



December 22, 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 December 22, 2015, the Reais Transfer Date is December 22, 2015, the Allocation Date is December 23, 2015 and the Transfer Date is December 24, 2015.

The exchange rate for dollar/reais conversion used in this Transfer Report is R\$ 4.0025.



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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\$ 633,741.26
Royalties – more than 5% (Law N° 9,478 of August 6, 1997)	R\$ 475,305.94
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\$ 298,845.20
<b>Total amount transferred to RJS Oil Revenues Dedicated Account</b>	<b>R\$ 1,407,892.40</b>

<b>Statutory Oil Revenue Allocations by RJS</b>	<b>Amount</b>
PASEP (Program for the Formation of Assets of Public Servants)	(R\$ 14,078.91)
FECAM (State Fund for Environmental Conservation and Urban Development)	(R\$ 61,848.12)
Municipalities within RJS	(R\$ 156,850.96)
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\$ 232,777.99)</b>

<b>Assigned Oil Revenues and Assigned Oil Revenue Rights</b>	<b>Amount</b>
RJS Oil Revenues and RJS Oil Revenue Rights	R\$ 1,407,892.40
RJS Oil Revenue Allocations	(R\$ 232,777.99)
<b>Net amount transferred to Collections Account</b>	<b>R\$ 1,175,114.41</b>



## Section (B) – Detailed Collections Account Waterfall

Collections Account Waterfall		Amount
Priority	Description	
First	Taxation Expenses Transfer Amount	(R\$ 2,413.64)
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\$ 635,169.66)
	(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\$ 68,450.80)
	(iii) to the holder of the Sponsor Note and/or RJS	(R\$ 469,080.31)
Fourth	(i) (A), (B), (C) and (D)	R\$ 0.00
	(ii) to the holder of the Sponsor Note and to RJS	R\$ 0.00
<b>Total Debt</b>		<b>(R\$ 1,175,114.41)</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 third priority of the Collections Account Waterfall, item (iii), 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\$ 158,693.23)
	(ii) to the Special Interest Trigger Event Reserve Account	(US\$ 17,102.01)
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\$ 117,196.83)
<b>Total Debt</b>		<b>(US\$ 292,992.07)</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) 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	599,625,234.23	25,695,140.54	239,850,093.69	334,080,000.00
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) Senior Series 2014-2 Special Interest Principal Balance = US\$ 334,080,000.00

$$(c) = (X) = \text{US\$ } 334,080,000.00$$

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

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

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

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



**(i) 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\$ 1,175,114.41
Taxation Expenses Transfer Amount	(R\$ 2,413.64)
<b>Remaining Amounts</b>	<b>R\$ 1,172,700.77</b>

5) Trigger Event Reserve Account Transfer Amount (TERA)

$$TERA = [0.6 \times US\$ 292,992.07] \times \left\{ \frac{US\$ 3,100,000,000.00}{[US\$ 3,100,000,000.00 + US\$ 334,080,000.00]} \right\}$$

$$TERA = [US\$ 175,795.24] \times 0.902716302 = \mathbf{US\$ 158,693.23}$$





## (ii) 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	599,625,234.23	25,695,140.54	239,850,093.69	334,080,000.00
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)

$$(X) \text{ Senior Series 2014-2 Special Interest Principal Balance} = \text{US\$ } 334,080,000.00$$

$$(b) = (X) = \text{US\$ } 334,080,000.00$$

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

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

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

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



**(ii) 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\$ 1,175,114.41
Taxation Expenses Transfer Amount	(R\$ 2,413.64)
<b>Remaining Amounts</b>	<b>R\$ 1,172,700.77</b>

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

$$SITERA = [0.6 \times US\$ 292,992.07] \times \left\{ \frac{US\$ 334,080,000.00}{[US\$ 3,100,000,000.00 + US\$ 334,080,000.00]} \right\}$$

$$TERA = [US\$ 175,795.24] \times 0.097283698 = \mathbf{US\$ 17,102.01}$$



### (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, 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

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

$$IOF = \text{US\$ } 158,693.23 \times 0.38\% = \text{US\$ } 603,03 \text{ (R\$ } 2,413.64)$$



## Section (E) – Transaction Accounts Balance

Collections Account		Amount
Date	Description	
12/18/15	Balance	R\$ 0.00
12/21/15	Assigned Oil Revenues and Assigned Oil Revenue Rights	R\$ 1,175,114.41
12/21/15	Taxation Expenses Transfer Amount	(R\$ 2,413.64)
12/21/15	To the Trigger Event Reserve Account	(R\$ 635,169.66)
12/21/15	To the Special Interest Trigger Event Reserve Account	(R\$ 68,450.80)
12/21/15	To the Waiver Fee Account	(R\$ 469,080.31)
<b>Final Balance as of the close of business of December 22, 2015</b>		<b>R\$ 0.00</b>

Series 2014-2 Special Series Account		Amount
Date	Description	
12/18/15	Balance	R\$ 108,368,743.75
<b>Final Balance as of the close of business of December 22, 2015</b>		<b>R\$ 108,368,743.75</b>

Series 2014-2 Special Debt Service Reserve Account		Amount
Date	Description	
12/18/15	Balance	R\$ 108,368,743.75
<b>Final Balance as of the close of business of December 22, 2015</b>		<b>R\$ 108,368,743.75</b>

Special Interest Liquidity Reserve Account		Amount
Date	Description	
12/18/15	Balance	R\$ 70,974,677.69
<b>Final Balance as of the close of business of December 22, 2015</b>		<b>R\$ 70,974,677.69</b>

Special Interest Trigger Event Reserve Account		Amount
Date	Description	
12/18/15	Balance	R\$ 18,303,007.41
12/21/15	Special Interest Trigger Event Reserve Account	R\$ 68,450.80
<b>Final Balance as of the close of business of December 22, 2015</b>		<b>R\$ 18,371,458.21</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	Name	
Debt	11249600	Revenue Account	(US\$ 158,693.23)
Credit	11250100	Trigger Event Reserve Account	US\$ 158,693.23