



ESTÁCIO PARTICIPAÇÕES S.A.
PUBLICLY TRADED COMPANY
REGISTRATION No. 08.807.432/0001-10

NOTICE OF MATERIAL FACT

NOTHING IN THIS NOTICE OF MATERIAL FACT CONSTITUTES AN OFFER TO SELL, NOR A SOLICITATION OF AN OFFER TO BUY, THE SHARES, NOR SHALL THERE BE ANY SALE OF THE SHARES IN ANY STATE OR JURISDICTION IN WHICH THE OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL UNDER THE SECURITIES LAWS OF SUCH STATE OR JURISDICTION. THE SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION, AND, SUBJECT TO CERTAIN EXCEPTIONS, THE SHARES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT).

ESTÁCIO PARTICIPAÇÕES S.A. (the "Company"), in accordance with Rule No. 358 (*Instrução*) of January 3, 2002 issued by the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*, or *CVM*), hereby announces that on August 11, 2010, the Company and its shareholders João Uchôa Cavalcanti Netto and Monique Uchôa Cavalcanti de Vasconcelos (together, the "Selling Shareholders"), filed with the Brazilian National Association of Investment Banks (*ANBIMA – Associação Brasileira das Entidades de Mercados Financeiro e de Capitais*, or ANBIMA) a request of preliminary review for the registration of a primary and secondary public offering of common shares issued by the Company (the "Offer" and the "Shares"). The Selling Shareholders will sell 32,803,240 Shares, and up to 3,280,324 Shares will be issued and sold by the Company, to cover over-allotments, if any. Considering the exercise of the overallotment option, the total Shares to be sold in the Offering will be 36,083,564 Shares. This request will be reviewed pursuant to the simplified review process set out in CVM Rule No. 471, of August 8, 2008 and the ANBIMA Code Regulation and Best Practices for Agreement-Related Activities (*Código de Regulação e Melhores Práticas para Atividades Conveniadas*).

The Shares will be offered to (i) the public in Brazil in the over-the-counter market pursuant to CVM Rule No. 400 of December 29, 2003, (ii) certain qualified institutional buyers (as defined in Rule 144A promulgated under the United States Securities Act of 1933, as amended, or the "Securities Act") in the United States, and (iii) institutional and other investors elsewhere outside the United States and Brazil that are non-U.S. persons (as defined in Regulation S promulgated under the Securities Act), pursuant to exemptions from registration under the Securities Act and in accordance with the procedures set out in the National Monetary Council (*Conselho Monetário Nacional*) Resolution No. 2.689 of January 26, 2000, and in CVM Rule No. 325 of January 27, 2000, as amended.

The offer price will be determined based on a bookbuilding process, which will take into consideration (i) the market price of the Shares at *BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros*; and (ii) the level of interest, based on volume and price demand, indicated during the bookbuilding process. The offer price will be established pursuant to market conditions at the time of pricing. After the Offer, the shareholders' agreement currently in force will be automatically terminated.

The Offer is subject to satisfactory market conditions in local and global capital markets. A Notice to the Market (*Aviso ao Mercado*) will be published in Brazil with further information on (i) the terms and conditions of the Offering, (ii) the locations where copies of the Preliminary Prospectus may be obtained, (iii) the estimated dates of the Offer and where to obtain further information on the Offer, and (iv) the conditions, the procedures, reserve period for the retail offering and the period for the bookbuilding process. The Offer will be commenced upon registration in the CVM.

São Paulo, August 11, 2010

ESTÁCIO PARTICIPAÇÕES S.A.
FÁBIO SANDRI
INVESTOR RELATIONS OFFICER AND FINANCIAL OFFICER