



## S.A. Fábrica de Produtos Alimentícios Vigor announces commencement of consent solicitation

JBS S.A. (JBSS3) ("JBS") communicates to its shareholders and to the market in general that its wholly-owned subsidiary S.A. Fábrica de Produtos Alimentícios Vigor ("Vigor" or the "Issuer") announced today that it is soliciting consents (the "Consent Solicitation") from the holders of U.S.\$100.0 million in aggregate principal amount of its 9.25% Step-up Notes due 2017 (the "Notes") to, among other things, amend certain provisions in the indenture governing the Notes (as supplemented and amended from time to time, the "Indenture").

Vigor is currently a wholly-owned subsidiary of JBS. JBS currently intends to merge Vigor into JBS, with JBS as the surviving entity (the "Vigor/JBS Merger"). If the Vigor/JBS Merger occurs, JBS will assume all of Vigor's obligations under the Indenture and will be restricted by its covenants. The existing covenants in the Indenture, to the extent that such covenants are more restrictive than the covenants in JBS' existing indebtedness, will limit the flexibility of JBS and its subsidiaries to conduct their respective businesses. Therefore, Vigor is seeking Consents from Holders of the Notes to the proposed amendments in order to preserve such flexibility (the "Proposed Amendments"). The implementation of the Proposed Amendments is not conditioned to the consummation of the Vigor/JBS Merger.

The Consent Solicitation will expire at 5:00 pm (New York City time) on Friday, September 24, 2010, unless extended or earlier terminated. Holders who deliver their Consents by 5:00 pm (New York City time) on Monday, September 13, 2010 shall receive a higher consent fee.

The Proposed Amendments, other than the Proposed Amendments (1) amending the defined terms "Change of Control" and "Permitted Holders"; (2) relating to the "Offer to Purchase" provision; and (3) relating to the "Limitation on Asset Sales" covenant, including the definitions used therein, are the "Majority Consent Modifications."

The Issuer reserves the right to modify the Solicitation Statement and the terms and conditions of the Consent Solicitation or to terminate the Consent Solicitation at any time prior to the execution and delivery of the Supplemental Indenture. The Issuer intends to issue a notice to the market promptly after execution and delivery of the Supplemental Indenture.

THIS NOTICE TO THE MARKET IS NOT A SOLICITATION OF CONSENTS WITH RESPECT TO ANY NOTES. THE CONSENT SOLICITATION IS BEING MADE SOLELY BY THE SOLICITATION STATEMENT.

The Information Agent for the Consent Solicitation is:

D.F. King & Co., Inc.  
48 Wall Street, 22nd Floor  
New York, NY 10005 U.S.A.  
Banks and Brokers call: (212) 269-5550  
All others call toll-free: (800) 290-6429  
E-mail: [vigor@dfking.com](mailto:vigor@dfking.com)

The Solicitation Agent for the Consent Solicitation is:

Santander  
45 East 53rd Street  
New York, NY 10022 U.S.A.  
Attn: Syndicate  
Telephone: (212) 407-7854

Any questions or requests for assistance or for copies of the Solicitation Statement, the Consent Letter or related documents may be directed to the Information Agent at its telephone number set forth above. A Holder as of the Record Date also may contact the Solicitation Agent at its telephone number set forth above or such Holder's broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Consent Solicitation.

São Paulo, September 1st, 2010

**Jeremiah O'Callaghan**  
**Investor Relations Officer**

This release contains forward-looking statements relating to the prospects of the business, estimates for operating and financial results, and those related to growth prospects of JBS. These are merely projections and, as such, are based exclusively on the expectations of JBS' management concerning the future of the business and its continued access to capital to fund the Company's business plan. Such forward-looking statements depend, substantially, on changes in market conditions, government regulations, competitive pressures, the performance of the Brazilian economy and the industry, among other factors and risks disclosed in JBS' filed disclosure documents and are, therefore, subject to change without prior notice.