



**São Paulo, March 19, 2010** – General Shopping Brasil S/A [Bovespa: GSHP3], a company with significant participation in the Brazilian shopping mall industry, announces today the results for the 2009 fiscal year. The following financial and operating information, except where indicated otherwise, are presented on a consolidated basis and in thousands of reais, according to accounting rules adopted in Brazil. The comparisons refer to the 2008 fiscal year and 4Q08, except where indicated otherwise.

## 4Q09

**abrasca**  
companhia associada

**itag**

Índice de Ações com Tag Along Diferenciado

**GSHP3  
NOVO  
MERCADO**  
BOVESPA BRASIL

**igc**  
INSTITUTO GERAL DE  
CONTABILIDADE E  
CONTABILIDADE

### INVESTOR RELATIONS

**Alessandro Poli Veronezi**  
Chief Executive Officer and  
Investor Relations Officer

**Marcio Snioka**  
Investor Relations Manager

dri@generalshopping.com.br  
(55 11) 3159-5100

www.generalshopping.com.br

**FIRB**  
FINANCIAL INVESTOR RELATIONS

**Daniela Ueda**  
(55 11) 3897-6857  
daniela.ueda@firb.com

## GROSS REVENUE INCREASES 18.9%, ADJUSTED EBITDA RISES 15.3%, WITH MARGIN AT 73.4%, AND ADJUSTED NET PROFIT TOTALS R\$ 25.8 MILLION IN 2009

- General Shopping Brasil's gross revenue reached R\$ 111.8 million in 2009, up 18.9% over that in 2008. In the 4Q09, it amounted to R\$ 32.1 million. Excluding the impact of straight-line recognition of revenue (\*), total 4Q09 gross revenue would be R\$ 34.7 million, up 13.8% over 4Q08;
- Consolidated NOI reached R\$ 82.9 million in 2009, with margin at 82.4% and a 13.1% increase over 2008. NOI in 4Q09 amounted to R\$ 25.2 million. Excluding the impact of straight-line recognition of revenue (\*), consolidated 4Q09 NOI would be R\$ 27.8 million, up 12.9% over 4Q08, and a 87.7% margin;
- Gross profit in 2009 was R\$ 73.1 million, with a 72.7% margin and a 19.2% increase compared with that in 2008. In 4Q09, it amounted to R\$ 22.1 million. Excluding the impact of straight-line recognition of revenue (\*), 4Q09 gross profit would be R\$ 24.7 million, representing an increase of 12.7% over 4Q08, with margin at 77.8%;
- Adjusted EBITDA reached R\$ 73.8 million in 2009, with margin at 73.4% and a 15.3% increase over 2008. In 4Q09, it totaled R\$ 22.8 million. Excluding the impact of straight-line recognition of revenue (\*), adjusted EBITDA in 4Q09 would be R\$ 25.4 million, up 18.5% over 4Q08, with margin at 80.0%.

### Consolidated Financial Highlights

| R\$ 000   | 4Q08          | 4Q09(**)      | Chg.          | 2008           | 2009           | Chg.          |
|---|---------------|---------------|---------------|----------------|----------------|---------------|
| Own GLA - Average in the Period (m <sup>2</sup> ) | 174,730       | 186,557       | 6.8%          | 172,359        | 182,957        | 6.1%          |
| Own GLA - End of the Period (m <sup>2</sup> )     | 181,039       | 186,557       | 3.0%          | 181,039        | 186,557        | 3.0%          |
| <b>Gross Revenue</b>                              | <b>30,517</b> | <b>32,108</b> | <b>5.2%</b>   | <b>94,010</b>  | <b>111,820</b> | <b>18.9%</b>  |
| Rent (Shopping Malls)                             | 24,460        | 25,060        | 2.5%          | 77,208         | 87,965         | 13.9%         |
| Services  | 6,057         | 7,048         | 16.4%         | 16,802         | 23,855         | 42.0%         |
| <b>NOI - Consolidated</b>                         | <b>24,626</b> | <b>25,177</b> | <b>2.2%</b>   | <b>73,313</b>  | <b>82,895</b>  | <b>13.1%</b>  |
| <b>Adjusted EBITDA</b>                            | <b>21,422</b> | <b>22,755</b> | <b>6.2%</b>   | <b>64,001</b>  | <b>73,779</b>  | <b>15.3%</b>  |
| <b>Adjusted Net Income</b>                        | <b>3,533</b>  | <b>7,619</b>  | <b>115.7%</b> | <b>(4,671)</b> | <b>25,835</b>  | <b>-</b>      |
| <b>Adjusted FFO</b>                               | <b>6,344</b>  | <b>10,827</b> | <b>70.7%</b>  | <b>7,495</b>   | <b>35,956</b>  | <b>379.7%</b> |
| NOI Margin  | 86.2%         | 86.6%         | 0.4 p.p.      | 84.3%          | 82.4%          | -1.9 p.p.     |
| Adjusted EBITDA Margin                            | 74.9%         | 78.2%         | 3.3 p.p.      | 73.6%          | 73.4%          | -0.2 p.p.     |
| Adjusted Net Income Margin                        | 12.4%         | 26.2%         | 13.8 p.p.     | -5.4%          | 25.7%          | 31.1 p.p.     |
| Adjusted FFO Margin                               | 22.2%         | 37.2%         | 15.0 p.p.     | 8.6%           | 35.8%          | 27.1 p.p.     |
| Gross Revenue per m <sup>2</sup>                  | 174.65        | 172.11        | -1.5%         | 545.43         | 611.18         | 12.1%         |
| NOI per m <sup>2</sup>                            | 140.94        | 134.96        | -4.2%         | 425.35         | 453.08         | 6.5%          |
| Adjusted EBITDA per m <sup>2</sup>                | 122.60        | 121.97        | -0.5%         | 371.32         | 403.26         | 8.6%          |
| Adjusted Net Income per m <sup>2</sup>            | 20.22         | 40.84         | 102.0%        | (27.10)        | 141.21         | -             |
| Adjusted FFO per m <sup>2</sup>                   | 36.31         | 58.04         | 59.8%         | 43.48          | 196.53         | 351.9%        |

(\*) According to Accounting Pronouncements Committee (CPC) Ruling 06: "Revenues generated from operating leases must be recognized in revenue on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit of use of the leased asset. Therefore, following this rule, the company must recognize its revenues from rental on a straight-line basis along the year".

(\*\*) Considers the new CPC Ruling 06



## MANAGEMENT COMMENTS

---

The year 2009 was marked by a demonstration of the resilience of Brazilian Retail performance during the turbulent period at the beginning of the year, and the recovery to retail expansion mainly in the second half of the year.

Considering the company's rational model used to evaluate the shopping center sector from a retail perspective, taking into account our clients (the retail stores) demand, to provide shopping center models adequate to their needs, the company coherently conducted activities of this type in 2009, including:

i) Understanding the increasing Retailer's need to rapidly sell "outlet" merchandise-increased due to the growth of retailer chains, - we opened the first Outlet Center in Brazil this year, using the models recommended by the ICSC since 2006.

ii) The differentiated and unique comprehension among our peers of urban central shopping centers operations (with different tenant-mix, high pedestrian traffic and floating population models) led to our conclusion of another turnaround with the re-inauguration of Top Center, reporting revenue from rent per square meter 80% higher just 18 months after its acquisition.

Additionally, 2009 was the first complete year of the operation of the Suzano and Internacional Guarulhos shopping centers, (the latter of which is one of the largest shopping malls in Brazil) after their expansion.

Operationally, rental revenues per square meter double-digit growth (12.1%) in a year in which rent contracts were subject to a very low inflation adjustment is evidence of the good performance of our shopping centers.

In 2009, we also had new complementary services of energy, water and parking implemented in our shopping centers increasing these revenues during the year. We still consider implementing some of these services in the other shopping centers we own that have the potential for them.

Concerning our capital structure, a request to register a public offering of CRI (Real Estate Receivables Certificates) was recently filed with the CVM (Brazilian Securities Commission). These would be structured by RB Capital in the amount of approximately R\$60 million, with the purpose to get us longer-term debt at a lower cost, liquidating an equivalent amount in short-term debt. Additionally, the increase in our cash from the sale of a piece of vacant land bolstered liquidity to carry out projects we have announced.

From a socioeconomic perspective, positive income and consumption fundamentals – especially for the B, C and D social classes – provide a positive outlook for opportunities to develop greenfields and expand shopping centers.

We thank our employees, store owners, customers and the visitors to our shopping centers for their participation in our success this year.

*Alessandro Poli Veronezi, Investor Relations Officer*

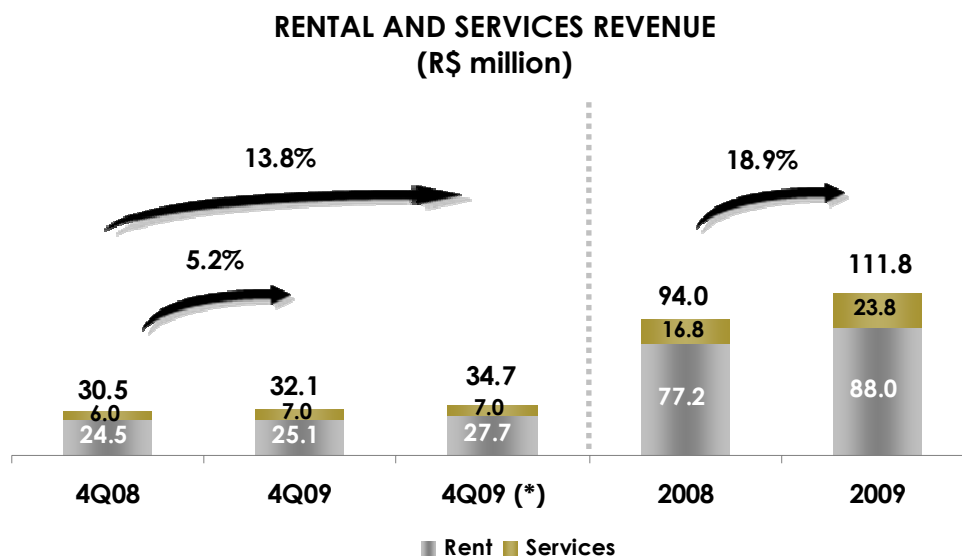


## GROSS REVENUE

General Shopping Brasil's gross revenue totaled R\$ 111.8 million in 2009, up 18.9% over 2008. In 4Q09, total gross revenue would be R\$ 34.7 million excluding the impact of straight-line recognition of revenue (\*).

Rental gross revenue, which accounted for 78.7% of total gross revenue in 2009, amounted to R\$ 88.0 million, an increase of 13.9% over 2008. The main factors that contributed to this growth were additional revenue generated by the expansions to Suzano Shopping and Internacional Shopping Guarulhos, which increased the company's own gross leasable area by 9.463 square meters, by the turn-around and increase in gross leasable area for the Top Center Shopping São Paulo and by the opening of Outlet Premium São Paulo, in addition to annual lease contract readjustments. In 4Q09, rental gross revenue would be R\$ 27.7 million excluding the impact of straight-line recognition of revenue (\*).

Gross revenue from services in 2009 amounted to R\$ 23.8 million, representing an increase of 42.0% in relation to 2008. Parking services revenue amounted to R\$ 17.7 million, a growth of R\$ 5.9 million, due to the implementation of paid parking services at the Suzano Shopping and Shopping Unimart and to an increase in revenue from other operations. In 4Q09, services revenue amounted to R\$ 7.0 million.



## RENTAL REVENUE

The Company's rental revenue, which amounted to R\$ 88.0 million in 2009, is comprised of minimum rent, revenue exceeding percentage on sales, key money and advertising. In 4Q09, the company's rental revenue would be R\$ 27.7 million excluding the impact of straight-line recognition of revenue (\*).

Minimum rent revenue grew by R\$ 8.0 million in 2009, reaching R\$ 71.6 million, due to annual and real contractual readjustments, expansions to Internacional Shopping Guarulhos and Suzano Shopping, to the turn-around and increase in gross leasable

(\*) According to Accounting Pronouncements Committee (CPC) Ruling 06: "Revenues generated from operating leases must be recognized in revenue on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit of use of the leased asset. Therefore, following this rule, the company must recognize its revenues from rental on a straight-line basis along the year".



area for Top Center and by the opening of the Outlet Premium São Paulo. In 4Q09, minimum rent revenue would be R\$ 22.1 million excluding the impact of straight-line recognition of revenue (\*), representing a growth of 12.1% over 4Q08.

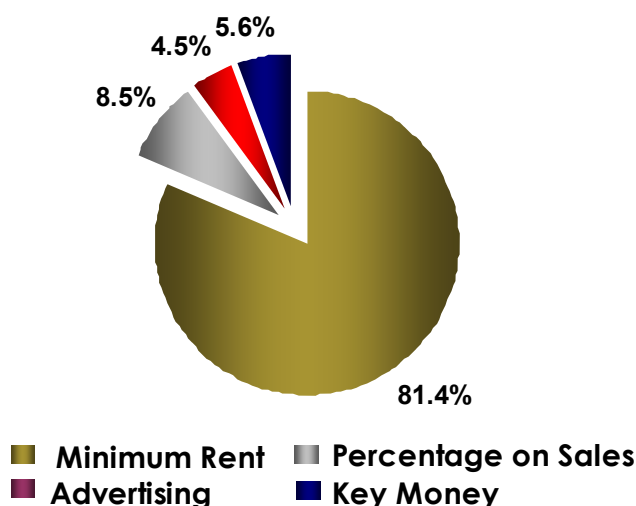
Revenue exceeding percentage on sales increased 13.3% in 2009 due to sales performance and to sales at Outlet Premium São Paulo, which exceeded expectations.

Temporary rentals (advertisement) amounted to R\$ 4.9 million, up 24.9% over 2008, due to strengthened commercial initiatives.

#### Rent Revenue Breakdown

| R\$ million         | 4Q08        | 4Q09(*)     | Chg.         | 2008        | 2009        | Chg.         |
|---------------------|-------------|-------------|--------------|-------------|-------------|--------------|
| Minimum Rent        | 19.7        | 22.1        | 12.1%        | 63.6        | 71.6        | 12.5%        |
| Percentage on Sales | 2.3         | 3.0         | 27.7%        | 6.6         | 7.5         | 13.3%        |
| Key Money           | 1.0         | 1.0         | -3.9%        | 3.0         | 4.0         | 33.5%        |
| Advertising         | 1.4         | 1.6         | 14.2%        | 4.0         | 4.9         | 24.9%        |
| <b>Total</b>        | <b>24.5</b> | <b>27.7</b> | <b>13.1%</b> | <b>77.2</b> | <b>88.0</b> | <b>13.9%</b> |

#### RENT REVENUE BREAKDOWN – 2009



Minimum rent revenue accounted for 81.4% of total rental revenue in 2009. In 2008, they accounted for 82.4%.

#### SERVICES REVENUE

Services revenue amounted to R\$ 23.8 million in 2009, up 42.0% over 2008. In 4Q09, services revenue totaled R\$ 7.0 million.

Parking services revenue totaled R\$ 17.7 million, up 49.6%, or R\$ 5.9 million, over 2008, due to the implementation of paid parking services at Suzano Shopping and Shopping Unimart and to an increase in revenue from other operations.

Revenues from electric energy supply management increased 26.2% compared with

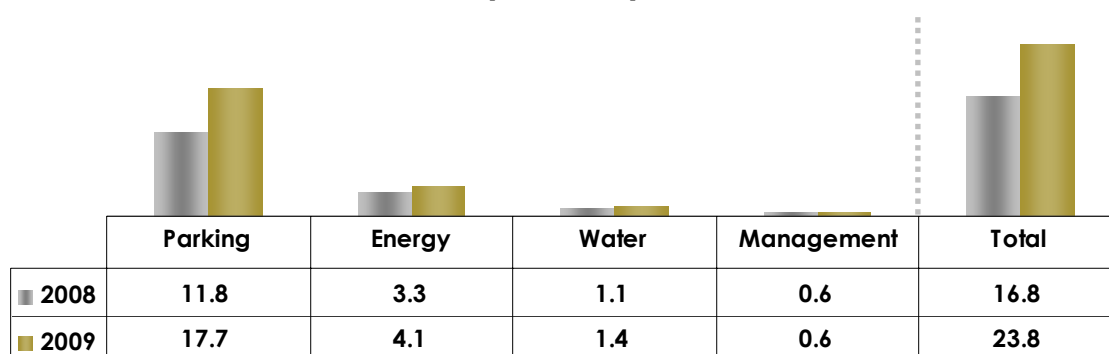
(\*) According to Accounting Pronouncements Committee (CPC) Ruling 06: "Revenues generated from operating leases must be recognized in revenue on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit of use of the leased asset. Therefore, following this rule, the company must recognize its revenues from rental on a straight-line basis along the year".



2008, due to the implementation of this service at Suzano Shopping and an increase in this revenue at the other operations.

Water supply management revenue amounted to R\$ 1.4 million, up 27.3% over 2008, due mainly to the revenue generated by Shopping Light and to the implementation of this service at Outlet Premium São Paulo.

#### SERVICES REVENUE – YEAR (R\$ million)



#### REVENUE DEDUCTIONS (TAXES, DISCOUNTS AND CANCELLATIONS)

Taxes, discounts and cancellations applicable to gross revenue amounted to R\$ 11.3 million in 2009. In 4Q09, revenue deductions reached R\$ 3.0 million.

Taxes (PIS/COFINS) totaled R\$ 6.2 million, up R\$ 2.2 million over 2008. Such increase stemmed from a change in the fiscal regime for institutions which secure the Company's Real Estate Credit Notes (CCI) and from revenue increase. Services tax (ISS) increased by R\$ 0.3 million due to the growth in services revenues. In 4Q09, total taxes amounted to R\$ 2.4 million.

Discounts and cancellations increased by R\$ 1.7 million due to the tenant replacement at Auto Shopping and the temporary relocation of the Top Center Shopping São Paulo shop owners in the turn around. In 4Q09, discounts and cancellations amounted to R\$ 0.6 million.

#### NET REVENUE

Net revenue amounted to R\$ 100.6 million in 2009, up 15.6% over the prior year. In 4Q09, net revenue reached R\$ 29.1 million. Excluding the impact of straight-line recognition of revenue (\*), net revenue would be R\$ 31.7 million, accounting for a 10.9% growth over 4Q08.

#### RENTAL AND SERVICES COSTS

Rental and services costs increased 7.1% over the year, from R\$ 25.7 million in 2008 to R\$ 27.5 million in 2009. In 4Q09, these costs totaled R\$ 7.0 million.

(\*) According to Accounting Pronouncements Committee (CPC) Ruling 06: "Revenues generated from operating leases must be recognized in revenue on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit of use of the leased asset. Therefore, following this rule, the company must recognize its revenues from rental on a straight-line basis along the year".





### Rent and Services Costs

| R\$ million   | 4Q08       | 4Q09       | Chg.        | 2008        | 2009        | Chg.        |
|---------------|------------|------------|-------------|-------------|-------------|-------------|
| Personnel     | 0.3        | 0.2        | -18.1%      | 2.6         | 1.4         | -46.8%      |
| Depreciation  | 2.7        | 3.1        | 14.2%       | 12.0        | 9.8         | -18.3%      |
| Occupancy     | 1.9        | 2.0        | 4.6%        | 6.4         | 9.2         | 43.2%       |
| Third parties | 1.8        | 1.7        | -4.2%       | 4.7         | 7.1         | 52.6%       |
| <b>Total</b>  | <b>6.7</b> | <b>7.0</b> | <b>5.1%</b> | <b>25.7</b> | <b>27.5</b> | <b>7.1%</b> |

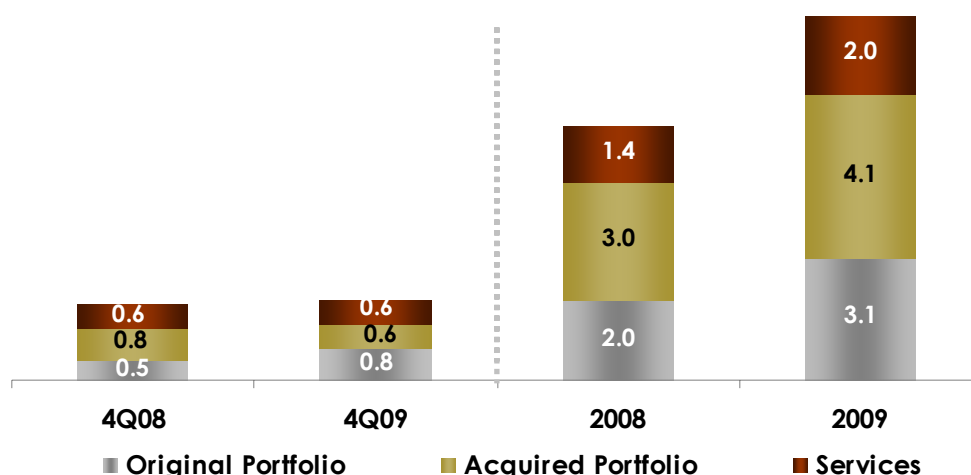
Personnel costs decreased by R\$ 1.2 million, mainly due to the outsourcing of operations staff for parking services.

Depreciation costs totaled R\$ 9.8 million, down R\$ 2.2 million in comparison with 2008, due to an increase in the useful life-cycle of fixed assets.

Occupancy costs totaled R\$ 9.2 million in 2009. The occupancy cost of the shopping malls amounted to R\$ 7.2 million, up R\$ 2.2 million over 2008. The occupancy cost in the original portfolio was R\$ 3.1 million in 2009 as compared with R\$ 2.0 million the prior year. This increase was mainly due to the tenant replacement of Auto Shopping. The occupancy costs in the acquired portfolio totaled R\$ 4.1 million, up R\$ 1.1 million over 2008. This increase was mainly due to the grace period granted tenants at Top Center Shopping São Paulo and Outlet Premium São Paulo.

Services occupancy costs totaled R\$ 2.0 million in 2009 as compared with R\$ 1.4 million in 2008. This increase was mainly due to the implementation of parking services at Suzano Shopping.

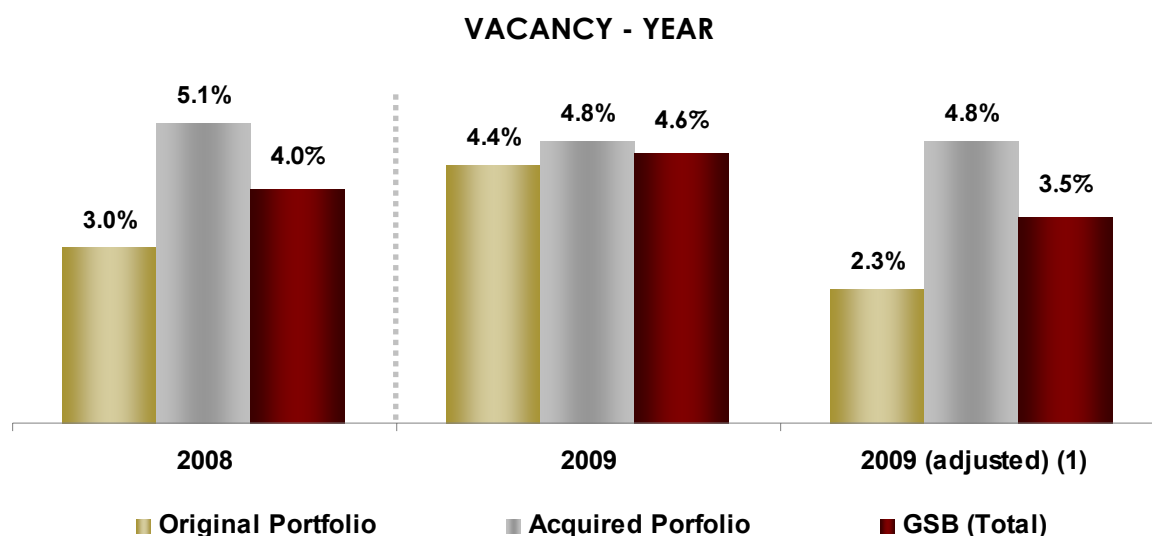
### OCCUPANCY COSTS (R\$ million)



The Company's total average vacancy in 2009 was 4.6% - 4.4% for the original portfolio and 4.8% for the acquired portfolio. The increase in original portfolio vacancy is due to the tenant replacement at Auto Shopping. Excluding the effect of vacancy due to the

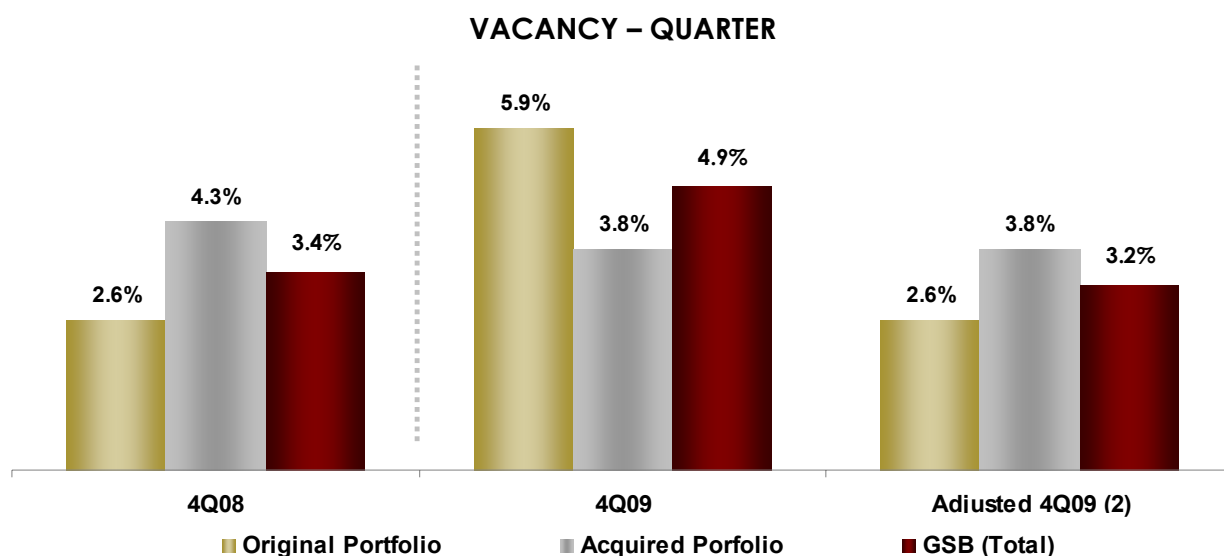


tenant replacement at Auto Shopping, the original portfolio vacancy would be 2.3%, and the Company's average 3.5%.



<sup>(1)</sup> 2009 (adjusted): does not consider the impact of vacancy at Auto Shopping

In 4Q09, the company's average vacancy was 4.9%, being 5.9% in the original portfolio and 3.8% in the acquired portfolio. Vacancy adjusted for the effects of the tenant replacement at Auto Shopping in the original portfolio was 2.6% and the Company's average 3.2%.



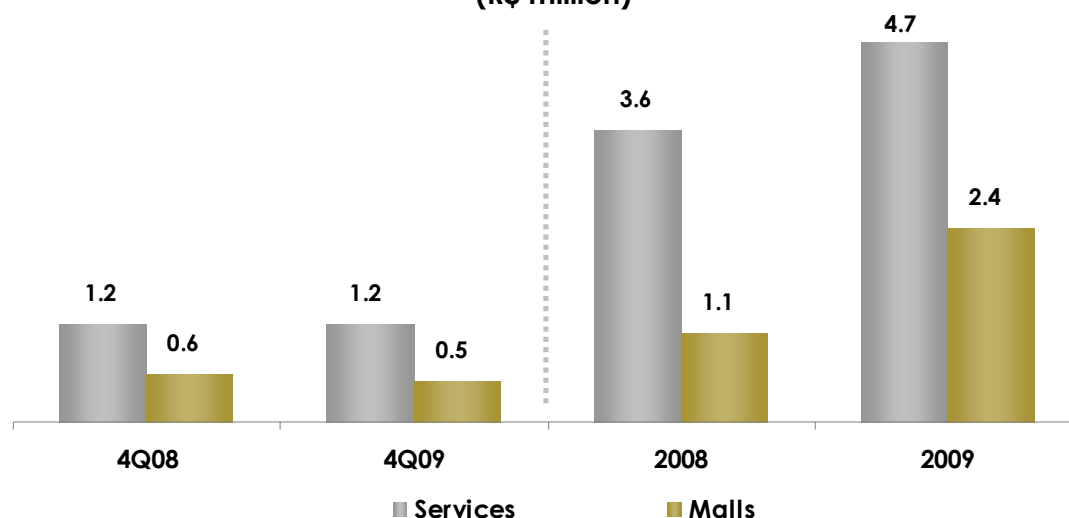
<sup>(2)</sup> 4Q09 (adjusted): does not consider the impact of vacancy at Auto Shopping

Third-party costs amounted to R\$ 7.1 million, up R\$ 2.4 million over 2008. Third-party services in shopping mall operations totaled R\$ 2.4 million, up R\$ 1.3 million over 2008. This growth was due to an increase in the costs related to legal services, equity evaluation related to the Real Estate Credit Notes (CCI) operations and consulting services for project development.



In 2009, third-party costs related to service operations, primarily parking services, totaled R\$ 4.7 million, as compared with R\$ 3.6 million in 2008. This increase was due to the implementation of new operations.

### THIRD-PARTY SERVICES COSTS (R\$ million)

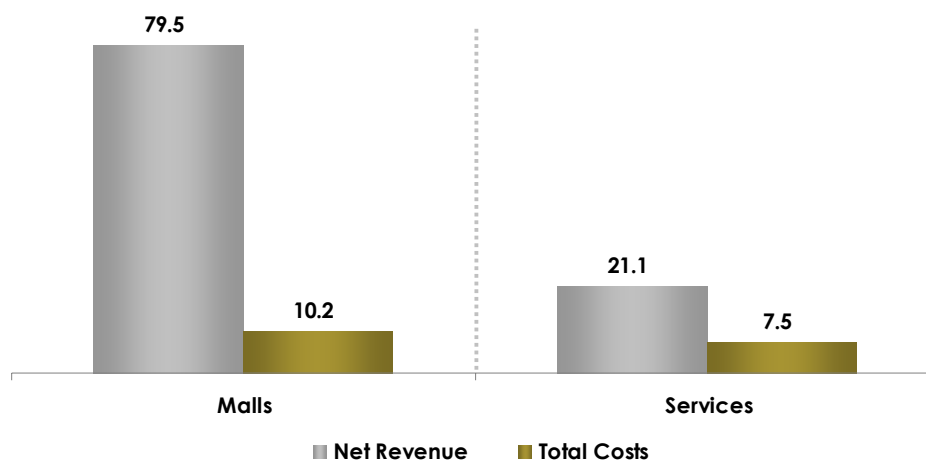


### GROSS PROFIT

Gross profit was R\$ 73.1 million in 2009, with margin at 72.7% and increase of 19.2% from R\$ 61.3 million in 2008. In 4Q09, gross profit was R\$ 22.1 million. Excluding the impact of straight-line recognition of revenue (\*), gross profit would be R\$ 24.7 million, up 12.7% over 4Q08.

In 2009, the Company's consolidated NOI totaled R\$ 82.9 million. NOI for the shopping mall operations amounted to R\$ 69.3 million, while services reached R\$ 13.6 million.

### NOI - 2009 (R\$ million)



(\*) According to Accounting Pronouncements Committee (CPC) Ruling 06: "Revenues generated from operating leases must be recognized in revenue on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit of use of the leased asset. Therefore, following this rule, the company must recognize its revenues from rental on a straight-line basis along the year".





## OPERATING EXPENSES AND OTHER OPERATING REVENUE

Operating expenses and other operating revenues totaled R\$ 10.8 million in 2009, a decrease of R\$ 1.7 million, or 13.3%, compared with 2008. In 4Q09, these expenses amounted to R\$ 2.6 million.

### OPERATING EXPENSES

Operating expenses totaled R\$ 18.9 million in 2009, representing a decrease of R\$ 2.0 million in comparison with the prior year. In 2008, these expenses reached R\$ 20.9 million. In 4Q09, they totaled R\$ 4.8 million.

#### Operating Expenses

| R\$ million            | 4Q08       | 4Q09       | Chg.         | 2008        | 2009        | Chg.         |
|------------------------|------------|------------|--------------|-------------|-------------|--------------|
| Marketing              | 0.1        | 0.1        | 119.3%       | 0.8         | 0.4         | -55.0%       |
| Personnel              | 2.2        | 2.4        | 7.5%         | 7.0         | 7.6         | 8.5%         |
| Third Parties          | 0.5        | 0.6        | 10.2%        | 1.3         | 2.9         | 131.4%       |
| Non-recurring Expenses | 0.1        | 0.1        | -52.0%       | 3.0         | 1.4         | -53.5%       |
| Other Expenses         | 2.4        | 1.6        | -30.0%       | 8.8         | 6.6         | -25.2%       |
| <b>Total</b>           | <b>5.3</b> | <b>4.8</b> | <b>-9.1%</b> | <b>20.9</b> | <b>18.9</b> | <b>-9.7%</b> |

The main operating expenses items were personnel-related (salaries, mandatory social charges, fringe benefits and management fees), third-party services involving external audits, legal counseling, advisory services for investor relations and store sales and under Other Expenses, provisions for doubtful debts amounted to R\$ 0.8 million.

### OTHER OPERATING REVENUES

Other operating revenues are comprised of recovery of costs and expenses incurred by the Company which should have been borne by tenants, the Building and Territorial Urban Tax (IPTU) and insurance, in addition to reversals of provisions for contingencies totaling R\$ 2.0 million.

In 2009, other operating revenues amounted to R\$ 8.1 million as compared with R\$ 8.4 million in 2008. In 4Q09, these revenues totaled R\$ 2.3 million.

#### Other Operating Revenue

| R\$ million                      | 4Q08       | 4Q09       | Chg.         | 2008       | 2009       | Chg.         |
|----------------------------------|------------|------------|--------------|------------|------------|--------------|
| Recovery of Condominium Expenses | 0.5        | 0.8        | 59.4%        | 2.1        | 3.3        | 56.9%        |
| IPTU (property tax)              | 0.0        | 0.7        | -            | 0.0        | 0.9        | -            |
| Insurance                        | 0.0        | 0.1        | -            | 0.2        | 0.3        | 7.4%         |
| Reversal of Contingencies        | 1.2        | 0.6        | -49.0%       | 3.3        | 2.0        | -40.1%       |
| Recovery (other)                 | 0.2        | 0.1        | -82.9%       | 2.8        | 1.6        | -40.2%       |
| <b>Total</b>                     | <b>1.9</b> | <b>2.3</b> | <b>18.1%</b> | <b>8.4</b> | <b>8.1</b> | <b>-4.4%</b> |

## NET FINANCIAL RESULT

Net financial result totaled R\$ 23.3 million in 2009, a reduction of R\$ 25.6 million from R\$ 48.9 million in 2008.



### Net Financial Result

| R\$ million                     | 4Q08          | 4Q09         | Chg.          | 2008          | 2009          | Chg.          |
|---------------------------------|---------------|--------------|---------------|---------------|---------------|---------------|
| <b>Revenues</b>                 | <b>3.3</b>    | <b>(2.5)</b> | <b>-</b>      | <b>9.8</b>    | <b>20.8</b>   | <b>112.2%</b> |
| BNDES Discount                  | 0.0           | 0.0          | -             | 0.0           | 15.2          | -             |
| Interest and Monetary Variation | 3.3           | (2.5)        | -             | 9.8           | 5.6           | -42.6%        |
| <b>Expenses</b>                 | <b>(18.1)</b> | <b>(6.6)</b> | <b>-63.6%</b> | <b>(58.7)</b> | <b>(44.1)</b> | <b>-24.9%</b> |
| Interest and Monetary Variation | (14.7)        | (6.8)        | -53.7%        | (54.0)        | (48.7)        | -9.8%         |
| Foreign Exchange Variation      | (3.4)         | 0.2          | -             | (4.7)         | 4.6           | -             |
| <b>Total</b>                    | <b>(14.8)</b> | <b>(9.1)</b> | <b>-38.5%</b> | <b>(48.9)</b> | <b>(23.3)</b> | <b>-52.3%</b> |

Financial revenue totaled R\$ 20.8 million, up R\$ 11.0 million from 2008. This increase was mainly due to a discount for the pre-payment of loans with the Brazil's National Bank for Economic and Social Development (BNDES) totaling R\$ 15.2 million. In 4Q09, there was an adjustment of R\$ 2.7 million related to the negative change of the IGP-M rate calculated over a R\$ 70 million real estate credit notes (CCI) operation, entered in previous quarters as financial revenue.

Finance expenses totaled R\$ 44.1 million in 2009. In 2008, they reached R\$ 58.7 million. The R\$ 14.6 million reduction was mainly due to the negative change of the IGP-M rate over real estate credit notes (CCI) operations and to exchange rate variations due to the capital return to SAS Ventures.

### INCOME TAX AND SOCIAL CONTRIBUTION (CURRENT AND DEFERRED)

Income tax and social contribution totaled R\$ 14.5 million in 2009, as compared with R\$ 7.6 million in 2008. The main factors behind this increase were the growth in the company's revenues and the income tax on the BNDES' operation discount.

### ADJUSTED NET PROFIT

In 2009 the Company's adjusted net profit totaled R\$ 25.8 million, as compared with a loss of R\$ 4.7 million in 2008. Excluding the impact of straight-line recognition of revenue (\*), the adjusted net profit in 4Q09 would total R\$ 10.2 million, up 189.8% over 4Q08.

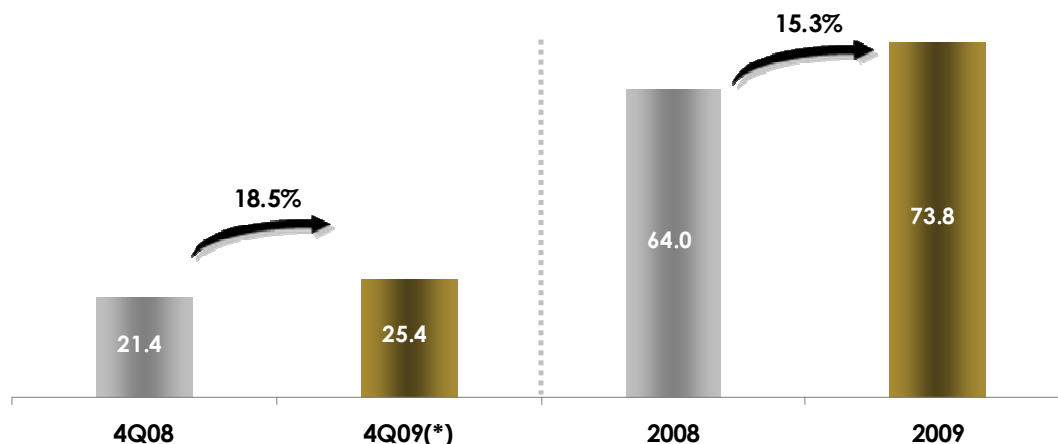
### ADJUSTED EBITDA

Adjusted EBITDA totaled R\$ 73.8 million in 2009, with margin at 73.4% and an increase of 15.3% over the same period in the previous year, when adjusted EBITDA totaled R\$ 64.0 million. In 4Q09, adjusted EBITDA was R\$ 22.8 million. Excluding the impact of straight-line recognition of revenue (\*), the adjusted EBITDA in 4Q09 would be R\$ 25.4 million, up 18.5% from 4Q08, with margin at 80.0%.

(\*) According to Accounting Pronouncements Committee (CPC) Ruling 06: "Revenues generated from operating leases must be recognized in revenue on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit of use of the leased asset. Therefore, following this rule, the company must recognize its revenues from rental on a straight-line basis along the year".



### ADJUSTED EBITDA (R\$ million)



#### EBITDA Reconciliation

| R\$ million                            | 4Q08         | 4Q09(*)      | Chg.            | 2008         | 2009         | Chg.             |
|--|--------------|--------------|-----------------|--------------|--------------|------------------|
| <b>Net income</b>                      | <b>3.4</b>   | <b>10.2</b>  | <b>198.6%</b>   | <b>(7.7)</b> | <b>24.4</b>  | <b>-</b>         |
| (+) Income Tax and Social Contribution | 0.3          | 2.8          | 862.6%          | 7.6          | 14.5         | 91.5%            |
| (+) Net Financial Income               | 14.8         | 9.1          | -38.5%          | 48.9         | 23.3         | -52.3%           |
| (+) Depreciation and Amortization      | 2.8          | 3.2          | 14.1%           | 12.2         | 10.1         | -16.8%           |
| (+) Non-Recurring Expenses             | 0.1          | 0.1          | -52.0%          | 3.0          | 1.4          | -53.5%           |
| <b>Adjusted EBITDA</b>                 | <b>21.4</b>  | <b>25.4</b>  | <b>18.5%</b>    | <b>64.0</b>  | <b>73.8</b>  | <b>15.3%</b>     |
| <b>Adjusted EBITDA Margin</b>          | <b>74.9%</b> | <b>80.0%</b> | <b>5,1 p.p.</b> | <b>73.6%</b> | <b>73.4%</b> | <b>-0,2 p.p.</b> |

### CAPITAL STRUCTURE

The Company's gross debt on December 31, 2009 was at R\$ 321.8 million. On September 30, 2009, it was at R\$ 322.1 million.

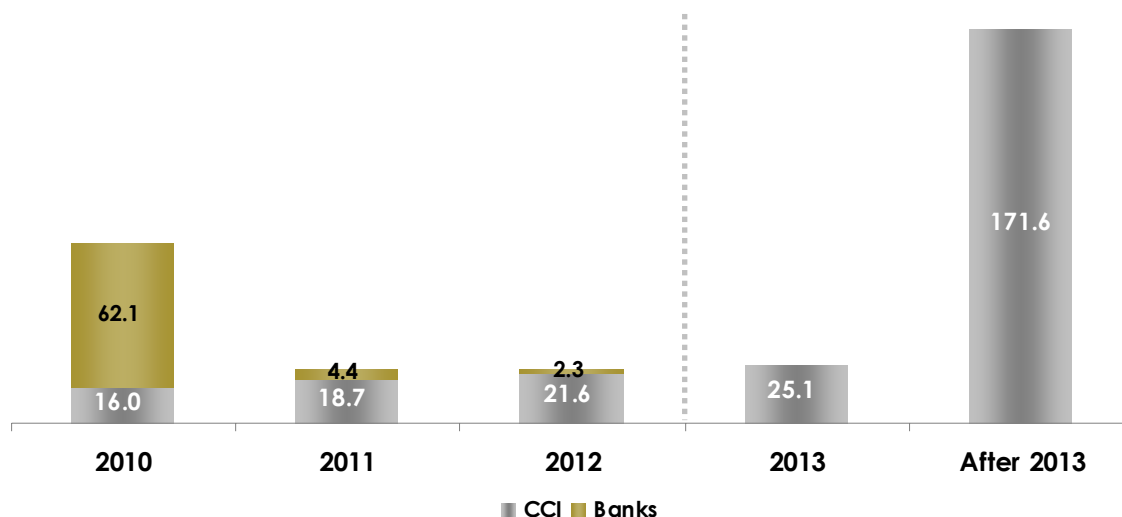
Taking into consideration cash availability of R\$ 22.9 million on December 31, 2009, net debt was R\$ 298.9 million.

| R\$ million                  |                               |                 |              |             |             |             |             |              |
|------------------------------|-------------------------------|-----------------|--------------|-------------|-------------|-------------|-------------|--------------|
| Financial Institution        | Index                         | Interest (p.y.) | 12/31/09     | 2010        | 2011        | 2012        | 2013        | After 2013   |
| Banco Industrial e Comercial | Interbank Deposit Certificate | 11.56%          | 46.7         | 46.7        | -           | -           | -           | -            |
| Banco ABC                    | -                             | 14.94%          | 10.0         | 3.8         | 3.9         | 2.3         | -           | -            |
| Banco Pontual                | -                             | 12.68%          | 4.1          | 4.1         | -           | -           | -           | -            |
| Banco Paulista               | Interbank Deposit Certificate | 12.68%          | 5.1          | 5.1         | -           | -           | -           | -            |
| Banco Tricury                | Interbank Deposit Certificate | 15.39%          | 2.8          | 2.3         | 0.5         | -           | -           | -            |
| Other                        | -                             | -               | 0.1          | 0.1         | -           | -           | -           | -            |
| CCI - Nova União             | IGP-M Rate                    | 11.00%          | 14.1         | 1.4         | 1.5         | 1.6         | 1.8         | 7.8          |
| CCI - Unibanco               | IGP-M Rate                    | 12.00%          | 63.0         | 4.7         | 5.3         | 5.9         | 6.6         | 40.5         |
| CCI - Itaú BBA               | TR Rate                       | 11.00%          | 175.9        | 9.9         | 11.9        | 14.1        | 16.7        | 123.3        |
| <b>Total Debt</b>            |                               |                 | <b>321.8</b> | <b>78.1</b> | <b>23.1</b> | <b>23.9</b> | <b>25.1</b> | <b>171.6</b> |

(\*) According to Accounting Pronouncements Committee (CPC) Ruling 06: "Revenues generated from operating leases must be recognized in revenue on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit of use of the leased asset. Therefore, following this rule, the company must recognize its revenues from rental on a straight-line basis along the year".



### AMORTIZATION SCHEDULE (R\$ million)



### SUBSEQUENT EVENTS

On January 22, 2010, the Company sold through its controlled company Send a 50% stake in a real estate property. The total agreed price for the purchase and sale of the property was R\$ 29.1 million, to be paid in cash. These funds will be fully incorporated to the Company's cash availability.

On January 19, 2010, the Company filed a request for the registration of a public offer of Real Estate Credit Notes with the Brazilian Securities and Exchange Commission (CVM). If the operation is approved, it will involve the public offering of Real Estate Receivables Certificates ("CRIs") for a total approximate amount of R\$ 60.0 million with a 120-month term, to be issued by securitization company RB Capital Securitizadora S.A. and distributed by SOCOPA – Sociedade Corretora Paulista S.A. The operation is still subject to several prior conditions, including, but not limited to, the Offer being registered with the CVM and the drawing up of corporate authorizations for its implementation. This operation aims at lengthening the Company's short-term bank liabilities.

On January 12, 2010, the Company enrolled for the simplified payment in installments of federal taxes for the amount of R\$ 10.9 million. Late taxes on income, social contribution, PIS and Cofins will be paid in installments over 60 months.



## CASE STUDY

Outlet Premium São Paulo had its grand opening on June 26, 2009, when it was already 98% lease (today it is 100% occupied) and it is Brazil's first outlet shopping center. This business model, which has already been successfully developed in the United States and countries in Europe and Asia, is already known by Brazilians who are shopping abroad. It is located at kilometer 72 on the Bandeirantes Highway, which connects the cities of Campinas (20 minutes away) and São Paulo (35 minutes away).



The Outlet is an open mall intended to meet retailers' need to offer consumers products from outdated collections at significant discounts (up to 80%). Retailers' condominium cost is approximately 70% lower than at the shopping centers where their traditional stores are.

In addition to having the essential characteristics of an outlet mall, Outlet Premium São Paulo is next to Hopi Hari and Wet n'Wild theme parks, Hotel Quality SerrAzul and the SerrAzul shopping center. This complex had over 5 million visitors in 2009, and the number of visitors should increase with the presence of Outlet Premium. As an outlet center, it serves not only its wealthy demographic area, but also customers from other cities and states who visit São Paulo and Campinas (through Viracopos Airport).

Outlet Premium São Paulo's tenant mix includes Giorgio Armani, Diesel, Ermenegildo Zegna, Hugo Boss, Lacoste, Trousseau, Spicy, Nike and Adidas. Retail sales have exceeded their estimates since the grand opening, in some cases being 300% higher than the retailers' base scenarios.







### CONSOLIDATED INCOME STATEMENT

| R\$ thousand                                  | 4Q08           | 4Q09           | Chg.          | 2008           | 2009            | Chg.         |
|---|----------------|----------------|---------------|----------------|-----------------|--------------|
| <b>Gross Operating Revenue</b>                | <b>30,517</b>  | <b>32,108</b>  | <b>5.2%</b>   | <b>94,010</b>  | <b>111,820</b>  | <b>18.9%</b> |
| Revenue from Rents                            | 24,460         | 25,060         | 2.5%          | 77,208         | 87,965          | 13.9%        |
| Revenue from Services                         | 6,057          | 7,048          | 16.4%         | 16,802         | 23,855          | 42.0%        |
| <b>Revenue Deductions</b>                     | <b>(1,935)</b> | <b>(3,020)</b> | <b>56.1%</b>  | <b>(7,054)</b> | <b>(11,263)</b> | <b>59.7%</b> |
| Pis / Cofins                                  | (1,104)        | (2,031)        | 84.0%         | (3,967)        | (6,163)         | 55.4%        |
| ISS   | (314)          | (328)          | 4.5%          | (773)          | (1,039)         | 34.4%        |
| Discounts                                     | (517)          | (661)          | 27.9%         | (2,314)        | (4,060)         | 75.5%        |
| <b>Net Operating Revenue</b>                  | <b>28,582</b>  | <b>29,088</b>  | <b>1.8%</b>   | <b>86,956</b>  | <b>100,557</b>  | <b>15.6%</b> |
| Rents and Services Costs                      | (6,693)        | (7,036)        | 5.1%          | (25,646)       | (27,465)        | 7.1%         |
| Personnel                                     | (315)          | (258)          | -18.1%        | (2,569)        | (1,366)         | -46.8%       |
| Depreciation                                  | (2,738)        | (3,126)        | 14.2%         | (12,003)       | (9,802)         | -18.3%       |
| Occupancy                                     | (1,883)        | (1,969)        | 4.6%          | (6,416)        | (9,187)         | 43.2%        |
| Third Parties                                 | (1,757)        | (1,683)        | -4.2%         | (4,658)        | (7,110)         | 52.6%        |
| <b>Gross Profit</b>                           | <b>21,889</b>  | <b>22,052</b>  | <b>0.7%</b>   | <b>61,310</b>  | <b>73,092</b>   | <b>19.2%</b> |
| Operating Expenses                            | (3,396)        | (2,561)        | -24.6%        | (12,512)       | (10,846)        | -13.3%       |
| General and Administrative                    | (5,333)        | (4,848)        | -9.1%         | (20,945)       | (18,907)        | -9.7%        |
| Other Revenues and Expenses                   | 1,937          | 2,287          | 18.1%         | 8,433          | 8,061           | -4.4%        |
| <b>Income Before Financial Result</b>         | <b>18,493</b>  | <b>19,491</b>  | <b>5.4%</b>   | <b>48,798</b>  | <b>62,246</b>   | <b>27.6%</b> |
| Financial Results                             | (14,782)       | (9,092)        | -38.5%        | (48,940)       | (23,332)        | -52.3%       |
| <b>Income Before Income Tax</b>               | <b>3,711</b>   | <b>10,399</b>  | <b>180.2%</b> | <b>(142)</b>   | <b>38,914</b>   | <b>-</b>     |
| Income Tax and Social Contribution - Current  | 461            | (2,837)        | -             | (6,734)        | (14,470)        | 114.9%       |
| Income Tax and Social Contribution - Deferred | (756)          | -              | -             | (831)          | (21)            | -97.5%       |
| <b>Net Profit</b>                             | <b>3,416</b>   | <b>7,562</b>   | <b>121.5%</b> | <b>(7,707)</b> | <b>24,423</b>   | <b>-</b>     |





## CONSOLIDATED BALANCE SHEET

| R\$ thousand                                     |                |                |
|--|----------------|----------------|
|  | ASSETS         |                |
|  | 12/31/09       | 09/30/09       |
| <b>Current Assets</b>                            |                |                |
| Cash and Cash Equivalents                        | 12,143         | 4,618          |
| Certificates of Real Estate Receivables          | 370            | 351            |
| Accounts Receivable                              | 24,515         | 22,429         |
| Recoverable Taxes                                | 1,411          | 942            |
| Assets Held for Sale                             | 25,394         | -              |
| Deferred Taxes and Social Contribution           | 28             | 28             |
| Marketable Securities                            | 3,079          | 2,303          |
| Other Receivables                                | 1,759          | 4,428          |
| <b>Total Current Assets</b>                      | <b>68,699</b>  | <b>35,099</b>  |
| <b>Long-term Assets</b>                          |                |                |
| Recoverable Taxes                                | -              | 575            |
| Certificates of Real Estate Receivables          | 933            | 964            |
| Deferred Taxes and Social Contribution           | 6,144          | 6,144          |
| Related Parties                                  | 15,680         | 15,389         |
| Deposits and Guarantees                          | 764            | 764            |
| Accounts Receivable                              | 1,418          | 1,258          |
| Restricted Cash                                  | 7,719          | 7,553          |
| <b>Long-Term Receivables</b>                     | <b>32,658</b>  | <b>32,647</b>  |
| <b>Permanent</b>                                 |                |                |
| Intangible                                       | 31,023         | 30,445         |
| Property, Plant and Equipment                    | 706,503        | 732,155        |
| <b>Permanent</b>                                 | <b>737,526</b> | <b>762,600</b> |
| <b>Total Assets</b>                              | <b>838,883</b> | <b>830,346</b> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>      |                |                |
| <b>Current Liabilities</b>                       |                |                |
| Suppliers  | 4,554          | 4,308          |
| Loans and Financing                              | 62,070         | 60,078         |
| Accounts Payable - Purchase of Property          | 5,416          | 5,416          |
| Payroll and Related Charges                      | 1,556          | 1,870          |
| Taxes and Contributions                          | 34,683         | 34,925         |
| Taxes to be paid in Installments                 | 575            | 199            |
| Real Estate Credit Notes                         | 18,447         | 17,877         |
| Deferred Taxes and Social Contribution           | 413            | 413            |
| Related Parties                                  | 18,128         | 18,835         |
| Other Payables                                   | 5,066          | 6,396          |
| <b>Total Current Liabilities</b>                 | <b>150,908</b> | <b>150,317</b> |
| <b>Non-current</b>                               |                |                |
| Loans and financing                              | 6,695          | 6,134          |
| Accounts Payable - Purchase of Property          | 781            | 983            |
| Key Money  | 13,077         | 13,687         |
| Taxes to be paid in Installments                 | 7,906          | 3,339          |
| Deferred Taxes and Social Contribution           | 20,105         | 20,156         |
| Provision for Contingencies                      | 7,293          | 7,744          |
| Real Estate Credit Notes                         | 234,602        | 238,031        |
| <b>Total Long-term Liabilities</b>               | <b>290,459</b> | <b>290,074</b> |
| <b>Shareholders Equity</b>                       | <b>397,516</b> | <b>389,955</b> |
| <b>Total Liabilities and Shareholders Equity</b> | <b>838,883</b> | <b>830,346</b> |



## CONSOLIDATED CASH FLOW

| R\$ thousand  | 12/31/09         | 12/31/08         |
|---|------------------|------------------|
| <b>CASH FLOW FROM OPERATING ACTIVITIES</b>  |                  |                  |
| <b>Net Profit (Loss) in Period</b>  | <b>24,423</b>    | <b>(7,707)</b>   |
| <b>Adjustments for Reconciling Net Profit (Loss) with Net Cash (Used in) Generated by Operating Activities:</b> |                  |                  |
| Depreciation and Amortization   | 10,120           | 12,165           |
| Provision for Doubtful Accounts   | 777              | 947              |
| Provision for Contingencies   | (1,965)          | (3,319)          |
| Income Tax and Social Contribution  | 21               | 831              |
| Financial charges   | 48,175           | 52,258           |
| Foreign Exchange Variation  | (4,592)          | 4,718            |
| Financial Discount on Financing   | (15,173)         | -                |
| <b>(Increase) Decrease in Operational Assets:</b>   |                  |                  |
| Accounts Receivables  | (4,992)          | (5,301)          |
| Recoverable Taxes   | 84               | 267              |
| Other Accounts Receivables  | (454)            | 8,814            |
| Deposits and Guarantees   | (122)            | (270)            |
| Restricted Cash   | 114,377          | (125,175)        |
| <b>Increase (Decrease) in Operating Liabilities:</b>  |                  |                  |
| Suppliers   | (8,907)          | 9,681            |
| Taxes, Charges and Contributions  | 15,605           | (1,400)          |
| Salaries and Social Charges   | (138)            | 657              |
| Cession Revenue to be Recognized  | 1,680            | (1,491)          |
| Other Accounts Receivables  | (4,222)          | (5,072)          |
| <b>Net Cash (Used in) Generated by Operating Activities</b>   | <b>174,697</b>   | <b>(59,397)</b>  |
| <b>CASH FLOW FROM INVESTMENT ACTIVITIES</b>   |                  |                  |
| Acquisition of Fixed Assets   | (30,953)         | (170,985)        |
| Acquisition of Intangible Assets  | (181)            | (22,365)         |
| <b>Net Cash Used in Investment Activities</b>   | <b>(31,134)</b>  | <b>(193,350)</b> |
| <b>CASH FLOW FROM FINANCING ACTIVITIES</b>  |                  |                  |
| Issuance of Loans and Financing   | 22,062           | 156,502          |
| Payment of Loans and Financing - Principal  | (174,910)        | (46,750)         |
| Interest on Paid Loans and Financing  | (16,675)         | (36,326)         |
| Issuance of Real Estate Credit Notes - CCI  | -                | 249,043          |
| Payment of Real Estate Credit Notes - CCI - Principal   | (27,302)         | (7,500)          |
| Payment of Interest on Real Estate Credit Notes - CCI   | (15,317)         | (4,434)          |
| Payment of Accounts Receivables - Purchase of Property  | (6,095)          | -                |
| Taxes Paid in Installments  | 4,482            | (775)            |
| Related Parties   | (11,663)         | 5,572            |
| <b>Net Cash (Used in) Generated by Financing Activities</b>   | <b>(225,418)</b> | <b>315,332</b>   |
| <b>INCREASE (REDUCTION) IN CASH AND CASH EQUIVALENTS</b>  | <b>(81,855)</b>  | <b>62,585</b>    |
| Cash and Cash Equivalents - Final Balance   | 12,143           | 93,998           |
| Cash and Cash Equivalents - Initial Balance   | 93,998           | 31,413           |

Note: The operating and financial indicators have not been reviewed by our independent auditors.



## GLOSSARY

---

|                                   |  |
|-----------------------------------|--|
| <b>Acquired Portfolio</b>         | Shopping centers that the Company acquired or opened after the IPO   |
| <b>Adjusted EBITDA</b>            | Gross profit less operating expenses, plus depreciation and amortization added to non-recurring expenses   |
| <b>Adjusted EBITDA per m2</b>     | Adjusted EBITDA divided by average own GLA in the period   |
| <b>Adjusted FFO</b>               | Funds from operations: Adjusted net profit + depreciation + amortization   |
| <b>Adjusted net income</b>        | Net income plus non recurring expenses   |
| <b>Adjusted Net Income per m2</b> | Adjusted net income divided by average own GLA in the period   |
| <b>Advertising</b>                | Rental of marketing space for the promotion of products and services.  |
| <b>Anchor Stores</b>              | Large and well-known stores that carry special marketing and structural features and that represent an attraction force for consumers for they ensure a permanent flow and uniform traffic of consumers in all areas of the shopping mall. |
| <b>CPC 06 statement</b>           | Statement issued by the Brazilian Committee on Accounting Pronouncements which refers to revenue normalization.  |
| <b>FFO per m2</b>                 | FFO divided by average own GLA in the period   |
| <b>Malls</b>                      | Common areas at the shopping malls for the leasing of stands and kiosks.   |
| <b>Minimum Rent</b>               | Base rent, defined under the rental contract   |
| <b>NOI</b>                        | Net Operating Income: Net revenue less cost of rents and services, plus depreciation and amortization  |
| <b>NOI per m2</b>                 | NOI divided by average own GLA in the period   |
| <b>Own GLA</b>                    | Gross leasable area weighted by the company's interest in the shopping centers   |
| <b>Percentage of Sales Rent</b>   | Difference between minimum rent and the rent from sales percentage   |
| <b>Original Portfolio</b>         | Shopping centers in operation that the company already owned at the time of the IPO. They are: Internacional Shopping de Guarulhos, Poli Shopping, Auto Shopping and Shopping Light  |
| <b>Satellite Stores</b>           | Small and specialized stores intended for general commerce.  |
| <b>Total GLA</b>                  | Gross leasable area is the sum total of all the areas available for leasing in the shopping malls, except for kiosks and third-party areas.  |
| <b>Vacancy</b>                    | GLA not rented at the shopping center  |