



**March 31<sup>st</sup>, 2013**  
**Complete Financial Statements**

# **Report on the review of consolidated interim financial statements**

To  
The Board of Directors and Shareholders of  
Banco Votorantim S.A.  
São Paulo - SP

## **Introduction**

We have reviewed the consolidated balance sheet of Banco Votorantim S.A. (“Bank”) as of March 31, 2013 and the related consolidated statements of income, changes in shareholders’ equity and cash flows for the quarter then ended, as well as the summary of significant accounting policies and other explanatory notes.

The Bank’s management is responsible for the preparation and fair presentation of these consolidated interim financial information in accordance with accounting practices adopted in Brazil, applicable to financial institutions authorized to operate by the Central Bank of Brazil. Our responsibility is to express a conclusion on this consolidated interim financial information based on our review.

## **Scope of review**

We conducted our review in accordance with the Brazilian and International review standards for interim information (NBC TR 2410 - Review of Interim Financial Information Performed by the Independent Auditor of the Entity and ISRE 2410 - Review of Interim Financial Information Performed by the Independent Auditor of the Entity, respectively). A review of interim information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with audit standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## **Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the consolidated interim financial information referred above were not prepared, in all material aspects, in accordance with accounting practices adopted in Brazil, applicable to financial institutions authorized to operate by the Central Bank of Brazil.

**Other issues**

***Consolidated statement of added value***

We also reviewed the consolidated statement of added value for the quarter ended March 31, 2013, prepared under the responsibility of Bank's management and presented as supplemental information. This statement was submitted to the same review procedures described previously and, based on our review, we are not aware of any fact that would lead us to believe that it was prepared, in all material respects, according to the consolidated interim financial information taken as a whole.

São Paulo, May 6, 2013

KPMG Auditores Independentes  
CRC 2SP014428/O-6  
*Original report in Portuguese signed by*  
Alberto Spilborghs Neto  
Accountant CRC 1SP167455/O-0

Banco Votorantim S.A.

Consolidated balance sheets

March 31, 2013 and 2012

(In thousands of Reals)

Assets	2013	2012	Liabilities	2013	2012
<b>Current assets</b>	<b>63,071,026</b>	<b>63,717,720</b>	<b>Current liabilities</b>	<b>71,375,323</b>	<b>69,142,988</b>
<b>Cash and cash equivalents</b>	<b>1,639,249</b>	<b>96,615</b>	<b>Deposits</b>	<b>9,233,428</b>	<b>19,992,055</b>
<b>Interbank funds applied</b>	<b>15,841,600</b>	<b>17,034,137</b>	Demand deposits	320,400	349,222
Money market repurchase commitments	14,249,546	14,714,224	Interbank deposits	837,050	2,066,515
Interbank deposits	1,336,994	2,039,091	Time deposits	8,075,978	17,576,318
Foreign currency investments	255,060	280,822	<b>Money market borrowings</b>	<b>37,048,168</b>	<b>30,143,699</b>
<b>Securities and derivative financial instruments</b>	<b>14,376,421</b>	<b>13,374,196</b>	Own portfolio	30,064,411	25,429,243
Own portfolio	5,414,283	8,430,376	Third-party portfolio	6,944,489	4,405,574
Subject to repurchase agreements	5,986,854	2,920,115	Free portfolio	39,268	308,882
Derivative financial instruments	424,527	847,276	<b>Acceptances and endorsements</b>	<b>7,659,989</b>	<b>7,588,535</b>
Subject to guarantees provided	2,550,757	1,176,429	Funds from housing bonds, mortgage notes, letters of credit and alike	5,707,465	4,992,188
<b>Interbank accounts/relations</b>	<b>781,370</b>	<b>3,927,494</b>	Debenture funds	-	1,305,011
Payments and receivables to be settled	1,162	540	Securities issued abroad	1,952,524	1,291,336
Deposits at Brazilian Central Bank	679,973	3,777,016	<b>Interbank accounts</b>	<b>6,119</b>	<b>5,060</b>
Interbank onlendings	98,897	148,913	Payments and receivables to be settled	6,119	5,060
Corresponding	1,338	1,025	<b>Interbranch accounts</b>	<b>48,706</b>	<b>34,172</b>
<b>Loans</b>	<b>23,573,826</b>	<b>23,331,673</b>	Third-party funds in transit	48,622	33,935
Public sector	25,678	26,329	Internal funds transfer	84	237
Private sector	23,142,180	25,496,268	<b>Liabilities from borrowings and onlendings</b>	<b>6,739,435</b>	<b>4,832,176</b>
Loans subject to assignment	2,737,811	43,176	Domestic loans - Other institutions	4,054	4,337
Allowance for doubtful accounts	(2,331,843)	(2,234,100)	Foreign loans	4,741,189	2,321,820
<b>Leases</b>	<b>1,336,349</b>	<b>2,367,119</b>	Local onlendings - Official institutions	1,994,192	2,506,019
Lease receivables - Private sector	2,237,540	3,601,192	National Treasury	108,556	74,164
Unearned income from leasing	(821,166)	(1,083,386)	BNDES	1,274,479	1,497,476
Allowance for doubtful accounts	(80,025)	(150,687)	FINAME	611,157	934,379
<b>Other receivables</b>	<b>5,249,320</b>	<b>3,308,923</b>	<b>Derivative financial instruments</b>	<b>1,560,207</b>	<b>2,714,572</b>
Foreign exchange portfolio	2,683,015	1,191,283	Derivative financial instruments	1,560,207	2,714,572
Income receivable	168,395	48,420	<b>Other liabilities</b>	<b>9,079,271</b>	<b>3,832,719</b>
Securities clearing accounts	277,266	168,563	Collection and levy of taxes and alike	11,885	14,972
Other	2,175,649	1,944,887	Foreign exchange portfolio	1,807,432	408,134
Allowance for other doubtful accounts	(55,005)	(44,230)	Social and statutory	163,404	58,376
<b>Other assets</b>	<b>272,891</b>	<b>277,563</b>	Tax and social security	1,349,747	282,592
Other assets	151,693	128,660	Securities clearing accounts	180,715	115,548
Prepaid expenses	121,198	148,903	Subordinated debts	-	1,395,711
<b>Non-current assets</b>	<b>56,310,395</b>	<b>48,699,542</b>	Other	5,566,088	1,557,386
<b>Interbank funds applied</b>	<b>329,706</b>	<b>527,669</b>	<b>Non-current liabilities</b>	<b>40,625,344</b>	<b>36,262,987</b>
Money market repurchase commitments	126,761	-	<b>Deposits</b>	<b>3,259,263</b>	<b>5,572,113</b>
Interbank deposits	202,945	527,669	Interbank deposits	1,919,146	1,219,797
<b>Securities and derivative financial instruments</b>	<b>22,451,061</b>	<b>14,970,849</b>	Time deposits	1,340,117	4,352,316
Own portfolio	11,330,626	5,480,552	<b>Money market borrowings</b>	<b>3,865,562</b>	<b>3,954,931</b>
Subject to repurchase agreements	8,086,956	5,627,287	Own portfolio	3,865,562	3,953,055
Derivative financial instruments	1,125,729	643,979	Free portfolio	-	1,876
Subject to guarantees provided	1,907,750	3,219,031	<b>Acceptances and endorsements</b>	<b>14,901,593</b>	<b>11,551,707</b>
<b>Loans</b>	<b>26,537,290</b>	<b>27,874,153</b>	Funds from housing bonds, mortgage notes, letters of credit and alike	8,343,624	5,400,062
Public sector	-	25,329	Debenture funds	1,524,367	1,543,077
Private sector	22,774,176	29,336,104	Securities issued abroad	5,033,602	4,608,568
Loans subject to assignment	5,253,537	57,513	<b>Liabilities from borrowings and onlendings</b>	<b>2,958,868</b>	<b>6,105,972</b>
Allowance for doubtful accounts	(1,490,423)	(1,544,793)	Domestic loans - Other institutions	7,561	11,341
<b>Leases</b>	<b>221,938</b>	<b>408,000</b>	Foreign loans	12	2,593,282
Lease receivables - Private sector	881,958	1,970,963	Local onlendings - Official institutions	2,951,295	3,501,349
Unearned income from leasing	(611,423)	(1,437,570)	National Treasury	4,616	20,445
Allowance for doubtful accounts	(48,597)	(125,393)	BNDES	1,553,561	1,826,679
<b>Other receivables</b>	<b>5,875,136</b>	<b>3,889,703</b>	FINAME	1,393,118	1,654,225
Income receivables	1,222	-	<b>Derivative financial instruments</b>	<b>966,709</b>	<b>733,639</b>
Securities clearing accounts	4,622	8,661	Derivative financial instruments	966,709	733,639
Other	5,872,682	3,881,995	<b>Other liabilities</b>	<b>14,673,349</b>	<b>8,344,625</b>
Allowance for other doubtful accounts	(3,390)	(953)	Tax and social security	1,448,139	2,127,437
<b>Other assets</b>	<b>895,264</b>	<b>1,029,168</b>	Securities clearing accounts	79	-
Other assets	309	5,114	Subordinated debts	6,697,591	6,120,298
Prepaid expenses	894,955	1,024,054	Other	6,527,540	96,890
<b>Fixed assets</b>	<b>323,744</b>	<b>367,817</b>	<b>Income for future years</b>	<b>33,725</b>	<b>30,584</b>
<b>Investments</b>	<b>153,906</b>	<b>186,414</b>	<b>Interest of non-controlling shareholders</b>	<b>1</b>	<b>9</b>
Equity in income of subsidiaries in the country	86,697	123,785	<b>Shareholders' equity</b>	<b>7,670,772</b>	<b>7,348,511</b>
Other investments	111,413	105,070	Capital	7,026,841	5,026,841
Provision for losses	(44,204)	(42,441)	Domestic	585,104	585,104
<b>Fixed assets for use</b>	<b>90,932</b>	<b>106,318</b>	Capital reserves	299,612	2,504,820
Other property for use	200,883	198,580	Profit reserves	37,360	45,420
Accumulated depreciation	(109,951)	(92,262)	Equity evaluation adjustments	(278,145)	(813,674)
<b>Intangible</b>	<b>52,431</b>	<b>45,581</b>	Retained losses	-	-
Intangible assets	66,490	53,900	<b>Shareholders' equity</b>	<b>7,026,841</b>	<b>5,026,841</b>
Accumulated amortization	(14,059)	(8,319)	Capital reserves	585,104	585,104
<b>Deferred assets</b>	<b>26,475</b>	<b>29,504</b>	Profit reserves	299,612	2,504,820
Expenses in organization and expansion	43,164	43,161	Equity evaluation adjustments	37,360	45,420
Accumulated amortization	(16,689)	(13,657)	Retained losses	(278,145)	(813,674)
<b>Total assets</b>	<b>119,705,165</b>	<b>112,785,079</b>	<b>Total liabilities</b>	<b>119,705,165</b>	<b>112,785,079</b>

See the accompanying notes to the financial statements.

# Banco Votorantim S.A.

## Consolidated statements of income

### Quarters ended March 31, 2013 and 2012

(In thousands of Reals, except net income for the period per thousand shares)

	<u>2013</u>	<u>2012</u>
<b>Financial intermediation income</b>	2,729,370	3,459,567
Loans	2,017,011	2,297,988
Income from lease operations	65,743	109,324
Securities	921,254	1,262,922
Derivative financial instruments	(595,551)	(311,022)
Foreign exchange operations	2,289	(18,656)
Income from compulsory deposits	13,658	119,011
Sale or transfer operation from financial assets	304,966	-
<b>Expenses from financial intermediation</b>	<u>(2,470,714)</u>	<u>(3,746,138)</u>
Money market borrowings	(1,240,125)	(2,117,589)
Borrowings and onlendings	(22,763)	(41,638)
Sale or transfer operation from financial assets	(203,426)	-
Allowance for loan losses	(1,004,400)	(1,586,911)
<b>Gross income from financial operations</b>	<u>258,656</u>	<u>(286,571)</u>
<b>Other operating income / (expenses)</b>	<u>(681,694)</u>	<u>(598,389)</u>
Fee income	109,073	124,412
Income from bank fees	129,442	118,674
Personnel expenses	(227,863)	(235,278)
Other administrative expenses	(367,262)	(361,833)
Tax expenses	(125,897)	(116,460)
Equity in income of subsidiaries	24,380	13,900
Other operating income	16,834	26,273
Other operating expenses	(240,401)	(168,077)
<b>Operating income</b>	<u>(423,038)</u>	<u>(884,960)</u>
<b>Non-operating income (loss)</b>	<u>(18,012)</u>	<u>(28,575)</u>
<b>Income before taxation and profit sharing</b>	<u>(441,050)</u>	<u>(913,535)</u>
<b>Income and social contribution taxes</b>	<u>204,554</u>	<u>431,685</u>
Provision for income tax	123,348	(138,180)
Provision for social contribution	75,823	(85,996)
Deferred tax assets	5,383	655,861
<b>Profit sharing</b>	<u>(41,649)</u>	<u>(114,389)</u>
<b>Net income / (loss) for the period</b>	<u>(278,145)</u>	<u>(596,239)</u>
<b>Net income / (loss) per thousand shares - R\$</b>	(2.68)	(7.31)

See the accompanying notes to the financial statements.

Banco Votorantim S.A.

Statements of changes in shareholders' equity

Quarters ended March 31, 2013 and 2012

(In thousands of Reais)

	Capital			Profit reserves			Retained earnings/ (loss)	Total
	Realized capital	Capital increase	Capital reserves	Legal	Expansion	Adjustments to equity value		
<b>Opening balances adjusted on December 31, 2011</b>	<u>4,026,841</u>	<u>1,000,000</u>	<u>585,104</u>	<u>421,612</u>	<u>2,083,208</u>	<u>(75,346)</u>	<u>(217,435)</u>	<u>7,823,984</u>
Paid-up capital	1,000,000	(1,000,000)	-	-	-	-	-	-
Equity evaluation adjustments	-	-	-	-	-	120,766	-	120,766
Net income / (loss)	-	-	-	-	-	-	(596,239)	(596,239)
<b>Balances at March 31, 2012</b>	<u>5,026,841</u>	<u>-</u>	<u>585,104</u>	<u>421,612</u>	<u>2,083,208</u>	<u>45,420</u>	<u>(813,674)</u>	<u>7,348,511</u>
<b>Balances at December 31, 2012</b>	<u>7,026,841</u>	<u>-</u>	<u>585,104</u>	<u>299,612</u>	<u>-</u>	<u>298,879</u>	<u>-</u>	<u>8,210,436</u>
Equity evaluation adjustments	-	-	-	-	-	(261,519)	-	(261,519)
Net income / (loss)	-	-	-	-	-	-	(278,145)	(278,145)
<b>Balances at March 31, 2013</b>	<u>7,026,841</u>	<u>-</u>	<u>585,104</u>	<u>299,612</u>	<u>-</u>	<u>37,360</u>	<u>(278,145)</u>	<u>7,670,772</u>

See the accompanying notes to the financial statements.

# Banco Votorantim S.A.

## Consolidated statements of cash flows

Quarters ended March 31, 2013 and 2012

(In thousands of Reais)

	<u>2013</u>	<u>2012</u>
<b>Cash flows from operations</b>		
<b>Net income / (loss)</b>	(278,145)	(596,239)
<b>Adjustments to net income / (loss):</b>	<u>809,066</u>	<u>2,069,611</u>
Depreciation and amortization	7,439	7,726
Equity income (loss)	(24,380)	(13,900)
Allowance for loan losses	1,004,400	1,586,911
Contingent liabilities and legal obligations	286,972	108,983
Market adjustments recognized in income (loss)	(468,093)	381,979
Non-operating income (loss)	<u>2,728</u>	<u>(2,088)</u>
<b>Equity variations</b>		
Interbank funds applied	1,453,625	(2,365,652)
Trading securities and derivative financial instruments	522,491	(246,693)
Interbank accounts and investments	544,183	2,021,700
Loans / leases	(23,094)	(1,087,714)
Other receivables	944,891	(943,943)
Other assets	10,462	(38,506)
Deposits	(2,961,642)	(60,475)
Money market borrowings	(1,405,247)	563,635
Acceptances and endorsements	(268,242)	1,273,598
Liabilities from borrowings and onlendings	(599,256)	(540,214)
Other liabilities	4,570,182	(4,334)
Income for future years	<u>(639)</u>	<u>(11,282)</u>
<b>Cash generated/ (consumed) by operations</b>	<u>3,318,635</u>	<u>33,492</u>
<b>Cash flows from financing activities</b>		
Interest of non-controlling shareholders	-	(1)
Subordinated debts	<u>(293,620)</u>	<u>118,699</u>
<b>Net cash generated / (consumed) in financing activities</b>	<u>(293,620)</u>	<u>118,698</u>
<b>Cash flows from investment activities</b>		
Securities available for sale	(668,659)	(1,236,061)
Sale of fixed assets for use and lease property	6,516	985
Disposal of deferred assets	1	5
Disposal in intangible assets	6,374	1,591
Acquisition of investments	-	(109,604)
Acquisition of fixed assets for use	(12,119)	(2,385)
Investments in intangible assets	(9,260)	(8,067)
<b>Net cash generated / (consumed) in investment activities</b>	<u>(677,147)</u>	<u>(1,353,536)</u>
<b>Net variation for cash and cash equivalents</b>	<u>2,347,868</u>	<u>(1,201,346)</u>
Cash and cash equivalents in the beginning of the period	1,177,501	5,594,048
Cash and cash equivalents in the end of the period	<u>3,525,369</u>	<u>4,392,702</u>
<b>Increase / (decrease) in cash and cash equivalents</b>	<u>2,347,868</u>	<u>(1,201,346)</u>

See the accompanying notes to the financial statements.

Banco Votorantim S.A.

Consolidated statements of added value

Quarters ended March 31, 2013 and 2012

(In thousands of Reais)

	<u>2013</u>	<u>2012</u>
<b>Income</b>	1,721,906	1,945,363
Financial intermediation income	2,729,370	3,459,567
Fee income and income from bank fees	238,515	243,086
Allowance for loan losses	(1,004,400)	(1,586,911)
Other operating income (expenses)	(223,567)	(141,804)
Non-operating income (loss)	(18,012)	(28,575)
<b>Expenses from financial intermediation</b>	<u>(1,466,314)</u>	<u>(2,159,227)</u>
<b>Inputs acquired from third parties</b>	<u>(330,215)</u>	<u>(321,903)</u>
Materials, energy and other	(1,627)	(2,002)
Outsourced services	(3,711)	(2,664)
Others	<u>(324,877)</u>	<u>(317,237)</u>
Communications	(15,959)	(19,601)
Maintenance and preservation of assets	(3,890)	(3,647)
Data processing	(40,741)	(37,329)
Promotions and public relations	(722)	(1,642)
Publications	(748)	(674)
Advertising and publicity	(308)	(1,181)
Services of the financial system	(37,266)	(43,849)
Specialized technical services	(115,713)	(117,843)
Transportation	(3,150)	(4,843)
Others	<u>(106,380)</u>	<u>(86,628)</u>
<b>Gross added value</b>	<u>(74,623)</u>	<u>(535,767)</u>
Expenses of amortization / depreciation	(7,439)	(7,726)
<b>Net added value produced by the Entity</b>	<u>(82,062)</u>	<u>(543,493)</u>
<b>Added value received as transfer</b>	<u>24,380</u>	<u>13,900</u>
Equity in income of associated companies and subsidiaries	24,380	13,900
<b>Added value payable</b>	<u>(57,682)</u>	<u>(529,593)</u>
<b>Total added value paid</b>	<u>(57,682)</u>	<u>(529,593)</u>
<b>Personnel</b>	233,708	315,907
Salaries and fees	144,905	129,343
Profit sharing	41,649	114,389
Benefits and training	33,357	56,982
FGTS	13,671	15,098
Other	126	95
<b>Taxes, rates and contributions</b>	<u>(42,853)</u>	<u>(281,465)</u>
INSS on salaries	35,804	33,760
Tax expenses (except for IR and CS)	125,897	116,460
Income tax / social contribution	(204,554)	(431,685)
<b>Third-party capital remuneration</b>	<u>29,608</u>	<u>32,204</u>
Rentals	29,608	32,204
<b>Remuneration of own capital</b>	<u>(278,145)</u>	<u>(596,239)</u>
Retained earnings / (loss)	(278,145)	(596,239)

See the accompanying notes to the financial statements.



## **Notes to the consolidated financial statements**

*(In thousands of Reais)*

### **1 Operations**

Banco Votorantim S.A. is a closed corporation that, operating in the form of a Multiple Bank, develops banking activities in authorized categories, by means of its commercial, financing and foreign exchange operation portfolios.

Through its subsidiaries, the Company also operates in various other categories, with an emphasis on the activities of consumer credit, leasing, administration of investment funds and credit cards.

Transactions are conducted in the context of a set of institutions that operate in an integrated manner in the financial market, including in relation to risk management, and certain transactions have the joint participation or the intermediation of member institutions, which form an integral part of the financial system. The benefits of the services provided between these institutions and the costs of the operational and administrative structure, are absorbed based on the practicality and reasonableness of the allocation of benefits and costs, jointly or individually.

### **2 Presentation of financial statements**

The financial statements were prepared on a basis of the accounting guidelines derived from Corporation Law and rules and instructions of the National Monetary Council (CMN).

Law 11,638/07 was enacted on December 28, 2007, amended by Law 11,941/09, which amended Corporate Law regarding accounting practices adopted in Brazil. Although said Law is already effective, some changes it introduced depend on normatization by the National Monetary Council. The amendments approved by CMN were:

- procedures observed in the Conceptual Pronouncement approved by preparation and disclosure of financial reports approved by the Accounting Pronouncements Committee (CPC), on matters that do not conflict with the standards issued by CMN or Brazilian Central Bank;
- procedures to measure the recoverable value of assets;
- elaboration of the statement of cash flows in place of the statement of changes in financial position;
- the disclosure of related party information in notes to the financial statements;
- share based payment;

- definition of criteria for selecting, changing, and disclosing accounting policies, for changes in accounting estimates and for correcting errors;
- subsequent events; and
- procedures for the recognition, measurement and disclosure of provisions, contingent assets and liabilities.

The following pronouncement was also applied, which is not in conflict with the rules of the Brazilian Central Bank, as provided for in the prevailing regulations:

- Statement of added value.

The consolidated financial statements include Banco Votorantim and the direct subsidiaries in the country and abroad, listed below:

	<b>Ownership interest</b>	
	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Direct subsidiaries in Brazil</b>		
Votorantim Corretora de Títulos e Valores Mobiliários Ltda.	99.99%	99.98%
Votorantim Asset Management Distribuidora de TVM Ltda.	99.99%	99.99%
BV Financeira S.A. - Crédito, Financiamento e Investimento	100%	100%
BV Leasing Arrendamento Mercantil S.A.	100%	99.99%
<b>Direct subsidiaries overseas</b>		
Votorantim Bank Limited	99.99%	99.99%
Banco Votorantim Securities Inc.	100%	100%
Banco Votorantim Securities (UK) Limited	100%	100%

Interest in Corporations reflected in the above table consists in common shares only.

Consolidated financial statements were prepared in conformity with consolidation standards and CMN (National Monetary Council) instructions applicable to Financial Conglomerate. The main procedures adopted in the consolidation process are:

- elimination of the balances of accounts of assets, liabilities, income and expenses between parent company and subsidiary companies;
- elimination of investments in the subsidiaries' capital, reserves and retained earnings;
- presentation of leases under the financial method, reclassifying "Lease property" to "Leases", net of the residual value received in advance, as well as the respective effects in income (loss);
- the book balances of the overseas direct subsidiaries, which are prepared according to international accounting standards, were translated into Reais, using the US dollar quotation on the closing date of the period, and were adjusted to accounting practices described in Note 4;
- the exchange variation of the operations of the branch and of the subsidiary companies abroad was distributed on the lines of the statement of income, according to the respective assets and liabilities that originated them, and

- the process does not include the consolidation of the exclusive investment funds and of the credit receivable investment funds in conformity with the consolidation rules established by the National Monetary Council (CMN).

***a. Change in the accounting policy***

In the second semester of 2012, the subsidiary BV Financeira, based on the assumption of the accrual basis and in the comparison of expenses with the related income calculated with individual basis of credit contracts was required to change the accounting criteria applied to the costs associated with the production of loans and borrowings, incurred after the origination of the transaction, now recording them as expenses when paid.

The change in the accounting policy affected the Company's Balance Sheets and Statements of Income, the Statements of Changes in Shareholders' Equity, and the Statements of Cash Flows and Added Value for the periods presented. In order to maintain comparability of financial statements and in compliance with CPC 23 (CMN Resolution 4,007/11), we are presenting 2012 financial statements with the following adjustments:

	<u>Previous disclosure</u>	<u>Adjustments</u>	<u>Adjusted balance</u>
<b>On March 31, 2012</b>			
Assets			
Other receivables - Sundry – Tax credit of taxes and contributions	3,496,879	(493,130)	3,003,749
Other receivables - Sundry - Tax and contributions recoverable	263,130	139,392	402,522
Other receivables - Sundry – Other	241,932	(116,789)	125,143
Other assets – Prepaid expenses	1,412,647	(239,690)	1,172,957
Other liabilities - Taxes and social security – Provisions for deferred taxes and contributions	1,153,195	(493,130)	660,065
Shareholders' equity			
Retained losses	(596,587)	(217,087)	(813,674)
Effect in shareholders' equity	7,565,598	(217,087)	7,348,511
Income (loss)			
Other operating income	22,892	3,381	26,273
Other operating expenses	(163,023)	(5,054)	(168,077)
Provision for income tax	(139,443)	1,263	(138,180)
Provision for social contribution	(86,754)	758	(85,996)
Effect in income	(366,328)	348	(365,980)

The issuance of quarterly consolidated financial statements was given by Company's directors on April 30, 2013.

### **3 Risk management**

Risk management policies in line with market best practices and are in compliance with the guidelines defined by the CMN. They encompass Bank Institutions that comprise Votorantim Financial Conglomerate (“Conglomerate”).

The Company implemented policies and procedures and management system capable of managing, evaluating and mitigating the risks inherent to its business, providing the Management with a view of all risks.

### ***Market risk***

Market risk is defined as the possibility of losses arising from the variation in the market value of positions held. Management is executed in a centralized manner, by an area that maintains independence in relation to the front office.

The basic procedures adopted for risk management are: (a) integrity of the pricing of assets and derivatives; (b) evaluation of the risk using the Value at Risk methodology and from simulating scenarios; and (c) accompanying the daily results using the back-test methodology.

The Conglomerate undertakes operations that involve derivative financial instruments, operating in organized and over the counter markets, in order to ensure the management of market risk appropriate to its policy. These instruments are used for *hedging* positions to meet the demand of counterparties and as a means of reversing the positions at times of significant oscillations.

### ***Operational risk***

Operating risk is defined as loss risk, resulting from failure, weakness or inadequacy of internal processes, people and systems or external events to Conglomerate - includes legal risk, but excludes strategic risk and image risk.

The basic principles considered by the Conglomerate in operating risk management and control comply with the Brazilian Central Bank's current regulations and with best market practices:

- involvement by Senior Management in global supervision and risk assumption by means of established committees and commissions;
- mapping operating and systemic procedures, plotting existing controls and analysis of inherent and residual risks;
- assessment of the potential financial effect and the likely occurrence of identified risks. Based on this assessment, operating risk exposure is defined according to entire Conglomerate's standard risk matrix;
- recording of operating losses and maintenance of a structured database with information related to the events;
- analysis, communication, and deployment of action plans to improve processes and controls for mitigation of the risks incurred; and
- calculating Capital allocated to operating risk based on structured methods, based on best market practices that are appropriate with regulatory requirements.

***Credit risk***

Credit risk consists of the possibility of occurring losses associated to a loan taker or a counterpart's failure to fulfill their respective financial obligations under the agreed-upon conditions, and losses associated to devaluation of a loan agreement due to deterioration of the loan taker's risk classification, reduction in gains or compensations, advantages granted in renegotiations and loan recovery costs.

As part of the credit risk management process, monitoring are conducted for policies, rules, processes, established limits, in addition to risk analysis and submission to appropriate levels and approving committees. The credit policy is formulated upon the analysis of internal indicators in the portfolio, company pricing and evaluation processes, and of external factors related to the financial situation of the companies and the economic situation of the country and foreign countries.

Conglomerate carries out credit risk assessments of their operations, determined by means of judgment and statistical models. It is worth emphasizing that in the identification of the deterioration of the loan portfolio quality, risk mitigation measures are taken, such as reassessment of customer risk profile and industry analysis that influence threshold management and management and control of guarantees.

***Asset and liability management***

The Assets & Liabilities ("ALM"), Risks and Capital Operating Committee is in charge of managing the structural risks of interest rate, liquidity and exchange rate, as well as the capital management, aiming to optimize the risk/return ratio and seeking greater efficiency when composing the factors that impact the Solvability Index (Basel).

<b>Basel Ratio</b>	<b>03/31/2013</b>	<b>03/31/2012</b>
Capital (PR)	<u>11,430,213</u>	<u>11,282,265</u>
Level I	<u>7,595,235</u>	<u>7,491,230</u>
Shareholders' equity	7,670,772	7,565,607
Deferred fixed assets	(38,177)	(28,957)
Adjustment to market value	(37,360)	(45,420)
Level II	<u>3,834,977</u>	<u>3,791,035</u>
Adjustment to market value	37,360	45,420
Subordinated debt eligible to capital	3,939,256	4,166,143
(-) Excess preferred shares issued under a redemption clause with original maturity below 10 (ten) years and subordinated debt instruments	(141,639)	(420,528)
Capital requirement (PRE)	<u>9,244,736</u>	<u>9,519,741</u>
Credit risk	8,494,061	8,953,523
Market risk	468,553	246,272
Operational risk	282,122	319,946
Excess of capital	<u>2,185,477</u>	<u>1,762,524</u>
Ratio (PR x 100 / (PRE / 0.11))	<u>13.6%</u>	<u>13.0%</u>

<b>Fixed assets limit</b>	<b>03/31/2013</b>	<b>03/31/2012</b>
Fixed assets limit	5,715,105	5,641,132
Value of fixed assets limit position	285,565	338,858
Value of margin or insufficiency	5,429,541	5,302,274

In compliance with the Brazilian Central Bank (BACEN) Circular no 3,477/09, Conglomerate maintains additional information on its risk management process available in the website: [www.bancovotorantim.com.br/ri](http://www.bancovotorantim.com.br/ri).

#### **4 Significant accounting policies**

##### *a. Statement of income*

The Income and expenses are recorded according to the accrual basis and are recorded by the pro rata criterion and calculated with a basis on the exponential method, excepting those related to transactions with foreign countries, which are calculated by the straight-line method.

##### *b. Cash and cash equivalents*

Cash and cash equivalents are represented by available funds, interbank deposits, investments in foreign currency with high liquidity and insignificant risk of changes in value and money market borrowings - own portfolio, whose maturity of the operations on the date of the investment is equal to or shorter than 90 days.

##### *c. Interbank funds applied*

Interbank funds applied are recorded at investment value, plus income accrued up to the balance sheet date, calculated pro rata with a basis on the variation of the index and on the agreed interest rates.

##### *d. Derivative financial instruments*

Securities are recorded by the amount effectively paid and classified in keeping with Management's intention in three different categories:

- i. Trading securities** - Acquired for the purpose of being actively and frequently negotiated. Adjusted to its market value with the corresponding entry to the income for the period;

- ii. Securities available for sale** - Securities that are not for trading or held to maturity. Adjusted to its market value with the corresponding entry to a separate account in shareholders' equity, reduced for any tax effects; and
- iii. Securities held to maturity** - Securities acquired with the intention and financial capacity to hold them in the portfolio to maturity. Recorded at cost of acquisition, plus income accrued in contra account to income for the period. In this category, the securities are not adjusted to market value.

The market valuation methodology was established in compliance with consistent and verifiable criteria, which take into consideration the average price of trading on the date of calculation, or, in the absence thereof, the daily adjustment value of future market transactions disclosed by Andima, BM&FBovespa and BACEN, or the probable net realizable value obtained using interest rate future value curves, exchange rates, price and currency indexes, besides any adjustments in the prices of securities of low liquidity.

Income accrued with securities, regardless of the category in which it is classified, is calculated pro rata with a basis on the variation of the index and on the agreed interest rates, by the exponential or straight-line method, up to the date of maturity or of the final sale of the security, and is recognized directly in income for the period.

**e. *Derivative financial instruments***

Derivative financial instruments are stated at its market value, with consistent and verifiable criteria, considering the average price of trading on the date of calculation, or, in the absence thereof, conventional and proven methodologies.

The derivative financial instruments are classified according to the intention of Management, taking into account its purpose. Financial instruments used to offset, in whole or in part, the risks arising from exposure to variations in asset or liability market values are considered hedge instruments and are classified according to their nature as:

- i. Market risk hedge** - adjustments to market value of the derivative financial instruments classified in this category, as well as of the *item hedged*, are recorded in counter entry to income for the period; and
- ii. Cash flow hedge** - Derivative financial instruments classified in this category have their adjustments to market value recorded in the account in shareholders' equity, reduced for any tax effects.

Derivative financial instruments that do not fulfill the hedge criteria have their adjustments to market value recorded directly in income for the period.

For derivative financial instruments traded in association with funding operations, both the derivative and the funding are accounted for by the intrinsic conditions contracted, and are not adjusted by the market value.

The Conglomerate uses financial hedge derivatives to hedge its exposures to foreign currency and interest rate changes.

Upon initial designation of the hedge, the Management formally documents the relationship between the hedge instruments and the hedgeable instruments, including the risk management goals and the strategy in the execution of the hedge transaction, together with the methods that will be used to assess the effectiveness of the hedge relationship, considering the conventional and well-established calculation methods. The Management makes an assessment, both in the beginning of this relationship, and continuously, to check if it is expected that these instruments are highly effective in the compensation of changes in market value of respective items object of hedge during the period for which is designed, and if actual results are within the range of 80-125 per cent, as provided in the regulation in force.

For those items that are no longer included in the hedge program and that remain recorded in the Balance Sheet, mark-to-market adjustment is incorporated to cost and is prospectively accounted for at amortized cost, using the effective interest rate method.

***f. Loans and leases, advances on foreign exchange contracts, other receivables with loan characteristics and allowance for loan losses***

Loans and leases, advances on foreign exchange contracts and other receivables with loan characteristics are classified according to Management's discernment with respect to the level of risk, taking into consideration the economic panorama, past experience and specific risks in relation to the operation, to obligators and guarantors, periods of delinquency, and economic group, observing the parameters established by CMN, which requires the analysis of the portfolio and its rating at nine levels, ranging from AA (minimum risk) to H (maximum risk). In relation to the period of delinquency verified in retail operations with a term of over thirty-six (36) months, a double count is permitted over intervals of delinquency defined for the nine levels. In cases there are ongoing reviews, a rating lower than verified non-performing risk is accepted, provided that the receipt of the amount required to settle part or total debt is proven through the Conglomerate account bank statement by the depositary banks. Income from loans overdue for more than sixty (60) days, regardless of their level of risk, are only recognized as income when effectively received.

Operations rated at level H continue in this status for 180 days, when they are written off against the existing provision and controlled in memorandum accounts. Renegotiated operations are maintained, at a minimum, at the same level at which they were rated, in conformity with CMN Resolution no 2682/99, except when there is significant amortization of operations or when new relevant facts justify a change in risk level. Renegotiations of loans that had already been written off against provision that were in memorandum accounts are rated as level H and any gains from renegotiation are recognized as income when effectively received.

Loans and leases that are subjects of market risk hedge are stated at market value using consistent and verifiable criterion. The adjustments of valuation at market value of these operations are recorded, when positive, in Other Receivables - Sundry, and, when negative, in Other liabilities - Sundry, in a contra entry to Derivative financial instruments.



The income from loan assignments with recourse performed up to December 31, 2011, was calculated on the date of assignment and the income was fully recognized through write-off of the correspondent assets, whether risk was retained or not. For the portfolio of loans assigned with recourse, Management established a provision for losses, recorded under “Other liabilities - Sundry”.

As of January 1, 2012, financial assets assigned consider the transfer level of risks and benefits of assets transferred to other entity:

- when financial assets are transferred to other entity, but there is no substantial transfer of the risks and benefits related to the transferred assets, assets remain recognized in the balance sheet of the Company; and
- when all the risks and benefits related to assets are substantially transferred to an entity, assets are written-off in the balance sheet of the Company.

***g. Prepaid expenses***

Funds applied in prepayments, where the benefits or rendering of services are to occur in future periods, are recorded. Prepaid expenses are recorded at cost and amortized upon their realization.

Transactions related to “Usufruct right on shares” have been recognized based on the funds paid for Banco Votorantim to be granted the temporary beneficial ownership of other companies’ preferred shares in exchange for a consideration. These shares grant the right to receive dividends in the manner provided for in the bylaws of each of these companies, among other rights and benefits. The funds paid are deferred with a corresponding entry to profit or loss, in accordance with the term of each beneficial ownership transaction, whereas the amounts arising from rights to the payment of dividends are recognized as revenues when proven.

***h. Accounting estimates***

Preparation of the financial statements requires that Management use its judgment in determining and recording accounting estimates. The settlement of transactions involving these estimates may result in significantly different amounts due to the lack of precision inherent to the process of their determination. Material items subject to these estimates and assumptions include the assessment of financial assets and liabilities and derivative financial instruments at fair value, credit risk analysis to find the allowance for loan losses, as well as to analyze contingent liabilities. The Management reviews the estimates and assumptions on a regular basis.

The chief values recognized in the financial statements by means of estimates are included in the following explanatory notes:

- 8 – derivative financial instruments;
- 9 – derivative financial instruments;

12 – loans and leases. advances on foreign exchange contracts. other receivables with loan characteristics and allowance for loan losses, and  
49 – Contingent assets. liabilities and legal obligations.

***i. Fixed assets***

- i.** Investments in equity interest are valued using the equity method. Other permanent investments are valued at cost of acquisition less allowance for losses, when applicable;
- ii.** Property, plant and equipment stated at acquisition cost, less accumulated depreciation. Depreciation of fixed assets is calculated using the straight line method, based on the following annual rates according to the useful economic lives of the assets, as follows:
  - facilities, furniture and equipment in use - 10%;
  - communication, security, and transportation systems - 10%; and
  - data processing and similar systems - 20%.
- iii.** Deferred assets are stated at acquisition or formation cost less the respective amortization, comprised basically of expenses on third-party property up to September 30. 2008. Amortization is calculated by the straight-line method, based on the period over which the benefit is generated. There were no acquisitions during the period owing to the regulations in force. Losses on leases are amortized over the remaining useful life of the leased items and in compliance with current regulation; and
- iv.** Intangible include rights relating to assets that are intended for the maintenance of the company or exercised for this purpose. Amortization is calculated by the straight-line method, based on the period over which the benefit is generated. Intangible assets are less allowance for losses, when applicable.

Non-financial assets are subject to evaluation of the recoverable value yearly.

***j. Employee benefits***

Employee benefits related to short-term benefits to current employees are recognized at the accrual method in accordance with services provided.

***k. Taxes***

Income tax was determined with a basis on the rate of 15%, plus a surcharge of 10%, and social contribution was determined with a basis on the rate of 15%, both applicable to the taxable income.

Deferred income tax is recognized at the subsidiary BV Leasing, calculated at the rate of 25%. on the adjustment of excess depreciation of the lease portfolio.

The formation of tax credit of income and social contribution taxes is based on a technical study evidencing the capacity of realization, prepared by Management.

PIS (Social Integration Program) was calculated based on the rate of 0.65% and COFINS (Contribution for Social Security Funding) was calculated based on the rate of 4%, both applicable on the Company's income accrued less exclusions and deductions provided for under legislation in force.

ISS (service tax) was calculated considering a rate of 2% to 5% rate (rate varies for each municipality) in service revenues earned by the Company.

***l. Contingent assets, liabilities and legal obligations***

The recognition, measuring and disclosure of contingent assets, contingent liabilities and legal obligations are carried out according to the following criteria:

- i. Contingent assets-** These are not recorded except when Management has full control over the situation or when there are secured guarantees or favorable sentences to which no further appeals are applicable. characterizing a favorable judgment as practically certain;
- ii. Contingent liabilities** - These are recognized in the financial statements when, based on the opinion of the legal counsel and of Management, the risk of loss of a lawsuit or administrative proceeding is considered probable, with a probable outflow of financial resources for the settlement of obligations and when the sums involved are measurable with sufficient assurance. Contingent liabilities classified as possible losses are not accounted for, and should only be disclosed in the notes to the financial statements, whereas those classified as remote do not require provision and disclosure; and
- iii. Legal obligations** - Are lawsuits related to tax obligations, where the subject being contested is their legality or constitutionality which, regardless of the probability of success of the lawsuits in progress, have their amounts recognized in full in the financial statements.

***m. Other assets and liabilities***

Assets are stated at realizable values, including, when applicable, monetary and exchange variations earned (on a pro rata daily basis) and a provision for losses, when considered necessary. Liabilities are stated at known or calculated amounts, plus charges and monetary variations and exchange variations incurred (on a pro rata daily basis).

**5 Composition of cash and cash equivalents**

	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Cash and cash equivalents</b>	1,639,249	96,615
<b>Interbank funds applied</b>		
Purchase and sale commitments. - Own portfolio	1,377,327	3,560,921
Interbank deposits	253,733	465,957
Investments in foreign currency	255,060	269,209
	1,945,369	4,302,702

	<b>03/31/2013</b>	<b>03/31/2012</b>
Total	<u>3,525,369</u>	<u>4,392,702</u>
<b>6 Cash and cash equivalents</b>		
	<b>03/31/2013</b>	<b>03/31/2012</b>
Cash	509	362
Bank deposits	1,549,743	54,210
Free reserves	35,844	-
Cash and cash equivalents in foreign currency	<u>53,153</u>	<u>42,043</u>
Total	<u>1,639,249</u>	<u>96,615</u>
<b>7 Interbank funds applied</b>		
	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Purchase and sale commitments. - Own portfolio</b>	<u>3,298,034</u>	<u>4,446,068</u>
Financing bills	-	1,480,169
National treasury bills	2,052,728	1,043,382
National Treasury notes	1,226,057	1,730,287
Others	19,249	192,230
<b>Purchase and sale commitments - Financed operations</b>	<u>11,038,890</u>	<u>9,964,003</u>
National treasury bills	3,574,842	1,810,265
National Treasury notes	7,464,048	8,153,738
<b>Purchase and sale commitments - Short position</b>	<u>39,383</u>	<u>304,153</u>
National treasury bills	39,383	42,290
National Treasury notes	-	261,863
<b>Interbank deposits</b>	<u>1,539,939</u>	<u>2,566,760</u>
<b>Foreign currency investments</b>	<u>255,060</u>	<u>280,822</u>
Total	<u>16,171,306</u>	<u>17,561,806</u>

**Accounting hedge strategies**

	03/31/2013			03/31/2012		
	Cost	Market value	Unrealized gain (loss)	Cost	Market value	Unrealized gain (loss)
Market risk hedge						
Overdue agreements	4,754,214	4,752,531	(1,683)	-	-	-
Total	<u>4,754,214</u>	<u>4,752,531</u>	<u>(1,683)</u>	<u>-</u>	<u>-</u>	<u>-</u>

In order to hedge the Prefixed rate risks of the purchase and sale commitments, the Conglomerate entered into contracts on the Interbank Deposit (DI) futures market with BM&FBOVESPA, in accordance with the maturity of the purchase and sale commitments. The market value of these derivatives amounts totaled R\$ 5,028,352.

The effectiveness verified in the *hedge* portfolio complies with the provisions of regulation in force.

**8 Securities**

**Composition by category. in the country and abroad**

	03/31/2013			03/31/2012		
	Cost	Market value (book value)	Unrealized gain (loss)	Cost	Market value (book value)	Unrealized gain (loss)
<b>Trading securities</b>						
<b>Domestic</b>	7,978,299	7,943,779	(34,520)	4,734,890	4,785,515	50,625
Financing bills	493,925	494,473	548	344,053	344,850	797
National treasury bills	951,292	943,776	(7,516)	1,525,545	1,527,326	1,781
National Treasury notes	6,124,621	6,095,596	(29,025)	2,395,118	2,424,119	29,001
Debentures	93,741	93,635	(106)	9,617	9,633	16
Agricultural debt securities	-	-	-	18,620	19,734	1,114
Rural Product Bill	287,703	289,556	1,853	376,086	394,310	18,224
Shares in invest. funds	7,421	7,421	-	52,557	52,557	-
Shares of listed companies	19,596	19,322	(274)	13,294	12,986	(308)
<b>Abroad</b>	454,887	452,202	(2,685)	241,328	247,937	6,609
Foreign governments	126,863	126,863	-	18,221	18,220	(1)
National Treasury	143,521	142,061	(1,460)	118,107	119,850	1,743
Other securities	184,503	183,278	(1,225)	105,000	109,867	4,867
Total	<u>8,433,186</u>	<u>8,395,981</u>	<u>(37,205)</u>	<u>4,976,218</u>	<u>5,033,452</u>	<u>57,234</u>

	03/31/2013			03/31/2012		
	Cost	Market value (book value)	Unrealized gain (loss)	Cost	Market value (book value)	Unrealized gain (loss)
<b>Securities available for sale</b>						
<b>Domestic</b>	25,641,697	25,676,462	34,765	19,512,083	19,675,561	163,478
National treasury bills	12,547,459	12,494,085	(53,374)	5,596,382	5,660,029	63,647
National Treasury notes	5,133,141	5,216,742	83,601	5,981,828	6,104,892	123,064
Real estate receivables certificates						
Real Estate	39,130	40,095	965	13,282	14,480	1,198
Debentures	2,697,653	2,726,809	29,156	2,152,430	2,156,093	3,663
Agricultural debt securities	28,822	30,274	1,452	12,792	13,542	750
Promissory notes	246,208	246,206	(2)	411,777	411,726	(51)
Quotas of fixed income funds	1,533,870	1,533,870	-	1,946,033	1,946,033	-
Shares in short-term funds	9,425	9,425	-	4,478	4,478	-
Rural Product Bill	424,720	423,798	(922)	-	-	-

	03/31/2013			03/31/2012		
	Cost	Market value (book value)	Unrealized gain (loss)	Cost	Market value (book value)	Unrealized gain (loss)
<b>Securities available for sale</b>						
FIDC quotas	389,636	389,636	-	723,773	723,773	-
FIP quotas	952,983	952,983	-	968,439	968,439	-
Shares of listed companies	69,521	47,886	(21,635)	-	-	-
Shares of companies. Closed	1,437,127	1,432,002	(5,125)	1,700,869	1,672,076	(28,793)
Other securities	132,002	132,651	649	-	-	-
<b>Abroad</b>	<u>1,195,457</u>	<u>1,204,783</u>	<u>9,326</u>	<u>2,140,719</u>	<u>2,144,777</u>	<u>4,058</u>
Foreign governments	483,488	489,254	5,766	1,332,887	1,336,526	3,639
Other securities	<u>711,969</u>	<u>715,529</u>	<u>3,560</u>	<u>807,832</u>	<u>808,251</u>	<u>419</u>
Total	<u>26,837,154</u>	<u>26,881,245</u>	<u>44,091</u>	<u>21,652,802</u>	<u>21,820,338</u>	<u>167,536</u>

On March 31, 2013 there are not securities classified as "held to maturity".

### **Accounting hedge strategies**

	03/31/2013			03/31/2012		
	Cost	Market value	Unrealized gain (loss)	Cost	Market value	Unrealized gain (loss)
<b>Market risk hedge</b>						
Debentures – with exchange variation	<u>214,232</u>	<u>257,947</u>	<u>43,715</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>214,232</u>	<u>257,947</u>	<u>43,715</u>	<u>-</u>	<u>-</u>	<u>-</u>

To hedge against exchange risks of the debentures, Conglomerate negotiated contracts in the DDI futures market with BM&FBOVESPA, in accordance with maturity of the debentures. The market value of these derivatives amounts totaled R\$ 271,589.

The effectiveness verified in the *hedge* portfolio complies with the provisions of regulation in force.

## **9 Derivative financial instruments**

### **a. Composition of assets and liabilities**

<b>Assets</b>	<b>03/31/2013</b>	<b>03/31/2012</b>
Differential of swap receivable	1,309,559	981,113
Term currency contracts	33,130	1,450
Purchase of call options - Shares	3,818	2,193
Purchase of put options - Shares	34,098	4,035
Purchase of call options - financial assets/ goods	26,426	343,932
Purchase of put options - financial assets/goods	29,651	7,808
Credit derivatives	6,856	14,590
Non deliverable forward - NDF	<u>106,718</u>	<u>136,134</u>
Total	<u>1,550,256</u>	<u>1,491,255</u>

<b>Assets</b>	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Liabilities</b>		
Differential of swap payable	1,200,915	1,016,718
Term currency contracts	33,026	688
Sale of call options - Shares	10,737	805
Sale of put options - Shares	26,224	396
Sale of call options - financial assets/goods	88,031	316,063
Sale of put options - financial assets/goods	22,431	43,790
Option box – fixed income strategy	1,018,749	1,983,622
Credit derivatives	6,567	21,848
Non deliverable forward - NDF	<u>120,236</u>	<u>64,281</u>
<b>Total</b>	<u><u>2,526,916</u></u>	<u><u>3,448,211</u></u>

***b. Composition of swap contracts by index***

	<b>03/31/2013</b>			<b>03/31/2012</b>		
	<b>Original value</b>	<b>Cost</b>	<b>Market value</b>	<b>Original value</b>	<b>Cost</b>	<b>Market value</b>
<b>Asset position</b>	28,040,723	30,991,078	32,293,821	26,290,925	28,550,599	30,224,199
DI	12,230,112	13,156,172	13,964,860	10,958,586	11,488,776	12,735,810
Dollar	4,426,073	5,145,160	5,335,303	4,688,703	5,110,139	5,292,852
Euro	480,933	537,898	541,708	468,548	496,923	506,248
IGPM	682,863	983,108	1,057,148	1,106,207	1,425,290	1,499,446
IPCA	5,224,610	5,873,498	6,069,820	4,350,068	4,826,002	4,930,433
Pre-fixed	2,857,949	3,009,133	3,029,556	2,614,535	3,069,557	3,119,037
Libor	1,385,068	1,436,865	1,439,319	1,388,427	1,349,095	1,343,971
Commodities	9,998	10,075	9,425	1,488	1,488	1,420
Swiss Franc	441,047	537,099	545,609	441,047	510,013	525,739
Other	302,070	302,070	301,073	273,316	273,316	269,243
<b>Liability position</b>	28,040,723	30,649,764	32,185,177	26,290,925	28,316,125	30,259,804
DI	9,267,015	10,146,090	10,190,014	8,314,320	9,354,701	9,371,180
Dollar	2,316,745	2,574,892	2,634,828	1,718,217	1,858,775	1,924,906
Euro	1,246	1,294	1,303	106,759	110,158	110,200
IGPM	432,300	714,409	770,447	712,970	1,018,389	1,075,773
IPCA	7,382,403	9,018,709	9,379,598	5,797,238	7,343,306	7,656,720
Pre-fixed	7,494,589	7,033,084	8,058,745	9,101,589	8,090,946	9,608,675
Libor	624,590	616,849	620,175	275,200	256,392	236,460
Long Term Interest Rate (TJLP)	508,552	525,328	510,109	246,756	258,456	250,597
Commodities	5,419	5,024	5,095	5,549	5,521	4,749
Other	7,864	14,085	14,863	12,327	19,481	20,544
<b>Net differential</b>	-	341,314	108,644	-	234,474	(35,605)

**c. Composition of forward contracts by index**

	03/31/2013			03/31/2012		
	Original value	Cost	Market value	Original value	Cost	Market value
Asset position – forward currency	33,264	33,264	33,130	57,304	35,563	1,450
Liability position – forward currency	33,264	33,264	33,026	57,304	5,886	688

**d. Composition of options contracts by index**

	03/31/2013		03/31/2012	
	Amount contracted	Market value (book value)	Amount contracted	Market value (book value)
<b>Long position</b>				
Dollar	2,767,701	15,574	7,828,756	303,953
Index	1,805,405	20,675	214,005	3,437
DI	-	-	1,664,000	-
Shares	2,501,750	37,916	516,926	6,228
Commodities	10,354	189	1,337	387
Flexible	562,128	19,639	1,303,425	43,792
Títulos	-	-	481,034	171
<b>Total</b>	<b>7,647,338</b>	<b>93,993</b>	<b>12,009,483</b>	<b>357,968</b>
<b>Short position</b>				
Dollar	2,725,819	27,159	9,443,719	316,866
Index	2,034,769	8,380	253,096	2,956
DI	-	-	1,661,600	-
Shares	2,846,400	36,961	331,356	1,201
Commodities	11,677	129	17,001	2,178
Flexible	1,003,832	74,794	1,577,281	37,739
Títulos	-	-	481,034	114
<b>Total</b>	<b>8,622,497</b>	<b>147,423</b>	<b>13,765,087</b>	<b>361,054</b>

**e. Composition of futures contracts by index**

	03/31/2013	03/31/2012
<b>Commitment of purchase</b>	<b>21,130,367</b>	<b>32,901,066</b>
DDI	11,487,512	10,573,479
Euro	35,129	-
Dollar	253,704	744,921
DI	8,682,635	20,934,602
Exchange Coupon	7,520	344,570
Commodities	3,097	1,008
Index	510,662	77,753
SCC	150,108	224,733
<b>Sale commitment</b>	<b>69,891,531</b>	<b>78,463,236</b>
DDI	10,354,571	11,382,992
Dollar	6,129,863	577,381



	<b>03/31/2013</b>	<b>03/31/2012</b>
DI	51,863,729	65,584,772
Exchange Coupon	420	392
Commodities	13,686	21,309
T-Note	1,336,365	581,621
Index	41,500	90,180
Euro	502	452
BGI	-	127
SCC	150,895	224,010
<b>Total</b>	<b>(48,761,164)</b>	<b>(45,562,170)</b>

**f. Composition of NDF contracts by index**

	<b>03/31/2013</b>		<b>03/31/2012</b>	
	<b>Amount contracted</b>	<b>Market value (book value)</b>	<b>Amount contracted</b>	<b>Market value (book value)</b>
<b>Assets</b>	4,303,292	106,718	2,666,501	136,134
Dollar	3,959,996	35,330	2,448,558	56,020
Euro	8,470	2,164	6,586	156
Other	334,826	69,224	211,357	79,958
<b>Liabilities</b>	2,177,965	120,236	1,185,520	64,281
Dollar	1,619,071	108,745	806,367	51,910
Euro	73,384	205	90	17
Other	485,510	11,286	379,063	12,354
<b>Total</b>	2,125,327	(13,518)	1,480,981	71,853

**g. Credit derivatives**

	<b>03/31/2013</b>		<b>03/31/2012</b>	
	<b>Reference value</b>	<b>Market value</b>	<b>Reference value</b>	<b>Market value</b>
Risk taken – credit swaps	2,064,145	2,883	2,997,356	(2,449)
Risk transferred – credit swaps	852,260	2,594	452,701	4,809

***h. Credit derivatives by index***

	03/31/2013			03/31/2012		
	Original value	Cost	Market value	Original value	Cost	Market value
Asset position - Pre-fixed	2,144,697	4,488	6,856	2,997,356	5,455	14,590
Asset position - Pre-fixed	771,708	679	6,567	452,701	3,431	21,848

***i. Composition of Option box contracts - Fixed income strategy***

	03/31/2013		03/31/2012	
	Amount contracted	Market value/ risk exposure	Amount contracted	Market value/ risk exposure
<b>Prefixed risk</b>	958,508	1,018,749	1,737,529	1,983,622
<b>Asset position</b>				
Sale of Call with high limit	281,634	285,071	610,198	608,383
Sale of Put with low limit	676,874	733,678	1,127,331	1,375,239
<b>Dollar risk</b>		-		-
<b>Asset position</b>				
Sale of Put with low limit		684,757		1,692,652
<b>Asset position</b>				
Sale of Call with high limit		684,757		1,692,652

***j. Securities given in guarantee***

	03/31/2013	03/31/2012
<b>Stock exchange transactions</b>	1,581,260	2,055,183
National Treasury notes	432,639	324,428
Financing bills	11,546	1,730,755
National treasury bills	1,137,075	-
<b>Clearing House operations</b>	161,481	71,902
National Treasury notes	150,466	6,926
Financing bills	11,015	64,976
<b>Other</b>	2,715,766	2,268,375
National Treasury notes	1,021,064	479,253
Financing bills	23,385	26,396

	<b>03/31/2013</b>	<b>03/31/2012</b>
National treasury bills	696,060	419,668
Other	(a) 975,257	1,343,058
<b>Total</b>	<u>4,458,507</u>	<u>4,395,460</u>

(a) In 2013, basically refer to securities of foreign governments, in the amount of R\$ 595,980 (R\$ 1,336,525 in 2012), and other securities abroad, in the amount of R\$ 379,277 (R\$ 6,533 in 2012).

***k. Financial derivative instruments segregated by trading location and counterparty***

<b>Asset position</b>	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Stock exchange transactions</b>	93,993	357,968
<b>Over-the-counter</b>	<u>1,456,263</u>	<u>1,133,287</u>
Financial institutions	1,238,646	871,185
Trade accounts receivable	217,617	262,102
<b>Total</b>	<u>1,550,256</u>	<u>1,491,255</u>

<b>Liability position</b>	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Stock exchange transactions</b>	147,423	361,054
<b>Over-the-counter</b>	<u>2,379,493</u>	<u>3,087,157</u>
Financial institutions	2,230,788	3,003,818
Trade accounts receivable	148,705	83,339
<b>Total</b>	<u>2,526,916</u>	<u>3,448,211</u>

***l. Composition of derivative financial instruments used in hedge strategies***

<b>Hedge instruments</b>	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Market risk hedge</b>		
<b>Assets</b>	<u>8,984,456</u>	<u>21,220,713</u>
Futures	8,165,745	13,326,322
Swap	818,711	3,454,892
Options	-	4,439,499
<b>Liabilities</b>	<u>47,914,141</u>	<u>63,605,794</u>
Futures	47,914,141	58,350,448
Swap	-	1,906,767
Options	-	3,348,579
<b>Cash flow hedge</b>		
<b>Assets</b>	<u>-</u>	<u>841,651</u>
Swap	-	841,651
<b>Items to be hedged</b>		
<b>Assets</b>	<u>45,714,620</u>	<u>45,564,045</u>
Loans	39,120,284	39,955,570
Securities	5,010,477	416,001
Leases	1,583,859	3,148,459
Foreign investments	-	667,866
Other	-	1,376,149
<b>Liabilities</b>	<u>8,196,978</u>	<u>7,166,025</u>
Other	8,196,978	7,166,025

## 10 Interbank accounts

<b>Assets</b>	<b>03/31/2013</b>	<b>03/31/2012</b>
Payments and receivables to be settled	1,162	540
Mandatory reserves - BACEN	679,973	3,777,016
Compulsory deposits on demand deposits	99,945	108,358
Compulsory deposits on time deposits	486,215	2,137,103
Compulsory deposits on additional liabilities	88,136	1,525,656
Compulsory deposits on microfinance operations	5,677	5,899
Interbank onlendings	98,897	148,913
Correspondent relations	1,338	1,025
<b>Total</b>	<b>781,370</b>	<b>3,927,494</b>
<b>Liabilities</b>	<b>03/31/2013</b>	<b>03/31/2012</b>
Payments and receipts to be settled	(6,119)	(5,060)
<b>Total</b>	<b>(6,119)</b>	<b>(5,060)</b>

## 11 Interbranch accounts

<b>Liabilities</b>	<b>03/31/2013</b>	<b>03/31/2012</b>
Funds in transit - Associated companies	923	6,525
Receipts in transit - Third parties	530	73
Payment orders in foreign currencies	47,169	27,337
Local transfer of funds	84	237
<b>Total</b>	<b>48,706</b>	<b>34,172</b>

## 12 Loans and leases, advances on foreign exchange contracts, other receivables with loan characteristics and allowance for loan losses

### *a. Composition of operations by category and past due and falling due installments*

	<b>03/31/2013</b>	<b>03/31/2012</b>
Advances to depositors	603	1,173
Loans	14,412,780	16,344,330
Discounted securities	165,443	56,390
Financing	26,372,541	33,587,098
Export financing	3,095,103	3,247,686
Financing operations in foreign currency	747,732	595,876
Rural financing agreements	533,770	693,822
Real estate financing agreements	614,062	357,655
Loans subject to assignments	7,991,348	100,689
<b>Subtotal</b>	<b>53,933,382</b>	<b>54,984,719</b>
Advances against exchange contracts	908,212	759,191
Leases	1,686,909	3,051,199
<b>Total lending operations</b>	<b>56,528,503</b>	<b>58,795,109</b>

	<b>03/31/2013</b>	<b>03/31/2012</b>
Installments past due (from 15 days)	3,463,535	9,263,146
Payments falling due	53,064,968	49,531,963
Total installments	56,528,503	58,795,109

***b. Concentration of operations***

	<b>03/31/2013</b>	<b>03/31/2012</b>
Ten main debtors	2,767,635	2,930,182
50 following greatest debtors	4,095,847	4,186,151
Next one hundred main debtors	3,052,262	3,174,791
Other clients	46,612,759	48,503,985
Total	56,528,503	58,795,109

***c. Composition of operations by sector of economic activity***

	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Legal entities</b>	19,991,658	21,568,922
<b>State public sector</b>		
Services	25,678	51,658
<b>Private sector</b>		
Industry	9,774,444	10,261,269
Commerce	3,532,221	3,882,479
Rural	533,771	693,826
Services	6,125,544	6,679,690
<b>Individuals</b>	36,536,845	37,226,187
Total	56,528,503	58,795,109

***d. Formation of operations and allowance for loan losses by level of risk and type of portfolio***

Levels of risk	%	03/31/2013				03/31/2012	
		Ordinary course	Overdue operations	Total operations	Existing provision	Total operations	Existing provision
AA	-	6,521,038	-	6,521,038	-	9,712,477	-
A	0.5	28,508,138	-	28,508,138	142,539	33,353,504	166,768
B	1	7,742,369	1,565,509	9,307,878	93,079	6,023,943	60,239
C	3	4,369,434	1,595,628	5,965,062	178,952	3,117,198	93,516
D	10	654,168	1,003,074	1,657,242	178,712	1,588,646	158,865
E	30	568,416	552,269	1,120,685	369,756	1,218,962	397,702
F	50	58,201	469,966	528,167	264,084	641,341	320,671

Levels of risk	% Minimum provision required	03/31/2013				03/31/2012	
		Ordinary course	Overdue operations	Total operations	Existing provision	Total operations	Existing provision
G	70	60,492	399,946	460,438	322,306	788,812	552,168
H	100	155,607	2,304,248	2,459,855	2,459,855	2,350,226	2,350,227
Total		48,637,863	7,890,640	56,528,503	4,009,283	58,795,109	4,100,156
<b>Percentage of the portfolio</b>					7.09%	6.97%	

	03/31/2013	03/31/2012
Provision for loans and discounted securities	1,280,238	1,007,950
Provision for financing	2,422,796	2,759,842
Rural and agroindustrial financing	5,732	8,347
Provision for real estate financing	20,340	2,064
Allowance for loans after January 01, 2012	93,160	690
Provision for loss with financial leases	119,649	252,162
Provision for other credits	67,368	69,101
Total	4,009,283	4,100,156

*e. Movement of allowance for loan losses in the period*

	01/01/2013–03/31/2013	01/01/2012–03/31/2012
<b>Opening balance</b>	4,153,969	3,206,327
Formations/(reversals)	1,004,400	1,586,911
Write-offs to loss	(1,149,086)	(693,082)
<b>Closing balance</b>	4,009,283	4,100,156

*f. Information on loan assignments carried out up to December 31, 2011*

In the period ended March 31, 2013, the Conglomerate determined early settlement expenses of R\$ 80,080 fully recognized in the statement of income, and provision for losses of R\$ 3,578, regarding assignments carried out up to December 31, 2011.

	03/31/2013	03/31/2012
<b>Balance of joint obligations with loan assignments</b>		
Financial institutions - related parties	8,370,811	14,987,580
Other financial institutions	257,732	680,681
Total	8,628,543	15,668,261

**g. Information on loan assignments carried out as of January 1, 2012**

In the period ended March 31, 2013, transfers of financial assets were undertaken (consumer loans), with a substantial retaining of the risks and benefits, to related parties and credit receivable investment funds, of which BV Financeira, through quotas of multimarket investment funds holds 100% of the subordinated quotas, as demonstrated below:

	<b>Financial assets subject to sale</b>	<b>Liability related to obligation assumed</b>
BV Financeira FIDC II	170,892	182,464
BV Financeira FIDC III	44,325	45,679
BV Financeira FIDC IV	3,428	3,461
BV Financeira FIDC V	21,983	22,660
BV Financeira FIDC VI	1,164,553	1,308,067
Financial institutions - related parties	<u>6,586,169</u>	<u>8,165,115</u>
Total	<u><u>7,991,348</u></u>	<u><u>9,727,446</u></u>

In the period ended March 31, 2013, the income from sold or transferred assets totaled R\$ 304,966, and liabilities with sales or transfer operations of financial assets totaled R\$ 203,426.

In the period ended March 31, 2013, transfers of financial assets (loans) without substantial retention of risks and benefits were not performed.

The Bank has not adopted the option provided in Resolution 4,036/11 on treatment of early settlement losses, fully recognizing losses at the time they occur.

**h. Accounting hedge strategies**

Loan portfolio market value was determined as defined in BACEN Circular 3,082/02. This determination considered the respective derivative hedge that reflects the effects of interest rate change in loan portfolio, in accordance with installment maturities flow, to offset adjustments carried out in derivatives market.

	<u>03/31/2013</u>			<u>03/31/2012</u>		
	Cost	Market value	Unrealized gain (loss)	Cost	Market value	Unrealized gain (loss)
Loan and leases mercantil	<u>39,805,764</u>	<u>40,704,143</u>	<u>898,379</u>	<u>43,974,221</u>	<u>45,289,867</u>	<u>1,315,646</u>
Total	<u><u>39,805,764</u></u>	<u><u>40,704,143</u></u>	<u><u>898,379</u></u>	<u><u>43,974,221</u></u>	<u><u>45,289,867</u></u>	<u><u>1,315,646</u></u>

On March 31, 2013, the evaluation of such assets generated an unrealized positive adjustment of R\$ 898,379 (R\$ 1,315,646 in 2012), recorded under Other Credits - Sundry.

In order to hedge the risks of the pre-fixed interest rates of loans. financing and leases, the Conglomerate entered into contracts on the Interbank Deposit (DI) futures market with BM&FBOVESPA, in accordance with the maturity schedule of the installments. The market value of these derivatives amounts totaled R\$ 40,154,950.

To hedge against variable interest rate risks (US dollar) of export financing, the Conglomerate negotiated contracts in the DDI futures market with BM&FBOVESPA, in accordance with installment maturities flow. The market value of these derivatives amounts totaled R\$ 2,459,368.

The effectiveness verified in the *hedge* portfolio complies with the provisions of regulation in force.

**i. Supplementary information**

	<b>03/31/2013</b>	<b>03/31/2012</b>
Sum of loans amended / renegotiated in the period	1,875,195	1,544,771
Amount part of credits recovered, written-off as loss	87,940	43,515

Banco Votorantim and its subsidiary BV Financeira hold 100% of the subordinated quotas of credit receivables investment funds as follows:

	<b>03/31/2013</b>	<b>03/31/2012</b>
BV Financeira FIDC I	135,530	274,604
BV Financeira FIDC II	136,434	234,128
BV Financeira FIDC III	72,332	176,164
BV Financeira FIDC IV	144,430	412,684
BV Financeira FIDC V	354,291	320,679
BV Financeira FIDC VI	973,418	780,486
<b>Total</b>	<b>1,816,435</b>	<b>2,198,745</b>

**13 Foreign exchange portfolio**

<b>Other receivables</b>	<b>03/31/2013</b>	<b>03/31/2012</b>
Purchased foreign exchange to be settled	1,602,309	1,055,578
Receivables from foreign exchange sales	1,087,353	119,590
Advances in national currency received	(31,443)	(5,237)
Earnings receivable from granted advances	24,796	21,352
<b>Total</b>	<b>2,683,015</b>	<b>1,191,283</b>
 <b>Other liabilities</b>		
Sold foreign exchange to be settled	1,089,123	119,514
Liabilities for foreign exchange purchases	1,600,430	1,026,456
Advances against exchange	(882,130)	(737,839)
Amount in foreign currency - Payable	9	3
<b>Total</b>	<b>1,807,432</b>	<b>408,134</b>
<b>Net foreign exchange position</b>	<b>875,583</b>	<b>783,149</b>



## 14 Securities clearing accounts

<b>Other receivables</b>	<b>03/31/2013</b>	<b>03/31/2012</b>
Cash pending settlement	19,575	332
Debtors accounting settlement pending	41,775	74,328
Operations with financial assets and commodities to settle	100,515	39,437
Other guarantee deposits abroad	120,023	63,127
	<hr/>	<hr/>
Total	<u>281,888</u>	<u>177,224</u>

<b>Other liabilities</b>	<b>03/31/2013</b>	<b>03/31/2012</b>
Cash pending settlement	1,168	52,884
Commissions and brokerage fees payable	439	1,058
Creditors - Unsettled accounts	64,713	49,917
Stock loan creditors	6,998	11,422
Operations with financial assets and commodities to settle	107,476	267
	<hr/>	<hr/>
Total	<u>180,794</u>	<u>115,548</u>

## 15 Other receivables - Sundry

	<b>03/31/2013</b>	<b>03/31/2012</b>
Advanced and prepaid salaries	2,852	2,538
Advances to suppliers	1,263	2,584
Tax credit of taxes and contributions	5,121,207	3,003,749
Deposits in guarantee	686,987	512,889
Taxes and contributions recoverable	376,563	402,522
Recoverable taxes and contributions	1	-
Credit card transactions	359,947	284,113
Adjustment to market value on loans and leases	898,379	1,315,646
Settlement of securities abroad	424,184	177,698
Other	176,948	125,143
	<hr/>	<hr/>
Total	<u>8,048,331</u>	<u>5,826,882</u>

## 16 Other assets

	<b>03/31/2013</b>	<b>03/31/2012</b>
Insurance costs	3,032	6,831
Data processing expenses	9,228	5,467
Commission for intermediation of operations	(a) 792,481	848,464
Expenses with issue of securities	-	822
Financial system service expenses	28,692	64,789
Specialized technical service expenses	5,050	13,715
Assets not of own use for lease	5,587	4,743
Non-operating assets - Vehicles and the like	158,121	137,248
Provision to devaluation of other assets	(12,236)	(9,005)
Usufruct right on shares	172,835	227,321

	<b>03/31/2013</b>	<b>03/31/2012</b>
Other prepaid expenses	4,835	5,548
Other	530	788
<b>Total</b>	<b>1,168,155</b>	<b>1,306,731</b>

(a) Refer to the deferral of costs associated to loan transactions granted by BV Financeira incurred in its origin.

## 17 Investments

### *a. Interest in direct subsidiaries in the country*

	<b>03/31/2013</b>	<b>03/31/2012</b>
BVIP – BV Inv. e Partic. S.A.	31	81
BVIA – BV Inv. Alt. Gestão S.A.	108	149
Votorantim Corretora de Seguros S.A.	(a) 86,558	123,555
<b>Total</b>	<b>86,697</b>	<b>123,785</b>

	<b>Balance at 12/31/2012</b>	<b>Dividends / Other events</b>	<b>Equity in income of subsidiaries</b>	<b>Balance at 03/31/2013</b>
<b>Domestic</b>	180,266	(117,949)	24,380	86,697
BVIP – BV Inv. e Partic. S.A.	37	-	(6)	31
BVIA – BV Inv. Alt. Gestão S.A.	112	-	(4)	108
Votorantim Corretora de Seguros S.A.	(a) 180,117	(117,949)	24,390	86,558
<b>Total</b>	<b>180,266</b>	<b>(117,949)</b>	<b>24,380</b>	<b>86,697</b>

(a) In the first quarter of 2012, Banco Votorantim acquired from BV Participações S.A. the entire 200,000 common shares in Votorantim Corretora de Seguros S.A. for R\$ 109,604. This interest is stated in Investments in domestic subsidiaries and was appraised under the equity accounting method.

### *b. Other investments*

	<b>03/31/2013</b>	<b>03/31/2012</b>
Investments via tax incentives	111,102	104,759
Membership certificates	176	176
Shares and quotas	6	6
Other	129	129
	111,413	105,070
Allowance for losses in investments due to fiscal incentives	(44,204)	(42,441)
<b>Total</b>	<b>67,209</b>	<b>62,629</b>

## 18 Fixed assets for use

	03/31/2013		03/31/2012	
	Cost	Accumulated depreciation	Net balance	Net balance
Facilities	49,603	(11,121)	38,482	44,026
Furniture and equipment in use	55,625	(24,882)	30,743	35,664
Communication systems	12,057	(8,302)	3,755	4,647
System data processing	80,326	(63,884)	16,442	20,290
Security systems	2,344	(967)	1,377	1,568
Transportation systems	928	(795)	133	123
Total	200,883	(109,951)	90,932	106,318
		01/01/2013–03/31/2013	01/01/2012–03/31/2012	
<b>Opening balance</b>		90,469	110,436	
Acquisitions		12,119	2,385	
Disposals		(6,516)	(985)	
Depreciation		(5,140)	(5,518)	
<b>Closing balance</b>		90,932	106,318	

## 19 Intangible

	03/31/2013		03/31/2012	
	Cost	Accumulated amortization	Net balance	Net balance
Software	5,029	(1,012)	4,017	1,688
Licenses	25,458	(10,737)	14,721	13,806
Sales rights agreements	5,000	(2,103)	2,897	3,647
Corporate projects	31,003	(207)	30,796	26,440
Total	66,490	(14,059)	52,431	45,581
		01/01/2013–03/31/2013	01/01/2012–03/31/2012	
<b>Opening balance</b>		51,143	40,250	
Acquisitions		9,260	8,067	
Write-offs		(6,374)	(1,591)	
Amortization		(1,598)	(1,145)	
<b>Closing balance</b>		52,431	45,581	

***Amortization estimates for intangible assets***

	<b>03/31/2013</b>
Em 2013	5,392
Em 2014	7,188
Em 2015	6,767
Em 2016	2,677
Em 2017	988
Above 5 years	29,419
<b>Total</b>	<b>52,431</b>

**20 Deferred assets**

	<b>03/31/2013</b>		<b>03/31/2012</b>	
	<b>Cost</b>	<b>Accumulated amortization</b>	<b>Net balance</b>	<b>Net balance</b>
Expenses on third-party properties	41,555	(15,147)	26,408	29,324
Expenses on software acquisition and development	1,609	(1,542)	67	180
<b>Total</b>	<b>43,164</b>	<b>(16,689)</b>	<b>26,475</b>	<b>29,504</b>

	<b>01/01 a 31/03/2013</b>	<b>01/01 a 31/03/2012</b>
<b>Opening balance</b>	27,177	30,572
Write-offs	(1)	(5)
Amortization	(701)	(1,063)
<b>Closing balance</b>	<b>26,475</b>	<b>29,504</b>

**21 Deposits**

	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Demand deposits</b>	320,400	349,222
Individuals	98,257	46,996
Legal entities	222,080	302,132
Financial institutions	35	66
Other	28	28
<b>Interbank deposits</b>	2,756,196	3,286,312
<b>Time deposits</b>	9,416,095	21,928,634
Individuals	499,487	905,134
Legal entities	8,916,608	21,023,500
<b>Total</b>	<b>12,492,691</b>	<b>25,564,168</b>

## 22 Money market borrowings

	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Own portfolio</b>	<u>33,929,973</u>	<u>29,382,298</u>
National treasury bills	4,202,333	730,526
National Treasury notes	9,276,159	7,047,139
Debentures - own issue	20,337,180	20,650,758
Other	114,301	953,875
<b>Third-party portfolio</b>	<u>6,944,489</u>	<u>4,405,574</u>
National treasury bills	3,544,905	1,807,642
National Treasury notes	3,399,584	2,597,932
<b>Free portfolio</b>	<u>39,268</u>	<u>310,758</u>
National treasury bills	39,268	43,126
National Treasury notes	-	265,756
Other	-	1,876
Total	<u><u>40,913,730</u></u>	<u><u>34,098,630</u></u>

## 23 Acceptances and endorsements

		<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Debentures</b>			
Post-fixed	(a)	1,524,367	2,848,088
<b>Real estate credit note funds</b>			
Post-fixed	(b)	224,239	30,311
<b>Agribusiness credit bills (LCA)</b>			
Post-fixed	(c)	2,123,367	1,898,003
Pre-fixed	(d)	4,803	14,068
<b>Financing bills</b>			
Pre-fixed	(e)	218,932	60,729
Post-fixed	(f)	11,479,748	8,389,139
<b>Foreign securities</b>			
With exchange variation	(g)	<u>6,986,126</u>	<u>5,899,904</u>
Total		<u><u>22,561,582</u></u>	<u><u>19,140,242</u></u>

(a) Rate of restatement in 2013: from 100.00% to 111.00% of DI.

(b) Rate of restatement in 2013: from 93.00% to 97.36% of DI.

(c) Rate of restatement in 2013: from 80.00% to 98.00% of DI.

(d) Rate of restatement in 2013: from 12.35% p.a.

(e) Rate of restatement in 2013: from 8.27% to 14.00% p.a.

(f) Rate of restatement in 2013: from 100.00% to 112.02% of DI / from 108.30% to 109.30% of Selic / from 3.11% to 7.81% p.a. + IPCA / from 4.95% to 5.99% p.a. + IGPM.

(g) Rate of restatement in 2013: from 0.50 % p.a. to 9.00 % p.a. + exchange variation.

**Accounting hedge strategies**

Market risk hedge	03/31/2013			03/31/2012		
	Cost	Market value	Unrealized gain (loss)	Cost	Market value	Unrealized gain (loss)
Securities abroad	5,594,403	5,429,673	(164,730)	2,700,480	2,827,491	127,011
Total	5,594,403	5,429,673	(164,730)	2,700,480	2,827,491	127,011

To hedge against variable interest rate risks (US dollar) of securities realized in US Dollar, the Conglomerate negotiated contracts in the DDI futures market with BM&FBOVESPA. The market value of these derivatives amounts totalizes R\$ 5,037,211.

To hedge against variable interest rate risks (US dollar) of securities abroad, the Conglomerate negotiated swap with Financial Institutions and the market value totaled R\$ 545,412. To hedge against variable interest rate risks (US dollar) of swap, the Conglomerate negotiated contracts in the DDI futures market with BM&FBOVESPA and the market value totaled R\$ 533,763.

The effectiveness verified in the *hedge* portfolio complies with the provisions of regulation in force.

**24 Borrowings and onlendings**

		03/31/2013	03/31/2012
<b>Domestic loans</b>			
With exchange variation	(a)	11,615	15,678
<b>Foreign loans</b>			
With exchange variation	(b)	4,741,201	4,915,102
<b>Local onlendings - National Treasury</b>			
Pre-fixed	(c)	109,556	85,995
Post-fixed	(d)	3,616	8,614
<b>Local onlendings - BNDES</b>			
Pre-fixed	(e)	922,210	1,097,884
Post-fixed	(f)	1,813,447	2,130,185
With exchange variation	(g)	92,383	96,086
<b>Onlending in the Country - FINAME</b>			
Pre-fixed	(h)	1,652,585	2,073,820
Post-fixed	(i)	345,754	514,784
With exchange variation	(j)	5,936	-
Total		9,698,303	10,938,148

(a) Rate of restatement in 2013: CDI + 0.40 % p.a. + foreign exchange.

(b) Rate of restatement in 2013: from 0.60 % p.a. to 8.45 % p.a. + foreign exchange / 0.60 % p.a. to 3.60 % p.a. + Libor.

(c) Rate of restatement in 2013: from 5.50 % p.a. to 6.75 % p.a.

(d) Rate of restatement in 2013: Selic.

- (e) Rate of restatement in 2013: from 1.50 % p.a. to 7.30 % p.a.  
 (f) Rate of restatement in 2013: from 8.14 % p.a. to 9.91 % p.a. + IPCA / 0.50 % p.a. to 4.50 % p.a. + IPCA.  
 (g) Rate of restatement in 2013: from 0.90 % p.a. to 6.27 % p.a. + exchange variation.  
 (h) Rate of restatement in 2013: from 0.30 % p.a. to 9.80 % p.a.  
 (i) Rate of restatement in 2013: from 0.50 % p.a. to 5.50 % p.a. + TJLP.  
 (j) Rate of restatement in 2013: from 0.90 % p.a. to 2.30 % p.a. + exchange variation.

## 25 Other liabilities - Social and statutory

	03/31/2013	03/31/2012
Provision for profit sharing	<u>163,404</u>	<u>58,376</u>
Total	<u><u>163,404</u></u>	<u><u>58,376</u></u>

## 26 Other liabilities - Taxes and social security contributions payable

	03/31/2013	03/31/2012
Taxes and contributions on income payable	94,936	126,595
Taxes and contributions on outsourced services	4,054	4,998
Taxes and contribution on the salary	12,042	12,012
Taxes and contributions on interest earning bank deposits	15,406	20,659
PIS	4,696	7,368
COFINS	24,104	22,001
ISS	3,687	4,012
Provision for tax risks (a)	2,149,226	1,552,292
Provision for deferred taxes and contributions	489,721	660,065
Other taxes and contributions	<u>14</u>	<u>27</u>
Total	<u><u>2,797,886</u></u>	<u><u>2,410,029</u></u>

- (a) As of March 31, 2013, Conglomerate companies have a Writ of Mandamus in which they discuss the time COFINS will be deducted from Taxable Income and CSLL calculation basis. For financial statements' adequacy purposes, a provision for the liability under discussion was recognized in the period.

## 27 Other liabilities - Subordinated debts

	03/31/2013	03/31/2012
<b>Bank deposit certificate</b>		
Post-fixed (a)	1,987,923	3,175,139
<b>Subordinated bill</b>		
With exchange variation (b)	2,532,123	2,174,360

	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Subordinated financing bills</b>		
Post-fixed	(c) <u>2,177,545</u>	<u>2,166,510</u>
Total	<u><u>6,697,591</u></u>	<u><u>7,516,009</u></u>

- (a) Rate of restatement in 2013: 1.67% p.a. + CDI / from 7.86% p.a. to 8.00% p.a. + IPCA  
 (b) Rate of restatement in 2013: 7.38 % p.a. + PTAX.  
 (c) Rate of restatement in 2013: from 1.30% p.a. to 1.94% p.a. + CDI or from 115.00% to 119.00% of CDI / from 6.71% p.a. to 7.70% p.a. + IGPM / from 7.00% p.a. to 8.02% p.a. + IPCA.

### **Accounting hedge strategies**

	03/31/2013			03/31/2012		
	Cost	Market value (book value)	Unrealized gain (loss)	Cost	Market value (book value)	Unrealized gain (loss)
<b>Market risk hedge</b>						
Subordinated bill	2,710,964	2,532,123	(178,841)	2,128,565	2,174,360	45,795
Financing bills						
Subordinated	<u>236,954</u>	<u>235,182</u>	<u>(1,772)</u>	-	-	-
Total	<u><u>2,947,918</u></u>	<u><u>2,767,305</u></u>	<u><u>(180,613)</u></u>	<u><u>2,128,565</u></u>	<u><u>2,174,360</u></u>	<u><u>45,795</u></u>

To hedge against exchange variation risks (US dollar) of part of its Subordinated Debts, the Conglomerate negotiated contracts in the DDI futures market and swap with BM&FBOVESPA, in accordance with installment maturities flow. The market value of these derivatives amounts totaled R\$ 3,128,534 and R\$ 273,299.

The effectiveness verified in the *hedge* portfolio complies with the provisions of regulation in force.

## **28 Other liabilities – Sundry**

	<b>03/31/2013</b>	<b>03/31/2012</b>
Provision for personnel expenses	169,466	87,702
Provision for Administrative Expenses	83,545	37,790
Provision for contingent liabilities	963,336	413,711
Commission for intermediation of operations	10,311	25,876
Amounts subject to onlending to assignees	129,001	233,736
Allowance for losses on assigned loans up to December 31, 2011	311,230	260,604
Credit card transactions	365,265	280,097
Settlement of securities abroad	18,760	47,153
Loans and leases to be released	47,783	20,320
Liabilities regarding transactions related to assignments	(a) 9,727,446	107,139
Others	(b) <u>267,485</u>	<u>140,148</u>
Total	<u><u>12,093,628</u></u>	<u><u>1,654,276</u></u>

- (a) Refer to liabilities regarding sales or transfers operations of financial assets with substantial retaining of the risks and benefits, performed as of January 1, 2012.



- (b) It basically refers to unprocessed amounts arising from the operating cash flow from the loan operation portfolio and lease.

## 29 Shareholders' equity

### *a. Capital*

Capital is represented by 103,949,376,612 nominative shares, 85,049,489,946 of which are common shares with no par value and 18,899,886,666 nominative preferred shares with no par value.

### *b. Profit reserves*

#### *Legal reserve*

Formed compulsorily on the basis of 5% of net income for the period, until it reaches 20% of the capital stock. Legal reserve may not be formed when the result of its addition to capital reserves is greater than 30% of capital stock. The legal reserve can only be used for capital injection or to offset loss.

#### *Expansion reserve*

To fulfill the requirements established in the corporate legislation and rules of the Brazilian Central Bank at period-end, Management proposes that, at the end of the year, the portion of retained earnings not distributed, if it exists, is allocated for "Expansion reserve". The balance in reserves will remain at the shareholders' disposal for a subsequent resolution by the General Shareholders' Meeting.

### *c. Adjustments to equity value recognized in shareholders' equity in the period*

	<b>01/01/2013– 03/31/2013</b>	<b>01/01/2012– 03/31/2012</b>
<b>Opening balance</b>	298,879	(75,346)
<b>Securities available for sale</b>	(431,180)	197,683
Banco Votorantim S.A.	<u>(431,180)</u>	<u>197,683</u>
<b>Cash flow hedge</b>	-	(16,331)
Banco Votorantim S.A.	<u>-</u>	<u>(16,331)</u>
<b>Tax effects</b>	<u>169,661</u>	<u>(60,586)</u>
<b>Closing balance</b>	<u><u>37,360</u></u>	<u><u>45,420</u></u>

### 30 Balance sheet by maturity breakdown

The “balance sheet by maturity breakdown” statement of March 31, 2013 was prepared considering the maturity term of the assets and liabilities, regardless of the category in which they are classified.

Regarding assets and liabilities of indefinite term, operations with assets are classified in long-term assets and operations with liabilities in current liabilities. Fixed assets and shareholders’ equity are being presented as “over 5 years”.

In the “Balance Sheet” statement, securities classified in the “Trading securities” category are presented as Current Assets, regardless of the maturity terms.

Lease transactions are presented at the financial method, which consists in reclassifying leased property, plant and equipment to the caption lease transactions, less residual value received in advance.

#### *a. Assets*

	Up to 90 days	91–360 days	1–3 years	3–5 years	Above 5 years	Total
<b>Cash and cash equivalents</b>	<b>1,639,249</b>	-	-	-	-	<b>1,639,249</b>
<b>Interbank funds applied</b>	<b>13,246,359</b>	<b>2,595,241</b>	<b>325,924</b>	<b>3,782</b>	-	<b>16,171,306</b>
Purchase and sale commitments - Own portfolio	2,327,358	868,166	102,510	-	-	3,298,034
Purchase and sale commitments. - Financed operations	10,066,248	948,391	24,251	-	-	11,038,890
Purchase and sale commitments. - Free movement	39,383	-	-	-	-	39,383
Interbank deposits	558,310	778,684	199,163	3,782	-	1,539,939
Investments in foreign currency	255,060	-	-	-	-	255,060
<b>Securities</b>	<b>4,416,816</b>	<b>3,710,261</b>	<b>12,131,343</b>	<b>8,776,693</b>	<b>6,242,113</b>	<b>35,277,226</b>
Trading securities	2,364,475	206,689	3,800,176	1,247,410	777,231	8,395,981
Securities available for sale	2,052,341	3,503,572	8,331,167	7,529,283	5,464,882	26,881,245
<b>Derivative financial instruments</b>	<b>282,593</b>	<b>141,934</b>	<b>690,467</b>	<b>184,212</b>	<b>251,050</b>	<b>1,550,256</b>
Differential of <i>swap</i>	165,194	85,112	627,014	181,189	251,050	1,309,559
Term currency contracts	18,919	13,803	408	-	-	33,130
Purchase of options - shares	21,607	16,309	-	-	-	37,916
Purchase of options - Financial assets/goods	43,547	12,399	131	-	-	56,077
Credit derivatives	4,884	1,972	-	-	-	6,856
<i>Non deliverable forward</i>	28,442	12,339	62,914	3,023	-	106,718
<b>Interbank accounts / Interdepartmental.</b>	<b>781,370</b>	-	-	-	-	<b>781,370</b>
<b>Loans</b>	<b>9,833,727</b>	<b>16,071,942</b>	<b>21,873,648</b>	<b>4,491,817</b>	<b>1,662,248</b>	<b>53,933,382</b>
<b>Leases</b>	<b>1,197,262</b>	<b>219,112</b>	<b>255,529</b>	<b>12,756</b>	<b>2,250</b>	<b>1,686,909</b>
<b>Allowance for loan losses</b>	<b>(1,447,512)</b>	<b>(964,356)</b>	<b>(1,231,374)</b>	<b>(285,953)</b>	<b>(21,693)</b>	<b>(3,950,888)</b>
<b>Other receivables</b>	<b>3,755,720</b>	<b>1,493,600</b>	<b>3,915,023</b>	<b>585,016</b>	<b>1,375,097</b>	<b>11,124,456</b>
Foreign exchange portfolio	2,215,529	467,486	-	-	-	2,683,015
Income receivable	167,768	627	990	171	61	169,617
Securities clearing accounts	271,703	5,563	4,622	-	-	281,888

**Banco Votorantim S.A.**  
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	Up to 90 days	91–360 days	1–3 years	3–5 years	Above 5 years	Total
Other	1,147,182	1,028,467	3,912,801	584,845	1,375,036	8,048,331
Allowance for loan losses	(46,462)	(8,543)	(3,390)	-	-	(58,395)
<b>Other assets</b>	<b>211,675</b>	<b>61,216</b>	<b>623,266</b>	<b>267,545</b>	<b>4,453</b>	<b>1,168,155</b>
<b>Fixed assets</b>	-	-	-	-	<b>323,744</b>	<b>323,744</b>
Total	<u>33,917,259</u>	<u>23,328,950</u>	<u>38,583,826</u>	<u>14,035,868</u>	<u>9,839,262</u>	<u>119,705,165</u>

**b. Liabilities**

	Up to 90 days	91–360 days	1–3 years	3–5 years	Above 5 years	Total
<b>Deposits</b>	<b>2,808,200</b>	<b>6,425,228</b>	<b>2,378,636</b>	<b>124,706</b>	<b>755,921</b>	<b>12,492,691</b>
Demand deposits	320,400	-	-	-	-	320,400
Interbank deposits	662,529	174,521	1,140,758	26,600	751,788	2,756,196
Time deposits	1,825,271	6,250,707	1,237,878	98,106	4,133	9,416,095
<b>Money market borrowings</b>	<b>23,845,761</b>	<b>13,202,407</b>	<b>3,618,216</b>	<b>134,323</b>	<b>113,023</b>	<b>40,913,730</b>
Own portfolio	16,862,004	13,202,407	3,618,216	134,323	113,023	33,929,973
Third-party portfolio	6,944,489	-	-	-	-	6,944,489
Free portfolio	39,268	-	-	-	-	39,268
<b>Acceptances and endorsements</b>	<b>2,941,920</b>	<b>4,718,069</b>	<b>12,240,556</b>	<b>2,583,973</b>	<b>77,064</b>	<b>22,561,582</b>
<b>Interbank investments / Interdepartment.</b>	<b>54,825</b>	-	-	-	-	<b>54,825</b>
<b>Borrowings and onlendings</b>	<b>2,942,058</b>	<b>3,797,377</b>	<b>1,663,227</b>	<b>662,689</b>	<b>632,952</b>	<b>9,698,303</b>
<b>Derivative financial instruments</b>	<b>915,073</b>	<b>645,134</b>	<b>464,844</b>	<b>177,593</b>	<b>324,272</b>	<b>2,526,916</b>
Differential of <i>swap</i>	181,019	60,155	457,876	177,593	324,272	1,200,915
Term currency contracts	18,897	13,747	382	-	-	33,026
Purchase of options - shares	21,713	15,248	-	-	-	36,961
Purchase of options - Financial assets/goods	37,960	72,189	313	-	-	110,462
“Box” of options	571,656	447,093	-	-	-	1,018,749
Credit derivatives	3,761	2,806	-	-	-	6,567
<i>Non deliverable forward</i>	80,067	33,896	6,273	-	-	120,236
<b>Other liabilities</b>	<b>6,185,939</b>	<b>2,893,332</b>	<b>9,877,024</b>	<b>2,234,971</b>	<b>2,561,354</b>	<b>23,752,620</b>
Credit collection and levy of taxes and alike	11,885	-	-	-	-	11,885
Foreign exchange portfolio	1,783,687	23,745	-	-	-	1,807,432
Social and statutory	163,404	-	-	-	-	163,404
Tax and social security	1,143,896	205,851	1,362,116	86,023	-	2,797,886
Securities clearing accounts	180,651	64	79	-	-	180,794
Subordinated debts	-	-	1,987,923	2,148,327	2,561,341	6,697,591
Other	2,902,416	2,663,672	6,526,906	621	13	12,093,628
<b>Deferred income</b>	<b>1,933</b>	<b>9,362</b>	<b>14,492</b>	<b>6,311</b>	<b>1,627</b>	<b>33,725</b>
<b>Interest of non-controlling shareholders</b>	-	-	-	-	1	1

	Up to 90 days	91–360 days	1–3 years	3–5 years	Above 5 years	Total
Shareholders' equity	-	-	-	-	7,670,772	7,670,772
Total	<u>39,695,709</u>	<u>31,690,909</u>	<u>30,256,995</u>	<u>5,924,566</u>	<u>12,136,986</u>	<u>119,705,165</u>

### 31 Loans

	01/01/2013– 03/31/2013	01/01/2012– 03/31/2012
Advances to depositors	38	36
Loans	768,518	798,390
Discounted securities	2,735	3,149
Financing	1,285,769	1,577,565
Income from financing and real estate	15,749	9,436
Export financing	63,684	(3,481)
Financing operations in foreign currency	2,886	2,961
Rural financing agreements	12,669	17,777
Income from loan assignments - Assignment of the period	-	329
Income from loan assignments - Early settlement	(80,080)	(51,447)
Recovery of loans written off	85,042	41,365
Others	(a) <u>(139,999)</u>	<u>(98,092)</u>
Total	<u>2,017,011</u>	<u>2,297,988</u>

(a) In the Consolidated, refer basically to revenue and costs related to the production of credit transactions.

### 32 Leases

	01/01/2013– 03/31/2013	01/01/2012– 03/31/2012
<b>Lease transactions</b>	<u>479,388</u>	<u>449,724</u>
Financial leases	190,386	222,444
Income from the sale of leased assets	236,816	213,911
Recovery of loans written off	2,898	2,053
Others	49,288	11,316
<b>Expenses from lease operations</b>	<u>(413,645)</u>	<u>(340,400)</u>
Financial leases	(413,645)	(340,400)
Total	<u>65,743</u>	<u>109,324</u>

### 33 Securities

	01/01/2013–03/31/2013	01/01/2012–03/31/2012
Money market repurchase	280,639	356,586
Interbank deposits	23,715	35,059
Fixed income securities	571,843	618,143
Securities abroad	29,499	56,132
Variable income securities	10,947	22,307
Investments in investment funds	95,199	173,147
Adjustment to market value	(76,227)	16,987
Other	(14,361)	(15,439)
	<hr/>	<hr/>
Total	<u>921,254</u>	<u>1,262,922</u>

### 34 Derivative financial instruments

	01/01/2013–03/31/2013	01/01/2012–03/31/2012
Swap contracts	(52,751)	(177,875)
Forward contracts	270	154
Futures contracts	342,222	(386,388)
Agreements of share options	10,098	(7,992)
Option agreements - Financial assets / goods	(35,627)	22,906
Credit derivatives	2,930	16,622
“Box” of options	(15,964)	(54,713)
Non deliverable forward	(83,490)	(66,040)
Adjustment to market value	(754,597)	346,066
Other	(8,642)	(3,762)
	<hr/>	<hr/>
Total	<u>(595,551)</u>	<u>(311,022)</u>

### 35 Foreign exchange operations

	01/01/2013–03/31/2013	01/01/2012–03/31/2012
Income from exports	11,198	8,868
Imports	1,646	261
Foreign exchange income	(115)	(19)
Variations and differences in rates	(9,248)	(18,945)
Cash and cash equivalents in foreign currency	(1,192)	(8,917)
Recovery of loans written off	-	96
	<hr/>	<hr/>
Total	<u>2,289</u>	<u>(18,656)</u>

### 36 Money market expenses

	<b>01/01/2013–03/31/2013</b>	<b>01/01/2012–03/31/2012</b>
Securities transactions abroad	28,095	(147,078)
Interbank deposits	(47,019)	(80,404)
Time deposits	(185,025)	(636,076)
Purchase and sale commitments	(718,249)	(854,641)
Agribusiness credit bills (LCA)	(33,189)	(40,710)
Real estate credit note	(2,826)	(326)
Financing bills	(249,471)	(273,682)
Debentures	(28,308)	(77,017)
Others	(4,133)	(7,655)
Total	<u>(1,240,125)</u>	<u>(2,117,589)</u>

### 37 Expenses with borrowings and onlendings

	<b>01/01/2013–03/31/2013</b>	<b>01/01/2012–03/31/2012</b>
Domestic loans	(201)	(435)
Foreign loans	(64,359)	(172,123)
National Treasury Onlendings	(1,571)	(1,892)
BNDES Onlendings	(43,199)	(56,364)
Onlending - FINAME	(19,753)	(30,167)
Obligations to foreign bankers	(18,705)	(43,754)
Adjustment to market value	8,591	(47,700)
Foreign exchange	116,434	310,797
Total	<u>(22,763)</u>	<u>(41,638)</u>

### 38 Fee income

	<b>01/01/2013–03/31/2013</b>	<b>01/01/2012–03/31/2012</b>
Management of investment funds	29,697	30,996
Credit collection income	2,770	3,360
Commissions on placing of securities	11,738	22,116
Brokerage of Stock Exchange transactions	4,392	6,778
Income from custody services	196	161
Income from guarantees granted	45,268	39,467
Credit card transactions	7,517	5,976
Insurance brokerage commission	4,861	3,988
Financial advisory	176	8,658
Income from banking services	36	153
Others	2,422	2,759
Total	<u>109,073</u>	<u>124,412</u>

### 39 Banking fees income

	<b>01/01/2013–03/31/2013</b>	<b>01/01/2012–03/31/2012</b>
<b>Individual</b>	<u>127,614</u>	<u>115,730</u>
Master file registration	68,937	68,542
Contract amendments	1,604	2,912
Appraisal of assets	44,355	33,461
Credit cards	11,552	8,414
Others	1,166	2,401
<b>Legal entity</b>	<u>1,828</u>	<u>2,944</u>
Master file registration	846	1,700
Transfers	275	305
Appraisal of assets	386	579
Others	321	360
Total	<u><u>129,442</u></u>	<u><u>118,674</u></u>

### 40 Personnel expenses

	<b>01/01/2013–03/31/2013</b>	<b>01/01/2012–03/31/2012</b>
Fees	(4,333)	(5,481)
Benefits	(32,985)	(55,154)
Social charges	(49,601)	(48,953)
Dividends	(140,572)	(123,862)
Training	(372)	(1,828)
Total	<u><u>(227,863)</u></u>	<u><u>(235,278)</u></u>

### 41 Other administrative expenses

	<b>01/01/2013–03/31/2013</b>	<b>01/01/2012–03/31/2012</b>
Water, energy and gas	(1,239)	(1,467)
Rentals	(29,608)	(32,204)
Communications	(15,959)	(19,601)
Maintenance and preservation of assets	(3,890)	(3,647)
Material	(388)	(535)
Data processing	(40,741)	(37,329)
Promotions and public relations	(722)	(1,642)
Advertising and publicity	(308)	(1,181)
Publications	(748)	(674)
Insurance	(2,434)	(2,531)
Services of the financial system	(37,266)	(43,849)
Outsourced services	(3,711)	(2,664)
Surveillance and security	(693)	(1,047)
Specialized technical services	(115,713)	(117,843)
Transportation	(3,150)	(4,843)

	<b>01/01/2013–03/31/2013</b>	<b>01/01/2012–03/31/2012</b>
Traveling	(2,434)	(1,887)
Judicial and notary public fees	(68,119)	(53,636)
Amortization	(2,299)	(2,208)
Depreciation	(5,140)	(5,518)
Others	(32,700)	(27,527)
Total	<u>(367,262)</u>	<u>(361,833)</u>

#### **42 Tax expenses**

	<b>01/01/2013–03/31/2013</b>	<b>01/01/2012–03/31/2012</b>
ISS	(10,732)	(12,150)
PIS	(11,522)	(9,977)
COFINS	(70,905)	(61,398)
Federal taxes	(4,857)	(1,459)
State taxes	(17)	(1)
Local taxes	(1,935)	(1,697)
Taxes abroad	(103)	(202)
Updating tax liabilities	(23,733)	(27,608)
Others	(2,093)	(1,968)
Total	<u>(125,897)</u>	<u>(116,460)</u>

#### **43 Other operational income**

	<b>01/01/2013–03/31/2013</b>	<b>01/01/2012–03/31/2012</b>
Recovery of charges and expenses	153	-
Reversal of provision for contingent liabilities	1,125	6,800
Reversal of the reserve contingencies	-	-
Monetary restatement - judicial deposits	6,229	8,209
Monetary variation assets	4,801	6,845
Reimbursement of costs associated	4,226	4,370
Others	300	49
Total	<u>36,834</u>	<u>26,273</u>



#### 44 Other operational expenses

	01/01/2013–03/31/2013	01/01/2012–03/31/2012
Costs associated with the production	(1,020)	(273)
Provision for contingent liabilities	(161,711)	(88,262)
Foreign exchange variation of foreign invest.	(12,178)	(20,498)
Civil reparations	(50,943)	(34,498)
Recovery of charges and expenses	-	9
Judicial deposits	(10)	(5,617)
Others	(14,539)	(18,938)
<b>Total</b>	<u>(240,401)</u>	<u>(168,077)</u>

#### 45 Non-operating income

	01/01/2013–03/31/2013	01/01/2012–03/31/2012
Disposal of assets	(15,278)	(30,663)
Losses in tax incentives	(6,197)	-
Other	3,463	2,088
<b>Total</b>	<u>(18,012)</u>	<u>(28,575)</u>

#### 46 Income and social contribution taxes

##### *a. Charges due on operations*

	01/01/2013– 03/31/2013	01/01/2012– 03/31/2012
<b>Income / (loss) before income tax, social contribution and interest</b>	<u>(441,050)</u>	<u>(913,535)</u>
<b>Charges at the current nominal rate</b>	<u>176,420</u>	<u>365,414</u>
<b>Additions / (Exclusions)</b>	<u>(295,644)</u>	<u>(487,145)</u>
Tax loss	13,826	(33,106)
Negative basis	(6,061)	(26,846)
Market adjustments of securities	18,090	(62,441)
Derivatives - adjustment to market value	263,629	(14,305)
Adjustment to market value – loans / lease	(319,969)	119,218
Profit sharing	38,112	45,756
Allowance for loan losses	(168,272)	(517,303)
Provision for contingencies	(64,221)	(32,574)
Derivatives - cash basis	(905)	(1,675)
Provision for losses on assigned loans	1,431	11,670
Provision for tax obligation	(36,837)	-
Excess (insufficient) depreciation	(56,959)	(10,700)
Foreign branches	811	12,914
Additions and permanent exclusions and tax incentives	11,474	19,163

	<b>01/01/2013– 03/31/2013</b>	<b>01/01/2012– 03/31/2012</b>
Others	<u>2,176</u>	<u>3,084</u>
<b>Current income and social contribution taxes</b>	<u>(127,255)</u>	<u>(121,731)</u>
<b>Deferred income and social contribution taxes</b>	<u>326,426</u>	<u>(102,445)</u>
<b>Total income and social contribution taxes</b>	<u><u>199,171</u></u>	<u><u>(224,176)</u></u>

***b. Deferred income and social contribution taxes with an impact on income for the period***

	<b>01/01/2013– 03/31/2013</b>	<b>01/01/2012– 03/31/2012</b>
<b>Tax credit</b>		
<b>Additions / (Exclusions)</b>		
Tax loss	(13,826)	33,106
Negative basis	6,061	26,846
Market adjustments of securities	(18,360)	54,973
Derivatives - adjustment to market value	(229,040)	14,165
Profit sharing	(13,421)	-
Allowance for loan losses	168,272	517,303
Provision for contingencies	64,221	32,574
Provision for losses on assigned loans	(1,431)	(11,670)
Provision for tax obligation	36,837	-
Excess (insufficient) depreciation	17,088	3,210
Foreign branches	(811)	(12,914)
Others	(10,207)	(1,732)
<b>Total</b>	<u><u>5,383</u></u>	<u><u>655,861</u></u>

	<b>01/01/2013– 03/31/2013</b>	<b>01/01/2012– 03/31/2012</b>
<b>Deferred tax liabilities</b>		
<b>Additions / (Exclusions)</b>		
Market adjustments of securities	270	7,468
Derivatives - adjustment to market value	(34,589)	140
Adjustment to market value - loans	319,969	(119,218)
Derivatives - cash basis	905	1,675
Excess (insufficient) depreciation	<u>39,871</u>	<u>10,700</u>
<b>Total</b>	<u><u>326,426</u></u>	<u><u>(102,445)</u></u>

***c. Deferred income and social contribution taxes with effects on equity accounts in the period***

	<b>01/01/2013– 03/31/2013</b>	<b>01/01/2012– 03/31/2012</b>
<b>Assets (Other credits - Sundry)</b>		
<b>Opening balance</b>	4,673,715	2,887,586
Tax loss	(13,826)	33,106
Negative basis	6,061	26,846
Market adjustments of securities	68,765	4,410
Derivatives - adjustment to market value	(229,040)	18,160
Profit sharing	(13,421)	-
Allowance for loan losses	168,272	517,303
Provision for contingencies	64,221	32,574
Provision for losses on assigned loans	(1,431)	(11,670)
Provision for tax obligation	36,837	-
Foreign branches	(811)	(12,914)
Excess (insufficient) depreciation offsetting	17,088	3,210
Deferred tax assets offsetting	354,984	(493,130)
Other	(10,207)	(1,732)
<b>Closing balance</b>	<u>5,121,207</u>	<u>3,003,749</u>
	<b>01/01/2013– 03/31/2013</b>	<b>01/01/2012– 03/31/2012</b>
<b>Liabilities (Other liabilities - Taxes and social security)</b>		
<b>Opening balance</b>	543,701	1,036,732
Market adjustments of securities	(82,808)	6,550
Derivatives - adjustment to market value	34,589	(140)
Adjustment to market value - loans	(319,969)	119,218
Derivatives - cash basis	(905)	(1,675)
Excess (insufficient) depreciation	(56,959)	(10,700)
Excess (insufficient) depreciation offsetting	17,088	3,210
Deferred tax assets offsetting	354,984	(493,130)
<b>Closing balance</b>	<u>489,721</u>	<u>660,065</u>

**d. Composition of tax credit and deferred tax liabilities**

	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Deferred income and social contribution taxes - assets</b>	<u>5,121,207</u>	<u>3,003,749</u>
Tax loss	731,753	889,614
Negative basis	9,975	64,520
Market adjustments of securities	150,260	10,977
Derivatives - adjustment to market value	134,177	123,894
Profit sharing	63,926	-
Allowance for loan losses	3,175,542	2,058,496
Provision for contingencies	386,884	167,092
Provision for losses on assigned loans	124,493	90,229
Provision for tax obligation	(a) 728,265	223,003
Foreign branches	137,622	125,520
Excess (insufficient) depreciation offsetting	(200,068)	(265,040)
Deferred tax liabilities offsetting	(b) (369,789)	(493,130)
Other	48,167	8,574
<b>Deferred income and social contribution taxes - liabilities</b>	<u>489,721</u>	<u>660,065</u>
Market adjustments of securities	6,716	24,723
Derivatives - adjustment to market value	34,589	-
Adjustment to market value - loans	349,759	509,011
Derivatives - cash basis	1,622	1,033
Excess (insufficient) depreciation	666,892	883,468
Excess (insufficient) depreciation offsetting	(200,068)	(265,040)
Deferred tax liabilities offsetting	(b) (369,789)	(493,130)
<b>Tax credits, net of deferred tax liabilities</b>	<u><u>4,631,486</u></u>	<u><u>2,343,684</u></u>

Statement of values written-off of deferred tax assets and liabilities:

	<b>03/31/2013</b>		<b>03/31/2012</b>	
	<b>Assets</b>	<b>Liabilities</b>	<b>Assets</b>	<b>Liabilities</b>
Total value before tax credits offsetting	5,490,995	859,509	3,496,879	1,153,195
Offsetting of deferred tax obligations (liabilities) against deferred tax (assets)	(a) (369,788)	(369,788)	(493,130)	(493,130)
Net value after offset of tax credits	<u><u>5,121,207</u></u>	<u><u>489,721</u></u>	<u><u>3,003,749</u></u>	<u><u>660,065</u></u>

- (a) Conglomerate companies have a Writ of Mandamus in which they discuss the time COFINS will be deducted from Taxable Income and CSLL calculation basis. For financial statements' adequacy purposes, a tax credit was recognized in accordance with characteristics/ arguments of said lawsuit. in the amount of R\$ 36,837 up to March 31, 2013.
- (b) The Conglomerate started to record tax credit values in its books deriving from temporary differences at net value of their deferred tax obligations, pursuant to Art. 1, section II, paragraph II of Resolution no. 3,059/02 of the National Monetary Council, which provides that recognition of tax credits should be accompanied by the recognition of deferred tax obligations and, when realization and maturing periods are compatible, asset and liability amounts referring to tax credits and obligations should be offset. For comparison purposes, 2012 balances were reclassified to reflect this offset.

**e. Tax credit collection expectation**

	<b>Nominal value</b>	<b>Present value</b>
Em 2013	715,226	118,336
Em 2014	828,814	204,655
Em 2015	380,936	100,345
Em 2016	956,231	39,946
As from 2017	2,240,000	232,017
Total	5,121,207	695,299

There were no tax credits not recorded in assets.

## 47 Related parties

**a. Summary of related party transactions**

Related party transactions refer to the companies that form part of the Banco do Brasil Financial Conglomerate and of the Votorantim Industrial Conglomerate, the main companies of which are Votorantim Finanças S.A. and Votorantim Industrial S.A.

	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Assets / (Liabilities)</b>		
<b>Cash and cash equivalents</b>		
Votorantim Finanças S.A. and subsidiaries	-	5,890
Banco do Brasil S.A. and subsidiaries	1,497,292	297
<b>Interbank funds applied</b>		
Banco do Brasil S.A. and subsidiaries	-	200,023
BV Financeira S.A. - Crédito, Financiamento e Investimento	35,258,703	39,185,519
<b>Relation with correspondents</b>		
Banco do Brasil S.A. and subsidiaries	-	48
<b>Securities</b>		
BV Leasing Arrendamento Mercantil S.A.	23,414,860	21,149,505
<b>Derivative financial instruments</b>		
Banco do Brasil S.A. and subsidiaries	17,645	8,317
Votorantim Finanças S.A. and subsidiaries	5,452	13,045
BV Leasing Arrendamento Mercantil S.A.	783,669	592,831
Votorantim C.T.V.M. Ltda.	2,892	7,971
<b>Loans - (net of allowance for doubtful accounts)</b>		
Banco do Brasil S.A. and subsidiaries	6,509,110	32,792
Fundo de Investimento Nióbio I Renda Fixa	1,367,309	-
BV Financeira Fundo de Investimentos de Direitos Creditórios V – Não padronizado	21,769	

	<b>03/31/2013</b>	<b>03/31/2012</b>
<b>Foreign exchange - Active position</b>		
Banco do Brasil S.A. and subsidiaries	201,320	-
<b>Other receivables</b>		
BV Participações S.A. and subsidiaries	(279)	-
<b>Dividends</b>		
Votorantim C.T.V.M. Ltda.	1,904	1,807
Votorantim Asset Management D.T.V.M Ltda.	19,235	6,272
BV Leasing Arrendamento Mercantil S.A.	8,086	-
<b>Deposits</b>		
Banco do Brasil S.A. e controladas	-	(272,662)
Votorantim Finanças S.A. e controladas	(354,417)	(205,417)
BV Participações S.A. e controladas	(117,094)	(169,397)
BV Financeira S.A. - Crédito, Financiamento e Investimento	(3,586)	(1,599)
BV Leasing Arrendamento Mercantil S.A.	(213)	(222)
Votorantim C.T.V.M. Ltda.	(245,612)	(252,266)
Votorantim Asset Management D.T.V.M Ltda.	(110,803)	(77,226)
Votorantim Bank Limited	(1)	(1)
Votorantim Corretora de Seguros Ltda.	(206,035)	-
<b>Assets / (Liabilities)</b>		
<b>Acceptances and endorsements</b>		
Votorantim Finanças S.A. and subsidiaries	(6,479)	-
<b>Foreign exchange portfolio - Liability position</b>		
Votorantim Finanças S.A. and subsidiaries	(1,449)	(3,866)
<b>Obligations related to purchase and sale commitments</b>		
Banco do Brasil S.A. and subsidiaries	-	(51,714)
Votorantim Finanças S.A. and subsidiaries	(199,723)	(280,809)
BV Participações S.A. and subsidiaries	(38,166)	-
BV Leasing Arrendamento Mercantil S.A.	(4,018,031)	(5,529,532)
<b>Borrowings and onlendings</b>		
Banco do Brasil S.A. and subsidiaries	-	(32,750)
<b>Derivative financial instruments</b>		
Banco do Brasil S.A. and subsidiaries	(151,408)	(101,132)
Votorantim Finanças S.A. and subsidiaries	(958,847)	(1,796,505)
BV Leasing Arrendamento Mercantil S.A.	(21,070,462)	(16,816,625)
Votorantim C.T.V.M. Ltda.	(191)	(418)
Votorantim Bank Limited	-	(135)
<b>Other values to receive / (Pay)</b>		
Banco do Brasil S.A. and subsidiaries	(16,660,778)	(170,663)
Fundo de Investimento Nióbio I Renda Fixa	(1,562,331)	-
BV Financeira S.A. - Crédito, Financiamento e Investimento	4,250	(699)
BV Leasing Arrendamento Mercantil S.A.	(312)	(496)
Votorantim C.T.V.M. Ltda.	24	(148)
Banco Votorantim Securities Inc.	1	619
Votorantim Bank Limited	(118)	(135)
Votorantim Finanças S.A. and subsidiaries	3	-
BV Participações S.A. and subsidiaries	(22,435)	58,271

**Banco Votorantim S.A.**  
*Financial statements*  
*March 31, 2013 and 2012*

	<b>01/01/2013– 03/31/2013</b>	<b>01/01/2012– 03/31/2012</b>
<b>Income / (Expense)</b>		
<b>Loans</b>		
Banco do Brasil S.A. and subsidiaries	78,061	(27,370)
<b>Derivative financial instruments</b>		
Banco do Brasil S.A. and subsidiaries	2,142	2,339
BV Financeira S.A. - Crédito, Financiamento e Investimento	664,348	1,139,657
BV Leasing Arrendamento Mercantil S.A.	371,934	506,251
Votorantim Corretora de Seguros Ltda.	3,314	-
<b>Income / (Expense)</b>		
<b>Derivative financial instruments</b>		
Banco do Brasil S.A. and subsidiaries	(24,994)	(29,600)
Votorantim Finanças S.A. and subsidiaries	(756)	2,693
Votorantim C.T.V.M. Ltda.	(945)	(1,619)
BV Leasing Arrendamento Mercantil S.A.	(357,029)	(499,070)
<b>Foreign exchange operations</b>		
Banco do Brasil S.A. and subsidiaries	(36,825)	20
Votorantim Finanças S.A. and subsidiaries	(20)	363
<b>Market funding operations</b>		
Banco do Brasil S.A. and subsidiaries	(11,492)	(9,101)
Votorantim Finanças S.A. and subsidiaries	(10,709)	(13,785)
BV Leasing Arrendamento Mercantil S.A.	(60,977)	(29,545)
Votorantim C.T.V.M. Ltda.	(4,332)	(6,620)
Votorantim Asset Management D.T.V.M. Ltda.	(2,041)	(2,461)
Votorantim Bank Limited	-	(1)
BV Participações S.A. and subsidiaries	(2,643)	(2,422)
<b>Borrowings, assignments and onlendings</b>		
Banco do Brasil S.A. and subsidiaries	(179)	(270)
<b>Income / (Expenses) from rendering of services</b>		
Banco do Brasil S.A. and subsidiaries	42	-
BV Financeira S.A. - Crédito, Financiamento e Investimento	-	23
BV Leasing Arrendamento Mercantil S.A.	45	-
Banco Votorantim Securities Inc.	(1,344)	(1,948)
<b>Other administrative expenses</b>		
Banco do Brasil S.A. and subsidiaries	1,699	(1,451)
BV Participações S.A. and subsidiaries	(16,117)	(34,028)
<b>Other income / (expenses)</b>		
Banco do Brasil S.A. and subsidiaries	-	32

In the quarter ended March 31, 2013, the Conglomerate, through its subsidiary BV Financeira, granted loans to a related party with substantial risk retention. Present values totaled R\$6,089,773 and were negotiated at usual market conditions.

**b. Management key personnel remuneration**

On March 31, 2013, Banco Votorantim spent R\$ 30,560 as remuneration of Management key personnel.

	<b>03/31/2013</b>
Fees	4,333
Bonuses	19,085
Social charges	<u>7,142</u>
 Total	 <u><u>30,560</u></u>

**c. *Employee benefits***

There are no post-employment benefits, such as pensions, other retirement benefits, post-employment life insurance and medical care, other long-term benefits to employees, including long service leave and other leaves, jubilee or other benefits per years of service, share-based remuneration and rescission of contract benefits, except those provided for in collective bargaining of the category.

**48 Related credit transactions**

The Bank operates with related credit transactions pursuant to CMN Resolution 2921/02. On March 31, 2013, the balances of related credit transactions and of funds raised for investments, as well as the respective income, were as follows:

	<b>01/01/2013–03/31/2013</b>	
	<b>Assets / (Liabilities)</b>	<b>Income / (Expense)</b>
<b>Related credit transactions</b>		
Loans	<u>69,985</u>	<u>1,222</u>
 <b>Obligations related to credit transactions</b>		
Financing bills	<u>(69,013)</u>	<u>(1,096)</u>
 <b>Net income of operations</b>		 <u><u>126</u></u>

On March 31, 2013 and 2012 there were no nonperforming escrow credit transactions, or court issues on credit transactions or on funding for such transactions.

**49 Contingent assets, liabilities and Legal obligations**

**a. *Breakdown of contingent liabilities rated risk category probable***

		<b>03/31/2013</b>	<b>03/31/2012</b>
Tax contingencies	<b>(a)</b>	519,350	4,845
Civil contingencies	<b>(b)</b>	310,493	220,625
Labor contingencies	<b>(c)</b>	652,843	193,086
Legal obligations	<b>(d)</b>	<u>1,629,876</u>	<u>1,547,447</u>
 Total		 <u><u>3,112,562</u></u>	 <u><u>1,966,003</u></u>



- (a) Conglomerate companies have a Writ of Mandamus in which they discuss the time COFINS will be deducted from Taxable Income and CSLL calculation basis. For financial statements' adequacy purposes, a provision for the liability under discussion was recognized in the period (under caption Other obligations – Tax and Social Security); as well as a corresponding tax credit, in accordance with characteristics/ arguments of said lawsuit (under caption Other credits – Sundry).
- (b) In the Consolidated figures, they refer basically to legal claims of the following nature: refusal of the total real cost of the agreements entered into; review of contractual conditions and charges; and fees, and were presented under caption Other liabilities - Sundry.
- (c) In the Consolidated, they mostly refer to lawsuits filed by former employees involving indemnities, overtime, working time exemption, supplement per function and representation, among other matters; and were presented under caption Other liabilities - Sundry.
- (d) In the consolidated, with reference, basically, to claims of nonpayment of COFINS based on the revenues not derived from monthly invoicing (expansion of the calculation basis introduced by Law 9718/98), and included in Other liabilities - tax and social security.

***b. Changes in contingent liabilities and legal obligations rated in risk category probable***

	Tax claims		Civil claims		Labor claims		Legal obligations	
	01/01/2013– 03/31/2013	01/01/2012– 03/31/2012	01/01/2013– 03/31/2013	01/01/2012– 03/31/2012	01/01/2013– 03/31/2013	01/01/2012– 03/31/2012	01/01/2013– 03/31/2013	01/01/2012– 03/31/2012
<b>Consolidated</b>								
<b>Opening balance</b>	476,454	5,307	274,758	192,217	528,058	139,633	1,612,135	1,519,863
Formations	36,945	-	68,681	33,124	159,650	54,137	-	-
Reversals	(47)	(462)	(10,026)	(4,716)	(24,990)	(684)	-	-
Restatements	6,059	-	-	-	32,959	-	17,741	27,584
Write-offs	(61)	-	(22,920)	-	(42,834)	-	-	-
<b>Closing balance</b>	<u>519,350</u>	<u>4,845</u>	<u>310,493</u>	<u>220,625</u>	<u>652,843</u>	<u>193,086</u>	<u>1,629,876</u>	<u>1,547,447</u>

***c. Breakdown of contingent liabilities classified in the possible risk category***

		<b>03/31/2013</b>	<b>03/31/2012</b>
Tax contingencies	(a)	689,166	994,925
Civil contingencies	(b)	15,391	19,371
Labor contingencies	(c)	<u>75,257</u>	<u>38,390</u>
<b>Total</b>		<u><u>779,814</u></u>	<u><u>1,052,686</u></u>

(a) In the Consolidated, refers basically to: a) IRPJ/CS on equity investments abroad R\$ 192,987; b) Income and social contribution tax unduly offset and bonuses to senior managers R\$ 23,888; d) Corporate income tax allocated to FINOR (2006/2007) R\$ 10,216; d) INSS on profit sharing of Agência Nassau Branch R\$ 43,876; e) ISS R\$ 110,503; f) INSS R\$ 142,912, and g) PIS / COFINS on demutualization R\$ 31,555.

(b) In the Consolidated, refers basically to credit collection actions.

(c) In the Consolidated, they mostly refer to lawsuits filed by former employees involving indemnities, overtime, working time exemption, supplement per function and representation, among other matters.

***d. Judicial deposits presented in Other credits – Sundry***

	<b>03/31/2013</b>	<b>03/31/2012</b>
Tax contingencies	534,256	408,769
Civil contingencies	100,804	67,023
Labor contingencies	51,776	36,955
Other	151	142
Total	686,987	512,889

***e. Public civil actions***

Conglomerate has contingent liabilities involving public civil actions in which, based on the opinion of the legal advisors and management's judgment, the risk of loss is considered possible. Due to their current stage of completion, measurement of amounts involved in these lawsuits could not be determined safely.

***f. Contingent assets***

There are no contingent assets recorded.

***g. Other commitments***

The Bank filed at the Internal Revenue Service its adhesion to the Special Installment Payment Program - PAES, created by Law 10684/03, of the Federal Government. Adhesion to the program allowed the scheduling of PIS, relating to the period from January 2000 to January 2003. The amount included in the program is R\$ 779 (R\$ 3,793 in 2012).