



TPI - TRIUNFO PARTICIPAÇÕES E INVESTIMENTOS S.A.

Public Company with Authorized Capital

CNPJ nº 03.014.553/0001-91

NIRE 35.300.159.845

Usufruct of Common Shares Notice

TPI - Triunfo Participações e Investimentos SA (BM & FBovespa: TPIS3), pursuant to Article 12 of CVM Instruction 358, of January 3, 2002, hereby announces that it received a communication on October 24, 2012, from the Bank BNP Paribas Brasil S.A. about the creation of usufruct over shares owned by THP - Triunfo Holding de Participações SA , which reads as follows:

"BANCO BNP PARIBAS BRAZIL LTDA, financial institution organized and existing under the laws of the Federative Republic of Brazil, with headquarters in São Paulo and enrolled in the taxpayers' registry under CNPJ Nr 01.522.368/0001-83 (hereinafter referred to as **'BNPP'**), in compliance with the CVM Instruction Nr. 358/02 in its article 12, dated 03/01/2002 and subsequent amendments (**"CVM 358 "**) by the undersigned legal representatives is hereby disclosing the following:

1 - Through a usufruct agreement signed between BNPP and THP - Triunfo Holding Participação SA (**"THP"**) on October 23, 2012 (**"Usufruct Agreement"**), THP granted BNPP the usufruct rights on interests related to 81,700,000 (eighty-one million, seven hundred thousand) common shares issued by TPI - Triunfo Participações e Investimentos SA (**the "Company"**) and held by THP(**"Shares"**), **representing approximately**, on the date of this notification, 55.96% (fifty five comma ninety-six per cent) of the total common shares issued by the Company (**"Usufruct"**).

2 - The usufruct includes the rights to dividends, interest on capital, income and other economic rights that are credited or paid, as well as any other rights to which the shares may be converted, for the duration of the usufruct.

3 - The Usufruct will be effective as of November 1st, 2012, and will be effective until June 30th, 2014, and may be terminated early in accordance with the Usufruct Agreement.

4 - Pursuant to Article 114 of Law 6,404 of December 15, 1976, the usufruct agreement provides that the enjoyment of the right to vote of the Shares encumbered with Usufruct shall be exercised by THP.

5 - Pursuant to Article 12 of the CVM Instruction No. 358, BNPP declares that:

- a) BNPP acquired the rights of usufruct regarding 81.700.000 (eighty-one million, seven hundred thousand) common shares issued by the Company, which will be effective as of November 1st, 2012.
- b) The purpose of the abovementioned transaction is solely for investment, and there is no intention of changing the control or management structure of the Company.
- c) Except for the provisions of this notice, BNPP nor any of the other affiliates own other shares, warrants, rights to subscribe to shares, options to purchase shares or debentures convertible into shares of the Company.
- d) No agreement or contract involving the exercise of the voting rights or the purchase or sale of securities issued by the Company was executed by BNPP. "

São Paulo, October 25th, 2012.

Sandro Antonio de Lima
Investor Relations Officer