



ESTÁCIO PARTICIPAÇÕES S.A.

STATEMENT OF MATERIAL FACT

Rio de Janeiro, July 08, 2008 - Estácio Participações S.A (Bovespa: ESTC11, "Company"), announced today in Brazil, in compliance with Article 137 of Law 6404/76, the close of the period for shareholders dissenting from the decision made at the Shareholders' Meeting held on June 4, 2008, to convert all of the Company's preferred shares into common shares, to exercise withdrawal rights.

The Company further informed that none of its shareholders manifested dissention from the above mentioned decision and therefore the conversion of shares will become effective.

As of July 11, 2008 all the Company's preferred shares will be converted into common shares, the common shares will be grouped (at the ratio of three to one), and:

- (i) the Company's capital stock will be represented by 78,585,066 registered, book-entry, common shares with no par value;
- (ii) the Company's shares will be traded exclusively under the ticker ESTC3 and, consequently, its share deposit certificates, in the form of Units ("ESTC11") will cease to be traded; and
- (iii) the Company's shares will start trading on the *Novo Mercado* segment of the São Paulo Stock Exchange (Bovespa).

João Carlos de Castro Rosas
Investor Relations Officer