

SUZANO BAHIA SUL PAPEL E CELULOSE S.A.

Publicly held company

CNPJ/MF n° 16.404.287/0001-55

NIRE n° 29.300.016.331

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

The Company's Board of Directors met at **5 p.m. on April 5, 2006**, at Av. Brigadeiro Faria Lima, 1355 – 9th floor, in the city of São Paulo, São Paulo State, Brazil, the undersigned members being present.

Mr. David Feffer took the chair of the meeting, inviting me, João Pinheiro Nogueira Batista, to be Secretary, and explained that the purpose of this meeting was to authorize the company's Executive Offices to enter into a transaction to finance the company's forestry investments, in the amount of R\$ 102,320,000.00 (one hundred and two million three hundred and twenty thousand Reais), divided into six sub-credits with the Brazilian Development Bank (BNDES).

The conditions so far negotiated for each sub-credit are described as follows, and the Board of Directors hereby authorizes the Executive Offices to contract the said transaction on the most favorable conditions, especially in relation to its spread:

- (i) **Subcredit "A"**: R\$ 30,091,000.00 (thirty million and ninety one thousand Reais), with tenor of 120 months from the date of legal formalization of the transaction, and grace period of 84 months for the payment of the principal, with amortization of the principal in monthly payments starting in the 85th month, and payment of interest to be counted from the first 15th day of a month following the date of legal formalization of the transaction, paid from the date of release of the funds, quarterly during the grace period and monthly during the period of amortization, payable on the outstanding balance, at the TJLP long-term interest rate plus 2.5% p.a.;
- (ii) **Subcredit "B"**: R\$ 5,310,000.00 (five million three hundred and ten thousand Reais), with tenor of 120 months from the date of legal formalization of the transaction, and grace period of 84 months for the payment of the principal, with amortization of the principal in monthly successive payments starting in the 85th month adjusted by the variation in the exchange rates of a basket of foreign currencies, and interest to be counted from the first 15th day of a month following the date of legal formalization of the transaction, paid from the date of release of the funds, quarterly during the grace period and monthly during the period of amortization, payable on the outstanding balance, at 2.0% p.a.;
- (iii) **Subcredit "C"**: R\$ 23,983,000.00 (twenty three million nine hundred and three thousand Reais), with tenor of 132 months from the date of legal formalization of the transaction, and grace period of 96 months for the payment of the principal, with amortization of the principal by monthly payments starting in the 97th month and interest payments counted from the first 15th day of a month immediately following the date of legal formalization of the transaction, paid from the date of release of the funds, quarterly during the grace period, and monthly during the period of amortization, calculated on the outstanding balance and at the TJLP rate plus 2.5% p.a.;
- (iv) **Subcredit "D"**: R\$ 4,232,000.00 (four million two hundred and thirty thousand Reais), with tenor of 132 months from the date of legal formalization of the

transaction, and grace period of 96 months for the payment of the principal, with amortization of the principal by monthly payments starting in the 97th month adjusted by the variation in the exchange rate of a basket of foreign currencies, with interest counted from the first 15th day of a month immediately following the date of legal formalization of the transaction, paid from the date of release of the funds, quarterly during the grace period, and monthly during the period of amortization, calculated on the outstanding balance at the rate of 2.0% p.a.;

- (v) **Subcredit “E”**: R\$ 32,899,000.00 (thirty two million eight hundred and ninety nine thousand Reais), with tenor of 144 months from the date of legal formalization of the transaction, and grace period of 108 months for the payment of the principal, with amortization of the principal by monthly payments starting in the 109th month, with interest counted from the first 15th day of a month following the date of legal formalization of the transaction, paid from the date of release of the funds, quarterly during the grace period, and monthly during the period of amortization, at the TJLP rate plus 2.5% p.a.; and
- (vi) **Subcredit “F”**: R\$ 5,805,000.00 (five million eight hundred and five thousand Reais), with tenor of 144 months from the date of legal formalization of the transaction, and grace period of 108 months for the payment of the principal, with amortization of the principal by monthly payments starting in the 109th month, adjusted according to the variation in the exchange rate of a basket of currencies and interest counted from the first 15th day of a month immediately following the date of legal formalization of the transaction, paid quarterly on the outstanding balance during the grace period, and monthly during the period of amortization, at the rate of 2.0% p.a.

For the financing in question, a bank guarantee granted by Banco Bradesco S.A. will be given as collateral.

After considering and discussing the subject, the Board of Directors, by unanimous vote of those present, other than the representative of the BNDES, who abstained, approved the matter in all its terms and conditions, as duly stated in BNDES Directors’ Decisions 995/2005 and 193/2006, and the Board delegated to the Executive Officers the power to take all the steps necessary for formalization of the transaction, including signature of all the documents and contracts arising therefrom.

There being no further business, these minutes were written, checked and signed by those present. São Paulo, April 5, 2006.

The members of the Board of Directors: David Feffer, Daniel Feffer, Boris Tabacof, Marco Antonio Bologna, Claudio Thomaz Lobo Sonder, Antonio de Souza Corrêa Meyer, Jorge Feffer, Oscar de Paula Bernardes Neto and Luciano Siani Pires.

This is a true copy of the original recorded in the book kept specifically by the Company for the purpose.

João Pinheiro Nogueira Batista
Secretary