



November 17, 2015

## 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 (the "Series 2014-1 Notes"); (b) R\$ 2,400,000,000 aggregate principal amount of 16.25% Series 2014-2 Notes due 2022 (the "Series 2014-2 Notes") and (c) US\$ 1,100,000,000 aggregate principal amount of 6.75% Series 2014-3 Notes due 2027 (the "Series 2014-3 Notes") by Rio Oil Finance Trust and in accordance with the terms set forth in the Indenture dated as of June 20, 2014, as amended by the Amended and Restated Indenture dated as of November 11, 2014 (the "Indenture"), in the Series 2014-1 Indenture Supplement and the Series 2014-2 Indenture Supplement, dated as of June 20, 2014, and in the Series 2014-3 Indenture Supplement dated as of November 21, 2014 (the "Indenture Supplements").

Some of the terms set forth in the Indenture and in the Indenture Supplements were amended by that certain Waiver and Amendment Agreement dated as of October 20, 2015, (the "Waiver and Amendment Agreement") and are fully reflected in all calculations of this Transfer Report.

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.

Banco do Brasil S.A. may conclusively rely as to the truth of the statements and the correctness of the opinions expressed in any Transaction Document and upon any statements, certificates or opinions furnished in writing to Banco do Brasil S.A. pursuant to any of the Transaction Documents and conforming to the requirements of the Transaction Documents. Banco do Brasil S.A. may conclusively rely upon, and shall be protected in acting or refraining from acting upon, and shall not be bound to make any investigation into the facts or matters stated in a written resolution, certificate, statement, instrument, opinion, report, notice, request, consent, order, note, Officer's Certificate, guaranty or other paper or document reasonably believed by it to be genuine and to have been signed or presented by the proper Person(s).

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.

For the effects of this Transfer Report, the Reais Allocation Date is November 16, 2015, the Reais Transfer Date is November 17, 2015, the Allocation Date is November 18, 2015 and the Transfer Date is November 19, 2015.

The exchange rate for dollar/reais conversion used in this Transfer Report is R\$ 3.8111.



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## Defined Terms

“Allocation Date” shall mean, with respect to any Transfer Date, the Business Day which is immediately prior to such Transfer Date.

“Officer’s Certificate” shall mean, in the case any of the Issuer and the Sponsor and the Indenture Trustee, a certificate signed by an Authorized Officer or the president or chairman (or other equivalent officer) of such Person or acting on behalf of such Person.

“Person” shall mean any individual, corporation, company, partnership, joint venture, trust, estate, unincorporated association, Governmental Authority or other entity of whatever nature.

“Reais Allocation Date” shall mean, with respect of any Reais Transfer Date, the Business Day which is immediately prior to such Reais Transfer Date.

“Reais Transfer Date” shall mean each Business Day of each calendar month following a Business Day when, as of the Balance Transfer Time for the Bond Administrator, there are available funds in the Collections Account for allocation in accordance with the Indenture.

“Transaction Documents” shall mean, collectively, the Indenture, the Series 2014-1 Notes, the Series 2014-2 Notes, the Series 2014-1 Indenture Supplement, the Series 2014-2 Indenture Supplement, the Bill of Sale, the Royalties Rights Agreement, the Servicing Agreement, the Pledge Agreement, the Trust Agreement, the Initial Oil Revenue and Rights Bill of Sale, the Banco do Brasil Oil Revenue and Rights Bill of Sale, the Caixa Oil Revenue and Rights Bill of Sale, the Instruments and any Indenture Supplements with respect to future Series of Instruments, and any purchase agreement related to the Instruments.

“Transfer Amount” shall mean, as of any Transfer Date, any of the Issuer Expenses Transfer Amount, the Taxation Expenses Transfer Amount, the Servicer Fee Transfer Amount, the Reserve LC Expenses Transfer Amount, any Debt Service Reserve Account Transfer Amount, any Series Senior Interest Transfer Amount for any Series of Securities, any Series Senior Scheduled Principal Transfer Amount for any Series of Securities, any Series Senior Excess Scheduled Principal Transfer Amount for any Series of Securities, any Series Senior Accelerated Principal Transfer Amount for any Series of Securities, any Series Senior Excess Accelerated Principal Transfer amount for any Series of Securities, any Series Subordinated Interest Transfer Amount for any Series of Securities, any Series Subordinated Scheduled Principal Transfer Amount for any Series of Securities, and/or any Series Subordinated Accelerated Principal Transfer Amount for any Series of Securities, each as of such Transfer Date.

“Transfer Date” shall mean each Business Day of each calendar month when there are available funds in the Revenue Account for distribution in accordance with the Revenue Account Waterfall.

“Transfer Instructions” shall have the meaning set forth in Section 4.10(b) of the Indenture, as follow *“On any Reais Transfer Date, prior to transferring any amounts, the Bond Administrator shall (i) first calculate the allocation of funds assuming that (A) the full amount of funds available for transfer on such Reais Transfer Date are allocated for transfer in accordance with the Collections Account Waterfall and (B) the full amount of funds available for transfer on such Transfer Date are allocated for transfer on such Transfer Date in accordance with the Revenue Account Waterfall and the Bond Administrator shall reduce such calculations to written transfer instructions for such Reais Transfer Date, the related Transfer Date or a related Payment Date.”*



## 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.

<b>RJS Oil Revenues and RJS Oil Revenue Rights</b>	<b>Amount</b>
Royalties – up to 5% (Law N° 7,990 of December 28, 1989)	R\$ 106,916,501.46
Royalties – more than 5% (Law N° 9,478 of August 6, 1997)	R\$ 77,860,489.85
Special Participations (Law N° 9,478 of August 6, 1997)	R\$ 0.00
FEP (Special Petroleum Fund) – Law N° 7,990 and Law N° 9,478	R\$ 0.00
<b>Total amount transferred to RJS Oil Revenues Dedicated Account</b>	<b>R\$ 184,776,991.31</b>

<b>Statutory Oil Revenue Allocations by RJS</b>	<b>Amount</b>
PASEP (Program for the Formation of Assets of Public Servants)	(R\$ 1,847,769.91)
FECAM (State Fund for Environmental Conservation and Urban Development)	(R\$ 16,761,293.38)
Municipalities within RJS	(R\$ 26,461,834.10)
Brazilian Federal Government (Assignment Agreement of October 29, 1999)	R\$ 0.00
Conta B (State Decree N° 43,783 of September 12, 2012)	R\$ 0.00
<b>Total RJS Oil Revenue Allocations</b>	<b>(R\$ 45,070,897.39)</b>

<b>Assigned Oil Revenues and Assigned Oil Revenue Rights</b>	<b>Amount</b>
RJS Oil Revenues and RJS Oil Revenue Rights	R\$ 184,776,991.31
RJS Oil Revenue Allocations	(R\$ 45,070,897.39)
<b>Net amount transferred to Collections Account</b>	<b>R\$ 139,706,093.92</b>



## Section (B) – Detailed Collections Account Waterfall

Collections Account Waterfall		Amount
Priority	Description	
First	Taxation Expenses Transfer Amount	(R\$ 3,090,320.42)
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\$ 87,171.13)
Third	(i) to the Revenue Account	(R\$ 73,588,422.09)
	(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
	(ii) (C) to the Special Interest Liquidity Reserve Account	R\$ 0.00
	(ii) (D) to the Special Interest Trigger Event Reserve Account	(R\$ 8,328,739.33)
	(iii) to the holder of the Sponsor Note and/or RJS	R\$ 0.00
Fourth	(i) (A), (B), (C) and (D)	(R\$ 15,507,364.72)
	(ii) to the holder of the Sponsor Note and to RJS	(R\$ 39,104,076.23)
<b>Total Debt</b>		<b>(R\$ 139,706,093.92)</b>

According to the Waiver and Amendment Agreement, Section 2 (a): “Each of the Sponsor and RJS agrees (1) to the payment of the Waiver Fees in accordance with the terms of the Waiver and Amendment Agreement, (2) to cause the RJS Instructions in respect of each Waiver Fee Period to expressly provide for the payment to the Bond Administrator of all amounts constituting the Waiver Fees and (3) that the foregoing RJS Instructions are irrevocable.”

Thus, the amount described in the fourth priority of the Collections Account Waterfall, item (ii), will be transferred to the Waiver Fee Account.



## Section (C) – Detailed Revenue Account Waterfall

Revenue Account Waterfall		Amount
Priority	Description	
First	Issuer Expenses Transfer Amount	US\$ 0.00
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	(i) To the Liquidity Reserve Account	US\$ 0.00
	(ii) 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\$ 19,308,971.71)
	(ii) to the Special Interest Trigger Event Reserve Account	(US\$ 2,185,389.87)
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\$ 10,260,574.70)
<b>Total Debt</b>		<b>(US\$ 31,754,936.28)</b>

The amount described in the fifteenth priority of the Revenue Account Waterfall will be transferred to the Waiver Fee Account.



## Section (D) – Transfer Amounts Details and Supporting Calculations

### (i) Excess Companhia Securitizadora Expenses Transfer Amount

<b>Service Provider</b>	Cetip S.A. – Mercados Organizados
<b>Description</b>	Services related to registration, central securities depository (CSD), trading and settlement of local debentures issued by Companhia Securitizadora
<b>Expense</b>	Custody Fee
<b>Source</b>	www.cetip.com.br – <i>Comunicados e Documentos – Tabela de Preços</i>
<b>Total Amount Due</b>	<b>R\$ 24,179.43</b>

#### Supporting Calculations:

##### 1) Custody Fee

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

$$\text{Custody} = (\text{R\$ } 1,350,806,145.25 \times 0,001790\%) + \text{R\$ } 0.00 = \text{R\$ } 24,179.43$$

<b>Service Provider</b>	Banco do Brasil S.A.
<b>Description</b>	Services related to receiving payments from the Companhia Securitizadora and then distributing to the holders of local debentures
<b>Expense</b>	Paying Agent Fee
<b>Source</b>	<i>Contrato de Banco Mandatário</i>
<b>Total Amount Due</b>	<b>R\$ 5,136.40</b>

#### Supporting Calculations:

##### 1) Paying Agent Fee

Fixed monthly fee of R\$ 4,900.00, adjusted annually on the anniversary of Closing Date based upon IGP-DI index (*Índice Geral de Preços – Disponibilidade Interna*).

$$\text{Adjusted Paying Agent Fee} = \text{Monthly Fee} \times \text{IGP} - \text{DI Index}$$

$$\text{Adjusted Paying Agent Fee} = \text{R\$ } 4,900.00 \times 4.8244\% = \text{R\$ } 5,136.40$$

<b>Service Provider</b>	Banco do Brasil S.A.
<b>Description</b>	Services related to holding the collateral on behalf of the holders of local debentures issued by Companhia Securitizadora
<b>Expense</b>	Local Debentures Collateral Agent Fee
<b>Source</b>	<i>Contrato de Administração de Contas</i>
<b>Total Amount Due</b>	<b>R\$ 3,467.44</b>

#### Supporting Calculations:

##### 1) Collateral Agent Fee



### (i) Excess Companhia Securitizadora Expenses Transfer Amount (cont.)

Fixed monthly fee of R\$ 3,467.44 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%.

#### 1.a) Collateral Agent Fee Adjustment

$$\text{Adjusted Collateral Agent Fee} = \text{Monthly Fee} \times \text{IPCA Index}$$

$$\text{Adjusted Collateral Agent Fee} = \text{R\$ } 3,000.00 \times 8.4731\% = \text{R\$ } 3,254.19$$

#### 1.b) Collateral Agent Fee including Taxes

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

$$\text{Collateral Agent Fee} = \frac{\text{R\$ } 3,254.19}{(1 - 0,0615)} = \text{R\$ } 3,467.44$$

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

#### 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





**(i) Excess Companhia Securitizadora Expenses Transfer Amount (cont.)**

<b>Service Provider</b>	Fundo Único de Previdência Social do Estado do Rio de Janeiro
<b>Description</b>	Headquarter's office rental agreement
<b>Expense</b>	Rental Fee
<b>Source</b>	<i>Termo de Cessão de Uso de Imóvel</i>
<b>Total Amount Due</b>	<b>R\$ 644.63</b>

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*).

$$\text{Adjusted Rental Fee} = \text{Monthly Fee} \times \text{INPC Index}$$

$$\text{Adjusted Rental Fee} = \text{R\$ } 595.00 \times 8.3407\% = \text{R\$ } 644.63$$

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

Supporting Calculations:

1) Director's Fee

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

Director		Director		Total
Luiz Claudio Fernandes L Gomes		Flávio Câmara Carreiro		
Month	Amount	Month	Amount	
Nov 15	R\$ 6,500.00	Nov 15	R\$ 6,500.00	R\$ 13,000.00
Nov 15 (INSS)	R\$ 1,462.50	Nov 15 (INSS)	R\$ 1,462.50	R\$ 2,925.00
<b>Total</b>	<b>R\$ 7,962.50</b>	<b>Total</b>	<b>R\$ 7,962.50</b>	<b>R\$ 15,925.00</b>

\* Social Security Tax



**(i) Excess Companhia Securitizadora Expenses Transfer Amount (cont.)**

<b>Description</b>	Taxation on Companhia Securitizadora's Revenue
<b>Expense</b>	PIS/COFINS
<b>Source</b>	<i>Campos Mello Legal Opinion</i>
<b>Total Amount Due</b>	<b>R\$ 4,053.46</b>

Supporting Calculations:

1) PIS/COFINS

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

$$PIS / COFINS = \left[ \frac{R\$ 83,117.67}{(1 - 0,0465)} \right] - R\$ 83,117.67 = \mathbf{R\$ 4,053.46}$$

**Total Excess Companhia Securitizadora Expenses**

$$R\$ 24,179.43 + R\$ 5,136.40 + R\$ 3,467.44 + R\$ 33,764.77 + R\$ 644.63 + R\$ 15,925.00 \\ + R\$ 4,053.46 = \mathbf{R\$ 87,171.13}$$



## (ii) Trigger Event Reserve Account Transfer Amount

$$\text{Trigger Event Reserve Account Transfer Amount} = [0.6 \times (a)] \times \left\{ \frac{(b)}{[(b) + (c)]} \right\}$$

$$\text{Aggregate Trigger Event Reserve Participating Securities Balance} = \sum (d)$$

$$\text{Aggregate Special Interest Trigger Event Reserve Participating Securities Balance} = \sum (e)$$

$$\text{Senior Series Principal Balance} = (f)$$

$$\text{Class Principal Balance} = (g) - (h) - (i)$$

- (a) Remaining amounts in the Revenue Account after allocation of funds pursuant to priorities (a) through (i) of the Revenue Account Waterfall
- (b) Aggregate Trigger Event Reserve Participating Securities Balance
- (c) Aggregate Special Interest Trigger Event Reserve Participating Securities Balance
- (d) Senior Series Principal Balance for each Series of Trigger Event Reserve Participating Securities
- (e) Senior Series Principal Balance for each Series of Special Interest Trigger Event Reserve Participating Securities
- (f) Class Principal Balance for each Class of Senior Securities
- (g) Class Initial Principal Balance
- (h) Any payments previously made for all and any portion of the principal
- (i) Cancellation of all or any portion of the principal

### Supporting Calculations:

#### 1) Class Principal Balance (in US\$)

Series of Securities	Class Initial Principal Balance	Previously Principal Payments	Principal Cancellation	Class Principal Balance
	(g)	(h)	(i)	(f) = (g) - (h) - (i)
Series 2014-1 Notes	2,000,000,000.00	0.00	0.00	2,000,000,000.00
Series 2014-2 Notes	629,739,445.30	26,985,594.71	251,895,778.12	350,858,072.47
Series 2014-3 Notes	1,100,000,000.00	0.00	0.00	1,100,000,000.00

#### 2) Aggregate Special Interest Trigger Event Reserve Participant Securities Balance (c)

$$(X) \text{ Senior Series 2014-2 Special Interest Principal Balance} = \text{US\$ } 350,858,072.47$$

$$(c) = (X) = \text{US\$ } 350,858,072.47$$

#### 3) Aggregate Trigger Event Reserve Participant Securities Balance (b)

$$(Y) \text{ Senior Series 2014-1 Principal Balance} = \text{US\$ } 2,000,000,000.00$$

$$(Z) \text{ Senior Series 2014-3 Principal Balance} = \text{US\$ } 1,100,000,000.00$$

$$(b) = (Y) + (Z) = \text{US\$ } 2,000,000,000.00 + \text{US\$ } 1,100,000,000.00 = \text{US\$ } 3,100,000,000.00$$



**(ii) Trigger Event Reserve Account Transfer Amount (cont.)**

4) Remaining Amounts in the Revenue Account

<b>Transaction Accounts Waterfall</b>	<b>Amount</b>
Net Amount transferred to Collections Account	R\$ 139,706,093.92
Taxation Expenses Transfer Amount	(R\$ 3,090,320.42)
Excess Companhia Securitizadora Expenses Transfer Amount	(R\$ 87,171.13)
<b>Remaining Amounts</b>	<b>R\$ 136,528,602.37</b>

5) Trigger Event Reserve Account Transfer Amount (TERA)

$$TERA = [0.6 \times US\$ 35,823,935.97] \times \left\{ \frac{US\$ 3,100,000,000.00}{[US\$ 3,100,000,000.00 + US\$ 350,858,072.47]} \right\}$$

$$TERA = [US\$ 21,494,361.58] \times 0.898327296 = \mathbf{US\$ 19,308,971.71}$$



### (iii) Special Interest Trigger Event Reserve Account Transfer Amount

$$\text{Special Interest Trigger Event Reserve Account Transfer Amount} = [0.6 \times (a)] \times \left\{ \frac{(b)}{[(c) + (b)]} \right\}$$

$$\text{Aggregate Special Interest Trigger Event Reserve Participating Securities Balance} = \sum (d)$$

$$\text{Aggregate Trigger Event Reserve Participating Securities Balance} = \sum (e)$$

$$\text{Senior Series Principal Balance} = (f)$$

$$\text{Class Principal Balance} = (g) - (h) - (i)$$

- (a) Remaining amounts in the Revenue Account after allocation of funds pursuant to priorities (a) through (i) of the Revenue Account Waterfall
- (b) Aggregate Special Interest Trigger Event Reserve Participating Securities Balance
- (c) Aggregate Trigger Event Reserve Participating Securities Balance
- (d) Senior Series Principal Balance for each Series of Trigger Event Reserve Participating Securities
- (e) Senior Series Principal Balance for each Series of Special Interest Trigger Event Reserve Participating Securities
- (f) Class Principal Balance for each Class of Senior Securities
- (g) Class Initial Principal Balance
- (h) Any payments previously made for all and any portion of the principal
- (i) Cancellation of all or any portion of the principal

#### Supporting Calculations:

##### 1) Class Principal Balance (in US\$)

Series of Securities	Class Initial Principal Balance	Previously Principal Payments	Principal Cancellation	Class Principal Balance
	(g)	(h)	(i)	(f) = (g) - (h) - (i)
Series 2014-1 Notes	2,000,000,000.00	0.00	0.00	2,000,000,000.00
Series 2014-2 Notes	629,739,445.30	26,985,594.71	251,895,778.12	350,858,072.47
Series 2014-3 Notes	1,100,000,000.00	0.00	0.00	1,100,000,000.00

##### 2) Aggregate Special Interest Trigger Event Reserve Participant Securities Balance (b)

$$(X) \text{ Senior Series 2014-2 Special Interest Principal Balance} = \text{US\$ } 350,858,072.47$$

$$(b) = (X) = \text{US\$ } 350,858,072.47$$

##### 3) Aggregate Trigger Event Reserve Participant Securities Balance (c)

$$(Y) \text{ Senior Series 2014-1 Principal Balance} = \text{US\$ } 2,000,000,000.00$$

$$(Z) \text{ Senior Series 2014-3 Principal Balance} = \text{US\$ } 1,100,000,000.00$$

$$(c) = (Y) + (Z) = \text{US\$ } 2,000,000,000.00 + \text{US\$ } 1,100,000,000.00 = \text{US\$ } 3,100,000,000.00$$



**(iii) Special Interest Trigger Event Reserve Account Transfer Amount (cont.)**

4) Remaining Amounts in the Revenue Account

<b>Transaction Accounts Waterfall</b>	<b>Amount</b>
Net Amount transferred to Collections Account	R\$ 139,706,093.92
Taxation Expenses Transfer Amount	(R\$ 3,090,320.42)
Excess Companhia Securitizadora Expenses Transfer Amount	(R\$ 87,171.13)
<b>Remaining Amounts</b>	<b>R\$ 136,528,602.37</b>

5) Special Interest Trigger Event Reserve Account Transfer Amount (SITERA)

$$SITERA = [0.6 \times US\$ 35,823,935.97] \times \left\{ \frac{US\$ 350,858,072.47}{[US\$ 3,100,000,000.00 + US\$ 350,858,072.47]} \right\}$$

$$TERA = [US\$ 21,494,361.58] \times 0.101672704 = \mathbf{US\$ 2,185,389.87}$$



#### (iv) Excess Expenses to the Issuer Expenses

<b>Service Provider</b>	BB Securities Ltd.
<b>Description</b>	Services related to the assistance in connection with the waiver agreement
<b>Expense</b>	Advisory Fee
<b>Source</b>	Letter Agreement dated October 16, 2015 – Invoice No. 2015/45
<b>Total Amount Due</b>	<b>US\$ 1,727,402.71</b>

<b>Service Provider</b>	BNP Paribas
<b>Description</b>	Services related to the assistance in connection with the waiver agreement
<b>Expense</b>	Advisory Fee
<b>Source</b>	Letter Agreement dated October 16, 2015 – Invoice dated Nov 13, 2015
<b>Total Amount Due</b>	<b>US\$ 1,727,402.71</b>

<b>Service Provider</b>	Clifford Chance US LLP
<b>Description</b>	Legal services related to the waiver agreement
<b>Expense</b>	Legal Fee
<b>Source</b>	Invoice No. 758010059444
<b>Total Amount Due</b>	<b>US\$ 86,698.67</b>

<b>Service Provider</b>	Campos Mello e Campos Mello Sociedade de Advogados
<b>Description</b>	Legal services related to the waiver agreement
<b>Expense</b>	Legal Fee
<b>Source</b>	Invoice No. 46566
<b>Total Amount Due</b>	<b>US\$ 13,948.84</b>

<b>Service Provider</b>	Hogan Lovells US LLP
<b>Description</b>	Legal services related to the waiver agreement
<b>Expense</b>	Legal Fee
<b>Source</b>	Invoices No. 2935395 and No. 2935900
<b>Total Amount Due</b>	<b>US\$ 322,245.06</b>

<b>Service Provider</b>	Souza, Cescon, Barriau e Flesch Sociedade de Advogados
<b>Description</b>	Legal services related to the waiver agreement
<b>Expense</b>	Legal Fee
<b>Source</b>	Invoices No. 141762 and No. 1014206
<b>Total Amount Due</b>	<b>US\$ 15,223.81</b>



**(iv) Excess Expenses to the Issuer Expenses (cont.)**

<b>Service Provider</b>	Cleary Gottlieb Steen & Hamilton LLP
<b>Description</b>	Legal services related to the waiver agreement
<b>Expense</b>	Legal Fee
<b>Source</b>	Invoice No. 537706
<b>Total Amount Due</b>	<b>US\$ 144,803.35</b>

<b>Service Provider</b>	D.F. King & Co., Inc.
<b>Description</b>	Services as Information/Tabulation Agent related to the waiver agreement
<b>Expense</b>	Information/Tabulation Agent Fee
<b>Source</b>	Invoice No. DR 00020404
<b>Total Amount Due</b>	<b>US\$ 31,054.54</b>

<b>Service Provider</b>	Luxembourg Stock Exchange
<b>Description</b>	Consent solicitation publication on the Luxembourg Stock Exchange website, related to the waiver agreement
<b>Expense</b>	Administrative Fee
<b>Source</b>	Invoice No. 21515829
<b>Total Amount Due</b>	<b>€ 200.00 (equivalent to US\$ 220.00)</b>

**Total Excess Expenses to the Issuer Expenses**

$US\$ 1,727,402.71 + US\$ 1,727,402.71 + US\$ 86,698.67 + US\$ 13,948.84 + US\$ 322,245.06 + US\$ 15,223.81$   
 $+ US\$ 144,803.35 + US\$ 31,054.54 + US\$ 220.00 = US\$ 4,068,999.69$





## (v) 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, to fund the Debt Service Reserve Account, to fund the Liquidity Reserve Account and to fund the Trigger Event 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

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

$$IOF = \text{US\$ } 23,362,747.59 \times 0.38\% = \text{US\$ } 88,778.44 \text{ (R\$ } 338,343.52)$$

#### 2) IRRF

##### i. Over the funds transferred to the Issuer outside Brazil

##### (a) Deductions

$$\text{Deductions} = \text{Principal Payments} + \text{Debt Service Reserve Account} \\ + \text{Liquidity Reserve Account} + \text{Trigger Event Reserve Account}$$

$$\text{Deductions} = \text{US\$ } 0.00 + \text{US\$ } 0.00 + \text{US\$ } 0.00 + \text{US\$ } 19,308,971.71 = \text{US\$ } 19,308,971.71$$

##### (b) Amount subject to Tax

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

$$\text{Amount subject to Tax} = \text{US\$ } 23,362,747.59 - \text{US\$ } 19,308,971.71 = \text{US\$ } 4,053,775.88$$

##### (c) IRRF

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

$$IRRF = \left[ \frac{\text{US\$ } 4,053,775.88}{(0.85)} \right] - \text{US\$ } 4,053,775.88 = \text{US\$ } 715,372.22 \text{ (R\$ } 2,726,355.05)$$

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

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

$$IRRF = \left[ \frac{\text{R\$ } 87,171.13}{(0.85)} \right] - \text{R\$ } 87,171.13 = \text{R\$ } 15,383.14 \text{ (US\$ } 4,036.40)$$



**(v) Taxation Expenses Transfer Amount (cont.)**

iii. Excess Expenses to the Issuer Expenses not transferred to the Issuer outside Brazil

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

$$IRRF = \left[ \frac{R\$ 58,019.46}{(0.85)} \right] - R\$ 58,019.46 = \mathbf{R\$ 10,238.73 (US\$ 2,686.55)}$$

**Total Taxation Expenses Transfer Amount**

$$\begin{aligned} & US\$ 88,778.44 + US\$ 715,372.22 + US\$ 4,036.40 + US\$ 2,686.55 \\ & = \mathbf{US\$ 810,873.61 (R\$ 3,090,320.42)} \end{aligned}$$



## Section (E) – Transaction Accounts Balance

Collections Account		Amount
Date	Description	
11/13/15	Balance	R\$ 0.00
11/16/15	Assigned Oil Revenues and Assigned Oil Revenue Rights	R\$ 139,706,093.92
11/16/15	Taxation Expenses Transfer Amount	(R\$ 3,090,320.42)
11/16/15	Excess Companhia Securitizadora Expenses Transfer Amount	(R\$ 87,171.13)
11/16/15	To the Trigger Event Reserve Account	(R\$ 73,588,422.09)
11/16/15	To the Special Interest Trigger Event Reserve Account	(R\$ 8,328,739.33)
11/16/15	Excess Expenses to the Issuer Expenses	(R\$ 15,507,364.72)
11/16/15	To the Waiver Fee Account	(R\$ 39,104,076.23)
<b>Final Balance as of the close of business of November 17, 2015</b>		<b>R\$ 0.00</b>

Series 2014-2 Special Series Account		Amount
Date	Description	
11/13/15	Balance	R\$ 108,368,743.75
<b>Final Balance as of the close of business of November 17, 2015</b>		<b>R\$ 108,368,743.75</b>

Series 2014-2 Special Debt Service Reserve Account		Amount
Date	Description	
11/13/15	Balance	R\$ 108,368,743.75
<b>Final Balance as of the close of business of November 17, 2015</b>		<b>R\$ 108,368,743.75</b>

Special Interest Liquidity Reserve Account		Amount
Date	Description	
11/13/15	Balance	R\$ 70,974,677.69
<b>Final Balance as of the close of business of November 17, 2015</b>		<b>R\$ 70,974,677.69</b>

Special Interest Trigger Event Reserve Account		Amount
Date	Description	
11/13/15	Balance	R\$ 172,559.14
11/16/15	Special Interest Trigger Event Reserve Account	R\$ 8,328,739.33
<b>Final Balance as of the close of business of November 17, 2015</b>		<b>R\$ 8,501,298.47</b>



## 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?	Yes
Has any Trigger Event occurred or continued as of the close of business for the Indenture Trustee on the related Allocation Date?	Yes
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

### Notes:

The following Event of Default continued during such Reporting Period, according to item (v) of the “Events of Default” definition, in the Appendix 1 of the Indenture:

“(v) with respect to the pending Scheduled Payment Date on or after the Data Acquisition Date and the related Quarterly Reporting Period, the Minimum Average Forward-Looking Debt Service Coverage Ratio project with respect to such Quarterly Reporting Period is less than the Minimum Average Forward-Looking Debt Service Coverage Ratio Default Threshold”;

The following Trigger Event continued during such Reporting Period, according to item (b) of the “Trigger Event” definition, in the Appendix 1 of the Indenture:

“(b) with respect to the pending Scheduled Payment Date on or after the Data Acquisition Date and the related Quarterly Reporting Period, the Minimum Average Forward-Looking Debt Service Coverage Ratio project with respect to such Quarterly Reporting Period is less than the Minimum Average Forward-Looking Debt Service Coverage Ratio Trigger Threshold”.



## Section (G) – Transfer Instructions

Transaction: Funds to the Trigger Event Reserve Account		Amount
Type	Account	
Debt	Revenue Account	(US\$ 19,308,971.71)
Credit	Trigger Event Reserve Account	US\$ 19,308,971.71

Transaction: Funds to the Expenses Account		Amount
Type	Account	
Debt	Revenue Account	(US\$ 4,053,775.88)
Credit	Expenses Account	US\$ 4,053,775.88

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) BB Securities – Advisory Fee: US\$ 1,727,402.71 – Invoice No. 2015/45
- (b) BNP Paribas – Advisory Fee: US\$ 1,727,402.71 – Invoice dated Nov 13, 2015
- (c) Clifford Chance – Legal Fee: US\$ 86,698.67 – Invoice No. 758010059444
- (d) Campos Mello – Legal Fee: US\$ 13,948.84 – Invoice No. 46566
- (e) Hogan Lovells – Legal Fee: US\$ 322,245.06 – Invoices No. 2935395 and No. 2935900
- (f) Cleary Gottlieb – Legal Fee: US\$ 144,803.35 – Invoice No. 537706
- (g) DF King – Information/Tabulation Agent Fee: US\$ 31,054.54 – Invoice No. DR00020404
- (h) Luxembourg Stock Exchange – Administrative Fee: € 200.00 – Invoice No. 21515829