

**ANNOUNCEMENT OF PUBLIC TENDER OFFER FOR  
ACQUISITION OF ORDINARY SHARES ISSUED BY**

**MAHLE METAL LEVE S.A.  
PUBLICLY-TRADED COMPANY  
FEDERAL CORPORATE TAXPAYER REGISTRATION  
(CNPJ/MF) NUMBER 60.476.884/0001-87  
ISIN: BRLEVEACNOR2**

Under the orders and on behalf of

**MAHLE INDÚSTRIA E COMÉRCIO LTDA.**

**THE STOCK BROKERAGE FIRM SOUZA BARROS CÂMBIO E TÍTULOS S.A.** (“Intermediary Institution”), an institution with corporate headquarters in the City of São Paulo, State of São Paulo, at Rua Líbero Badaró, 293, 23rd floor, registered with the CNPJ/MF under number 61.787.776/0001-98, under orders and on behalf of **MAHLE INDÚSTRIA E COMÉRCIO LTDA.**, a privately-held company with headquarters in Mogi Guaçu, State of São Paulo, at Estrada Municipal Lourenço Gerbi, 575, building “A”, registered with the CNPJ/MF under number 49.342.181/0001-23 (“Offeror”), by means of the present Announcement of Public Tender Offer for the Acquisition of Ordinary Shares issued by Mahle Metal Leve S.A. (“Announcement”), hereby addresses to the shareholders which hold ordinary shares issued by **MAHLE METAL LEVE S.A.**, a publicly-traded company with headquarters in Mogi Guaçu, State of São Paulo, at Rua Ernst Mahle, 2.000, registered with the CNPJ/MF under number 60.476.884/0001-87 (“Object Company”), a public tender offer for acquisition of the totality of the ordinary shares issued by the Object Company which are outstanding in the market (“Tender Offer”), in accordance with article 254-A of Law number 6.404, dated December 15<sup>th</sup>, 1976, (“Corporations Act”), and in accordance with the rules established by Instruction number 361, issued by the Brazilian Securities and Exchange Commission – CVM (“CVM”) dated 05<sup>th</sup> March 2002, (“CVM Instruction 361/02”), with the purpose and in accordance with the conditions set forth below.

**1. THE TENDER OFFER**

1.1. Background to the Tender Offer. As reported by the Object Company, in the announcement of Material Fact dated 15/06/2009 (published on 16.06.2009 in the periodical Valor Econômico and in the newspaper Gazeta Guaçuana of the same date), the Offeror is interested in acquiring all of the ordinary shares of the Object Company that are outstanding in the market; and the shareholder Atlas Vermögensverwaltungs Gesellschaft GmbH ("Atlas"), which holds 98.84% of the outstanding ordinary shares in the market, has also expressed an interest, in accordance with the conditions set forth in this Announcement, to sale the shares which it owns. To this end, on 15/06/2009, a private instrument of an Option Agreement for Sale and Purchase of Ordinary Shares Issued by the

Company was signed, in which Atlas granted to the Offeror the option to acquire the 2,040,787 ordinary shares of the Object Company ("Option Agreement"). Atlas is aware of the conditions of the Offer, which are stated in the Option Agreement, especially in regard to the provisions of item 1.5. below ("Share Offer Price").

Considering the circumstances mentioned above and the applicable laws and regulations (Article 4, Paragraph 6 of the Corporations Act, taken jointly with Article 26 of CVM Instruction 361/02), the shares object of the Option Agreement will be purchased through the Offer disclosed by the present Announcement.

Despite being a voluntary public offer, since it involves, as a form of payment, an exchange of shares in accordance with the provisions set forth in article 2, paragraph 1, of CVM Instruction 361/02, it is subject to registration with the CVM.

The Offer filed in accordance with the terms being proposed, since it provides for the adopting of differentiated procedures, consisting of exemption with the drawing up of an appraisal report, as permitted in accordance with Article 34 of CVM Instruction number 361/02, has obtained prior authorization by the Board of Commissioners of the Brazilian Securities Exchange Commission - CVM, at a meeting held on 29/09/2009.

It should be clarified that the ordinary shares issued by the Object Company are not endowed with liquidity, and in the last 10 years, there were only 7 transactions involving 17,977 shares (already including the reverse stock split occurred on 26/09/2005) in a total volume of R\$ 145,223.00 (one hundred forty-five thousand, two hundred twenty-three reais), corresponding to an average price of R\$ 8.08 (eight reais and eight centavos) per share. In the last 12 (twelve) months, there were no transactions involving the ordinary shares and the last transaction was occurred on 19/09/2007. The preferred shares, in turn, do have liquidity, and have been traded during virtually all trading sessions over the last twenty-four months.

1.2. Form of the Tender Offer. The Offer shall be effected by means of an auction ("Auction") on the BM&FBOVESPA S.A. - Securities, Commodities and Futures Exchange ("BM&FBOVESPA"). According to the provisions of Article 15 of CVM Instruction 361/02 and in view of the Option Agreement, this Offer is not conditional of any minimum amount of acceptance and the Offeror will purchase all shares issued by the Object Company which are offered for sale at the Auction.

1.3. Offer Period. This Offer will remain valid for 30 days from the publication of this Announcement, i.e., from 5/10/2009 to 4/11/2009, when the auction will take place ("Date of the Auction").

1.4. Object of the Tender Offer. The Offeror is willing to acquire, through the Intermediary Institution, all of the 2,064,648 (two million and sixty-four thousand six hundred and forty-eight) ordinary shares of the Object Company which on this date are outstanding in the market ("Shares" or each one of them a "Share"), representing 16.84% of ordinary shares issued by the Object Company.

1.4.1. The settlement of the Shares being offered for sale and the consequent transfer of ownership of the Shares to the Offeror will take place on the 3rd working day after the Date of the Auction ("Date of Settlement"). If the Object Company declares dividends or interests on equity on or before Date of the Auction, the payments will be made to the shareholders on the date of such declaration.

1.5. Price of the Offer. The acquisition share price is to be US\$ 5.04 (five dollars and four cents of the United States of America) per share ("Share Offer Price"). Payment of the acquisition share price is to be, at the option of each shareholder holding Shares object of this Offer, in one of the following manners, subject to the conditions set out in items 1.5.1 and 1.5.2 below.

1.5.1. Option for Payment in Cash. Shareholders who opt for the Option Payment in Cash (each being hereinafter referred to as a "Shareholder Opting for Payment in Cash") shall be entitled to receive in reais the equivalent of US\$ 5.04 (five United States dollars and four cents), to be calculated using the average bid and ask for the United States dollar disclosed by the Central Bank of Brazil, using the system SISBACEN, transaction PTAX800, Option 5, for the working day immediately prior to the disclosure, given that the disclosure will occur in the 5th (fifth) day immediately preceding the date of the Auction, i.e., on 27/10/2009 - ("Option for Payment in Cash"). The price of the offer under the option payment in cash shall be paid in Brazilian official currency, on the Date of Settlement, truncated to 2 decimal places.

1.5.2. Option for Payment in Shares. Shareholders who opt for the Option Payment in Shares (each being hereinafter referred to as a "Shareholder Opting for Payment in Shares") shall be entitled to receive 1 (one) preferred share issued by the Object Company for each 1 (one) ordinary share offered by them at the Auction. The Offer Price of the Option for Payment in Shares shall be paid on the Date of Settlement, upon delivery of the preferred shares issued by the Object Company. For the purposes of registration of the exchange of shares of the Option for Payment in Shares, the price shall be the Share Offer Price, set forth in item 1.5. above.

1.5.2.1. The characteristics and rights of the preferred shares, as provided in the Bylaws of the Object Company are as follows:

- (i) they are not entitled to vote in General Meetings;

- (ii) they have priority in repayment, without premium, and
- (iii) they are entitled to dividend payments of amount at least 10% (ten percent) higher than that payable to ordinary shares.

1.6. Consequences of Offer Acceptance. By accepting this Offer, each shareholder agrees to dispose of the property of their Shares, including all rights vested in them, according to the terms and conditions contained in this Announcement.

## 2. ENABLING REGISTRATION FOR THE AUCTION

2.1. Registration with a Stock Brokerage Firm. Shareholders of the Object Company who wish to take part in the Auction must register with any Stock Brokerage Firm of their choice which is authorized to trade in the BM&FBOVESPA platform (each being individually referred to as "Stock Brokerage Firm" and collectively "Stock Brokerage Firms") from the date of publication of this Announcement until 6:00 P.M. on the last business day preceding the Date of the Auction ("Registration Period"). Participation in the Auction must meet the requirements established by the Operational Regulations of BM&FBOVESPA and the Central Depository and Clearing House of the BM&FBOVESPA platform ("Clearing House"), in addition to the requirements set forth in this Section.

2.1.1. Shareholders who are not registered with any Stock Brokerage Firm are to choose a Stock Brokerage member Firm, and submit to the latter an authenticated copy of each of the following documents, as applicable to make their registration:

(i) Natural Person. ID card, proof of registration in the Federal Natural Person Taxpayer Registration of the Ministry of Finance (CPF/MF) and proof of residence. Representatives of estates, minors and legally incapacitated persons and shareholders who are represented by an attorney-in-fact must also submit documentation proving that such powers of attorney have been granted, along with the originals or certified copies of the identity card and of the CPF of the representative, and

(ii) Legal person. Articles of incorporation or bylaws, proof of registration with the Federal Corporate Taxpayer Registration of the Ministry of Finance (CNPJ/MF), company documents to prove the power of representation and originals or certified copies of the ID card and the CPF/MF of the representatives of the legal person.

2.1.2. Advance Procedures: Shareholders who wish to qualify for the auction must have a previously account opened with a Stock Brokerage Firm, so that the time period provided in this section may be used. If the shareholder does not have an account opened with a stock brokerage firm, the shareholder

must arrange to open an account before the time limit set forth in this item, complying with the applicable procedures of the Stock Brokerage Firm involved.

2.2. By giving the order to sell to its Stock Brokerage Firm, the shareholder must indicate the Option for Payment desired, whether in Cash or in Shares, and its Offer Acceptance shall imply authorization to transfer their Shares to the Offeror.

### 3. THE AUCTION

3.1. Date of the Auction. The auction will take place on November 4, 2009, at 1:00 P.M. ("Date of the Auction") using the system MEGABOLSA of the BM&FBOVESPA.

3.2. Offer Acceptance Procedures. Until 12:00 P.M. on the Date of the Auction, Stock Brokerage Firms representing the shareholders who wish to Offer to sell Shares in the Offer should register directly with the system MEGABOLSA using the issuer codes LEVE3L (Option for Payment in Cash) and LEVE11L (Option for Payment in Shares). The Offer Acceptance and, consequently, the offer to sell the shares will be deemed irrevocable and irreversible from the beginning of the auction, so the Offer Acceptance involves an obligation of the acceptor to sell the Shares in the manner and in accordance with this Announcement.

3.2.1. The Shares offered for sale must be free and clear of any liens, rights, usufruct or other encumbrances, and must comply with the requirements for trading set forth in the Operational Rules of BM&FBOVESPA.

3.3. Competing Purchase Offers. Intervention by competing purchase offer for the acquisition of the shares being offered for sale shall be permitted, in which case, in accordance with CVM Instruction 361/02:

- (i) the competing offer must be registered with the CVM;
- (ii) the value of such offer shall be at least 5% (five percent) higher than the initial Share Offer Price;
- (iii) the options for payment must be maintained, and
- (iv) the intervention by competing purchase offer must include the whole lot of shares being offered.

Stock Brokerage Costs and Commissions. All stock brokerage costs and commissions on the sale of the Shares shall be borne by the respective selling

shareholders. All stock brokerage costs and commissions on the purchase of the Shares shall be borne by the Offeror.

3.5. Stock Brokerage Firm Representative of the Offeror. The Intermediary Institution will be the representative of the Offeror at the auction.

#### **4. SETTLEMENT**

4.1. Settlement. The settlement of the shares being offered for sale will be held on the 3rd business day after the Date of the Auction, in accordance with the rules established by the Clearing House for settlement under the gross module, where the Clearing House does not act as guarantor counterparty to the transaction.

4.2. Warranty. In accordance with the terms of the Intermediation Contract signed by the Intermediary Institution and the Offeror ("Intermediation Contract") and Paragraph 4 of Article 7 of CVM Instruction 361/02, the Intermediary Institution shall guarantee the money settlement and the payment of the Share Offer Price in the event of exercising of the option referred to in Paragraph 2 of Article 10 of the same CVM Instruction 361/02.

#### **5. INFORMATION ON GROUNDS FOR PRICING OF THE TENDER OFFER AND APPRAISAL REPORT**

5.1. Calculation of Share Offer Price. When setting the Share Offer Price one of the criteria set forth in Article 4, paragraph 4 of Law 6404/76 was used, which is the relative valuation approach by equity multiples. This criterion is based on comparison with similar investments in the market between companies in the same sector. The utilization of parameters of the business conducted by the Offeror not only meets the requirements of a valuation approach by equity multiples likewise has an advantage over to it, i.e., the use as a reference of its own shares which will be the object of the Tender Offer. This is because Atlas expressed to the Offeror its intention of selling all the shares issued by the Object Company which it holds, an acquisition which the Offeror intends to put it into effect, offering the other shareholders the same opportunity. The Share Offer Price is based on the following assumptions and considerations:

Atlas, in its capacity as an asset management company, has the objective of profitability for its investments. Based on this principle, on 23/03/2001, Atlas invested the amount of US\$ 21,000,000.00 for its ownership of ordinary shares issued by the Object Company. Between the date of investment and the present date, Atlas has received approximately US\$ 19.537,000.00 as cash dividends or interests on equity. The sale to the Offeror under the Tender Offer will represent approximately US\$ 10,285,000.00. Considering the initial investment,

the value to be received from the tender offer will represent a loss of approximately US\$ 10.265,000.00, however, when added to the amount of cash dividends or interests on equity received during the period, Atlas will be registering an economic gain of US\$ 9,272,000.00 equivalent to an average rate of 4.4% per year (this investment rate is consistent with that obtained abroad by a fixed income fund). As the Atlas does not see any short-term perspective in the automotive market due to the global crisis, the negotiation of the Share Offer Price took into account that economic analysis obtained for the period. Moreover, it is important to underscore that the ordinary shares of the Object Company do not have liquidity.

5.2. Appraisal Report. Based on the decision of the Board of Commissioners of the CVM mentioned in item 1.1. above, the submission of an appraisal report to be filed with the application for registration of the Tender Offer was exempted from it.

## 6. INFORMATION CONCERNING THE OBJECT COMPANY

6.1. Headquarters and Object. The Object Company is headquartered in Mogi Guaçu, State of São Paulo, at Rua Ernst Mahle, 2000, and its object is the manufacture, sale, distribution, import and export of auto parts and components for manufacture and assembly of internal combustion engines and motor vehicles, manufactured by itself or by third parties; special machines, tools, devices, peripherals, precision equipment and measuring devices, machinery and equipment in general, metal artifacts and related products, ferrous and non ferrous metals and alloys; application programs for the development of metallurgical processes, as well as services relating to such activities. The company shall be permitted to hold stakes in other partnerships or companies, including as a holding or a parent company.

6.2. History of the Object Company and the Development of its Activities.

MAHLE was founded in 1920 in Stuttgart, Germany by the brothers Hermann and Ernst Mahle for production of light alloy pistons. The company began operating in Brazil in 1951 providing technology up to 1975 to Metal Leve S.A. Indústria e Comércio. In 1978, the company acquired the shareholding control in Cima Componentes Automotivos S.A., and in 1989 changed its name to MAHLE Indústria e Comércio Ltda. In 1996 the controlling shareholders of Metal Leve S.A. Indústria e Comércio transferred their shareholding control to MAHLE GmbH. In 1998, MAHLE Pistons Ltda., a subsidiary of MAHLE Indústria e Comércio Ltda., was merged into Metal Leve S.A. Indústria e Comércio that changed its corporate name to MAHLE Metal Leve S.A. In 2000, MAHLE GmbH transferred its stake in Metal Leve S.A. to its subsidiary MAHLE Industriebeteiligungen GmbH, which in turn was transferred in 2001 to Mahle Indústria e Comércio Ltda. From 2002 until today, there were corporate

restructurings through mergers, acquisitions and a joint venture that led to the current corporate structure of MAHLE Metal Leve SA and its affiliates.

MAHLE Metal Leve has become a business model that was able to stand out in a highly competitive market, focusing efforts on technology, quality and training of human resources. The company manufactures pistons, bearings, connecting rods, valve train systems, air and liquid filter systems, industrial filters and other engine components. The Company has been searching for new solutions and aggregating technology to evermore meet the needs of its customers. Today, the company is a symbol of quality in its products, services and customer assistance. Its target marketplaces are the original equipment market - OEM and the auto parts replacement market - Aftermarket. In the original equipment market, the company provides auto parts for the renowned automakers and engine manufacturers in the country and abroad. In the aftermarket, the selling of products to consumers is done through dealers and car dealerships, and a nationwide distribution network appointed by the company whose technical support is provided by the team of technicians and sales persons. Much of its production is exported to automakers and aftermarket segments in the United States, Europe, Latin America, Africa and the Middle East.

6.3. Shareholder Structure. On July 31, 2009, the shareholder structure of the Object Company was as follows:

Shareholder	Ord. Shares	%	Pref. Shares	%	Total	%
Offeror	10,195,725	83.16	12,935,381	71.10	23,131,106	75.96
Atlas	2,040,787	16.65	0	0	2,040,787	6.70
Shares held in treasury	-	-	-	-	-	-
Others	23,861	0.19	5,257,816	28.90	5,281,677	17.34
<b>Total</b>	<b>12,260,373</b>	<b>100.00</b>	<b>18,193,197</b>	<b>100.00</b>	<b>30,453,570</b>	<b>100.00</b>

6.4. Economic and Financial Indicators of the Object Company. The financial indicators of the Object Company, based on the consolidated financial statements are listed in the table below:

	31.12.2007	31.12.2008	30.06.2009
Paid-up Stock Capital (thousands of R\$)	352,755	352,755	352,755
Equity (thousands of R\$)	511,446	446,528	503,250
Net Revenues (thousands of R\$)	1,639,357	1,866,631	694,589
Operating Income (thousands of R\$)	137,564	79,910	(36,139)
Net Income (thousands of R\$)	106,174	62,256	(31,470)
Total Liabilities (thousands of R\$)	1,189,302	1,633,061	1,489,414
Current Liabilities (thousands of R\$)	513,409	920,180	742,579
Long-term Liabilities (thousands of R\$)	156,139	256,215	232,851
Shares in Treasury	0	0	0
Earnings Per Share (R\$)	3.49	2.04	(1.03)
Book Value Per Share (R\$)	16.79	14.66	16.52
Total Liabilities/ Equity (%)	232.54	365.72	295.96
Net Income/ Equity (%)	20.76	13.94	(6.25)

Net Income/Net Revenues (%)	6.48	3.34		(4.53)
Net Income/Stock Capital (%)	30.10	17.65		(8.92)

(\*) Consolidated (MAHLE Metal Leve S.A. and its subsidiaries).

6.4.1. The financial statements and other periodic and occasional information of the Object Company are available on the web addresses [www.mahle.com.br](http://www.mahle.com.br), [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br) and [www.cvm.gov.br](http://www.cvm.gov.br).

6.4.2. After the close of the last fiscal year, December 31, 2008, the Object Company reported only the announcement of the Material Fact mentioned in item 1.1. above, available on the same web addresses listed in the preceding item section.

6.5. Information on Trading Prices. The table below shows the trading volumes, quantities and average prices in the transactions on the cash market in BM&FBOVESPA with the preferred shares (LEVE4) issued by the Object Company over the last 12 (twelve) months:

6.5.1. Ordinary Shares - The ordinary shares are not provided with liquidity and, in the last 10 (ten) years there were found to be only 7 (seven) transactions involving 17,977 (seventeen thousand, nine hundred and seventy seven) shares in a total volume of R\$ 145,223.00 (one hundred forty-five thousand, two hundred twenty-three reais). The last transaction done involving ordinary shares occurred on 19/09/2007, corresponding to the average price of R\$ 8.08 (eight reais and eight centavos) per share.

6.5.2. Preferred Shares

Month	Volume traded (in R\$)	Quantity traded	Weighted average price
Jul 2009	1,924,116.00	118,600	16.22
Jun 2009	1,633,683.00	105,000	15.58
May 2009	5,277,406.00	323,600	16.31
Apr 2009	3,918,107.00	258,400	15.15
Mar 2009	2,365,344.00	169,200	13.90
Feb 2009	397,542.00	24,600	16.17
Jan 2009	2,973,625.00	180,300	16.76
Dec 2008	1,278,428.00	77,700	16.43
Nov 2008	2,970,527.00	157,100	18.96
Oct 2008	2,115,899.00	94,000	22.76
Sep 2008	2,672,627.00	87,300	30.93
Aug 2008	1,957,044.00	52,500	37.29

\* Source: BM&FBOVESPA.

## 7. INFORMATION CONCERNING THE OFFEROR

7.1. Headquarters and Object. The Offeror has its corporate headquarters at Estrada Municipal Lourenço Gerbi, 575, building "A" in Mogi Guaçu, State of Sao Paulo, and its object is the manufacture of auto parts for vehicles and alike, including import, export and selling of such auto parts, as well as the

exploitation of patents and technical know-how and the representation of third parties, and may also hold stakes in other companies as a partner or shareholder. The capital of Mahle Indústria e Comércio Ltda., fully paid up, is R\$ 170.845.080,19 (one hundred seventy million eight hundred and forty-five thousand, eighty reais and nineteen cents) divided into 17,084,508,019 quotes with a face value of R\$ 0.01 (one centavo of a real) each, all of them (except one) being held by MAHLE Industriebeteiligungen GmbH. The latter in turn, has two partners, MAHLE GmbH, holder of 90.435% and MAHLE Japan Limited, holder of 9.565%. MAHLE GmbH is controlled by MAHLE Stiftung GmbH ("MAHLE Foundation") which holds 99.914% of its capital. The remaining equity stake of 0.086% is owned by MABEG Verein zur Förderung und Beratung der MAHLE Gruppe e.V. This information is available in Table 14.3 (Other information considered important for a better understanding of the Object Company) of the Annual Information Report (IAN).

## 8. OTHER INFORMATION

8.1. Update on the Registration Statement of Publicly-Traded Company. The Object Company keeps the registration statement of publicly-traded company on a regular basis and update in accordance with the Article 21 of Law number 6385/76, and CVM Instruction number 202/93.

8.2. Statements by the Offeror. The Offeror hereby states that it is responsible for the accuracy, quality and sufficiency of information provided to the CVM and the stock market, as well as for any possible damages to the Object Company, its shareholders and third parties, by negligence or willful misconduct, as a result of any falsehood, inaccuracy or omission of such information.

8.2.1. The Offeror states that it will pay the shareholders of outstanding shares who have accepted the Tender Offer, the higher amount, if any, between the Share Offer Price, adjusted for changes in the number of shares arising from stock bonuses, stock splits, reverse stock splits and stock conversions which may have occurred, and (a) the price per share that would be due or may become due, in the case of the occurrence, within a period of 1 (one) year from the Date of the Auction, of any fact, from among those mentioned in items I to III of article 2 of CVM Instruction 361/02, which has required or forces the holding of a Mandatory Public Offer and (b) the amount to which they would be entitled if they were still shareholders and dissented in the vote of the Object Company which approved any corporate action that allows the right to withdraw, whenever such corporate action occurs within one (1) year of the Date of the Auction. The Offeror further states that it is not contemplating (even in studies) the realization of any other action giving rise to the application of the provision of paragraph 1 of article 10 of CVM Instruction 361/02.

8.2.2. In addition to the Shares, the Object Company has not issued any other securities that are outstanding.

8.3. Statement by the Intermediary Institution. The Intermediary Institution hereby states that it has taken all due diligence and acted with high standards of diligence to ensure that the information provided by the Offeror is true, consistent, correct, and enough, and shall be responsible for any failure in this duty, and has verified the sufficiency and quality of information provided to the stock market throughout the procedures for the Tender Offer which are necessary for decisions by the shareholders, including any occasional or periodical information from the Object Company and that set forth in the present Announcement.

8.4. Statement by the Offeror and the Intermediary Institution. Absence of any facts or circumstances which have not been disclosed. The Offeror and the Intermediary Institution declare that they do not know of the existence of any facts or circumstances not disclosed to the public, which might influence in a material way the financial results of the Object Company or the market prices of the Shares.

8.5. Shares held by the Intermediary Institution and by subsidiary companies. The Intermediary Institution, the companies which control it and persons linked to it are not the holders nor do they manage any shares or other securities issued by the Object Company.

8.6. Relationship between the Intermediary Institution and the Offeror. Apart from the relationship resulting from the Tender Offer, the Intermediary Institution and personnel linked thereto do not maintain commercial relations with the Offeror.

8.7. Relationship between the Intermediary Institution and the Object Company. Apart from the relationship resulting from the Tender Offer, the Intermediary Institution and personnel linked to it do not maintain commercial relations with the Object Company.

8.8. Access to the Announcement of the Tender Offer and the List of Shareholders. The present Announcement and the List of Shareholders of the Object Company are available to anyone interested (the last document will only be made available upon identification and a receipt signed by such interested party) at the addresses listed below. Alternatively, this Announcement can be accessed on the following websites:

**MAHLE METAL LEVE S.A.**  
Rua Ernst Mahle, 2.000, Mogi Guaçu, State of São Paulo,  
[www.mahle.com.br](http://www.mahle.com.br)

**STOCK BROKERAGE FIRM SOUZA BARROS CÂMBIO E TÍTULOS S.A.**

Rua Líbero Badaró, 293, 23rd floor, City of São Paulo, State of São Paulo

[www.souzabarros.com.br](http://www.souzabarros.com.br)

**BRAZILIAN SECURITIES AND EXCHANGE COMMISSION**

Rua Cincinato Braga, 340, 2nd floor, City of São Paulo, State of São Paulo

Rua Sete de Setembro, 111, 2nd floor, "Consultation Center" - City of Rio de Janeiro,  
State of the Rio de Janeiro

[www.cvm.gov.br](http://www.cvm.gov.br)

**BM&FBOVESPA S.A. - SECURITIES, COMMODITIES AND FUTURES  
EXCHANGE**

Praça Antonio Prado, 48, 2<sup>nd</sup> floor, City of São Paulo, State of São Paulo

[www. BM&FBOVESPA.com.br](http://www.BM&FBOVESPA.com.br)

9.10. Legal Advisor.

Legal Advisor to the Offeror

**Motta, Fernandes Rocha Advogados**

Alameda Santos, 2335 - 10th e 11th floors, City of São Paulo, State of São Paulo

[www.mfra.com.br](http://www.mfra.com.br)

9.11. Registration with the CVM. The present Tender Offer was submitted beforehand to the CVM and registered under number CVM/SRE/OPA/VOL/2009/001, and the BM&FBOVESPA has approved the holding of the Auction using its trading system.

Mogi Guaçu, October 5, 2009.

THE GRANTING OF THE APPLICATION FOR REGISTRATION OF THIS TENDER OFFER DOES NOT IMPLY ON THE PART OF THE CVM ANY WARRANTY AS TO THE TRUTHFULNESS OF THE INFORMATION PROVIDED, NOR ANY JUDGMENT AS TO THE QUALITY OF THE OBJECT COMPANY OR THE PRICE OFFERED FOR THE SHARES OBJECT OF THIS TENDER OFFER.