



Merger of Bertin S.A. and Organizational Changes

JBS S.A. ("Company") informs its shareholders and the market in general as follows:

Merger of Bertin S.A. and Organizational Changes

1. In the material fact disclosed on December 15, 2009, the Company informs that a General Meeting of Shareholders will take place on December 31, 2009 to resolve on: (i) the corporate transaction of merger whereby the Company will take over Bertin S.A., without the issuance of new common shares of the Company, pursuant to applicable laws ("Merger"); and (ii) the reformulation of the size and composition of the Company's Board of Directors ("Governance Changes").

2. Considering that the Company desires to make clear some facts related to the merger's effects, the Company understands that it is in its best interest and in the best interest of the shareholders to inform that after the mentioned meeting takes place the transactions related to the product beef jerky, from both the Company and Bertin S.A., shall be concentrated in the affiliate company Beef Snacks do Brasil Indústria e Comércio de Alimentos Ltda., which is controlled by Beef Snacks International B.V., whilst the Company agrees to endeavor its best efforts to the effective implementation of such operational reorganization, in both financial and legal aspects.

São Paulo, December 22, 2009

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