bradesco	USD + 2.68% per year and 3.94% per year	-	115,017
Santander	USD + 4.49% per year	132,204	116,239
Unibanco	USD + 4.90% per year	-	89,087
HSBC	USD + 2.40% per year	204,043	195,864
		<b>981,951</b>	<b>1,369,680</b>
Current		<b>723,140</b>	<b>537,023</b>
NonCurrent		<b>258,811</b>	<b>832,657</b>
<b><u>Swap contracts</u></b>			
Citibank	105% CDI	(7,145)	-
Itaú BBA	103.7% CDI	(34,067)	(901)
Banco do Brasil	102.65% CDI	(46,432)	(15,681)
Bradesco	103.9% CDI	-	(4,348)
Santander	110.7% CDI	839	18,058
Unibanco	104.96% CDI	(206)	68
HSBC	99.00% CDI	(35,262)	(26,025)
		<b>(122,273)</b>	<b>(28,829)</b>
Current		<b>(28,803)</b>	<b>18,349</b>
NonCurrent		<b>(93,470)</b>	<b>(47,178)</b>
		<b>5,450,775</b>	<b>5,266,740</b>



		<b>Consolidado</b>	
	<b>Taxa</b>	<b>31.12.2011</b>	<b>31.12.2010</b>
<b>Dívida</b>			
<b><u>Moeda local</u></b>			
Itaú Unibanco	-	-	14
Banco do Brasil	11,8% a.a	<b>1.856.869</b>	1.188.303
Banco do Brasil	98,5% do CDI	<b>327.026</b>	-
Bradesco	12,6% a.a.	<b>1.041.287</b>	657.967
Alfa	CDI + 1,5% a.a.	-	11.040
HSBC	10,3% a.a.	-	4.811
Santander	104% do CDI	<b>88.830</b>	190.317
Safra	10,4% a.a.	<b>611.877</b>	564.778
		<b>3.925.889</b>	2.617.230
Circulante		<b>2.390.014</b>	1.542.136
Não circulante		<b>1.535.875</b>	1.075.094
<b><u>Moeda estrangeira</u></b>			
Itaú BBA	USD + 3,2% a.a.	<b>534.989</b>	296.147
Banco do Brasil	USD + 3,9% a.a. e 2,3% a.a.	<b>317.373</b>	143.612
Bradesco	USD + 2,7% e 3,9% a.a.	<b>115.017</b>	-
Santander	USD + 2,1% a.a.	<b>116.239</b>	337.693
ABN AMRO	USD+ 4,9% a.a.	<b>89.086</b>	252.555
HSBC	USD + 2,4% a.a.	<b>196.976</b>	-
		<b>1.369.680</b>	1.030.007
Circulante		<b>537.023</b>	414.140
Não circulante		<b>832.657</b>	615.867
<b><u>Contratos de swap</u></b>			
Itaú Unibanco	CDI 105,0%	-	598
Itaú BBA	CDI 102,8%	<b>(901)</b>	35.055
Banco do Brasil	CDI 103,2%	<b>(15.681)</b>	18.808
Bradesco	CDI 103,9%	<b>(4.348)</b>	-
Santander	CDI 110,7%	<b>18.058</b>	56.560
ABN AMRO	CDI 104,3%	<b>68</b>	4.187
HSBC	CDI 99,0%	<b>(26.025)</b>	-
		<b>(28.829)</b>	115.208
Circulante		<b>18.349</b>	44.015

Não circulante	(47.178)	71.193
	<b>5.266.740</b>	3.762.445

*Swap*

For operations in foreign currency, the Company uses swap operations to swap liabilities denominated in U.S. dollars and fixed interest rates with Real pegged to CDI floating interest rates. The CDI annual benchmark rate at December 31, 2012 was 8.40% (11.60% in 2011).

*BNDES*

The line of credit from BNDES is indexed by TJLP (long-term interest rates), plus spread, resulting in the final interest rate.

Financing is paid in monthly installments after a grace period, as mentioned below.

The Company cannot offer any asset as collateral for loans to other parties without the prior authorization of BNDES and it must comply with certain financial ratios, calculated based on the consolidated balance sheet, as follows: (i) maintenance of a capitalization ratio (shareholders' equity/total assets) equal to or in excess of 0.30 and (ii) EBITDA/Net Debt ratio of equal to or in excess of 0.35. The Company controls and monitors these indexes and on December 31, 2012 was complying with the financial ratios above mentioned.

*In R\$ thousand*

<b>Annual financial charges</b>	<b>Number of monthly installments</b>	<b>Date of issue</b>	<b>Maturity</b>	<b>2012</b>	<b>2011</b>
TJLP + 3.2%	46	Jun/07	Nov/12	-	30,285
TJLP + 2.7%	46	Nov/07	Nov/12	-	4,375
TJLP + 3.6%	60	Jul/10	Dez/16	<b>328,120</b>	410,327
4,5% per year	60	Fev/11	Dez/16	<b>31,833</b>	39,797
TJLP + 2.3%	48	Jun/08	Jun/13	<b>1,376</b>	4,127
TJLP + 2.3%	48	Fev/07	May/12	-	2,112
TJLP + 1.9% per year	30	May/11	Jun/14	<b>16,930</b>	28,234



7% per year	24	Mar/10	Out/12	<b>26</b>	16,809
TJLP + 1.9% per year + de		May/11		<b>7,258</b>	12,105
1% per year	30		Jun/14		
TJLP + 3.5% per year + de		May/11		<b>6,052</b>	10,095
1% per year	30		Jun/14		
TJLP + 3% per year	24	Set/12	Ago/15	<b>4,782</b>	-
				<b>396,377</b>	558,266
Current				<b>113,236</b>	152,751
NonCurrent				<b>283,141</b>	405,515

Encargos financeiros anuais	Número de parcelas mensais	Vencimento	Consolidado	
			31.12.2011	31.12.2010
TJLP + 3,2%	46	nov/12	<b>30.285</b>	63.339
TJLP + 2,7%	46	nov/12	<b>4.375</b>	9.150
TJLP + 3,6%	60	dez/16	<b>410.327</b>	324.663
4,5% a.a.	60	dez/16	<b>39.797</b>	-
TJLP + 4,5%	24	jan/11	-	147
TJLP + 4,5%	11	nov/11	-	8.889
TJLP + 2,3%	11	nov/11	-	1.109
TJLP + 2,8%	48	nov/11	-	4.459
TJLP + 2,3%	48	jun/13	<b>4.127</b>	43.591
TJLP + 2,3%	48	mai/12	<b>2.112</b>	4.183
TJLP + 2,8%	48	mai/12	-	2.725
TJLP + 1,9% a.a	30	jun/14	<b>28.234</b>	-
7% a.a.	24	out/12	<b>16.687</b>	-
TJLP + 1,9% a.a. + de 1% a.a.	30	jun/14	<b>12.105</b>	-
TJLP + 3,5% a.a. + de 1% a.a.	30	jun/14	<b>10.095</b>	22
			<b>558.144</b>	462.277
Circulante			<b>152.629</b>	80.905
Não circulante			<b>405.515</b>	381.372

*Debentures**In R\$ thousand*

	Type	Issue's Outstanding Amount Debentures	Date		Annual financial charges	Unit price	2012	2011	
			Issue	Maturity					
1 <sup>st</sup> Series – GPA	No preference	540,000	54,000	01/03/07	01/03/13	CDI + 0.5%	3	<b>184,278</b>	373,52
2 <sup>nd</sup> Series – GPA	No preference	239,650	23,965	01/03/07	01/03/13	CDI + 0.5%	3	<b>81,782</b>	165,77
1 <sup>st</sup> and 2 <sup>nd</sup> Series – GPA	Interest rate swap	779,650		-01/03/07	01/03/13	104.96% CDI	3	<b>(206)</b>	6
1 <sup>st</sup> Series - GPA	No preference	200,000		-15/06/09	05/06/11	119% CDI	1,056		-
1 <sup>st</sup> Series - GPA	No preference	500,000	500	15/12/09	15/12/14	109.5% CDI	1,344	<b>401,042</b>	