

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\$ 3.0205.

The Allocation Date for this Transfer Report is May 18, 2015.

Table of Contents

Section (A) – Collections Revenue and Expense Breakdowns

Section (B) – Detailed Collections Account Waterfall

Section (C) – Detailed Revenue Account Waterfall

Section (D) – Transfer Amounts Details and Supporting Calculations

(i) Issuer Expenses Transfer Amount

(ii) Excess Expenses to Companhia Securitizadora

(iii) Taxation Expenses Transfer Amount

Section (E) – Transaction Accounts Balance

Section (F) – Other Information

Section (G) – Transfer Instructions

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\$ 115,657,374.62
Royalties – more than 5% (Law N° 9,478 of August 6, 1997)	R\$ 83,594,360.05
Total amount transferred to RJS Oil Revenues Dedicated Account	R\$ 199,251,734.67

Statutory Oil Revenue Allocations by RJS	Amount
PASEP (Program for the Formation of Assets of Public Servants)	(R\$ 1,992,517.34)
FECAM (State Fund for Environmental Conservation and Urban Development)	(R\$ 8,431,700.85)
Municipalities within RJS	(R\$ 28,625,200.22)
Total RJS Oil Revenue Allocations	(R\$ 39,049,418.41)

Assigned Oil Revenues and Assigned Oil Revenue Rights	Amount
RJS Oil Revenues and RJS Oil Revenue Rights	R\$ 199,251,734.67
RJS Oil Revenue Allocations	(R\$ 39,049,418.41)
Net amount transferred to Collections Account	R\$ 160,202,316.26

Section (B) – Detailed Collections Account Waterfall

Collections Account Waterfall		Amount
Priority	Description	
First	Taxation Expenses Transfer Amount	(R\$ 23,743.17)
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\$ 0.00
Third	(i) to the Revenue Account	(R\$ 45,307.50)
	(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\$ 0.00
Fourth	(i) (A), (B), (C) and (D)	(R\$ 88,261.53)
	(ii) to the holder of the Sponsor Note and to RJS	(R\$ 160,045,004.06)
Total Debt		(R\$ 160,202,316.26)

Section (C) – Detailed Revenue Account Waterfall

Revenue Account Waterfall		Amount
Priority	Description	
First	Issuer Expenses Transfer Amount	(US\$ 15,000.00)
Second	To the Series 2014-1 Senior Interest Subaccount	US\$ 0.00
	To the Series 2014-2 Senior Interest Subaccount	US\$ 0.00
	To the Series 2014-3 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
	To the Series 2014-3 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
	To the Series 2014-3 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
	To the Series 2014-3 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
	To the Series 2014-3 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
	To the Series 2014-3 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
	To the Series 2014-3 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\$ 15,000.00)

Section (D) – Transfer Amounts Details and Supporting Calculations

(i) Issuer Expenses Transfer Amount

Service Provider	Citibank N.A.
Description	Services related to Administrative Service Fee with respect to the bonds issued by Rio Oil Finance Trust (Series 2014-1)
Expense	Administrative Service Fee
Source	Invoice No. 230903
Total Amount Due	US\$ 15,000.00

Supporting Calculations:

1) Administrative Service Fee – Indenture Trustee

Fixed annual fee of US\$ 15,000.00 for the period from 07/01/2014 to 06/30/2015.

(ii) Excess Expenses to Companhia Securitizadora

$$\text{Excess Expenses to Companhia Securitizadora} = (a) - (b)$$

$$\text{Excess Companhia Securitizadora Expenses Cumulative Limit} = (c) - (d)$$

- (a) Previously unpaid Excess Companhia Securitizadora Expenses
- (b) Excess Companhia Securitizadora Expenses Cumulative Limit
- (c) From 06/20/14 up to 06/19/15 = R\$ 1,500,000.00
- (d) Excess Companhia Securitizadora Expenses Transfer Amount actually paid on each prior Reais Transfer Date between 06/20/14 and 05/18/15 = R\$ 1,500,000.00

Supporting Calculations:

1) Excess Companhia Securitizadora Expenses Cumulative Limit

Transfer Report Date	Excess Companhia Securitizadora Expenses Transfer Amount
July 30, 2014	R\$ 94,041.30
August 04, 2014	R\$ 149,308.05
September 03, 2014	R\$ 182,056.56
October 02, 2014	R\$ 160,649.40
November 04, 2014	R\$ 117,398.00
November 12, 2014	R\$ 254,277.26
December 02, 2014	R\$ 137,458.50
December 22, 2014	R\$ 19,426.75
December 30, 2014	R\$ 88,883.72
January 20, 2015	R\$ 87,639.34
February 19, 2015	R\$ 100,532.11
March 16, 2015	R\$ 88,261.53
April 16, 2015	R\$ 20,067.48
Total Amount	R\$ 1,500,000.00

$$\text{Excess Companhia Securitizadora Expenses Cumulative Limit} = \text{R\$ 1,500,000.00} - \text{R\$ 1,500,000.00}$$

$$\text{Excess Companhia Securitizadora Expenses Cumulative Limit} = \text{R\$ 0.00}$$

2) Excess Expenses to Companhia Securitizadora

(a) Excess Companhia Securitizadora Expenses to be paid in June 2015:

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\$ 25,776.00

Supporting Calculations:

1) Custody Fee

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

$$\text{Custody} = (\text{R\$ 1,440,000,000.00} \times 0,001790\%) + \text{R\$ 0.00} = \text{R\$ 25,776.00}$$

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*).

May 2015 – **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	
May 15	R\$ 6,500.00	May 15	R\$ 6,500.00	R\$ 13,000.00
May 15 (INSS)	R\$ 1,462.50	May 15 (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

Description	Taxation on Companhia Securitizadora's Revenue
Expense	PIS/COFINS
Source	<i>Campos Mello Legal Opinion</i>
Total Amount Due	R\$ 4,104.16

Supporting Calculations:

1) PIS/COFINS

$$PIS / COFINS = \left[\frac{Expenses}{(1 - 0,0465)} \right] - Expenses$$

$$PIS / COFINS = \left[\frac{R\$ 84,157.37}{(1 - 0,0465)} \right] - R\$ 84,157.37 = \mathbf{R\$ 4,104.16}$$

Total Excess Companhia Securitizadora Expenses

$$R\$ 25,776.00 + R\$ 4,900.00 + R\$ 3,196.60 + R\$ 33,764.77 + R\$ 595.00 + R\$ 15,925.00 \\ + R\$ 4,104.16 = \mathbf{R\$ 88,261.53}$$

(b) Excess Expenses to Companhia Securitizadora:

$$Excess Expenses to Companhia Securitizadora = R\$ 88,261.53 - R\$ 0.00 = \mathbf{R\$ 88,261.53}$$

(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 and to fund the Debt Service Reserve Account (Deductions)

All amounts related to Companhia Securitizadora 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) IOF

$$IOF = \text{Amount Wired Offshore} \times 0.38\%$$

$$IOF = US\$ 15,000.00 \times 0.38\% = \mathbf{US\$ 57.00 (R\$ 172.17)}$$

2) IRRF

i. Over the funds transferred to the Issuer outside Brazil

(a) Deductions

$$\text{Deductions} = \text{Principal Payments} + \text{Debt Service Reserve Account Amounts}$$

$$\text{Deductions} = US\$ 0.00 + US\$ 0.00 = \mathbf{US\$ 0.00}$$

(b) Amount subject to Tax

$$\text{Amount subject to Tax} = \text{Amount Wired Offshore} - \text{Deductions}$$

$$\text{Amount subject to Tax} = US\$ 15,000.00 - US\$ 0.00 = \mathbf{US\$ 15,000.00}$$

(c) IRRF

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

$$IRRF = \left[\frac{US\$ 15,000.00}{(0.85)} \right] - US\$ 15,000.00 = \mathbf{US\$ 2,647.06 (R\$ 7,995.44)}$$

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

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

$$IRRF = \left[\frac{R\$ 88,261.53}{(0.85)} \right] - R\$ 88,261.53 = \mathbf{R\$ 15,575.56 (US\$ 5,156.62)}$$

Total Taxation Expenses Transfer Amount

$$US\$ 57.00 + US\$ 2,647.06 + US\$ 5,156.62 = \mathbf{US\$ 7,860.68 (R\$ 23,743.17)}$$

Section (E) – Transaction Accounts Balance

Collections Account		Amount
Date	Description	
05/12/15	Balance	R\$ 0.00
05/18/15	Assigned Oil Revenues and Assigned Oil Revenue Rights	R\$ 160,202,316.26
05/18/15	Taxation Expenses Transfer Amount	(R\$ 23,743.17)
05/18/15	Issuer Expenses Transfer Amount	(R\$ 45,307.50)
05/18/15	Excess Expenses to Companhia Securitizadora	(R\$ 88,261.53)
05/18/15	To the holder of the Sponsor Note and/or RJS	(R\$ 160,045,004.06)
Final Balance as of the close of business of May 18, 2015		R\$ 0.00

Series 2014-2 Special Series Account		Amount
Date	Description	
05/12/15	Balance	R\$ 104,876,022.24
Final Balance as of the close of business of May 18, 2015		R\$ 104,876,022.24

Series 2014-2 Special Debt Service Reserve Account		Amount
Date	Description	
05/12/15	Balance	R\$ 104,876,022.24
Final Balance as of the close of business of May 18, 2015		R\$ 104,876,022.24

Special Interest Liquidity Reserve Account		Amount
Date	Description	
05/12/15	Balance	R\$ 0.00
Final Balance as of the close of business of May 18, 2015		R\$ 0.00

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 May 18, 2015		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

Section (G) – Transfer Instructions

Transaction: Funds to the Issuer Expenses Subaccount		Amount
Type	Account	
Debt	Revenue Account	(US\$ 15,000.00)
Credit	Expenses Account	US\$ 15,000.00

In accordance with the provisions set forth in the Section 4.5 (b) of the Indenture, Banco do Brasil S.A, acting as Bond Administrator, requests Citibank N.A. (Indenture Trustee) to draw funds from the Issuer Expenses Subaccount to pay for the following Issuer Expenses:

- (a) Administrative Service Fee: US\$ 15,000.00 – Invoice No. 230903