



## Material Fact

Rio de Janeiro, June 13, 2013

TRANSMISSORA ALIANÇA DE ENERGIA ELÉTRICA S.A., a publicly held company headquartered at Praça XV de Novembro, n.º 20, 10.º andar, salas 601, 602, 1002 e 1003, in the city and state of Rio de Janeiro ("Company"), pursuant to CVM Instruction 358 of January 3, 2002 and CVM Instruction 319 of December 3, 1999, both as amended, hereby informs its shareholders and the market the following.

It was published today a Call Notice to the Company's Extraordinary Shareholder's Meeting to resolve on the merger by the Company of ATE II Transmissora de Energia S.A. ("ATE II"), pursuant to the "Protocol and Justification of Merger of ATE II Transmissora de Energia S.A. by Transmissora Aliança de Energia Elétrica S.A.", entered into on June 12, 2013 ("Merger").

The Merger is justified as it is an integral part of the corporate restructuring process aiming to simplify the corporate structure and consequently increase the efficiency of the Company's management and take advantage of its administrative and financial structure.

There will be no capital increase given that ATE II is a wholly-owned subsidiary of the Company.

There is no goodwill booked in ATE II's balance sheet, due to which there is no need to address the subject of amortization of ATE II's goodwill by the Company due to the Merger.

The Company's capital stock will not change, and, consequently, no new shares will be issued, which is why no swap ratio will need to be established as a result of the Merger. Dissenting shareholders will have no right to withdrawal or reimbursement.

The Merger will be submitted to the approval of ATE II's and the Company's extraordinary shareholders' meetings.

The costs to be incurred in the Merger process are estimated at fifty thousand reais (R\$50,000.00), including expenses arising from audit fees and publications envisaged by law.

The documents required by the applicable legislation and regulations will be available at the following addresses and websites: (i) at the Company's headquarters, at Praça XV de Novembro, n.º 20, 10º andar, salas 601, 602, 1002 e 1003, in the city and state of Rio de Janeiro, and on the website [www.taesa.com.br](http://www.taesa.com.br) - "Investor Relations" section; (ii) at CVM, at Rua Cincinato Braga, n.º 340, 2º andar, in the city and state of São Paulo, and at Rua Sete de Setembro, n.º 111, 2º andar, "Centro de Consultas", in the city and state of Rio de Janeiro, and on the website [www.cvm.gov.br](http://www.cvm.gov.br); and (iii) at BM&FBOVESPA SA - Securities, Commodities and

Futures Exchange, at Praça Antonio Prado, n.º 48, 2º andar, in the city and state of São Paulo, and on the website [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br).

Sincerely,

Cristiano Corrêa de Barros  
Chief Financial and Investor Relations Officer  
**TRANSMISSORA ALIANÇA DE ENERGIA ELÉTRICA S.A.**