



Association with Bertin S.A.

JBS S.A.
CNPJ No. 02.916.265/0001-60
Authorized Capital Publicly Held Company

Bertin S.A.
CNPJ No. 09.112.482/0001-68

MATERIAL FACT

The management of both Bertin S.A. ("Bertin") and JBS S.A. ("JBS") inform to the public that on the date hereof they were informed by their controlling shareholders that an Association Agreement was executed on this date, establishing, among others, several transactions in order to make feasible the unification of operations of Bertin and JBS, as follows:

1. Pursuant to the Association Agreement, the controlling shareholders of JBS, J&F Participações S.A. ("J&F") and ZMF Fundo de Investimento em Participações ("ZMF") have agreed to contribute to a holding company ("New Holding") the totality of the shares held by such shareholders in JBS. The controlling shareholders of Bertin, on the other side, have agreed to contribute to the New Holding shares representing 73.1% of the capital of Bertin. Thus, the New Holding shall become the controlling shareholder of both Bertin and JBS.
2. The Parties are analyzing the best structure for the integration of the operations of Bertin and JBS. In any event, the transaction shall respect the necessary legal proceedings. There is an estimative that the equity values of Bertin and JBS shall hold a ratio of approximately 40%-60%, respectively (as of June 30, 2009).
3. JBS is in an advanced process of negotiating a USD 2.5 billion capitalization through private subscription in JBS USA Holdings, Inc. ("JBS USA"). Such transaction shall result in a participation of, at most, 26.3% of the capital of JBS USA post-capitalization. The obligation of J&F and ZMF to conclude the transaction established in the Association Agreement is subject to the obtainment of the abovementioned capitalization in JBS USA, in order to maintain JBS' leverage at its current levels.
4. Moreover, the obligation of the Parties to conclude the transaction established in the Association Agreement is subject to the approval of antitrust authorities in Brazil and abroad, as applicable, to customary conditions, such as the inexistence of material adverse effect on the assets to be contributed, and to the conclusion, in a satisfactory manner, of the due diligence related to such assets.
5. JBS will hold a teleconference with investors and analysts on September 16, 2009, at 3:00 pm, (+1 877 554 2421 code 30730615), and at 11:00 am with journalists, (+55 numbers will be available on the investor relations website), to present such transaction with more details, with live broadcast by the Internet, on www.jbs.com.br/ir.
6. The exclusive financial advisors of JBS and Bertin were Banco J.P. Morgan S.A. and Banco Santander Brasil S.A., respectively.

São Paulo, September 16, 2009

Jeremiah O'Callaghan
Investors Relations' Officer
JBS S.A.

Fernando Bertin
Chief Executive Officer
Bertin S.A.