

**JBS S.A. advises the establishment of its level I ADR program****JBS S.A.****CNPJ nº 02.916.265/0001-60****NIRE 35.300.330.587****Authorized Capital Publicly Held Company****MATERIAL FACT**

JBS S.A. ("JBS"), advises its shareholders and the market that its level I American Depositary Receipt (ADR) program, with Bank of New York Mellon as the depository, was established today December 1st 2008.

Each JBS ADR represents two common shares as listed on the Bovespa Novo Mercado and will trade under the symbol "JBSAY".

The Company did not amend its by-laws in matters related to a change in its share capital structure that could result in any loss or change of minority shareholders rights. The new program did not represent an increase in the share capital or issuance of new shares.

Considering the relevant participation of JBS in the American market, this step represents an opportunity to increase the liquidity, visibility and value of JBS shares.

São Paulo, December 01st, 2008**Jeremiah O'Callaghan
Investors Relation Director**