



ESTÁCIO PARTICIPAÇÕES S.A.

Corporate Taxpayers' Id. (CNPJ/MF): 08.807.432/0001-10

Company Registry No. (NIRE): 33.3.0028205-0

Publicly Held Company

MATERIAL FACT

ESTÁCIO PARTICIPAÇÕES S.A. ("Company" or "Estácio", *Novo Mercado* Bovespa: ESTC3), pursuant to CVM Instruction 358/02 and subsequent amendments, hereby announces to the market and the general public that the Board of Directors' Meeting held on April 29, 2010 ratified the merger of the indirect subsidiaries, **UNISSORI – UNIDADE DE ENSINO SUPERIOR MONTESSORI DE IBIÚNA S/C LTDA.** ("UNISSORI") and **CULTURA E EDUCAÇÃO DE COTIA LTDA** ("CEC"), with the direct subsidiary, **IREP SOCIEDADE DE ENSINO SUPERIOR, MÉDIO E FUNDAMENTAL LTDA.** ("IREP"), pursuant to the Protocol and Justification of Merger filed at the Company's head office.

The merger of UNISSORI and CEC with IREP is aimed at simplifying controls and reducing the administrative and operating costs in order to make information flows and management of the Company's educational institutions more efficient. Consequent to said merger and after the corporate acts relating to said merger are registered with the competent organs, UNISSORI and COTIA will be extinguished and IREP will succeed them to all their rights, assets and obligations.

The valuation of the merged companies was conducted by a specialized company, which submitted the Valuation Report on March 26, 2010.

Finally, we inform that the merger took place after the administrative integration of IREP and the merged companies was concluded, consequent to the Ministry of Education's (MEC) approval for the transfer of the merged companies' authorization to IREP, after the removal of all the impediments to the consolidation of the respective operations in a single legal entity.

Rio de Janeiro, April 30, 2010.

Eduardo Alcalay

Chief Executive, Financial and Investor Relations Officer