



**ESTÁCIO PARTICIPAÇÕES S.A.**

**CORPORATE TAX ID (CNPJ/MF): 08.807.432/0001-10**

**COMPANY REGISTRY (NIRE): 3330028205-0**

**PUBLICLY-HELD COMPANY**

**MATERIAL FACT**

**Estácio Participações S.A.** (Bovespa: ESTC 11) ("Company"), the largest post- secondary institution in Brazil, in number of students enrolled, pursuant to CVM Instruction 358/02, hereby informs its shareholders and the market that:

1. The Extraordinary Shareholders' Meeting held on this date approved the Company's adherence and migration of its shares to the Novo Mercado trading segment of the São Paulo Stock Exchange - BOVESPA ("Bovespa"), and the consequent amendment of the Company's Bylaws to align them with the regulations of the Novo Mercado.
2. The Company's adherence to the rules of the Bovespa's Novo Mercado trading segment and the migration of its shares from Corporate Governance Level 2 to the Novo Mercado, will be effected through the conversion of all its preferred shares into common shares, which shall take place after July 7, 2008, the deadline for preferred shareholders to exercise their legal withdrawal rights, and in conformity with the Bovespa's procedures.
3. The Extraordinary Shareholders' Meeting held on this date also approved the Stock Option Plan for management, employees and service providers of the Company and its direct or indirect subsidiaries.

Rio de Janeiro, June 13, 2008.

**Estácio Participações S.A.**

João Carlos de Castro Rosas  
CFO and Investor Relations Officer