

**MEMORANDUM OF UNDERSTANDING**  
**Structuring, Monetization and Financial Trading**

Through the present instrument, signed between:

**EDMUNDO NUNES DE SOUZA**, addressed at Águas Claras, District Federal, Brazil, holder of Brazilian Passport #FJ081700, issue date: 13<sup>th</sup> November, 2013, expires date: 12<sup>th</sup> November, 2018, +556196281219, ens.edmundo@gmail.com, (asset owner);

**HUDSON MARTINS RASTES**, addressed at 73, Highland ST, Revere, USA, holder of Brazilian Passport #YB084424, issue date: 19<sup>th</sup> October, 2012, expires date: 18<sup>th</sup> October, 2015, +18572583612, hudsongatto@gmail.com, (investor);

**MARIA DA PENHA AMARAL RAMOS**, addressed at 124 Hollis St, Apt 2L, Framingham, MA, 01702, USA, holder of Brazilian Passport #YB641777, issue date: 08<sup>th</sup> October, 2014, expires date: 07<sup>th</sup> October, 2019, +15086564574, penhapremier@gmail.com, (investor);

**MARCIO DA SILVEIRA ALVES**, addressed at 12 Jason Circle, Milford, MA, 01702, USA, holder of Brazilian Passport #YA343205, issue date: 09<sup>th</sup> December, 2010, expires date: 08<sup>th</sup> December, 2015, +17816546000, marcios12@yahoo.com, (investor);

**S.A. CAPITAL BRAZIL S/A**, Brazilian Holding, duly registered under the tax number CNPJ 18.033.834/0001-69, addressed Rua José Adriano Marrey Junior, n. 405, Bragança Paulista, São Paulo, Brazil, ZIP Code CEP12912-430, duly represented by **FERNANDO MARQUES LUSVARGHI**, holder of Brazilian Passport #FH196299, issue date: 09<sup>th</sup> January, 2013, expires date: 08<sup>th</sup> January, 2018, +5511943721213, fernandoml.adv@gmail.com, (principal);

have fair and contracted the following:

I – The object of this MOU is the structuring, monetization and financial trading, to be developed by the PRINCIPAL, as the contracted advisor (previous contract signed between the parties above), over the asset described below (§1.), hereinafter referred to as "ASSET", that belonging to the ASSET OWNER.

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§1. – ASSET: LTN #214.629-H, 85.1140.214.629-H, CODIP/CODIV 284319715002, BACEN 803083.

II – The asset and its evaluation will be the basis of the conditions of the contracted services.

III – The structuring, monetization and financial trading of the ASSET will be developed on the follow steps:

- a. Due Diligence  
To verify the authenticity of the ASSET and its respective documents, reports and further information.
- b. Monetization  
Considering the ASSET is a Brazilian Government Bond, according to its country credit risk, the LTV will be from 78%, up to 86%.
- c. Financial Trading  
Based on the higher technology and level of services, in addition to superior execution for active traders, will be developed a High Performance Trading Program, with the “Open-Book” as principal characteristic.  
The PRINCIPAL has 50% over the generated net profits and the ASSET OWNER and the INVESTORS have the other 50%, which will be shared according to a specific agreement to be provide and signed by them (ASSET OWNER and INVESTORS).

§1 – All the steps above are obligations to be developed and managed by the PRINCIPAL, in cooperation with the other parties that must to agree and to approve the procedures of each step.

IV – Communication will be delivered on a reserved basis between the parties, via the official emails or mail addresses stated above, and shall only be valid when delivered to the other party by corporate e-mail address or filed document.

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V – The parties undertakes to franchise to the PRINCIPAL access to the necessary information that he needs, and make it available to this facility.

VI – Unless there is express consent of the parties, the information concerning this MOU or resulting from its implementation will be kept in secrecy from any third party, except for the independent auditors or the competent authorities.

VII – The parties cannot transfer or assign to any title, rights and obligations under this agreement without the prior written consent of the other party.

VIII – This Agreement may only be modified in writing, with the express agreement of the parties.

And being right and adjusted the parties execute this instrument in two identical copies.

USA / Brazil, September 14<sup>th</sup>, 2015.

 <b>EDMUNDO NUNES DE SOUZA</b>	 <b>MARIA DA PENHA AMARAL RAMOS</b>
 <b>HUDSON MARTINS RASTES</b>	 <b>MARCIO DA SILVEIRA ALVES</b>
 <b>S.A. CAPITAL BRAZIL S/A</b>	

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