



**EQUATORIAL ENERGIA S/A**  
**Corporate Taxpayer's ID (CNPJ/MF) 03.220.438/0001-73**  
**Corporate Registry (NIRE) 2130000938-8**  
**Publicly-Held Company**

**MINUTES OF THE BOARD OF DIRECTORS' MEETING**  
**HELD ON APRIL 28, 2010**

**1. DATE, PLACE AND TIME:** On April 28, 2010, at the branch of Equatorial Energia S.A., in the City of Rio de Janeiro, at Avenida Borges de Medeiros, nº 633 – Gr. 708 – Leblon, Offices Shopping Leblon, CEP 22.430-041, at 03:00 pm.

**2. CALL:** Call through electronic mail sent to all members of this Board.

**3. QUORUM AND ATTENDANCE:** The following members of this board attended the meeting: Firmino Ferreira Sampaio Neto, Carlos Augusto Leone Piani, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Paulo Jerônimo Bandeira de Melo Pedrosa, Celso Fernandez Quintella and Alexandre Gonçalves Silva.

**4. PRESIDING BOARD:** Chairman: Carlos Augusto Leone Piani; Secretary: José Silva Sobral Neto.

**5. RESOLUTIONS:** The meeting started and was presided over by Chairman Mr. Carlos Augusto Leone Piani, who invited Mr. José Silva Sobral Neto to be the secretary, and the following resolutions were approved by unanimous vote:

- 5.1.** To authorize the change of one of the newspapers in which the Company presents its legal publications, from “Valor Econômico” to “Folha de São Paulo”. Therefore, as soon as informed to the shareholders, pursuant to article 289, paragraph 3 of the Brazilian Corporation Law, the Company’s legal publications will be carried out only in the following newspapers: “Diário Oficial do Estado do Maranhão”, “O Estado do Maranhão” and “Folha de São Paulo”;
- 5.2.** To amend the offer of joint corporate suretyship, in favour of Companhia Energética do Maranhão – CEMAR up to R\$25,000,000.00 (twenty five millions reais), for Banco Votorantim S.A., specifically to guarantee the financing operations granted by BNDES/FINAME PSI – *Programa de Sustentação do Investimento*, as carried

out by the following contracts: 66476-1, 66483-9, 66472-8, 66474-0, 66482-4, 66473-0 e 66470-4, signed by CEMAR and Banco Votorantim S.A.

- 5.3.** To authorize the Board of Directors to perform the necessary acts in order to execute the operation mentioned in the item above.
- 5.4.** To approve the drawing up of these minutes in the form of a summary of the facts, pursuant to paragraph 1, of Article 130 of the Brazilian Corporation Law, authorizing hereby the publication of the Minutes without the shareholders' signatures, pursuant to paragraph 2, Article 130 of the Brazilian Corporation Law.

**6. CLOSURE:** There being no further business to discuss, these minutes were drawn up which, after being read and approved, were signed by all in attendance.

**7. ATTENDEES' SIGNATURE:** **Chairman:** Carlos Augusto Leone Piani, **Secretary:** José Silva Sobral Neto, **Members of the Board of Directors:** Firmino Ferreira Sampaio Neto, Carlos Augusto Leone Piani, Gilberto Sayão da Silva, Alessandro Monteiro Morgado Horta, Paulo Jerônimo Bandeira de Melo Pedrosa, Celso Fernandez Quintella and Alexandre Gonçalves Silva.