

**BM&F BOVESPA S.A. -
BOLSA DE VALORES, MERCADORIAS E FUTUROS
The Brazilian Stock, Commodities and Futures Exchange
LISTED COMPANY**

Brazilian Federal Taxpayer CNPJ No.09.346.601/0001-25
Commercial Registry Enrollment NIRE No.35.300.351.452

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
HELD ON AUGUST 11, 2009**

1. Date, Time and Place: On August 11, 2009, at 3:00 p.m., at the registered office of the Company, located in the City of São Paulo, State of São Paulo, at Praça Antonio Prado, 48, 7th floor, Downtown.

2. Attendance: Messrs. Arminio Fraga Neto – Chairman; Claudio Luiz da Silva Haddad, Fabio de Oliveira Barbosa, Julio de Siqueira Carvalho de Araújo, Luis Stuhlberger, Marcelo Fernandez Trindade and Renato Diniz Junqueira– Directors. The Directors Craig Steven Donohue and René Marc Kern attended the meeting by telephone conference and videoconference, respectively, pursuant to article 26, §4^o, of the Company’s Bylaws. Justified absences of Directors Candido Botelho Bracher and José Roberto Mendonça de Barros.

3. Presiding Officers: Mr. Arminio Fraga Neto – Chairman; Mr. Henrique de Rezende Vergara - Secretary.

4. Resolutions taken by unanimous vote and without qualification, based on supporting documents filed in the registered office, following a decision authorizing minutes drawn up in summary form:

4.1. In accordance with Article 55 of the Company’s Bylaws, to approve the payment of interest on shareholders’ equity and dividends for the second quarter of 2009, in the total amount of R\$175,000,000.00, equivalent to R\$ 0.08738192229 per share, with an effective payment of R\$0.0767837434 per share (estimated values, which shall be modified due to the sale of treasury shares to meet the exercise of stock options granted pursuant to the Company’s Stock Option Plan), net of the 15% income tax rate withheld at source, except for legal entities that are exempt from said tax, as follows:

4.1.1 R\$ 141,500,000.00 refer to interest on equity, pursuant to the provisions of Article 9 of Law No. 9249/1995, for the second quarter of 2009, equivalent to R\$ 0.0706545257 per share, attributed to the mandatory dividends under the terms of the applicable legislation, whose payment shall be made at the net amount of R\$0.0600563468 per share (estimated values, which shall be modified due to the sale of treasury shares to meet the exercise of stock options granted pursuant to the Company’s Stock Option Plan);

4.1.2 R\$33,500,000.00 refers to dividends, based on the net income recorded for the second quarter of 2009, equivalent to R\$0.0167273965 per share (estimated values, which shall be modified due to the sale of treasury shares to meet the exercise of stock options granted pursuant to the Company's Stock Option Plan);

4.1.3 To define that the approved interest equity and dividends shall be paid on August 26, 2009, based on the shareholders' position on August 14, 2009;

4.1.4. To decide that the Company shares shall trade with rights to the approved interest equity and dividends until August 14, 2009, and without rights to thereof as of August 17, 2009.

5. Closing: There being no further business to transact, these minutes were drawn up, and subsequently read, found to conform, approved and signed by all directors in attendance. São Paulo, August 11, 2009. (sgd.) Arminio Fraga Neto – Chairman; Claudio Luiz da Silva Haddad, Craig Steven Donohue, Fabio de Oliveira Barbosa, Julio de Siqueira Carvalho de Araújo, Luis Stuhlberger, Marcelo Fernandez Trindade, Renato Diniz Junqueira and René Marc Kern – Directors.

This is a true copy of the original drawn up in the proper register.

(sgd.)
Arminio Fraga Neto
Chairman of the Board

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