

TPI – TRIUNFO PARTICIPAÇÕES E INVESTIMENTOS S.A.
COMPANY REGISTRY (NIRE) 35.300.159.845
CORPORATE TAXPAYER ID (CNPJ/MF) 03.014.553/0001-91

MATERIAL FACT

TPI – Triunfo Participações e Investimentos S.A. (“Company”), in compliance with Article 2 of CVM Instruction 319 of December 3, 1999 (“CVMI 319”), announces the execution, with the management of Esparta Participações e Investimentos S.A., a closely held corporation, with Corporate Taxpayer ID (CNPJ/MF) 10.228.539/0001-56 and headquartered in the city and state of São Paulo, at Rua Olimpíadas, 205, conjunto 142, Condomínio Continental Square Faria Lima – Comercial, Vila Olímpia, CEP 04551-000, with articles of incorporation duly filed at the Commercial Registry of São Paulo State (“JUCESP”) under Company Registry (NIRE) 35.300.359.721, a wholly owned subsidiary of the Company (“Esparta”, and jointly with the Company, “Companies”), of a “Justification and Protocol of the Merger of Esparta Participações e Investimentos S.A. by TPI – Triunfo Participações e Investimentos S.A.” (“Protocol”) on June 9, 2010 that establishes the terms and conditions for the merger of Esparta by the Company (“Merger”).

1. Justification of the Merger. Considering that the Companies belong to the same economic group, the Merger provides greater convenience for the Companies and their shareholders since it will simplify and streamline the corresponding ownership structures and optimize the business and operational results of the Companies, making their management more efficient and reducing their combined administrative and operating costs.
2. Acts that preceded the Merger. Prior to the implementation of the Merger: (i) on June 9, 2010, the boards of directors of the Companies approved, without qualification, all terms and conditions of the Protocol, as well as the call notices for the respective Extraordinary Shareholder Meetings to resolve on the merger of Esparta by the Company; (ii) on the same date, the managements of the Companies signed the Protocol; and (iii) lastly, Extraordinary Shareholders Meeting of each of the Companies will be held in which their shareholders, depending on the case, will approve the execution of the Merger, as described in the Protocol, with the Merger not subject to any suspensive conditions.
3. Valuation of Esparta’s Shareholder's Equity. The valuation of Esparta’s shareholders' equity to be transferred to the Company under the Merger, based on its book value as per the

balance sheet dated March 31, 2010, was performed by the independent firm Ernst & Young Auditores Independentes S/S, with headquarters in the city and state of São Paulo (“Appraiser”).

The Appraiser expressed in writing that the Company, its shareholders or any of its direct or indirect subsidiaries do not have any conflicts or communion of interests with regard to the Merger.

The valuation of Esparta’s shareholders' equity was performed in accordance with governing law by the Appraiser, which attributed to the net equity of Esparta to be merged by the Company the book value of two million, eight hundred ninety-three thousand, eight hundred forty-eight reais and ninety-nine centavos (R\$2,893,848.99).

4. Esparta Stock held by the Company. The Company holds one thousand (1,000) common, registered shares with no par value issued by Esparta, representing 100% of the capital stock of Esparta.

5. Inexistence of a Capital Increase at the Company; Cancellation of Shares; and Inexistence of a Share Exchange Ratio. In view of item 4 above, the Merger of Esparta will not result in any increase in the Company’s capital stock, and the shares in the capital stock of Esparta held by the Company will be cancelled upon the Merger, which means that the number of shares issued by the Company and the amount of its subscribed and/or paid-in capital will not change.

6. Equity Variations. Any equity variations occurring at Esparta between March 31, 2010 and the effective date of the Merger will be absorbed by the Company.

Since the Merger will not result in an increase in the Company’s capital, there is no share exchange ratio, which means it will not be necessary to prepare a valuation report for the shareholders' equity of Esparta and of the Company at market value for the purposes of Article 264 of Federal Law 6,404/76, as amended (“Brazilian Corporation Law”).

7. Equity Transfer. Under the Merger, 100% of net equity of Esparta will be transferred to the Company.

8. Winding up of Esparta and succession by the Company. With the Merger, Esparta will be wound up for legal purposes and the Company will succeed it in all assets, rights and obligations in perpetuity.

9. Right to Withdraw. Pursuant to Article 137 of Brazilian Corporation Law, the Merger will not entitle withdrawal rights to the Company's shareholders.
10. Submission to the Authorities. The Merger transaction described herein is not subject to Brazil's antitrust agencies.
11. Financial Advisors. The Companies have not hired any financial advisors for the transactions described in this Material Fact.
12. Costs of the Merger. The costs of the Merger, including expenses with the preparation of reports, fees related to auditors, appraisers, advisors and lawyers, as well as expenses with the registration and publication of the applicable documents, are estimated at approximately one hundred and fifty thousand reais (R\$150,000.00).
13. Consultation of Documents. The documents related to the Merger, including the Protocol and the valuation report of Esparta's shareholder's equity, are available at the Company's headquarters and on its website. These documents have also been submitted to the Securities and Exchange Commission of Brazil (CVM) and the BM&F BOVESPA S.A. – Securities, Commodities and Futures Exchange.

São Paulo, June 9, 2010

ANA CRISTINA CARVALHO
Investor Relations Officer