ULTRAPAR HOLDINGS INC
Form F-4/A
November 29, 2007
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As filed with the Securities and Exchange Commission on November 29, 2007

Registration No. 333-146406

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

AMENDMENT NO. 2

TO

FORM F-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Ultrapar Participações S.A.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant s name into English)

Brazil	**2860**	**Not Applicable**
(State or Other Jurisdiction of Incorporation or Organization)	**(Primary Standard Industrial Classification Code Number)**	**(I.R.S. Employer Identification Number)**

Av. Brigadeiro Luis Antônio, 1343, 9º Andar

São Paulo, SP, Brazil 01317-910

Telephone: 55-11-3177-6695

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

National Registered Agents, Inc.

875 Avenue of the Americas, Suite 501

New York, New York 10001

(800) 300-5067

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Diane G. Kerr, Esq.

Andrés V. Gil, Esq.

Davis Polk & Wardwell

450 Lexington Avenue

New York, New York 10017

(212) 450-4000

Approximate date of commencement of proposed offer to the public: As soon as practicable after this registration statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS (Subject to Completion)

Dated November 29, 2007

Ultrapar Participações S.A.

Exchange of Preferred Shares

for Preferred Shares of

Refinaria de Petróleo Ipiranga S.A.,

Distribuidora de Produtos de Petróleo Ipiranga S.A.

and

Companhia Brasileira de Petróleo Ipiranga

Dear RIPI, DPPI and CBPI Preferred Shareholders:

This prospectus relates to a share exchange transaction, or the Share Exchange, wherein the preferred shares of Refinaria de Petróleo Ipiranga S.A., or RIPI, Distribuidora de Produtos de Petróleo Ipiranga S.A., or DPPI, and Companhia Brasileira de Petróleo Ipiranga, or CBPI, will be exchanged for preferred shares of Ultrapar Participações S.A., or Ultrapar. In addition, as part of the Share Exchange, all remaining outstanding common shares of RIPI, DPPI and CBPI will be exchanged for Ultrapar preferred shares. The Share Exchange is part of a multi-step acquisition, or the Transaction, by Ultrapar of RIPI, DPPI and CBPI, which together with their subsidiaries make up the Ipiranga Group. The Transaction is being conducted by Ultrapar on its own behalf and on behalf of Petróleo Brasileiro S.A., or Petrobras, and Braskem S.A., or Braskem, and following completion of the Transaction, Ultrapar, Petrobras and Braskem will divide among themselves all of the Ipiranga Group s assets and operations, including those of RIPI, DPPI and CBPI.

As discussed herein, RIPI, DPPI and CBPI have each called extraordinary shareholders meetings for the purpose of allowing their respective common shareholders to determine whether to approve the Share Exchange. Since Ultrapar currently holds more than a majority of each of RIPI, DPPI and CBPI s common shares, the Share Exchange will be approved at such shareholders meetings. Holders of RIPI, DPPI and CBPI preferred shares are not entitled to vote at meetings of the shareholders of RIPI, DPPI and CBPI. Accordingly, once the RIPI, DPPI and CBPI common shareholders approve the Share Exchange, your only alternatives prior to the Share Exchange will be (i) to hold your RIPI, DPPI or CBPI preferred shares and participate in the Share Exchange, (ii) to dispose of your RIPI, DPPI or CBPI preferred shares or (iii) if you are a RIPI or DPPI preferred shareholder to exercise appraisal rights pursuant to Brazilian law and request that RIPI or DPPI, as applicable, purchase your preferred shares, as explained further in this prospectus. According to Brazilian Law, holders of CBPI shares, which are highly liquid, are not entitled to appraisal rights. Your right to exercise appraisal rights will be triggered by publication of the approval of the Share Exchange at RIPI s and DPPI s respective extraordinary shareholder meetings. Once you notify the company whose shares you hold that you wish to exercise your appraisal rights, such request is irrevocable.

In connection with the Share Exchange, Ultrapar will issue 54,704,948 new preferred shares, which includes 1,043,359 preferred shares issued to the common shareholders RIPI, DPPI and CBPI. Each RIPI, DPPI and CBPI preferred share will be exchanged for Ultrapar preferred shares in accordance with the ratio of 0.79850, 0.64048 and 0.41846 Ultrapar preferred shares for each RIPI, DPPI and CBPI preferred share, respectively. On March 16, 2007, the last full trading day in São Paulo prior to the announcement of the Transaction, the implied value of the consideration per share of RIPI, DPPI and CBPI preferred stock was R$39.36, R$31.57 and R$20.63, respectively, and on November 9, 2007, the latest practicable date prior to the date of this document, the implied value of the consideration per share of RIPI, DPPI and CBPI preferred stock was R$53.45, R$42.85 and R$27.99, respectively. Ultrapar s preferred shares are listed on the BOVESPA stock exchange in Brazil under the ticker symbol UGPA4. American Depositary Shares, or ADSs, representing Ultrapar s preferred shares are listed on the New York Stock Exchange under the symbol UGP , but you will not receive ADSs in the Share Exchange.

The accompanying document provides a detailed description of the Transaction and Share Exchange. You are urged to read these materials carefully. **Please pay particular attention to the Risk Factors beginning on page 56 for a discussion of risks related to the Transaction.** If you are in any doubt as to the action you should take, contact your broker, lawyer, accountant or other professional advisor without delay. Other than reading the accompanying document, you are not being asked to take any action at this time. You are receiving this document for your information only, in connection with Ultrapar s registration of its preferred shares with the Securities and Exchange Commission, or SEC, under the U.S. Securities Act of 1933, as amended.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense. This document does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where such an offer or solicitation would be illegal.

This prospectus is dated , 2007 and is expected to be first made available to holders of RIPI, DPPI and CBPI preferred shares on or about that date.

Sincerely,

André Covre

Chief Financial and Investor

Relations Officer Ultrapar

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ADDITIONAL INFORMATION

This document contains annexes which include important business and financial information about Ultrapar. For a more detailed description of the documents included in the annexes to this prospectus, see Where You Can Find More Information beginning on page 214.

The documents included as annexes hereto have also been filed by Ultrapar with the Securities and Exchange Commission, or SEC. You can obtain additional copies of documents included as annexes hereto from the SEC s website at www.sec.gov or by requesting them in writing or by telephone from:

Ultrapar Participações S.A.

Av. Brigadeiro Luis Antônio, 1343, 8º Andar

São Paulo, SP, Brazil 01317-910

Attention: Investor Relations Department

Telephone: 55-11-3177-7014

Refinaria de Petróleo Ipiranga S.A.

Rua Engenheiro Heitor Amaro Barcellos, 551

CEP: 96202-900 Rio Grande RS Brazil

Telephone: 55-53-3233-8001

Fax: 55-53-3233-8014

Attention: Investor Relations Department

Distribuidora de Produtos de Petróleo Ipiranga S.A.

Rua Francisco Eugênio, 329 São Cristovão

CEP: 20941-900 Rio de Janeiro RJ

Telephone: 55-21-2574-5363/5267

Fax: 55-21-3224-6493

Attention: Investor Relations Department

Companhia Brasileira de Petróleo Ipiranga

Rua Francisco Eugênio, 329 São Cristovão

CEP: 20941-900 Rio de Janeiro RJ

Telephone: 55-21-2574-5363/5267

Fax: 55-21-3224-6493

Attention: Investor Relations Department

Ultrapar, RIPI, DPPI and CBPI are not incorporating the contents of the websites of the SEC, Ultrapar, RIPI, DPPI, CBPI or any other person into this document. Ultrapar is providing only the information about how you can obtain additional copies of documents that are annexed to this document at these websites for your convenience.

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ABOUT THIS DOCUMENT

This document, which forms part of a registration statement on Form F-4 filed with the SEC by Ultrapar (File No. 333-146406), constitutes a prospectus of Ultrapar under Section 5 of the U.S. Securities Act of 1933, as amended, or the Securities Act, with respect to the Ultrapar preferred shares to be issued to RIPI, DPPI and CBPI preferred shareholders in connection with the Share Exchange.

TERMS USED IN THIS PROSPECTUS

References in this prospectus to Ultrapar, we, our, us and the Company are to Ultrapar Participações S.A. and its consolidated subsidiaries (unless the context otherwise requires). In addition, all references in this prospectus to:

- 2006 Form 20-F are to our 2006 Annual Report on Form 20-F, filed with the SEC on June 7, 2007;
- ADRs are to the American Depositary Receipts evidencing our ADSs;
- ADSs are to our American Depositary Shares, each representing one share of our non-voting preferred stock;
- Acquiring Companies are to Ultrapar, Petrobras and Braskem;
- AM/PM are to AM/PM Comestíveis Ltda.;
- Apsis Valuation Report are to the valuation report delivered by Apsis Consultoria Empresarial S/C Ltda. to Ultrapar on November 12, 2007;
- BOVESPA are to the *Bolsa de Valores de São Paulo*, the São Paulo stock exchange;
- Braskem are to Braskem S.A.;
- Braskem/Petrobras Asset Purchase Agreement are to the Asset Security Agreement entered into by and among Ultrapar, Braskem and Petrobras on April 18, 2007, whereby Ultrapar pledged to Braskem and Petrobras all of the common shares and 50% of the RIPI preferred shares it acquired from the Key Shareholders;
- Brazilian Central Bank, BACEN, Central Bank of Brazil or Central Bank are to the *Banco Central do Brasil*, the Brazilian central bank;
- Brazilian Corporate Law are to Law No. 6,404 of December 1976, as amended by Law No. 9,457 of May 1997 and by Law No. 10,303 of October 2001;
- Brazilian government are to the federal government of the Federative Republic of Brazil;

CBPI are to Companhia Brasileira de Petróleo Ipiranga, a company listed on the BOVESPA;

CBPI Opco are to the operating assets of CBPI;

Combined Company are to Ultrapar following the completion of the Transaction;

Commission or SEC are to the U.S. Securities and Exchange Commission;

Copesul are to Companhia Petroquímica do Sul;

Credit Suisse are to Banco de Investimento Credit Suisse (Brasil) S.A.;

Credit Suisse Valuation Report are to the Valuation Report delivered by Credit Suisse to RIPI, DPPI and CBPI on November 8, 2007;

CVM are to the *Comissão de Valores Mobiliários*, the Brazilian securities commission;

Deutsche Bank are to Deutsche Bank Securities Inc.;

Deutsche Bank Valuation Report are to the Valuation Report delivered by Deutsche Bank to Ultrapar on April 4, 2007, as amended;

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DPPI are to Distribuidora de Produtos de Petróleo Ipiranga S.A., a company listed on the BOVESPA;

DPPI Opco are to the operating assets of DPPI;

EMCA are to Empresa Carioca de Produtos Químicos S.A.;

IASA are to Ipiranga Asfaltos S.A.;

Ipiranga and Ipiranga Group are to RIPI, DPPI, CBPI, IQ, IPQ, Copesul and their respective subsidiaries;

IPQ are to Ipiranga Petroquímica S.A.;

IQ are to Ipiranga Química S.A.;

Isa-Sul are to Isa-Sul Administração e Participação Ltda., a subsidiary of DPPI;

Investment Agreement are to the Investment Agreement entered into by and among Ultrapar, Petrobras and Braskem on March 18, 2007, amended on April 18, 2007;

Key Shareholders are to the direct and indirect controlling shareholders of RIPI, DPPI and CBPI prior to the closing of the SPA;

LPG are to liquefied petroleum gas;

Mandatory Tender Offers are to the mandatory cash tender offers (pursuant to tag along rights held by common minority shareholders under Brazilian Corporate Law and CVM rules) for the acquisition of the remaining common shares of RIPI, DPPI, CBPI and IPQ that Ultrapar did not acquire under the SPA;

NYSE are to the New York Stock Exchange;

Northern Distribution Business are to CBPI s fuel and lubricant distribution businesses located in the North, Northeast and Central West regions of Brazil;

Oil Refining Operations are to the oil refining operations of RIPI;

Oxiteno are to Oxiteno S.A. Indústria e Comércio, Ultrapar s wholly owned subsidiary, and its subsidiaries that produce ethylene oxide, its principal derivatives and other specialty chemicals;

Petrobras are to Petróleo Brasileiro S.A.;

Petrobras Asset Purchase Agreement are to the Asset Security Agreement entered into by and among Ultrapar and Petrobras on April 18, 2007, whereby Ultrapar pledged in favor of Petrobras, 31% of the common shares and 78% of the preferred shares of DPPI that it acquired from the Key Shareholders;

Petrochemical Business are to IQ, IPQ and IPQ s stake in Copesul;

Protocol and Justification are to each of the three *Protocolo e Justificação da Incorporaçao de Acões* agreements entered into on November 9, 2007 by the management of Ultrapar and each of RIPI, DPPI and CBPI. The Protocol and Justifications approve the Share Exchange. The boards of directors of each company approved their respective Protocol and Justification on November 12, 2007. The Protocol and Justifications will be required to be approved by the common shareholders of each company at the meetings called to approve the Share Exchange;

Public Tender Offer are to the tender offer by Braskem for the delisting of Copesul s common shares from the BOVESPA;

real, *reais* or R$ are to Brazilian *reais*, the official currency of Brazil;

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RIPI are to Refinaria de Petróleo Ipiranga S.A., a company listed on the BOVESPA;

RIPI Opco are to the operating assets of RIPI;

RIPI Shareholders Agreement are to the shareholders agreement governing the relationship among Ultrapar, Petrobras and Braskem regarding how RIPI s oil refining operations will be managed prior to the completion of the Transaction entered into on April 18, 2007;

Securities Act are to the U.S. Securities Act of 1933, as amended;

Separation of Assets are to the separation of the Target Companies assets following the Share Exchange and Public Tender Offer;

Share Exchange are to the exchanges contemplated by this prospectus of RIPI, DPPI and CBPI s preferred shares for Ultrapar s preferred shares in connection with the Transaction;

Southern Distribution Business are to DPPI and CBPI s fuel and lubricant distribution businesses located in the South and Southeast regions of Brazil;

SPA are to the Share Purchase Agreement entered into by and among Ultrapar, with the consent of Petrobras and Braskem, and the Key Shareholders on March 18, 2007;

Target Companies are to RIPI, DPPI and CBPI;

Target Companies Shareholders Agreement are to the shareholders agreement governing the relationships among Ultrapar, Petrobras and Braskem regarding how IQ s, IPQ s and the Target Companies businesses will be managed prior to completion of the Transaction, excluding matters governed by the RIPI Shareholders Agreement, entered into by and among Ultrapar, Petrobras and Braskem on April 18, 2007;

Target Operations are to the operations substantially comprised of the Southern Distribution Business, the Ipiranga trademark and the Oil Refining Operations that Ultrapar will retain following the Transaction;

Transaction are to the acquisition of the Ipiranga Group by the Acquiring Companies;

Transaction Agreements are to the Investment Agreement, the SPA, the Target Companies Shareholders Agreement, the RIPI Shareholders Agreement, the Braskem/Petrobras Asset Purchase Agreement, the Petrobras Asset Purchase Agreement and the Protocol and Justifications;

Ultracargo are to Ultracargo Operações Logísticas e Participações Ltda., Ultrapar s wholly owned subsidiary, and its subsidiaries, that provide integrated road transport, storage, handling and logistics planning services for special bulk cargo; and

Ultragaz are to Ultragaz Participações Ltda., Ultrapar s wholly owned subsidiary, and its subsidiaries, that distribute LPG.
All references in this prospectus to U.S. dollars, dollars or US$ are to U.S. dollars. All references to the *real*, *reais* or R$ are to the Brazil *real*, the official currency of Brazil.

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FINANCIAL INFORMATION

The following financial statements are included in this prospectus:

For Ultrapar and the Target Companies

Ultrapar s audited consolidated financial statements for the years ended December 31, 2006, 2005 and 2004, which are included in our 2006 Form 20-F attached hereto as Annex A;

Ultrapar s unaudited interim consolidated financial statements as of and for the nine-month periods ended September 30, 2007 and 2006;

Ultrapar s unaudited interim consolidated financial statements as of and for the six-month periods ended June 30, 2007 and 2006;

RIPI s audited consolidated financial statements for the years ended December 31, 2006, 2005 and 2004 and as of December 31, 2006 and 2005;

RIPI s unaudited interim consolidated financial information for the nine-month periods ended September 30, 2007 and 2006 and as of September 30, 2007;

RIPI s unaudited interim consolidated financial information for the six-month periods ended June 30, 2007 and 2006 and as of June 30, 2007;

DPPI s audited consolidated financial statements for the years ended December 31, 2006, 2005 and 2004 and as of December 31, 2006 and 2005;

DPPI s unaudited interim consolidated financial information for the nine-month periods ended September 30, 2007 and 2006 and as of September 30, 2007;

DPPI s unaudited interim consolidated financial information for the six-month periods ended June 30, 2007 and 2006 and as of June 30, 2007;

CBPI s audited consolidated financial statements for the years ended December 31, 2006, 2005 and 2004 and as of December 31, 2006 and 2005; and

DPPI s unaudited interim consolidated financial information for the nine-month periods ended September 30, 2007 and 2006 and as of September 30, 2007;

CBPI s unaudited interim consolidated financial information for the six-month periods ended June 30, 2007 and 2006 and as of June 30, 2007.

For the Target Companies businesses that Ultrapar will keep following completion of the Transaction

Audited financial statements of the RIPI s refining business carried for the years ended December 31, 2006, 2005 and 2004 and as of December 31, 2006 and 2005 (in which Ultrapar will hold a 33% interest following completion of the Transaction);

Audited financial statements for DPPI s Southern Distribution Business for the years ended December 31, 2006, 2005 and 2004 and as of December 31, 2006 and 2005; and

Audited combined statements of revenue and direct expenses for the years ended December 31, 2006, 2005 and 2004 and combined statements of assets acquired and liabilities assumed as of December 31, 2006 and 2005, in each case for the part of CBPI s Southern Distribution Business.

Unaudited interim financial information of the Target Companies for the nine-month periods ended September 30, 2007 and 2006 and as of September 2007

We are including in this prospectus the unaudited interim financial information of RIPI, DPPI and CBPI for the nine months ended September 30, 2007 which was publicly released in Brazil on November 7, 2007 in accordance with the requirements for financial reporting established by the CVM. This interim financial

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information has been prepared in accordance with accounting practices adopted in Brazil and has not been reconciled to generally accepted accounting principles in the United States as such reconciliation is not required by the CVM. Amounts of net income and net equity of RIPI, DPPI and CBPI calculated in accordance with accounting practices adopted in Brazil differ from the amounts that would be determined under U.S. GAAP, as described in Note 25 to each of the annual audited financial statements of RIPI, DPPI and CBPI as of December 31, 2006 and 2005 and for the years ended December 31, 2006, 2005 and 2004 included in this prospectus.

Unaudited interim financial information of RIPI as of September 30, 2007 and for the nine-months ended September 30, 2007 and 2006 is presented on an unconsolidated basis only since this is the information that was presented to the CVM. Following the closing of the SPA on April 18, 2007, RIPI ceased controlling the operations of the Petrochemical Assets and therefore no longer presented its financial statements on a consolidated basis. Accordingly, even if consolidated financial information for RIPI had been presented in this prospectus it would have reflected the consolidation of the Petrochemical Assets only for the period prior to April 1, 2007.

Principal differences between accounting practices adopted in Brazil and U.S. GAAP

The unaudited consolidated interim financial statements of the Company are prepared in accordance with accounting practices adopted in Brazil, which comply with those prescribed by Brazilian corporate law and specific standards established by the Brazilian Securities Commission (CVM). Brazilian accounting policies, which differ significantly from U.S. GAAP, are summarized below. This description has not been subject to an audit or review by our independent auditors.

a) Inflation accounting

Accounting practices adopted in Brazil account for the effects of inflation on financial statements through December 31, 1995 using official inflation indexes. Under U.S. GAAP, Brazil was considered to be a highly inflationary economy until July 1, 1997, and the effect of inflation was recognized until December 31, 1997 based on inflation indexes calculated by independent institutions.

b) Fixed asset revaluations

Under accounting practices adopted in Brazil fixed assets could be revalued by independent appraisers in order to establish their market values. Under U.S. GAAP the revaluation of fixed assets is not permitted.

c) Deferred charges

Accounting practices adopted in Brazil permit the deferral of research and development costs and of pre-operating expenses incurred in the construction or expansion of a new facility until the facility begins commercial operations. Deferred charges are amortized over a period of five to ten years.

For U.S. GAAP purposes, such amounts do not meet the conditions established for deferral and, accordingly, are charged to income.

d) Investments in affiliated companies

As from 1996, Brazilian corporate law allows certain less than 20% owned affiliated companies in which an investor owns more than 10% of voting stock to be accounted for under the equity method. In addition, certain more than 20% and less than 50% owned affiliated companies deemed not significant in relation to their parent company are accounted at cost.

Under U.S. GAAP, less than 20% owned affiliated companies are accounted for on the basis of cost and more than 20% and less than 50% owned affiliated companies are accounted for based on the equity method.

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Brazilian corporate law allows certain jointly controlled corporate entities to be consolidated in a pro rata basis. U.S. GAAP requires these entities to be reported under the equity method.

e) Capitalization of interest in relation to construction in progress

Under accounting practices adopted in Brazil, prior to January 1, 1996 companies were not required to capitalize the interest cost of borrowed funds as part of the cost of the related asset. Under U.S. GAAP, capitalization of borrowed funds during construction of major facilities is recognized as part of the cost of the related assets.

f) Acquisitions and business combinations

The accounting practices adopted in Brazil derived from Corporation Law and CVM rules prescribe the application of the purchase method based on book values of the net assets acquired. Goodwill or negative goodwill recorded on the acquisition of a company is calculated as the difference between the cost of acquisition and the net book value of assets and liabilities acquired and is attributed to one of the following: step up basis of the assets due to differences in the carrying values and fair values of the assets, future profitability and other reasons. Such goodwill should be amortized as follows depending on its nature:

Step up basis of the assets. Goodwill or negative goodwill should be amortized proportionally over the remaining estimated useful lives of the corresponding assets of the acquiree;

Future profitability. Goodwill should be amortized during the time expected results are achieved. In this case, the amortization period should not exceed ten years. When considered appropriate, such as where future recoverability is not likely, goodwill may be written-off immediately on acquisition;

Other reasons. Goodwill should be expensed immediately. Negative goodwill should not be amortized to income until the related investment is sold or written off.

For U.S. GAAP purposes, all business combinations are accounted for using the purchase method. The purchase method is applicable for a business combination in which one company acquires an unrelated company. Under the purchase method, the acquiring company records identifiable assets and liabilities acquired based on their fair values. If the purchase price exceeds the amount of such fair value, the excess is recorded as goodwill in the books of the acquiring company. Under SFAS No. 141, more detailed guidelines have been provided for the recognition of intangible assets. Goodwill and other intangible assets with indefinite lives are no longer amortized. Under Statement of Financial Accounting Standard No. 142, or SFAS No. 142, the amount of goodwill will be evaluated for impairment annually, and, if an impairment exists, its recorded value will be adjusted accordingly. Purchase price includes direct costs of acquisition. If assets other than cash are distributed as part of the purchase price, such assets should be valued at fair value. When securities traded in the market are issued as part of the purchase price by the acquiring entity, the market price for a reasonable period before and after the date the terms of the acquisition are agreed to and announced should be considered in the determining purchase price. Under SFAS No. 141, any excess of net assets of the purchase price is first allocated to reduce the allocated amount of long-term assets, and any unallocated amount is recognized as an extraordinary gain in the statement of operations.

g) Earnings per share

Under accounting practices adopted in Brazil, it is permitted to determine earnings per share based upon the weighted average number of shares outstanding during each year that earnings are reported. Subsequent changes in the Company s share capital, such as stock dividends, are not retroactively reflected in the disclosure of number of shares outstanding and in the calculation of earnings per share under accounting practices adopted in Brazil, except for the reverse stock split.

Under U.S. GAAP, in accordance with SFAS No. 128 issued by the FASB, or SFAS No. 128, Earnings per Share, the presentation of earnings per share is required for public companies, including earnings per share

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from continuing operations and net income per share on the cover of the income statement, and the per share effect of changes in accounting principles, discontinued operations and extraordinary items either on the cover of the income statement or in a note. A dual presentation is required: (i) basic and (ii) diluted.

Computations of basic and diluted earnings per share data should be based on the weighted average number of shares outstanding during the period and all dilutive potential shares outstanding during each period presented, respectively.

h) Available-for-sale securities

Equity securities

Under accounting practices adopted in Brazil, available-for-sale equity securities are generally carried at cost, less provision charged to the statement of income if a loss in value is considered to be other than temporary.

Under U.S. GAAP, available-for-sale equity securities are recorded at estimated fair value, and the resulting accumulated adjustment is recognized as a separate component of shareholders equity until realization.

Debt securities

Under accounting practices adopted in Brazil, available-for-sale debt securities are generally carried at cost, plus interest income earned less provisions, when applicable, charged to the statement of income to reduce its carrying value to market value.

For U.S. GAAP reconciliation purposes, available-for-sale debt securities are recorded at estimated fair value, and the resulting accumulated adjustment, is recognized as a separate component of shareholders equity until realization.

i) Accounting for derivative financial instruments

Under accounting practices adopted in Brazil derivative financial instruments are recorded at net settlement price as determined on each balance sheet date.

Under U.S. GAAP, effective January 1, 2001, all derivative financial instruments must be reported at fair value on each balance sheet date and classified as a derivative asset or liability. Also under U.S. GAAP, the requirements for a derivative instrument to qualify for hedge accounting and deferral of gains and losses are more restrictive than under Brazilian corporate law.

j) Fair value of guarantees

Under accounting practices adopted in Brazil, companies are not required to record any liability related to guarantees given to third parties unless contingent obligations to make future payments under the guarantees are probable.

Under U.S. GAAP, companies recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing guarantees. Companies reduce the liability (by a credit to earnings) as they are released from risk under the guarantees.

k) Translation adjustments

Under accounting practices adopted in Brazil, assets and liabilities of foreign subsidiaries are translated into Brazilian reais at the exchange rate in effect at the end of the reporting period, and revenues, expenses, gains and losses are translated into Brazilian reais at the exchange rates prevailing in the end of each month. The net translation gain or loss is reported, net of tax, in the statement of income as Other operating income (loss) .

Under U.S. GAAP, assets and liabilities are translated into Brazilian reais at the exchange rate in effect at the end of the reporting period, and revenues, expenses, gains and losses are translated into Brazilian reais at

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the average rates prevailing during the respective months. The net translation gain or loss resulting from this translation process is excluded from income and is presented as cumulative translation adjustments (CTA) in Other comprehensive income (loss) as a separate component of shareholders equity.

l) Operating income

Under accounting practices adopted in Brazil, non-operating income (expenses) includes certain items that would be classified within operating income for U.S. GAAP purposes.

m) Right of offset

Brazilian GAAP permits offsetting amounts due or payable among parties for purposes of presenting balances in the financial statements based on management s expectation of being able to offset the amounts.

Under U.S. GAAP, the conditions to be met require the parties to agree to the offset and the legal right of offset to exist.

n) Accounting for asset retirement obligation

Under Brazilian GAAP, companies expense the amounts to be incurred when certain assets are retired, at the time of retirement.

Under U.S. GAAP, asset retirement obligations correspond to the legally required obligation to remove assets upon retirement. The fair value of asset retirement obligations are recorded as liabilities on a discounted basis when they are incurred, which is typically at the time the related assets are installed. Amounts recorded for the related assets will be increased by the amount of these obligations and depreciated over the related useful lives of such assets. Over time, the amounts recognized as liabilities will be accreted for the change in their present value until the related assets are retired or sold.

o) Financial statement note disclosures

Brazilian GAAP in general requires less information to be disclosed in financial statement footnotes than U.S. GAAP. Disclosures required under U.S. GAAP not typically found in Brazilian GAAP financial statements include, but are not limited to, the following:

- general business, political and economic risks;
- off-balance sheet risks and commitments, concentration of credit risk and major customers;
- irrevocable commitments such as take-or-pay or minimum sales contracts;
- advertising expense and assets;
- research and development costs;

impairment of long-lived assets;

impairment of goodwill;

environmental related costs, liabilities and proceedings;

analysis of sales by geographical area;

financing facilities and terms; and

footnote disclosure of summarized financial statements of affiliated companies which meet certain tests of significance.

Brazilian GAAP generally requires more disclosure than U.S. GAAP with respect to insurance coverage, parent company financial statements and details of investments in affiliated and subsidiary companies.

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p) Pension and other post-employment benefits

Pension benefits

Pension benefit obligations for Brazilian GAP requires companies to account for defined benefit plans by recognizing a percentage attributed to the Company of the funded status and of the cost of the plan.

Under U.S. GAAP, for multi-employer plans, companies recognize as expense the contribution due to the plan over the corresponding period.

Other post-retirement benefits

Under accounting practices in Brazil actuarial gains and losses are deferred and recognized in income over the estimated remaining service period of the employees.

Under U.S. GAAP such benefits are accounted for by recognizing the funded status of the other postretirement benefits as a liability with an offsetting amount in accumulated other comprehensive income.

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QUESTIONS AND ANSWERS ABOUT THE TRANSACTION

The following are some questions that you may have regarding the Share Exchange and the Transaction and brief answers to those questions. Ultrapar, RIPI, DPPI and CBPI urge you to read carefully the remainder of this document because the information in this section does not provide all the information that might be important to you with respect to the Share Exchange and the Transaction. Additional important information is also contained in the documents included as annexes to this prospectus.

Q: Why am I receiving this document?

A: In connection with the Share Exchange, Ultrapar is required by the Securities Act to deliver this document to all preferred shareholders of RIPI, DPPI and CBPI that are U.S. residents. This document is being distributed to you for informational purposes only. You should carefully review it, but you will not be entitled to vote at the shareholder meetings that have been called in order for the common shareholders of RIPI, DPPI and CBPI to approve the Share Exchange. However, RIPI and DPPI preferred shareholders are entitled to appraisal rights in respect of the Share Exchange, as explained below. The Share Exchange will occur automatically following the vote of the common shareholders of each Target Company and, accordingly, you will not be required to take any action in order for your Target Company securities to be exchanged for Ultrapar preferred shares.

Q: What is the purpose of the Transaction?

A: Through the Transaction, Ultrapar is participating in an important step in the reorganization and consolidation of industries that are fundamental to the growth of the Brazilian economy. Ultrapar believes the division of the Ipiranga Group s assets among Ultrapar, Braskem and Petrobras will benefit the Brazilian economy because the Acquiring Companies will be in a position to provide focus, specialized management and strategic alignment to their respective assets. In addition, we believe that the Acquiring Companies will be able to make higher levels of investments in the Ipiranga Group assets they acquire and therefore develop their businesses to a greater extent than under the former owners, thereby stimulating growth in these key areas of the Brazilian economy.

The Ipiranga Group, one of Brazil s largest and most well-established corporate conglomerates, has historically operated in the same business segments as Petrobras, Ultrapar and Braskem. In 2006 the Ipiranga Group was Brazil s second-largest fuel distributor, with a network of 4,240 service stations. It also had a major share of the petrochemical market, with the production of 650,000 tons of petrochemical resins, through IPQ, and shared joint control with Braskem of Copesul, a petrochemical company that produces basic petrochemicals, such as ethylene, from naphtha, located in the southern petrochemical complex of Brazil. The consolidated net revenues of the Ipiranga Group in 2006 amounted to R$31 billion and net income of R$534 million.

Ultrapar, the largest LPG distributor in Brazil, became, following the closing of the SPA, the second-largest fuel distributor in Brazil, holding 15% of the market. Ultrapar believes that fuel distribution is a natural extension of LPG distribution because it has similar profitability drivers: logistics efficiency, management of a dealer network and leveraging a well-known brand. In addition, Ultrapar believes that the fuel distribution business presents attractive growth prospects in light of increased fuel consumption in Brazil in the past several years, principally due to increased national income and availability of credit.

Ultrapar believes that by completing the Transaction it will achieve the following objectives:

- Operational growth Ultrapar is already the leader in the LPG market and became the second largest fuel distribution company in Brazil, with a market share of approximately 15%;

- Obtain larger operating scale and administrative efficiency;

Combine logistics and distribution network management know-how;

Combine the market and consumer awareness of two major brands for the distribution of oil byproducts; and

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Accelerate investment in the growth of Ipiranga s businesses.

See The Transaction Ultrapar s Reasons For the Transaction for more information.

Q: What will happen in the Transaction?

A: The Transaction consists of a series of steps and is governed by the Transaction Agreements. In connection with the Transaction, the businesses and subsidiaries of the Ipiranga Group will be acquired and divided among Ultrapar, Petrobras and Braskem. Ultrapar will retain the fuel and lubricant distribution businesses located in the South and Southeast regions of Brazil; Petrobras will receive the fuel and lubricant distribution businesses located in the North, Northeast and Central West regions of Brazil; and Petrobras and Braskem will receive the petrochemical business, in the proportion of 60% for Braskem and 40% for Petrobras. RIPI s oil refining business will be shared equally among Petrobras, Ultrapar and Braskem.

The principal steps of the Transaction are:

Closing of the SPA on April 18, 2007, whereby Ultrapar acquired a controlling interest in each of the Target Companies;

Closing of mandatory tag-along cash tender offers by Ultrapar for the remaining outstanding common shares of each of the Target Companies, which occurred on November 8, 2007;

The Share Exchange wherein any remaining common and all preferred shares of each Target Company that Ultrapar does not already hold will be exchanged for Ultrapar preferred shares; and

Split-up of the Southern Distribution Business, Northern Distribution Business, the Petrochemical Business and RIPI s oil refining business and the subsequent transfer of the relevant assets to Petrobras and Braskem . See The Transaction for more information regarding the steps and agreements involved in the Transaction.

Q: What is the Share Exchange?

A: The Share Exchange is a stock merger (*incorporação de ações*), which is a Brazilian corporate law procedure pursuant to which a company becomes a wholly owned subsidiary of another company and shareholders of the former receive shares of the latter. Upon completion of the Share Exchange described in this prospectus, RIPI, DPPI and CBPI will become wholly owned subsidiaries of Ultrapar and the holders of common and preferred shares of RIPI, DPPI and CBPI will receive Ultrapar preferred shares in exchange for their respective shares in RIPI, DPPI and CBPI.

Q: What type of consideration will I receive for my preferred shares of RIPI, DPPI and CBPI in the Share Exchange?

A: In the Share Exchange, you will receive consideration for each of your shares of RIPI, DPPI and CBPI preferred stock in the form of 0.79850, 0.64048 and 0.41846 shares of Ultrapar s preferred stock, respectively. The aggregate number of Ultrapar preferred shares that will be delivered to RIPI, DPPI and CBPI preferred shareholders in the Share Exchange is 13,846,251, 11,682,147 and 28,133,191, respectively. Ultrapar will issue an additional 269,451, 181,139, and 592,769 preferred shares to the remaining common shareholders of RIPI, DPPI and CBPI, respectively, as part of the Share Exchange.

Q: What is the status of the Transaction?

A: The Investment Agreement entered into by the Acquiring Companies on March 18, 2007 regulates the relationships among these companies during the process of completing the Transaction. As of the date of this prospectus, the SPA has closed, the mandatory tag along cash tender offers have been completed and the shareholder meetings to approve the Share Exchange have been called, as described below.

Q: When do you currently expect to complete the Transaction?

A: In the fourth quarter of 2007. However, Ultrapar, RIPI, DPPI and CBPI cannot assure you when or if all of the steps of the Transaction as described in this prospectus will occur. RIPI, DPPI and CBPI must first

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obtain the required approvals of RIPI, DPPI, CBPI shareholders and CBPI Debenture holders. Ultrapar s shareholders must also approve the Transaction. According to the Investment Agreement, upon the occurrence of certain events which delay completion of certain steps of the Transaction, Ultrapar, Petrobras and Braskem may decide to follow different steps for the completion of the Transaction as described in detail in the Investment Agreement and in The Transaction Transaction Agreements Investment Agreement.

Q: Are shareholder votes required for the Share Exchange?

A: Yes, but only the favorable vote of a majority of the common shareholders of each of RIPI, DPPI and CBPI and of a majority of common shareholders of Ultrapar present at each respective shareholder meeting are required for the Share Exchange to be approved. Ultrapar, RIPI, DPPI and CBPI have called extraordinary shareholder meetings for the purpose of approving the Share Exchange, as described below.

Q: Can I vote on the Share Exchange?

A: No. Only common shareholders of Ultrapar, RIPI, DPPI and CBPI may vote on the Share Exchange. Preferred shareholders of Ultrapar, RIPI, DPPI and CBPI do not have the right to vote on the Share Exchange.

Q: May I attend the Ultrapar, RIPI, DPPI and CBPI extraordinary shareholder meetings regarding the Share Exchange?

A: Yes, you may attend the shareholder meetings of the companies in which you hold shares.

Q: When and where are the Ultrapar, RIPI, DPPI and CBPI extraordinary shareholder meetings regarding the Share Exchange?

A: The RIPI extraordinary shareholder meeting will take place on December 18, 2007 at 9:00 a.m. (São Paulo time) at RIPI s headquarters, located at Rua Engenheiro Heitor Amaro Barcellos, 551, City of Rio Grande, Rio Grande do Sul State, Brazil. The DPPI extraordinary shareholder meeting will take place on December 18, 2007 at 9:00 a.m. (São Paulo time) at DPPI s headquarters, located at Avenida Dolores Alcaraz Caldas, 90, City of Porto Alegre, State of Rio Grande do Sul, Brazil. The CBPI extraordinary shareholder meeting will take place on December 18, 2007 at 5:00 p.m. (São Paulo time) at CBPI s headquarters, located at Rua Francisco Eugênio, 329, City of Rio de Janeiro, State of Rio de Janeiro, Brazil. Ultrapar s extraordinary shareholder meeting will take place on December 18, 2007 at 7:00 p.m. São Paulo time, at Ultrapar s headquarters, located at Av. Brigadeiro Luiz Antonio, 1343 9th Floor, City of São Paulo, State of São Paulo, Brazil.

On November 21, 2007, certain minority preferred shareholders of the Target Companies filed a request with the Sao Paulo district court that it enjoin the holding of the Ultrapar and Target Company shareholder meetings scheduled to occur on December 18, 2007, based on the Brazilian law claim that a public offering, rather than the Share Exchange, is the appropriate legal mechanism for completing the current stage of the Transaction. On November 28, 2007, the district court issued an injunction suspending the holding of the shareholder meetings until a final decision is issued by the district court. We appealed this decision on November 29, 2007. While this type of shareholder action is not uncommon in Brazil and we believe that we will be successful in having the district court s injunction lifted prior to December 18, 2007, we can provide no assurances that additional injunctions will not be filed with other courts or by different parties or that the Sao Paulo district court will rule in our favor and allow the shareholder meetings to proceed as scheduled.

Q: How will my rights as an RIPI, DPPI or CBPI preferred shareholder change after the Share Exchange?

A: Because your RIPI, DPPI or CBPI preferred shares will be exchanged for Ultrapar preferred shares, you will become an Ultrapar shareholder and therefore will have the rights conferred by Ultrapar preferred shares.

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See Comparison of Your Rights as a Holder of RIPI, DPPI or CBPI Preferred Shares and Your Rights as a Potential Holder of Ultrapar Preferred Shares.

Q: What other approvals from your shareholders, any governmental authorities, RIPI, DPPI, CBPI or any third parties are required in order to complete the Transaction?

A: In addition to the shareholder approvals required for the Share Exchange, completion of the Transaction is subject to:

Approval of the Share Exchange in respect of CBPI s shares by the holders of debentures issued by CBPI, the meeting for which will be held immediately after the approval of the Share Exchange by CBPI s shareholders;

Approval of the split-up of the Northern Distribution Business by CBPI s shareholders, the meeting for which will be held immediately after the Share Exchange in respect of CBPI s shares;

Approval of the split-up of the Petrochemical Business by CBPI and RIPI s shareholders, the meetings for which will be held immediately after the Share Exchange in respect of CBPI s and RIPI s shares;

Approval of the split-up of the Northern Distribution Business and the Petrochemical Business by the holders of debentures of CBPI; the meeting for which will be held immediately after the approval of such split-ups by CBPI s shareholders; and

Ratification of the Transaction by Ultrapar s shareholders, pursuant to article 256 of Brazilian Corporate Law, which must occur prior to April 18, 2008.

Completion of the Transaction does not depend on obtaining the approval of any regulatory body. The Brazilian antitrust authority, the *Conselho Administrativo de Defesa Econômica CADE*, is reviewing the Transaction and has the authority, following completion of the Transaction, to require one or more of the Acquiring Companies to dispose of assets acquired in the Transaction. In light of the fact that the assets we are acquiring in the Transaction relate to industries in which we have not historically operated, we do not believe that we will be required to divest any of such assets as a result of the review of the transaction by the Brazilian antitrust regulator. See The Transaction Regulatory Approvals Required for the Transaction .

Q: Do I have withdrawal, appraisal or dissenter s rights with respect to the Share Exchange?

A: Holders of RIPI and DPPI preferred shares are entitled to appraisal rights. Holders of CBPI preferred shares are not entitled to appraisal rights because of CBPI preferred shares high level of liquidity and the dispersion of CBPI s shareholder base. CBPI s preferred shares are included in the IBOVESPA stock index, which is the most actively traded in Brazil. Under Brazilian law, when such conditions are met, as in the case of CBPI s preferred shares, shareholders do not have appraisal rights. RIPI and DPPI shareholders appraisal rights may be exercised only by owners of record of RIPI and DPPI shares as of the last trading date prior to the first public announcement relating to the Share Exchange, which was March 19, 2007. Holders of DPPI preferred shares who exercise their appraisal rights may choose to receive an amount per share based on book value or liquidation value because the exchange ratio calculated with reference to liquidation value is more favorable to DPPI shareholders than the exchange ratio offered by Ultrapar (which was calculated based on economic value). RIPI shareholders may exercise their appraisal rights based on book value only. Book values to be paid to RIPI and DPPI shareholders will be R$19.50 per RIPI share and R$25.13 per DPPI share and are based on RIPI s balance sheet as of December 31, 2006 and DPPI s balance sheet as of December 31, 2006 , respectively. Liquidation value is R$33.55 per DPPI share, based on the valuation report prepared by Apsis Consultoria Empresarial S/C Ltda, or Apsis.

Preferred shareholders of RIPI and DPPI are entitled under Brazilian Corporate Law to request that they be provided with book value information for their respective preferred shares updated to a date that is within 60 days of the date of the relevant shareholder meeting. Ultrapar has engaged KPMG to issue a report confirming the book value applicable to RIPI and DPPI preferred shares as of September 30, 2007, which is based on these companies interim financial information included in this prospectus. A copy of this report is attached as an exhibit to the registration statement of which this prospectus forms a part.

Q: Are there risks associated with the Share Exchange or the Transaction that I should consider in deciding whether to exercise my appraisal rights?

A: Yes. There are a number of risks related to the Transaction that are discussed in this document. ***Please read in particular the detailed description of the risks associated with the Transaction on pages 57 through 59 and in the 2006 Form 20-F included as Annex A hereto.***

Q: When must I exercise my appraisal rights if I decide to do so?

A: Your appraisal rights can only be exercised during the 30 day period following publication of the approval of the Share Exchange by the common shareholders of each of RIPI and DPPI. However, payment will not be due if the Share Exchange is rejected by the shareholders of either Ultrapar or RIPI, in the case of the RIPI Share Exchange, or the shareholders of either Ultrapar or DPPI, in the case of the DPPI Share Exchange, at the applicable shareholders meeting. Once the 30-day period for the exercise of your appraisal rights has expired, you will no longer have any right to compel RIPI or DPPI to purchase your preferred shares. The minutes of the shareholders meetings that approve the Share Exchange, as well as press releases related to the Share Exchange, will be published in the newspapers in which Ultrapar, RIPI and DPPI customarily publish their notices on the business day following the relevant shareholder meeting. Such publications shall constitute your sole notification regarding the commencement of the period to exercise your appraisal rights.

Q: What if I want to cancel the exercise of my appraisal right after I have requested it?

A: Exercise of your appraisal right is irrevocable.

Q: When will I know the outcome of the Share Exchange?

A: You will know if the Share Exchange was approved by the common shareholders of Ultrapar, RIPI, DPPI and CBPI immediately after the applicable extraordinary shareholder meetings. Under Brazilian Corporate Law, Ultrapar, RIPI, DPPI and CBPI must each publish a press release reporting the outcome of these meetings on the day following such shareholder meetings. Following the 30-day period within which you may exercise your appraisal rights, each of Ultrapar and RIPI, DPPI and CBPI will publish an additional press release describing the overall outcome of the Share Exchange**.**

Q: When will I receive my new Ultrapar preferred shares?

A: If you do not dispose of your RIPI, DPPI or CBPI preferred shares or exercise your appraisal rights, your RIPI, DPPI or CBPI preferred shares will be automatically exchanged for the appropriate number of Ultrapar preferred shares a few days later after the 30^{th} day following publication of the approval of the Share Exchange by the common shareholders of each of RIPI, DPPI and CBPI. If management of any of RIPI, DPPI, CBPI or Ultrapar concludes, within 10 days after the end of the appraisal rights period, that the total value of the appraisal rights exercised by its shareholders could jeopardize the financial stability of their respective companies, such management could call a shareholder meeting to reconsider the approval of the applicable Share Exchange.

Q: What will be the accounting treatment of the Share Exchange?

A: In connection with the Share Exchange, we will execute a capital increase, corresponding to the number of new Ultrapar preferred shares that will be required to be issued in order to exchange all of the Target Companies outstanding common and preferred shares for our preferred shares. Under Brazilian GAAP, we intend to register this capital increase in an amount established in the Transaction Agreements. For U.S. GAAP, we intend to value the new Ultrapar preferred shares based on the market price of the securities over a reasonable period of time before and after the terms of the acquisition were agreed to and announced, in accordance with paragraph 22 of SFAS 141 Business Combination . The capital increase will correspond to an increase in the investment by Ultrapar in the Target Companies. The portion of the investment that corresponds to the net assets to be transferred to Braskem and Petrobras will be added to the previous steps amounts that pertain to the two companies. For the portion of the investment that corresponds to the net assets that will remain with Ultrapar, the difference between the value of this investment and its Brazilian GAAP book value will be recorded as goodwill and be amortized over 10 years. Under U.S. GAAP, we will adopt the purchase method of accounting for a step acquisition under SFAS 141 Business Combination . Goodwill will be recognized based on the excess of Ultrapar s acquisition cost over the net amounts assigned to the fair value of assets acquired and liabilities assumed. Goodwill is subject to annual impairment tests.

Q: What will my tax consequences be after the Share Exchange?

A: The exchange of preferred shares of RIPI, DPPI or CBPI for our preferred shares pursuant to the Share Exchange will be a taxable transaction for U.S. federal income tax purposes. Accordingly, U.S. Holders who participate in the Share Exchange generally will recognize gain or loss. For a discussion of certain other U.S. tax matters that may be relevant to U.S. Holders, see Material U.S. Federal Income Tax Consequences. You are urged to consult your own tax advisor with respect to your personal tax consequences of the Share Exchange, which may vary for investors in different tax situations.

Based on the opinion of its external tax advisors, Ultrapar believes that there are good legal grounds to support the position that the receipt of Ultrapar s preferred shares in exchange for RIPI, DPPI or CBPI preferred shares, pursuant to the Shares Exchange, will not be a taxable transaction in Brazil. Gains, if any, resulting from the exercise of appraisal rights, however, will be taxable. You should consult your own tax advisor for a full understanding of the tax consequences of the Share Exchange to you. For a discussion of certain other Brazilian tax consequences, see Brazilian Tax Consequences.

Q: What do I do now?

A: The only thing you need to do now is to carefully read and consider the information contained in, and included as annexes to, this document. You do not need to reply to this document and you are not entitled to vote on the Share Exchange. Following the applicable meeting of the common shareholders of RIPI and DPPI, if you hold RIPI and/or DPPI preferred shares you should consider whether to exercise your appraisal rights.

Q: Whom can I call with questions about the shareholder meetings or the Share Exchange?

A: If you have questions about the Share Exchange or the extraordinary shareholder meetings or you need additional copies of this document, you should contact Ultrapar, RIPI, DPPI or CBPI at the addresses and telephone numbers listed on page i.

Q: Where can I find more information about Ultrapar, RIPI, DPPI, CBPI and the Transaction?

A: You can find more information about Ultrapar, RIPI, DPPI, CBPI and the Transaction from the various sources described under Where You Can Find More Information beginning on page 208.

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SUMMARY

The following summary highlights material information from this document. It does not contain all of the information that may be important to you. You are urged to read carefully this entire document and other documents which are included as annexes to this document in order to fully understand the Share Exchange and the Transaction. See Where You Can Find More Information on page 208. Most items in this summary include a page reference directing you to a more complete description of those items.

Ultrapar, RIPI, DPPI, CBPI and the Ipiranga Group (see page 100)

Overview of Ultrapar

Ultrapar is one of Brazil s largest corporate groups and is the second largest fuel distributor, a leading chemicals manufacturer and integrated logistics services provider. Our wholly owned subsidiary, Ultragaz, is the largest LPG distributor in Brazil, with a market share of approximately 24%. In the chemicals business, our wholly owned subsidiary, Oxiteno, is the largest producer of ethylene oxide and its principal derivatives in South America and a major producer of specialty chemicals. Through our wholly owned subsidiary, Ultracargo, we believe we are a leading provider of integrated road transport, storage, handling and logistics planning services for special bulk cargo. Following the closing of the SPA and Ultrapar s acquisition of a portion of the Ipiranga Group s fuel distribution business, Ultrapar became the second largest Brazilian fuel distributor, with approximately 15% market share.

Overview of the Ipiranga Group

Prior to the Transaction, RIPI, DPPI and CBPI were part of the Ipiranga Group, which, in addition to being Brazil s second largest fuel distributor through DPPI and CBPI as discussed below, had a significant presence in the petrochemical market, with the production of 650 thousand tons of petrochemical resins a year. The Ipiranga Group conducted its petrochemical business through IQ and IPQ and a 29.5% interest in Copesul (with Braskem owning another 29.5%), a petrochemical company that produces basic petrochemicals, such as ethylene, from naphtha, located in the southern petrochemical complex, which is Brazil s second-largest producer of petrochemicals.

Overview of RIPI

RIPI primarily operates an oil refinery in the state of Rio Grande do Sul, in the Southern region of Brazil, and also has interests in other companies in the Ipiranga Group. As of December 31, 2006, RIPI s nominal capacity was 17,000 barrels per day, and its principal products include gasoline, diesel, naphtha, fuel oil, LPG and kerosene. During 2006, RIPI faced difficulties in keeping its operations at full capacity due to an increase in international oil prices, to which its costs are linked, without a corresponding increase in oil derivatives prices in Brazil. This led RIPI to suspend its operations for five months during the year. In 2006, the average production of the refinery was 7,158 barrels per day, which represented 42% of the refinery s nominal capacity, and RIPI s market share reached 0.4% of the Brazilian market.

Overview of DPPI

DPPI is engaged in the distribution and marketing of petroleum products, fuel alcohol and vehicular natural gas in the State of Rio Grande do Sul and the Western portion of the State of Santa Catarina in Brazil. DPPI is also the controlling shareholder of CBPI, the company responsible for the fuel distribution business of the Ipiranga Group throughout the remainder of Brazil. DPPI s share of the Brazilian fuels market was approximately 2.6% as of December 31, 2006. A substantial portion of DPPI s net sales is derived from the sale of diesel and gasoline.

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Overview of CBPI

CBPI is engaged in the distribution and marketing of petroleum products, fuel alcohol and vehicular natural gas in Brazil, with the exception of those regions in which DPPI operates and the States of Roraima and Amapá. CBPI is controlled by DPPI. CBPI s share of the Brazilian fuels market was 16.9% as of December 31, 2006. In addition to selling gasoline and fuel alcohol, CBPI also sells diesel, vehicular natural gas, fuel oil, kerosene and lubricants. Together with DPPI, CBPI forms Brazil s second-largest fuel distributor, with a network of approximately 4,200 service stations and a 19% market share as of December 31, 2006.

The Transaction (see page 61)

On March 19, 2007, Ultrapar, Petrobras and Braskem announced their intention to acquire the Ipiranga Group and that on March 18, 2007, Ultrapar had entered into, and Petrobras and Braskem had acknowledged, a Share Purchase Agreement, or the SPA, with the Key Shareholders of the principal companies comprising the Ipiranga Group: RIPI, DPPI and CBPI. The SPA closed on April 18, 2007, upon payment of total consideration in the amount of R$2.1 billion, of which R$0.7 billion was paid by Ultrapar. As discussed below, in connection with the Transaction, Ultrapar is acting on its own behalf and on behalf of Petrobras and Braskem as commission agent.

After the completion of the Transaction, the businesses of the Ipiranga Group will be divided among Petrobras, Ultrapar and Braskem. Ultrapar will retain the fuel and lubricant distribution businesses located in the South and Southeast regions of Brazil, as well as the logistics and chemical businesses of the Ipiranga Group. Petrobras will receive the fuel and lubricant distribution businesses located in the North, Northeast and Central West regions of Brazil; and Petrobras and Braskem will receive the petrochemical business, in the proportion of 60% for Braskem and 40% for Petrobras. RIPI s oil refining business will be shared equally among Petrobras, Ultrapar and Braskem.

The Transaction is divided into five phases: (1) acquisition of the shares held by the Key Shareholders by Ultrapar (which closed on April 18, 2007); (2) mandatory cash tender offers (pursuant to tag along rights held by common minority shareholders under Brazilian Corporate Law and CVM rules) for the acquisition of the remaining common shares of RIPI, DPPI, CBPI and IPQ; (3) tender offer by Braskem for the delisting of Copesul s common shares from the BOVESPA; (4) exchange of any remaining common and all preferred shares of RIPI, DPPI and CBPI for preferred shares of Ultrapar; and (5) separation of the Target Companies assets. See The Transaction Description of the Transaction Phases of the Transaction.

In order to effect the Transaction, Ultrapar entered into certain agreements with Petrobras, Braskem and the Ipiranga Group, which we refer to as the Transaction Agreements, including:

Investment Agreement. The Investment Agreement was executed by Ultrapar, Petrobras and Braskem on March 18, 2007 and amended on April 18, 2007, regulates the relationship among the Acquiring Companies and is the principal agreement governing the Transaction.

Share Purchase Agreement. Entered into on March 18, 2007 among Ultrapar, with the consent of Petrobras and Braskem, and the Key Shareholders, the Share Purchase Agreement, or SPA, sets forth the conditions governing the Acquiring Companies acquisition of a controlling stake in the Ipiranga Group, which occurred on April 18, 2007.

Target Companies Shareholders Agreement. Ultrapar, Petrobras and Braskem entered into the Target Companies Shareholders Agreement on April 18, 2007 principally to govern the relationships among Ultrapar, Petrobras and Braskem with respect to the management of the Target Company s, IQ s and IPQ s businesses prior to the completion of the Transaction.

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RIPI Shareholders Agreement. The RIPI Shareholders Agreement, entered into among Ultrapar, Braskem and Petrobras on April 18, 2007, governs the relationship among Ultrapar, Petrobras and Braskem regarding how RIPI s operations will be managed prior to completion of the Transaction.

Braskem/Petrobras Asset Security Agreement. Ultrapar, Braskem and Petrobras entered into the Braskem/Petrobras Asset Security Agreement on April 18, 2007 pursuant to which Ultrapar is required to pledge to Braskem and Petrobras, in the proportions of 60% and 40%, respectively, all of the RIPI common shares and 50% of the RIPI preferred shares that it acquired from the Key Shareholders. Under this agreement, the RIPI shares acquired in the Mandatory Tender Offers were required to be pledged in favor of Braskem and Petrobras, in the same proportions.

Petrobras Asset Security Agreement. Under the Petrobras Asset Security Agreement, entered into on April 18, 2007 among Ultrapar and Petrobras, Ultrapar was required to pledge in favor of Petrobras 31% of the common shares and 100% of the preferred shares of DPPI that it acquired from the Key Shareholders, as well as 100% of the common shares of CBPI that it acquired from the Key Shareholders. Following completion of the Mandatory Tender Offers, Ultrapar was required to pledge, in substitution for 1,482,751 common shares issued by DPPI, 3,013,903 common shares issued by CBPI acquired in the Mandatory Tender Offers.

Protocol and Justifications. On November 9, 2007, Ultrapar and each of RIPI, DPPI and CBPI entered into the Protocol and Justifications, which include a description of the Share Exchange and the reasons the management of each company recommends approval of the Share Exchange by such company s board of directors. On November 12, 2007, the boards of directors of Ultrapar, RIPI, DPPI and CBPI approved their respective Protocol and Justification. The Protocol and Justifications will be required to be approved by the common shareholders of each company at the meetings called to approve the Share Exchange.

For more information on the Transaction Agreements, see The Transaction Transaction Agreements.

To finance part of the Transaction, on April 11, 2007, we completed an offering of unsecured debentures in the aggregate principal amount of R$889 million, in two series. The first series, in the aggregate amount of R$675 million, was issued on April 11, 2007. The second series, in the aggregate amount of R$214 million was issued on October 22, 2007. The debentures have a term of one year, and a coupon rate of 102.5% of CDI. For more information see our 2006 Form 20-F.

The Share Exchange

You Will Receive Ultrapar Preferred Shares in the Share Exchange (see page 66)

In the Share Exchange, Ultrapar will effect an *incorporação de ações* under Brazilian Corporate Law, where each remaining common and all preferred shares of each of RIPI, DPPI and CBPI that are not already owned by Ultrapar will be exchanged for 0.79850, 0.64048 and 0.41846 Ultrapar preferred shares, respectively. As a result, RIPI, DPPI and CBPI will become wholly owned subsidiaries of Ultrapar.

Based on the closing price of Ultrapar preferred shares on the BOVESPA:

on March 16, 2007, the last full trading day in São Paulo prior to the announcement of the Transaction, the implied value of the consideration per share of RIPI, DPPI and CBPI preferred stock was R$39.36, R$31.57 and R$20.63, respectively; and

on November 9, 2007, the latest practicable date prior to the date of this document, the implied value of the consideration per share of RIPI, DPPI and CBPI preferred stock was R$53.42, R$42.85 and R$27.99, respectively.

The Ultrapar Preferred Shares to Be Issued in the Share Exchange Will Be Listed and Traded on the BOVESPA Stock Market in Brazil

Ultrapar preferred shares are listed on the BOVESPA stock exchange in Brazil under the symbol UGPA4. Ultrapar s ADSs are listed on the New York Stock Exchange under the symbol UGP, but you will not receive any Ultrapar ADSs in connection with the Share Exchange. In order to convert the Ultrapar preferred shares you receive in the Share Exchange into Ultrapar ADSs, you will need to contact the depositary for Ultrapar s American Depositary Receipts program and pay any applicable fees.

The Rights Associated With Owning Ultrapar Preferred Shares Are Different from Those Associated with Owning RIPI, DPPI or CBPI Preferred Shares (see page 166)

The rights of holders of Ultrapar preferred shares are governed by Brazilian Corporate Law and by Ultrapar s bylaws. The rights of holders of RIPI preferred shares are also governed by Brazilian Corporate Law and by RIPI s bylaws. The rights of holders of DPPI preferred shares are also governed by Brazilian Corporate Law and by DPPI s bylaws. The rights of holders of CBPI preferred shares are also governed by Brazilian Corporate Law and by CBPI s bylaws. Accordingly, upon completion of the Share Exchange, preferred shareholders of each of RIPI, DPPI and CBPI will become holders of Ultrapar preferred shares and their rights as preferred shareholders will be governed by, in addition to Brazilian Corporate Law, Ultrapar s bylaws and not RIPI, DPPI or CBPI s bylaws. For a comparison of the rights of holders of Ultrapar preferred shares with the rights of holders of RIPI, DPPI or CBPI preferred shares, see Comparison of Your Rights as a Holder of RIPI, DPPI or CBPI Preferred Shares and Your Rights as a Potential Holder of Ultrapar Preferred Shares.

Deutsche Bank Securities Inc. Has Provided a Valuation Report (see page 71)

Deutsche Bank has provided a valuation report to Ultrapar, dated as of April 4, 2007, in accordance with Brazilian securities law. The report was prepared in connection with the Share Exchange and contains economic valuations of Ultrapar, RIPI, DPPI and CBPI. The original Deutsche Bank valuation report was filed with the CVM and was the subject of several requests from the CVM for additional explanatory disclosure to be included in the report. These requests did not relate to the quantitative information included in the report. Revised valuation reports were prepared to address these CVM requests. The full text of the final copy of Deutsche Bank s report, which sets forth, among other things, the assumptions made, matters considered and limits on the review undertaken by Deutsche Bank in connection with the report, has been included as an exhibit to the registration statement of which this prospectus forms a part. You are urged to read the report in its entirety. The report and its conclusions are not recommendations by Deutsche Bank as to whether RIPI, DPPI and CBPI preferred shareholders should take any action in connection with the Share Exchange or the Transaction. The report is not a fairness opinion as such is understood under U.S. law or a recommendation to shareholders relating to the exchange ratio to be offered to the RIPI, DPPI and CBPI preferred shareholders. The report was prepared in connection with Brazilian legal requirements relating to third-party independent valuation reports to be used in connection with merger and acquisition transactions. As compensation for its services in connection with the valuation report, Deutsche Bank will receive US$3,000,000 net of taxes upon completion of the Share Exchange. See The Transaction Deutsche Bank Valuation Report for a summary description of Deutsche Bank s valuation report.

Apsis Consultoria Empresarial S/C Ltda. Has Provided a Valuation Report (see page 80)

Apsis Consultoria Empresarial Ltda., or Apsis, has been engaged by Ultrapar and the Target Companies to conduct a valuation analysis for the purpose of appraising the equity of both Ultrapar and the Ipiranga Group. Apsis s valuation analysis will be used to determine the liquidation value of each of Ultrapar and the Target Companies preferred shares. These values will be utilized in connection with the RIPI and DIPI preferred shareholders appraisal rights.

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The full text of the Apsis report is included as an exhibit to the registration statement of which this prospectus forms a part. See The Transaction Apsis Valuation Report for a summary description of the Apsis valuation report.

Credit Suisse Valuation Report

In connection with the Share Exchange, the managements of each of the Target Companies engaged Credit Suisse to provide a valuation report covering the matters addressed by Deutsche Bank in its valuation report. We have included a summary of the Credit Suisse Valuation Report in this prospectus and intend to include a translation of the full text of the Credit Suisse Valuation Report as an exhibit to the registration statement of which this prospectus forms a part.

Appraisal Rights (see page 88)

RIPI and DPPI shareholders will have appraisal rights in connection with the Share Exchange, but CBPI shareholders will not. In the Share Exchange, RIPI preferred shareholders appraisal rights will provide them with the right to sell their preferred shares to RIPI at their book value. In the Share Exchange, DPPI preferred shareholders appraisal rights will provide them the right to sell their preferred shares to DPPI at either book value or the liquidation value, at their sole discretion, because the exchange ratio calculated with reference to the liquidation value is more favorable than the exchange ratio offered by Ultrapar, which was calculated with reference to the economic value of such shares.

Appraisal rights can only be exercised in the 30 day period following publication of the approval of the Share Exchange by RIPI and DPPI s common shareholders, as applicable. Once the 30-day period for the exercise of appraisal rights has expired, RIPI or DPPI preferred shareholders will no longer have any right to compel RIPI or DPPI to purchase their preferred shares.

RIPI and DPPI s preferred shareholders may exercise their appraisal rights by sending a written notice to RIPI or DPPI, as applicable, informing them that they intend to exercise their appraisal rights. Upon receipt of the notice, RIPI and DPPI are bound to buy the preferred shares, and the shareholder is bound to sell them, unless the management of Ultrapar, RIPI or DPPI decides to reconsider the Share Exchange, as explained below. The exercise of appraisal rights is irrevocable.

RIPI Will Hold Its Extraordinary Shareholder Meeting on December 18, 2007 (see page 98)

RIPI s extraordinary shareholder meeting will be held on December 18, 2007 at 9:00 a.m. (São Paulo time) at RIPI s headquarters, located at Rua Engenheiro Heitor Amaro Barcellos, 551, city of Rio Grande, State of Rio Grande do Sul, Brazil.

You may not vote at RIPI s extraordinary shareholder meeting as a holder of RIPI preferred shares, although you may attend.

DPPI Will Hold Its Extraordinary Shareholder Meeting on December 18, 2007 (see page 98)

DPPI s extraordinary shareholder meeting will be held on December 18, 2007 at 9:00 a.m. (São Paulo time) at DPPI s headquarters, located at Avenida Dolores Alcaraz Caldas, 90, city of Porto Alegre, State of Rio Grande do Sul, Brazil.

You may not vote at DPPI s extraordinary shareholder meeting as a holder of DPPI preferred shares, although you may attend.

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CBPI will hold its Extraordinary Shareholder Meeting on December 18, 2007 (see page 98)

CBPI s extraordinary shareholder meeting will be held on December 18, 2007 at 5:00 p.m. (São Paulo time) at CBPI s headquarters located at Rua Francisco Eugênio, no 329, city of Rio de Janeiro, State of Rio de Janeiro, Brazil.

You may not vote at CBPI s extraordinary shareholder meeting as a holder of CBPI preferred shares, although you may attend.

Ultrapar Will Hold Its Extraordinary Shareholder Meeting on December 18, 2007 (see page 99)

The Ultrapar extraordinary shareholder s meeting will be held on December 18, 2007 at 7:00 p.m. (São Paulo time) at Ultrapar s headquarters, located at Av. Brigadeiro Luiz Antonio, 1343, 8th Floor, city of São Paulo, State of São Paulo, Brazil.

Regulatory Approvals Required for the Transaction (see page 88)

The Brazilian antitrust authority, *Conselho Administrativo de Defesa Econômica CADE*, is currently reviewing the Transaction and its potential consequences on competition in the relevant Brazilian industries. Approval of the Transaction by CADE, however, is not required prior to the completion of the Transaction. If, following the completion of the Transaction, CADE determines that the Transaction or part of the Transaction has a material adverse effect on competition in Brazil, it may require that Ultrapar, Braskem or Petrobras divest all or part of the assets acquired in the Transaction. In light of the fact that the assets we are acquiring in the Transaction relate to industries in which we have not historically operated, we do not believe that we will be required to divest any of such assets as a result of the review of the Transaction by the Brazilian antitrust regulator. See The Transaction Regulatory Approvals Required for the Transaction .

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SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF ULTRAPAR

The following is selected consolidated financial data from Ultrapar s consolidated financial statements, for the periods indicated. You should read this selected consolidated financial data in conjunction with Ultrapar s consolidated financial statements and related notes included in Annex A to this prospectus or contained elsewhere in this prospectus. See Where You Can Find More Information on page 208.

Ultrapar s consolidated financial statements are prepared in Brazilian *reais* in accordance with accounting practices adopted in Brazil, or Brazilian GAAP, which differ in certain material respects from accounting principles generally accepted in the United States of America, or U.S. GAAP. For a summary of the differences between the accounting practices adopted in Brazil and U.S. GAAP, see Note 24 to Ultrapar s consolidated financial statements appearing in its 2006 Form 20-F. For further information concerning the preparation and presentation of the financial information contained in Ultrapar s 2006 Form 20-F, see Presentation of Financial Information in its 2006 Form 20-F.

The following table presents Ultrapar s selected consolidated financial data at the dates and for each of the periods indicated in Brazilian GAAP, and U.S. GAAP where indicated. The consolidated balance sheet information as of December 31, 2006 and 2005 and the consolidated statements of income for the years ended December 31, 2006, 2005 and 2004 are derived from Ultrapar s audited consolidated financial statements included in this prospectus. The consolidated balance sheet information as of December 31, 2004, 2003 and 2002 and the related consolidated statements of income for the years ended December 31, 2003 and 2002 are derived from Ultrapar s audited consolidated financial statements that are not included in this prospectus.

The consolidated balance sheet data as of September 30, 2007 and as of June 30, 2007 and the consolidated statements of income for the nine-month periods ended September 30, 2007 and 2006 and the six-month periods ended June 30, 2007 and 2006 are derived from Ultrapar s unaudited consolidated financial statements included in this prospectus.

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Consolidated Income Statement Data:	Nine-Month Period Ended September 30, 2007(1) US$	2007 R$	2006 R$	Six-Month Period Ended June 30, 2007 R$	2006 R$	Year Ended December 31, 2006(1) US$	2006 R$	2005 R$	2004 R$	2003 R$	2002 R$
	(in millions, except per share data)										
Gross sales and services	7,689.1	14,139.5	3,914.7	7,726.0	2,499.7	2,844.0	5,229.9	5,158.0	5,250.6	4,603.8	3,795.3
Taxes on sales and services, rebates, discounts and returns	(338.0)	(621.5)	(324.4)	(370.8)	(204.6)	(237.0)	(435.8)	(464.2)	(466.4)	(603.5)	(800.8)
Net Sales and Services	7,351.1	13,518.0	3,590.3	7,355.2	2,295.1	2,607.0	4,794.1	4,693.8	4,784.2	4,000.3	2,994.5
Cost of sales and services	(6,710.2)	(12,339.3)	(2,889.3)	(6,655.1)	(1,859.4)	(2,099.0)	(3,859.9)	(3,783.4)	(3,669.9)	(3,196.4)	(2,247.1)
Gross profit	640.9	1,178.7	701.0	700.1	435.7	508.0	934.2	910.4	1,114.3	803.9	747.4
Operating (expenses) income											
Selling, general and administrative expenses	(453.9)	(834.6)	(441.9)	(492.1)	(287.6)	(329.1)	(605.1)	(551.7)	(555.9)	(458.9)	(382.3)
Other operating income, net	2.7	4.9	1.8	4.1	1.0	0.7	1.3	(0.4)	5.5	6.6	0.4
Total operating expenses	(451.2)	(829.7)	(440.1)	(488.0)	(286.6)	(328.3)	(603.8)	(552.1)	(550.4)	(452.3)	(381.9)
Operating income before financial items	189.7	349.0	260.9	212.1	149.1	179.7	330.4	358.3	563.9	351.6	365.5
Financial (expenses) income, net	(35.5)	(65.2)	32.0	(35.1)	34.9	16.6	30.6	(27.3)	(45.0)	(57.2)	28.5
Nonoperating (expenses) income, net	(1.6)	(2.9)	(20.9)	(2.0)	(13.2)	(10.1)	(18.5)	(1.8)	(16.0)	1.0	(44.1)
Income before income and social contribution taxes, equity in earnings (losses) of affiliated companies, employees statutory interests and minority interest	152.6	280.9	272.0	175.0	170.8	186.3	342.5	329.2	502.9	295.4	349.9
Income and social contribution taxes	(42.0)	(77.2)	(35.4)	(49.3)	(24.2)	(30.5)	(56.1)	(28.8)	(83.0)	(44.9)	(71.4)
Income before equity in earnings (losses) of affiliated companies and minority interest	110.6	203.7	236.6	125.7	146.6	155.7	286.4	300.4	419.9	250.5	278.5
Equity in earnings (losses) of affiliated companies	(0.1)	(0.2)	0.7	(0.1)	0.6	0.5	1.0	1.6		(0.5)	(1.7)
Minority interest	(54.3)	(99.8)	(3.6)	(48.2)	(2.3)	(2.9)	(5.3)	(2.8)	(5.4)	(3.6)	(54.5)
Employees statutory interest	(2.4)	(4.5)		(2.8)							
Net income	53.8	99.2	233.7	74.6	144.9	153.4	282.1	299.2	414.5	246.4	222.3
Earnings per share(2)	0.67	1.23	2.88	0.92	1.79	1.93	3.55	3.73	5.95	3.54	3.62
Dividends per common share(3)			0.89			0.97	1.78	1.93	2.36	1.01	1.00
Dividends per preferred share(3)			0.89			0.97	1.78	1.93	2.36	1.11	1.09
U.S. GAAP:											
Net income(4)				78.3	143.7	152.5	280.5	288.9	413.3	292.0	141.5
Basic and diluted earnings per common share(4)(5)				0.97	1.77	1.88	3.46	3.57	5.17	3.52	1.94
Basic and diluted earnings per preferred share(4)(5)				0.97	1.77	1.88	3.46	3.57	5.17	3.87	2.13
Depreciation and amortization				131.2	93.5	78.3	143.9	137.4	126.6	98.5	85.4

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(1) The *real* amounts for the nine-month period ended September 30, 2007 and for the year ended December 31, 2006, have been converted into dollars using the exchange rate of US$1.00 = R$1.839, which was the commercial rate reported by the Central Bank on September 30, 2007. This information is presented solely for the convenience of the reader. You should not interpret the currency conversions in this prospectus as a statement that the amounts in *reais* currently represent such values in U.S. dollars. Additionally, you should not interpret such conversions as statements that the amounts in *reais* have been, could have been or could be converted into U.S. dollars at this or any other foreign exchange rates. See Exchange Rates.

(2) Earnings per share are calculated based on the shares outstanding at period end. Under Brazilian GAAP, net earnings per share are not retroactively adjusted for the stock dividend but are retroactively adjusted for the reverse stock split described in our 2006 Form 20-F under Item 4.B. Information on the Company Business Overview.

(3) See Item 8.A. Consolidated Statements and Other Financial Information Dividend and Distribution Policy in our 2006 Form 20-F for information regarding declaration and payment of dividends. Dividends per share do not reflect any adjustments related to the stock dividend described under Item 4.B. Information on the Company Business Overview in our 2006 Form 20-F.

(4) The calculation of net income and earnings per share as of December 31, 2005, 2004, 2003 and 2002 was retroactively adjusted for the effect of a change in an accounting policy beginning in January 2006. See Item 5.A. Operating and Financial Review and Prospects Operating Results U.S. GAAP Reconciliation in our 2006 Form 20-F and Note 24(I)(q) to our consolidated financial statements for more information.

(5) The calculation of earnings per share as of December 31, 2005, 2004, 2003 and 2002 was retroactively adjusted for stock dividend and reverse stock split beginning in January 2006.

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	As of September 30, 2007(1) US$	As of September 30, 2007 R$	As of June 30, 2007 R$	As of December 31, 2006(1) US$	2006 R$	2005 R$	2004 R$	2003 R$	2002 R$
	(in millions of U.S. dollars or *reais*, where indicated)								
Consolidated Balance Sheet Data:									
Current assets									
Cash and cash equivalents	44.6	82.0	785.0	209.4	385.1	1,114.2	624.5	568.8	637.9
Short term investment	786.3	1,446.0	804.3	400.9	737.3	184.8	22.4	41.0	
Trade accounts receivable, net	703.8	1,294.3	1,260.9	195.8	360.0	343.3	369.3	322.3	278.0
Inventories	308.0	566.4	540.4	118.1	217.2	191.7	210.3	137.7	106.3
Recoverable Taxes	116.9	215.0	193.6	64.1	117.8	62.9	73.0	115.5	115.1
Other	66.2	121.7	126.3	22.8	42.0	39.4	45.4	33.4	49.6
Total current assets	**2,025.8**	**3,725.4**	**3,710.5**	**1,011.1**	**1,859.4**	**1,936.3**	**1,344.9**	**1,218.7**	**1,186.9**
Long-term assets									
Trade accounts receivable, net	90.2	165.8	157.6						
Long term investments	65.0	119.5	118.9	298.0	548.0	372.7	38.8		
Related companies	23.4	43.1	42.1	4.0	7.4	3.7	3.1	2.8	2.6
Deferred income and social contribution taxes	70.1	128.9	109.7	31.6	58.2	61.0	36.3	61.4	33.3
Recoverable Taxes	41.0	75.4	72.4	35.5	65.3	46.8	36.6		
Other	35.9	66.0	62.4	26.0	47.9	49.3	28.5	20.7	11.5
Total long-term assets	**325.6**	**598.7**	**563.1**	**395.2**	**726.8**	**533.5**	**143.3**	**84.9**	**47.4**
Permanent assets									
Investments	25.1	46.2	38.9	16.7	30.8	32.3	31.8	33.1	33.0
Property, plant, equipment and intangible assets, net	1,185.5	2,180.0	2,066.4	637.8	1,172.8	1,072.7	1,047.4	968.6	779.5
Deferred charges, net	292.9	538.6	543.8	61.1	112.3	98.3	99.8	102.7	81.1
Total permanent assets	**1,503.5**	**2,764.8**	**2,649.1**	**715.6**	**1,315.9**	**1,203.3**	**1,179.0**	**1,104.4**	**893.6**
TOTAL ASSETS	**3,854.9**	**7,088.9**	**6,922.7**	**2,122.0**	**3,902.1**	**3,673.1**	**2,667.2**	**2,408.0**	**2,127.9**
Current liabilities									
Loans, financing and debentures	860.4	1,582.1	1,385.4	91.3	167.9	201.9	381.6	381.6	219.8
Suppliers	246.7	453.7	450.7	61.2	112.5	90.9	102.0	90.3	104.4
Payroll and related charges	65.7	120.8	105.3	44.2	81.2	66.1	94.1	74.7	64.4
Post-retirement benefits	3.7	6.8	7.2						
Taxes payable	24.6	45.3	51.6						
Dividends payable	22.0	40.5	39.6	55.1	101.4	103.9	74.7	41.7	49.0
Provision for contingencies	5.3	9.7	11.8						
Other	58.4	107.4	66.6	11.3	20.8	25.5	33.0	44.5	30.6
Total current liabilities	**1,286.8**	**2,366.3**	**2,118.2**	**263.1**	**483.8**	**488.3**	**685.4**	**632.8**	**468.2**
Long-term liabilities									
Loans, financing and debentures	730.6	1,343.5	1,499.1	751.4	1,381.8	1,278.6	258.1	306.3	363.6
Related companies	2.6	4.7	4.7	2.6	4.7	5.0	8.8	9.0	10.2
Other taxes and contributions contingent liabilities	48.8	89.7	88.0	19.8	36.5	54.7	52.1	40.9	28.5
Post-retirement benefits	36.9	67.8	71.7						
Other	22.3	41.2	37.9	15.6	28.7	26.8	34.1	30.1	35.3
Total long-term liabilities	**841.2**	**1,546.9**	**1,701.4**	**789.4**	**1,451.7**	**1,365.1**	**353.1**	**386.3**	**437.6**
TOTAL LIABILITIES	**2,128.0**	**3,913.2**	**3,819.6**	**1,052.5**	**1,935.5**	**1,853.4**	**1,038.5**	**1,019.1**	**905.8**
Minority Interest	634.8	1,167.3	1.115.7	18.0	33.1	29.6	28.2	32.2	31.0
Shareholders equity									
Capital	514.4	946.0	946.0	514.4	946.0	946.0	664.0	664.0	664.0
Capital reserve	0.4	0.8	0.7	0.3	0.6	0.3	0.1		
Revaluation reserve	6.5	12.0	12.3	7.1	13.0	15.0	16.4	17.8	26.0
Reserves and retained earnings	570.8	1,049.6	1,028.4	529.6	973.9	828.8	920.0	674.9	501.1

TOTAL SHAREHOLDERS EQUITY	**1,092.1**	**2,008.4**	**1,987.4**	**1,051.4**	**1,933.5**	**1,790.1**	**1,600.5**	**1,356.7**	**1,191.1**
TOTAL LIABILITIES SHAREHOLDERS EQUITY	**3,854.9**	**7,088.9**	**6,922.7**	**2,122.0**	**3,902.1**	**3,673.1**	**2,667.2**	**2,408.0**	**2,127.9**
U.S. GAAP									
Total assets			6,924.2	2,090.1	3,843.5	3,610.0	2,595.9	2,343.6	2,004.2
Total shareholders equity[2]			1,935.9	1,018.5	1,872.9	1,730.2	1,555.3	1,305.3	1,083.4

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(1) The *real* amounts as of the nine-month period ended September 30, 2007 and as of the year ended December 31, 2006, have been converted into dollars using the exchange rate of US$1.00 = R$1.839, which was the commercial rate reported by the Central Bank on September 30, 2007. This information is presented solely for the convenience of the reader. You should not interpret the currency conversions in this prospectus as a statement that the amounts in *reais* currently represent such values in U.S. dollars. Additionally, you should not interpret such conversions as statements that the amounts in *reais* have been, could have been or could be converted into U.S. dollars at this or any other foreign exchange rates. See Exchange Rates.

(2) Shareholders equity as of December 31, 2005, 2004, 2003 and 2002 was retroactively adjusted to reflect changes in accounting policies beginning in January 2006. See Item 5A. Operating and Financial Review and Prospects Operating Results U.S. GAAP Reconciliation and Note 24 I(q) to our consolidated financial statements included in our 2006 Form 20-F for a better understanding of these changes.

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SELECTED HISTORICAL FINANCIAL DATA OF RIPI

The following is selected financial data from RIPI s audited consolidated annual financial statements and unaudited consolidated interim financial information for the periods indicated. You should read this selected financial data in conjunction with RIPI s financial statements and related notes included in this prospectus.

Following closing of the SPA on April 18, 2007, Braskem assumed control of the Petrochemical Business. Accordingly, after such date RIPI no longer included the results of the Petrochemical Business in its consolidated financial statements. See Transaction Description of the Transaction .

RIPI s financial statements are prepared in Brazilian *reais* in accordance with Brazilian GAAP, which differs in certain material respects from U.S. GAAP. For a summary of the differences between the accounting practices adopted in Brazil and U.S. GAAP, see Note 25 to RIPI s consolidated financial statements and Note 23 to RIPI s interim consolidated financial information included in this prospectus. For further information concerning the preparation and presentation of the financial information contained in RIPI s financial statements, see Note 2 to RIPI s financial statements included in this prospectus.

The following table presents RIPI s selected financial data at the dates and for each of the periods indicated in Brazilian GAAP, and U.S. GAAP where indicated. The consolidated balance sheet information as of December 31, 2006 and 2005 and the consolidated statements of income for the years ended December 31, 2006, 2005 and 2004 are derived from RIPI s audited consolidated financial statements included in this prospectus. The balance sheet information as of September 30, 2007 and as of June 30, 2007 and the statements of income for the nine-month periods ended September 30, 2007 and 2006 and the six-month periods ended June 30, 2007 and 2006 are derived from RIPI s unaudited interim financial consolidated information included in this prospectus.

Income Statement	**Nine-month Period Ended September 30,**			**Six-month Period Ended June 30,**		**Year Ended December 31,**			
	2007(1) US$	**2007 R$**	**2006 R$**	**2007 R$**	**2006 R$**	**2006(1) US$**	**2006 R$**	**2005 R$**	**2004 R$**
				(in millions, except per share data)					
Gross sales and services	488.7	898.6	537.1	1,892.3	2,805.3	3,056.1	5,619.9	4,998.1	5,176.9
Taxes on sales and services, rebates, discounts and returns	(156.1)	(287.1)	(223.6)	(488.4)	(765.5)	(776.8)	(1,428.5)	(1,385.4)	(1,429.9)
Net sales and services	**332.6**	**611.5**	**313.5**	**1,403.9**	**2,039.7**	**2,279.3**	**4,191.4**	**3,612.7**	**3,747.0**
Cost of sales and services	(312.1)	(573.9)	(292.9)	(1,140.3)	(1,670.8)	(1,837.8)	(3,379.6)	(2,872.8)	(2,897.3)
Gross profit	**20.5**	**37.6**	**20.6**	**263.6**	**368.9**	**441.5**	**811.8**	**739.9**	**849.7**
Operating (expenses) income									
Selling, general and administrative expenses	(12.8)	(23.6)	(21.3)	(106.2)	(163.0)	(188.9)	(347.3)	(304.8)	(303.2)
Other operating income, net			0.5	(6.2)	10.5	4.5	8.2	26.6	11.9
Total operating expenses	(12.8)	(23.6)	(20.8)	(112.4)	(152.5)	(184.4)	(339.1)	(278.2)	(291.3)
Operating income before financial items	**7.7**	**14.0**	**(0.2)**	**151.2**	**216.4**	**257.1**	**472.7**	**461.7**	**558.4**
Financial (expenses) income, net	(3.9)	(7.2)	(2.4)	(2.6)	(29.6)	(47.0)	(86.4)	(134.5)	(111.0)
Nonoperating (expenses) income, net	0.2	0.4		(0.5)	(1.3)	(18.5)	(34.1)	1.2	(0.2)
Income before income and social contribution taxes, equity in earnings (losses) of affiliated companies, employee statutory interest and minority interest	4.0	7.2	(2.6)	148.1	185.5	191.6	352.2	328.4	447.2
Income and social contribution taxes			(1.1)	(41.9)	(33.3)	(44.3)	(81.4)	(100.2)	(68.3)
Income before equity in earnings (losses) of affiliated companies and minority interest	4.0	7.2	(3.7)	106.2	152.2	147.3	270.8	228.2	378.9
Equity in earnings (losses) of affiliated companies	100.6	185.0	131.1	69.1	10.3	13.2	24.3	30.4	19.8

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Income Statement	Nine-month period ended September 30,			Six-month period ended June 30,		Year Ended December 31,			
	2007(1) US$	2007 R$	2006 R$	2007 R$	2006 R$	2006(1) US$	2006 R$	2005 R$	2004 R$
	(in millions, except per share data)								
Employees statutory interest				(1.7)	(2.9)	(4.3)	(7.9)	(7.1)	(6.4)
Minority interest				(40.7)	(66.4)	(66.9)	(123.0)	(113.2)	(176.4)
Net income	**104.6**	**192.2**	**127.4**	**132.9**	**93.2**	**89.3**	**164.2**	**138.3**	**215.9**
Net earnings per share	3.53	6.49	4.30	4.49	3.15	3.02	5.55	9.34	14.59
Dividends per common shares				0.57	1.25	0.31	0.57	1.25	1.03
Dividends per preferred shares				0.62	1.38	0.34	0.62	1.38	1.14
U.S. GAAP:									
Net income				62.9	32.8	73.9	135.9	336.9	
Basic earnings per common share				1.99	1.04	2.34	4.31	10.67	
Diluted earnings per common share				1.99	1.04	2.14	3.94	8.98	
Basic earnings per preferred share				2.19	1.14	2.58	4.74	11.74	
Diluted earnings per preferred share				2.19	1.14	2.35	4.33	9.88	
Depreciation and amortization				24.5	35.7	45.1	82.9	89.3	

(1) The *real* amounts for the nine-month period ended September 30, 2007 and for the year ended December 31, 2006, have been converted into U.S. dollars using the exchange rate of US$1.00 = R$1.839, which was the commercial rate reported by the Central Bank on September 30, 2007. This information is presented solely for the convenience of the reader. You should not interpret the currency conversions in this prospectus as a statement that the amounts in *reais* currently represent such values in U.S. dollars. Additionally, you should not interpret such conversions as statements that the amounts in *reais* have been, could have been or could be converted into U.S. dollars at this or any other foreign exchange rates. See Exchange Rates.

Balance Sheet	As of September 30, 2007(1) US$	2007 R$	As of June 30, 2007 R$	2006(1) US$	As of December 31, 2006 R$	2005 R$	2004 R$
	(in millions of U.S. dollars or *reais*, where indicated)						
Current assets							
Cash and cash equivalents	15.6	28.6	7.5	49.9	91.8	91.3	100.5
Short-term investments				15.4	28.4	29.9	22.9
Related companies	9.6	17.7	25.1	12.8	23.5	11.2	11.1
Trade accounts receivable, net	1.0	1.8	1.0	244.5	449.6	186.7	358.1
Inventories	42.3	77.7	97.3	259.3	476.9	414.8	385.5
Recoverable taxes	9.1	16.8	21.9	50.4	92.6	89.4	73.1
Other	0.4	0.5	0.7	57.2	105.0	52.6	91.7
Total current assets	**78.0**	**143.1**	**153.5**	**689.5**	**1,267.8**	**875.9**	**1,042.9**
Long-term assets							
Trade accounts receivable, net				1.5	2.8	0.2	44.5
Long term investments				0.1	0.2	0.3	3.4
Related companies						0.1	
Deferred income and social contribution taxes				76.5	140.7	109.7	117.4
Recoverable Taxes				82.3	151.3	130.8	33.2
Other	0.2	0.4	0.4	10.9	20.1	20.7	19.2

Total long-term assets	**0.2**	**0.4**	**0.4**	**171.3**	**315.1**	**261.8**	**217.7**
Permanent assets							
Investments	434.0	798.1	735.6	182.0	334.7	334.7	289.7

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Balance Sheet	As of September 30, 2007(1) US$	As of September 30, 2007 R$	As of June 30, 2007 R$	As of December 31, 2006(1) US$	As of December 31, 2006 R$	As of December 31, 2005 R$	As of December 31, 2004 R$
	(in millions of U.S. dollars or *reais*, where indicated)						
Property, plant, equipment and intangible assets, net	19.1	35.1	35.8	543.5	999.4	1,017.7	1,036.7
Deferred charges, net				9.9	18.2	16.3	19.3
Total permanent assets	**453.1**	**833.2**	**771.4**	**735.4**	**1,352.3**	**1,368.7**	**1,345.7**
TOTAL ASSETS	**531.3**	**976.7**	**925.3**	**1,596.2**	**2,935.2**	**2,506.4**	**2,606.3**
Current liabilities							
Loans, financing and debentures	46.1	84.7	51.7	113.7	209.0	333.9	501.0
Suppliers	0.2	0.4	1.8	384.3	706.6	510.5	476.6
Payroll and related charges	1.2	2.2	1.9	21.4	39.4	32.8	45.4
Post-retirement benefits	2.1	3.9	3.9	2.2	4.1	4.2	6.8
Taxes payable	8.1	14.9	8.6	32.1	59.0	38.3	114.7
Related companies	20.5	37.7	80.8	49.5	91.0	16.4	1.6
Dividends payable	0.2	0.3	0.4	51.4	94.5	22.4	16.3
Provision for contingencies	0.2	0.4	0.7	5.4	10.0	1.6	1.3
Other	0.1	0.1	2.3	19.6	36.1	63.0	71.1
Total current liabilities	**78.7**	**144.6**	**152.1**	**679.6**	**1,249.7**	**1,023.1**	**1,234.8**
Long-term liabilities							
Loans, financing and debentures				379.6	698.0	710.0	829.9
Other taxes and contributions contingent liabilities	0.4	0.7	1.1	6.4	11.8	3.8	2.5
Post-retirement benefits	19.9	36.6	36.5	25.7	47.3	49.7	62.7
Other	13.8	25.3	25.4	40.4	74.3	77.3	62.7
Total long-term liabilities	**34.1**	**62.6**	**63.0**	**452.1**	**831.4**	**840.8**	**957.8**
TOTAL LIABILITIES	**112.8**	**207.2**	**215.1**	**1,131.7**	**2,081.1**	**1,863.9**	**2,192.6**
Minority interest				152.0	279.5	214.1	103.8
Shareholder s equity							
Capital	258.3	475.0	475.0	198.5	365.0	180.0	180.0
Revaluation reserve	3.4	6.2	6.2	3.4	6.2	6.2	6.2
Reserves and retained earnings	156.8	288.3	229.0	110.6	203.4	242.2	123.7
TOTAL SHAREHOLDER S EQUITY	**418.5**	**769.5**	**710.2**	**312.5**	**574.6**	**428.4**	**309.9**
TOTAL LIABILITIES SHAREHOLDER S EQUITY	**531.3**	**976.7**	**925.3**	**1,596.2**	**2,935.2**	**2,506.4**	**2,606.3**
U.S. GAAP							
Total assets				1,553.4	2,856.5	2,463.9	
Total shareholders equity			927.1	418.8	770.1	650.8	

(1) The *real* amounts as of the nine-month period ended September 30, 2007 and as of the year ended December 31, 2006, have been converted into U.S. dollars using the exchange rate of US$1.00 = R$1.839, which was the commercial rate reported by the Central Bank on September 30, 2007. This information is presented solely for the convenience of the reader. You should not interpret the currency conversions in this prospectus as a statement that the amounts in *reais* currently represent such values in U.S. dollars. Additionally, you should not interpret such conversions as statements that the amounts in *reais* have been, could have been or could be converted into U.S. dollars at this or any other foreign exchange rates. See Exchange Rates.

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SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF DPPI

The following is selected consolidated financial data from DPPI s audited consolidated financial statements and unaudited consolidated interim financial information for the periods indicated. You should read this selected financial data in conjunction with DPPI s consolidated financial statements and related notes included in this prospectus.

DPPI s consolidated financial statements are prepared in Brazilian *reais* in accordance with Brazilian GAAP, which differs in certain material respects from U.S. GAAP. For a summary of the differences between the accounting practices adopted in Brazil and U.S. GAAP, see Note 25 to DPPI s consolidated financial statements and Note 25 to DPPI s interim consolidated financial information included in this prospectus. For further information concerning the preparation and presentation of the financial information contained in DPPI s consolidated financial statements, see Note 2 to DPPI s financial statements included in this prospectus.

The following table presents DPPI s selected financial data at the dates and for each of the periods indicated in Brazilian GAAP, and U.S. GAAP where indicated. The consolidated balance sheet information as of December 31, 2006 and 2005 and the consolidated statements of income for the years ended December 31, 2006, 2005 and 2004 are derived from DPPI s audited consolidated financial statements included in this prospectus. The balance sheet information as of September 30, 2007 and as of June 30, 2007 and the statements of income information, for the nine-month periods ended September 30, 2007 and 2006 and the six-month periods ended June 30, 2007 and 2006 are derived from DPPI s unaudited interim consolidated financial information included in this prospectus.

Consolidated Income Statement	**Nine-month Period Ended September 30,**			**Six-month period ended June 30,**		**Year ended December 31,**			
	2007(1) US$	**2007 R$**	**2006 R$**	**2007 R$**	**2006 R$**	**2006(1) US$**	**2006 R$**	**2005 R$**	**2004 R$**
				(in millions, except per share data)					
Gross sales and services	10,823.5	19,903.4	19,531.7	13,120.8	12,747.1	14,335.1	26,360.8	23,471.7	19,698.2
Taxes on sales and services, rebates, discounts and returns	(269.2)	(495.1)	(491.7)	(321.4)	(341.9)	(351.3)	(646.0)	(714.2)	(586.6)
Net Sales and Services	**10,554.3**	**19,408.3**	**19,040.0**	**12,799.4**	**12,405.2**	**13,983.8**	**25,714.8**	**22,757.5**	**19,111.6**
Cost of sales and services	(10,000.0)	(18,389.0)	(18,104.8)	(12,135.2)	(11,785.8)	(13,285.4)	(24,430.5)	(21,533.9)	(18,009.9)
Gross profit	**554.3**	**1,019.3**	**935.2**	**664.2**	**619.4**	**698.4**	**1,284.3**	**1,223.6**	**1,101.7**
Operating (expenses) income									
Selling, general and administrative expenses	(385.5)	(708.9)	(691.0)	(469.1)	(453.6)	(507.0)	(932.4)	(881.1)	(772.7)
Other operating income, net	4.1	7.5	11.5	6.9	7.9	12.6	23.2	62.7	12.7
Total operating expenses	(381.4)	(701.4)	(679.5)	(462.2)	(445.7)	(494.4)	(909.2)	(818.4)	(760.0)
Operating income before financial items	**172.9**	**317.9**	**255.7**	**202.0**	**173.7**	**204.0**	**375.1**	**405.2**	**341.7**
Financial (expenses) income , net	10.1	18.5	(5.6)	8.4	1.9	(4.2)	(7.7)	40.8	15.3
Nonoperating (expenses) income, net	3.5	6.5	30.4	6.7	6.9	16.4	30.1	26.6	(11.1)
Income before income and social contribution taxes, equity in earnings (losses) of affiliated companies, employees statutory interest and minority interest	186.5	342.9	280.5	217.1	182.5	216.2	397.5	472.6	345.9
Income and social contribution taxes	(57.7)	(106.1)	(37.9)	(68.3)	(33.9)	(26.2)	(48.1)	(99.7)	(70.4)

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Consolidated Income Statement	Nine-month Period Ended September 30,			Six-month period ended June 30,		Year ended December 31,			
	2007(1) US$	2007 R$	2006 R$	2007 R$	2006 R$	2006(1) US$	2006 R$	2005 R$	2004 R$
	(in millions, except per share data)								
Income before equity in earnings (losses) of affiliated companies, employees statutory interest and minority interest	128.8	236.8	242.6	148.8	148.6	190.0	349.4	372.9	275.5
Equity in earnings (losses) of affiliated companies	54.2	99.7	65.5	66.0	45.1	46.2	84.9	72.4	127.8
Employees statutory interest	(3.0)	(5.6)	(4.4)	(3.5)	(4.3)	(8.9)	(16.3)	(16.7)	(12.7)
Minority interest	(122.3)	(224.9)	(184.4)	(141.9)	(122.9)	(139.8)	(257.1)	(258.8)	(252.6)
Net income	**57.7**	**106.0**	**119.3**	**69.4**	**66.5**	**87.5**	**160.9**	**169.8**	**138.0**
Net earnings per share	1.80	3.31	3.73	2.17	2.08	2.73	5.03	10.61	8.63
Dividends per common shares			0.78		0.78	1.04	1.91	4.13	3.28
Dividends per preferred shares			0.86		0.86	1.14	2.10	4.55	3.61
U.S. GAAP:									
Net income				58.9	56.8	61.2	112.6	99.2	
Basic and diluted earnings per common share				1.73	1.66	1.79	3.30	2.91	
Basic and diluted earnings per preferred share				1.90	1.83	1.97	3.63	3.20	
Depreciation and amortization				56.4	54.4	59.9	110.2	101.0	

(1) The *real* amounts for the nine-month period ended September 30, 2007 and for the year ended December 31, 2006, have been converted into dollars using the exchange rate of US$1.00 = R$1.839, which was the commercial rate reported by the Central Bank on September 30, 2007. This information is presented solely for the convenience of the reader. You should not interpret the currency conversions in this prospectus as a statement that the amounts in *reais* currently represent such values in U.S. dollars. Additionally, you should not interpret such conversions as statements that the amounts in *reais* have been, could have been or could be converted into U.S. dollars at this or any other foreign exchange rates. See Exchange Rates.

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Consolidated Balance Sheet	As of September 30, 2007(1) US$	2007 R$	As of June 30, 2007 R$	2006(1) US$	As of December 31, 2006 R$	2005 R$	2004 R$
	(in millions of U.S. dollars or *reais*, where indicated)						
Current assets							
Cash and cash equivalents	140.5	258.3	154.2	63.2	116.3	52.9	130.6
Related companies	66.5	122.3	117.7	33.3	61.2	2.1	4.9
Trade accounts receivable, net	698.6	1,284.6	1,270.1	661.3	1,216.1	1,152.5	975.6
Inventories	230.4	423.6	433.1	269.0	494.6	437.4	404.6
Recoverable Taxes	54.3	99.9	76.3	38.1	70.0	43.1	53.2
Other	36.8	67.8	78.5	44.5	81.7	55.6	56.7
Total current assets	**1,227.1**	**2,256.5**	**2,129.9**	**1,109.4**	**2,039.9**	**1,743.6**	**1,625.6**
Long-term assets							
Trade accounts receivable, net	109.0	200.4	186.3	101.7	187.0	167.0	148.6
Long term investments	49.1	90.2	88.6	46.2	85.0		
Related companies				42.3	77.7	336.4	254.8
Deferred income and social contribution taxes	25.7	47.2	46.7	25.8	47.5	51.9	52.0
Recoverable Taxes	1.7	3.1	3.0	1.6	3.0	9.5	7.6
Other	20.8	38.4	65.4	34.9	64.1	64.7	55.9
Total long-term assets	**206.3**	**379.3**	**390.0**	**252.5**	**464.3**	**629.5**	**518.9**
Permanent assets							
Investments	192.7	354.4	321.1	136.8	251.6	252.1	178.3
Property, plant, equipment and intangible assets, net	481.0	884.6	887.5	489.0	899.3	843.3	800.4
Deferred charges, net	0.2	0.3	0.5	0.3	0.5	1.2	0.8
Total permanent assets	**673.9**	**1,239.3**	**1,209.1**	**626.1**	**1,151.4**	**1,096.6**	**979.5**
TOTAL ASSETS	**2,107.3**	**3,875.1**	**3,729.0**	**1,988.0**	**3,655.6**	**3,469.7**	**3,124.0**
Current liabilities							
Loans, financing and debentures	163.1	299.9	89.8	78.1	143.6	289.7	181.9
Suppliers	101.8	187.1	170.9	276.8	508.8	567.3	549.7
Payroll and related charges	33.3	61.3	65.5	59.5	109.4	113.9	86.4
Post-retirement benefits	3.9	7.2	7.2	3.9	7.2	3.4	13.7
Taxes payable	71.7	131.9	96.5	30.3	55.8	78.9	64.7
Related companies	140.3	258.0	277.9	2.4	4.4	2.0	7.1
Dividends payable							50.9
Provision for contingencies	4.1	7.6	37.3	19.3	35.4	38.1	32.6
Other	19.7	36.2	15.3	10.8	20.0	21.3	37.8
Total current liabilities	**537.9**	**989.2**	**760.4**	**481.1**	**884.6**	**1,114.6**	**1,024.8**
Long-term liabilities							
Loans, financing and debentures	207.4	381.3	584.4	323.5	594.8	424.8	409.5
Other taxes and contributions contingent liabilities	32.7	60.1	59.0	32.1	59.0	57.0	20.7
Post-retirement benefits	40.4	74.2	74.2	42.1	77.4	90.1	125.6
Other	3.8	7.0	7.3	4.0	7.4	8.3	20.7
Total long-term liabilities	**284.3**	**522.6**	**724.9**	**401.7**	**738.6**	**580.2**	**576.5**
TOTAL LIABILITIES	**822.2**	**1,511.8**	**1,485.3**	**882.8**	**1,623.2**	**1,694.8**	**1,601.3**
Minority Interest	790.3	1,453.3	1,370.3	668.0	1,228.4	1,066.5	913.6
Shareholder s equity							
Capital	334.4	615.0	615.0	301.8	555.0	305.0	265.0

Capital reserve							0.1
Reserves and retained earnings	160.4	295.0	258.4	135.4	249.0	403.4	344.0
TOTAL SHAREHOLDER S EQUITY	**494.8**	**910.0**	**873.4**	**437.2**	**804.0**	**708.4**	**609.1**
TOTAL LIABILITIES SHAREHOLDER S EQUITY	**2,107.3**	**3,875.1**	**3,729.0**	**1,988.0**	**3,655.6**	**3,469.7**	**3,124.0**
U.S. GAAP:							
Total assets				**2,017.7**	**3,710.4**	**3,528.9**	
Total shareholders equity			**901.4**	**458.9**	**843.9**	**758.5**	

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(1) The *real* amounts as of the nine-month period ended September 30, 2007 and as of the year ended December 31, 2006, have been converted into dollars using the exchange rate of US$1.00 = R$1.839, which was the commercial rate reported by the Central Bank on September 30, 2007. This information is presented solely for the convenience of the reader. You should not interpret the currency conversions in this prospectus as a statement that the amounts in *reais* currently represent such values in U.S. dollars. Additionally, you should not interpret such conversions as statements that the amounts in *reais* have been, could have been or could be converted into U.S. dollars at this or any other foreign exchange rates. See Exchange Rates.

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SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF CBPI

The following is selected consolidated financial data from CBPI s audited consolidated financial statements and unaudited interim consolidated financial information for the periods indicated. You should read this selected financial data in conjunction with CBPI s consolidated financial statements and related notes included in this prospectus.

CBPI s consolidated financial statements are prepared in Brazilian *reais* in accordance with Brazilian GAAP, which differs in certain material respects from U.S. GAAP. For a summary of the differences between the accounting practices adopted in Brazil and U.S. GAAP, see Note 25 to CBPI s consolidated financial statements and Note 25 to CBPI s interim consolidated financial information included in this prospectus. For further information concerning the preparation and presentation of the financial information contained in CBPI s financial statements see Note 2 to CBPI s consolidated financial statements included in this prospectus.

The following table presents CBPI s selected financial information at the dates and for each of the periods indicated in Brazilian GAAP, and U.S. GAAP where indicated. The consolidated balance sheet information as of December 31, 2006 and 2005 and the consolidated statements of income for the years ended December 31, 2006, 2005 and 2004 are derived from CBPI s audited consolidated financial statements included in this prospectus. The balance sheet information as of September 30, 2007 and as of June 30, 2007 and the statements of income information for the nine-month periods ended September 30, 2007 and 2006 and the six-month periods ended June 30, 2007 and 2006 are derived from CBPI s unaudited interim consolidated financial information included in this prospectus.

Consolidated Income Statement	**Nine-month Ended September 30,**			**Six-month period ended June 30**		**Year ended December 31,**			
	2007(1) US$	**2007 R$**	**2006 R$**	**2007 R$**	**2006 R$**	**2006(1) US$**	**2006 R$**	**2005 R$**	**2004 R$**
				(in millions, except per share data)					
Gross sales and services	9,429.7	17,340.2	16,881.7	11,403.1	10,977.1	12,389.5	22,783.0	20,104.5	16,769.1
Taxes on sales and services, rebates, discounts and returns	(231.2)	(425.2)	(427.4)	(275.0)	(299.6)	(303.4)	(557.9)	(628.0)	(520.7)
Net sales and services	**9,198.5**	**16,915.0**	**16,454.3**	**11,128.1**	**10,677.5**	**12,086.1**	**22,225.1**	**19,476.5**	**16,248.4**
Cost of sales and services	(8,730.5)	(16,054.5)	(15,662.3)	(10,571.3)	(10,154.0)	(11,497.6)	(21,143.0)	(18,450.1)	(15,336.5)
Gross profit	**468.0**	**860.5**	**792.0**	**556.8**	**523.5**	**588.5**	**1,082.1**	**1,026.4**	**911.9**
Operating (expenses) income									
Selling, general and administrative expenses	(327.9)	(602.9)	(587.0)	(397.0)	(388.6)	(430.6)	(791.9)	(758.8)	(659.5)
Other operating income, net	4.6	8.4	8.0	5.2	5.0	10.6	19.5	49.8	5.6
Total operating expenses	(323.3)	(594.5)	(579.0)	(391.8)	(383.6)	(420.0)	(772.4)	(709.0)	(653.9)
Operating income before financial items	**144.7**	**266.0**	**213.0**	**165.0**	**139.9**	**168.5**	**309.7**	**317.4**	**258.0**
Financial (expenses) income , net	1.8	3.4	(19.8)	(0.8)	(8.1)	(13.6)	(25.1)	22.2	6.3
Nonoperating (expenses) income, net	3.6	6.6	3.2	6.4	6.9	2.0	3.7	(2.9)	(12.4)
Income before income and social contribution taxes, equity in earnings (losses) of affiliated companies and employee s statutory interest	150.1	276.0	196.4	170.7	138.7	156.9	288.3	336.7	251.9
Income and social contribution taxes	(47.0)	(86.4)	(25.9)	(54.3)	(25.7)	(19.0)	(35.0)	(69.2)	(51.2)
Income before equity in earnings (losses) of affiliated companies and employee statutory interest	103.1	189.6	170.5	116.4	113.0	137.9	253.3	267.5	200.7
Equity in earnings (losses) of affiliated companies	54.2	99.7	65.5	66.1	45.2	46.2	84.9	72.4	127.8
Employees statutory interest	(2.5)	(4.6)	(3.5)	(2.8)	(3.4)	(8.0)	(14.7)	(14.4)	(10.6)
Net income	**154.8**	**284.7**	**232.5**	**179.6**	**154.7**	**176.1**	**323.5**	**325.5**	**317.9**

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Consolidated Income Statement	Nine-month period ended September 30,			Six-month period ended June 30,		Year ended December 31,			
	2007(1) US$	2007 R$	2006 R$	2007 R$	2006 R$	2006(1) US$	2006 R$	2005 R$	2004 R$
	(in millions, except per share data)								
Net earnings per share	1.46	2.69	2.20	1.70	1.46	1.66	3.05	6.14	6.00
Dividends per common shares			0.47		0.47	0.57	1.05	2.34	1.96
Dividends per preferred shares			0.52		0.52	0.63	1.16	2.58	2.15
U.S. GAAP:									
Net income				136.1	110.5	128.1	235.6	387.5	
Basic and diluted earnings per common share				1.20	0.98	1.13	2.08	3.43	
Basic and diluted earnings per preferred share				1.32	1.08	1.25	2.29	3.77	
Depreciation and amortization				47.1	45.2	50.0	91.9	84.4	

(1) The *real* amounts for the nine-month period ended September 30, 2007 and for the year ended December 31, 2006, have been converted into dollars using the exchange rate of US$1.00 = R$1.839, which was the commercial rate reported by the Central Bank on September 30, 2007. This information is presented solely for the convenience of the reader. You should not interpret the currency conversions in this prospectus as a statement that the amounts in *reais* currently represent such values in U.S. dollars. Additionally, you should not interpret such conversions as statements that the amounts in *reais* have been, could have been or could be converted into U.S. dollars at this or any other foreign exchange rates. See Exchange Rates.

Consolidated Balance Sheet	As of September 30,		As of June 30,	As of December 31,			
	2007(1) US$	2007 R$	2007 R$	2006(1) US$	2006 R$	2005 R$	2004 R$
	(in millions of U.S. dollars or *reais*, where indicated)						
Current assets							
Cash and cash equivalents	103.2	189.8	86.3	48.9	89.9	20.6	102.2
Related companies	21.4	39.3	37.3	8.5	15.7	4.4	6.4
Trade accounts receivable, net	614.3	1,129.6	1,123.4	571.3	1,050.5	984.6	840.7
Inventories	197.6	363.3	379.5	231.4	425.6	384.8	338.2
Recoverable taxes	50.6	93.0	64.2	29.9	55.0	40.4	46.0
Other	32.7	60.1	68.3	37.8	69.6	47.1	49.7
Total current assets	**1,019.8**	**1,875.1**	**1,759.0**	**927.8**	**1,706.3**	**1,481.9**	**1,383.2**
Long-term assets							
Trade accounts receivable, net	91.0	167.3	158.5	86.8	159.6	139.4	122.0
Long term investments	33.4	61.4	60.3	31.4	57.8		
Related companies				17.7	32.6	128.9	107.2
Deferred income and social contribution taxes	19.1	35.2	35.2	19.7	36.2	42.1	38.9
Recoverable taxes	1.7	3.1	3.0	1.6	3.0	3.4	
Other	17.1	31.6	57.9	30.9	56.5	56.2	51.2
Total long-term assets	**162.3**	**298.6**	**314.9**	**188.1**	**345.7**	**370.0**	**319.3**
Current assets							
Permanent assets							
Investments	192.7	354.3	320.7	136.5	251.1	251.6	177.9
Property, plant, equipment and intangible assets, net	385.4	708.7	710.7	390.8	718.6	671.6	637.6
Deferred charges, net	0.2	0.3	0.5	0.3	0.6	1.2	0.8

Total permanent assets	**578.3**	**1,063.3**	**1,031.9**	**527.6**	**970.3**	**924.4**	**816.3**
TOTAL ASSETS	**1,760.4**	**3,237.0**	**3,105.8**	**1,643.5**	**3,022.3**	**2,776.3**	**2,518.8**

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Consolidated Balance Sheet	As of September 30, 2007(1) US$	2007 R$	As of June 30, 2007 R$	2006(1) US$	As of December 31, 2006 R$	2005 R$	2004 R$
	(in millions of U.S. dollars or *reais*, where indicated)						
Current liabilities							
Loans, financing and debentures	146.4	269.3	87.2	62.6	115.2	228.3	116.4
Suppliers	93.1	171.2	155.4	257.4	473.3	508.1	491.0
Payroll, related charges and profit sharing	29.3	53.8	45.6	37.4	68.7	67.8	54.9
Post-retirement benefits	2.6	4.8	4.8	2.6	4.8	1.7	11.1
Taxes payable	68.5	125.9	90.9	27.5	50.6	68.6	60.5
Related companies	136.0	250.0	268.4	0.6	1.1	1.1	0.8
Dividends payable							41.5
Provision for contingencies	3.5	6.5	34.5	17.6	32.4	33.8	29.2
Other	14.9	27.4	21.1	23.2	42.6	51.2	52.8
Total current liabilities	**494.3**	**908.9**	**707.9**	**428.9**	**788.7**	**960.6**	**858.2**
Long-term liabilities							
Loans, financing and debentures	204.9	376.8	551.9	305.9	562.6	341.8	371.7
Other taxes and contributions contingent liabilities	31.8	58.5	58.2	32.1	59.0	57.0	20.8
Post-retirement benefits	24.4	44.9	44.9	26.4	48.6	59.8	90.7
Other	4.5	8.0	8.1	4.5	8.2	6.8	20.7
Total long-term liabilities	**265.6**	**488.2**	**663.1**	**368.9**	**678.4**	**465.4**	**503.9**
TOTAL LIABILITIES	**759.9**	**1,397.1**	**1,371.0**	**797.8**	**1,467.1**	**1,426.0**	**1,362.1**
Shareholder s equity							
Capital	560.1	1,030.0	1,030.0	557.4	1,025.0	580.0	450.0
Capital reserve	0.3	0.6	0.6	0.3	0.6	0.6	129.2
Reserves and retained earnings	440.1	809.3	704.2	288.0	529.6	769.7	577.5
TOTAL SHAREHOLDER S EQUITY	**1,000.5**	**1,839.9**	**1,734.8**	**845.7**	**1,555.2**	**1,350.3**	**1,156.7**
TOTAL LIABILITIES SHAREHOLDER S EQUITY	**1,760.4**	**3,237.0**	**3,105.8**	**1,643.5**	**3,022.3**	**2,776.3**	**2,518.8**
U.S. GAAP							
Total assets				**1,652.9**	**3,039.5**	**2,805.9**	
Total shareholders equity			**1,823.9**	**921.1**	**1,693.8**	**1,519.8**	

(1) The *real* amounts as of the nine-month period ended September 30, 2007 and as of the year ended December 31, 2006, have been converted into dollars using the exchange rate of US$1.00 = R$1.839, which was the commercial rate reported by the Central Bank on September 30, 2007. This information is presented solely for the convenience of the reader. You should not interpret the currency conversions in this prospectus as a statement that the amounts in *reais* currently represent such values in U.S. dollars. Additionally, you should not interpret such conversions as statements that the amounts in *reais* have been, could have been or could be converted into U.S. dollars at this or any other foreign exchange rates. See Exchange Rates.

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UNAUDITED PRO FORMA FINANCIAL INFORMATION

As described in more detail herein, this unaudited pro forma financial information is based on the consolidated financial statements of Ultrapar Participações S.A. after giving effect to the acquisition and subsequent transfer of the assets of Ipiranga Group that are part of the Transaction.

The unaudited pro forma financial information does not represent what our consolidated financial position or statement of income would actually have been if the proposed transaction had in fact occurred on the dates indicated below. Consequently, you are cautioned not to base investment decisions on the pro forma financial statements. Furthermore, there can be no certainty that the proposed transaction will be completed in the manner described herein, if at all.

The unaudited pro forma financial information was prepared in accordance with Brazilian GAAP, which differs in certain material respects from U.S. GAAP. The unaudited pro forma financial information includes a pro forma reconciliation of shareholders equity and net income from Brazilian GAAP to U.S. GAAP.

Summary of the Ipiranga Group Acquisition

On March 19, 2007, Ultrapar, Petrobras and Braskem announced their intent to acquire the Ipiranga Group and on March 18, 2007, Ultrapar entered into, and Petrobras and Braskem acknowledged, a Share Purchase Agreement, or the SPA, with the Key Shareholders of the principal companies comprising the Ipiranga Group: RIPI, DPPI and CBPI. As discussed further below, in connection with the Transaction, Ultrapar is acting on its own behalf and on behalf of Petrobras and Braskem pursuant to the Transaction Agreements. See Transaction Agreements.

To finance part of the Ipiranga Group acquisition, on April 11, 2007, we completed an offering of unsecured debentures in the aggregate principal amount of R$889 million, in two series. The first series, in the aggregate amount of R$675 million, was issued on April 11, 2007. The second series, in the aggregate amount of R$214 million, was issued on October 22, 2007. The debentures have a term of one year, and a coupon rate of 102.5% of the interbank deposit certificates index, or CDI.

After the completion of the Transaction, the businesses of the Ipiranga Group will be divided among Petrobras, Ultrapar and Braskem. Ultrapar will retain the fuel and lubricant distribution businesses located in the South and Southeast regions of Brazil, as well as the logistics and chemical business of the Ipiranga Group; Petrobras will receive the fuel and lubricant distribution businesses located in the North, Northeast and Central West regions of Brazil; and Petrobras and Braskem will receive the petrochemical business, in the proportion of 60% for Braskem and 40% for Petrobras. RIPI s oil refining operations will be shared equally among Petrobras, Ultrapar and Braskem.

The Transaction is divided into five phases: (1) the acquisition by Ultrapar of the RIPI, DPPI and CBPI shares held by the Key Shareholders which closed on April 18, 2007; (2) the mandatory tender offers (pursuant to tag along rights held by common minority shareholders under Brazilian Corporate Law and CVM rules) for the acquisition of the remaining common shares of RIPI, DPPI, CBPI and IPQ; (3) the tender offer by Braskem for the delisting of Copesul s common shares from the BOVESPA; (4) exchange of the remaining common and preferred shares of RIPI, DPPI and CBPI for preferred shares of Ultrapar, of which the Share Exchange forms a substantial part; and (5) separation of the Target Companies assets. The completion of the Transaction is expected to occur in the fourth quarter of 2007.

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UNAUDITED PRO FORMA BALANCE SHEET

AS OF JUNE 30, 2007

(Amounts in thousands of Brazilian reais)

The following is our unaudited pro forma balance sheet as of June 30, 2007:

	Historical Information of Ultrapar and subsidiaries(a)	Pro forma adjustments before the Share Exchange(b)	Notes	Pro Forma before Share Exchange	Pro forma adjustments related to the Share Exchange(c)	Notes	Pro Forma after Share Exchange
PRO FORMA ASSETS							
CURRENT ASSETS							
Cash and cash equivalents	784,999	50,880	2(i)	835,879			835,879
Short-term investments	804,267			804,267			804,267
Trade accounts receivable, net	1,260,910			1,260,910			1,260,910
Accounts receivables relating to the transaction					1,739,743	2(ii)	1,739,743
Inventories	540,443			540,443			540,443
Recoverable taxes	193,599			193,599			193,599
Deferred income and social contribution taxes	74,504			74,504			74,504
Other	31,277			31,277			31,277
Prepaid expenses	20,474			20,474			20,474
TOTAL CURRENT ASSETS	**3,710,473**	**50,880**		**3,761,353**	**1,739,743**		**5,501,096**
NONCURRENT ASSETS							
Long-term investments	118,946			118,946			118,946
Trade accounts receivable, net	157,647			157,647			157,647
Related companies	42,148			42,148			42,148
Deferred income and social contribution taxes	109,707			109,707			109,707
Recoverable taxes	72,437			72,437			72,437
Escrow deposits	25,100			25,100			25,100
Other	8,173			8,173			8,173
Prepaid expenses	29,078			29,078			29,078
TOTAL NONCURRENT ASSETS	**563,236**			**563,236**			**563,236**
PERMANENT ASSETS							
Investments	38,857			38,857			38,857
Property, plant and equipment, net	1,998,374			1,998,374			1,998,374
Intangible assets, net	67,967			67,967			67,967
Deferred charges, net	543,840	105,920	2(i)	649,760	(15,967)	2(ii)	633,793
TOTAL PERMANENT ASSETS	**2,649,038**	**105,920**		**2,754,958**	**(15,967)**		**2,738,991**
TOTAL PRO FORMA ASSETS UNDER BRAZILIAN GAAP	**6,922,747**	**156,800**		**7,079,547**	**1,723,776**		**8,803,323**

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	Historical Information of Ultrapar and subsidiaries(a)	Pro forma adjustments before the Share Exchange(b)	Notes	Pro Forma before Share Exchange	Pro forma adjustments related to the Share Exchange(c)	Notes	Pro Forma after Share Exchange
PRO FORMA LIABILITIES							
CURRENT LIABILITIES							
Loans and financing	370,098			370,098			370,098
Debentures	1,015,263	214,000	2(i), 2(viii)	1,229,263			1,229,263
Suppliers	450,745			450,745			450,745
Payroll and related charges	105,302			105,302			105,302
Taxes payable	51,608			51,608			51,608
Dividends payable	39,611			39,611			39,611
Income and social contribution taxes	36,343			36,343			36,343
Post-retirement benefits	7,240			7,240			7,240
Provision for contingencies	11,749			11,749			11,749
Deferred income and social contribution taxes	208			208			208
Other	30,008			30,008			30,008
CURRENT LIABILITIES	**2,118,175**	**214,000**		**2,332,175**			**2,332,175**
NONCURRENT LIABILITIES							
Loans and financing	1,149,132			1,149,132			1,149,132
Debentures	350,000			350,000			350,000
Related companies	4,723			4,723			4,723
Deferred income and social contribution taxes	26,514			26,514			26,514
Other taxes and contributions contingent liabilities	88,002			88,002			88,002
Post-retirement benefits	71,691			71,691			71,691
Other	11,343			11,343			11,343
NONCURRENT LIABILITIES	**1,701,405**			**1,701,405**			**1,701,405**
MINORITY INTEREST	1,115,685	(57,200)	2(i)	1,058,485	(1,023,695)	2(ii)	34,790
SHAREHOLDERS EQUITY							
Capital	946,035			946,035	2,747,471	2(ii)	3,693,506
Capital reserves	702			702			702
Revaluation reserve	12,310			12,310			12,310
Profit reserves	1,058,395			1,058,395			1,058,395
Treasury shares	(29,960)			(29,960)			(29,960)
TOTAL PRO FORMA SHAREHOLDERS EQUITY UNDER BRAZILIAN GAAP	**1,987,482**			**1,987,482**	**2,747,471**		**4,734,953**
TOTAL PRO FORMA LIABILITIES AND SHAREHOLDERS EQUITY UNDER BRAZILIAN GAAP	**6,922,747**	**156,800**		**7,079,547**	**1,723,776**		**8,803,323**

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	Historical Information of Ultrapar and subsidiaries(a)	Pro forma adjustments before the Share Exchange(b)	Notes	Pro Forma before Share Exchange	Pro forma adjustments related to the Share Exchange(c)	Notes	Pro Forma after Share Exchange
PRO FORMA RECONCILIATION TO U.S. GAAP							
TOTAL PRO FORMA SHAREHOLDERS EQUITY UNDER BRAZILIAN GAAP	**1,987,482**			**1,987,482**	**2,747,471**		**4,734,953**
Reversal of revaluation adjustments:							
Property, plant and equipment	(25,852)			(25,852)			(25,852)
Deferred tax effects	684			684			684
Minority interests	503			503			503
Inflation accounting:							
Property, plant and equipment	56,205			56,205			56,205
Other nonmonetary assets	2,897			2,897			2,897
Deferred tax effects	(20,010)			(20,010)			(20,010)
Minority interests	(177)			(177)			(177)
Different criteria for:							
Cancellation of subsidiaries treasury stock	(1,633)			(1,633)			(1,633)
Deferred charges:							
Cost	(232,568)			(232,568)			(232,568)
Accumulated amortization	132,577			132,577			132,577
Capitalization of interest costs during construction:							
Cost	22,801			22,801			22,801
Accumulated amortization	(12,713)			(12,713)			(12,713)
Accounting for refunds	(5,314)			(5,314)			(5,314)
Reversal of goodwill amortization of SPGás acquisition under BR GAAP	18,727			18,727			18,727
Reversal of goodwill amortization of Butano acquisition under BR GAAP	(907)			(907)			(907)
Fair value adjustments relating to accounting for derivative instruments	(637)			(637)			(637)
Assets Retirement Obligation FAS 143 Assets	23,117			23,117			23,117
Assets Retirement Obligation FAS 143 Liabilities	(88,272)			(88,272)			(88,272)
Pension Plan	(5,691)			(5,691)			(5,691)
Other individually insignificant adjustments	(66)			(66)	23		(43)
Deferred tax effects	51,366			51,366			51,366
Minority interests	607			607			607
Fair value adjustments relating to business combinations:	573			573			573
Deferred tax effect	(263)			(263)			(263)
Fair value adjustments relating to acquisition of minority interest in Oxiteno S.A. Indústria e Comércio	(20,403)			(20,403)			(20,403)

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	Historical Information of Ultrapar and subsidiaries(a)	Pro forma adjustments before the Share Exchange(b)	Notes	Pro Forma before Share Exchange	Pro forma adjustments related to the Share Exchange(c)	Notes	Pro Forma after Share Exchange
Deferred tax effects	4,140			4,140			4,140
Adjustments relating to the acquisition of SPGás Distribuidora de Gás Ltda.:							
Fair value adjustments	(4,807)			(4,807)			(4,807)
Deferred tax effects	1,634			1,634			1,634
Goodwill difference between U.S. GAAP and accounting practices adopted in Brazil	14,359			14,359			14,359
Minority interest	(207)			(207)			(207)
Adjustments relating to the acquisition of Oxiteno Mexico:							
Fair value adjustments	(1,687)			(1,687)			(1,687)
Deferred tax effects	573			573			573
Goodwill difference between U.S. GAAP and accounting practices adopted in Brazil	618			618			618
Fair value adjustments relating to acquisition of minority interest in Companhia Ultragaz S.A	3,485			3,485			3,485
Deferred tax effects	(1,185)			(1,185)			(1,185)
Accounting for uncertain income tax position FIN 48	(12,876)			(12,876)			(12,876)
Adjustments relating to the acquisition of Ipiranga:							
Fair value adjustments	161,855	39,388	2(iii)	201,243	104,692	2(iv)	305,935
Deferred tax effects	(54,026)	(13,392)	2(iii)	(67,418)	(35,595)	2(iv)	(103,013)
Goodwill difference between U.S. GAAP and accounting practices adopted in Brazil	(99,312)	(25,124)	2(iii)	(124,436)	15,967	2(ii)	(108,469)
Minority interest	27,030	(872)	2(vi)	26,158	(26,158)	2(vii)	
Available-for-sale equity securities (temporary unrealized losses)	4,372			4,372			4,372
Deferred tax effects	(1,487)			(1,487)			(1,487)
Available-for-sale debt securities (temporary unrealized losses)	15,765			15,765			15,765
Deferred tax effects	(5,360)			(5,360)			(5,360)
TOTAL PRO FORMA STOCKHOLDERS EQUITY UNDER U.S. GAAP	**1,935,917**			**1,935,917**	**2,806,400**		**4,742,317**

(a) Reflects the consolidated balance sheet of Ultrapar and subsidiaries as of June 30, 2007.

(b) Reflects the pro forma adjustments before the Share Exchange, which are discussed below in Note 2.

(c) Reflects the pro forma adjustments relating to the Share Exchange, which are discussed below in Note 2.

The accompanying notes are an integral part of these unaudited pro forma financial statements.

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UNAUDITED PRO FORMA STATEMENT OF INCOME

FOR THE YEAR ENDED DECEMBER 31, 2006

(Amounts in thousands of Brazilian reais, except per share data)

The following is our unaudited pro forma statement of income for the year ended December 31, 2006:

PRO FORMA STATEMENT OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2006	Historical Information of Ultrapar and subsidiaries(a)	Acquisition of Southern Distribution Business(b)	Acquisition of Oil Refining Business(c)	Eliminations(d)	Pro forma adjustments before the Share Exchange(e)	Notes	Pro Forma before Share Exchange	Pro forma adjustments related to the Share Exchange(e)	Notes	Pro Forma after Share Exchange
Net revenue from sales and/or services	4,794,048	19,107,602	144,031	(162,534)			23,883,147			23,883,147
Cost of sales and/or services	(3,859,860)	(18,150,053)	(135,181)	161,926			(21,983,168)			(21,983,168)
Gross profit	934,188	957,549	8,850	(608)			1,899,979			1,899,979
Operating (expenses) income:										
Selling expenses	(203,320)	(324,562)	(1,094)				(528,976)			(528,976)
General and administrative expenses	(401,794)	(361,819)	(8,651)				(772,264)			(772,264)
Other operating income	1,317	26,699	163				28,179			28,179
Goodwill amortization		2,408			(51,463)	3 (i)	(49,055)			(49,055)
Income (loss) before financial items	330,391	300,275	(732)	(608)	(51,463)		577,863			577,863
Financial income (expenses), net	30,572	139	(1,141)		(134,648)	3 (ii)	(105,078)			(105,078)
Nonoperating income (expenses), net	(18,488)	29,930	1				11,443			11,443
Income (loss) before taxes on income and profit sharing	342,475	330,344	(1,872)	(608)	(186,111)		484,228			484,228
Income and social contribution taxes	(61,447)	(74,956)	(1,161)				(137,564)			(137,564)
Deferred income and social contribution taxes	5,355	40,902			63,278	3 (iv)	109,535			109,535

Income (loss) before profit sharing and equity in affiliates	286,383	296,290	(3,033)	(608)	(122,833)	456,199			456,199
Equity in affiliates	965					965			965
Profit sharing		(13,356)	(23)			(13,379)			(13,379)
Minority interest	(5,284)	(139,354)				(144,638)	139,354	3 (v)	(5,284)

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PRO FORMA STATEMENT OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2006	Historical Information of Ultrapar and subsidiaries(a)	Acquisition of Southern Distribution Business(b)	Acquisition of Oil Refining Business(c)	Eliminations(d)	Pro forma adjustments before the Share Exchange(e)	Notes	Pro Forma before Share Exchange	Pro forma adjustments related to the Share Exchange(e)	Notes	Pro Forma after Share Exchange
NET PRO FORMA INCOME (LOSS) UNDER BRAZILIAN GAAP	**282,064**	**143,580**	**(3,056)**	**(608)**	**(122,833)**		**299,147**	**139,354**		**438,501**
Outstanding shares as of December 31, 2006 (in thousands)	**81,325.409**									**136,030.357**
Brazilian GAAP pro forma earnings (loss) per share	**3.47**									**3.22**
Brazilian GAAP dividends declared and interest on capital per share	**1.78**									**1.78(*)**

(*) Pro forma dividend reflects the same dividends per share distributed by Ultrapar prior to the transaction

PRO FORMA RECONCILIATION TO U.S. GAAP										
NET PRO FORMA INCOME (LOSS) UNDER BRAZILIAN GAAP	**282,064**	**143,580**	**(3,056)**	**(608)**	**(122,833)**		**299,147**	**139,354**		**438,501**
Reversal of revaluation adjustments	3,305						3,305			3,305
Inflation accounting	(3,588)	(21,081)	(58)				(24,727)			(24,727)
Adjustments relating to the acquisition of Ipiranga:										
Fair value adjustments relating purchase accounting of a business acquired					(7,724)	3 (iii)	(7,724)	(32,848)	3 (iii)	(40,572)
Different criteria for:										
Cancellation of subsidiaries treasury stock	869						869			869
Deferred charges	(17,611)						(17,611)			(17,611)

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PRO FORMA STATEMENT OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2006 PRO FORMA RECONCILIATION TO U.S. GAAP	Historical Information of Ultrapar and subsidiaries(a)	Acquisition of Southern Distribution Business (b)	Acquisition of Oil Refining Business(c)	Eliminations(d)	Pro forma adjustments before the Share Exchange(e)	Notes	Pro Forma before Share Exchange	Pro forma adjustments related to the Share Exchange(e)	Notes	Pro Forma after Share Exchange
Depreciation of interest costs capitalized during construction	(458)						(458)			(458)
Reversal of goodwill amortization	5,248				51,463	3 (i)	56,711			56,711
Fair value adjustments relating to accounting for derivative instruments and hedging activities	1,350	446					1,796			1,796
Translation adjustments Oxiteno Mexico	1,759						1,759			1,759
Other individually insignificant adjustments	1,438						1,438			1,438
Fair value adjustments relating to business combinations	(1,547)						(1,547)			(1,547)
Fair value adjustments relating to acquisition of minority interest in Oxiteno S.A. Indústria e Comércio	4,485						4,485			4,485
Fair value adjustments relating to the acquisition of SPGás Distribuidora de Gás Ltda.	1,484						1,484			1,484
Fair value adjustments relating to the acquisition of Oxiteno Mexico	167						167			167
Fair value adjustments relating to acquisition of minority interest in Companhia Ultragaz S.A	(551)						(551)			(551)

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PRO FORMA STATEMENT OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2006	**Historical Information of Ultrapar and subsidiaries(a)**	**Acquisition of Southern Distribution Business (b)**	**Acquisition of Oil Refining Business(c)**	**Eliminations(d)**	**Pro forma adjustments before the Share Exchange(e)**	**Notes**	**Pro Forma before Share Exchange**	**Pro forma adjustments related to the Share Exchange(e)**	**Notes**	**Pro Forma after Share Exchange**
Gain on change in equity interest in Max Facil		(85,494)					(85,494)			(85,494)
Post-employment benefits adjustment		(16,090)	(767)				(16,857)			(16,857)
Accounting for asset retirement obligation		686					686			686
Capitalization of interest costs during construction, net of depreciation		1,115					1,115			1,115
Fair value of guarantees under FIN45		708	32				740			740
Accounting for refunds		2,218					2,218			2,218
Deferred tax effects	2,135	7,493	270.00		(14,871)	3 (iv)	(4,973)	11,168	3 (iv)	6,195
Minority interest	(41)						(41)			(41)
NET PRO FORMA INCOME (LOSS) UNDER U.S. GAAP	**280,508**	**33,581**	**(3,579)**	**(608)**	**(93,965)**		**215,937**	**117,674**		**333,611**
U.S. GAAP weighted average number of shares outstanding (in thousands)	**81,129.709**									**135,834.658**
Basic and diluted U.S. GAAP pro forma earnings (loss) per share	**3.46**									**2.45**
U.S. GAAP dividends declared and interest on shareholders equity per share	**1.78**									**1.78(*)**

(*) Pro-forma dividend reflects the same dividends per share distributed by Ultrapar prior to the transaction

a) Reflects Ultrapar s statement of income for the year ended December 31, 2006.

b) Reflects the statement of income for the year ended December 31, 2006 relating to the Southern Distribution Business, based on the DPPI and CBPI carve-out financials, as detailed in Southern Distribution Business table below.

c) Reflects RIPI s statement of income for the year ended December 31, 2006 relating to the portion of the oil refining businesses acquired, as detailed in Oil Refining Business table below.

d) Intercompany eliminations and consolidating entries related to the unaudited pro forma statement of income for December 31, 2006 refer to sales of fuel by RIPI to DPPI, which should be eliminated in order to show our total unaudited pro forma consolidated statement of income.

e) Reflects the pro forma adjustments which are discussed below in Note 3.

The accompanying notes are an integral part of these unaudited pro forma financial statements.

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ACQUISITION OF SOUTHERN DISTRIBUTION BUSINESS

PRO FORMA STATEMENT OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2006	Historical Information of DPPI and subsidiaries(a)	Historical Information of CBPI and subsidiaries(b)	DPPI (-) CBPI(c)	Adjustments(d)	Historical Information of DPPI Carved-out(e)	Historical Information of CBPI Carved-out(f)	CBPI Other Income (Expenses) of Southern Distribution Business(g)	Acquisition of Southern Distribution Business
Net revenue from sales and/or services	25,714,728	22,225,121	3,489,607	80,624	3,570,231	15,537,371		19,107,602
Cost of sales and/or services	(24,430,465)	(21,143,026)	(3,287,439)	(64,282)	(3,351,721)	(14,798,332)		(18,150,053)
Gross profit	1,284,263	1,082,095	202,168	16,342	218,510	739,039		957,549
Operating (expenses) income:								
Selling expenses	(439,641)	(365,646)	(73,995)	(15,836)	(89,831)	(177,284)	(57,447)	(324,562)
General and administrative expenses	(492,762)	(426,290)	(66,472)	(949)	(67,421)	(150,655)	(143,743)	(361,819)
Other operating income	23,163	19,531	3,632	569	4,201	27,564	(5,066)	26,699
Goodwill amortization	(2,164)	(2,164)		858	858	1,550		2,408
Income (loss) before financial items	372,859	307,526	65,333	984	66,317	440,214	(206,256)	300,275
Financial income (expenses), net	(7,702)	(25,067)	17,365	(1,417)	15,948		(15,809)	139
Nonoperating income (expenses), net	30,139	3,730	26,409	(209)	26,200		3,730	29,930
Income (loss) before taxes on income and profit sharing	395,296	286,189	109,107	(642)	108,465	440,214	(218,335)	330,344
Income and social contribution taxes	(91,184)	(70,291)	(20,893)	433	(20,460)		(54,496)	(74,956)
Deferred income and social contribution taxes	43,145	35,251	7,894		7,894		33,008	40,902
Income (loss) before profit sharing and equity in affiliates	347,257	251,149	96,108	(209)	95,899	440,214	(239,823)	296,290
Equity in affiliates	87,056	87,056						
Profit sharing	(16,318)	(14,656)	(1,662)		(1,662)		(11,694)	(13,356)
Minority interest	(257,120)						117,766	(139,354)
NET PRO FORMA INCOME (LOSS) UNDER BRAZILIAN	**160,875**	**323,549**	**94,446**	**(209)**	**94,237**	**440,214**	**(133,751)**	**143,580**

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PRO FORMA STATEMENT OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2006 PRO FORMA RECONCILIATION TO U.S. GAAP	Historical Information of DPPI and subsidiaries(a)	Historical Information of CBPI and subsidiaries(b)	DPPI (-) CBPI(c)	Adjustments(d)	Historical Information of DPPI Carved-out(e)	Historical Information of CBPI Carved-out(f)	CBPI Other Income (Expenses) of Southern Distribution Business(g)	Acquisition of Southern Distribution Business
NET PRO FORMA INCOME (LOSS) UNDER BRAZILIAN GAAP	**160,875**	**323,549**	**94,446**	**(209)**	**94,237**	**440,214**	**(133,751)**	**143,580**
Inflation accounting	(23,505)	(21,276)	(2,229)		(2,229)	(18,852)		(21,081)
Different criteria for:								
Fair value adjustments relating to accounting for derivative instruments and hedging activities	748	748					446	446
Goodwill and business combination	4,665	4,665						
Gain on change in equity interest in Max Facil	(85,494)	(58,136)	(27,358)		(27,358)	(58,136)		(85,494)
Post-employment benefits adjustment	(20,781)	(17,808)	(2,973)		(2,973)	(1,844)	(11,273)	(16,090)
Accounting for asset retirement obligation	731	229	502		502	184		686
Capitalization of interest costs during construction, net of depreciation	1,702	1,455	247		247		868	1,115
Fair value of guarantees under FIN 45	226	(482)	708		708			708
Accounting for refunds	2,346	2,346				2,218		2,218
U.S. GAAP adjustments on net equity and net income of affiliates	(11,733)	(11,733)						
Deferred tax effects	13,269	11,997	1,272		1,272	6,221		7,493
Minority interest	69,508		69,508	(69,508)				
NET PRO FORMA INCOME (LOSS) UNDER U.S. GAAP	**112,557**	**235,554**	**134,123**	**(69,717)**	**64,406**	**370,005**	**(143,710)**	**33,580**

a) Reflects DPPI s consolidated statement of income for the year ended December 31, 2006. Since DPPI controls CBPI, the latter is consolidated by DPPI. See page F-172 for DPPI s consolidated financial statements.

b) Reflects CBPI s consolidated statement of income for the year ended December 31, 2006. See page F-212 for CBPI s consolidated financial statements.

c) Reflects DPPI s statement of income for the year ended December 31, 2006, excluding CBPI.

d) Reflects the reversal of intercompany eliminations that had already been booked in DPPI s consolidated statement of income for the year ended December 31, 2006. The principal eliminating items refer to sales of fuels between CBPI and DPPI and freight services provided by a subsidiary of CBPI to DPPI.

e) Reflects DPPI s carved-out statement of income for the year ended December 2006, which reflects the company s fuel and lubricants operations. See page F-462 for the carve out financial statements of DPPI.

f) Reflects CBPI carved-out abbreviated statement of revenues and direct expenses for the year ended December 31, 2006, which relates to the company s fuel and lubricants operations in the South and Southeast regions of Brazil. See page F-497 for CBPI s abbreviated financial statements.

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g) Reflects other income and expenses for the carved-out business of CBPI for the year ended December 31, 2006. To estimate sales, general and administrative expenses and profit sharing we used the proportion of such items from April 1, 2007 to June 30, 2007, which corresponds to the period from the acquisition onward, between the Southern Distribution Business to the total of CBPI. For financial expenses we used a proportion of operating profit. For income taxes we adopted the overall income tax rate of CBPI in 2006. For deferred taxes we used our best judgment to separate factors that affect the tax base of the Southern Distribution Business. Minority interest reflects the minorities of CBPI in the aforementioned adjustments.

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ACQUISITION OF OIL REFINING BUSINESS

PRO FORMA STATEMENT OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2006	Historical Information of RIPI and subsidiaries(a)	(-) RPI s Results relating to the Petrochemical Businesses and Southern Distribution Business(b)	Historical Information of RIPI Oil Refining Business(c)	Acquisition of Oil Refining Business(d)
Net revenue from sales and/or services	4,191,357	(3,759,222)	432,135	144,031
Cost of sales and/or services	(3,379,553)	2,973,968	(405,585)	(135,181)
Gross profit	811,804	(785,254)	26,550	8,850
Operating (expenses) income:				
Selling expenses	(191,881)	188,600	(3,281)	(1,094)
General and administrative expenses	(155,424)	129,468	(25,956)	(8,651)
Other operating income	8,204	(7,715)	489	163
Income (loss) before financial items	472,703	(474,901)	(2,198)	(732)
Financial income (expenses), net	(86,349)	82,926	(3,423)	(1,141)
Nonoperating income (expenses), net	(34,160)	34,164	4	1
Income (loss) before taxes on income and profit sharing	352,194	(357,811)	(5,617)	(1,872)
Income and social contribution taxes	(104,108)	100,626	(3,482)	(1,161)
Deferred income and social contribution taxes	22,678	(22,678)		
Income (loss) before profit sharing and equity in affiliates	270,764	(279,863)	(9,099)	(3,033)
Equity in affiliates	24,324	(24,324)		
Profit sharing	(7,867)	7,797	(70)	(23)
Minority interest	(122,981)	122,981		
NET PRO FORMA INCOME (LOSS) UNDER BRAZILIAN GAAP	**164,240**	**(173,409)**	**(9,169)**	**(3,056)**
PRO FORMA RECONCILIATION TO U.S. GAAP				
NET PRO FORMA INCOME (LOSS) UNDER BRAZILIAN GAAP	**164,240**	**(173,409)**	**(9,169)**	**(3,056)**
Reversal of revaluation adjustments				
Inflation accounting	(2,673)	2,499	(174)	(58)
Fair value adjustments relating purchase accounting of a business acquired				
Different criteria for:				
Deferred charges	(3,954)	3,954		
Other individually insignificant adjustments	(3,973)	3,973		
Post-employment benefits adjustment	(5,822)	3,522	(2,300)	(767)
Fair value of guarantees under FIN 45	96		96	32
IPQ s business acquisition for IQ on 1998	21,437	(21,437)		

COPESUL s business acquisition for IPQ on 2000	(1,199)	1,199		
IPQ s business acquisition for IQ on 2003	6,041	(6,041)		
IPQ s business acquisition for IQ on 2006	63,969	(63,969)		
Different criteria for investments in affiliated companies (DPPI) Reversal of equity pick-up	(7,316)	7,316		
U.S GAAP adjustments on net income of COPESUL	11,772	(11,772)		
Valuation allowance for deferred taxes	(76,245)	76,245		
U.S GAAP adjustments on net income of CBPI	(3,526)	3,526		
Accounting for warrants purchased by the Company	(38,493)	38,493		
Deferred tax effects	(2,279)		810	270
Minority interest	13,827	(13,827)		
NET PRO FORMA INCOME (LOSS) UNDER U.S. GAAP	**135,902**	**(149,728)**	**(10,737)**	**(3,579)**

a) Reflects RIPI s and Subsidiaries statement of income for the year ended December 31, 2006, which includes the consolidation of the petrochemical business and equity in DPPI. See page F-129 for RIPI s consolidated financial statements.

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b) Reflects the elimination of results obtained from the petrochemical and fuel and lubricant distribution businesses for the year ended December 31, 2006.

c) Reflects the statement of income of RPI s oil refining business for the year ended December 31, 2006. See page F-438 for RIPI s carve-out financial statements.

d) Refers to the portion of 33.33% of RPI s oil refining business acquired by Ultrapar.

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UNAUDITED PRO FORMA STATEMENT OF INCOME

FOR THE SIX-MONTH PERIOD ENDED JUNE 30, 2007 (Amounts in thousands of Brazilian reais, except per share data)

The following is our unaudited pro forma statement of income for the six-month period ended June 30, 2007:

PRO FORMA STATEMENT OF INCOME FOR THE PERIOD ENDED JUNE 30, 2007	Historical Information of Ultrapar and subsidiaries(a)	Results of Oil Refining and Southern Distribution Businesses First quarter 2007(b)	Total Ultrapar	Pro forma adjustments before the Share Exchange(c)	Notes	Pro Forma before Share Exchange	Pro forma adjustments related to the Share Exchange(d)	Notes	Pro Forma after Share Exchange
Net revenue from sales and/or services	7,355,235	4,609,028	11,981,743			11,981,743			11,981,743
Cost of sales and/or services	(6,655,116)	(4,355,938)	(11,028,534)			(11,028,534)			(11,028,534)
Gross profit	700,119	253,090	953,209			953,209			953,209
Operating (expenses) income:									
Selling expenses	(177,781)	(80,844)	(258,625)			(258,625)			(258,625)
General and administrative expenses	(314,347)	(79,300)	(393,647)	(15,115)	3(i)	(408,762)			(408,762)
Other operating income	4,077	3,329	7,406			7,406			7,406
Income before financial items	212,068	96,275	308,343	(15,115)		293,228			293,228
Financial income (expenses), net	(35,137)	(16,665)	(51,802)	(35,358)	3(ii)	(87,160)			(87,160)
Nonoperating income (expenses), net	(1,945)	6,300	4,355			4,355			4,355
Income before taxes on income and profit sharing	174,986	85,910	260,896	(50,472)		210,424			210,424
Income and social contribution taxes	(77,347)	(19,085)	(96,432)			(96,432)			(96,432)
Deferred income and social contribution taxes	21,966	(8,077)	13,889	17,161	3(iv)	31,050			31,050
Benefit of tax holidays	6,084		6,084			6,084			6,084
Income before profit sharing and equity in affiliates	125,689	58,748	184,437	(33,312)		151,125			151,125
Equity in affiliates	(129)	(93)	(222)			(222)			(222)
Profit sharing	(2,816)		(2,816)			(2,816)			(2,816)
Minority interest	(48,174)	(30,908)	(79,082)	4,185	3(v)	(74,897)	73,176	3(v)	(1,721)
NET PRO FORMA INCOME UNDER BRAZILIAN GAAP	**74,570**	**27,747**	**102,317**	**(29,127)**		**73,190**	**73,176**		**146,366**

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PRO FORMA STATEMENT OF INCOME FOR THE PERIOD ENDED JUNE 30, 2007	Historical Information of Ultrapar and subsidiaries(a)	Results of Oil Refining and Southern Distribution Businesses First quarter 2007(b)	Total Ultrapar	Pro forma adjustments before the Share Exchange(c)	Notes	Pro Forma before Share Exchange	Pro forma adjustments related to the Share Exchange(d)	Notes	Pro Forma after Share Exchange
Outstanding shares as of June 30, 2007 (in thousands)	**81,325.409**								**136,030.357**
Brazilian GAAP pro forma earnings (loss) per share	**0.92**								**1.08**
PRO FORMA RECONCILIATION TO U.S. GAAP									
NET PRO FORMA INCOME UNDER BRAZILIAN GAAP	**74,570**	**27,747**	**102,317**	**(29,127)**		**73,190**	**73,176**		**146,366**
Reversal of revaluation adjustments:									
Depreciation of property, plant and equipment	1,370		1,370			1,370			1,370
Deferred tax effects	(181)		(181)			(181)			(181)
Inflation accounting:									
Property, plant and equipment incremental depreciation	(2,885)	(2,175)	(5,060)			(5,060)			(5,060)
Inventories and other nonmonetary assets	113		113			113			113
Deferred tax effects	1,046	842	1,888			1,888			1,888
Different criteria for:									
Cancellation of subsidiaries treasury stock	535		535			535			535
Deferred charges expensed:									
Cost	(27,585)		(27,585)			(27,585)			(27,585)
Amortization	24,492		24,492			24,492			24,492
Depreciation of interest costs capitalized during construction	(214)	107	(107)			(107)			(107)
Reversal of goodwill amortization	2,624		2,624	15,115	3(i)	17,739			17,739
Fair value adjustments relating to accounting for derivative instruments and hedging activities	586		586			586			586
Translation adjustments Oxiteno Mexico	(2,817)		(2,817)			(2,817)			(2,817)
Assets Retirement Obligation FAS 143 Assets	480	480	960			960			960
Assets Retirement Obligation FAS 143 Liabilities	(618)	(618)	(1,236)			(1,236)			(1,236)
Pension Plan	(2,162)	(2,162)	(4,324)			(4,324)			(4,324)
Other individually insignificant adjustments	2,288	183	2,471			2,471			2,471

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PRO FORMA STATEMENT OF INCOME FOR THE PERIOD ENDED JUNE 30, 2007	Historical Information of Ultrapar and subsidiaries(a)	Results of Oil Refining and Southern Distribution Businesses First quarter 2007(b)	Total Ultrapar	Pro forma adjustments before the Share Exchange(c)	Notes	Pro Forma before Share Exchange	Pro forma adjustments related to the Share Exchange(d)	Notes	Pro Forma after Share Exchange
Deferred tax effects	611	968	1,579	(5,139)	3(iv)	(3,560)		3(iv)	(3,560)
Fair value adjustments relating to business combinations	(773)		(773)			(773)			(773)
Deferred tax effects	263		263			263			263
Fair value adjustments relating to acquisition of minority interest in Oxiteno S.A. Indústria e Comércio	2,243		2,243			2,243			2,243
Deferred tax effects	(462)		(462)			(462)			(462)
Fair value adjustments relating to the acquisition of SPGás Distribuidora de Gás Ltda.	742		742			742			742
Deferred tax effects	(252)		(252)			(252)			(252)
Fair value adjustments relating to the acquisition of Oxiteno Mexico	84		84			84			84
Deferred tax effects	(28)		(28)			(28)			(28)
Fair value adjustments relating to acquisition of minority interest in Companhia Ultragaz S.A	(275)		(275)			(275)			(275)
Deferred tax effects	94		94			94			94
Accounting for uncertain income tax position FIN 48	(7,129)	(122)	(7,251)			(7,251)			(7,251)
Adjustments relating to the acquisition of Ipiranga:									
Fair value adjustments	(3,736)		(3,736)	(126)	3(iii)	(3,862)	(16,424)	3(iii)	(20,286)
Deferred tax effects	1,270		1,270	43	3(iv)	1,313	5,584	3(iv)	6,897
Reversal of goodwill amortization	11,126		11,126			11,126			11,126
Minority interest	2,539		2,539	381	3(v)	2,920	(2,920)	3(v)	
Accounting for refunds	529	529	1,058			1,058			1,058
Deferred tax effects	(180)	(180)	(360)			(360)			(360)
NET PRO FORMA INCOME UNDER U.S. GAAP	**78,308**	**25,599**	**103,907**	**(18,853)**		**85,054**	**59,416**		**144,470**
U.S. GAAP weighted average number of shares outstanding (in thousands)	**81,021.201**								**135,726.150**
Basic and diluted U.S. GAAP pro forma earnings (loss) per share	**0.97**								**1.06**

(a) Reflects Ultrapar s statement of income for the six-month period ended June 30, 2007, which includes the consolidation of the Southern Distribution Business and Ultrapar s portion of the oil refining business which occured on April 1, 2007.

(b) Reflects the pro forma results of the Southern Distribution Business and Ultrapar s portion of the oil refining business acquired for the three-month period ended March 31, 2007, assuming that the acquisition had occurred on January 1, 2006, as detailed in Results of Oil Refining and Southern Distribution

Businesses First quarter 2007 table below.

(c) Reflects the pro forma adjustments before the Share Exchange, which are described below in Note 3.

(d) Reflects the pro forma adjustments relating to the Share Exchange, which are described below in Note 3.

The accompanying notes are an integral part of these unaudited pro forma financial statements.

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RESULTS OF OIL REFINING AND SOUTHERN

DISTRIBUTION BUSINESSES FIRST QUARTER 2007

PRO FORMA STATEMENT OF INCOME FOR THE PERIOD ENDED JUNE 30, 2007	Historical Information of Distribuidora de Produtos de Petróleo Ipiranga S.A. and Subsidiaries(a)	Historical Information of Refinaria de Petróleo Ipiranga S.A.(b)	Adjustments(c)	Notes	Results of Oil Refining and South and Southern Distribution Businesses First quarter 2007
Net revenue from sales and/or services	12.799.366	1.403.898	(9.594.236)		4.609.028
Cost of sales and/or services	(12.135.174)	(1.140.349)	8.919.585		(4.355.938)
Gross profit	664.192	263.549	(674.651)		253.090
Operating (expenses) income:					
Selling expenses	(219.019)	(60.081)	198.256		(80.844)
General and administrative expenses	(250.111)	(46.098)	216.909		(79.300)
Other operating income	6.876	(6.180)	2.633		3.329
Income before financial items	201,938	151.190	(256.853)		96.275
Financial income (expenses), net	8.368	(2.584)	(22.449)		(16.665)
Nonoperating income (expenses), net	6.741	(444)	3		6.300
Income before taxes on income and profit sharing	217.047	148.162	(279.299)		85.910
Income and social contribution taxes	(53.821)	(40.829)	75.565		(19.085)
Deferred income and social contribution taxes	(14.444)	(1.090)	7.457		(8.077)
Income before profit sharing and equity in affiliates	148.782	106.243	(196.277)		58.748
Equity in affiliates	66.074	69.110	(135.277)		(93)
Profit sharing	(3.541)	(1.713)	5.254		
Minority interest	(141.898)	(40.728)	151.718		(30.908)
NET PRO FORMA INCOME UNDER BRAZILIAN GAAP	**69.417**	**132.912**	**(174.582)**		**27.747**
PRO FORMA RECONCILIATION TO U.S. GAAP					
NET PRO FORMA INCOME UNDER BRAZILIAN GAAP	**69.417**	**132.912**	**(174.582)**		**27.747**
Inflation accounting:					
Property, plant and equipment incremental depreciation	(2.844)	(1.336)	2.005		(2.175)
Deferred tax effects	968	454	(580)		842
Minority interests	1.001	379	(1.380)		

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PRO FORMA STATEMENT OF INCOME FOR THE PERIOD ENDED JUNE 30, 2007	Historical Information of Distribuidora de Produtos de Petróleo Ipiranga S.A. and Subsidiaries(a)	Historical Information of Refinaria de Petróleo Ipiranga S.A.(b)	Adjustments(c)	Notes	Results of Oil Refining and Southern Distribution Businesses First quarter 2007
Different criteria for:					
Deferred charges expensed:					
Cost					
Amortization		1.047	(1.047)		
Capitalization (Depreciation) of interest costs capitalized during construction	589		(482)		107
Assets Retirement Obligation FAS 143 Assets			480		480
Assets Retirement Obligation FAS 143 Liabilities	(1.612)		994		(618)
Pension Plan	(6.028)	(1.655)	5.521		(2.162)
Other individually insignificant adjustments	396	1.325	(1.538)		183
Deferred tax effects	2.266	(245)	(1.053)		968
Minority interests	2.861	(327)	(2.534)		
Fair value adjustments relating to business combinations	2.333	(19.583)	17.250	c.1	
Deferred tax effects	85	9.434	(9.519)	c.1	
Minority interests	(1.911)	4.244	(2.333)	c.1	
Accounting for uncertain income tax position FIN 48	(261)		139		(122)
Minority interests	200		(200)		
Accounting for refunds	1.179		(650)		529
Deferred tax effects	(401)		221		(180)
Minority interest	(615)		615		
USGAAP adjustments on net equity and net income of affiliates	(41.630)	(202.191)	243.821	c.2	
Minority interest	32.883	160.767	(193.650)	c.2	
Valuation allowance for deferred taxes		(8.416)	8.416		
Minority interest		3.865	(3.865)		
Accounting for convertible debentures issued by IQ and warrants purchased by the Company		(46.067)	46.067	c.3	
Deferred tax effects		15.663	(15.663)	c.3	
Minority interest		12.609	(12.609)	c.3	
NET PRO FORMA INCOME UNDER U.S. GAAP	**58.876**	**62.879**	**(253.008)**		**29.895**

a) Reflects DPPI s consolidated statement of income for the six-month period ended June 30, 2007. Since DPPI controls CBPI, the latter is consolidated by DPPI. See page F-287 for DPPI s consolidated financial statements.

b) Reflects RIPI and Subsidiaries statement of income for the six-month period ended June 30, 2007. As a result of the terms of the shareholders agreement, since the date of the acquisition, Ipiranga Química and its subsidiaries are no longer consolidated in RIPI s financial statements, but rather, the investments in such subsidiaries are accounted for using the equity method. See page F-129 to RIPI s consolidated financial statements.

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c) Adjustments column reflects exclusion of (i) the entire petrochemical business and two-thirds of the Ipiranga Group s oil refining business that will be allocated to Braskem and Petrobras; (ii) the Ipiranga Group s fuel distribution business in the North, Northeast and Center-West regions of Brazil which will be allocated to Petrobras; (iii) three-month period relating to the second-quarter of the Ipiranga Group s fuel distribution business in the South and Southeast regions of Brazil and of one-third of the oil refining operation which are already recorded in Ultrapar and subsidiaries financial statements since April 1, 2007.

Additional adjustments are principally represented as follows:

c.1) Elimination of the fair value recorded in previous business combinations of the Ipiranga Group which occurred before the acquisition by Ultrapar, Braskem and Petrobras.

c.2) Elimination of the equity recorded in the historical financial statements related to the equity interest in companies that were not acquired by Ultrapar.

c.3) Warrant recorded at RIPI is related to the right to subscribe shares of IQ. According to the investment agreement this warrant will be transferred to Braskem and consequently no rights will remain with RIPI.

Notes to the Unaudited Pro Forma Financial Information

(Amounts in thousand of Brazilian *reais*, except where otherwise indicated)

1. Basis of Presentation

Our unaudited pro forma balance sheet as of June 30, 2007 was prepared as if the transactions mentioned in steps 2 and 4 above had occurred on June 30, 2007. Our unaudited pro forma statements of operations for the year ended December 31, 2006 and for the six month period ended June 30, 2007 were prepared as if all transactions mentioned above had occurred on January 1, 2006.

Our unaudited pro forma financial information has been prepared based on assumptions that we consider to be appropriate and should be read in conjunction with our financial statements included elsewhere in this document.

The unaudited pro forma financial information has been derived from, and should be read in conjunction with, the historical consolidated financial statements of Ultrapar, including notes thereto. The material pre-acquisition contingencies are disclosed in Note 20 to the interim financial statements of Ultrapar as of June 30, 2007. These consolidated financial statement are included elsewhere in this prospectus.

The unaudited pro forma financial information is presented for illustrative purposes only and is not necessarily indicative of the operating results that would have been achieved had the acquisition been completed as of the dates indicated above or of results that may be attained in the future.

2. Pro Forma Adjustments for the Balance Sheet as of June 30, 2007

Under Brazilian GAAP, the goodwill and corresponding equity acquired are demonstrated below:

i) *Acquisition described in step 2 above.* For Brazilian GAAP purposes, the consolidated balance sheet of Ipiranga is already included in the consolidated figures of Ultrapar and subsidiaries. Therefore, the acquisition of voting shares in the amount of R$163,120, resulted in a goodwill totaling R$105,920, which is recorded under deferred charges. The acquisition was funded through the issuance of debentures totaling R$214,000, and consequently, an increase in cash totaling R$50,880 was recorded.

Amount relating to the acquisition of voting shares	163,120
Book value of the interest acquired in RIPI, DPPI and CBPI as of June 30, 2007, net of the assets to be transferred to Petrobras and Braskem	(57,200)
Estimated goodwill relating to the acquisition of voting shares	105,920

ii) *Acquisition described in step 4 above.* For Brazilian GAAP purposes, the consolidated balance sheet of Ipiranga is already included in the consolidated figures of Ultrapar and subsidiaries. Therefore, the

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acquisition of shares in the amount of R$1,007,728, resulted in negative goodwill totaling R$15,967, which is recorded under deferred charges. Additionally, Ultrapar will acquire the shares of Ipiranga in step 4 on behalf of Petrobras and Braskem, through the issuance of preferred shares, for the amount of R$1,739,743, which is recorded as accounts receivables. Ultrapar will pay this acquisition through the issuance of its own preferred shares totaling R$2,747,471.

Amount relating to the acquisition of the remaining shares	1,007,728
Book value of the interest acquired of RIPI, DPPI and CBPI as of June 30, 2007, net of the assets to be transferred to Petrobras and Braskem	(1,023,695)
Estimated negative goodwill relating to the acquisition of shares	(15,967)

Under U.S. GAAP, the goodwill and corresponding equity acquired are discussed below:

iii) For the acquisition described in step 2 above, see below the computations performed:

Amount relating to the acquisition of voting shares	163,120
Total fair value of interest acquired in RIPI, DPPI and CBPI as of June 30, 2007, net of the assets to be transferred to Petrobras and Braskem	(82,324)
Estimated goodwill relating to the acquisition of voting shares	80,796
Goodwill recognized under Brazilian GAAP	105,920
Goodwill difference between U.S. GAAP and accounting practices adopted in Brazil	(25,124)
Proportional Fair value of assets acquired in step 2, substantially related to Property, plant and equipment and intangibles	39,388
Deferred Income Tax (Effective Rate 34%)	(13,392)

iv) For the acquisition described in step 4 above, there was excess of assigned value of identifiable assets over the cost of Ipiranga (negative goodwill). The negative goodwill was allocated as a pro rata reduction of the amounts that would have been assigned to the assets acquired, therefore reducing the fair value assigned to the property, plant, equipment and intangibles acquired. See below the computations performed:

Amount relating to the acquisition of the remaining shares	1,007,728
Additional capital increase (See note (v))	58,893
Value of interest acquired in RIPI, DPPI and CBPI as of June 30, 2007, net of the assets to be transferred to Petrobras and Braskem	(1,506,112)
Estimated negative goodwill relating to the acquisition of remaining shares	(439,491)
Recognition of deferred income tax (effective rate 34%)	(226,405)
Total negative goodwill	(665,896)
Proportional fair value of assets acquired in step 4, substantially related to Property, plant and equipment and intangibles	770,588
Fair Value recognized in the pro forma financial statements	104,692
Deferred Income Tax (Effective Rate 34%)	(35,595)

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v) Under Brazilian GAAP, the capital increase reflects the price of the shares as defined in the Investment Agreement. For U.S. GAAP purposes, the capital increase corresponds to the average price of the securities at BOVESPA stock exchange, taking into account the closing prices two days before and two days after the acquisition date. The difference was recorded as additional paid-in-capital. See below the computations performed:

Preferred shares issued	54.704.948
Average price of the securities at BOVESPA R$	51,30
Acquisition cost under U.S. GAAP	2.806.364
Acquisition cost under BR GAAP (see note 2 (ii))	2.747.471
Additional paid in capital	58,893

vi) Minority interest in the acquisition described in step 2 was calculated as follows:

Minority interest according to the Brazilian GAAP	1,023,695
Minority interest according to the U.S. GAAP	997,537
Minority interest under Historical U.S. GAAP as of June 30, 2007, considering the acquisitions described in steps 1 and 2	26,158
Minority interest under Historical U.S. GAAP as of June 30, 2007, considering only the acquisition described in step 1 above	27,030
Pro forma adjustment	(872)

vii) No minority interest will remain in RIPI, DPPI, and CBPI after the Share Exchange.

viii) Offering of unsecured debentures

To finance part of the Ipiranga Group acquisition, on April 11, 2007 Ultrapar completed the offering of unsecured debentures in the aggregate principal amount of R$890 million, of which R$676 million were used to purchase the control of the Ipiranga Group and R$214 million were used to acquire the minority common shares outstanding. The debentures have a term of one year, and a coupon rate of 102.5% of the CDI.

For purposes of the unaudited pro forma financial information, the debentures issued to finance the acquisition of the minority common shares were considered issued as of June 30, 2007 for the balance sheet, and as of January 1, 2006 for the statement of income.

This adjustment is presented in the pro forma adjustments before the Share Exchange column.

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3. Pro forma adjustments for the statements of income for the year ended December 31, 2006 and for the six-month period ended June 30, 2007

i) Under Brazilian GAAP, the acquisition of the Southern Distribution Business and the third part of oil refining business are recorded based on the historical values of their assets and liabilities and the difference between the historical carrying value of net assets and the purchase price is recorded as goodwill. See below the computations performed relating to the goodwill under Brazilian GAAP:

Amount relating to the acquisition of voting shares in March 2007	676,432
Book value of interest acquired in RIPI, DPPI and CBPI as of March 31, 2007, net of the assets to be transferred to Petrobras and Braskem	(251,752)
Goodwill relating to the acquisition of voting shares in March/2007 (a)	424,680
Amount relating to the acquisition of voting shares	163,120
Book value of interest acquired in RIPI, DPPI and CBPI as of June 30, 2007, net of the assets to be transferred to Petrobras and Braskem	(57,200)
Estimated goodwill relating to the acquisition of voting shares (b)	105,920
Amount relating to the acquisition of remaining shares	1,007,728
Book value of interest acquired in RIPI, DPPI and CBPI as of June 30, 2007, net of the assets to be transferred to Petrobras and Braskem	(1,023,695)
Estimated negative goodwill relating to the acquisition of remaining shares (c)	(15,967)
Total pro forma goodwill under Brazilian GAAP (a + b + c)	514,633
Estimated annual amortization of goodwill included in the statement of income for the year ended December 31, 2006, considering that the goodwill will be amortized in 10 years	51,463
Estimated amortization of goodwill for the six-month period ended June 30, 2007	25,732
Amortization already recorded for three-months period ended June 30, 2007	(10,617)
Pro forma adjustment as included in the pro forma adjustments before share exchange column	15,115

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ii) To finance part of the Ipiranga Group acquisition, on April 11, 2007 Ultrapar completed the offering of unsecured debentures in the aggregate principal amount of R$890 million, of which R$676 million were used to purchase the control of the Ipiranga Group and R$214 million were used to acquire the minority common shares outstanding. See below the computation relating to the interest expenses included in the pro forma statements of income:

Debentures issued for the acquisition described in step 1	676,000
Debentures issued for the acquisition described in step 2	214,000
Total debentures	890,000
102,5% of CDI, considering CDI average rate in 2006 of 14,76%	15,13%
Interest expense included in the pro forma for the year ended December 31, 2006	(134,648)
102,5% of CDI, considering CDI average rate in 2007 of 12,5%, for the six-month period ended June 30, 2007	6,41%
Interest expense included for the six-month period ended June 30, 2007	57,008
Interest expense already recorded in 2007	(21,650)
Interest expense included in the pro forma for the six-month period ended June 30, 2007	35,358
Sensitivity analysis	
Impact of 1/8 percent variance in the interest rate tied to CDI in 2006	0,125%
Estimated impact on income in case of changes on interest rate in 2006	1,112
Impact of 1/8 percent variance in the interest rate tied to CDI in 2007	0.062%
Estimated impact on income in case of changes on interest rate in 2007	556

iii) Under the purchase method, fair value adjustments (Brazilian GAAP X U.S. GAAP) were identified and should be amortized as follows:

Shareholder s equity under U.S. GAAP at the acquisition date	1,262,040
Fair value adjustments of assets acquired	986.802
Deferred income tax (34%)	(335,513)
Shareholder s equity adjusted at fair value	1,913,329

Fair value adjustments of assets acquired are composed as follows:

Fair Value adjustment of property, plant and equipment acquired	478.802
Fair Value of Intangibles	
Registered Trademark Acquired (unamortized intangible)	413.000
Franchise agreements	95.000
Total Fair Value adjustment of assets acquired	986.802
Weighted average annual depreciation rate	6,21%
Depreciation of fair value relating to property, plant and equipment acquired	(29.715)
Annual amortization of intangibles acquired	(10.857)
Total realization of fair value adjustment for the year ended December 31, 2006	(40.572)
Total realization of fair value adjustment for the year ended December 31, 2006 before share exchange	(7,724)
Total realization of fair value adjustment for the year ended December 31, 2006 related to share exchange	(32,848)
	(3,862)

Total realization of fair value adjustment for the six month period ended June 30, 2007 before share exchange	
Realization of fair value already recorded in Ultrapar Financial Statements	3,736
Total realization of fair value adjustment for the six month period ended June 30, 2007 before share exchange, net	(126)
Total realization of fair value adjustment for the six month period ended June 30, 2007 related to share exchange	(16.424)

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iv) *Deferred income tax effects*

In preparing our unaudited pro forma financial information for the year ended December 31, 2006 and as of and for the six months period ended June 30, 2007, we have assumed that the goodwill amortization expense is deductible for purposes of calculation of income tax and social contribution.

See below the computations performed for the year ended December 31, 2006:

Pro forma adjustments for the year ended December 31, 2006 under Brazilian GAAP	
Goodwill amortization before share exchange (note 3(i))	(51,463)
Interest expense in connection with the issuance of debentures (note 3(ii))	(134,648)
Total pro forma adjustments before share exchange	(186,111)
Income taxes effective rate	34%
Pro forma deferred income tax before share exchange	63,278
Pro forma adjustments for the year ended December 31, 2006 under U.S. GAAP	
Fair value adjustments relating to purchase accounting of business acquired before share exchange (note 3(iii))	(7,724)
Reversal of goodwill amortization under Brazilian GAAP	51,463
Total pro forma adjustments before share exchange	43,739
Income taxes effective rate	34%
Pro forma deferred income tax before share exchange under	(14,871)
Fair value adjustments relating to purchase accounting of business acquired related to share exchange (note 3(iii))	(32,848)
Income taxes effective rate	34%
Pro forma deferred income tax related to share exchange under	11,168

See below the computations performed for the six-month period ended June 30, 2007:

Pro forma adjustments for the six-month period ended June 30, 2007 under Brazilian GAAP	
Goodwill amortization before share exchange (note 3(i))	(15,115)
Interest expense in connection with the issuance of debentures (note 3(ii)	(35,358)
Total pro forma adjustments before share exchange	(50,473)
Income taxes effective rate	34%
Pro forma deferred income tax before share exchange under	17,161
Pro forma adjustments for the six-month period ended June 30, 2007 under U.S. GAAP	
Fair value adjustments relating to purchase accounting of business acquired before share exchange (note 3(iii))	(126)
Income taxes effective rate	34%
Pro forma deferred income tax before share exchange under	43
Reversal of goodwill amortization under Brazilian GAAP	15,115
Income taxes effective rate	34%
Pro forma deferred income tax before share exchange under	(5,139)
Fair value adjustments relating to purchase accounting of business acquired related to share exchange (note 3(iii))	(16,424)

Income taxes effective rate	34%
Pro forma deferred income tax related to share exchange under	5,584

v) No minority interest will remain in DPPI, CBPI and RIPI after the Share Exchange.

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COMPARATIVE PER SHARE FINANCIAL DATA

The following table sets forth for the Ultrapar, RIPI, DPPI and CBPI preferred shares certain historical, pro forma and pro forma-equivalent per share financial information. The pro forma and pro forma-equivalent per share information gives effect to the Transaction as if the Share Exchange had been effective on January 1, 2006, in the case of the basic earnings, diluted earnings and dividends data. The pro forma data in the tables assume that the Transaction is accounted for using the purchase method of accounting and represents a current estimate based on available information of the Combined Company s results of operations. The information in the following table is based on, and should be read together with, the financial information included in this prospectus and in our 2006 Form 20-F, which is included as Annex A hereto.

The Transaction is anticipated to provide Ultrapar with financial benefits that include reduced operating expenses and revenue enhancement opportunities. While the pro forma information is helpful in illustrating Ultrapar s financial performance under one set of assumptions, it does not reflect the impact of possible revenue enhancements, expense efficiencies, asset dispositions and share repurchases, among other factors, that may result as a consequence of the Transaction and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of Ultrapar following the Transaction would have been had the companies been combined during these periods. Following the closing of the SPA on April 18, 2007, whereby Ultrapar acquired a controlling interest in the Target Companies, Ultrapar has included in its consolidated financial statements the portion of the Target Companies financial results that Ultrapar will retain following completion of the Transaction.

	Six-month period ended June 30, 2007		Year Ended December 31, 2006	
	(under BR GAAP)	(under U.S. GAAP)	(under BR GAAP)	(under U.S. GAAP)
Ultrapar Historical (per preferred share)				
Basic earnings	R$0.92	R$0.97	R$3.55	R$3.46
Diluted earnings		R$0.97		R$3.46
Dividends, gross			R$1.78	R$1.78
Book value	R$24.44	R$23.80	R$23.77	R$23.02
Ultrapar Pro Forma (per preferred share)				
Basic earnings	R$1.08	R$1.09	R$3.22	R$2.45
Diluted earnings		R$1.09		R$2.48
Dividends, gross			R$1.78	R$1.78
Book value	R$34.81	R$34.86	R$33.73	R$33.80
RIPI Historical (per preferred share)				
Basic earnings	R$4.63	R$2.19	R$5.55	R$4.74
Diluted earnings		R$2.19		R$4.33
Dividends, gross			R$0.62	R$0.62
Book value	R$23.99	R$32.35	R$19.41	R$26.11

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	Six-month period ended June 30, 2007		Year Ended December 31, 2006	
	(under BR GAAP)	(under U.S. GAAP)	(under BR GAAP)	(under U.S. GAAP)
Pro Forma RIPI Equivalents (per preferred share) (1)				
Basic earnings	R$0.73	R$0.77	R$2.57	R$1.95
Diluted earnings		R$0.77		R$2.76
Dividends, gross			R$1.42	R$1.42
Book value	R$27.79	R$27.84	R$26.94	R$26.99
DPPI Historical (per preferred share)				
Basic earnings	R$2.24	R$1.90	R$5.03	R$3.63
Diluted earnings		R$1.90		R$3.63
Dividends, gross			R$2.10	R$2.10
Book value	R$27.29	R$28.30	R$25.12	R$26.53
Pro Forma DPPI Equivalents (per preferred share) (2)				
Basic earnings	R$0.59	R$0.62	R$2.06	R$1.57
Diluted earnings		R$0.62		R$2.22
Dividends, gross			R$1.19	R$1.14
Book value	R$22.29	R$22.33	R$21.60	R$21.65
CBPI Historical (per preferred share)				
Basic earnings	R$1.75	R$1.32	R$3.05	R$2.29
Diluted earnings		R$1.32		R$2.29
Dividends, gross			R$1.16	R$1.16
Book value	R$16.37	R$17.40	R$14.67	R$16.22
Pro Forma CBPI Equivalents (per preferred share) (3)				
Basic earnings	R$0.38	R$0.41	R$1.34	R$1.45
Diluted earnings		R$0.41		R$1.45
Dividends, gross			R$0.74	R$0.74
Book value	R$14.57	R$14.59	R$14.12	R$14.15

(1) RIPI equivalent pro forma combined share amounts are calculated by multiplying the Ultrapar pro forma combined per share amounts by the exchange ratio of 0.79850, representing the number Ultrapar shares that RIPI stockholders will receive in the Share Exchange for each share of RIPI common stock.

(2) DPPI equivalent pro forma combined share amounts are calculated by multiplying the Ultrapar pro forma combined per share amounts by the exchange ratio of 0.64048, representing the number Ultrapar shares that DPPI stockholders will receive in the Share Exchange for each share of DPPI common stock.

(3) CBPI equivalent pro forma combined share amounts are calculated by multiplying the Ultrapar pro forma combined per share amounts by the exchange ratio of 0.41846, representing the number Ultrapar shares that CBPI stockholders will receive in the Share Exchange for each share of CBPI common stock.

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COMPARATIVE MARKET PRICE AND DIVIDEND INFORMATION

Share and Dividend Information

Trading History of Ultrapar s Preferred Shares

Our preferred shares are listed on the BOVESPA stock exchange under the ticker symbol UGPA4 and in the form of ADSs on the NYSE under the ticker symbol UGP . You will not receive any Ultrapar ADSs in connection with the Share Exchange.

The following table sets forth the high and low closing sales prices for Ultrapar s preferred shares on the BOVESPA stock exchange for the periods indicated.

	São Paulo Stock Exchange		
	High	**Low**	**Volume(1)**
	(in *reais* per preferred share)		
2002	26.40	18.10	40,360
2003	37.70	21.95	39,398
2004	53.50	27.10	71,265
2005	48.60	31.70	79,784
2006	49.66	31.77	64,070
2007 (through November 9, 2007)	75.40	49.29	120,353
First quarter 2005	48.60	42.00	81,615
Second quarter 2005	45.90	40.00	95,090
Third quarter 2005	41.70	35.00	78,689
Fourth quarter 2005	39.00	31.70	64,515
First quarter 2006	39.20	31.80	73,065
Second quarter 2006	39.40	33.61	58,656
Third quarter 2006	39.19	31.77	55,730
Fourth quarter 2006	49.66	38.00	69,264
First quarter 2007	60.90	49.29	124,716
Second quarter 2007	65.31	58.89	132,400
Third quarter 2007	71.05	61.00	111,152
Fourth quarter 2007 (through November 9, 2007)	75.40	66.50	104,871
March 2007	60.90	49.29	142,736
April 2007	65.31	60.80	146,885
May 2007	63.70	59.13	128,200
June 2007	64.65	58.89	122,535
July 2007	67.29	61.25	120,967
August 2007	67.87	61.00	78,735
September 2007	71.05	65.15	139,547
October 2007	75.40	70.29	111,091
November 2007 (through November 9, 2007)	68.05	66.50	82,067

(1) Average daily trading volume in number of shares.

On November 9, 2007, the last reported closing sale price of Ultrapar s preferred shares on BOVESPA stock exchange was R$66.90 (US$38.25) per share.

The following table sets forth the dividends per share distributed by us with respect to our preferred shares in the past two years. We declare and pay dividends and/or interest attributed to shareholders equity, pursuant to Brazilian corporate law and our bylaws. Our board of directors may approve the distribution of dividends and/or

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interest attributed to shareholders equity, calculated based on our annual or semi-annual financial statements or on financial statements relating to shorter periods. The amount of any distributions will depend on a series of factors, such as our financial condition, prospects, macroeconomic conditions, tariff adjustments, regulatory changes, growth strategies and other issues our board of directors and our shareholders may consider relevant. For 2006 and 2005, we declared dividends to our shareholders (both common and preferred) in the amounts of R$144 million and R$157 million, corresponding to 51% and 53% of our net income for each period, respectively.

Year declared	*Reais* per preferred share	US$ per preferred share(1)
2005	1.94	0.83
2006	1.78	0.83

(1) The amounts in *reais* have been converted into dollars using the exchange rates at each payment date.

Holders of our preferred shares are entitled to receive dividends declared by us solely from the date of the subscription and/or acquisition of such shares.

As of November 9, 2007, the most recent date for which it was practicable to obtain this information, there were approximately 1,850 registered holders of Ultrapar preferred shares.

Trading History of RIPI s Preferred Shares

RIPI s preferred shares are listed on BOVESPA stock exchange under the symbol RIPI4.

The following table sets forth the high and low closing sales prices for RIPI s preferred shares on the BOVESPA stock exchange for the periods indicated.

	BOVESPA stock exchange (*reais* per preferred share)	
	High	Low
2002	8.50	2.55
2003	10.35	1.93
2004	22.75	8.08
2005	29.50	20.13
2006	37.99	22.55
2007 (through November 9, 2007)	57.00	36.20
First quarter 2005	29.50	20.13
Second quarter 2005	29.50	22.76
Third quarter 2005	27.10	22.16
Fourth quarter 2005	26.85	21.30
First Quarter 2006	27.60	22.55
Second Quarter 2006	31.50	24.50
Third Quarter 2006	34.50	28.90
Fourth Quarter 2006	37.99	35.00
First Quarter 2007	47.50	36.20
Second Quarter 2007	49.40	43.98
Third Quarter 2007	52.20	43.80
Fourth Quarter 2007 (through November 9, 2007)	57.00	52.80

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	BOVESPA stock exchange (*reais* per preferred share)	
	High	Low
March 2007	47.50	38.40
April 2007	48.20	45.80
May 2007	47.91	43.98
June 2007	49.40	45.30
July 2007	49.80	46.49
August 2007	50.60	43.80
September 2007	52.20	49.25
October 2007	57.00	54.20
November 2007 (through November 9, 2007)	54.70	52.80

Source: BOVESPA stock exchange.

On November 9, 2007, the last reported closing sale price of RIPI s preferred shares on the BOVESPA stock exchange was R$53.20 (US$30.42) per share.

The following table sets forth interest on shareholder s equity paid by RIPI with respect to its preferred shares in the past two years. For 2006 and 2005, RIPI paid interest on shareholder s equity to its preferred shareholders in the amounts of R$10 million and R$12 million, net of taxes, corresponding to 6% and 8% of its net income for each period, respectively.

Year declared	*Reais* per preferred share	US$ per preferred share(1)
2005	1.1724	0.5219
2006	0.4818	0.2523

(1) The amounts in *reais* have been converted into dollars using the exchange rates at each payment date.

As of November 9, 2007, the most recent date for which it was practicable to obtain this information, there were approximately 1,550 registered holders of RIPI preferred shares, of which 26 are domiciled in the United States, representing 14.7% of the total preferred shares.

Trading History of DPPI s Preferred Shares

DPPI s preferred shares are listed on BOVESPA stock exchange under the symbol DPPI4.

The following table sets forth the high and low closing sales prices for DPPI s preferred shares on the BOVESPA stock exchange for the periods indicated.

	BOVESPA stock exchange (*reais* per preferred share)	
	High	Low
2002	13.50	9.00
2003	12.75	7.00
2004	20.50	12.00
2005	22.10	16.01
2006	27.50	19.56

2007 (through November 9, 2007)	48.80	26.25

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	BOVESPA stock exchange (*reais* per preferred share)	
	High	Low
First Quarter 2005	22.10	19.75
Second Quarter 2005	20.10	16.50
Third Quarter 2005	20.50	16.01
Fourth Quarter 2005	20.25	18.00
First Quarter 2006	24.85	19.56
Second Quarter 2006	25.99	23.00
Third Quarter 2006	25.20	22.00
Fourth Quarter 2006	27.50	22.72
First Quarter 2007	38.01	26.25
Second Quarter 2007	40.52	36.47
Third Quarter 2007	45.30	35.50
Fourth Quarter 2007 (through November 9, 2007)	48.80	43.99
March 2007	38.01	30.66
April 2007	40.38	36.80
May 2007	40.00	36.47
June 2007	40.52	36.71
July 2007	42.00	38.20
August 2007	41.59	35.50
September 2007	45.30	40.00
October 2007	48.80	45.98
November 2007 (through November 9, 2007)	46.31	43.99

Source: BOVESPA stock exchange.

On November 9, 2007, last reported closing sale price of DPPI s preferred shares on the BOVESPA stock exchange was R$44.50 (US$25.44) per share.

The following table sets forth the interest on shareholder s equity per share paid by DPPI with respect to its preferred shares in the past two years. For 2006 and 2005, DPPI paid interest on shareholder s equity to its preferred shareholders in the amounts of R$39 million and R$42 million, net of taxes, corresponding to 24% and 25% of its net income for each period, respectively.

Year declared	*Reais* per preferred share	US$ per preferred share(1)
2005	3.97	1.82
2006	1.83	0.84

(1) The amounts in *reais* have been converted into dollars using the exchange rates at each payment date.

As of November 9, 2007, the most recent date for which it was practicable to obtain this information, there were approximately 1,800 registered holders of DPPI preferred shares, of which 22 are domiciled in the United States, representing 7.7% of the total preferred shares.

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Trading History of CBPI s Preferred Shares

CBPI s preferred shares are listed on BOVESPA stock exchange under the symbol PTIP4

The following table sets forth the high and low closing sales prices for CBPI s preferred shares on the BOVESPA stock exchange for the periods indicated.

	BOVESPA stock exchange (*reais* per preferred share)	
	High	Low
2002	7.75	3.49
2003	7.15	3.31
2004	13.64	5.55
2005	17.50	10.08
2006	19.89	14.41
2007 (through November 9, 2007)	31.38	17.75
First Quarter 2005	17.50	13.50
Second Quarter 2005	13.95	10.08
Third Quarter 2005	13.65	10.25
Fourth Quarter 2005	14.50	11.51
First Quarter 2006	17.15	14.41
Second Quarter 2006	19.13	16.00
Third Quarter 2006	18.52	16.05
Fourth Quarter 2006	19.89	17.20
First Quarter 2007	25.15	17.75
Second Quarter 2007	26.31	23.51
Third Quarter 2007	29.39	23.70
Fourth Quarter 2007 (through November 9, 2007)	31.38	28.22
March 2007	25.15	20.56
April 2007	26.00	24.40
May 2007	26.31	23.51
June 2007	26.30	23.97
July 2007	27.41	24.03
August 2007	26.75	23.70
September 2007	29.39	25.81
October 2007	31.38	30.20
November 2007 (through November 9, 2007)	30.05	28.22

Source: BOVESPA stock exchange.

On November 9, 2007, the last reported closing sale price of CBPI s preferred shares on the BOVESPA stock exchange was R$29.75 (US$17.01) per share.

The following table sets forth the interest on shareholder s equity per share paid by CBPI with respect to its preferred shares in the past two years. For 2006 and 2005, CBPI paid interest on shareholder s equity to its preferred shareholders in the amounts of R$70 million and R$79 million, net of taxes, corresponding to 22% and 24% of its net income for each period, respectively.

Year declared	*Reais* per preferred	US$ per preferred

	share	share(1)
2005	2.25	0.95
2006	1.00	0.46

(1) The amounts in *reais* have been converted into dollars using the exchange rates at each payment date.

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As of November 9, 2007, the most recent date for which it was practicable to obtain this information, there were approximately 6,000 registered holders of CBPI preferred shares, of which 61 are domiciled in the United States, representing 21.0% of the total preferred shares.

Market Information

The following table represents the closing sales prices of Ultrapar preferred shares and RIPI, DPPI and CBPI preferred shares (in *reais* and translated into U.S. dollars) on November 9, 2007, the last practicable date prior to the date of this document. The table also presents the equivalent value of the Share Exchange consideration per share of RIPI, DPPI and CBPI preferred stock on such date, calculated by multiplying the closing price of Ultrapar preferred shares on such date by the exchange ratio of 0.79850, 0.64048 and 0.41846, respectively, representing the number of Ultrapar preferred shares that RIPI, DPPI and CBPI preferred shareholders will receive in the Share Exchange for each share of RIPI, DPPI and CBPI preferred stock. Based on the closing price of RIPI, DPPI and CBPI preferred shares and Ultrapar preferred shares on the BOVESPA as of the close of business on November 9, 2007, the consideration to be paid to RIPI, DPPI and CBPI preferred shareholders in the Share Exchange represented an approximate 0.4% premium and 3.7% and 5.9% discount over the price of RIPI, DPPI and CBPI preferred shares on such date, respectively.

Date	Ultrapar Preferred Shares *(reais)*	Exchange Rate ($/R$)	Ultrapar Preferred Shares (U.S. dollars)	RIPI Preferred Shares (U.S. dollars)	Equivalent Per Share Value of RIPI Preferred Stock Exchange for Ultrapar Preferred Shares	DPPI Preferred Shares (U.S. dollars)	Equivalent Per Share Value of DPPI Preferred Stock Exchange for Ultrapar Preferred Shares	CBPI Preferred Shares (U.S. dollars)	Equivalent Per Share Value of CBPI Preferred Stock Exchange for Ultrapar Preferred Shares
November 9, 2007	66.90	1.749	38.25	30.42	30.54	25.44	24.50	17.01	16.01

The information included in this prospectus concerning the trading history of Ultrapar s preferred shares and RIPI, DPPI and CBPI s preferred shares is presented solely for informational purposes. This information should not be viewed as indicative of future sales prices for either Ultrapar s preferred shares or RIPI, DPPI or CBPI s preferred shares on the BOVESPA stock exchange. You are urged to obtain current market quotations prior to making any decision with respect to the Share Exchange. The market price of Ultrapar, RIPI, DPPI and CBPI preferred shares will fluctuate between the date of this document and the completion of the Share Exchange. No assurance can be given concerning the market price of Ultrapar, RIPI, DPPI or CBPI preferred shares before or after the effective date of the Share Exchange.

Following the Share Exchange, Ultrapar preferred shares will continue to be traded on the BOVESPA stock exchange under the ticker symbol UGPA4 .

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EXCHANGE RATES

The following tables show, for the periods indicated, information concerning the exchange rate between the U.S. dollar and the *real*. This information is provided solely for your information and Ultrapar, RIPI, DPPI and CBPI do not represent that *reais* could be converted into U.S. dollars at these rates or at any other rate. These rates are not the rates used by Ultrapar, RIPI, DPPI or CBPI in the preparation of their consolidated financial statements included in this document.

On November 9, 2007, the exchange rate for *reais* into U.S. dollars was 1.749 to US$1.00, based on the commercial selling rate as reported by the Central Bank. The following table sets forth information on prevailing commercial foreign exchange selling rates for the periods indicated, as published by the Central Bank on its electronic information system, SISBACEN, using PTAX 800, Option 5.

Annual Data (Year Ended December 31,)	Average(1)
2002	2.998
2003	3.060
2004	2.917
2005	2.412
2006	2.177
2007 (through November 9, 2007)	1.941

(1) Average of the foreign exchange rates on the last day of each month in the period.

Recent Monthly Data	High	Low
November 2006	2.187	2.135
December 2006	2.169	2.138
January 2007	2.156	2.125
February 2007	2.118	2.077
March 2007	2.139	2.050
April 2007	2.048	2.023
May 2007	2.031	1.929
June 2007	1.964	1.905
July 2007	1.918	1.845
August 2007	2.112	1.873
September 2007	1.964	1.839
October 2007	1.828	1.744
November 2007 (through November 9, 2007)	1.756	1.733

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RISK FACTORS

In addition to general investment risks and the other information contained in this document, including the matters described under the caption Cautionary Statement Regarding Forward-Looking Statements and the matters discussed under the caption Risk Factors included the 2006 Form 20-F, which is included as Annex A to this document, you should carefully consider the following factors in deciding whether to exercise appraisal rights or take no action and receive Ultrapar preferred shares in connection with the Share Exchange.

The Share Exchange might not be completed and an alternative corporate reorganization of the Ipiranga businesses might be sought.

Minority shareholders might not agree with the exchange ratio under the Share Exchange and might challenge the assumptions underlying the valuation methodologies included in the valuation reports described in this prospectus. Such shareholders have challenged the Deutsche Bank valuation report by filing complaints with the CVM and may also challenge the Share Exchange at the CVM or in Brazilian courts. Such complaints may cause interruptions and delays in the Share Exchange and in the completion of the Transaction as envisioned by Ultrapar. The complaints filed with the CVM to date focused on the level of disclosure and certain of the projections, assumptions and comparable companies used by Deutsche Bank in its valuation report. Deutsche Bank amended its report to comply with requests for additional explanatory disclosure from the CVM. No changes were made to the quantitative information included in this report as a result of the complaints or the CVM review. The final copy of the report is included as an exhibit to the registration statement of which this prospectus forms a part.

We can provide no assurance that additional complaints will not be lodged with the CVM relating to the valuation reports or the Share Exchange. According to the Investment Agreement, a significant delay in the completion of the Transaction as originally planned entitles the parties to implement an alternative corporate reorganization of the Ipiranga businesses which would include, among other things, spin-offs of CBPI, DPPI and RIPI. See The Transaction. The alternative corporate reorganization selected may not provide you with the same economic benefits, as a holder of RIPI, DPPI or CBPI preferred shares, as you would receive in the Share Exchange.

The integration by Ultrapar of the operations of the Target Companies that will remain with Ultrapar may present significant challenges.

There is a significant degree of difficulty inherent in the process of integrating Ultrapar s businesses with those of the Target Companies which will remain with Ultrapar following completion of the Transaction. These difficulties include:

- the need to consolidate organizations with headquarters located in different cities;
- the challenge of integrating the business cultures of the Target Companies with that of Ultrapar; and
- the need to retain key officers and personnel of the Target Companies.

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of one or more of Ultrapar and the Target Companies businesses. Ultrapar s senior management team may be required to devote considerable amounts of time to this integration process, which will decrease the time they will have to manage the business of Ultrapar, service existing customers, attract new customers and develop new products or strategies. If Ultrapar s senior management is not able to effectively manage the integration process, or if any significant business activities are interrupted as a result of the integration process, Ultrapar s business could suffer. Ultrapar and the Target Companies cannot assure you that they will successfully or cost-effectively integrate the Target Companies and Ultrapar s existing businesses. The failure to do so could have a material adverse effect on Ultrapar s business, financial condition and results of operations following completion of the Transaction.

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The Ultrapar securities you receive in the Share Exchange will represent an investment in a fundamentally different business from that in which you originally invested.

You will receive Ultrapar preferred shares for your preferred shares of RIPI, DPPI or CBPI in the Share Exchange. The Target Companies will be combined with Ultrapar following completion of the Transaction. This combined entity will operate in sectors where RIPI, DPPI and CBPI have not historically conducted their businesses and will be a fundamentally different company from RIPI, DPPI and CBPI, with different risks and potential liabilities.

The market price of Ultrapar preferred shares after the Share Exchange may be affected by factors different from those that currently affect the preferred shares of Ultrapar, RIPI, DPPI or CBPI.

The businesses of Ultrapar, RIPI, DPPI and CBPI differ in some respects, and, accordingly, the results of operations of the Combined Company following consummation of the Share Exchange and the market price of Ultrapar shares following the Share Exchange may be affected by factors different from those currently affecting the individual results of operations of each of Ultrapar, RIPI, DPPI or CBPI. For a discussion of the businesses of Ultrapar, RIPI, DPPI and CBPI and of certain factors to consider in connection with those businesses, see Information About the Companies on page 100 and the documents included as annexes to this document and referred to under Where You Can Find More Information on page 208.

The market price of Ultrapar RIPI, DPPI and CBPI s preferred shares is uncertain.

The exchange ratio in the Share Exchange is fixed, and there is no mechanism to adjust the exchange ratio in the event that the market price of the Ultrapar preferred shares declines. The trading market for RIPI, DPPI and CBPI preferred shares after the Share Exchange is approved by the requisite shareholders meetings may be severely impaired or disrupted. As a result, until the Share Exchange closes and you receive Ultrapar preferred shares, the liquidity of the RIPI, DPPI and CBPI preferred shares may decline and their volatility may increase. This could result in substantial fluctuations in the trading price for RIPI, DPPI and CBPI preferred shares.

The market price of Ultrapar, RIPI, DPPI and CBPI s preferred shares may be adversely affected by arbitrage activities occurring prior to the completion of the Share Exchange.

The market price of RIPI, DPPI and CBPI preferred shares and Ultrapar preferred shares may be adversely affected by arbitrage activities occurring prior to the completion of the Share Exchange. These sales, or the prospects of such sales in the future, could adversely affect the market price for, and the ability to sell in the market, shares of RIPI, DPPI and CBPI preferred stock before the Share Exchange is completed and Ultrapar preferred shares before and after the Share Exchange is completed.

As a result of the Transaction, Ultrapar will assume certain liabilities of the Target Companies and will assume all the risks relating to those liabilities.

You should be aware that because Ultrapar will assume certain liabilities of the Target Companies as a result of the Transaction, certain existing known or unknown financial obligations, legal liabilities or other contingent liabilities or risks of the Target Companies will become the responsibility of Ultrapar. These liabilities could cause Ultrapar to be required to make payments, incur charges or take other actions that could adversely affect Ultrapar s financial position and results of operations and the price of Ultrapar s preferred shares.

In connection with the Transaction, Ultrapar assumed R$459 million in net liabilities as of June 30, 2007, consisting of:

- R$641 million in gross financial debt, primarily consisting of R$350 million in debentures, with a 5-year term, paying interest at a rate of 103.8% of the CDI per year, and approximately R$113 million in notes due in 2008, paying interest at a rate of 9.875% per year;

- R$153 million related to pension funds and other contingencies; and

R$334 million in cash, cash equivalents and receivables from related parties.

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If regulatory agencies impose conditions on approval of the Transaction, the anticipated benefits of the Transaction could be diminished.

While no governmental approvals are currently required in order to complete the transaction, if regulators were to impose any requirements for approval, Ultrapar and the Target Companies would vigorously pursue any such governmental approvals. If any such approvals were withheld, the benefits of the Transaction could be delayed, possibly for a significant period of time after the Acquiring Companies have approved the Transaction. In addition, if governmental agencies conditioned their approval of the Transaction on the imposition of conditions, Ultrapar s operating results or the value of Ultrapar s preferred stock could be adversely affected. Anticipated benefits of the Transaction that might not be realized include loss of revenue.

The Brazilian antitrust authority, the *Conselho Administrativo de Defesa Econômica CADE*, is reviewing the Transaction and has the authority, following completion of the Transaction, to require one or more of the Acquiring Companies to dispose of assets acquired in the Transaction. While we believe it is unlikely that we will be required to divest any of the assets we acquire in the Transaction because these assets relate to industries in which we have not historically operated, there can be no assurance that this will not be the case. If we were required to divest certain of the Ipiranga Group assets we have acquired, we could fail to obtain all our objectives for the Transaction and our business, results of operations and financial condition could be materially adversely affected.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document contains, including in the annexes hereto, a number of forward-looking statements, including statements about the financial conditions, results of operations, earnings outlook and prospects of Ultrapar, RIPI, DPPI and CBPI and may include statements for the period following the completion of the Transaction. Forward-looking statements are typically identified by words such as plan, believe, expect, anticipate, intend, outlook, estimate, forecast, project and other similar words and expressions. These statements appear in a number of pl this prospectus and include, but are not limited to, statements regarding our intent, belief or current expectations with respect to:

- strategy for marketing and operational expansion;
- capital expenditures forecasts;
- development of additional sources of revenue; and
- the completion of the Transaction, according to the steps and the timetable discussed in this prospectus.

The forward-looking statements involve certain risks and uncertainties. The ability of either Ultrapar, RIPI, DPPI or CBPI to predict results or the actual effects of its plans and strategies, or those of the Combined Company, is subject to inherent uncertainty. Factors that may cause actual results or earnings to differ materially from such forward-looking statements include those set forth below under Risk Factors and in the 2006 Form 20-F, which is attached hereto as Annex A, as well as, among others, the following:

- general economic and business conditions, including the price of crude oil and other commodities, refining margins and prevailing foreign exchange rates;
- competition;
- ability to produce and deliver products on a timely basis;
- ability to anticipate trends in the industries in which it operates, including changes in capacity and industry price movements;
- changes in official regulations;
- receipt of official authorizations and licenses;
- political, economic and social events in Brazil;
- access to sources of financing and our level of debt;

- ability to integrate acquisitions;
- regulatory issues relating to acquisitions; and
- availability of tax benefits.

Because these forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed or implied by these forward-looking statements. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this document or the date of any document included as an annex to this prospectus.

All subsequent written forward-looking statements concerning the Transaction or other matters addressed in this document and attributable to Ultrapar, RIPI, DPPI, CBPI or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this document. Except to the extent required by applicable law or regulation, Ultrapar, RIPI, DPPI and CBPI undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events.

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THE TRANSACTION

The following is a description of the material terms of the Transaction. While Ultrapar, RIPI, DPPI and CBPI believe that the following description covers the material terms of the Transaction, the description may not contain all the information that is important to you. Ultrapar, RIPI, DPPI and CBPI encourage you to carefully read this entire document, including the annexes hereto, and the Transaction Agreements included as exhibits to the registration statement of which this prospectus forms a part, for a complete understanding of the Transaction.

Background of the Transaction

Ultrapar s board of directors has from time to time engaged Ultrapar s senior management in strategic discussions and has considered ways to continue growing and enhancing Ultrapar s performance and prospects in light of competitive and other relevant developments. Ultrapar s growth strategy has focused on organic expansion and acquisition opportunities in the businesses in which it operates or in complementary ones.

In September 2006, Ultrapar hired Estáter Assessoria Financeira Ltda. to advise and help it to evaluate the Target Companies, conduct the discussions with the Key Shareholders, structure the Transaction and prepare a binding offer. We also hired Machado, Meyer, Sendacz e Opice Advogados as our Brazilian legal counsel and Davis Polk & Wardwell as our U.S. legal counsel. In parallel, we engaged in conversations with Braskem and Petrobras that led to the execution of the Investment Agreement based upon such companies interests in keeping the Ipiranga Group s Petrochemical Business and part of its fuel distribution business.

The price established for the acquisition of the RIPI, DPPI and CBPI shares was the result of a complex negotiation process. The negotiation was particularly complex due to the large number of parties involved. On the one hand, there were three purchasing parties Ultrapar, Petrobras and Braskem each of which was interested in different parts of Grupo Ipiranga s businesses; and on the other hand, there were 67 individuals as selling shareholders, each of whom owned different interests in each of the three Target Companies. Each one of these parties had its own vision of the Ipiranga Group s businesses, of the value of the assets being acquired and, most importantly, had an independent right to decide whether or not to enter into the SPA.

As a result, the price established for the acquisition of the RIPI, DPPI and CBPI shares does not represent the vision of one party or group of parties, but rather reflects a series of compromises necessary for all of the parties to reach a mutually satisfactory agreement.

On March 15, 2007, Ultrapar s board of directors approved (i) a binding offer for the purchase of the shares of the Target Companies owned by the Key Shareholders and (ii) the execution by Ultrapar s executive officers of all documents related to the Transaction.

The offer was presented to the Key Shareholders on March 17, 2007 and accepted on March 18, 2007. The Share Purchase Agreement and other related documents were executed on March 18, 2007, and the Transaction was announced in press releases issued by Ultrapar, Braskem, Petrobras, and the Target Companies on March 19, 2007.

On November 9, 2007, the management of Ultrapar and each of the Target Companies entered into the Protocol and Justifications, in which they each agreed to recommend to their respective boards of directors that such boards approve the Share Exchange and call meetings of shareholders required for the common shareholders of each company to approve the Share Exchange. The Protocol and Justifications describe the material reasons each of the management of Ultrapar and the Target Companies determined that it was in the best interests of each of their respective companies to recommend to the respective boards of directors that they approve the Share Exchange. See Transaction Agreements Protocol and Justifications for more information regarding these agreements and the matters described therein.

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On November 12, 2007, the boards of directors of Ultrapar and each of the Target Companies approved the Share Exchange and resolved to call shareholders meetings for the common shareholders of the respective companies to approve the Share Exchange. On November 12, 2007, following their approval of the Share Exchange, the boards of directors of Ultrapar and each of the Target Companies published announcements calling meetings of the common shareholders of each company for December 18, 2007.

Ultrapar s Reasons for the Transaction

Introduction

Through the Transaction, Ultrapar is participating in an important step in the reorganization and consolidation of sectors that are fundamental to the growth of the Brazilian economy. Ultrapar believes the division of the Ipiranga Group s assets among Ultrapar, Braskem and Petrobras will benefit the Brazilian economy because the Acquiring Companies will be in a position to provide focus, specialized management and strategic alignment to their respective assets. In addition, we believe that the Acquiring Companies will be able to make higher levels of investments in the Ipiranga Group assets they acquire and therefore develop their businesses to a greater extent than under the former owners, thereby stimulating growth in these key areas of the Brazilian economy.

The Ipiranga Group, one of Brazil s largest and most well-established corporate conglomerates, operated in the same segments as Petrobras, Ultrapar and Braskem. In 2006, the Ipiranga Group was Brazil s second-largest fuel distributor, with a network of 4,240 service stations. It also had a significant share of the petrochemical market, with the production of 650,000 tons of petrochemical resins through IPQ, and shared joint control with Braskem of Copesul, a petrochemical company that produces basic petrochemicals, such as ethylene, from naphtha, located in the southern petrochemical complex, in the state of Rio Grande do Sul. The consolidated net revenues of the Ipiranga Group in 2006 amounted to R$31 billion and net income amounted to R$534 million.

Following the Transaction, Ultrapar, already the largest LPG distributor in Brazil, became the second-largest group in the fuel distribution business in Brazil, with approximately 15% market share. Ultrapar believes that fuel distribution is a natural extension of LPG distribution because it has similar profitability drivers: logistics efficiency, management of a dealer network and leveraging a renowned brand. In addition, Ultrapar believes that the fuel distribution business presents attractive growth prospects in light of increased fuel consumption in Brazil in the past several years, principally due to increased national income and availability of credit.

Operational growth already the leader in LPG market, Ultrapar became the second largest fuel distribution company in Brazil, with a market share of approximately 15%

The acquisition of the Ipiranga Group allowed Ultrapar to expand its operations in the oil-based fuel distribution business. Operating in Brazil since 1937, Ultragaz introduced LPG for domestic cooking and has become the Brazilian market leader in LPG, with a 24% market share, according to Sindigas - *Sindicato Nacional das Empresas Distribuidoras de Gás Liqüefeito de Petróleo* (the National Association of Liquid Petroleum Gas Distributors). As a result of Ultragaz leadership position and the worldwide LPG market s maturity, Ultrapar feels that increasing its portfolio of products is important and fuel distribution is a natural extension of its LPG business. After closing of the SPA, in addition to being Brazil s leading LPG distributor, Ultrapar has become Brazil s second largest distributor of fuels and lubricants, with a market share of approximately 15%, based on information provided by ANP - *Agência Nacional de Petróleo* (the National Oil Agency).

Larger operating scale and administrative benefits

Ipiranga s fuel distribution business has a strong operational track record with a solid business model and operating performance. Ipiranga s volume sold per station (throughput) increased by an average of 8% from 2002-2005, while in this same period the market average of volume per station decreased by 5%, according to ANP. However, Ipiranga was burdened by a complex shareholder structure that led to delays in decision making and high administrative costs due to the need to maintain a large administrative structure supporting its

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controlling shareholders. In addition to reducing administrative expenses, we believe there are other opportunities to benefit from the Transaction, such as in procurement, from the complementary client portfolios of Ipiranga and Ultragaz and by leveraging businesses related to ethanol trade and logistics that involve Ipiranga, Oxiteno and Ultracargo.

Combination of efficiencies, logistics and resale management know-how

We believe that our expertise in logistics efficiency and the management of our dealer network that we have applied at Ultragaz will be complemented by Ipiranga s know-how for maximizing efficiency and profitability.

Ultrapar will have two major brands for oil by-products distribution

Ipiranga is considered one of the most respected brands in Brazil and Ultragaz similarly has high brand recognition. We believe such brands are associated with quality, safety and efficiency. These brands reputations, combined with Ultrapar s ability to invest, positions Ultrapar to benefit from growth opportunities through the supply of high-quality products and services and the introduction of new services and distribution channels.

Accelerate investments in the growth of Ipiranga s operations

Strengthening for future expansion. Ultrapar intends to use its efficient decision-making processes together with its solid financial position to leverage investment in Ipiranga and to thereby accelerate expansion through organic growth and acquisitions, in order to strengthen its market share in the regions in which it operates and to expand further into the rest of Brazil.

Potential growth in Brazilian consumption. Recent economic indicators, including from IBGE - *Instituto Brasileiro de Geografia e Estatística*, or the Brazilian Institute of Geography and Statistics, have shown a decrease in Brazilian unemployment from 10% in September 2006 to 9% in September 2007. IBGE indicators have also shown an improvement in Brazilian GDP, which increased by 5% in the first half of 2007, compared to the same period in 2006. These factors, together with greater credit availability, as indicated by the 25% increase in the total amount of credit in the Brazilian financial system in the eight-month period ended August 2007, compared to the same period in 2006, according to the Brazilian Central Bank, have resulted in record levels of vehicle sales in the first half of 2007, which increased 25.7% in terms of new vehicles registered compared to the same period in 2006. Despite record car sales, however, Brazil s current fleet is small compared to other Latin American countries, with 8 inhabitants per vehicle, whereas Argentina and Mexico have 5 inhabitants per vehicle, according to ANFAVEA - *Associação Nacional dos Fabricantes Veículos Automotores* (Brazilian Association of Vehicle Producers).

Based on the current expansion in the economy and recent increases in the availability of credit, together with the low ratio of inhabitants per vehicle, Ultrapar believes the outlook for increased Brazilian fuel consumption is positive in the near-term.

Potential growth in the biofuel market. A highlight of the Brazilian automotive sector in 2007 was an increase in the number of flex-fuel vehicles, which run on engines adapted to function using either gasoline or ethanol, or any combination of the two. Currently flex-fuel vehicles account for approximately 11% of Brazil s fleet, with the potential to increase to more than 50% in the next 5 years, according to Anfavea s forecast (Agência Nacional dos Fabricantes de Veículos Automotores).

Consistently strong financial position. Ultrapar has a consistent track record of growth focused on fiscal discipline. In part as a result of its solid financial position, Standard & Poor s assigned the company a credit rating of brAA+ on a national scale (equivalent to Brazilian sovereign risk) and BB+ on a global scale, one grade below investment grade, which ratings were reassigned after the announcement of the Transaction. Ultrapar s strong financial position allows it to increase its investments without compromising its solid financial position.

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In connection with the Transaction, we increased our debt in order to acquire the Ipiranga Group securities owned by the Key Shareholders. Following completion of the Transaction and our receipt of funds from Petrobras and Braskem as payment for the Target Company assets distributed to each company, we expect to repay our debt incurred in connection with the Transaction.

The Key Shareholders Reasons for the Transaction

Ultrapar acquired a controlling interest in the common shares of the Target Companies in connection with the SPA. We believe the Key Shareholders agreed to enter into the SPA and sell their controlling interest in the Target Companies to Ultrapar because they considered the price offered for their securities to be attractive and they had an interest in monetizing their shareholdings.

Description of the Transaction

Overview

On March 19, 2007, Ultrapar, Petrobras and Braskem announced their intent to acquire the Ipiranga Group and that on March 18, 2007, Ultrapar entered into, and Petrobras and Braskem acknowledged, a Share Purchase Agreement, or the SPA, with the Key Shareholders of the principal companies comprising the Ipiranga Group: RIPI, DPPI and CBPI. As discussed further below, in connection with the Transaction, Ultrapar is acting on its own behalf and on behalf of Petrobras and Braskem pursuant to the Transaction Agreements. See Transaction Agreements.

To finance part of the Ipiranga Group acquisition, we issued unsecured debentures in the aggregate principal amount of R$889 million, in two series. The first series, in the aggregate amount of R$675 million, was issued on April 11, 2007. The second series, in the aggregate amount of R$214 million, was issued on October 22, 2007. The debentures have a term of one year, and a coupon rate of 102.5% of the interbank deposit certificates index, or CDI.

After the completion of the Transaction, the businesses of the Ipiranga Group will be divided among Petrobras, Ultrapar and Braskem. Ultrapar will retain the fuel and lubricant distribution businesses located in the South and Southeast regions of Brazil, as well as the logistics and chemical business of Ipiranga Group; Petrobras will receive the fuel and lubricant distribution businesses located in the North, Northeast and Central West regions of Brazil; and Petrobras and Braskem will receive the petrochemical business, in the proportion of 60% for Braskem and 40% for Petrobras. RIPI s oil refining operations will be shared equally among Petrobras, Ultrapar and Braskem.

Before the Transaction there was no corporate relationship among Ultrapar, Braskem and Petrobras. Petrobras and Braskem, however, are principal suppliers to Ultrapar s subsidiaries Ultragaz and Oxiteno: Petrobras supplies LPG to Ultragaz and Braskem is one of the principal suppliers of ethylene to Oxiteno. Considering the type and size of the different businesses operated by the Ipiranga Group and in light of the interests of Petrobras and Braskem to expand in the petrochemical sector, as well as Petrobras desire to expand its fuel distribution business in Brazil, Ultrapar, Petrobras and Braskem decided to undertake the Transaction together.

Phases of the Transaction

The Transaction is divided into five phases: (1) the acquisition by Ultrapar of the RIPI, DPPI and CBPI shares held by the Key Shareholders, which closed on April 18, 2007; (2) the mandatory tender offers (pursuant to tag along rights held by common minority shareholders under Brazilian Corporate Law and CVM rules) for the acquisition of the remaining common shares of RIPI, DPPI, CBPI and IPQ, or the Mandatory Tender Offers, which were completed on November 8, 2007; (3) the tender offer by Braskem for the delisting of Copesul s common shares from the BOVESPA, or the Public Tender Offer, which occurred on October 17, 2007; (4) exchange of the remaining common and preferred shares of RIPI, DPPI and CBPI for preferred shares of Ultrapar, or the Share Exchange; and (5) separation of the Target Companies assets, or the Separation of Assets. The completion of the Transaction is expected to occur in the fourth quarter of 2007.

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Phase 1 Acquisition of the shares of the Key Shareholders. On April 18, 2007, pursuant to the SPA, Ultrapar acquired, from the Key Shareholders, shares issued by RIPI, DPPI and CBPI, as described below. The total consideration paid for this acquisition was R$2.1 billion, of which R$0.7 billion was effectively paid by Ultrapar.

	RIPI			DPPI			CBPI		
	Number of Shares	% of Total Capital	Price per Share paid under SPA	Number of Shares	% of Total Capital	Price per Share paid under SPA	Number of Shares	% of Total Capital	Price per Share paid under SPA
Common Shares pursuant to the Target Companies Shareholders Agreement	5,746,232	19.41%	132.85	5,449,388	17.03%	140.08671	n.a.	n.a.	n.a.
Common shares not pursuant to the Target Companies Shareholders Agreement	861,751	2.91%	106.28	1,960,604	6.13%	112.06	1,344,497	1.27%	58.10
Preferred shares	2,277,269	7.69%	28.23	2,239,899	7.00%	29.57	402	0.00%	20.55
Total shares	8,885,252	30.02%		9,649,891	30.16%		1,344,899	1.27%	

Common shares held by the Key Shareholders who are approximately 67 individuals that controlled the Ipiranga Group through shareholders agreements that were not included in the Key Shareholders common shares subject to the shareholders agreements, were acquired at a price equal to 80% of the purchase price of the common shares subject to the shareholders agreements. Preferred shares held by the Key Shareholders were purchased based on such shares market price on the BOVESPA.

Phase 2 Mandatory Tender Offers for the common shares of RIPI, DPPI, CBPI and IPQ. As a result of the change of control of RIPI, DPPI and CBPI, under Art. 254-A of Law No. 6,404/76 and CVM Rule Nº 361, Ultrapar filed on May 2, 2007 with the CVM a request to register the Mandatory Tender Offers. Under Brazilian law, the price per share we are required to offer in the Mandatory Tender Offers must equal at least 80% of the price paid to the Key Shareholders. On September 14, 2007, the CVM approved the registration of the Mandatory Tender Offers for RIPI and DPPI s common shares. On the same date, in connection with its review of the registration of the Mandatory Tender Offer for CBPI s common shares, the CVM, through the Securities Registry Department, or SRE, determined that Ultrapar must carry out the Mandatory Tender Offer for CBPI s common shares at a price of R$64.43 per common share, and not R$58.10, which was the price per share originally offered by Ultrapar. The SRE stated that it believed R$64.43 per share was the appropriate price to offer the remaining holders of CBPI common shares. The increase in the per share purchase price requested by the SRE increased the expected total cost of the CBPI Mandatory Tender Offer from R$175 million to R$194 million. The SRE s decision was subject to appeal. However, in light of our obligation to avoid excessive delays in completing the Transaction and our focus on not delaying payments to CBPI s minority common shareholders, we decided not to appeal the decision and adopted the price of R$64.43 per CBPI common share for the CBPI Mandatory Tender Offer. The registration of the CBPI Mandatory Tender Offer was approved on October 5, 2007.

The notices for the Mandatory Tender Offers for RIPI and DPPI were published on September 20, 2007, and the auctions for the purchases of the shares took place on October 22, 2007. Ultrapar acquired 2,771,761 common shares of RIPI, or 82% of the shares under the offer, and 1,274,718 common shares of DPPI, or 77% of the shares under the offer, in the respective auctions. Ultrapar extended the period for acquiring RIPI and DIPI common shares through November 8, 2007, and maintained the same terms as originally offered, for those shareholders not able to register their shares for the auctions prior to the original deadline. Ultrapar acquired 97,712 common shares of DPPI and 203,132 common shares of RIPI during this extended period, which together

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with the shares acquired during the original auction period amounted to 1,372,430 shares of DPPI, or 82% of the shares under the offer, and 2,974,893 shares of RIPI, or 88% of the shares under the offer.

The notice for the Mandatory Tender Offer for CBPI was published on October 9, 2007, and the auction for the purchase of the shares took place on November 8, 2007. Ultrapar acquired 1,574,486 common shares of CBPI, or 52% of the shares under the offer.

The total consideration paid under the Mandatory Tender Offers for DPPI, RIPI and CBPI common shares was R$576 million, of which R$161 million was paid by Ultrapar following reimbursements received from Petrobras and Braskem. The table below presents the per share and total amounts paid in the Mandatory Tender Offers, as well as the per share amounts adjusted pursuant to the Brazilian law requirement that the per share prices must be restated by the variation in the *Taxa Referencial*, or the Reference Rate or TR, (365 days basis) calculated on a pro-rata basis from auction dates to the relevant auction s financial settlement date.

Company	Price per share	Price per share (TR adjusted)	Total (R$ million)
CBPI	64.43	64.91	102.2
DPPI	112.07	112.88	154.9
RIPI	106.28	107.05	318.5

Under Brazilian law, Braskem and Petrobras would ordinarily have been required to carry out a mandatory tender offer for the purchase of common shares held by the minority shareholders of IPQ. However, given the small number of minority shareholders of IPQ, the CVM waived the requirement for a mandatory tender offer. Accordingly, Braskem and Petrobras negotiated directly with the minority shareholders of IPQ and purchased their common shares on June 28, 2007, without a formal tender offer. In connection with these direct purchases, 2,427,807,049 shares were purchased from minority shareholders, representing 7.61% of the capital stock of IPQ, at R$0.05 per share, or R$118 million for all shares acquired.

Phase 3 Public Tender Offer for the delisting of Copesul s common shares from the BOVESPA. In April 2007, Braskem filed a request with the CVM for the registration of the Public Tender Offer for the delisting of Copesul s common shares, under Art. 4, § 4, of Law No. 6,404/76 and CVM Rule No. 361. Such tender offer took place on October 5, 2007 at a per share price of R$38.02, totaling to R$1.3 billion. Braskem purchased 34,040,927 shares, which corresponds to 99% of the total shares registered for the auction of the offer. The minimum percentage of shares required to be purchased for the delisting of Copesul was 67%. The delisting of Copesul s common shares occurred on October 17, 2007.

Phase 4 Share Exchange. After the conclusion of the Mandatory Tender Offers, Ultrapar expects to carry out the Share Exchange, under Art. 252 and 264 of Law No. 6,404/76, in which it will exchange its preferred shares for the remaining outstanding common and preferred shares of DPPI, CBPI and RIPI, including your preferred shares. Following the completion of the Share Exchange, RIPI, DPPI and CBPI will become wholly owned subsidiaries of Ultrapar. The table below presents the exchange ratios applicable to the Share Exchange, expressed in terms of Ultrapar preferred shares per one Target Company preferred share.

Merger of Shares Companies	Exchange Ratio
CBPI	0.41846
DPPI	0.64048
RIPI	0.79850

According to articles 224, 225 and 252 of Brazilian Corporate Law, prior to the extraordinary shareholders meetings that will approve the Share Exchange, each of RIPI, DPPI and CBPI must enter into a Protocol and Justification with Ultrapar. The Board of Officers of Ultrapar, RIPI, DPPI and CBPI approved their respective Protocol and Justification at their respective meetings held on November 9, 2007 and the three Protocol and

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Justifications were signed by officers of such companies on that same date. The Protocol and Justifications were approved by the boards of directors of Ultrapar, RIPI, CBPI and DPPI at their meetings held on November 12, 2007 and will be submitted for approval by such companies shareholders at the shareholders meetings called to approve the Share Exchange. The Protocol and Justifications signed between Ultrapar and each of RIPI, DPPI and CBPI are included as exhibits to the registration statement of which this prospectus forms a part.

For comparison purposes, we present below the per share consideration to be paid for each preferred share of each Target Company according to the applicable exchange ratio and based on the closing price of Ultrapar s preferred shares on March 16, 2007, which is the date on which the exchange ratios were determined.

We note that the per share consideration offered in the Share Exchange differs from the per share purchase price offered in the Mandatory Tender Offers. The difference is principally attributable to the fact that under Brazilian law, following a change of control, common shares held by minority shareholders have the right to participate in a mandatory tender offer in which they must be offered at least 80% of the consideration paid to the controlling common shareholders. No similar right for preferred shareholders exists under Brazilian law.

Company	Exchange ratio	Exchange ratio Consideration	Phase 2 price per share
Ultrapar	N/A	49.29	N/A
RPI	0.79850	39.36	106.28
DPPI	0.64048	31.57	112.07
CBPI	0.41846	20.63	64.43

Ultrapar s capital structure before and after phase 4 will be as follows:

	Before	After
Common Shares	49.4	49.4
Preferred Shares	31.9	86.6
Total	81.3	136.0
% Common	61%	36%
% Preferred	39%	64%

Ultrapar will issue approximately 55 million preferred shares to complete the Share Exchange. If any holder of the preferred and common shares of Ultrapar, RIPI and DPPI and/or holders of common shares of CBPI dissents from the applicable Share Exchange transaction, the shareholder will have the right to withdraw as an Ultrapar, RIPI, DPPI or CBPI shareholder, as applicable. Under Brazilian law, because the CBPI preferred shares trade as part of a recognized stock exchange index, holders of CBPI preferred shares are not entitled to withdraw as shareholders of CBPI through the mechanism available to the common shareholders of CBPI and the common and preferred shareholders of RIPI and DPPI. The shareholder rights relevant to the Share Exchange are as follows:

Ultrapar Shares. Ultrapar s bylaws will be amended in order to reflect the increase in paid-in capital and the issuance of new preferred shares. The new preferred shares to be issued will confer on their holders the same rights and privileges that are available to Ultrapar s existing preferred shareholders. Ultrapar s preferred shares confer the right to receive the same price as that paid to Ultrapar s controlling shareholders in the event that a change of control transaction were to occur (constituting tag along rights of 100%).

Right of Withdrawal from Ultrapar. Under the terms of Art. 252, § 1 of Law No. 6,404/76, the holders of the preferred and common shares issued by Ultrapar who dissent from the Share Exchange will have the right to withdraw as shareholders of Ultrapar.

Right of Withdrawal from the Target Companies. Under Art. 252 § 2 and 264, § 3, of Law No. 6,404/76, the holders of common and preferred shares of RIPI and DPPI and holders of common shares of CBPI who dissent from the Share Exchange will have the right to withdraw as shareholders of such companies. See Appraisal Rights.

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Phase 5 Separation of Assets. After the completion of the Share Exchange, Ultrapar will carry out the Separation of Assets through a series of corporate restructurings designed to divide the former Ipiranga Group assets among itself and the other Acquiring Companies, as indicated in the diagram below:

Transaction Agreements

In March 2007, Ultrapar entered into a series of agreements which govern the Transaction and the relationship among Ultrapar, Petrobras and Braskem during the period in which the Transaction is being completed. In addition, on November 9, 2007, Ultrapar and each of the Target Companies entered into the Protocol and Justifications, in which they each agreed to recommend to their respective boards of directors that the boards of directors approve the Share Exchange. The brief summaries of these agreements, which we refer to as the Transaction Agreements, included below are qualified in their entireties by reference to the more extensive summaries and translations of the Transaction Agreements, which are included as exhibits to the registration statement of which this prospectus forms a part.

Investment Agreement

The Investment Agreement executed by Ultrapar, Petrobras and Braskem on March 18, 2007 and amended on April 18, 2007 regulates the relationship among the companies and is the principal Transaction Agreement.

Under the Investment Agreement, Ultrapar is acting as a commission agent, under Articles 693 through 709 of the Brazilian Civil Code, for Petrobras and Braskem for the purpose of completing the acquisition of RIPI and CBPI s petrochemical business and of the Oil Refining Operations, and for Petrobras for the acquisition of CBPI s Northern Distribution Business. The following is a brief summary of the material terms of the Investment Agreement:

Commission. Ultrapar is acting as a commission agent for Petrobras and Braskem, under Articles 693 through 709 of the Brazilian Civil Code. The object of the commission is (A) the execution of the Transaction by Ultrapar on behalf of Petrobras of the Northern Distribution Business, as well as the execution of the Transaction, on behalf of Braskem and Petrobras, of the Petrochemical Business; (B) the transfer to Braskem and Petrobras of the Petrochemical Business and to Petrobras of the Northern Distribution Business; and (C) the transfer to each of Petrobras and Braskem of one-third of

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the oil refining operations. Braskem and Petrobras shall pay Ultrapar a commission on the date of the transfer of the Northern Distribution Business and the Petrochemical Business in the amount of R$5,000,000.00.

Price to Be Paid for the Petrochemical Business. The price to be paid for the Petrochemical Business is R$2.5 billion, and shall be paid by Braskem and Petrobras to Ultrapar in three installments, as follows: (a) a first installment of R$0.7 billion paid by Braskem and R$0.4 billion by Petrobras, (b) a second installment of R$0.3 billion paid by Braskem and R$0.2 billion by Petrobras and (c) a third installment of R$0.6 billion paid by Braskem and R$0.4 billion by Petrobras.

Price to Be Paid for the Northern Distribution Business. The price to be paid for the Northern Distribution Business is R$1.1 billion, and shall be paid by Petrobras to Ultrapar in three installments, as follows: (a) a first installment of R$0.3 billion, (b) a second installment of R$0.1 billion and (c) a third installment of R$0.7 billion.

Date of Asset Transfer. The Northern Distribution Business, the Petrochemical Business and the two one-third interests in the oil refining operations will be delivered after Ultrapar receives the three installments indicated above, which is expected to occur after the completion of the conditions regarding transfer of the assets.

Payment Dates. Braskem and Petrobras must pay Ultrapar each installment of the price of the Northern Distribution Business and the Petrochemical Business on the following dates, respectively: (a) April, 18, 2007, (b) the date of financial settlement by Ultrapar of the Mandatory Tender Offers and (c) the date of the effective transfer of the Northern Distribution Business to Petrobras and the Petrochemical Business to Braskem and Petrobras.

Guarantees. Ultrapar has pledged the following:

In favor of Braskem and Petrobras, in the proportions of 60% and 40%, respectively, all the common shares and 50% of the preferred shares issued by RIPI and acquired from the Key Shareholders. The shares issued by RIPI acquired in the Mandatory Tender Offers will also be pledged in favor of Braskem and Petrobras, in the same proportion. After the exchange offer for the shares of RIPI, Ultrapar must ensure that the pledge of RIPI s shares will be substituted by the pledge of IQ s shares.

In favor of Petrobras, 31% of the common shares and 78% of the preferred shares of DPPI that it acquired from the Key Shareholders, as well as 100% of the common shares of CBPI that it acquired from the Key Shareholders. After the Mandatory Tender Offers, Ultrapar will pledge, in substitution for 1,482,751 common shares issued by DPPI, 3,013,903 common shares issued by CBPI that will be acquired, assuming that all the common shares issued by CBPI will be acquired in the Mandatory Tender Offers.

Transfer of the Assets. After the completion of the asset separation, Ultrapar shall transfer (A) the Petrochemical Business to Braskem, through the transfer of the common shares representing 60% of IQ s capital, and to Petrobras, through the transfer of common shares representing 40% of IQ s capital, (B) the Northern Distribution Business, through the transfer to Petrobras of all the shares of the Company spun-off from CBPI and then holding the Northern Distribution Business and (C) one-third of the oil refining operations to each of Braskem and Petrobras, through the transfer of one-third of the capital stake of RIPI to each of such companies.

Delays or Justified Impediments to the Transfer of Assets. The commission is irrevocable; thus, in the event the transfer of the Northern Distribution Business and/or the Petrochemical Business (A) is in any way restricted or suspended, due to legal, judicial or administrative order, and remains restricted for a period of more than 120 days, or (B) has not occurred by April 18, 2008, an alternative reorganization will be implemented that, among other things, spins off CBPI, DPPI and RIPI, in order to separate the

Northern Distribution Business and the Petrochemical Business into the spun-off companies, the shares of these spun-off companies being subsequently transferred to Petrobras and Braskem, as applicable.

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Share Purchase Agreement

On March 18, 2007, Ultrapar, with the consent of Petrobras and Braskem, and the Key Shareholders entered into the SPA, which sets forth the terms and conditions regarding Ultrapar s acquisition of a controlling stake in the Ipiranga Group. The SPA closed on April 18, 2007.

The total consideration paid by Ultrapar (for itself and on behalf of the other Acquiring Companies) to the Key Shareholders for their controlling interests in the Ipiranga Group companies was R$2,071,107,581.25. Pursuant to the SPA, the Key Shareholders sold 6,607,983 common shares and 2,277,269 preferred shares issued by RIPI; 7,409,992 common shares and 2,239,899 preferred shares issued by DPPI; and 1,344,497 common shares and 402 preferred shares in CBPI. Of these shares, 5,746,232 common shares issued by RIPI and 5,449,388 common shares issued by DPPI were subject to the provisions of the RIPI shareholder agreement of February 23, 1994 and the DPPI shareholder agreement of October 27, 1981, respectively.

The purchase price assigns the following values to each share: (i) R$132.85184 for each RIPI common share bound by the RIPI shareholder agreement; (ii) R$106.28147 for each RIPI common share not bound by the RIPI shareholder agreement; (iii) R$38.93 for each RIPI preferred share; (iv) R$140.08671 for each DPPI common share bound by the DPPI shareholder agreement; (v) R$112.06937 for each DPPI common share not bound by the DPPI shareholder agreement; (vi) R$29.57 for each DPPI preferred share; (vii) R$58.10 for each CBPI common share; and (viii) R$20.55 for each CBPI preferred share.

The parties enumerated a series of conditions precedent to the closing of the purchase, including the waiver of the right of first refusal by the owners of all common shares to acquire shares representing control of any of the Target Companies and the absence of any laws prohibiting the purchase and sale. Furthermore, prior to closing, the sellers were required to refrain from carrying out a variety of acts, including alterations to bylaws, corporate policies, dividends, or board member remuneration, mergers, encumbrance, transfer, or disposal of assets, creation of new corporate commitments, and amendments to old contracts and agreements, among others. In addition, the sellers would take all steps reasonably requested by the purchaser in order to facilitate the transfer of management. They were also required to allow the purchaser access to information that might be necessary for such purpose.

The purchaser and intervenors agreed to submit for approval the transactions set forth to CADE, to pay the costs associated with such submission, and also to file a request to register a public offering to acquire shares with voting rights issued by the Target Companies, with the CVM. The sellers, however, further entered into a covenant of non-competition, whereby they were bound, for five years hence, not to control or participate in any body or organization that participated in business activities directly or indirectly related to a specific subset of activities, or to set up ventures or partnerships that act in the same area of business as the Target Companies, or to approach any of the Target Company s employees in an attempt to offer them employment or to encourage them to breach their labor agreements with the Target Companies.

Shareholders Agreements

The parties to the SPA also entered into shareholders agreements, pursuant to which during the period in which the Transaction was being completed: (i) the distribution business other than the Northern Distribution Business will be controlled and managed by Ultrapar, (ii) the Petrochemical Business will be controlled and managed by Braskem and Petrobras, in the respective proportions of 60% and 40%, (iii) the Northern Distribution Business will be controlled and managed by Petrobras and (iv) the assets related to RIPI s oil refinery business will be controlled and managed jointly by Petrobras, Ultrapar and Braskem.

Target Companies Shareholders Agreement. On April 18, 2007, Ultrapar, Petrobras and Braskem entered into the Target Companies Shareholders Agreement, which governs the relationship among Ultrapar, Petrobras and Braskem regarding how the Target Companies IQ and IPQ s businesses will be managed prior to the completion of the Transaction, except for the matters regulated by the RIPI Shareholders Agreement.

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RIPI Shareholders Agreement. On April 18, 2007, Ultrapar, Braskem and Petrobras entered into the RIPI Shareholders Agreement, which governs the relationship among Ultrapar, Petrobras and Braskem regarding how RIPI s oil refining operations will be managed prior to the completion of the Transaction.

Braskem/Petrobras Asset Security Agreement

On April 18, 2007, Ultrapar, Braskem and Petrobras entered the Braskem/Petrobras Asset Security Agreement, whereby Ultrapar pledged to Braskem and Petrobras, in the proportions of 60% and 40%, respectively, all of its common shares and 50% of the RIPI preferred shares it acquired from the Key Shareholders. The shares issued by RIPI acquired in the Mandatory Tender Offers will also be pledged in favor of Braskem and Petrobras, in the same proportions. After the exchange offer of the shares of RIPI, Ultrapar must ensure that the pledge of RIPI s shares will be substituted by a pledge of IQ s shares.

Petrobras Asset Security Agreement

On April 18, 2007, Ultrapar and Petrobras entered into the Petrobras Asset Security Agreement, whereby Ultrapar pledged in favor of Petrobras, 31% of the common shares and 78% of the preferred shares of DPPI that it acquired from the Key Shareholders, as well as 100% of the common shares of CBPI that it acquired from the Key Shareholders. After the Mandatory Tender Offers, Ultrapar will pledge, in substitution for 1,482,751 common shares issued by DPPI, 3,013,903 common shares issued by CBPI that will be acquired, assuming that all the common shares issued by CBPI will be acquired in the Mandatory Tender Offers.

Protocol and Justifications

On November 9, 2007, the managements of Ultrapar and each of the Target Companies entered into Protocol and Justifications. The Protocol and Justifications describe the reasons each company s management determined that the Share Exchange was in the best interests of their respective company. The boards of directors of each company approved their respective Protocol and Justification on November 12, 2007. In addition, on the same date, the boards of directors of each of Ultrapar and the Target Companies called meetings of the common shareholders of each company to approve the Share Exchange and the Protocol and Justifications.

Deutsche Bank Valuation Report

General

Ultrapar retained Deutsche Bank to deliver a valuation report in connection with the Share Exchange in accordance with Brazilian securities law. The report prepared by Deutsche Bank was delivered to Ultrapar on April 4, 2007. The original Deutsche Bank valuation report was filed with the CVM and was the subject of several requests from the CVM for additional explanatory disclosure to be included in the report. These requests did not relate to the quantitative information included in the report. Revisions to the valuation report were prepared to address these CVM requests. The final copy of the Deutsche Bank valuation report is included as an exhibit to the registration statement of which this prospectus forms a part.

You should consider the following when reading the summary of the Deutsche Bank valuation report below:

- The report was prepared in compliance with the requirements imposed by Brazilian securities law, in particular CVM Rule No. 361, and was not prepared with a view toward complying with the published guidelines of the SEC or the American Institute of Certified Public Accountants with respect to prospective financial information.

- The full text of Deutsche Bank s report, which sets forth, among other things, the assumptions made, matters considered and limits on the review undertaken by Deutsche Bank in connection with the report, is included as an exhibit to the registration statement of which this prospectus forms a part.

RIPI, DPPI and CBPI preferred shareholders are urged to read the report in its entirety. The summary of the report set forth in this prospectus is qualified in its entirety by reference to the full text of the report.

The report and its conclusions are not recommendations by Deutsche Bank as to whether RIPI, DPPI and CBPI preferred shareholders should take any action in connection with the Share Exchange or the Transaction. The report is not a fairness opinion as such is understood under U.S. law or a recommendation to shareholders relating to the exchange ratio to be offered to the RIPI, DPPI and CBPI preferred shareholders. Brazilian law does not require an opinion from an investment bank that the consideration offered in a merger or acquisition is fair. Brazilian law also does not require that a valuation report be used to determine the price to be paid in a merger or acquisition or that any party to a merger or acquisition obtain the opinion of a third party that the price paid in such merger or acquisition is fair. The Deutsche Bank report was prepared in connection with Brazilian legal requirements relating to third-party independent valuation reports used in connection with merger and acquisition transactions. All shareholders should conduct their own analysis of the Transaction and should rely on their own financial, tax and legal advisors and not Deutsche Bank s report in evaluating whether to take any action in connection with the Share Exchange or the Transaction.

Deutsche Bank discussed orally with the management of the Ipiranga Group certain non-public information regarding the Ipiranga Group in order to confirm the assumptions Deutsche Bank used in the preparation of its report. This discussion included a description of the Ipiranga Group s operations and strategy, certain financial analyses, balance sheet information, production capacity information, investment requirements, the prospects of the Ipiranga Group and the operations of the combined company following the Transaction. In addition, Deutsche Bank has (i) reviewed the reported prices and trading activity for the stock of Ultrapar, RIPI, DPPI and CBPI, (ii) compared certain financial and stock market information for Ultrapar and the Ipiranga Group with similar information for certain other companies whose securities are publicly traded, (iii) reviewed the financial terms of certain recent business combinations which it deemed comparable in whole or in part, (iv) reviewed the terms of the agreements governing the Transaction, and (v) performed such other studies and analyses and considered such other factors as it deemed appropriate.

Deutsche Bank has not assumed responsibility for independent verification of, and has not independently verified, any information, whether publicly available or furnished to it, concerning Ultrapar or the Ipiranga Group, including, without limitation, any financial information, forecasts or projections considered in connection with the preparation of its valuation report. Accordingly, for purposes of its report, Deutsche Bank has assumed and relied upon the accuracy and completeness of all such information and Deutsche Bank has not conducted a physical inspection of any of the properties or assets, and has not prepared or obtained any independent evaluation or appraisal of any of the assets or liabilities, of Ultrapar or any member of the Ipiranga Group.

Any valuations, financial and other forecasts and/or estimates or projections and other assumptions contained in the valuation report (including, without limitation, regarding financial and operating performance), were prepared or derived from information (whether oral or in writing) supplied solely by the respective managements of Ultrapar, the Ipiranga Group and Braskem or derived from other public sources, without any independent verification by Deutsche Bank, and involve numerous and significant subjective determinations and assumptions by Ultrapar, the Ipiranga Group and Braskem, which may not be correct. As a result, actual results may vary materially from those shown in the valuation report. In addition, with respect to any such information made available to Deutsche Bank and used in its analyses, Deutsche Bank has assumed that such information has been reasonably prepared on bases reflecting the best currently available estimates and judgments of the respective managements of Ultrapar, the Ipiranga Group and Braskem as to the matters covered thereby.

In preparing its valuation report, neither Deutsche Bank nor any of its affiliates or representatives make any express or implied representation or warranty, or express any view, as to the accuracy, reasonableness, completeness or achievability of any such financial and other forecasts and/or estimates or projections, or as to the determinations or assumptions on which they are based. Deutsche Bank s report is necessarily based upon economic, market and other conditions as in effect on, and the information made available to it as of, the date of the report.

Deutsche Bank has also assumed that all material governmental, regulatory or other approvals and consents required in connection with the consummation of the Transaction will be obtained and that in connection with obtaining any necessary governmental, regulatory or other approvals and consents, or any amendments, modifications or waivers to any agreements, instruments or orders to which either Ultrapar or the Ipiranga Group is a party or is subject or by which it is bound, no limitations, restrictions or conditions will be imposed or amendments, modifications or waivers made that would have a material adverse effect on Ultrapar or the Ipiranga Group or materially reduce the contemplated benefits of the Transaction to Ultrapar.

Ultrapar did not provide specific instructions to, place any limitations on the scope of the investigation by, or request any procedures or factors be considered by, Deutsche Bank in performing its analyses or preparing the valuation report.

The report was based on the information available as of the date of the report, and the views expressed are subject to change based upon a number of factors, including market conditions and Ultrapar s and the Ipiranga Group s business and prospects.

Valuation Methodology Summary

Deutsche Bank conducted valuations of Ultrapar and the Ipiranga Group in accordance with the mandatory criteria of the CVM. In accordance with CVM Rule No. 361, Deutsche Bank prepared its valuations using the following methodologies and assumptions:

Economic value. The economic value analysis is based on a discounted cash flow analysis for certain business lines and a comparable multiples analysis for other business lines, each as further described below. The economic valuation analysis was based on publicly available information and discussions with management of Ultrapar and the Ipiranga Group and Braskem.

Market value. Deutsche Bank s market value valuation analysis, which was based on average share prices weighted by traded volume during the twelve-month period ended March 16, 2007 (the last trading day before the announcement of the Transaction).

Book value. Deutsche Bank s book value valuation analysis was based on the book value of the shares of Ultrapar, RIPI, DPPI and CBPI as reflected in their respective audited financial statements as of December 31, 2006.

Among the different valuation methodologies presented in the valuation report, Deutsche Bank believes that the economic value analysis based on discounted cash flow and comparable multiples is the most applicable methodology for valuing Ultrapar, RIPI, DPPI and CBPI.

CVM Rule No. 361/02 requires that one of three basic methodologies be used in preparation of a valuation report: economic value, market value or book value. Deutsche Bank believes that the economic value analysis based on discounted cash flow (DCF) is the most appropriate methodology for valuing Ultrapar, RIPI, DPPI and CBPI because the DCF analysis takes into consideration the future unlevered free cash flows of such companies and accounts for the time value of money by calculating the present value of the future cash flows, providing a more detailed picture of the investment to be valued by allowing the evaluator to consider a larger amount of information and a longer timeframe in its analysis. For certain business lines and subsidiaries of the Ipiranga Group, representing less than 10% of Ipiranga Group s consolidated value, Deutsche Bank believes that an economic value analysis based on comparable multiples is the most appropriate methodology for valuing

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these business lines and subsidiaries because it better reflects updated company and comparable transactions values for such businesses considering the specific characteristics of their respective industries. The preparation of projections for those companies and the use of a DCF valuation would be imprecise and would not improve the quality of the analysis.

Discounted Cash Flow Analysis

Deutsche Bank performed a DCF analysis to value Ultrapar, the operating assets of DPPI, or DPPI Opco, the operating assets of CBPI, or CBPI Opco, Copesul, which is a subsidiary of IPQ, which is in turn a subsidiary of Ipiranga Química S.A., or IQ. All of IQ s outstanding shares are held either by RIPI or CBPI. A DCF analysis is a method of evaluating the value of an asset by estimating the future unlevered free cash flows of such asset and taking into consideration the time value of money by calculating the present value, i.e. the current value of future cash flows, of these estimated cash flows. Deutsche Bank calculated the DCF values for each of Ultrapar, DPPI Opco., CBPI Opco., Copesul and IPQ as the sum of the net present value of (i) the estimated future cash flow that such business line will generate for the years 2007 through 2016 and (ii) the value of such business line at the end of such period (the Terminal Value).

In addition, in performing the DCF analyses, Deutsche Bank made several assumptions including, but not limited to, the following:

- The base date for the DCF analyses is December 31, 2006.

- Projections were prepared in nominal Brazilian *reais*, and each of the annual cash flows were converted to U.S. Dollars based on the average exchange rate for the year.

- An exchange rate of 2.1385 R$/US$ is used as of December 31, 2006 to convert the net present value in U.S. Dollars to Brazilian *reais*.

- The weighted average cost of capital is in nominal U.S. dollars.

- Cash flow is generated in the middle of the year (in June) for purposes of discounting cash flows to present value.

- The Terminal Values were calculated based on Gordon s growth formula and include adjustments to capital expenditures, depreciation, tax rates and net operating working capital.

- The perpetuity cash flows of petrochemical companies have been adjusted for mid-cycle.

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The following table sets forth a summary of the results of the DCF analyses performed for each of Ultrapar, DPPI Opco, CBPI Opco, Copesul and IPQ.

Companies valued by discounted cash flow DCF

Company	Description	TEV (R$ million)	g[1]	WACC
CBPI Opco	A distributor of fuel to retail gas stations and industrial sites. In 2006, volume of core products was 11.6 billion m^3	2,421	3.0%	12.2%
DPPI Opco	A distributor of fuels to retail gas stations and industrial sites. In 2006, volume of core products was 1.8 billion m^3	566	3.0%	12.3%
Copesul	A petrochemical company that produces basic petrochemicals, such as ethylene, from naphtha, with volume of 2.96 million tons in 2006	5,635	0.0%	11.2%
IPQ	A 2nd generation producer of high-end petrochemicals. Volume sold in 2006 was 636,100 tons	1,452	0.0%	11.8%
Ultrapar	A distributor of liquefied petroleum gas (LPG), 2nd generation producer of petrochemicals, and a logistics provider for special products	5,879	3.0%	10.6%

Notes: (1) Perpetual growth rate in US Dollar real terms.
TEV means Total Enterprise Value, which is total value of the business line calculated based on economic value of shareholders equity plus net debt as defined in the valuation report.
WACC Weighed average cost of capital

Comparable Public Company Analysis

Deutsche Bank performed a comparable public company analysis for the operating assets of RIPI; RIPI Opco; Empresa Carioca de Produtos Químicos S.A., or EMCA, AM/PM Comestíveis, or AM/PM, IASA and ISA-SUL, each of which are subsidiaries of CBPI. For these business lines, the comparable multiples analysis involved comparing certain financial information and commonly used valuation measurements for the applicable business line to corresponding information and measurements for a publicly traded company or a group of publicly traded companies in the same industry. The comparable public company analyses were conducted on a comparison of multiples for earnings before interest, taxes, depreciation and amortization, or EBITDA, for 2006, except for certain petrochemical business lines for which a normalized average EBITDA (based on a three to five-year period) was used. The companies comprising each comparison group were chosen primarily because Deutsche Bank believed they share similar business characteristics to the respective business lines based on operational and financial metrics. However, none of the companies selected is identical or directly comparable to any of the analyzed business lines. Other companies may have been considered but not deemed relevant because their size, operations, target customers, product offerings, financial and operating metrics or other characteristics differ substantially from the analyzed business lines. The companies were selected based on their similarities to the businesses developed by each of the Ipiranga Group Companies, with special attention to value drivers, growth potential and margins. Deutsche Bank used comparable transactions when they were available, and reviewed trading public companies that most closely replicated the business of the company being assessed. Deutsche Bank excluded from the sample companies or transactions that were not sufficiently comparable to the company being assessed. RIPI Opco was valued based on comparisons with Alon USA, Delek US Holdings and Frontier Oil. IQ and IASA were valued based on precedent transaction multiples as set forth in Apendix II of the Deutsche Bank Valuation Report. EMCA was valued based on commodity and specialty listed companies multiples as set forth in Apendix II of the Deutsche Bank Valuation Report. AM/PM was valued based on Pao de Acucar CBD s trading multiples. Isa-Sul was valued based on the implied multiple derived from the DCF valuation of DPPI.

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Comparable Precedent Transaction Analysis

Deutsche Bank conducted an analysis of selected precedent transactions in determining its valuation of Ipiranga Asfaltos S.A. or IASA. In such cases, Deutsche Bank reviewed the financial terms, to the extent publicly available, of numerous mergers and acquisition transactions involving companies in the same industries. The precedent transaction analyses were conducted on a comparison of multiples for earnings before interest, taxes, depreciation and amortization for the last twelve months (LTM) prior to a given transaction.

Deutsche Bank reviewed various precedent transactions and, based on qualitative judgments and complex considerations concerning differences between the characteristics of these transactions and the characteristics of the acquired company, selected the transactions that were considered most comparable to IQ and IASA. Deutsche Bank calculated various financial multiples based on certain publicly available information for each of the comparable transactions and compared them to corresponding financial multiples for IQ and IASA. Deutsche Bank has also analyzed Isa-Sul Administração e Participação Ltda., a subsidiary of DPPI, whose operations are similar to DPPI Opco. For this reason, Deutsche Bank used the multiple of value derived from the DCF valuation on DPPI Opco and applied to Isa-Sul.

The following table sets forth a summary of the results of the comparable multiples analyses.

Companies valued by multiples

Business Line	Description / Methodology	TEV (R$mm)	TEV/ 06 EBITDA
RIPI Opco	A refinery that has operated on a break even basis (sometimes given special tax incentives by the State)		
	Valuation based on comparable public company analysis	9	6.5x
IQ	A chemical products distributor with over 5,000 clients in 50 different markets		
	Valuation based on comparable precedent transaction analysis	176	8.6x
EMCA	A producer of specialty petrochemicals; consolidated by CBPI SA		
	Valuation based on comparable public company analysis	18	6.3x
IASA	A producer of asphalt and pavement surface products		
	Valuation based on comparable precedent transaction analysis	89	6.8x
AM/PM Comestíveis	A retail convenience store chain attached to DPPI and CBPI gas stations, consolidated by CBPI		
	Valuation based on comparable public company analysis	236	7.5x
Isa-Sul Administração e Part. Ltda.	A subsidiary that owns 152 and operates 15 of the gas stations in DPPI s region		
	Valuation based on the same multiple as DPPI-Opco implied by the DCF	140	8.8x

Note: TEV means Total Enterprise Value, which is total value of the business line calculated based on economic value of shareholders equity plus net debt as defined in the valuation report.

Summary Valuation Analysis

Set forth below are summaries of the share price valuations with respect to Ultrapar, RIPI, DPPI and CBPI as indicated by the valuation report. Each share price valuation under the economic value analysis shows a mid-point amount and a plus or minus 5% range as permitted by CVM Rule No. 361.

Ultrapar

The table entitled Economic Value of Ultrapar summarizes the economic value of Ultrapar shares as indicated by the valuation report. For purposes of the table, Step 1 refers to the acquisition by Ultrapar of a

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controlling interest in the common shares of each of RIPI, DPPI and CBPI (completed on April 18, 2007), and Step 2 refers to the completion of mandatory tag-along cash tender offers by Ultrapar for the remaining outstanding common shares of each of RIPI, DPPI and CBPI.

After completing Step 1 and Step 2, Ultrapar would have acquired shares equivalent to 41.3% of RIPI, 35.4% of DPPI, and 4.1% of CBPI. These stakes are equivalent to 41.3% of RIPI Opco, 38.5% of the distribution business of DPPI, and 16.9% of the distribution business of CBPI if all common shares of RIPI, DPPI and CBPI were acquired in the mandatory tender offers.

Value of the assets acquired by Ultrapar in Steps 1 and 2

(R$ million)		**TEV**[(5)]	**Equity**
Assets acquired by Ultrapar		**591**	**497**
RIPI Opco[(1)]	41.3%	1	(10)
DPPI distribution[(2)]	38.5%	272	290
CPBI distribution[(3)]	16.9%	315	217
CBPI EMCA[(4)]	16.9%	3	0

(1) Includes 1/3 of the refinery.
(2) Includes ISA-Sul.
(3) Includes CBPI distribution and the AM/PM convenience stores in the South and Southeast.
(3) Assumes that Petrobras will pay with cash for 100% of its stake and will assume no debt from CBPI.
(4) EMCA will be 100% owned by Ultrapar.
(5) Represents Ultrapar's stake in the acquired assets.

Therefore, prior to the Share Exchange, Ultrapar will have acquired assets worth 497 million Brazilian *reais* equity value, for which Ultrapar paid 876 million Brazilian *reais* according to the investment agreement among Ultrapar, Braskem and Petrobras.

The economic valuation presented above was considered by Deutsche Bank the most appropriate methodology for valuing Ultrapar s shares. As required by the CVM Rule No. 361, Deutsche Bank also presented in the valuation report Ultrapar s book value of R$23.86 per share as of December 31, 2006, and a market value based on the weighted average share price from March 15, 2006 to March 16, 2007 of R$43.08 per preferred share with respect to Ultrapar. Since Ultrapar s common shares did not trade for the 12 months ending March 16, 2007, no market value analysis was performed with respect to those shares.

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RIPI

The following table summarizes the economic value of RIPI shares as indicated by the valuation report.

The economic valuation presented above was considered by Deutsche Bank the most appropriate methodology for valuing RIPI s shares. As required by the CVM Rule No. 361, Deutsche Bank also presented in the valuation report RIPI s book value of R$19.50 per share as of December 31, 2006, and a market value based on the weighted average share price from March 15, 2006 to March 16, 2007 of R$32.75 per preferred share and R$45.81 per common share with respect to RIPI.

DPPI

The following table summarizes the economic value of DPPI shares as indicated by the valuation report.

The economic valuation presented above was considered by Deutsche Bank the most appropriate methodology for valuing DPPI s shares. As required by CVM Rule No. 361, Deutsche Bank also presented in the valuation report DPPI s book value of R$25.13 per share as of December 31, 2006, and a market value based on the weighted average share price from March 15, 2006 to March 16, 2007 of R$24.99 per preferred share and R$41.69 per common share with respect to DPPI.

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CBPI

The following table summarizes the economic value of CBPI shares as indicated by the valuation report.

The economic valuation presented above was considered by Deutsche Bank the most appropriate methodology for valuing CBPI s shares. As required by CVM Rule No. 361, Deutsche Bank also presented in the valuation report CBPI s book value of R$14.68 per share as of December 31, 2006, and a market value based on the weighted average share price from March 15, 2006 to March 16, 2007 of R$18.32 per preferred share and R$21.72 per common share with respect to CBPI.

Conclusions

Share price range based on the economic value (R$ per share)

	-5%	Mid-range	+5%
CBPI	26.97	28.39	29.81
DPPI	41.11	43.28	45.44
RIPI	51.63	54.35	57.06
Ultrapar	64.48	67.87	71.26

Note: 10% range in compliance with CVM Rule No. 361.

Other Considerations

The foregoing summary describes certain analyses and factors that Deutsche Bank conducted in connection with the preparation of its report, but is not a comprehensive description of all analyses performed and factors considered by Deutsche Bank in connection with preparing the report. RIPI, DPPI and CBPI preferred shareholders are urged to read the full text of the report, which is included as an exhibit to the registration statement of which this prospectus forms a part. The report is not readily susceptible to summary description. Deutsche Bank believes that its report must be considered as a whole and that considering any portion of such analyses and of the factors considered without considering all analyses or factors could create a misleading view of the process underlying the report.

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In conducting its analyses and preparing its report, Deutsche Bank utilized a variety of generally accepted valuation methods. The analyses were prepared solely for the purpose of enabling Deutsche Bank to prepare and issue the valuation report and do not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold, nor do they take into account any element of value that may arise from the accomplishment or expectation of the proposed Transaction.

Ultrapar selected Deutsche Bank to prepare the valuation report based on Deutsche Bank s qualifications, expertise, reputation and experience in mergers and acquisitions and related transactions. Deutsche Bank and its affiliates are experienced in advising and valuing Brazilian publicly listed companies. Ultrapar has retained Deutsche Bank pursuant to an engagement letter dated March 18, 2007. Deutsche Bank will receive U.S. $3,000,000 net of taxes for delivering the valuation report upon consummation of the Share Exchange. In addition to the fees payable to Deutsche Bank pursuant to the engagement letter and irrespective of whether the Share Exchange is consummated, Ultrapar has agreed to reimburse Deutsche Bank for reasonable fees and disbursements of Deutsche Bank s counsel and all of Deutsche Bank s reasonable travel and other out-of-pocket expenses incurred in connection with the preparation and delivery of the valuation report or otherwise arising out of the retention of Deutsche Bank under the engagement letter. The expenses related to Deutsche Bank s counsel, in excess of US$ 40,000.00, are subject to the prior written approval of Ultrapar. Ultrapar has also agreed to indemnify Deutsche Bank and certain related persons to the full extent lawful against certain liabilities arising out of its engagement or the Share Exchange.

Deutsche Bank is an internationally recognized investment banking firm experienced in providing advice in connection with mergers and acquisitions and related transactions. Deutsche Bank is an affiliate of Deutsche Bank AG. As of the date of the report, Deutsche Bank and its affiliates owned equity and debt securities of Braskem and Petrobras. Deutsche Bank has also provided advisory services to Petrobras. Deutsche Bank and its affiliates may actively trade securities of Ultrapar, Braskem, Petrobras and/or any member of the Ipiranga Group for their own account or the account of their customers and, accordingly, may from time to time hold a long or short position in such securities.

Apsis Valuation Report

Apsis Consultoria Empresarial Ltda., or Apsis, has been engaged by Ultrapar and the Target Companies to conduct a valuation analysis for the purpose of appraising the equity of both Ultrapar and the Ipiranga Group. Apsis valuation analysis has been used to determine the liquidation values of Ultrapar and the Target Companies shares. These values will be used in connection with the appraisal rights available to RIPI and DPPI preferred shareholders.

We have included below a summary of Apsis s valuation report. The full report is included as an exhibit to the registration statement of which this prospectus forms a part.

General

In connection with the selection of financial advisors for the Share Exchange, Ultrapar and the Ipiranga Group received recommendations for Apsis Consultoria Empresarial Ltda., or Apsis. Apsis was requested to submit a proposal with respect to the fees and services to be provided in connection with the proposed transaction. Apsis was selected on the basis of its experience and expertise and the strength of its proposal. Subsequent to its selection, the Board of Directors of both Ultrapar and the Ipiranga Group ratified the appointment of Apsis.

Apsis was selected and retained as Ultrapar and Ipiranga s financial advisor to render a valuation report solely for the purpose of appraising the market price of the equity of both Ultrapar and the Ipiranga Group, under the same criteria and on the same dates, for the purposes of Article 264 of Brazilian Corporate Law, based upon and subject to the considerations and limitations set forth in the valuation report. The valuation report prepared

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by Apsis is subject to the assumptions and considerations described in such valuation report. Apsis advisory services and valuation report were presented to the board of directors of each of Ultrapar and the Ipiranga Group on November 12, 2007 for use in consideration of the Share Exchange. The valuation report is not to be used by any other person or for any other purpose, and is not intended to be and does not constitute a recommendation to any shareholder as to how such shareholder should vote on any matters relating to the merger of shares. Apsis did not make a recommendation with respect to the exchange ratio, which was determined through discussions between the parties to the Share Exchange.

Summary of Apsis Valuation Report

The Apsis valuation report was rendered to the Board of directors of both Ultrapar and the Ipiranga Group on November 12, 2007. This summary of the Apsis valuation report is qualified in its entirety by reference to the full text of the report.

Apsis was contracted by Ultrapar and Ipiranga Group to calculate the exchange ratios of RIPI, DPPI and CBPI shares not owned by Ultrapar, for Ultrapar shares, with the appraisal of the equity of both Ultrapar and the Ipiranga Group, under the same criteria and on the same dates, and at market price, for the purposes of Article 264 of Brazilian Corporate Law.

The report shows the assets and liabilities of Ultrapar and the Ipiranga Group at adjusted book net equity values for the Ipiranga Group and Ultrapar to reflect market values based on the assets approach.

In rendering its valuation report, Apsis held discussions with representatives of both Ultrapar and the Ipiranga Group concerning the nature of their assets and liabilities, in order to calculate the market value and adjust the book net equity of each of RIPI, DPPI and CBPI and Ultrapar. Apsis also performed technical visits in order to inspect the property, plant and equipment listed by Ultrapar, RIPI, DPPI and CBPI and their respective operating subsidiaries.

The Apsis valuation report was also based on the financial statements of Ultrapar and the Ipiranga Group as of September 30, 2007.

The managements of each of Ultrapar and the Ipiranga Group have advised Apsis that the financial information of each of Ultrapar, RIPI, DPPI and CBPI, respectively, as of September 30, 2007, was prepared in accordance with Brazilian Corporate Law. Ultrapar and the Ipiranga Group have directed Apsis to rely on such financial information, and Apsis has not performed an independent verification of such financial information and does not assume responsibility therefor.

In addition, in preparing its valuation report, Apsis assumed and relied on the accuracy, completeness and reasonableness of all financial and other information and data supplied or otherwise made available to it, discussed with or reviewed by or for it, or publicly available. In addition, Apsis assumed an obligation to conduct a physical inspection of the properties and facilities of Ultrapar, RIPI, DPPI and CBPI and their respective subsidiaries.

For the purpose of its valuation analyses, Apsis did not take into account tax-related effects that Ipiranga s shareholders may experience in connection with the Share Exchange, or any fees and expenses that may be incurred in connection with the settlement of that transaction.

Apsis valuation report is necessarily based on information available to it and financial, stock market and other conditions and circumstances existing and disclosed to Apsis as of the date of the valuation report.

Apsis has no obligation to update or otherwise revise its valuation report should any future events or conditions affect its valuation analyses or conclusions.

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The scope of Apsis valuation analyses was limited to the appraisal of the equity of each of Ultrapar, RIPI, DPPI and CBPI under the same criteria and on the same dates, and at market prices, for the purposes of Article 264 of Brazilian Corporate Law and did not address, among others:

- treatment given to different classes of shares of each of Ultrapar, RIPI, DPPI and CBPI, as the case may be;
- any other transaction relating to the shares of Ultrapar, RIPI, DPPI and CBPI, as the case may be;
- Ipiranga s underlying business decision to effect the Share Exchange, and
- the prices at which RIPI, DPPI and CBPI or Ultrapar securities, as the case may be, may actually be sold.

Apsis valuation report is not intended to be and does not constitute a recommendation or opinion to Ultrapar or the Ipiranga Group, nor does it constitute a recommendation or opinion to any shareholder of Ultrapar or the Ipiranga Group, as to any matters relating to the Share Exchange.

Below is a summary of the material analyses undertaken by Apsis in connection with the rendering of its valuation report. The summary includes information presented in tabular format. **In order to fully understand the methodologies used by Apsis, the table must be read together with the text of the summary. The tables alone do not constitute a complete description of the analyses.**

Using the financial statements provided by management of each of Ultrapar, RIPI, DPPI and CBPI, Apsis performed adjustments on the book value of their assets and liabilities, based on the assets approach net equity at market value. This methodology comes from Brazilian GAAP, where the financial statements are prepared based on the historical cost principle, i.e. the acquisition cost. Based on this and basic accounting principles, the methodology used presumes book value of a company s assets minus the book value of its liabilities is equal to the book value of its net equity. This methodology first considers the book value of the assets and liabilities, and requires adjustments to a few of these items, so as to reflect their likely liquidation values. The result of this method may give an initial base to estimate a company s value, and a useful base to compare the results of other methodologies. The asset approach attempts to determine a company s value by adjusting the book values (net balance) to their respective fair market values. The assets and liabilities deemed relevant are evaluated by their fair market value, comparing this value to its book value (net balance).

The general appraisal criteria used to adjust the assets subject to appraisal at market price are detailed in Apsis complete report.

The adjustments discussed above, duly analyzed, are added to book net equity value to determine a company s market value by the assets approach. The fair market value of a company will be the net equity, based on adjustments found for the appraised assets and liabilities.

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The table below shows the market value of RIPI s net equity, including the respective adjustments of the principal accounts:

RELEVANT ACCOUNTS		BOOK VALUE	IN MILLION OF REAIS MARKET VALUE	ADJUSTMENT
ASSETS		**976.73**	**1,350.10**	**373.37**
SHORT TERM ASSETS		**143.14**	**141.40**	**(1.74)**
LONG TERM ASSETS		**0.42**	**0.42**	**0.00**
PERMANENT ASSETS		**833.17**	**1,208.28**	**375.11**
Investments		798.10	1,086.39	288.29
DPPI	7.65%	69.58	82.13	12.55
CBP I	11.42%	210.10	257.85	47.75
IQ	58.53%	518.03	746.01	227.98
Outros		0.39	0.39	0.00
Fixed Assets		35.08	121.89	86.82
Equipment		17.45	88.05	70.59
Building		2.29	19.95	17.67
Land		11.46	10.02	(1.44)
Improvements in third part properties		0 .00	0.00	0.00
Constructions in progress		3 .80	3.80	0.00
Vehicles		0.04	0.04	0.00
Others		0.03	0.03	0.00
LIABILITIES		**976.73**	**1,350.10**	**(373.37)**
SHORT TERM LIABILITIES		**107.83**	**136.62**	**(28.79)**
LONG TERM LIABILITIES		**99.40**	**99.80**	**(0.40)**
NET EQUITY		**769.50**	**1,113.68**	**(344.18)**
Net Adjustment at Market			**344.18**	

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VALUE OF RIPI SHARES

29,600,000 shares		**SHARE VALUE PER SHARE**
Book equity value	R$	25.996726
Adjustment per share	R$	11.627578
Equity amount adjusted at market value	R$	37.624304

The table below shows DPPI s net equity at market price, including the respective adjustments of the principal accounts:

RELEVANT ACCOUNTS		**BOOK VALUE**	**IN MILLION OF REAIS MARKET VALUE**	**ADJUSTMENT**
ASSETS		**1,017.74**	**1,215.18**	**197.44**
SHORT TERM ASSETS		**332.98**	**321.27**	**(11.71)**
LONG TERM ASSETS		**88.20**	**88.20**	**0.00**
PERMANENT ASSETS		**596.56**	**805.71**	**209.16**
Investments		474. 86	609.72	134.86
CBPI	21.01%	386. 62	474.38	87.76
ISA-SUL	100.00%	57. 32	102.67	45.35
COFAL	100.00%	1. 13	2.89	1.76
MAX IFACIL	16.00%	29. 66	29.66	0.00
Others		0. 12	0.12	0.00
Fixed Assets		121. 70	195.99	74.29
Equipment		53. 74	77.51	23.77
Building		18. 37	38.45	20.08
Land		12. 97	43.42	30.44
Improvements in third part properties		18. 87	18.87	0.00
Constructions in progress		9. 22	9.22	0.00
Vehicles		1. 33	1.33	0.00
Others		7. 20	7.20	0.00
LIABILITIES		**1,017.74**	**1,215.18**	**(197.44)**
SHORT TERM LIABILITIES		**73.72**	**88.55**	**(14.83)**
LONG TERM LIABILITIES		**34.05**	**53.00**	**(18.95)**
NET EQUITY		**909.97**	**1,073.63**	**(163.66)**
Net Adjustments at Market			**163.66**	

VALUE OF DPPI SHARES

32,000,000 shares	**SHARE VALUE PER SHARE**

Book equity value	R$	28.436606
Adjustment per share	R$	5.114296
Equity amount adjusted at market value	R$	33.550902

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The table below shows CBPI s net equity at market price, including the respective adjustments of the principal accounts:

			IN MILLION OF REAIS	
RELEVANT ACCOUNTS		**BOOK VALUE**	**MARKET VALUE**	**ADJUSTMENT**
ASSETS		**3,123.50**	**3,787.39**	**663.89**
SHORT TERM ASSETS		**1,711.57**	**1,713.60**	**2.03**
LONG TERM ASSETS		**216.93**	**216.93**	**0.00**
PERMANENT ASSETS		**1,195.00**	**1,856.86**	**661.86**
Investments		573.45	846.89	273.44
IQ	41.47%	346.54	528.57	182.03
TSB	20.00%	6.99	6.99	0.00
IASA	100.00%	32.02	49.63	17.61
TROPICAL	100.00%	14.98	11.43	(3.55)
EMCA	100.00%	18.92	39.53	20.61
AM PM	100.00%	81.50	138.24	56.74
ITL	100.00%	0.05	0.05	0.00
ICIE	100.00%	0.03	0.03	0.00
MAX-FACI L	34.00%	63.03	63.03	0.00
IMOBILIARIA	100.00%	7.99	7.99	0.00
Others		1.40	1.40	0.00
Fixed Assets		621.55	1,009.97	388.42
Equipment		360.77	485.28	124.51
Building		84.35	194.58	110.23
Land		96.28	249.96	153.68
Improvements in third part properties		24.98	24.98	0.00
Constructions in progress		46.45	46.45	0.00
Vehicles		8.72	8.72	0.00
Others		0.00	0.00	0.00
LIABILITIES		**3,123.50**	**3,787.39**	**(663.89)**
SHORT TERM LIABILITIES		**814.41**	**888.88**	**(74.47)**
LONG TERM LIABILITIES		**469.22**	**640.62**	**(171.40)**
NET EQUITY		**1,839.87**	**2,257.89**	**(418.01)**
Net Adjustments at Market			**418.01**	

VALUE OF CBPI SHARES

105,952,000 shares	**SHARE VALUE PER SHARE**	
Book equity value	R$	17.365169
Adjustment per share	R$	3.945308
Equity amount adjusted at market value	R$	21.310477

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The table below shows Ultrapar s net equity at market price, including the respective adjustments of the principal accounts:

			IN MILLION OF REAIS	
RELEVANT ACCOUNTS		**BOOK VALUE**	**MARKET VALUE**	**ADJUSTMENTS**
ASSETS		**3,284.24**	**5,503.34**	**2,219.11**
SHORT TERM LIABILITIES		**114. 14**	**112.85**	**(1.29)**
LONG TERM LIABILITIES		**125. 25**	**125.25**	**0.00**
PERMANENT ASSETS		**3,044.85**	**5,265.25**	**2,220.40**
Investments		3,032.08	5,252.48	2,220.40
Ultracargo	100.00%	216.54	499.84	283.30
Ultragaz Part	100.00%	425.04	1,134.64	709.60
Imaven	100.00%	49.56	63.83	14.27
Oxiteno S.A	99.99%	1,505.16	3,161.23	1,656.07
DPPI SUL	37.55%	196.53	225.03	28.50
CBPI SUL	15.27%	134.22	164.14	29.91
RPI REFINO 1/3	40.28%	0.25	3.72	3.46
Goodwill/Discount		504.71	0.00	(504.71)
Others		0.06	0.06	0.00
Deferred Assets		12.77	12.77	0.00
LIABILITIES		**3,284.24**	**5,503.34**	**(2,219.11)**
SHORT TERM ASSETS		**1,268.83**	**1,268.39**	**0.44**
LONG TERM ASSETS		**0. 46**	**0.46**	**0.00**
NET EQUITY		**2,014.96**	**4,234.50**	**(2,219.55)**
Net Adjustments at Market			**2,219.55**	

VALUE OF ULTRAPAR SHARES

81,325,409 shares		**SHARE VALUE PER SHARE**
Book equity value	R$	24.776467
Adjustment per share	R$	27.292162
Equity amount adjusted at market value	R$	52.068629

After adjusting the net equity of RIPI, CBPI and DPPI and Ultrapar at market values, the following tables show the calculation of the exchange ratios:

EXCHANGE RATIOS CALCULATION

RIPI SHARE EXCHANGE

NET EQUITY AT MARKET

	Ultrapar	RIPI
NET EQUITY AT MARKET (IN MILLIONS OF *REAIS*)	R$ 4,235	R$ 1,114
TOTAL SHARES	81,325,409	29,600,000
PER THOUSAND OF SHARES (IN *REAIS*)	R$ 52.068629	R$ 37.624304
EXCHANGE RATIO	**0.722591**	**1.000000**

Note: Amount of Ultrapar shares for one RPI share

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DPPI SHARE EXCHANGE

NET EQUITY AT MARKET		
	Ultrapar	**DPPI**
NET EQUITY AT MARKET (IN MILLIONS OF *REAIS*)	R$ 4,235	R$ 1,074
TOTAL SHARES	81,325,409	32,000,000
PER THOUSAND OF SHARES (IN *REAIS*)	R$ 52.068629	R$ 33.550902
EXCHANGE RATIO	**0.644359**	**1.000000**

Note: Amount of Ultrapar shares for one DPPI share

CBPI SHARE EXCHANGE

NET EQUITY AT MARKET		
	Ultrapar	**CPPI**
NET EQUITY AT MARKET (IN MILLIONS OF *REAIS*)	R$ 4,235	R$ 2,258
TOTAL SHARES	81,325,409	105,952,000
PER THOUSAND OF SHARES (IN *REAIS*)	R$ 52.068629	R$ 21.310477
EXCHANGE RATIO	**0.409277**	**1.000000**

Note: Amount of Ultrapar shares for one CBPI share

The preceding discussion is a summary of the materials furnished by Apsis to the board of directors of both Ultrapar and the Ipiranga Group, but it does not purport to be a complete description of the analyses performed by Apsis. The preparation of the valuation report is a complex process involving technical judgments and is not necessarily adequately represented by partial analyses or summary description. Accordingly, Apsis believes that its analyses, and the summary set forth above, must be considered as a whole, and that selecting portions of the analyses, without considering all of the analyses and factors, could create a misleading or incomplete view of the processes underlying the analyses conducted by Apsis and its valuation report.

In its analyses, Apsis made numerous assumptions with respect to Ultrapar, RIPI, DPPI and CBPI, their respective subsidiaries, general business, economic, market and financial conditions and other matters, many of which are beyond the control of Ultrapar, the Ipiranga Group and Apsis. Any estimates contained in Apsis analyses are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by these analyses. Estimates of the values of Ultrapar and the Ipiranga Group do not purport to be appraisals or necessarily to reflect the prices at which Ultrapar and the Ipiranga Group may actually be sold. Because these estimates are inherently subject to uncertainty, none of Ultrapar, RPI, DPPI, CBPI, Apsis, their respective affiliates or any other person assumes responsibility if future results or actual values differ materially from the estimates.

Apsis qualifications to render the valuation report arise from its extensive experience as an internationally recognized consulting company engaged in, among others, the valuation of companies and other businesses and their securities in Brazil and elsewhere in connection with mergers and acquisitions, restructurings, leveraged buyouts, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes.

Credit Suisse Valuation Report

General

Banco de Investimentos Credit Suisse (Brasil) S.A., or Credit Suisse, was retained to deliver a valuation report for the use of the shareholders and boards of directors of RIPI, DPPI and CBPI. The valuation report prepared by Credit Suisse was delivered to RIPI, DPPI and CBPI on November 8, 2007 for their use in the proposed share exchange transaction in which the preferred shares of CBPI, DPPI and RIPI will be exchanged for preferred shares of Ultrapar (the Transaction). The base date for this valuation report is September 30, 2007. A copy of the Credit Suisse Valuation Report is included as an exhibit to the registration statement of which this prospectus forms a part.

You should consider the following when reading the summary of the Credit Suisse Valuation Report below:

- The Credit Suisse Valuation Report was prepared in compliance with the requirements imposed by Brazilian securities law, in particular CVM Rule No. 319 and Articles 254-A and 137 from Law No. 6,404/64 (Lei das S.A), and was not prepared with a view toward complying with the published guidelines of the SEC or the American Institute of Certified Public Accountants with respect to prospective financial information.

- The full text of the Credit Suisse Valuation Report, which sets forth, among other things, the assumptions made, matters considered and limits on the review undertaken by Credit Suisse in connection with the Credit Suisse Valuation Report, is included as an exhibit to the registration statement of which this prospectus forms a part.

- The Credit Suisse Valuation Report should not be used for the purposes of Articles 8 and 170 of the Lei das S.A. or for any purpose other than as set forth above without the written consent of Credit Suisse.

- The Credit Suisse Valuation Report and its conclusions are not recommendations by Credit Suisse as to whether shareholders of RIPI, DPPI and CBPI should take any action in connection with the Transaction. The Credit Suisse Valuation Report is not a fairness opinion as such is understood under U.S. law or a recommendation to shareholders relating to the exchange ratio to be offered to the shareholders of RIPI, DPPI and CBPI. Brazilian law does not require an opinion from an investment bank that the consideration offered in a merger or acquisition is fair. Brazilian law also does not require that a valuation report be used to determine the price to be paid in a merger or acquisition or that any party to a merger or acquisition obtain the opinion of a third party that the price paid in such merger or acquisition is fair.

- The Credit Suisse Valuation Report was prepared in connection with Brazilian legal requirements relating to third-party independent valuation reports to be used in connection with merger and acquisition transactions. All shareholders should conduct their own analysis of the Transaction and should rely on their own financial, tax and legal advisors and not the Credit Suisse Valuation Report in evaluating whether to take any action in connection with the Transaction.

In connection with Credit Suisse s valuation analysis and its preparation of its valuation report, Credit Suisse has reviewed certain publicly available financial and other information concerning Ultrapar, RIPI, DPPI and CBPI and certain internal analyses and other information furnished to it by Ultrapar, RIPI, DPPI and CBPI. Credit Suisse has also held discussions with members of the senior managements of Ultrapar, RIPI, DPPI and CBPI. Credit Suisse discussed orally with the management of RIPI, DPPI and CBPI certain non-public information regarding RIPI, DPPI and CBPI in order to confirm the assumptions provided by RIPI, DPPI and CBPI to Credit Suisse for use in the preparation of its valuation report. This discussion included a description of the operations and strategy of RIPI, DPPI and CBPI, certain financial analyses, production capacity information, investment requirements, and the prospects of RIPI, DPPI and CBPI. In addition, Credit Suisse has (i) reviewed the consolidated financial statements of RIPI, DPPI and CBPI for the fiscal years 2004, 2005 and 2006, which were audited by PricewaterhouseCoopers, the financial statements of RIPI, DPPI and CBPI for the nine-month period ended September 30, 2007, which were reviewed by KPMG Auditores Independentes (KPMG), the consolidated financial statements of Ultrapar for the fiscal years 2004, 2005 and 2006, which were audited by Deloitte Touche Tohmatsu, and the financial statements of Ultrapar for the nine-month period ended September 30, 2007, which were reviewed by KPMG, (ii) reviewed other financial information received from Ultrapar, RIPI, DPPI and CBPI, including financial and operating projections for the next 10 years, (iii) reviewed the reported prices and trading activity for the stock of Ultrapar, RIPI, DPPI and CBPI, (iv) compared certain financial and stock market information for Ultrapar, RIPI, DPPI and CBPI with similar information for certain other companies whose securities are publicly traded, (v) reviewed the financial terms of certain recent business

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combinations which it deemed comparable in whole or in part, (vi) reviewed the terms of the agreements governing the Transaction, and (vii) performed such other studies and analyses and considered such other factors as it deemed appropriate.

Credit Suisse has not assumed responsibility for independent verification of, and has not independently verified, any information, whether publicly available or furnished to it, concerning Ultrapar, RIPI, DPPI or CBPI or any macroeconomic projections based on the Banco Central do Brasil projected scenario, including, without limitation, any financial information, forecasts or projections considered in connection with the preparation of its valuation report. Accordingly, for purposes of its valuation report, Credit Suisse has assumed and relied upon the accuracy and completeness of all such information and Credit Suisse has not conducted a physical inspection of any of the properties or assets, and has not prepared or obtained any independent evaluation or appraisal of any of the assets or liabilities, of Ultrapar, RIPI, DPPI or CBPI.

Any valuations, financial and other forecasts and/or estimates or projections and other assumptions contained in the Credit Suisse Valuation Report (including, without limitation, regarding financial and operating performance), were prepared or derived from information (whether oral or in writing) supplied solely by the respective managements of Ultrapar, RIPI, DPPI and CBPI or derived from other public sources, without any independent verification by Credit Suisse, and involve numerous and significant subjective determinations and assumptions by Ultrapar, RIPI, DPPI and CBPI, which may not be correct. As a result, actual results may vary materially from those shown in the Credit Suisse Valuation Report. In addition, with respect to any such information made available to Credit Suisse and used in its analyses, Ultrapar, RIPI, DPPI and CBPI have represented to Credit Suisse that such information has been reasonably prepared on bases reflecting the best currently available estimates and judgments of the respective managements of Ultrapar, RIPI, DPPI and CBPI as to the matters covered thereby.

In preparing its valuation report, neither Credit Suisse nor any of its affiliates or representatives make any express or implied representation or warranty, or express any view, as to the accuracy, reasonableness, completeness or achievability of the Transaction or any such financial and other forecasts and/or estimates or projections, or as to the determinations or assumptions on which they are based. The Credit Suisse Valuation Report is necessarily based on economic, market and other conditions as in effect on, and the information made available to it as of, the date of the Credit Suisse Valuation Report. Credit Suisse has also assumed that all material governmental, regulatory or other approvals and consents required in connection with the consummation of the Transaction will be obtained and that in connection with obtaining any necessary governmental, regulatory or other approvals and consents, or any amendments, modifications or waivers to any agreements, instruments or orders to which Ultrapar, RIPI, DPPI or CBPI is a party or is subject or by which it is bound, no limitations, restrictions or conditions will be imposed or amendments, modifications or waivers made that would have a material adverse effect on Ultrapar, RIPI, DPPI or CBPI or materially reduce the contemplated benefits of the Transaction to RIPI, DPPI or CBPI.

In preparing its valuation report, Credit Suisse did not assume any difference between different classes of shares, considered RIPI, DPPI, CBPI and Ultrapar on a stand alone basis, and did not include any operating or fiscal gains or losses, including any goodwill, synergy and incremental costs generated from the Transaction. None of RIPI, DPPI and CBPI provided specific instructions to, placed any limitations on the scope of the investigation by, or requested any procedures or factors be considered by, Credit Suisse in performing its analyses or preparing its valuation report.

The views expressed in the Credit Suisse Valuation Report are subject to change based upon a number of factors, including market conditions and the businesses and prospects of Ultrapar, RIPI, DPPI and CBPI.

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Valuation Methodology Summary

Credit Suisse conducted valuations of Ultrapar, RIPI, DPPI and CBPI in accordance with the mandatory criteria of the CVM. In accordance with CVM Rule No. 319, Credit Suisse prepared its valuations using the following methodologies and assumptions:

Economic value. The economic value analysis is based on a discounted cash flow analysis for certain business lines and a comparable multiples analysis for other business lines, each as further described below.

Market value. Credit Suisse s market value valuation analysis was based on average share prices weighted by traded volume during the twelve-month period ended October 31, 2007.

Book value. Credit Suisse s book value valuation analysis was based on the book value of the shares of Ultrapar, RIPI, DPPI and CBPI as reflected in their respective audited financial statements as of September 30, 2007.

Among the different valuation methodologies presented in its valuation report, Credit Suisse believes that the economic value analysis based on discounted cash flow and comparable multiples is the most applicable methodology for valuing Ultrapar, RIPI, DPPI and CBPI.

Credit Suisse believes that the economic value analysis based on discounted cash flow, or DCF, is the most appropriate methodology for valuing Ultrapar, RIPI, DPPI and CBPI because the DCF analysis takes into consideration the future unlevered free cash flows of such companies and accounts for the time value of money by calculating the present value of the future cash flows, providing a more detailed picture of the investment to be valued by allowing the evaluator to consider a larger amount of information and a longer timeframe in its analysis. Credit Suisse believes that an economic value analysis based on comparable multiples is the most appropriate methodology for valuing certain business lines and subsidiaries of RIPI, DPPI and CBPI. The preparation of projections for those companies and the use of a DCF valuation would be imprecise and would not improve the quality of the analysis.

Discounted Cash Flow Analysis

Credit Suisse performed a DCF analysis to value Ultrapar, DPPI Opco, CBPI Opco, AM/PM, Copesul and IPQ. A DCF analysis is a method of evaluating the value of an asset by estimating the future unlevered free cash flows of such asset and taking into consideration the time value of money by calculating the present value of these estimated cash flows. Credit Suisse calculated the DCF values for each of Ultrapar, DPPI Opco, CBPI Opco, AM/PM, Copesul and IPQ as the sum of the net present value of (i) the estimated future cash flow that such business line will generate for the years 2007 through 2016 and (ii) the value of such business line at the end of such period, or the Terminal Value.

In addition, in performing the DCF analyses, Credit Suisse made several assumptions including, but not limited to, the following:

- The base date for the DCF analyses is September 30, 2007.

- Projections were prepared in nominal Brazilian *reais*, and each of the annual cash flows were converted to U.S. dollars based on the average exchange rate for the year.

- An exchange rate of US$1.00 = R$1.839 is used as of September 30, 2007 to convert the net present value in U.S. dollars to Brazilian *reais*.

- The weighted average cost of capital is in nominal U.S. dollars.

- The Terminal Values were calculated based on Gordon s growth formula and include adjustments to normalize capital expenditures, depreciation, tax rates and net operating working capital.

The perpetuity cash flows of petrochemical companies have been adjusted for mid-cycle.

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The following table sets forth a summary of the results of the DCF analyses performed for each of Ultrapar, DPPI Opco, AM/PM, CBPI Opco, Copesul and IPQ.

Companies valued by discounted cash flow DCF

Company	Description	TEV[1] (R$ million)	g[2]	WACC[3]
CBPI Opco	A distributor of fuel to retail gas stations and industrial sites. In 2006, volume of core products was 11.6 billion m^3	2,328	5.5%	11.3%
DPPI Opco	A distributor of fuels to retail gas stations and industrial sites. In 2006, volume of core products was 1.8 billion m^3	514	5.5%	11.3%
AM/PM	A retail convenience store chain attached to DPPI and CBPI gas stations, consolidated by CBPI	282	3.5%	10.9%
Copesul	A petrochemical company that produces basic petrochemicals, such as ethylene, from naphtha, with volume of 2.96 million tons in 2006	4,756	2.5%	10.8%
IPQ	A 2nd generation producer of high-end petrochemicals. Volume sold in 2006 was 636,100 tons	1,330	2.5%	10.9%
Ultrapar	A distributor of liquefied petroleum gas (LPG), 2nd generation producer of petrochemicals, and a logistics provider for special products	6,210	4.2%	9.7%

(1) TEV means Total Enterprise Value, which is the total value of the business line calculated based on the economic value of shareholders equity plus net debt as defined in the Credit Suisse Valuation Report.
(2) Perpetual growth rate in U.S. dollar nominal terms.
(3) WACC means weighed average cost of capital.

Comparable Public Company Analysis

Credit Suisse performed a comparable public company analysis for the operating assets of RIPI Opco and EMCA. For these business lines, the comparable multiples analysis involved comparing certain financial information and commonly used valuation measurements for the applicable business line to corresponding information and measurements for a publicly traded company or a group of publicly traded companies in the same industry. The comparable public company analyses were conducted based on a comparison of multiples for estimated 2007 EBITDA, except for petrochemical business lines of Copesul and IPQ for which a normalized average EBITDA (based on a three to five-year period) was used. The companies comprising each comparison group were chosen primarily because Credit Suisse believed they share similar business characteristics to the respective business lines based on operational and financial metrics. However, none of the companies selected is identical or directly comparable to any of the analyzed business lines. Other companies may have been considered but not deemed relevant because their size, operations, target customers, product offerings, financial and operating metrics or other characteristics differ substantially from the analyzed business lines.

The companies were selected based on their similarities to the businesses developed by RIPI, DPPI and/or CBPI, with special attention to value drivers, growth potential and margins. Credit Suisse used comparable transactions when they were available, and reviewed trading public companies that most closely replicated the business of the company being assessed. Credit Suisse excluded from the sample companies or transactions that were not sufficiently comparable to the company being assessed. RIPI Opco was valued based on comparisons with Alon USA, Delek US Holdings and Frontier Oil. IQ and IASA were valued based on precedent transaction multiples. EMCA was valued based on comparisons with commodity and specialty listed companies such as Nova Chemicals, Basf, Westlake, Dow Chemicals, Lyondell, Braskem, Suzano Petroquímica, Petroquímica União, Croda, Clariant, Rhodia, Lubrizol, Huntsman and Celanese. Isa-Sul was valued based on the implied multiple derived from the DCF valuation of DPPI.

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Comparable Precedent Transaction Analysis

Credit Suisse conducted an analysis of selected precedent transactions in determining its valuation of IQ and IASA. In such cases, Credit Suisse reviewed the financial terms, to the extent publicly available, of numerous mergers and acquisition transactions involving companies in the same industries. The precedent transaction analyses were conducted based on a comparison of multiples for EBITDA for the last twelve months (LTM) prior to a given transaction.

Credit Suisse reviewed various precedent transactions and, based on qualitative judgments and complex considerations concerning differences between the characteristics of these transactions and the characteristics of the acquired company, selected the transactions that were considered most comparable to IQ and IASA. Credit Suisse calculated various financial multiples based on certain publicly available information for each of the comparable transactions and compared them to corresponding financial multiples for IQ and IASA. Credit Suisse also analyzed Isa-Sul, a subsidiary of DPPI, whose operations are similar to DPPI Opco. For this reason, Credit Suisse used the multiple of value derived from the DCF valuation on DPPI Opco and applied it to Isa-Sul.

The following table sets forth a summary of the results of the comparable multiples analyses.

Companies valued by multiples

Business Line	Description / Methodology	TEV[(1)] (millions of *reais*)	TEV/ 07E EBITDA
RIPI Opco	A refinery that has operated on a break even basis		
	Valuation based on comparable public company analysis	4	5.6x
IQ	A chemical products distributor with over 5,000 clients in 50 different markets		
	Valuation based on comparable precedent transaction analysis	139	8.2x
EMCA	A producer of specialty petrochemicals;		
	Valuation based on comparable public company analysis	25	7.0x
IASA	A producer of asphalt and pavement surface products		
	Valuation based on comparable precedent transaction analysis	33	6.9x
Isa-Sul Administração e Part. Ltda.	A subsidiary that owns 152 and operates 15 of the gas stations in the region in which DPPI operates		
	Valuation based on the same multiple as DPPI-Opco implied by the DCF	146	7.7x

(1) TEV means Total Enterprise Value, which is the total value of the business line calculated based on the economic value of shareholders equity plus net debt as defined in the Credit Suisse Valuation Report.

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Summary Valuation Analysis

Set forth below are summaries of the share price valuations with respect to Ultrapar, RIPI, DPPI and CBPI as indicated by the Credit Suisse Valuation Report. Each share price valuation under the economic value analysis shows a mid-point amount and a plus or minus 5% range.

Ultrapar

The table entitled Economic Value of Ultrapar summarizes the economic value of Ultrapar shares as indicated by the Credit Suisse Valuation Report.

The economic valuation presented above was considered by Credit Suisse the most appropriate methodology for valuing Ultrapar s shares. Credit Suisse also presented in its valuation report Ultrapar s book value of R$24.89 per share as of September 30, 2007, and a market value based on the weighted average share price from March 16, 2007 to October 31, 2007 of R$63.30 per Ultrapar preferred share. Since Ultrapar s common shares only traded on two days in the 12-month-period ended October 31, 2007, no market value analysis was performed with respect to those shares.

RIPI

The following table summarizes the economic value of RIPI shares as indicated by the Credit Suisse Valuation Report.

RIPI	**100% TEV (millions of *reais*)**	**(%)**	**TEV (millions of *reais*)**	
IQ	2,870.3	58.53%	1,680.0	
CBPI	3,858.5	11.42%	440.6	
DPPI	1,470.9	7.65%	112.5	
RIPI Opco	4.0	100.00%	4.0	
RIPI Total Enterprise Value			**2,237.2**	
(-) Net Debt			(651.2)	
RIPI Equity Value			**1,586.1**	
Total number of shares (million)			29.60	
		-5%	←→	+5%
Price per Share (R$ per share)		**50.90**	**53.58**	**56.26**

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The economic valuation presented above was considered by Credit Suisse the most appropriate methodology for valuing RIPI s shares. Credit Suisse also presented in its valuation report RIPI s book value of R$26.00 per share as of September 30, 2007, and a market value based on the weighted average share price from March 16, 2007 to October 31, 2007 of R$46.80 per RIPI preferred share and R$100.67 per RIPI common share.

DPPI

The following table summarizes the economic value of DPPI shares as indicated by the Credit Suisse Valuation Report.

DPPI	100% TEV (millions of *reais*)	(%)	TEV (millions of *reais*)	
CBPI	3,858.5	21.01%	810.7	
DPPI	660.2	100.00%	660.2	
DPPI Total Enterprise Value			**1,470.9**	
(-) Net Debt			(56.1)	
DPPI Equity Value			**1,418.8**	
Total number of shares (million)			32.00	
		-5%		+5%
			←→	
Price per Share (R$ per share)		**42.00**	**44.21**	**46.42**

The economic valuation presented above was considered by Credit Suisse the most appropriate methodology for valuing DPPI s shares. Credit Suisse also presented in its valuation report DPPI s book value of R$28.44 per share as of September 30, 2007, and a market value based on the weighted average share price from March 16, 2007 to October 31, 2007 of R$39.61 per DPPI preferred share and R$104.64 per DPPI common share.

CBPI

The following table summarizes the economic value of CBPI shares as indicated by the Credit Suisse Valuation Report.

CBPI	100% TEV (millions of *reais*)	(%)	TEV (millions of *reais*)
Copesul	4,755.9	29.46%	1,401.1
IPQ Opco	1,330.0	100.00%	1,330.0
100% IPQ			**2,731.1**
IPQ	2,731.1	100.00%	2,731.1
IQ Opco	139.3	100.00%	139.3
100% IQ			**2,870.3**
IQ	2,870.3	41.47%	1,190.3
CBPI Opco[(a)]	2,668.2	100.00%	2,668.2
CBPI Total Enterprise Value			**3,858.5**
(-) Net Debt			(774.3)
CBPI Equity Value			**3,084.2**

Total number of shares (million)		105.95	
	-5%		+5%
		←→	
Price per Share (R$ per share)	**27.65**	**29.11**	**30.57**

(a) Includes AM/PM, IASA and EMCA.

The economic valuation presented above was considered by Credit Suisse the most appropriate methodology for valuing CBPI s shares. Credit Suisse also presented in its valuation report CBPI s book value of R$17.37 per share as of September 30, 2007, and a market value based on the weighted average share price from March 16, 2007 to October 31, 2007 of R$25.49 per CBPI preferred share and R$54.87 per CBPI common share.

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Conclusions

Share price range based on the economic value (R$ per share)

	-5%	Mid-point	+5%
CBPI	27.65	29.11	30.57
DPPI	42.00	44.21	46.42
RIPI	50.90	53.58	56.26
Ultrapar	64.50	67.90	71.29

Note: 10% range in compliance with CVM Rule No. 361.

Other Considerations

The foregoing summary describes certain analyses and factors that Credit Suisse conducted in connection with the preparation of its valuation report, but is not a comprehensive description of all analyses performed and factors considered by Credit Suisse in connection with preparing its valuation report. RIPI, DPPI and CBPI preferred shareholders are urged to read the full text of the Credit Suisse Valuation Report, which is included as an exhibit to the registration statement of which this prospectus forms a part. The Credit Suisse Valuation Report is not readily susceptible to summary description. Credit Suisse believes that its valuation report must be considered as a whole and that considering any portion of such analyses and of the factors considered without considering all analyses or factors could create a misleading view of the process underlying its valuation report.

In conducting its analyses and preparing its valuation report, Credit Suisse utilized a variety of generally accepted valuation methods. The analyses were prepared solely for the purpose of enabling Credit Suisse to prepare and issue its valuation report and do not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold, nor do they take into account any element of value that may arise from the accomplishment of the Transaction.

Regulatory Approvals Required for the Transaction

Regulatory Approvals in the United States

Ultrapar, RIPI, DPPI and CBPI are not aware of any governmental approvals that are required for completion of the Transaction. It is presently contemplated that if any governmental approvals are required, those approvals will be sought. There can be no assurance, however, that any additional approvals will be obtained.

Regulatory Approvals in Brazil

The Transaction was submitted to the Brazilian antitrust authority, *Conselho Administrativo de Defesa Econômica CADE*, which is currently reviewing the Transaction and its potential consequences on competition in the relevant Brazilian industries. Approval of the Transaction by CADE, however, is not required prior to the completion of the Transaction. However, if, following the completion of the Transaction, CADE determines that the Transaction or part of the Transaction has a material adverse effect on competition in Brazil, it may require that Ultrapar, Braskem or Petrobras divest all or part of the assets acquired in the Transaction. In light of the fact that the assets we are acquiring in the Transaction relate to the industries in which we have not historically operated, we do not believe that we will be required to divest any such assets as a result of the review of the Transaction by the Brazilian antitrust regulator.

Board of Directors and Executive Officers of the Combined Company

Upon completion of the Transaction, the board of directors and executive officers of Ultrapar are expected to remain the same. See our 2006 Form 20-F for further information concerning the board of directors and executive officers of Ultrapar.

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Appraisal Rights

RIPI, DPPI and Ultrapar preferred shareholders are entitled to appraisal rights in connection with the Share Exchange with respect to the shares of each of their respective companies. For the purposes of Brazilian Corporate Law (*Lei das Sociedades Anônimas*), the Share Exchange constitutes a stock merger (*incorporação de ações*), whereby all shares of a target company are transferred to an acquiring company. The shareholders of the target company receive shares in the acquiring company in exchange for their shares in the target company. The result of the stock merger is that the target company becomes a wholly owned subsidiary of the acquiring company, and the shareholders of the target company become shareholders of the acquiring company.

In order for a stock merger to be carried out, general meetings of the shareholders of both the target and acquiring companies must be held and the shareholders of the two companies must approve the stock merger. Only holders of common shares have the right to vote at shareholders meetings. Preferred shareholders do not have the right to vote. In accordance with Brazilian Corporate Law a stock merger becomes mandatory for all shareholders, even the preferred shareholders who do not have the right to vote, if approved at the relevant shareholders meeting. When the Share Exchange is approved, shareholders who dissent from the decision have the right to exercise appraisal rights against their company, according to the Brazilian Corporate Law.

Holders of DPPI preferred shares who exercise their appraisal rights may choose to receive an amount per share based on either book value, or liquidation value because the exchange ratio calculated with reference to liquidation value is more favorable to DPPI shareholders than the exchange ratio offered by Ultrapar (which was calculated based on economic value). RIPI shareholders may exercise their appraisal rights based on book value only. Book values to be paid to RIPI and DPPI shareholders will be R$19.50 per RIPI share and R$25.13 per DPPI share and are based on RIPI s balance sheet as of December 31, 2006 and DPPI s balance sheet as of December 31, 2006, respectively. Liquidation value is R$33.55 per DPPI share, based on the valuation report prepared by Apsis.

In a stock merger transaction, the appraisal rights can only be exercised after the approval of the stock merger and, consequently, after the general meeting of shareholders has been held. Appraisal rights may be exercised in the 30 days following publication of the resolution by the shareholders in a general meeting approving the transaction that triggers the appraisal rights.

Preferred shareholders of RIPI and DPPI are entitled under Brazilian Corporate Law to request that they be provided with book value information for their respective preferred shares updated to a date that is within 60 days of the date of the relevant shareholder meeting. Ultrapar has engaged KPMG to issue a report confirming the book value applicable to RIPI and DPPI preferred shares as of September 30, 2007, which is based on these companies interim financial information included in this prospectus. A copy of this report is included as an exhibit to the registration statement of which this prospectus forms a part.

Shareholders who vote in favor of approving the Share Exchange at the shareholders meeting do not have appraisal rights. Appraisal rights are reserved to those who voted against the Share Exchange, those who did not vote (including preferred shareholders) and those who did not attend the shareholders meeting.

Shareholders exercise their appraisal rights by sending a written notice to RIPI, DPPI or Ultrapar as applicable, informing the relevant company that they intend to exercise appraisal rights. Upon receipt of the notice, the relevant company is bound to buy the shares, and the shareholder is bound to sell them, unless the relevant company decides to reconsider the Share Exchange, as explained below.

Once the 30-day period for exercise of appraisal rights has expired, the shareholders no longer have any right to compel the relevant company to purchase their shares and the relevant company will proceed to determine how many shareholders exercised appraisal rights.

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The Brazilian Corporate Law gives Ultrapar, RIPI, DPPI and CBPI a period of 10 days to call a new general shareholders meeting to reconsider the resolution that approved the Share Exchange if any of Ultrapar, RIPI, DPPI and CBPI believes that the total amount to be paid to the shareholders who exercised their appraisal rights could adversely affect their company s financial situation. If the shareholders in a general meeting reverse their earlier decision, Ultrapar, RIPI, DPPI and CBPI as the case may be, is released from the obligation to pay the appraisal amount.

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ACCOUNTING TREATMENT

The following should be read in conjunction with the Unaudited pro forma Financial Statements, The Transaction and the consolidated financial statements included in this prospectus, including in the annexes attached hereto. The several steps of the Transaction will be accounted for under Brazilian GAAP and U.S. GAAP as set forth below.

Closing of the Share Purchase Agreement

In connection with the Share Purchase Agreement, which closed on April 18, 2007, Ultrapar acquired a controlling interest in the common shares of each of RIPI, DPPI and CBPI. On the same date, Ultrapar, Braskem and Petrobras executed two shareholders agreements, one for RIPI, and the other for DPPI, CBPI, ICQ and IPQ, which established the rights and obligations among Ultrapar, Petrobras and Braskem relating to the management and control of RIPI, DPPI and CBPI during the period in which the Transaction is being completed. These agreements were signed in order to ensure that (i) Ultrapar fulfills its obligations owed to Petrobras and Braskem, including those established under the Investment Agreement, and (ii) Petrobras and Braskem are each entitled to manage, during the period in which the Transaction is being completed, the assets of RIPI, DPPI and CBPI that each such company will receive in the separation of assets that will occur in connection with the completion of the Transaction. For the closing of the SPA Ultrapar received funds from Braskem and Petrobras which were recorded as a liability, with an offsetting asset, since the net assets acquired for Braskem and Petrobras under the commission agreement are not controlled by, and will not remain with, Ultrapar. As a result, for the portion of the Target Companies net assets that will be transferred to Braskem and Petrobras, the net effect in Ultrapar s financial statements under Brazilian GAAP and U.S. GAAP is zero. For the portion of the Target Companies net assets that will remain with Ultrapar, the difference between the price paid for them and their Brazilian GAAP book value was recorded as goodwill and is being amortized over 10 years. Under U.S. GAAP we adopted the purchase method of accounting for a step acquisition under the provisions of SFAS 141 Business Combination . Goodwill was recognized based on the excess of Ultrapar s acquisition cost over the net amounts assigned to the fair value of assets acquired and liabilities assumed. Goodwill is subject to annual impairment tests.

Mandatory Tender Offers

In connection with the Mandatory Tender Offers by Ultrapar for the remaining outstanding common shares of each of the Target Companies, the funds received from Braskem and Petrobras were recorded as a liability, with an offsetting asset, since the net assets acquired for Braskem and Petrobras under the commission agreement are not controlled by, and will not remain with, Ultrapar. As a result, for the portion of the Target Companies net assets that will be transferred to Braskem and Petrobras, the net effect in Ultrapar s financial statements under Brazilian GAAP and U.S. GAAP is zero. For the portion of the Target Companies net assets that will remain with Ultrapar, the difference between the price paid for them and their Brazilian GAAP book value is recorded as goodwill, to be amortized over a 10 year period. Under U.S. GAAP we adopted the purchase method of accounting for a step acquisition under the provisions of SFAS 141 Business Combination . Goodwill is recognized based on the excess of Ultrapar s acquisition cost over the net amounts assigned to the fair value of assets acquired and liabilities assumed. Goodwill is subject to annual impairment tests.

Share Exchange

In connection with the Share Exchange, we will execute a capital increase, corresponding to the number of new Ultrapar preferred shares that will be required to be issued in order to exchange all of the Target Companies outstanding common and preferred shares for our preferred shares. Under Brazilian GAAP, we intend to register this capital increase in an amount established in the Transaction Agreements. For U.S. GAAP, we intend to value the new Ultrapar shares based on the market price of the securities over a reasonable period of time before and after the terms of the acquisition were agreed to and announced, in accordance with paragraph 22 of SFAS 141 Business Combination . The capital increase will correspond to an increase in the investment by Ultrapar in the

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Target Companies. The portion of the investment that corresponds to the net assets to be transferred to Braskem and Petrobras will be added to the previous steps amounts that pertain to the two companies. For the portion of the investment that corresponds to the net assets that will remain with Ultrapar, the difference between the value of this investment and its Brazilian GAAP book value will be recorded as goodwill and be amortized over 10 years. Under U.S. GAAP, we will adopt the purchase method of accounting for a step acquisition under the provisions of SFAS 141 Business Combination . Goodwill will be recognized based on the excess of Ultrapar s acquisition cost over the net amounts assigned to the fair value of assets acquired and liabilities assumed. Goodwill is subject to annual impairment tests.

Split-up of Assets

In connection with the final phase of the Transaction, there will be a split-up of the Southern Distribution Business, Northern Distribution Business and the Petrochemical Business and subsequent transfer of the Petrochemical Business to Braskem and Petrobras, the Northern Distribution Business to Petrobras and one third ownership in RIPI to each of Braskem and Petrobras. In order to transfer the relevant assets to Petrobras and Braskem, the Target Companies will effect a spin-off of such assets and transfer them to Ultrapar. Ultrapar will then transfer those assets to Braskem and Petrobras in exchange for the funds received in steps 1 and 2 and will receive cash from Braskem and Petrobras for the portion of assets acquired by Ultrapar in the Share Exchange. In light of the accounting of each of the previous steps, we do not expect any significant gains or losses to be recorded under Brazilian GAAP and U.S. GAAP as a result of this step.

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MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES

In the opinion of Davis Polk & Wardwell, the following are the material U.S. federal income tax consequences to holders who exchange preferred shares of RIPI, DPPI or CBPI for our preferred shares pursuant to the Share Exchange, and the material U.S. federal income tax consequences of holding and disposing of our preferred shares. This discussion applies only to U.S. Holders (as defined below) that hold preferred shares of RIPI, DPPI or CBPI and that will hold our preferred shares as a result of the Share Exchange as capital assets.

This discussion does not describe all of the tax consequences that may be relevant to a holder in light of the holder s particular circumstances or to holders subject to special rules, such as:

- certain financial institutions;
- insurance companies;
- dealers in securities;
- persons holding preferred shares of RIPI, DPPI or CBPI or our new preferred shares as part of a hedge, straddle , integrated transaction or similar transactions;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- partnerships or other entities classified as partnerships for U.S. federal income tax purposes;
- persons subject to the alternative minimum tax;
- tax-exempt organizations; or
- persons that own or are deemed to own ten percent or more of our voting stock.

This discussion is based on the U.S. Internal Revenue Code of 1986, as amended, or the Code , administrative pronouncements, judicial decisions and final, temporary and proposed Treasury regulations, all as currently in effect. These laws are subject to change, possibly on a retroactive basis. Please consult your own tax advisor concerning the U.S. federal, state, local and foreign tax consequences of purchasing, owning and disposing of preferred shares in your particular circumstances.

As used herein, the term U.S. Holder means a beneficial owner of preferred shares of RIPI, DPPI or CBPI, that is, for U.S. federal tax purposes:

- an individual citizen or resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States or any political subdivision thereof; or

an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

The Share Exchange

A U.S. Holder will recognize gain or loss on the exchange of preferred shares of RIPI, DPPI or CBPI for our preferred shares in an amount equal to the difference between the fair market value of our preferred shares received and the U.S. Holder s tax basis in the preferred shares of RIPI, DPPI or CBPI exchanged. In general, such gain or loss will be treated as long-term capital gain or loss if the shares exchanged have been held for more than one year at the time of exchange. For U.S. federal income tax purposes, any gain or loss realized by a U.S. Holder will be treated as U.S. source gain or loss.

As a consequence of the exchange, a U.S. Holder s adjusted basis in our preferred shares will be equal to the fair market value of our preferred shares on the date the U.S. Holder made the exchange, and the holding period of our preferred shares received will begin on the day immediately following such date.

An exchanging U.S. shareholder may have different consequences if RIPI, DPPI or CBPI, as the case may be, is or was a passive foreign investment company, or PFIC, for U.S. federal income tax purposes for any taxable year during which such U.S. Holder held the exchanged shares. Because PFIC status depends on the

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composition of a company s assets and income from time to time and because the relevant taxable periods for conducting this analysis may be different for each holder, we have not undertaken to determine whether any of RPI, DPPI, or CBPI is or was a PFIC for any taxable year. Exchanging U.S. Holders are urged to consult with their own tax advisors regarding the PFIC status of RPI, DPPI, or CBPI, as the case may be, for the periods during which they have held their shares and as to the U.S. federal income tax consequences to them of exchanging their shares if RPI, DPPI, or CBPI, as the case may be, is or was a PFIC.

Ownership of Our Preferred Shares

Taxation of distributions. Distributions paid with respect to preferred shares will be includable in the income of a U.S. Holder as ordinary dividend income to the extent paid out of current or accumulated earnings and profits of Ultrapar, as determined for U.S. federal income tax purposes. As discussed in the following two sentences, although the matter is not free from doubt, under current law, dividends paid to non-corporate U.S. Holders on preferred shares in taxable years beginning before January 1, 2011, will generally be taxable at a maximum rate of 15%, provided that certain holding period and other requirements are satisfied. Current law requires that to qualify for the lower 15% rate, dividends must be paid in respect of stock that is readily tradable on a securities exchange in the United States. Notwithstanding the fact that our ADSs are currently listed on the New York Stock Exchange, it is possible that the Internal Revenue Service could argue that dividends paid in respect of our preferred shares do not qualify for the lower 15% rate. U.S. Holders should consult their own tax advisors regarding the availability of this lower tax rate in their particular circumstances. For purposes of these rules, the amount of any distribution of property other than cash will be the fair market value of such property on the date of distribution. In addition, the taxable amount of any distribution will include the amount of Brazilian tax withheld on the amount distributed, if any, and the amount of a distribution paid in reais will be measured by reference to the exchange rate for converting reais into U.S. dollars in effect on the date the distribution is received by the U.S. Holder. The U.S. Holder may have foreign currency gain or loss if the amount of such dividend is not converted into U.S. dollars on the date of its receipt.

Dividends paid by us generally will be treated as foreign source dividend income to U.S. Holders and will not be eligible for the dividends received deduction. Subject to certain limitations, Brazilian withholding tax, if any, paid in connection with any distribution with respect to preferred shares may be claimed as a credit against the U.S. federal income tax liability of a U.S. Holder if such U.S. Holder elects for that year to credit all foreign income taxes; otherwise, such Brazilian withholding tax may be taken as a deduction. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. U.S. Holders should consult their own tax advisors concerning the availability and utilization of the foreign tax credit.

Sale and other disposition of our preferred shares. Gain or loss realized by a U.S. Holder upon the sale, exchange or other disposition of a preferred share will be subject to U.S. federal income tax as U.S. source capital gain or loss in an amount equal to the difference between the amount realized on the disposition of the preferred share and the U.S. Holder s tax basis in the preferred share. The gain or loss will be long-term capital gain or loss if the U.S. Holder s holding period in the preferred share exceeds one year. If a Brazilian income tax is imposed on the sale or disposition of preferred shares, and the U.S. Holder does not receive significant foreign source income from other sources, the U.S. Holder may not be able effectively to credit such Brazilian tax against its U.S. tax liability. U.S. Holders should consult their tax advisors regarding the U.S. federal tax treatment of capital gains, which may be taxed at lower rates than ordinary income for individuals, and losses, the deductibility of which is subject to limitations.

Passive foreign investment company. Special U.S. tax rules apply to U.S. Holders that own shares in a PFIC. In general, we will be classified as a PFIC in a particular taxable year if either:

- 75% or more of our gross income consists of passive income, such as dividends, interest, rents and royalties; or

- 50% or more of our assets, by value, determined on the basis of a quarterly average, consists of assets that produce, or are held for the production of, passive income.

Based on a review of our income and assets, we believe that we are not a PFIC for U.S. federal income tax purposes and we do not expect to be a PFIC in the foreseeable future. However, since PFIC status depends upon the composition of a company s income and assets and the market value of its assets (including, among others, goodwill and less than 25 percent owned equity investments) from time to time, there can be no assurance that we will not be considered a PFIC for any taxable year.

If we are treated as a PFIC in any taxable year during which a U.S. Holder owns preferred shares, gain recognized by such U.S. Holder on the sale or other disposition of the preferred shares will be allocated ratably over the U.S. Holder s holding period for the preferred shares. The amounts allocated to the taxable year of the sale or other exchange and to any year before we become a PFIC will be taxable as ordinary income. The amount allocated to each other taxable year will be subject to tax at the highest rate in effect for that year for individuals or corporations, as appropriate, and an interest charge will be imposed on the amount allocated to such taxable year. Further, any distribution in respect of the preferred shares in excess of 125 percent of the average of the annual distributions on preferred shares received by the U.S. Holder during the preceding three years or the U.S. Holder s holding period, whichever is shorter, will be subject to taxation as described above. Certain elections may be available (including a mark-to-market election) to U.S. persons that may mitigate the adverse consequences resulting from PFIC status.

In addition, if we are treated as a PFIC in a taxable year in which we pay a dividend or the prior taxable year, the 15% dividend rate discussed above with respect to dividends paid to non-corporate holders will not apply in that year or the next year.

U.S. backup withholding and information reporting. Payment of dividends and other proceeds in connection with the preferred shares made within the United States or through certain U.S.-related financial intermediaries generally are subject to information reporting and may be subject to backup withholding unless the U.S. Holder (i) is a corporation or comes within certain other exempt categories and, when required, demonstrates this fact, or (ii) in the case of backup withholding, provides a taxpayer identification number on a properly completed Internal Revenue Service Form W-9 or a substitute form and certifies that no loss of exemption from backup withholding has occurred. The amount of any backup withholding is creditable against the U.S. Holder s federal income tax liability and may entitle the U.S. Holder to a refund, provided that the required information is furnished to the Internal Revenue Service.

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BRAZILIAN TAX CONSEQUENCES

The following discussion is based on Brazilian law and practice as applied and interpreted as of the date of this prospectus, which are subject to change at any time. There is currently no treaty for the avoidance of double taxation between Brazil and the United States.

The following discussion mainly summarizes the principal Brazilian tax consequences of the transactions described in this prospectus to a U.S. holder not deemed to be domiciled in Brazil for Brazilian tax purposes (a U.S. holder). This discussion does not address all possible Brazilian tax consequences relating to the Exchange of Shares and does not address all the Brazilian tax considerations that may be applicable to any particular non-Brazilian holder. You should consult your own tax advisor regarding taxes that may arise in connection with the Exchange of Shares.

Despite the lack of specific provisions in Brazilian tax legislation with respect to the Share Exchange, there are good legal grounds to sustain that the exchange by a U.S. person or entity of preferred shares that are registered as a foreign portfolio investment under Resolution 2,689/00 of the National Monetary Council Regulations, or Resolution 2,689/00, or are registered as a foreign direct investment under Law 4,131/62 would not be subject to income tax pursuant to Brazilian law. However, the exercise of appraisal rights is a taxable transaction.

Taxation on Gains Share Exchange

There are good legal grounds to sustain that the exchange of shares would not be subject to income tax pursuant to Brazilian law. Nevertheless, in case these arguments do not prevail, the following rule will apply to calculate the taxable gains:

Gains that may be realized through the exchange of RIPI, DPPI or CBPI shares for Ultrapar shares (e.g., cases of foreign direct investment under Law 4,131/62) could be subject to tax at a rate of 15%, unless the investor is established in a tax haven, in which case the applicable rate would be 25%. This rule would apply even in case of an investment made under Resolution 2,689/00, since the exchange of shares would be considered as a transaction carried out off of a stock exchange. These gains would be measured by the difference between the transaction cost of RIPI, DPPI or CBPI shares and the amount attributed to the received Ultrapar shares upon the exchange of shares. Both amounts should be considered in Brazilian currency without any correction for inflation as of 1996. Although there is a controversy surrounding this issue, there are arguments to sustain that the transaction cost of foreign investments should be indexed in foreign currency.

Taxation on Gains Exercise of Appraisal Rights

Gains that may be realized through the exercise of appraisal rights would be subject to tax at a rate of 15%, unless the investor is established in a tax haven, in which case the applicable rate would be 25%. This rule would apply even in case of an investment made under Resolution 2,689/00, since the exercise of appraisal rights would be considered as a transaction carried out off of a stock exchange. Both amounts should be treated as being in Brazilian currency without any correction for inflation as of 1996. Although there is a controversy surrounding this issue, there are arguments to sustain that the transaction cost of foreign investments should be indexed in foreign currency.

Taxation on Gains Future Disposals of Ultrapar s Shares

In case of future disposal of the preferred shares received upon the exchange of shares, potential gains realized by U.S. or non-resident holders would be taxed in Brazil, as follows:

In case of disposal to another U.S. holder or non-Brazilian holder, Brazilian income tax would apply, as of February 2004, at 15 %, except if the beneficiary is located in a low-tax jurisdiction, in which case the applicable rate would be of 25 %. There may be arguments to challenge the imposition of the

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Brazilian tax on this transaction. Nevertheless, because the provision is very recent and has not been tested before Brazilian courts, we may not predict whether this discussion will prevail in the future;

In case of transactions carried on the Brazilian stock exchanges by investors who entered the country under Resolution 2,689/00 of the National Monetary Council Regulations, a tax exemption would apply and gains would not be taxed in Brazil, except if the investor is domiciled in a tax haven, in which case the applicable rate would be of 15%;

In case of transactions carried outside of the Brazilian stock exchange by investors under Resolution 2,689/00, the applicable withholding tax rate would be 15%, except if the investor is located in a low-tax jurisdiction, in which case the applicable rate would be 25%;

In case of transactions carried on, or out of, the Brazilian stock exchange by investors that are not under Resolution 2,689/00 (Law 4,131/62 regime), the applicable withholding tax would be 15%, except if the transaction is carried out of the Brazilian stock exchange and the beneficiary is located in a tax haven, in which case the applicable rate would be 25%.

There can be no assurance that the current preferential treatment for U.S. and non-Brazilian holders of shares under Resolution 2,689/00 will be maintained.

Gain on the disposal of shares is measured by the difference between the amount in Brazilian currency realized on the sale or exchange and the Transaction cost of the shares sold, measured in Brazilian currency, without any correction for inflation as of 1996. Although there is a controversy surrounding this issue, there are arguments to sustain that the Transaction cost of foreign investments should be indexed in the currency of that foreign country.

Shareholders Compensation

Taxation of dividends and interest on capital will be the same for RIPI, DPPI and CBPI shareholders.

(A) Taxation of Dividends. Dividends paid by Ultrapar in cash or in kind out of profits generated on or after January 1, 1996 to a non-Brazilian holder in respect of preferred shares will not be subject to Brazilian withholding tax.

(B) Distributions of Interest on Capital. Brazilian corporations may make payments to shareholders characterized as interest on capital as an alternative to making dividend distributions. The rate of interest may not be higher than the federal government s long-term interest rate, or the TJLP, as determined by the Central Bank from time to time. The total amount distributed as interest on capital may not exceed the greater of (i) 50% of net income (before taking the distribution and any deductions for income taxes into account) for the year in respect of which the payment is made or (ii) 50% of retained earnings for the year prior to the year in respect of which the payment is made. Payments of interest on capital are approved by the shareholders on the basis of recommendations of the company s board of directors. Usually the board of directors approves the payment of interest on capital, subject to ratification by the general meeting.

Distributions of interest on capital paid to Brazilian and non-Brazilian holders of common shares and preferred shares are deductible by Ultrapar for Brazilian corporate tax purposes, within the limits referred above. Payments to non-Brazilian holders are subject to Brazilian withholding tax at the rate of 15%. If the recipient of the payment is domiciled in a tax haven jurisdiction (i.e., a country that does not impose any income tax or that imposes tax at a rate of less than 20%), the rate will be 25%. The tax treatment of interest on capital at the recipient level varies according to such recipient s jurisdiction. You should consult with your own tax advisor regarding the tax treatment applicable to you.

Amounts paid as interest on capital (net of applicable withholding tax) may be treated as payments in respect of the dividends Ultrapar is obligated to distribute to its shareholders in accordance with its by-laws and the Brazilian Corporate Law. Distributions of interest on capital in respect of common shares and preferred shares may be converted into U.S. dollars and remitted outside of Brazil, subject to applicable exchange controls.

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No assurance can be given that the board of directors of Ultrapar will recommend that future distributions of profits will be made by means of interest on capital. Whether the board of directors of Ultrapar will recommend the distribution of profits by means of interest on capital or dividends will depend on Ultrapar s tax position and corporate/tax legislation in force on the date of the recommendations.

Other Brazilian Taxes

The exchange of shares will not trigger any Brazilian inheritance, gift or succession taxes (Imposto sobre Transmissão Causa Mortis e Doações ITCMD) or Contribution on Financial Transfers (Contribuição Provisória sobre Movimentação Financeira CPMF) or Tax on Financial Transactions (Imposto sobre Operações Financeiras IOF), except in case of exercise of appraisal rights, in which case CPMF may apply. Some Brazilian states impose ITCMD on gifts or bequests by individuals or entities not domiciled or residing in Brazil to individuals or entities domiciled or residing within such states.

Law No. 8,894, dated as of June 21, 1994, created the IOF, which may be imposed on any transaction involving bonds and securities, even if the transaction includes Brazilian stock, futures or commodities exchanges, or exchange as well as currency transactions.

The rate of IOF with respect to transactions involving shares is currently zero, although the executive branch may increase the rate up to 1.5% per day of the terms of the securities, but only with respect to future transactions.

The current applicable rate for almost all foreign currency exchange transactions is also zero. Notwithstanding this, the Ministry of Finance may increase the rate at any time, up to 25%. However, it may only do so with respect to future transactions.

CPMF is a tax imposed on bank account debits at a rate of 0.38%. Although the CPMF is set to expire on December 31, 2007, the Brazilian Federal Government may extend it, as it already has done several times, or transform the CPMF into a permanent tax. The burden of the CPMF tax is borne by the holder of the bank account (in this case, Ultrapar) and the responsibility for the CPMF tax collection is of the financial institution that carries out the relevant financial transaction.

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EXTRAORDINARY SHAREHOLDERS MEETINGS OF RIPI, DPPI, CBPI AND ULTRAPAR

RIPI Will Hold its Extraordinary Shareholder Meeting on December 18, 2007

The RIPI extraordinary shareholder meeting will be held on December 18, 2007 at 9:00 a.m. (São Paulo time) at RIPI s headquarters, located at Rua Engenheiro Heitor Amaro Barcellos, 551, City of Rio Grande, State of Rio Grande do Sul, Brazil. At the extraordinary shareholder meeting, RIPI s common shareholders will be asked:

- to approve all the terms and conditions of the Share Exchange pursuant to the Protocol and Justification and to authorize the company s executive officers to take all necessary actions with respect thereto;
- to approve an amendment to the bylaws; and
- to transact any other business as may properly be brought before the RIPI extraordinary shareholder meeting or any adjournment or postponement of the RIPI extraordinary shareholder meeting.

You may not vote at the RIPI extraordinary shareholder meeting as a holder of RIPI preferred stock, although you may attend.

DPPI Will Hold its Extraordinary Shareholder Meeting on December 18, 2007

The DPPI extraordinary shareholder meeting will be held on December 18, 2007 at 9:00 a.m. (São Paulo time) at DPPI s headquarters, located at Avenida Dolores Alcaraz Caldas, 90, City of Porto Alegre, State of Rio Grande do Sul, Brazil. At the extraordinary shareholder meeting, DPPI s common shareholders will be asked:

- to approve all the terms and conditions of the Share Exchange pursuant to the Protocol and Justification and to authorize the company s executive officers to take all necessary actions with respect thereto;
- to approve an amendment to the bylaws; and
- to transact any other business as may properly be brought before the DPPI extraordinary shareholder meeting or any adjournment or postponement of the DPPI extraordinary shareholder meeting.

You may not vote at the DPPI extraordinary shareholder meeting as a holder of DPPI preferred stock, although you may attend.

CBPI Will Hold its Extraordinary Shareholder Meeting on December 18, 2007

The CBPI extraordinary shareholder meeting will be held on December 18, 2007 at 5:00 p.m. (São Paulo time) at CBPI s headquarters, located at Rua Francisco Eugênio, 329 , City of Rio de Janeiro, State of Rio de Janeiro, Brazil. At the extraordinary shareholder meeting, CBPI s common shareholders will be asked:

- to approve all the terms and conditions of the Share Exchange pursuant to the Protocol and Justification and to authorize the company s executive officers to take all necessary actions with respect thereto;
- to approve an amendment to the bylaws; and

to transact any other business as may properly be brought before the CBPI extraordinary shareholder meeting or any adjournment or postponement of the CBPI extraordinary shareholder meeting.

You may not vote at the CBPI extraordinary shareholder meeting as a holder of CBPI preferred stock, although you may attend.

Ultrapar Will Hold its Extraordinary Shareholder Meeting on December 18, 2007

The Ultrapar extraordinary shareholder meeting will be held on December 18, 2007 at 7:00 p.m. (São Paulo time) at its headquarters at Avenida Brigadeiro Luis Antônio 1343, 9 floor, City of São Paulo, State of São Paulo, Brazil. At the extraordinary shareholder meeting, Ultrapar common shareholders will be asked:

to approve all the terms and conditions of the Share Exchange pursuant to the Protocol and Justification and to authorize the company s executive officers to take all necessary actions with respect thereto;

to approve an amendment to the bylaws;

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to ratify the engagement of Deutsche Bank to deliver the Deutsche Bank Valuation Report;

to approve a capital increase in connection with the Share Exchange; and

to transact any other business as may properly be brought before the Ultrapar extraordinary shareholder meeting or any adjournment or postponement of the Ultrapar extraordinary shareholder meeting.

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INFORMATION ABOUT THE COMPANIES

Ultrapar

Ultrapar Participações S.A., or Ultrapar, is a *sociedade anônima* incorporated under the laws of the Federative Republic of Brazil. We have a significant market presence in the business areas in which we operate. We are the leader in LPG distribution in Brazil through Ultragaz, with a 24% market share, and one of the largest independent distributors in the world in terms of volume sold. We deliver LPG to an estimated 10 million households using our own vehicle fleet and also through approximately 4,000 independent retailers. We are the largest producer in South America of ethylene oxide and its principal derivatives, with an extensive business in the domestic and international markets. Through Ultracargo, we are a leading provider of integrated logistics for special bulk cargo in Brazil. We offer integrated multimodal transportation, loading and unloading services and the management of third-party fleets. Our high storage capacity, together with the strategic location of our assets, facilitates product movement along an integrated multimodal logistics system. With the acquisition of Ipiranga s fuel distribution business in the south and southeast regions of Brazil, we became the second largest Brazilian fuel distributor with approximately 15% market share. In 2006, we estimate that the Target Operations net sales in the fuel distribution business amounted to approximately R$19 billion.

Additional information about Ultrapar and its subsidiaries is included in our 2006 Form 20-F, which is included as an annex to this document. See Where You Can Find More Information on page 208.

Ratio of Earnings to Combined Fixed Charges and Preference Securities

The following table sets forth our ratio of earnings to combined fixed charges and preference securities for the periods indicated:

	As of June 30,		As of December 31,				
	2007	2006	2002	2003	2004	2005	2006
Ratio of earnings to combined fixed charges and preference securities (1)	2.18	3.27	4.11	5.38	9.00	4.17	3.29

(1) For the purpose of calculating the ratio of earnings to combined fixed charges and preference securities, earnings consist of income from continuing operations before taxation and minority interests plus fixed charges and after deduction of the unremitted pre-tax income of companies accounted for by the equity method. Combined fixed charges and preference dividends consist of total interest expense, including or excluding interest on deposits as appropriate, and the proportion of rental expense deemed representative of the interest factor. Combined fixed charges and preference dividends include dividends and interest paid on the preferred shares.

The Ipiranga Group

The Ipiranga Group operated Brazil s second-largest fuel distributor, with a network of approximately 4,200 service stations and a 19% market share as of December 31, 2006. Ipiranga also had a significant presence in the petrochemicals market, with the production of 650,000 tons of petrochemical resins a year and an oil refinery business in southern Brazil. The Ipiranga Group conducted its refinery business through RIPI, its fuel distribution business through CBPI and DPPI and its petrochemical business through IQ and IPQ and held a 29.5% interest in Copesul (with Braskem owning another 29.5%), which is Brazil s second-largest producer of petrochemicals.

RIPI

RIPI is an oil refinery in the state of Rio Grande do Sul, in the Southern region of Brazil. As of December 31, 2006, RIPI s nominal capacity was 17,000 barrels per day, and its principal products include gasoline, diesel, naphtha, fuel oil, LPG and kerosene. During 2006, RIPI faced difficulties in keeping its operations at full capacity, due to an increase in international oil prices, to which its costs are linked, without a corresponding increase in oil derivatives prices in Brazil. This led RIPI to suspend its operations for five months during the year. In 2006, the average production of the refinery was 7,158 barrels per day, which represented 42% of the refinery s nominal capacity, and RIPI s market share reached 0.4% of the Brazilian market, according to ANP data. RIPI s principal executive offices are located at Rua Engenheiro Heitor Amaro Barcellos, 551, City of Rio Grande, State of Rio Grande do Sul, Brazil.

DPPI

DPPI is engaged in the distribution and marketing of petroleum products, fuel alcohol and vehicular natural gas in the State of Rio Grand do Sul and the western portion of the State of Santa Catarina, Brazil. DPPI is also the controlling entity of CBPI, the company responsible for the fuels distribution business of the Ipiranga Group in the remaining Brazilian territory. DPPI s share of the Brazilian fuels market is 2.6%. A substantial portion of DPPI net sales is derived from the sale of diesel and gasoline. DPPI s principal executive offices are located at Avenida Dolores Alcaraz Caldas, 90, City of Porto Alegre, State of Rio Grande do Sul, Brazil.

CBPI

CBPI is engaged in the distribution and marketing of petroleum products, fuel alcohol and vehicular natural gas in Brazil, with the exception of those regions in which DPPI operates and the States of Roraima and Amapá. CBPI is controlled by DPPI. CBPI s share of the Brazilian fuels market was 16.9 % as of December 31, 2006. In addition to selling gasoline and fuel alcohol, CBPI also sells diesel, vehicular natural gas, fuel oil, kerosene and lubricants. Together with DPPI, CBPI forms Brazil s second-largest fuel distributor, with a network of approximately 4,200 service stations and a 19% market share as of December 31, 2006. CBPI s principal executive offices are located at Rua Francisco Eugênio, 329, City of Rio de Janeiro, State of Rio de Janeiro, Brazil.

The following diagram shows the corporate structure of the Ipiranga Group prior to the completion of the Transaction:

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ULTRAPAR MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

A. Operating Results

The following discussion is based on and should be read in conjunction with Ultrapar s consolidated financial statements for the nine-month periods ended September 30, 2007 and 2006 and the six-month periods ended June 30, 2007 and 2006, as well as their respective notes, included in this prospectus, the sections Other Information and Selected Consolidated Historical Financial Data of Ultrapar and other financial information presented elsewhere in this prospectus.

Following the closing of our acquisition of Ipiranga on April 18, 2007, the second and third quarters of 2007 were the only time periods for which the operating results of Ipiranga that are discussed below were consolidated with ours. Accordingly, this discussion does not include period-to-period comparisons of Ipiranga s contributions to our operating results for the nine-month period ended September 30, 2007 or the six-month period ended June 30, 2007 to the corresponding periods of 2006.

This section contains discussions regarding estimates and forward-looking statements that involve risks and uncertainties. Ultrapar s actual results may differ significantly from those discussed in these estimates and forward looking statements as a result of various factors, including, without limitation, those described in Cautionary Statement Regarding Forward-Looking Statements and Risk Factors.

Overview

Our principal businesses are:

- the LPG distribution business, conducted by our wholly-owned subsidiary Ultragaz;
- the fuel distribution business, conducted by our subsidiaries DPPI and CBPI, which we acquired through our acquisition of the controlling stake of the Ipiranga Group and which through the Southern Distribution Business made us the second largest Brazilian fuel distributor with an approximate 15% market share. See The Transaction ;
- chemical and petrochemical businesses, conducted by our wholly owned subsidiary Oxiteno; and
- logistics services for special bulk cargo, conducted by our wholly owned subsidiary Ultracargo.

Ultragaz sells LPG to the residential, commercial and industrial market segments. Ipiranga distributes fuels in the Southeast and South of Brazil. Oxiteno produces ethylene oxide and its principal derivatives, and is also a significant producer of specialty chemicals, manufacturing approximately 700 products used in various industrial sectors such as polyethylene terephthalate, or PET, packaging, polyester, textiles, paints, cosmetics and detergents. Ultracargo operates a fleet of trucks specialized in the transport of products that require special handling and maintains storage facilities at railroad junctions and port terminals.

Brazilian economic background

Since most of our operating businesses are located in Brazil, we are significantly affected by Brazil s economic and social conditions, including, but not limited to, gross domestic product, or GDP, growth rates, the domestic rate of inflation and exchange rate fluctuations.

Gross domestic product. In the first half of 2007, Brazilian GDP grew by 4.8%, compared to the same period in 2006. This growth was mainly influenced by the improved performance of the industrial sector as a result of lower interest rates, greater credit availability and expansion in the Brazilian population income.

Inflation and currency fluctuations. Our cash operating expenses are substantially in *reais* and tend to increase with inflation. However, a significant portion of our costs of sales and services rendered are linked to the

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U.S. dollar and are not substantially affected by the Brazilian inflation rate. In addition, some of our *real*-denominated debt is indexed to take into account the effects of inflation. In the first semester of 2007, the *real* appreciated by 10% against the U.S. dollar and the inflation rate for the period was 1.5%, as measured by the IGP-M.

The principal foreign exchange risk we face arises from certain U.S. dollar denominated costs and expenses. Although a substantial part of our debt is dollar-denominated, it is currently hedged against currency devaluation through the use of various derivative instruments or matching investments in the same currency. Additionally, a significant part of our raw materials is also denominated or indexed to the U.S. dollar. A large part of our sales is denominated in *reais*, although prices in the chemical business are benchmarked to prices prevailing in the international markets and denominated in U.S. dollars. Hence, we are exposed to foreign exchange rate risks which could negatively impact our businesses, financial situation and operating results as well as our capacity to service our debt.

The table below shows the inflation rate for the periods indicated, as measured by the IGP-M as well as the devaluation of the *real* against the U.S. dollar.

	Six-month period ended June 30,	
Index	**2007**	**2006**
General Price Index IGP-M	1.5%	1.4%
Devaluation (appreciation) of the *real* against the U.S. dollar	(9.9)%	(7.5)%

We manage the foreign exchange risk associated with the scheduled payments under the terms of our U.S. dollar indebtedness by investing in U.S. dollar-denominated securities and foreign currency/interest swap contracts, under which we pay variable interest in *reais* based on the interbank certificate of deposit rate, or CDI, and receive fixed interest in U.S. currency. As of June 30, 2007 our total obligations denominated in foreign currency were R$970.0 million, including pre-export finance contracts and import payables. At the same date our total asset position in foreign currency was R$799.4 million, composed of investments indexed to U.S. dollars and swap instruments used to manage fluctuations of exchange rates and foreign currency receivables exposures.

Interest rate

Interest rates in Brazil have been historically high, but the monetary authorities have gathered success in diminishing it in a consistent manner during recent years. In 2003, there was a significant monetary tightening in which the basic rate was elevated to 26% per year, as a reply to the inflation bubble of the previous year. However, the interest rate was rapidly diminished yet during 2003 to 16%. Between 2004 and mid-2005, there was another tightening, as a reply to a quick inflation acceleration and to heating in the trade area. Now, once the inflation has been controlled, the basic rate was reduced to 11.25% per year on September 2007. The main interest rate risk in Ultrapar arises from the possibility of incurring losses due to interest rate fluctuations that increase interest expenses on loans and financing.

Index	**Six-month period ended June 30, 2007**	**Year ended December 31, 2006**	**2005**	**2004**
Interest rate Selic	6%	15%	19%	16%

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Results of operations

The following discussion of our results of operations is based on the financial information derived from our consolidated financial statements prepared in accordance with Brazilian GAAP.

Nine-month period ended September 30, 2007 compared to the nine-month period ended September 30, 2006

The following table shows a summary of our results of operations for the periods ended September 30, 2007 and 2006:

	Period ended September 30, 2007	Percentage of net sales and services	Period ended September 30, 2006	Percentage of net sales and services	Percent change
	(in millions of *reais*, except percentages)				
Net sales and services	13,518.0	100%	3,590.3	100%	277%
Cost of sales and services	(12,339.3)	91%	(2,889.3)	80%	327%
Gross profit	1,178.7	9%	701.0	20%	68%
Selling, general and administrative expenses	(834.6)	6%	(441.8)	12%	89%
Other operating income (expense), net	4.9	0%	1.8	0%	172%
Operating income before financial items	349.0	3%	261.0	7%	34%
Financial income (expense), net	(65.2)	0%	31.9	1%	(304%)
Non-operating income (expense), net	(2.9)	0%	(20.9)	1%	(86%)
Income and social contribution taxes	(77.2)	1%	(35.4)	1%	118%
Minority interest/equity in earnings of affiliates	(100.0)	1%	(2.9)	0%	3348%
Profit sharing	(4.5)	0%	0	0%	
Net income	**99.2**	**1%**	**233.7**	**7%**	**(58%)**

Net sales and services. Net sales and services for the nine-month period ended September 30, 2007 increased by 277% to R$13,518.0 million from R$3,590.3 million for the nine-month period ended September 30, 2006.

The following table illustrates the change in sales in each of our segments:

	Period ended September 30, 2007	2006	Percent change
	(in millions of *reais*)		
Ultragaz	2,342.4	2,292.3	2%
Ipiranga	9,836.3		
Oxiteno	1,205.1	1,162.4	4%
Ultracargo	170.6	172.1	(1)%

Ultragaz net sales and services increased by 2% to R$2,342.4 million for the nine-month period ended September 30, 2007 compared to R$2,292.3 million for the nine-month period ended September 30, 2006. The increase in net sales was driven by the 2% growth in sales volume, mainly in the bulk segment, which grew by 6% in the period.

Ipiranga s net sales amounted to R$9,836.3 million in the second and third quarters of 2007.

Oxiteno s net sales and services increased by 4% to R$1,205.1 million for the nine-month period ended September 30, 2007 compared to R$1,162.4 million for the nine-month period ended September 30, 2006. The

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increase in Oxiteno s net sales and services was mainly due to (i) the 10% growth in sales volume and (ii) the improvement in sales mix, with increased proportion of specialty chemicals volume of 75% in 2007, compared to 73% in 2006, which are higher value added products, and sales in the domestic market, which have higher prices. These effects were partially offset by the 8% appreciation in the Brazilian *real* against the U.S. Dollar.

Ultracargo s net sales and services decreased by 1% to R$170.6 million for the nine-month period ended September 30, 2007, compared to R$172.1 million for the nine-month period ended September 30, 2006. Although the effective storage levels were 17% higher than in 2007, the total kilometrage traveled was 25% lower than that in 2006 due to a restructuring of the Company s customer portfolio in the transport segment, which focused on services with a higher aggregate value.

Cost of sales and services. Cost of sales and services increased by 327% to R$12,339.3 million for the nine-month period ended September 30, 2007, compared to R$2,889.3 million for the nine-month period ended September 30, 2006.

Ultragaz cost of sales and services increased by 3% to R$1,981.8 million for the nine-month period ended September 30, 2007 compared to R$1,919.2 million for the nine-month period ended September 30, 2006, mainly due to higher sales volume.

Ipiranga s cost of sales and services amounted to R$ 9,315.4 million in the second and third quarters of 2007.

Oxiteno s cost of sales and services increased by 9% to R$976.7 million for the nine-month period ended September 30, 2007 compared to R$896.7 million for the nine-month period ended September 30, 2006. This increase was mainly due to an increase in the dollar cost of ethylene of 14%, its main raw material, and a 10% increase in sales volume, which were partially offset by the 8% appreciation of the *real* against the U.S. dollar.

Ultracargo s cost of sales and services decreased by 6% to R$104.0 million for the nine-month period ended September 30, 2007 from R$110.1 million for the nine-month period ended September 30, 2006. This decrease was a result of the reduction in the company s transport operations.

Gross profit. Gross profit increased by 68% to R$1,178.7 million for the nine-month period ended September 30, 2007 compared to R$701.0 million for the nine-month period ended September 30, 2006. Ultragaz gross profit was R$360.6 million for the nine-month period ended September 30, 2007, a 3% decrease compared to R$373.1 million for the nine-month period ended September 30, 2006. Ipiranga s gross profit was R$520.9 million in the second and third quarters of 2007. Oxiteno s gross profit was R$228.4 million for the nine-month period ended September 30, 2007, a 14% decrease compared to R$265.7 million for the nine-month period ended September 30, 2006. Ultracargo s gross profit was R$66.6 million for the nine-month period ended September 30, 2007, a 7% increase compared with R$62.0 million for the nine-month period ended September 30, 2006.

Selling, general and administrative expenses. Our selling, general and administrative expenses increased by 89% to R$834.6 million for the nine-month period ended September 30, 2007 from R$441.8 million for the nine-month period ended September 30, 2006.

Ultragaz selling, general and administrative expenses increased by 6% to R$250.0 million for the nine-month period ended September 30, 2007 compared to R$236.3 million for the nine-month period ended September 30, 2006. This increase reflects (i) an increase in personnel expenses as a result of annual collective wage agreements (5%) and expansion in the size of the workforce compatible with the company s new commercial structure (3%); and (ii) higher expenses with advertising and marketing (R$4.9 million).

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Ipiranga s selling, general and administrative expenses amounted to R$ 354.3 million in the second and third quarters of 2007, the only time periods for which Ipiranga s results have been consolidated with ours following our acquisition of the Ipiranga Group that closed on April 18, 2007.

Oxiteno s selling, general and administrative expenses increased by 3% to R$160.0 million for the nine-month period ended September 30, 2007 compared to R$155.5 million for the nine-month period ended September 30, 2006, principally due to (i) an increase in volume sold of 10% and (ii) an increase in expenses at Oxiteno Mexico, mainly freight, which presented a 25% increase in volume sold.

Ultracargo s selling, general and administrative expenses decreased by 5% to R$51.1 million for the nine-month period ended September 30, 2007 compared to R$53.6 million for the nine-month period ended September 30, 2006, principally due to downsizing in the workforce as a result of the reduction in transport operations.

Operating income before financial items. Operating income before financial items increased by 34% to R$349.0 million for the nine-month period ended September 30, 2007 compared to R$261.0 million for the nine-month period ended September 30, 2006. Ultragaz operating income before financial items for the nine-month period ended September 30, 2007 was R$111.1 million, a 19% decrease compared to R$137.3 million compared to the nine-month period ended September 30, 2006. Ipiranga s operating income before financial items for the second and third quarters of 2007, was R$169.1 million. Oxiteno s operating income before financial items was R$69.7 million for the nine-month period ended September 30, 2007, a 37% decrease compared to R$111.4 million for the nine-month period ended September 30, 2006. Ultracargo s operating income before financial items was R$16.2 million for the nine-month period ended September 30, 2007, a 91% increase compared to the R$8.5 million for the nine-month period ended September 30, 2006.

Financial income (expense), net. We reported net financial expense of R$65.2 million for the nine-month period ended September 30, 2007, compared to a net financial income of R$31.9 million for the nine-month period ended September 30, 2006. The financial result for the nine months ended September 30, 2006 benefited from an extraordinary gain of R$43 million, due to the favorable outcomes of lawsuits related to the levying of PIS and COFINS taxes on financial revenues. In addition, the financial result for the nine months ended September 30, 2007 reflects Ultrapar s increase in net debt as a result of the payment related to the acquisition of the controlling stake of Ipiranga. Ultrapar s net debt position was R$1,278.2 million for the nine months ended September 30, 2007, compared to a net cash position of R$142.1 million for the same period of 2006.

Non-operating income (expense), net. We reported a net non-operating expense of R$2.9 million for the nine-month period ended September 30, 2007 compared to a net non-operating expense of R$20.9 million for the nine-month period ended September 30, 2006. This net expense is primarily attributable to (i) the write-off of deferred assets related to projects analysis of approximately R$12 million, (ii) the result on the scrapping of LPG cylinders (R$3 million) and (iii) loss provision in the investment in a subsidiary (R$2 million).

Income and social contribution taxes. Income and social contribution taxes expenses amounted to R$77.2 million for the nine-month period ended September 30, 2007, an increase of 118% from R$35.4 million for the nine-month period ended September 30, 2006. This increase is primarily due to higher pre-tax profit as a result of the consolidation of Ipiranga s results. In December 2006, the income tax exemption of Oxiteno s unit at Camaçari expired and a request was filed with the ADENE (Northeast Development Agency), which is responsible for the management of this incentive program, for a 75% reduction in income tax until 2016, which was deferred on May 25, 2007. On July 3, 2007, the report issued by ADENE was sent to the federal tax authorities for approval, which must occur within 120 days.

Minority interest/equity in earnings of affiliates. Minority interest and equity in earnings of affiliates increased to R$100.0 million for the nine-month period ended September 30, 2007, compared to R$2.9 million for the nine-month period ended September 30, 2006, reflecting the stake held by minority shareholders in Ipiranga. As of September 30, 2007, Ultrapar held 11.52% of CBPI s capital and 32.45% of DPPI s capital.

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Net income. As a result of the foregoing, net income for the nine-month period ended September 30, 2007 was R$99.2 million, a decrease of 58% compared to R$233.7 million for the nine-month period ended September 30, 2006.

Six-month period ended June 30, 2007 compared to the six-month period ended June 30, 2006

Initial Considerations. In April 2007 we acquired the controlling stake of certain companies of the Ipiranga Group, becoming owners of (i) the fuel and lubricant distribution businesses in the South and Southeast of Brazil, together with related activities, (ii) EMCA Empresa Carioca de Produtos Químicos, a producer of white mineral oils and special fluids, and (iii) a stake in the refinery operations. Ultrapar s figures in 2Q07 already consolidate the results from the acquired businesses as from the acquisition date. The references to Ipiranga correspond to the fuel and lubricant distribution businesses acquired in the South and Southeast of Brazil and related activities, as well as EMCA.

The following table shows a summary of our results of operations for the periods ended June 30, 2007 and 2006:

	Six-month period ended June 30, 2007	Percentage of net sales and services	Six-month period ended June 30, 2006	Percentage of net sales and services	Percent change
	(in millions of *reais*, except percentages)				
Net sales and services	7,355.2	100%	2,295.1	100%	220%
Cost of sales and services	(6,655.1)	90%	(1,859.4)	81%	258%
Gross profit	700.1	10%	435.7	19%	61%
Selling, general and administrative expenses	(492.1)	7%	(287.7)	13%	71%
Other operating income (expense), net	4.1	0%	1.1	0%	273%
Operating income before financial items	212.1	3%	149.1	6%	42%
Financial income (expense), net	(35.2)	0%	34.8	2%	(201%)
Non-operating income (expense), net	(1.9)	0%	(13.2)	1%	(86%)
Income and social contribution taxes	(49.3)	1%	(24.1)	1%	(105%)
Minority interest/equity in earnings of affiliates	(48.3)	1%	(1.7)	0%	2,741%
Profit sharing	(2.8)	0%			
Net income	**74.6**	**1%**	**144.9**	**6%**	**(49)%**

Net sales and services. Net sales and services for the six-month period ended June 30, 2007 increased by 220% to R$7,355.2 million from R$2,295.1 million for the six-month period ended June 30, 2006.

The following table illustrates the change in sales in each of our segments:

	Six-month period ended June 30, 2007	2006	Percent change
	(in millions of *reais*)		
Ultragaz	1,533.0	1,475.3	4%
Ipiranga	4,958.8		
Oxiteno	783.9	727.8	8%
Ultracargo	111.3	116.8	(5)%

Ultragaz net sales and services increased by 4% to R$1,533.0 million for the six-month period ended June 30, 2007 compared to R$1,475.3 million for the six-month period ended June 30, 2006. The increase in net sales was driven by the 3% growth in sales volume, mainly in the bulk segment, which grew by 7% in the period.

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Ipiranga s net sales amounted to R$4,958.8 in the second quarter of 2007.

Oxiteno s net sales and services increased by 8% to R$783.9 million for the six-month period ended June 30, 2007 compared to R$727.8 million for the six-month period ended June 30, 2006. The increase in Oxiteno s net sales and services was mainly due to (i) the 11% growth in sales volume and (ii) the improvement in sales mix, with increased proportion of specialty chemicals volume of 75% in 2007, compared to 72% in 2006, which are higher added value products, and sales in the domestic market. These effects were partially offset by the 7% appreciation in the Brazilian Real against the U.S. dollar.

Ultracargo s net sales and services decreased by 5% to R$111.3 million for the six-month period ended June 30, 2007, compared to R$116.8 million for the six-month period ended June 30, 2006. Although the effective storage levels were 17% higher than in 2007, the total kilometrage traveled was 28% lower than that in 2006 due to a restructuring of the company s customer portfolio in the transport segment, which focused on services with a higher aggregate value.

Cost of sales and services. Cost of sales and services increased by 258% to R$6,655.1 million for the six-month period ended June 30, 2007, compared to R$1,859.4 million for the six-month period ended June 30, 2006.

Ultragaz cost of sales and services increased by 3% to R$1,288.0 million for the six-month period ended June 30, 2007 compared to R$1,245.9 million for the six-month period ended June 30, 2006, mainly due to higher sales volume.

Ipiranga s cost of sales and services amounted to R$4,702.4 million in the second quarter of 2007.

Oxiteno s cost of sales and services increased by 12% to R$630.4 million for the six-month period ended June 30, 2007 compared to R$564.0 million for the six-month period ended June 30, 2006. This increase was mainly due to an increase in the dollar cost of ethylene of 16%, its main raw material, and an 11% increase in sales volume, which were partly offset by the 7% appreciation of the *real* against the U.S. dollar.

Ultracargo s cost of sales and services decreased by 9% to R$67.5 million for the six-month period ended June 30, 2007 from R$74.5 million for the six-month period ended June 30, 2006. This decrease was a result of the reduction in the company s transport operations.

Gross profit. Gross profit increased by 61% to R$700.1 million for the six-month period ended June 30, 2007 compared to R$435.7 million for the six-month period ended June 30, 2006. Ultragaz gross profit was R$245.0 million for the six-month period ended June 30, 2007, a 7% increase compared to R$229.4 million for the six-month period ended June 30, 2006. Ipiranga s gross profit was R$256.4 million in the second quarter of 2007. Oxiteno s gross profit was R$153.5 million for the six-month period ended June 30, 2007, a 6% decrease compared to R$163.8 million for the six-month period ended June 30, 2006. Ultracargo s gross profit was R$43.8 million for the six-month period ended June 30, 2007, a 4% increase compared with R$42.3 million for the six-month period ended June 30, 2006.

Selling, general and administrative expenses. Our selling, general and administrative expenses increased by 71% to R$492.1 million for the six-month period ended June 30, 2007 from R$287.7 million for the six-month period ended June 30, 2006.

Ultragaz selling, general and administrative expenses increased by 9% to R$166.7 million for the six-month period ended June 30, 2007 compared to R$153.6 million for the six-month period ended June 30, 2006. This increase reflects (i) an increase in personnel expenses as a result of annual collective wage agreements (5%) and expansion in the size of the workforce compatible with the company s new commercial structure (5%); and (ii) higher expenses with advertising and marketing (R$2.5 million).

Ipiranga s selling, general and administrative expenses amounted to R$174.8 in the second quarter of 2007.

Oxiteno s selling, general and administrative expenses increased by 7% to R$107.7 million for the six-month period ended June 30, 2007 compared to R$100.4 million for the six-month period ended June 30, 2006, principally due to (i) an increase in volume sold of 11% and (ii) an increase in expenses at Oxiteno Mexico, mainly freight, which presented a 24% increase in volume sold in the first half of 2007 compared to 2006.

Ultracargo s selling, general and administrative expenses decreased by 7% to R$33.7 million for the six-month period ended June 30, 2007 compared to R$36.1 million for the six-month period ended June 30, 2006, principally due to downsizing in the workforce as a result of the reduction in transport operations.

Operating income before financial items. Operating income before financial items increased by 42% to R$212.1 million for the six-month period ended June 30, 2007 compared to R$149.1 million for the six-month period ended June 30, 2006. Ultragaz operating income before financial items for the six-month period ended June 30, 2007 was R$78.8 million, a 3% increase compared to R$76.4 million compared to the six-month period ended June 30, 2006. Ipiranga s operating income before financial items in the second quarter of 2007, was R$84.2 million. Oxiteno s operating income before financial items was R$46.1 million for the six-month period ended June 30, 2007, a 28% decrease compared to R$64.0 million for the six-month period ended June 30, 2006. Ultracargo s operating income before financial items was R$10.8 million for the six-month period ended June 30, 2007, a 74% increase compared to the R$6.2 million for the six-month period ended June 30, 2006.

Financial income (expense), net. We reported net financial expense of R$35.2 million for the six-month period ended June 30, 2007, compared to a net financial income of R$34.8 million for the six-month period ended June 30, 2006. The financial result in the first semester of 2006 was benefited from an extraordinary gain of R$43 million, due to the winning of lawsuits related to the levying of PIS and COFINS taxes on financial revenues. In addition, the financial result in the first half of 2007 reflects Ultrapar s increase in net debt as a result of the payment related to the acquisition of the controlling stake of Ipiranga. Ultrapar ended the semester with a net debt position of R$1,176.3 million, compared to a net cash position of R$162.1 million as of June 30, 2006.

Non-operating income (expense), net. We reported a net non-operating expense of R$1.9 million for the six-month period ended June 30, 2007 compared to a net non-operating expense of R$13.2 million for the six-month period ended June 30, 2006. This net expense as of June 30, 2006 is primarily attributable to (i) the write-off of deferred assets related to projects analysis of approximately R$6 million and (ii) the result on the sale of property, plant and equipment (R$2 million) and scraping of bottles (R$3 million).

Income and social contribution taxes. Income and social contribution taxes expenses amounted to R$49.3 million for the six-month period ended June 30, 2007, an increase of 105% from R$24.1 million for the six-month period ended June 30, 2006. This increase is primarily due to higher pre-tax profit as a result of the aggregation of Ipiranga s results. In December 31, 2006, the income tax exemption enjoyed by Oxiteno s unit at Camaçari expired and a request was filed with ADENE (Northeast Development Agency), responsible to manage this incentive program, asking for a 75% reduction in income tax until 2016, which was deferred on May 25, 2007. On July 3, 2007, the report issued by ADENE was sent to the Federal Tax Authorities for approval, which has a time limit of 120 days to occur.

Minority interest/equity in earnings of affiliates. Minority interest and equity in earnings of affiliates increased to R$48.3 million for the six-month period ended June 30, 2007, compared to R$1.7 million for the six-month period ended June 30, 2006, reflecting the stake held by minority shareholders in Ipiranga. As of June 30, 2007, Ultrapar held 11.52% of CBPI capital and 32.45% of DPPI capital.

Net income. As a result of the foregoing, net income for the six-month period ended June 30, 2007 was R$74.6 million, a decrease of 49% compared to R$144.9 million for the six-month period ended June 30, 2006.

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B. Liquidity and Capital Resources

Our principal sources of liquidity are cash generated from operations and financing. We believe that these sources will continue to be sufficient to satisfy our current funding requirements, which include, but are not limited to, working capital, capital expenditures, amortization of debt and payment of dividends.

From time to time, we examine the opportunities for acquisitions and investments. We consider different types of investments, either direct or through subsidiaries, joint ventures, or affiliated companies. We finance such investments using cash generated from our operations, through funding raised in the capital markets, through capital increases or through a combination of these methods.

Sources and Uses of Funds

Net cash flow from operations was R$181.2 million and R$138.3 million for the six months ended June 30, 2007 and 2006, respectively. Our cash flow from operations increased by R$42.9 million in the six months ended June 30, 2007 compared to 2006, mainly reflecting the increase in our operation results due to the acquisition of Ipiranga. Net cash flow from financing activities amounted to R$645.2 million and R$(136.3) million for the six months ended June 30, 2007 and 2006, respectively, reflecting an increase in 2007 due to the issuance of R$675 million in debentures in April, 2007 to finance the acquisition of shares from Ipiranga s Key Shareholders.

Investing activities used net cash of R$398.1 million and R$619.9 million for the six months ended June 30, 2007 and 2006, respectively. The decrease of R$221.8 million in the investing activities comes from a reduction of R$570.6 in short term investments, partially offset by the increase in acquisitions of property, plant and equipment and additions to intangible assets and deferred charges.

As of June 2007, Ultrapar had R$785.0 million in cash, cash equivalents, derivatives, short- and long-term investments. Ultrapar will spend approximately R$3.9 billion over the next five years to meet the long-term contractual obligations described in Tabular Disclosure of Contractual Obligations . Ultrapar expects to meet these cash requirements through a combination of cash generated from operating activities, cash generated by financing activities and the reimbursement from Petrobras and Braskem of approximately R$1.7 billion after the Share Exchange.

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Indebtedness

As of June 30, 2007, our consolidated short and long-term debt was as follows:

Indebtedness	Currency	Interest Rate(1)	Principal amount of outstanding and accrued interest through June 30,
Foreign currency-denominated loans:			
Syndicated loan	US$	5.05%	115.7
Notes due in 2008	US$	9.88%	112.5
Notes due in 2015	US$	7.25%	482.5
Notes due in 2020	US$	9.00%	115.9
Export prepayment(2)	US$	6.20%	6.7
Advances on Foreign Exchange Contracts			