

TRANSFER REPORT

This Transfer Report has been prepared by Banco do Brasil S.A., for its role as Bond Administrator in connection with the issuance of (a) US\$ 2,000,000,000 aggregate principal amount of 6.25% Series 2014-1 Notes due 2024; (b) R\$ 1,440,000,000 aggregate principal amount of 16.25% Series 2014-2 Notes due 2022 and (c) US\$ 1,100,000,000 aggregate principal amount of 6.75% Series 2014-3 Notes due 2027 by Rio Oil Finance Trust and in accordance with the terms set forth in the related Indenture, Series 2014-1 Indenture Supplement and Series 2014-2 Indenture Supplement dated as of June 20, 2014, as amended and Series 2014-3 Indenture Supplement dated as of November 21, 2014.

The duties and obligations of Banco do Brasil S.A. is determined solely by the express provisions of the Indenture and the other Transactions Documents which it is a part, such as the responsibility for making all the calculations and determinations including, but not limited to, Transfer Amounts. Banco do Brasil S.A. shall not be liable except for the performance of such duties and obligations.

This Transfer Report is addressed exclusively to Citibank N.A. (the Indenture Trustee) to be used as Transfer Instructions of the Revenue Account Waterfall in each Transfer Date.

The Exchange Rate for dollar/reaIs conversion used in this Transfer Report is R\$ 2.5760.

The Allocation Date for this Transfer Report is December 01, 2014.

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Section (A) – Collections Revenue and Expense Breakdowns

The tables below show the total Collections received by Banco do Brasil S.A. on such Allocation Date, with respect to the Collateral of the transaction.

RJS Oil Revenues and RJS Oil Revenue Rights	Amount
Royalties – up to 5% (Law N° 7,990 of December 28, 1989)	R\$ 152,825,980.90
Royalties – more than 5% (Law N° 9,478 of August 6, 1997)	R\$ 110,792,178.77
Total amount transferred to RJS Oil Revenues Dedicated Account	R\$ 263,618,159.67

Statutory Oil Revenue Allocations by RJS	Amount
PASEP (Program for the Formation of Assets of Public Servants)	(R\$ 2,636,181.59)
FECAM (State Fund for Environmental Conservation and Urban Development)	(R\$ 16,596,658.36)
Municipalities within RJS	(R\$ 37,824,430.27)
Total RJS Oil Revenue Allocations	(R\$ 57,057,270.22)

Assigned Oil Revenues and Assigned Oil Revenue Rights	Amount
RJS Oil Revenues and RJS Oil Revenue Rights	R\$ 263,618,159.67
RJS Oil Revenue Allocations	(R\$ 57,057,270.22)
Net amount transferred to Collections Account	R\$ 206,560,889.45

Section (B) – Detailed Collections Account Waterfall

Collections Account Waterfall		Amount
Priority	Description	
First	Taxation Expenses Transfer Amount	(R\$ 33,515.33)
Second	(i) Servicer Fee Transfer Amount	R\$ 0.00
	(ii) Bond Administrator Fees Transfer Amount	R\$ 0.00
	(iii) Brazilian Collateral Agent Fees Transfer Amount	R\$ 0.00
	(iv) Excess Companhia Securitizadora Expenses Transfer Amount	(R\$ 137,458.50)
Third	(i) to the Revenue Account	(R\$ 52,461.74)
	(ii) (A) to the Series 2014-2 Special Series Account	R\$ 0.00
	(ii) (B) to the Series 2014-2 Special Debt Service Reserve Account	R\$ 0.00
	(iii) to the holder of the Sponsor Note and/or RJS	(R\$ 206,337,453.88)
Fourth	(i) (A), (B), (C) and (D)	R\$ 0.00
	(ii) to the holder of the Sponsor Note and to RJS	R\$ 0.00
Total Debt		(R\$ 206,560,889.45)

Section (C) – Detailed Revenue Account Waterfall

Revenue Account Waterfall		Amount
Priority	Description	
First	Issuer Expenses Transfer Amount	(US\$ 20,365.58)
Second	To the Series 2014-1 Senior Interest Subaccount	US\$ 0.00
	To the Series 2014-2 Senior Interest Subaccount	US\$ 0.00
Third	To the Series 2014-1 Senior Scheduled Principal Subaccount	US\$ 0.00
	To the Series 2014-2 Senior Scheduled Principal Subaccount	US\$ 0.00
Fourth	To the Series 2014-1 Debt Service Reserve Account	US\$ 0.00
	To the Series 2014-2 Debt Service Reserve Account	US\$ 0.00
Fifth	To the Liquidity Reserve Account	US\$ 0.00
	To the Special Interest Liquidity Reserve Account	US\$ 0.00
Sixth	To the Series 2014-1 Senior Accelerated Principal Subaccount	US\$ 0.00
	To the Series 2014-2 Senior Accelerated Principal Subaccount	US\$ 0.00
Seventh	To the Series 2014-1 Senior Excess Interest Subaccount	US\$ 0.00
	To the Series 2014-2 Senior Excess Interest Subaccount	US\$ 0.00
Eighth	To the Series 2014-1 Senior Excess Scheduled Principal Subaccount	US\$ 0.00
	To the Series 2014-2 Senior Excess Scheduled Principal Subaccount	US\$ 0.00
Ninth	To the Series 2014-1 Senior Excess Accelerated Principal Subaccount	US\$ 0.00
	To the Series 2014-2 Senior Excess Accelerated Principal Subaccount	US\$ 0.00
Tenth	(i) to the Trigger Event Reserve Account	US\$ 0.00
	(ii) to the Special Interest Trigger Event Reserve Account	US\$ 0.00
Eleventh	Not applicable	US\$ 0.00
Twelfth	Not applicable	US\$ 0.00
Thirteenth	Not applicable	US\$ 0.00
Fourteenth	To the Reserve LC Expenses Subaccount	US\$ 0.00
Fifteenth	To the holder of the Sponsor Note and to RJS	US\$ 0.00
Total Debt		(US\$ 20,635.58)

Section (D) – Transfer Amounts Details and Supporting Calculations

(i) Excess Companhia Securitizadora Expenses Transfer Amount

Service Provider	Cetip S.A. – Mercados Organizados
Description	Services related to registration, central securities depository (CSD), trading and settlement of local debentures issued by Companhia Securitizadora
Expense	Custody Fee
Source	www.cetip.com.br – <i>Comunicados e Documentos – Tabela de Preços</i>
Total Amount Due	R\$ 38,501.26

Supporting Calculations:

1) Custody Fee

$$\text{Custody} = (\text{Local Debenture Amount} \times \text{Applicable Rate}) + \text{Additional Amount}$$

$$\text{Custody} = (\text{R\$ 2,160,000,000.00} \times 0,001685\%) + \text{R\$ 2,105.26} = \text{R\$ 38,501.26}$$

Service Provider	Banco do Brasil S.A.
Description	Services related to receiving payments from the Companhia Securitizadora and then distributing to the holders of local debentures
Expense	Paying Agent Fee
Source	<i>Contrato de Banco Mandatário</i>
Total Amount Due	R\$ 4,900.00

Supporting Calculations:

1) Paying Agent Fee

Fixed monthly fee of R\$ 4,900.00, adjusted annually on the anniversary of Closing Date based upon IPCA index (*Índice Nacional de Preços ao Consumidor Amplo*).

Service Provider	Banco do Brasil S.A.
Description	Services related to holding the collateral on behalf of the holders of local debentures issued by Companhia Securitizadora
Expense	Local Debentures Collateral Agent Fee
Source	<i>Contrato de Administração de Contas</i>
Total Amount Due	R\$ 3,196.60

Supporting Calculations:

1) Collateral Agent Fee

Fixed monthly fee of R\$ 3,000.00, adjusted annually on the anniversary of Closing Date based upon IPCA index (*Índice Nacional de Preços ao Consumidor Amplo*), plus any additional amounts that may be necessary to offset the effect of any withholding taxes.

Taxes: *Imposto de Renda* (IR) – 1,5%, *Contribuição Social sobre o Lucro Líquido* (CSLL) – 1,0%, *Contribuição para o Financiamento da Seguridade Social* (Cofins) – 3,0% and *Programa de Integração Social e Programa de Formação do Patrimônio do Servidor Público* (PIS / Pasep) – 0,65%.

$$\text{Collateral Agent Fee} = \frac{\text{Fixed Fee (adjusted annually)}}{(1 - \text{taxes})}$$

$$\text{Collateral Agent Fee} = \frac{\text{R\$ 3,000.00}}{(1 - 0,0615)} = \text{R\$ 3,196.60}$$

Service Provider	Oliveira Trust Distribuidora de Títulos e Valores Mobiliários S.A.
Description	Services related to management and accounting processes of Companhia Securitizadora
Expense	Companhia Securitizadora Controller Fee
Source	<i>Contrato para Administração Operacional, Contábil e Societária</i>
Total Amount Due	R\$ 33,764.77

Supporting Calculations:

1) Companhia Securitizadora Controller Fee

Fixed rate annual fee of 0,02%, calculated over the Local Debenture Amount outstanding, due and paid monthly at the proportion of 1/12, with a minimum amount of R\$ 30,000.00, plus any additional amounts that may be necessary to offset the effect of any withholding taxes.

Taxes: *Imposto de Renda* (IR) – 1,5%, *Contribuição Social sobre o Lucro Líquido* (CSLL) – 1,0%, *Contribuição para o Financiamento da Seguridade Social* (Cofins) – 3,0%, *Programa de Integração Social e Programa de Formação do Patrimônio do Servidor Público* (PIS / Pasep) – 0,65% and *Imposto sobre Serviços de Qualquer Natureza* (ISS) – 5,0%.

$$\text{Controller Fee} = \frac{\text{Local Debenture Amount} \times \text{Rate} \times \frac{1}{12}}{(1 - \text{taxes})}$$

$$\text{Controller Fee} = \frac{(\text{R\$ 1,440,000,000.00} \times 0.02\% \times \frac{1}{12})^*}{(1 - 0,1115)} = \text{R\$ 33,764.77}$$

* the minimum amount is R\$ 30,000.00

Service Provider	Fundo Único de Previdência Social do Estado do Rio de Janeiro
Description	Headquarter's office rental agreement
Expense	Rental Fee
Source	<i>Termo de Cessão de Uso de Imóvel</i>
Total Amount Due	R\$ 595.00

Supporting Calculations:

1) Rental Fee

Fixed rate monthly fee of R\$ 595,00, adjusted annually on the anniversary of the agreement initial date based upon INPC index (*Índice Nacional de Preços ao Consumidor*).

November 2014 – **R\$ 595.00**

Service Provider	Rio Petróleo SPE S/A Director's fee
Description	Director's remuneration
Expense	Director's Fee
Source	<i>Estatuto Social</i>
Total Amount Due	R\$ 15,925.00

Supporting Calculations:

1) Director's Fee

Fixed rate monthly fee of R\$ 6,500.00 for each Director plus INSS*.

Director		Director		Total
Ciro Mauro de Carvalho Giannini		Flávio Câmara Carreiro		
Month	Amount	Month	Amount	
Nov 14	R\$ 6,500.00	Nov 14	R\$ 6,500.00	R\$ 13,000.00
Nov 14 (INSS)	R\$ 1,462.50	Nov 14 (INSS)	R\$ 1,462.50	R\$ 2,925.00
Total	R\$ 7,962.50	Total	R\$ 7,962.50	R\$ 15,925.00

* Social Security Tax

Service Provider	Souza, Cescon, Barrieu e Flesch Sociedade de Advogados
Description	Services related to legal services provided for the amendment of the Series 2014-2 Indenture Supplement
Expense	Legal Fee
Source	Invoices 137689, 1011751 and 137383
Total Amount Due	R\$ 34,468.06

Supporting Calculations:

1) Legal Fee

Invoice 137689 – R\$ 23,591.66

Invoice 1011751 – R\$ 594.73

Invoice 137383 – R\$ 10,281.67

Description	Taxation on Companhia Securitizadora's Revenue
Expense	PIS/COFINS
Source	<i>Campos Mello Legal Opinion</i>
Total Amount Due	R\$ 6,107.81

Supporting Calculations:

1) PIS/COFINS

$$PIS / COFINS = Expenses \times 4.65\%$$

$$PIS / COFINS = R\$ 131,350.69 \times 4.65\% = R\$ 6,107.81$$

Total Excess Companhia Securitizadora Expenses Transfer Amount

$$R\$ 38,501.26 + R\$ 4,900.00 + R\$ 3,196.60 + R\$ 33,764.77 + R\$ 595.00 + R\$ 15,925.00 \\ + R\$ 34,468.06 + R\$ 6,107.81 = \mathbf{R\$ 137,458.50}$$

(ii) Issuer Expenses Transfer Amount

Service Provider	Souza, Cescon, Barrieu e Flesch Sociedade de Advogados
Description	Services related to tax advice of the transaction
Expense	Legal Fee
Source	Invoices 136699, 137103, 1011529, 137683 and 1011748
Total Amount Due	R\$ 52,461.74

Supporting Calculations:

1) Legal Fee

Invoice 136699 – R\$ 14,808.33
 Invoice 137103 – R\$ 2,166.67
 Invoice 1011529 – R\$ 365.67
 Invoice 137683 – R\$ 35,000.00
 Invoice 1011748 – R\$ 121.07

(iii) Taxation Expenses Transfer Amount

All funds transferred to the Issuer outside Brazil are subject to Brazilian withholding tax as per below:

(a) IOF (*Imposto sobre Operações de Crédito, Câmbio e Seguros ou relativos a Títulos ou Valores Mobiliário*) at the rate of 0.38%

(b) IRRF (*Imposto de Renda Retido na Fonte*) at the rate of 15.00%, for the amounts other than related to Principal Payment

All amounts related to Companhia Securitizadora Expenses and Issuer Expenses not transferred to the Issuer outside Brazil are also subject to IRRF (*Imposto de Renda Retido na Fonte*) at the rate of 15.00%.

Supporting Calculations:

1) IRRF

i. Companhia Securitizadora Expenses not transferred to the Issuer outside Brazil

$$IRRF = \left[\frac{(\text{Expenses Amount})}{(1 - 0.15)} \right] - (\text{Expenses Amount})$$

$$IRRF = \left[\frac{R\$ 137,458.50}{(0.85)} \right] - R\$ 137,458.50 = \mathbf{R\$ 24,257.38}$$

i. Issuer Expenses not transferred to the Issuer outside Brazil

$$IRRF = \left[\frac{(\text{Expenses Amount})}{(1 - 0.15)} \right] - (\text{Expenses Amount})$$

$$IRRF = \left[\frac{R\$ 52,461.74}{(0.85)} \right] - R\$ 52,461.74 = \mathbf{R\$ 9,257.95}$$

Total Taxation Expenses Transfer Amount

$$R\$ 24,257.38 + R\$ 9,257.95 = \mathbf{R\$ 33,515.34}$$

Section (E) – Transaction Accounts Balance

Collections Account		Amount
Date	Description	
11/25/14	Balance	R\$ 0.00
12/02/14	Assigned Oil Revenues and Assigned Oil Revenue Rights	R\$ 206,560,889.45
12/02/14	Taxation Expenses Transfer Amount	(R\$ 33,515.34)
12/02/14	Excess Companhia Securitizadora Expenses Transfer Amount	(R\$ 137,458.50)
12/02/14	Issuer Expenses Transfer Amount	(R\$ 52,461.74)
12/02/14	To the holder of the Sponsor Note and/or RJS	(R\$ 206,337,453.88)
Final Balance as of the close of business of December 02, 2014		R\$ 0.00

Series 2014-2 Special Series Account		Amount
Date	Description	
11/25/14	Balance	R\$ 55,239,400.61
Final Balance as of the close of business of December 02, 2014		R\$ 55,239,400.61

Series 2014-2 Special Debt Service Reserve Account		Amount
Date	Description	
11/25/14	Balance	R\$ 55,239,400.61
Final Balance as of the close of business of December 02, 2014		R\$ 55,239,400.61

Special Interest Liquidity Reserve Account		Amount
Date	Description	
11/25/14	Balance	R\$ 36,826,230.25
Final Balance as of the close of business of December 02, 2014		R\$ 36,826,230.25

Special Interest Trigger Event Reserve Account		Amount
Date	Description	
06/20/14	Initial Balance	R\$ 0.00
Final Balance as of the close of business of December 02, 2014		R\$ 0.00

Section (F) – Other Information

Events	Y / N
Has any Event of Default occurred or continued as of the close of business for the Indenture Trustee on the related Allocation Date?	No
Has any Trigger Event occurred or continued as of the close of business for the Indenture Trustee on the related Allocation Date?	No
Has any Bond Administrator Replacement Event occurred or continued as of the close of business for the Indenture Trustee on the related Allocation Date?	No
Has any Servicer Replacement Event occurred or continued as of the close of business for the Indenture Trustee on the related Allocation Date?	No
Has any Event of Default been declared as of the close of business for the Indenture Trustee on the related Allocation Date?	No
Has any Early Amortization Period been declared as of the close of business for the Indenture Trustee on the related Allocation Date?	No
Has there been the occurrence of conditions which give rise to any Sponsor Refund Obligations or any RJS Damages as of the close of business for the Indenture Trustee on the related Allocation Date?	No