

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/30/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TUPY FUNDICOES LTDA.		11/30/2007	LIMITED LIABILITY COMPANY: BRAZIL

RECEIVING PARTY DATA

Name:	TUPY S.A.
Street Address:	Rua Albano Schmidt No. 3.400 Boa Vista
Internal Address:	CEP: 89227-901
City:	Joinville - Santa Catarina
State/Country:	BRAZIL
Entity Type:	CORPORATION: BRAZIL

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	1135489	T
Registration Number:	1135490	TUPY
Registration Number:	1316858	T
Registration Number:	1326816	TUPY
Registration Number:	3370129	T TUPY CGI COMPACTED GRAPHITE IRON

CORRESPONDENCE DATA

Fax Number: (212)246-8959
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2127081870
 Email: lbryer@ladas.com
 Correspondent Name: Lanning G. Bryer
 Address Line 1: 26 West 61st Street
 Address Line 4: New York, NEW YORK 10023

CH \$140.00 1135489

ATTORNEY DOCKET NUMBER:

NTMA 101001:753

DOMESTIC REPRESENTATIVE

Name: LADAS & PARRY LLP
Address Line 1: 26 West 61st Street
Address Line 4: New York, NEW YORK 10023

NAME OF SUBMITTER:

Lanning G. Bryer

Signature:

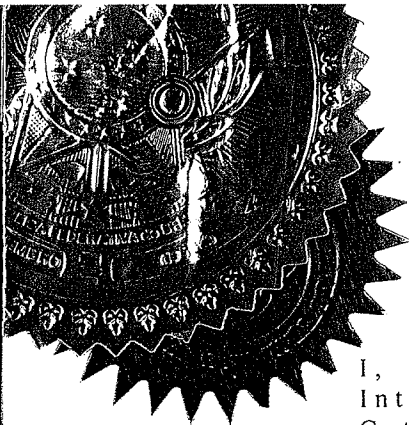
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Date:

05/13/2010

Total Attachments: 14

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FEDERATIVE REPUBLIC OF BRAZIL

Claudia Baumer Wolf

Certified Official Translator & Interpreter - English
Rua Alberto Kroehne, 76 - Joinville/SC - 89203-115- Brazil
Tel/Fax (47) 3422-6341 - e-mail: cbwolf@terra.com.br

Translation no. 8157/08-01

I, the undersigned, a Sworn Translator and Commercial Interpreter in this City of Joinville, State of Santa Catarina, Federative Republic of Brazil, duly appointed by Administrative Rule number 31/89, of December 12, 1989, of the Registry of Commerce of the State of Santa Catarina, DO HEREBY CERTIFY AND ATTEST that a document was presented to me for translation into English, which at the request of the interested party I have lawfully performed by my official capacity as follows:

Document: **MINUTES OF THE SPECIAL MEETING OF SHAREHOLDERS**

[logo] TUPY S.A.

CNPJ [*Corporate Taxpayer ID*] No. 84.683.374/0001-49

NIRE [*Company Registration Number*] 42.3.0001628-4

MINUTES OF THE SPECIAL MEETING OF SHAREHOLDERS

I. DATE, TIME AND PLACE: November 30, 2007, at 10:30 a.m., at the registered office of TUPY S.A., at Rua Albano Schmidt no. 3400, Bairro Boa Vista, in Joinville (SC).--

II. PRESENT: Shareholders representing more than 90% (ninety per cent) of the share capital entitled to vote, as well as the legal representatives of TUPY FUNDIÇÕES LTDA., the representative of the independent auditors Prática Auditores Independentes, Mr. Oscar Méier Sobrinho, the representative of the evaluation firm Person Consultoria e Contabilidade Ltda., Mr. Rogério Valhe, the company's accountant, Mr. Pedro Henrique Eyng, one member of the Audit Committee, Mr. Eduardo Resende, the President and Chief Executive Officer, Mr. Luiz Tarquinio Sardinha Ferro.--

III. BOARD: Chairman: Mr. Nélio Henriques Lima; Secretary: Mrs. Lia Gomes Valente.--

IV. LEGAL PUBLICATIONS: Call Notices: were published on the newspapers "A Notícia" of Joinville-SC and "Valor Econômico", issues of

November 14, 16, 19 and 20, 2007; and on “*Diário Oficial de Santa Catarina*” issues of November 14, 19 and 20, 2007.-.-

V. AGENDA: 1) Election of the substitute member for the Board of Directors; 2) Merger of Tupy Fundições Ltda, limited liability company, subsidiary of the Company, upon transfer of the totality of the shareholders’ equity of such subsidiary (“Merger”); respective Protocol of Merger and Justification, ratification of the hiring of the evaluation firm and appraisal report of the acquired company; 3) Transfer of the registered office of the Company to the city of São Paulo (SP); and 4) Amendment and consolidation of the Bylaws so as to reflect the increase of capital arising from the conversion of debentures into shares, as well as the capitalization in view of the Merger.-.-

VI. RESOLUTIONS: First, the Secretary informed those shareholders present that there was no request for the adoption of the multiple voting procedure, referred under article 141 of Law no. 6,404 of December 15, 1976. Later, the meeting was opened with the reading of the Notice Call. Afterwards, the following was proposed and approved by unanimous consent of those shareholders present: (i) waiver of reading the Protocol of Merger and Justification, as well as the Appraisal Report of the acquired company, which have been previously made available to the interested parties through the Company’s site, Bovespa and the CVM [*Brazilian Securities Exchange Commission*], besides being submitted to the Board of Directors and the Audit Committee, and it has received favorable opinions from all; and (ii) the drawing up of the minutes in the format of summary, as prescribed by paragraph 1st of article 130 of Law no. 6404/76 and the Bylaws.

Afterwards, the Chairman put the matters of the Agenda to vote, and those present decided upon the following:

1. Elected, by unanimous consent, the substitute member of the BOARD OF DIRECTORS of the Company, after verified the eligibility conditions provided in articles 146 and 147 of Law no. 6404/76, as well as CVM Instruction no. 367/02, to wit: **CARLOS AUGUSTO SIMÕES GONÇALVES JÚNIOR**, Brazilian, holder of Identity Card no. 13.256.290/SSP-SP and enrolled with the CPF [*Individual Taxpayer ID*] under no. 022.800.208-74, with commercial address at Rua Albano Schmidt, no. 3400, in Joinville (SC), CEP 89206-900, whose domicile will be indicated in the instrument of appointment as provided under article 149, 2nd paragraph of the same above mentioned law. The appointed Member shall take office by entering the respective instrument on the proper book and shall hold office until April 30, 2009.-.-
2. Approved the Protocol of Merger and Justification of Tupy Fundições Ltda., a limited liability company, subsidiary of the Company, entered on October 12, 2007, which established the merger criteria, including the conditions of exchange of units of shares [*quotas*] of the minority shareholders of the acquired company by shares of the Company, which shall be of 522 shares for each unit of share [*quota*].-.-
3. Ratified the hiring of **PERSON CONSULTORIA E CONTABILIDADE LTDA.** ("PERSON"), specialized firm, registered at the CRC/SP [*Regional Accounting Board*] under no. 2SP020885/O-0, enrolled with the CNPJ under no. 03.141.332/0001-84, with registered office in São Paulo (SP), at Av. Dr. Cardoso de Melo no. 1855, conjunto 142, Bloco II, Vila Olímpia, CEP 04548-005, to prepare the appraisal of the shareholders' equity of the acquired company.-.-

4. Approved the Appraisal Report of the Equity prepared by PERSON, by the accounting criterion, based on the balance sheet prepared on September 30, 2007, duly audited by PRÁTICA Auditores Independentes, with registered office in Joinville (SC), at Rua Expedicionário Holz, no. 601, sala 301, duly registered at the CVM under no. 9202 and at the CRC/SC under no. 000.524/O-4.-.-
5. In view of the previous resolutions and agreement by part of the legal representatives of TUPY FUNDIÇÕES LTDA., taking into account the approval of this matter in a shareholders' meeting of this limited liability company, approved the merger of TUPY FUNDIÇÕES LTDA. by TUPY S.A., upon transfer of the totality of the Acquired Company shareholders' equity, with the subsequent extinction of the Acquired Company, in which the Company becomes the successor, immediately and without interrupting its business operations, in all of its rights and obligations.-.-
6. Furthermore, approved, as a result of the merger, a capital increase of R\$ 1,221.72 (one thousand, two hundred and twenty-one reais and seventy-two cents). Pursuant to the exchange relation established in the Protocol and Justification, adjusted as attached, due to the conversion of debentures (made by certain shareholders after the entering into the Protocol), the shareholders of TUPY FUNDIÇÕES LTDA who do not exercise their right to withdraw as prescribed by law, shall receive common shares of the Company (pro rata to their interest in the acquired company).-.-
7. Transferred the registered office of the Company to São Paulo (SP), at Av. Dr. Cardoso de Mello, no. 1666 – 6º andar – Vila Olímpia, CEP 04548-005.-.-

8. Ratified the capital increase in the amount of R\$ 285,572,593.39 (two hundred and eighty-five million, five hundred and seventy-two thousand, five hundred and ninety-five reais and thirty-nine cents), resulting from the conversion of 23,577 debentures of the 3rd Issue into 28,681,525,802 common nominative shares and with no par value.
9. Approved, as a result of the capital increases above determined, the amendment of article 5th of the Company's Bylaws, which shall read as follows:

"Article 5th: The capital share capital of the Company, totally subscribed and paid-in, is of R\$ 379,295,256.51, represented by 55,373,581,954 book-entry shares, nominative and with no par value, divided into 55,055,045,172 common shares, entitled to vote, and 318,536,782 preferred nonvoting shares."
10. Further decided to CONSOLIDATE the Company's Bylaws, under the terms of the document entered separately, as to authorize the management of the Company to carry out all the necessary acts for the merger.--

VII. CLOSING. There being no further business, these Minutes were drawn up, and after being read and being approved, they were signed by those present, and the Chairman adjourned the meeting.

CERTIFICATE

We hereby certify that this is a true copy of the minutes drawn on page 08 of the Minutes Book no. 8 of the General Shareholders' Meeting of TUPY S.A., which were signed by: (a) CAIXA DE PREVIDENCIA DOS FUNCIONÁRIOS DO BANCO DO BRASIL - *pp.* Francisco Sergio Cardone Silveira; TELOS FUNDAÇÃO EMBRATEL DE SEGURIDADE SOCIAL - *pp.* Ana Carina Thieme Baggenstoss; INSTITUTO AERUS DE SEGURIDADE SOCIAL - *pp.* Ana Carina Thieme Baggenstoss; BNDES

PARTICIPAÇÕES S.A. – BNDESPAR – pp.. Maria Carmen Westerlund Montera; BB RF IV FUNDO DE INVESTIMENTO DE RENDA FIXA – pp. Francisco Sergio Cardone Silveira; Member of the Audit Committee: Eduardo Costa Jardim de Resende; PRÁTICA AUDITORES INDEPENDENTES – Mr. Oscar Méier Sobrinho; PERSON CONSULTORIA E CONTABILIDADE LTDA – Mr. Rogério Valhe; CLUBE DE INVESTIMENTOS PRIMAR – Dionísio Leles da Silva Filho; JOSÉ FERES MERHEY NETO; TUPY FUNDIÇÕES LTDA. – Rogério Tavares Nogueira; NERIO HENRIQUES LIMA – Chairman; and LIA GOMES VALENTE – Secretary.-.-

Joinville (SC), November 30, 2007.

[signed]
Nélio Henriques Lima
Chairman

[signed]
Lia Gomes Valente
Secretary


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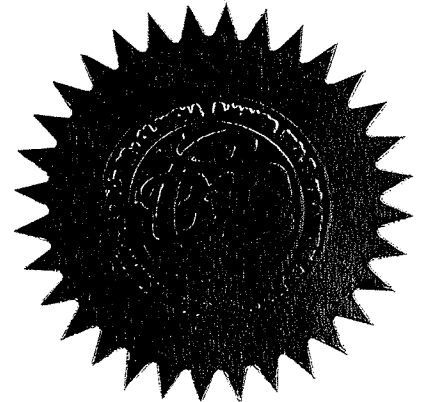
[Santa Catarina Coat of Arms]	REGISTRY OF COMMERCE OF THE STATE OF SANTA CATARINA Registered on 01/10/2008 under no. 20073389935 Application: 07/338993-5, of 12/05/2007
Company: 42 3 0001628 4 TUPY S/A.	[signed] FABIANA EVERLING DE FREITAS GENERAL SECRETARY

THIS IS A COMPLETE AND FAITHFUL TRANSLATION.
WITNESS MY HAND AND OFFICIAL STAMP.
Joinville, November 28, 2008.

Fees: (Table B) RS 309,00
Joinville, January 19, 2010.

Copy Fees: (Table B) RS 154,50


FIRMA
1º Tabelionato
RECONHECIDA
Claudia Baumer Wolf
Sworn Translator
Joinville - SC - Brazil
Registration AARC/009



- BELOCTAVIO H.L. LOBO - MATR. 6645 - TAB. SUBSTITUTO
- ALICE M. V.S. E SILVA - MATR. 6646 - ESCRIVENTE
- DORALINA R. DE CARVALHO - MATR. 6616 - ESCRIVENTE
- ANA M. G. MACHADO - ESCRIVENTE
- SIMONE C. FINDER - ESCRIVENTE
- TEREZINHA FRANÇA SCHNEIDER - ESCRIVENTE

108

1º TABELIONATO DE NOTAS
 RUA 3 DE MAIO, 31 - CENTRO - JOINVILLE - SC - CEP: 89201-030
 FONE/FAX: (47) 3433-5844 - carto@terra.com.br

Reconheço por semelhança a(s) firma(s) de
 CLAUDIA BAUMER WOLF

do que dou fe
 Joinville (SC) 20 de Janeiro de 2010

Em testemunho da Verdade

PROFESSORIA GERAL DA
 JUSTIÇA DO ESTADO
 DE SANTA CATARINA

Terezinha França Schneider
 Escrevente

SELO DE FISCALIZAÇÃO

BSD 18882

TABELIONATO DE NOTAS
 DE SANTA CATARINA

MINISTÉRIO DAS RELAÇÕES EXTERIORES
 Divisão de Assistência Consular

Reconheço verdadeira, por semelhança, a assinatura assinada
 com o sinal MRE/DAC. A Presente legalização não implica
 avaliação de teor do documento.

02 MAR. 2010

[Handwritten Signature]

- Adriana Teles Ribeiro - Assessora de DCS
- Ronaldo Fernandes P. Redegher - Assessor do DCS
- Gustavo Henrique Sachs - Assessor de DAC
- Larissa Lima Lacombe - Assessora de DAC
- Renato Agueda Nogueira da Silva - Oficial de Chancelaria
- Fabrício Martins Daher - Oficial de Chancelaria
- Allan Araújo de Sousa - Oficial de Chancelaria

U. S. Department of State
GENERAL AUTHENTICATION CERTIFICATE

VENUE

FEDERATIVE REPUBLIC OF BRAZIL

(Country)

THE FEDERAL DISTRICT

(State, Province, etc.)

ss.

BRASILIA

(City)

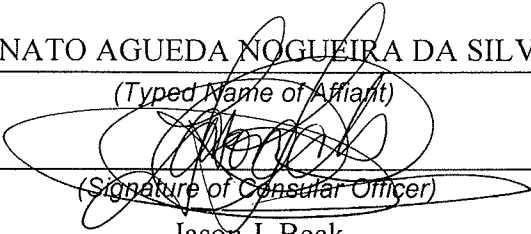
EMBASSY OF THE U.S.A.

(Name of Consular Post)

I certify that the official named below, whose true signature and official seal are, respectively, subscribed and affixed to the annexed document, was, on this day, empowered to act in the official capacity designated in the annexed document, to which faith and credit are due.

RENATO AGUEDA NOGUEIRA DA SILVA

(Typed Name of Affiant)


(Signature of Consular Officer)

Jason J. Beck

(Typed Name of Consular Officer)

Vice Consul

(Title of Consular Officer)

MAR 15 2010

Date (mm-dd-yyyy)

(SEAL)

(86/VIII)

IN THE MATTER OF

Trademark T TUPY CGI COMPACTED
GRAPHITE IRON

Registration No.: 3370129

Dated: January 15, 2008

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Ladas & Parry LLP, whose postal address is 26 West 61st Street, New York, New York 10023, United States of America, is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

POWER OF ATTORNEY

Applicant hereby revokes all previous Powers of Attorney and hereby appoints jointly and severally, with full power of substitution, the power of appointment of an associate attorney and the power of revocation:

ALLAN S. PILSON

DANIEL F. ZENDEL

LANNING G. BRYER

DENNIS S. PRAHL

BHARATI BAKSHANI

MARY A. MOY

SCOTT J. LEBSON


RALPH H. CATHCART

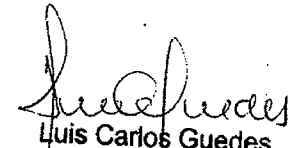
MICHAEL A. CORNMAN

JAY A. BONDELL

members of the Bar of the State of New York, c/o Ladas & Parry LLP, 26 West 61st Street, New York, New York 10023, United States of America, to transact all business in the Patent Office in connection with the subject registration.

TUPY S.A.

By 
Fernando Cestari de Rizzo
Vice Presidents


Luis Carlos Guedes
(Title)

April 1st 2010
(Date)



(86/VIII)

IN THE MATTER OF

Trademark TUPY

Registration No.: 1326816

Dated: March 26, 1985

APPOINTMENT OF DOMESTIC REPRESENTATIVE

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TUPY S.A.

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Vice Presidents


Luis Carlos Guedes
(Title)

April, 1st 2010
(Date)



(86/VIII)

IN THE MATTER OF

Trademark T & Design

Registration No.: 1316858

Dated: January 29, 1985

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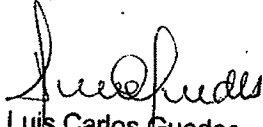
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TUPY S.A.

By


Fernando Cestari de Rizzo

Vice-Presidents


Luis Carlos Guedes

(Title)

April 1st 2010
(Date)



TRADEMARK

REEL: 004206 FRAME: 0013

(86/VIII)

IN THE MATTER OF

Trademark TUPY

Registration No.: 1135490

Dated: May 20, 1980

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TUPY S.A.

By Fernando Cesar de Pizzo
Vice Presidents

Luis Carlos Guedes
(Title)

April, 1st, 2010
(Date)



IN THE MATTER OF

Trademark T in Triangle

Registration No.: 1135489

Dated: May 20, 1980

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TUPY S.A.

By *[Signature]*
Fernando Cestari de Rizzo
Vice Presidents

[Signature]
Luis Carlos Guedes
(Title)

April 1st 2010
(Date)



S C H E D U L E

T in Triangle	No. 1135489	Dated: May 20, 1980
TUPY	No. 1135490	Dated: May 20, 1980
T & Design	No. 1316858	Dated: January 29, 1985
TUPY	No. 1326816	Dated: March 26, 1985
T TUPY CGI COMPACTED GRAPHITE IRON	No. 3370129	Dated: January 15, 2008