CNPJ/MF 02.474.103/0001-19 – NIRE 4230002438-4
A Publicly Listed Company – CVM Registration 1732-9

MINUTES OF THE TWENTY-SIXTH EXTRAORDINARY GENRAL MEETING OF TRACTEBEL ENERGIA S.A.

On December 30, 2010 at 11:00 a.m. at the Company's registered offices at Rua Antônio Dib Mussi, 366, Centro, in the city of Florianópolis, capital of the state of Santa Catarina, a meeting was held of the shareholders of Tractebel Energia S.A., representing the majority of the capital stock with voting rights as recorded in the registrations and signatures in the "Shareholders Attendance Register" for the purpose of deliberating and voting the items on the Day's Agenda. Opening the meeting's proceedings, Jan Franciscus Maria Flachet was chosen as chair, the latter proposing as secretary José Moacir Schmidt, this proposal being accepted. Opening the agenda, the Chairman welcomed the shareholders as well as Manoel Arlindo Zaroni Torres, CEO and Shareholder of the Company, Carlos Guerreiro Pinto, a member of the Fiscal Council of the Company and Diogo Marcos Chiodini, representative of BDO Auditores Independentes. The Chair then notified attendees that these minutes would be drafted in summarized format pursuant to Article 130, Paragraph 1 of Law 6.404/76, and that this Meeting had been regularly convened by a notice published on December 15, 16 and 17, 2010 in the newspaper *Notícias do Dia*, pages 26, 10 and 27, respectively, and in the *Diário Oficial do Estado de Santa Catarina*, pages 95, 99 and 79, respectively, and made available to the shareholders in the Internet pages of the Company, the CVM and BM&FBovespa, requesting that I read as transcribed below: "***EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING – CONVENING NOTICE*** *- Pursuant to the legal and statutory provisions, the Shareholders of TRACTEBEL ENERGIA S.A. ("Tractebel" or "Company") are hereby convened to the Extraordinary General Meeting to be held on December 30, 2010, beginning at 11:00 a.m. at the Company's registered offices at Rua Antônio Dib Mussi 366, Centro, CEP 88015-110 in the city of Florianópolis, capital of the state of Santa Catarina with the following Day's Agenda: EXTRAORDINARY GENERAL MEETING: 1. To approve the Valuation Report for the incorporation of Ponte de Pedra Energética S.A. by Energia América do Sul Ltda. and the latter by the Company; 2. To approve the total incorporation of Energia América do Sul Ltda. by Tractebel, pursuant to the Protocol for Incorporation of Shares and Company and Instrument of Justification; and 3. To authorize the Executive Board of Tractebel to practice all the necessary acts to execute the incorporation of Energia América do Sul Ltda. by the Company. Pursuant to the provisions of Law 6.404/1976 ("LS/A") and CVM Instruction 481/2009, we inform that the following documents are held at the disposal of the shareholders at the Company's registered offices as well as in the Internet pages of the Company (www.tractebelenergia.com.br), of the BM&FBOVESPA (www.bmfbovespa.com.br) and the Brazilian Securities and Exchange Commission (www.cvm.gov.br): (i) Valuation Report for the operation of Incorporation of Ponte de Pedra Energética S.A. by Energia América do Sul Ltda and the latter by the Company ("Operation") prepared by BDO Auditores Independentes; (ii) Protocols of Incorporation and Instrument of Justification for Incorporation of Ponte de Pedra Energética S.A. by Energia América do Sul Ltda. and the latter by the Company, and their respective Addendum Agreements 1; and (iii) the report of the Fiscal Council of the Company with respect to the Operation. Pursuant to the applicable legislation and Article 13 of the Bylaws, the shareholders shall substantiate their status as such at least 72 (seventy-two) hours before*

the Meeting is scheduled to be held, by delivering during business hours to the Company's registered offices, care of U.O. Assuntos Jurídicos, documents corroborating their ownership of the shares of Tractebel. Florianópolis (SC), December 15, 2010. Maurício Stolle Bähr – Chairman of the Board of Director". **Resolutions**: Proceeding with the meeting, the Chair presented the first item on the day's Agenda of this Meeting for discussion: 1. To approve the Valuation Report for the incorporation of Ponte de Pedra Energética S.A. by Energia América do Sul Ltda. and the latter by the Company. Opening discussions the Chair notified that present at the meeting was Diogo Marcos Chiodini, representative of BDO Auditores Independentes, a company engaged to prepare valuation reports for Ponte de Pedra Energética S.A. ("PPESA") and Energia América do Sul Ltda. ("EAS"), able to render clarifications deemed necessary. Following detailed analysis of the reports and the matter having been put to the vote, the shareholders, **on a unanimous vote and without any restrictions and with the abstention of the fund** CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM, approved *(i)* the Valuation Report of the Net Asset Book Value of PPESA for its integral incorporation by the controlling company EAS, and *(ii)* the Valuation Report of the Net Asset Book Value of EAS for its integral incorporation by its controlling company Tractebel Energia S.A., both reports prepared by BDO Auditores Independentes on December 10, 2010, the latter report to be filed for registration with the Companies' Registry for the State of Santa Catarina ("JUCESC") in the form of an attachment to the excerpt of these minutes. And the valuation report of PPESA shall be filed for registration with JUCESC in the form of an attachment to the corporate act of EAS approving the operation for incorporation of PPESA. **The Chairman then put the second item on the Agenda of the Day for discussion by the floor**, 2. To approve the total incorporation of Energia América do Sul Ltda. by Tractebel, pursuant to the Protocol for Incorporation of Shares and Company and Instrument of Justification clarifying initially that the matter had been approved unanimously by the Company's Board of Directors at its 104th Meeting of June 17, 2010 and at its 106th Meeting of September 30 2010, that all the documents and information with respect to the operation were held at the disposal of the shareholders and the market in the Internet pages of the Company, of the Brazilian Securities and Exchange Commission - CVM and of the BM&FBovespa, that that the objective of the operation is the reduction of the current organizational structure, the cutting of costs, the creation of shareholder value, the rationalization and optimization of the investments, as well as to facilitate the unification, standardization and rationalization of the general administration of the businesses of the Company and to permit the elimination of the management costs which the maintenance of the corporations would impose. The matter having been put to the vote, the shareholders, **on a unanimous vote and without any restrictions and with the abstention of the fund** CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM, approved the incorporation of the company Energia América do Sul Ltda. by the Company, all in accordance with the Protocol of Incorporation and Instrument of Justification for the Incorporation of Energia América do Sul Ltda. by Tractebel Energia S.A., its Addendum Agreement 1 and the opinion of the Company's Fiscal Council, documents which are hereby transcribed: "***PROTOCOL OF INCOPORATION AND INSTRUMENT OF JUSTIFICATION FOR THE INCORPORATION OF ENERGIA AMÉRICA DO SUL LTDA. BY TRACTEBEL ENERGIA S.A. -*** *(a)* ***ENERGIA AMÉRICA DO SUL LTDA.****, a private corporate entity with its registered offices in the city of Florianópolis, state of Santa Catarina at Rua Antônio Dib Mussi, 366 - parte, Centro, CEP 88015-110, registered in the corporate tax registry (CNPJ/MF) under number 02.695.010/0001-14, in this act represented*

*pursuant to its Articles of Association by its legal representatives who have signed hereunder (hereafter denominated simply "**EAS**" or "**INCORPORATED COMPANY**"); and, on the other hand, (b) **TRACTEBEL ENERGIA S.A.**, a private corporate entity with its registered offices in the city of Florianópolis, state of Santa Catarina, at Rua Antônio Dib Mussi, 366, Centro, CEP 88015-110, registered in the corporate tax register (CNPJ/MF) under number 02.474.103/0001-19, in this act represented pursuant to its Bylaws by its legal representatives who have signed hereunder (hereafter denominated simply "**TRACTEBEL ENERGIA**" or "**INCORPORATOR**"); **RESOLVE** to sign this Protocol of Incorporation and Instrument of Justification, which evidences the agreed conditions in relation to the incorporation of **EAS** by **TRACTEBEL ENERGIA**, pursuant to articles 224, 225, 226 and 252 of Law 6.404 of December 15, 1976, and other applicable legal provisions as follows: **1. BACKGROUND -** 1.1 **EAS** began its activities on August 19, 1998, with an indeterminate duration, being acquired by **TRACTEBEL ENERGIA** on July 12, 1999. 1.2 **EAS** acquired the shareholding control of Ponte de Pedra Energética S.A. on December 13, 2007, with the due agreement of ANEEL (National Electric Energy Agency) through Authorizing Resolution 1.260 of February 26, 2008, and Order 2.222 of June 12, 2008. 1.3 Prior to this incorporation, **EAS** shall incorporate Ponte de Pedra Energética S.A., its wholly owned subsidiary, both companies having already signed the appropriate Protocol of Incorporation and Instrument of Justification. 1.4 In view of the aforementioned incorporation in Item 1.3, **EAS** shall become the successor of Ponte de Pedra Energética S.A. in all its rights and obligations, including with respect to Concession Contract 77/1999 dated October 1,1999 the purpose of which is the harnessing of hydraulic energy capacity located on the Correntes River in the municipalities of Sonora, state of Mato Grosso do Sul, and Itiquira, state of Mato Grosso, denominated the Ponte de Pedra Hydroelectric Scheme with a minimum installed capacity of 176.1 MW, the concession of which was granted under the Decree of January 13, 1999, published in the Federal Government's Official Gazette (Diário Oficial da União) of January 14, 1999. 1.4 By virtue of the strategic guidelines of **TRACTEBEL ENERGIA** for administrative and financial simplification and rationalization, **TRACTEBEL ENERGIA** wishes to effect the incorporation of **EAS**, such that as a result of this incorporation, **EAS** shall be extinguished and succeeded by **TRACTEBEL ENERGIA** in all its rights and obligations, including in respect to the Concession Contract 77/1999. **2. JUSTIFICATION, OBJECTIVES AND INTEREST OF THE COMPANIES IN EXECUTING THE OPERATION** - 2.1 **EAS** is a closely held company and **TRACTEBEL ENERGIA** is a publicly held company with its shares traded on the BM&FBOVESPA S.A. Securities, Commodities and Futures Exchange. 2.2 **TRACTEBEL ENERGIA** is holder of 99.99% (ninety-nine, decimal point ninety-nine percent) of the quotas of **EAS**, 0.01% (zero point zero one per cent) of the quotas pertaining to GDF Suez Energy Latin América Participações Ltda. 2.3 In the light of the maintenance of several companies owned by the same group with the same purpose and distinct structures, multiplying administrative and operational costs, this incorporation will provide a greater robustness to the financial structure of **TRACTEBEL ENERGIA**. 2.4 It is the understanding of the Management of both Companies that the simplification of the structure of the group through the corporate and equity restructuring as a result of the operation for incorporation of **EAS** by **TRACTEBEL ENERGIA**, will reduce the current organizational structure, reducing costs, increasing shareholder value, rationalizing and optimizing investments and facilitating the unification, standardization and rationalization of the general administration of the businesses of the companies involved. It should be pointed out that the market has increasingly demanded*

higher standards of corporate governance wherein the corporate structure must be more transparent and less complex permitting the visualization of the results of each one of the businesses. Another dominating reason for incorporation is the fine tuning of the Brazilian environmental legislation which implies the need for centralized management of guidelines and actions involving environmental responsibility. 2.5 Additionally, the incorporation proposed will not result in any loss for current shareholders/quota holders of ***TRACTEBEL ENERGIA*** *and* ***EAS****, pursuant to the principle of fairness, enshrined in the report of the OECD (Organization for Economic Cooperation and Development) as the basis for the Board of Directors actions, given that* ***TRACTEBEL ENERGIA*** *already controls, manages and maintains* ***EAS*** *and the Ponte de Pedra Hydroelectric Power Plant with its own management through a service provision contract. 2.6 As a result the incorporation described in this instrument is justifiable from the economic, financial and operational point of view and will bring benefits to both Companies, to their shareholders/quota holders and to the clients as a whole, since it will allow the capture of synergies, the optimization in the use of human and material resources, thus providing greater agility to the operational and administrative activities, greater financial capacity, expansion and diversification of the alternatives related to eventual raising of funding and reduction in operational costs, enhancing returns and increasing investment capacity. 2.7 Equally, it should be noted that the operation will not create anti-competition effects and will not result in any impacts in the market for electric energy generation, merely evidencing the internal corporate restructuring of the same economic group, given that currently* ***EAS*** *is directly and almost wholly owned by* ***TRACTEBEL ENERGIA****, both pertaining to the GDF SUEZ group. 2.8 The said operation fully preserves the possibility of the regulator and the inspection duties of the transferring agency to undertake the technical inspection of the work with respect to the harnessing of the hydraulic potential strictly in conformity with Article 17 of Decree 2.003/1996. 2.9 Conversely,* ***EAS*** *has already signed the Protocol of Incorporation and Instrument of Justification and is already taking the necessary steps for the incorporation of Ponte de Pedra Energética S.A., the concessionaire for the Ponte de Pedra Hydroelectric Power Plant, becoming, prior to this incorporation, the successor of the rights and obligations arising from the Concession Contract 77/1999. 2.10 It should be pointed out the Sixth Sub clause of the Second Clause to the Concession Contract 77/1999 provides for the possibility of transfer of the concession and shareholding control, against the prior agreement of ANEEL, to a company with proven technical and economic/financial conditions provided for in the Bidding Notice which gave rise to the concession, conditional on this company committing to execute the contract in accordance with its clauses and legally prevailing norms. 2.11* ***TRACTEBEL ENERGIA*** *fulfills all the necessary requirements to the incorporation and transfer of the intended concession, both in relation to its legal and fiscal regularity as well as its financial reputation and technical capacity, given that* ***TRACTEBEL ENERGIA*** *is a company consolidated in the market, already operating as a generator of electric energy in the position of Independent Producer. 2.12 Finally,* ***TRACTEBEL ENERGIA****, as a result of the incorporation and pursuant to Article 227 of Law 6.404/1976, shall succeed* ***EAS*** *in all the rights and obligations relative to the incorporated assets which shall be duly evaluated in the Valuation Report prepared by the nominated company pursuant to the provisions of this instrument.* ***3.CAPITAL OF THE INCORPORATED COMPANY AND THE INCORPORATOR*** *- 3.1 The capital of* ***TRACTEBEL ENERGIA****: The subscribed and paid in capital stock of* ***TRACTEBEL ENERGIA*** *is R$ 2,445,766,091.90 (two billion, four hundred and forty-five million, seven hundred and sixty-six thousand, ninety-one reais and*

*ninety centavos) divided into 652,742,192 (six hundred and fifty-two million, seven hundred and forty-two thousand, one hundred and ninety-two) shares, all of them common, nominative and with no face value. 3.2 The capital of **EAS**: the subscribed and paid in capital stock of **EAS**, already considering the incorporation of Ponte de Pedra Energética S.A., is R$ 797,469,877.00 (seven hundred and ninety-seven million, four hundred and sixty-nine thousand, eight hundred and seventy-seven reais), divided into 797,469,877 (seven hundred and ninety-seven million, four hundred and sixty-nine thousand, eight hundred and seventy-seven) quotas:*

Quota Holders	***Total Number***
GDF Suez Energy Latin América Participações Ltda.	*1*
Tractebel Energia	*797,469,876*
Total	*797,469,877*

4. DONATION OF THE QUOTAS OF THE INCORPORATED COMPANY** - 4.1 Pursuant to the attached Conditional Donation Agreement which from hereinafter will be an integral and indissolvable part of this instrument, the minority quota holder of **EAS**, GDF Suez Energy Latin América Participações Ltda., agrees to the execution of the operation of incorporation, donating the totality of its quotas to **TRACTEBEL ENERGIA**, this donation being conditional only on the approval of the incorporation by the Extraordinary General Meeting of **TRACTEBEL ENERGIA**, for this reason the net asset value of **TRACTEBEL ENERGIA** not being evaluated and the substitute value of the shares and reimbursement of the corporate stakes which it holds in the said company, in the event of dissent, being informed given that the said information is not applicable to this instrument. **5. QUOTAS AND COMPANY TO BE INCORPORATED** - 5.1 The assets of **EAS** shall be transferred to **TRACTEBEL ENERGIA** at the respective book values. The criterion is justified by the fact that **EAS,** by virtue of the donation pursuant to Item 4, above, shall become a wholly owned subsidiary of **TRACTEBEL ENERGIA** and its net assets shall pertain exclusively to **TRACTEBEL ENERGIA**, being represented in its assets by the quotas of the capital of **EAS**. 5.2 The sum total of the quotas of **EAS** pertaining to **TRACTEBEL ENERGIA** having been extinguished as a result of the operation of incorporation, their value being substituted in the account statements of **TRACTEBEL ENERGIA** for the assets of **EAS**, without the occurrence of any change in the value at which the latter are booked. 5.3 The net assets of **EAS** to be transferred to **TRACTEBEL ENERGIA** shall be evaluated by a specialized company pursuant to Article 8 of Law 6.404/1976, this company to effect the evaluation in the Valuation Report at book value on the basis of elements contained in the balance sheet of **EAS** raised at November 30, 2010. 5.4 The variations in asset values occurring between November 30, 2010 and the date of the effective incorporation of **EAS** by **TRACTEBEL ENERGIA** shall be appropriated to each one of the corresponding companies and the repercussion of all the acts and facts which occur after the date of the envisaged operation shall be absorbed by **TRACTEBEL ENERGIA**. 5.5 Since **EAS** shall become a wholly owned subsidiary of **TRACTEBEL ENERGIA**, as provided for above, there shall be no issue of any shares to the capital stock of **TRACTEBEL ENERGIA**, this to remain unaltered. Consequently there shall no amendment to the Bylaws of **TRACTEBEL ENERGIA**. 5.6 In the light of the foregoing, **EAS** and **TRACTEBEL ENERGIA** shall respectively hold a Meeting of Partners and an Extraordinary General Meeting in order to formalize what has been established in this instrument pursuant to Article 227 of Law 6.404/1976, it being incumbent on **TRACTEBEL ENERGIA** to file the acts of the incorporation in the appropriate commercial registers and for the subsequent publication of the same. **6.

APPOINTMENT OF AN EVALUATION COMPANY *- 6.1 For the purposes of verification and valuation of the net assets of* ***EAS****, the signatories of this instrument agree to appoint as evaluating company,* ***BDO Auditores Independentes****, with its head office at Avenida Rio Branco, 404 – Centro, Florianópolis, Santa Catarina, registered in the corporate tax register (CNPJ/MF) under number 52.803.244/0016-92, this appointment to be submitted for the approval of the Extraordinary Meeting of* ***Tractebel Energia*** *and a Meeting of Partners of* ***EAS*** *and which will approve this instrument. It should be pointed out that this company has no conflict of interest or communion of interests with the Companies, their shareholders or quota holders. 6.2 The said appointed evaluating company shall prepare a preliminary Valuation Report, which shall be made available to the shareholders and quota holders of both Companies pursuant to the convening notices for the Extraordinary General Meeting and the Meeting of Partners required for the approval of this instrument, such that this may be may be examined and subsequently be the object of a resolution. On this same occasion, the evaluating company shall present the final Valuation Report for approval.* ***7. ADDITIONAL CONDITIONS RELATIVE TO THE INCORPORATION*** *- 7.1 An Extraordinary General Shareholders Meeting of* ***TRACTEBEL ENERGIA*** *and a Meeting of Partners of* ***EAS*** *shall be held to appreciate and decide with respect to the operation for incorporation. 7.2 As from the effective incorporation,* ***TRACTEBEL ENERGIA*** *shall become owner, by succession, and shall assume all the property, rights and obligations of* ***EAS****, including the Concession Contract 77/1999, the contracts for the supply of goods and services, agreements, real estate, legal actions, demands, among others. 7.3* ***TRACTEBEL ENERGIA*** *agrees and adheres without qualification to the conditions and clauses of the Concession Contract 77/1999 and to the legal and regulatory norms prevailing as of this date, applicable to the concession for the use of a public utility for generation of electric energy. 7.4 The transfer of property, rights and obligations relative to the activities of generation shall also comply with the specific acts issued by the Transferring Authority in accordance with the prevailing legislation. 7.5 This instrument and any other information or documents used in the planning, evaluation, promotion and execution of the operation of incorporation shall be made available to all the shareholders/quota holders of the Companies as from the date of publication of the conditions of the operation, at the registered offices of* ***TRACTEBEL ENERGIA****, located in the city of Florianópolis, state of Santa Catarina at Rua Antônio Dib Mussi, 366, Centro, from 9:00 a.m. to 6:00 p.m. from Monday to Friday. 7.6 The operation for incorporation having been approved by the shareholders of* ***TRACTEBEL ENERGIA****, it shall be incumbent on the Management of* ***TRACTEBEL ENERGIA*** *to promote the filing and publication of all the acts relative to the incorporation. 7.7 The information registered in this draft is provided incompliance with the principles of disclosure, accountability and compliance, pursuant to the report of the OECD (Organization for Economic Cooperation and Development) as a basis for the actions of the Board of Directors. 7.8 Omissions, where the case, shall be governed by the legal norms pertaining to the matter. 7.9 The Companies and their respective Managements elect the Courts of the Jurisdiction of Florianópolis, Capital of the State of Santa Catarina, to resolve eventual disputes arising from this instrument. In witness whereof, the parties execute this instrument in 03 (three) counterparts in the presence of the two (2) undersigned witnesses. Florianópolis, July 2, 2010.* ***TRACTEBEL ENERGIA S.A.****, Manoel Arlindo Zaroni Torres - CEO; and Eduardo Antonio Gori Sattamini – CFO and Investor Relations Officer -* ***ENERGIA AMÉRICA DO SUL LTDA.****, Manoel Arlindo Zaroni Torres - CEO; and Eduardo Antonio Gori Sattamini – Administration and Finance Officer - Witnesses: Ronaldo Dutra Ferreira, bearer of Brazilian*

*ID 3329751-SC and registered in the tax register (CPF) under number 910.670.819-68, and Yuri Müller Ledra, bearer of Brazilian ID 3779525-2/SC, and registered in the tax register(CPF) under number 043.739.269-48"; "**ADDENDUM AGREEMENT 1 TO THE PROTOCOL OF INCORPORATION AND INSTRUMENT OF JUSTIFICATION, TO WHICH ENERGIA AMÉRICA DO SUL LTDA. AND TRACTEBEL ENERGIA S.A., ARE PARITIES AS FOLLOWS:** (a) **ENERGIA AMÉRICA DO SUL LTDA.**, a private corporate entity with its registered offices in the city of Florianópolis, state of Santa Catarina at Rua Antônio Dib Mussi, 366 - parte, Centro, CEP 88015-110, registered in the corporate tax register (CNPJ/MF) under number 02.695.010/0001-14, in this act represented pursuant to its Articles of Association by its undersigned legal representatives (hereafter denominated simply "**EAS**" or **"INCORPORATED COMPANY**"); and on the other hand, (b) **TRACTEBEL ENERGIA S.A.**, a private corporate entity with its registered offices in the city of Florianópolis, state of Santa Catarina at Rua Antônio Dib Mussi, 366, Centro, CEP 88015-110, registered in the corporate tax register (CNPJ/MF) under number 02.474.103/0001-19, in this act represented pursuant to its Bylaws by its undersigned legal representatives (hereafter denominated simply "**TRACTEBEL ENERGIA**" or "**INCORPORATED COMPANY**); have between them agreed to sign this Addendum Agreement 01 to the Protocol of Incorporation and Instrument of Justification, signing on July 2, 2010, in accordance with the following items, sub items and conditions: **1 - OBJECTIVE** - 1.1 It is the objective of this Addendum Agreement to proceed to the amendment of Sub item 6.2. of the Protocol of Incorporation and Instrument of Justification. **2 – ITEMS AMENDED** - 2.1 The Sub item 6.2. shall now come into effect with the following wording: "6.2 The aforementioned appointed evaluating company, if duly approved, shall prepare a preliminary Valuation Report, which shall be made available to the shareholders and quota holders of both Companies pursuant to the convening notices for the Extraordinary General Meeting and the Meeting of Partners required for the approval of this instrument, such that this may be the subject of examination and resolution." **3 – FINAL PROVISIONSS** - 3.1 All other items, sub items and conditions of the Protocol of Incorporation and Instrument of Justification shall remain unaltered, ratified and in full force and effect, where not expressly modified by this Addendum Agreement. 3.2 This Addendum Agreement shall become an integral and indissolvable part of the Protocol of Incorporation and Instrument of Justification. In witness whereof, the parties execute this instrument in 03 (three) counterparts in the presence of the two(2) undersigned witnesses. Florianópolis, September 30, 2010. **TRACTEBEL ENERGIA S.A.**, Manoel Arlindo Zaroni Torres - CEO; and Eduardo Antonio Gori Sattamini – CFO and Investor Relations Officer - **ENERGIA AMÉRICA DO SUL LTDA.**, Manoel Arlindo Zaroni Torres -CEO; and Eduardo Antonio Gori Sattamini – Administration and Finance Officer - Witnesses: Osmar Osmarino Bento, registered in the tax register (CPF) under number 691.060.889-53, bearer of Brazilian ID number 1.665.359-SSI/SC, and Yuri Müller Ledra, registered in the tax register (CPF) under number 043.739.269-48 and bearer of Brazilian ID number 3.779.525-2-SSP/SC"; and "**OPINION OF THE FISCAL COUNCIL** – The members of the Fiscal Council of the Company Tractebel Energia S.A., Paulo de Resende Salgado, Carlos Guerreiro Pinto and Manoel Eduardo Lima Lopes, undersigned, following the examination of the Protocol of Incorporation and Instrument of Justification for the incorporation of Ponte de Pedra Energética S/A by Energia América do Sul Ltda and of the Protocol of Incorporation and Instrument of Justification for the incorporation of Energia América do Sul Ltda by Tractebel Energia S/A, of the Report of the Valuation of the Book Net Asset Value of Ponte de Pedra*

Energética S/A and Energia América do Sul Ltda, both prepared by BDO Auditores Independentes, of the consolidated balance sheet of América do Sul Ltda., all with respect to the incorporation of the company Ponte de Pedra Energética S/A into Energia America do Sul Ltda. and of the latter into Tractebel Energia S/A, these documents to be an integral part of this opinion as an Attachment, and taking into consideration these documents, do declare that the incorporations of the company Ponte de Pedra Energética S/A into Energia America do Sul Ltda. and the latter into Tractebel Energia S/A are apt for examination by the General Shareholders' Meeting of the Company, as soon as approval is forthcoming from ANEEL. Rio de Janeiro, December 13, 2010. Paulo de Resende Salgado – President of the Council; Carlos Guerreiro Pinto – Councilor; and Manoel Eduardo Lima Lopes – Councilor". Hence, the company Energia América do Sul Ltda. is hereby declared extinguished and all its assets and liabilities absorbed by Tractebel Energia S.A., which shall succeed it in all its property rights and obligations, covering but not limited to, real estate, brand names, rights of use, registers, licenses, contracts, agreements, legal and administrative actions, authorizations and concessions, especially the Concession Contract 77/1999, without any release from continuity. 3. To authorize the Executive Board of Tractebel to practice all the necessary acts to execute the incorporation of Energia América do Sul Ltda. by the Company. The matter having been put to the vote, the shareholders, **on a unanimous vote and without any restrictions**, gave approval to the managers of Tractebel Energia S.A. to practice all acts necessary for the execution of the operation of total incorporation of the company EAS by Tractebel Energia S.A., promoting with the appropriate Public Authorities the due extinguishment of the company EAS, including among other measures, the cancellation of the CNPJ and other fiscal enrollments of the **INCORPORATED COMPANY,** further promoting the amendment in the registers and records with the appropriate Real Estate Registry Offices with respect to the real estate property of EAS received in succession to PPESA as a result of the incorporation of PPESA by EAS, and further, to sign the Third Addendum Agreement to the Concession Contract for Generation 77/1999, pursuant ANEEL Authorizing Resolution 2.647 of December 14, 2010, and, in summary, to promote with any organs or entities, whether public or privates, particularly company registries, all acts that are necessary for the total incorporation of EAS by Tractebel Energia S.A. and its subsequent extinguishment. **Conclusion:** Placing the floor at the disposal of shareholders and with no manifestations therefrom, the Chairman thanked those present, declaring the work of the current General Meeting concluded and requesting that these Minutes be drafted. The Minutes, having been read and found in conformity, were signed by the Chairman and by the shareholders present, representing more than 2/3 (two thirds) of the Company's voting capital, and by me as Secretary, extracting the necessary copies for all legal purposes. Florianópolis, December 30, 2010.

Chair:

Jan Franciscus Maria Flachet	José Moacir Schmidt
Chairman and Shareholder	Secretary and Shareholder

(Signatures continue on the next page)

(Continuing page of signatures to the minutes of the 26th EGM of Tractebel Energia S.A. held on December 30 2010)

Shareholders:

GDF SUEZ ENERGY LATIN AMERICA PARTICIPAÇÕES LTDA

BANCO CLÁSSICO S.A. MANOEL A. ZARONI TORRES

PATRICK CHARLES CLEMENT OBYN
Funds represented by CITIBANK N.A., the latter represented by Escritório Mesquita Pereira, Marcelino, Almeida, Esteves Advogados, in the person of lawyer Ricardo Pereira Giacon:

PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO;
STATE STREET EMERGING MARKETS;
PANAGORA GROUP TRUST;
CAISSE DE DEPOIT ET PLACEMENT DU QUEBEC ;
BLACKROCK LATIN AMERICA FUND, INC;
BRAZIL MSCI EMERGING MARKETS INDEX COMMON TRUST FUND;
WEST VIRGINIA INVESTMENT MANAGEMENT BOARD;
THE PENSION RESERVES INVESTMENT MANAGEMENT BOARD;
IMPERIAL EMERGING ECONOMIES POOL;
EATON VANCE TAX-MANAGED EMERGING MAKETS FUND;
IBM SAVINGS PLAN;
SSGA ACTIVE EMERGING MARKETS SECURITIES LENDING QP COM TR FD;
CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND;
JOHN HANCOCK TRUST UTILITIES TRUST;
CIBC EMERGING MARKETS INDEX FUND;
STATE OF CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM;
DOMINION RESOURCES INC. MASTER TRUST;
SOUTHERN CA EDISON CO NUCLEAR FAC QUAL CPUC DECOM M T FOR SAN ONOFRE AND PALO VERDE NUC GEN STATIONS;

(Signatures continue on the next page)

(Continuing page of signatures to the minutes of the 26th EGM of Tractebel Energia S.A. held on December 30 2010)

IVY GLOBAL NATURAL RESOURCES FUND;
COLONIAL FIRST STATE WHOLESALE GLOBAL EMERGING MARKETS FUND;
COLLEGES OF APPLIED ARTS AND TECHNOLOGY PENSION PLAN;
STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAX EXEMPT RETIREMENTS PLANS;
KANSAS PUBLIC EMPLOYEES RETIREMENT SYSTEM;
THE GENESIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS;
GENESIS EMERGING MARKETS FUND FOR CANADA;
GENESIS EMERGING MARKETS LTD PARTNERSHIP;
GENESIS EMERGING MARKETS BUSINESS TRUST;
RUSSELL INVESTMENT COMPANY PUBLIC LIMITED COMPANY;
GUIDESTONE FUNDS;
MICROSOFT GLOBAL FINANCE;
TEACHER RETIREMENT SYSTEM OF TEXAS;
JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST B;
JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST A;
MACKENZIE UNIVERSAL WORLD RESOURCE CLASS;
ING MFS UTILITIES PORTFOLIO;
LA COMPAGNIE FINANCIERE EDMOND DE TOTHSCHILD BANQUE;
RAILWAYS PENSION TRUSTEE COMPANY LIMITED;
FLORIDA RETIREMENT SYSTEM TRUST FUND;
W&R TARGET FUNDS, INC. GLOBAL NATURAL RESOURCES PORTFOLIO;
CI EMERGING MARKETS FUND;
CI EMERGING MARKETS CORPORATE CLASS;
CI INTERNATIONAL BALANCED FUND;
CI INTERNATIONAL BALANCED CORPORATE CLASS;
IBM DIVERSIFIED GLOBAL EQUITY FUND;
AT&T UNION WELFARE BENEFIT TRUST;
ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND;
JOHN HANCOCK FUNDS II INTERNATIONAL EQUITY INDEX FUND;
FIRST STATE INVESTMENTS GLOBAL EMERGING M L F A SUB-FUND OF FIRST STATE INV DELAWARE STATUTORY TRUST;
FIRST STATE INVESTMENTS GROUP TRUST;
EMERGING MARKETS EQUITY TRUST 3;
EMERGING MARKETS EQUITY TRUST 4;
EMERGING MARKETS EQUITY POOL;
THE HONEYWELL INTERNATIONAL INC. MASTER RETIREMENT TRUST;
PRUDENTIAL SECTOR FUNDS, INC – PRUDENTIAL UTILITY FUND;

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(Continuing page of signatures to the minutes of the 26th EGM of Tractebel Energia S.A. held on December 30 2010)

EATON VANCE STRUCTURED EMERGING MARKETS FUND;
CN CANADIAN MASTER TRUST FUND;
ESSEX COUNTY COUNCIL;
SELECT INTERNATIONAL EQUITY MANAGED CORPORATE CLASS;
GENESIS EMERGING MARKETS VEBA TRUST;
TREASURY GROUP INVEST SERVICES LTD AS RESPONSIBLE ENTIFY FOR THE TRILOGY EMERGING MARKETS EQUITIES FUND;
THE NORTHWESTERN MUTUAL LIFE INSURANCE CO;
VANGUARD EMERGING MARKETS STOCK INDEX FUND;
TREASURY GROUP INVEST SERVICES LTD AS RESPONSIBLE ENTIFY FOR THE RARE INFRASTRUCTURE VALUE FUND;
THE TEXAS EDUCATION AGENCY;
TURNER INTERNATIONAL CORE GROWTH FUND;
VANGUARD FTSE ALL-WORLD EX-US INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS;
WELLINGTON MANAGEMENT PORTFOLIOS (DUBLIN) P.L.C.;
FONDS VOOR GEMENE REKENING BEROEPSVERVOER REPRESENTED BY STICHTING BEHEER BEROEPSVERVOER;
NORTHWESTERN MUTUAL SERIES FUND, INC. – EMERGING MARKETS EQUITY PORTFOLIO;
NORTHWESTERN MUTUAL SERIES FUND, INC. – RESEARCH INTERNATIONAL CORE PORTFOLIO;
CALVERT WORLD VALUES FUND, INCORPORATED – CALVERT INT OPPORTUNITIES FUND;
WELLINGTON TRUST COMPANY N.A.;
THE GOVERNMENT OF THE PROVINCE OF ALBERTA;
ILLINOIS STATE BOARD OF INVESTMENT;
THE CALIFORNIA ENDOWMENT;
POWERSHARES FTSE RAFI EMERGING MARKETS PORTFOLIO;
NORTHERN TRUST QUANTITATIVE FUND PLC;
COUNTY EMPLOYEES ANNUITY AND BENEFIT FUND OF THE COOK COUNTY;
ROGERSCASEY TARGET SOLUTIONS, LLC;
SCHWAB FUNDAMENTAL EMERGING MARKETS INDEX FUND;
ING WISDOMTREE GLOBAL HIGH- YIELDING EQUITY INDEX PORTFOLIO;
COLLEGE RETIREMENT EQUITIES FUND;
EATON VANCE COLLECTIVE INVESTMENT TRUST FOR EMPLOYEE B;
EMERGING MARKETS EQUITY CORPORATE CLASS;
SELECT INTERNATIONAL EQUITY MANAGED FUND;
CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM;

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(Continuing page of signatures to the minutes of the 26th EGM of Tractebel Energia S.A. held on December 30 2010)

VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS;
TRUSTEES OF THE STATE OF BERNICE PAUAHI BISHOP DBA KAM SCHOOLS;
ADVANCED SERIES TRUST – AST T. ROWE PRICE NATURAL RESOURCES PORTFOLIO;
RARE SERIES EMERGING MARKETS FUND;
RARE SERIES VALUE FUND;
NOMURA INTERNATIONAL EQUITY UMBRELLA FUND-EMERGING EQUITY SERIES 2;
COMGEST GROWTH PLC;
COLONIAL FIRST STATE GLOBAL ASSET MANAGEMENT EQUITY TRUST 3;
THE FUTURE FUND BOARD OF GUARDIANS;
BELLSOUTH CORPORATION RFA VEBA TRUST;
MARSHALL EMERGING MARKETS EQUITY FUND;
ISHARES MSCI BRIC INDEX FUND;
ISHARES MSCI BRAZIL (FREE) INDEX FUND;
PPL SERVICES CORPORATION MASTER TRUST;
EMERGING MARKETS STRATEGIC INSIGHTS NON-LENDABLE FUND B;
EMERGING MARKETS STRATEGIC INSIGHTS NON-LENDABLE FUND;
CANADA PENSION PLAN INVESTMENT BOARD;
OPENWORLD PUBLIC LIMITED COMPANY;
BLACKROCK INSTITUTINAL TRUST COMPANY, N.A.;
BGI EMERGING MARKETS STRATEGIC INSIGHTS FUND LTD;
EMERGING MARKETS SUDAN FREE EQUITY INDEX FUND;
FIDELITY FIXED-INCOME TRUST: FIDELITY SERIES GLOBAL EX U.S. INDEX FUND;
SCHWAB EMERGING MARKETS EQUITY ETF;
ISHARES MSCI EMERGING MARKETS INDEX FUND;
NORTHERN TRUST NON-UCITS COMMON CONTRACTUAL FUND;
WILMINGTON INTERNATIONAL EQUITY FUND SELECT, L.P.;
UAW RETIREE MEDICAL BENEFITS TRUST;
EMERGING MARKETS INDEX NON-LENDABLE FUND B;
EMERGING GLOBAL SHARES INDXX BRAZIL INFRASTRUCTURE INDEX FUND;
FIDELITY SELECT PORTFOLIOS: ENVIRONMENT AND ALTERNATIVE ENERGY PORTFOLIO;
WILLIAM BLAIR COLLECTIVE INVESTMENT TRUST;
THE MONETARY AUTHOROTY OF SINGAPORE;
ISHARES PUBLIC LIMITED COMPANY;
MACQUARIE INVEST MGT LTD AS RESP ENT FOR WELLINGTON MGT (AUS)-

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(Continuing page of signatures to the minutes of the 26th EGM of Tractebel Energia S.A. held on December 30 2010)

GLOBAL RESEARCH EQUITY PORTFOLIO;
ISHARES II PUBLIC LIMITED COMPANY;
TIAA-CREF FUNDS – TIAA-CREF EMERGING MARKETS EQUITY FUND;
TIAA-CREF FUNDS – TIAA-CREF EMERGING MARKETS EQUITY INDEX FUND;
GLOBAL X BRAZIL MID CAP ETF;
MFS LATIN AMERICAN EQUITY FUND;
THE STATE TEACHERS RETIREMENT SYSTEM OF OHIO;
THE ROYAL BANK OF SCOTLAND PLC AS DEPOSITARY OF FIRST STATE GLOBAL EMERGING MARKETS SUSTAINABILITY FUND;
THE ROYAL BANK OF SCOTLAND PLC AS D OF FIRST STATE GLOBAL E.M.L. FUND A SUB FD OF FIRST STATE INV. I;
THE ROYAL BANK OF SCOTLAND PLC AS DEPOSITARY OF FIRST STATE GLOBAL EMERGING MARKETS; and
THE ROYAL BANK OF SCOTLAND PLC AS DEPOSITARY OF FIRST STATE LATIN AMERICA FUND A SUB FUND OF FIRST S.

Funds represented by HSBC Corretora de Títulos e Valores Mobiliários S.A., the latter represented by Escritório Mesquita Pereira, Marcelino, Almeida, Esteves Advogados, in the person of lawyer Ricardo Pereira Giacon:

NORGES BANK;
VANGUARD INVESTMENT SERIES PLC;
RETAIL EMPLOYEES SUPERANNUATION PTY LIMITED;
HEALTH SUPER FUND;
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FD, A SERIES OF VANG STAR FDS;
EMPLOYEES RETIREMENT SYSTEM OF TEXAS;
THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS MASTER TRUST;
UNIVERSITIES SUPERANNUATION SCHEME LTD;
PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO;
FIDELITY INVESTMENT TRUST: FIDELITY DIVERSIFIED INTERNATIONAL FUND; and
FIDELITY INVESTMENTS MONEY MANAGEMENT INC.

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Member of the Fiscal Council of this Company

CARLOS GUERREIRO PINTO

Representative of BDO Auditores Independentes:

DIOGO MARCOS CHIODINI