In compliance with legal, bylaws and securities market requirements, General Shopping Brasil S/A submits to you its annual report and financial statements for the year ended December 31, 2012.

MANAGEMENT COMMENTS

At the end of 2012, the company's management reported its operating and financial performance in its financial and managerial reports, highlighting the following in the comparison between 2012 and 2011.

We begin by highlighting the operational and physical growth of the Company with an increase of 21% in Gross Leasable Area, a result of the expansions (Parque Shopping Prudente and Unimart Shopping Campinas), constructions (Outlet Premium Brasilia) and acquisitions (Shopping Bonsucesso) that took place during the financial year.

In terms of the Company's organic performance, we point out the 12.0% growth in Same Area Sales, as well as the 11.8% growth in Same Area Rentals, both in line with the quarterly performances of the year.

The breakdown of both factors led to an increase in Net Revenue of 33%, with a corresponding NOI growth that reached 31%. One of the main cost increases was Occupation, particularly at the Parque Shopping Barueri (newly opened), Shopping do Vale (undergoing tenant mix changes) and the Shopping Bonsucesso (recently acquired and already under renovation).

In turn, the EBITDA grew a little less, 27.7%, largely due to increased Company Structure Expenses aimed at the safe execution of the growth projects.

In the Financial Results item, we also highlight such expenses as a result of the Company's leverage, which led to a financial result that consumed what would be its eventual net result pointing, however, to a scenario of deleveraging after the delivery of the projects currently under development.

For 2013 we have planned the opening of the Outlet Premium Salvador and Outlet Premium Rio de Janeiro, as well as the Parque Shopping Sulacap.

We would like to once again thank the employees, storeowners, customers and visitors of our shopping malls for their contribution.

Alessandro Poli Veronezi,
Investor Relations Officer

COMPANY OVERVIEW

General Shopping Brasil is one of the main Brazilian companies focused on owning and managing various kinds of shopping centers. We have 255,073 m² of gross leasable area in 16 shopping centers, with an average ownership interest of 81.5%. We also provide complementary services for the tenants and the malls.

We believe our success is based on market understanding and on the success of the retail operations in our shopping centers.

Our goal is to maximize the profitability of our shopping centers through their lease revenue increase and the suppliance of services due to the improved retail performance. Based on marketing and location surveys, our strategy is:

-Real estate investment in ownership interests in shopping centers, either by developing greenfields, acquiring from third parties or increasing ownership interests in our current portfolio;
-Managing these shopping centers in an optimal way through our competences;
-Providing services that are complementary to shopping center operation;
-Developing new types of shopping centers in the Brazilian market, as well as mixed-use projects that create positive synergy with shopping center performance.

DESCRIPTION OF BUSINESS AND INVESTMENTS

In a way that has been, to this point, different from our competitors, we work in the shopping center market in a manner that is oriented toward the retail market. Our main focus is retail tenants who serve the class B and C consumption classes.

Our activities are (i) planning and managing shopping centers; (ii) leasing commercial space (stores); (iii) leasing advertising and promotional space (merchandising); (iv) managing shopping center parking lots; (v) planning and leasing electrical supply equipment; and (vi) water supply management at the developments. (See description of revenue in economic and financial performance).

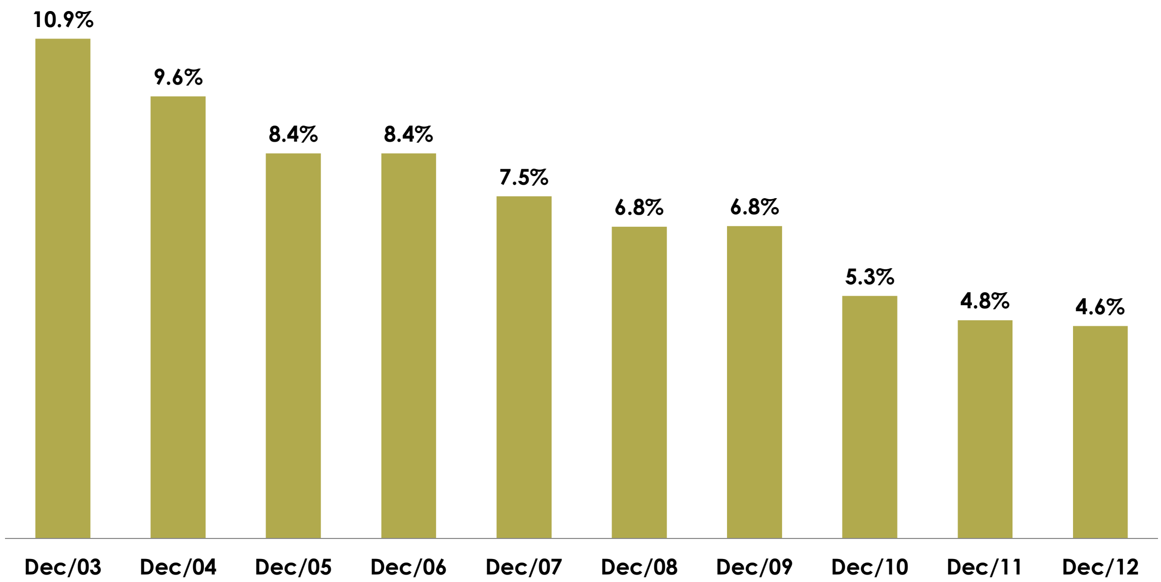
SCENARIOS AND PERSPECTIVES

As previously stated, we use macro and microeconomic analyses in our models to evaluate retail behavior scenarios, which are used to estimate the sales of retail and define the expectations of the store owners regarding expansion and capacity to pay rent for optimal points of sale.

Analyzing the macroeconomic fundamentals, consumption is based on income and credit. Although the fundamentals remain positive for the consumption in the country, supporting the growth of retail, the enlarged economic environment reduces the potential/acceleration of this growth.

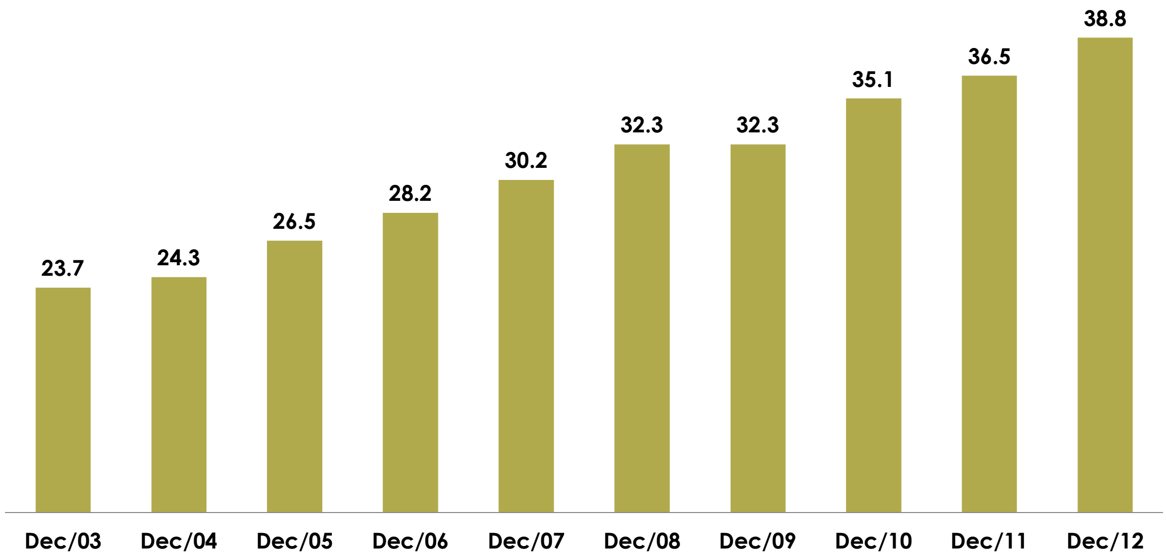
On the other hand, an increasing supply of new developments like shopping malls increases the risk of competition in the sector, which should be carefully evaluated by management.

Unemployment Rate in December - %



Source: PME-IBGE
Table prepared by General Shopping Brasil

Real Income of the Employed Population¹
R$ billion



Source: PME-IBGE; Table prepared by General Shopping Brasil
(1) Based on the employed population and their average income

ECONOMIC AND FINANCIAL PERFORMANCE

São Paulo, March 27, 2013 – General Shopping Brasil S/A [BM&FBovespa: GSHP3], a company with significant participation in the shopping mall industry, announces today its 4Q12 and 2012 earning results. The following financial and operating information, except where indicated otherwise, is presented on a consolidated basis and in thousands of reais, according to accounting rules adopted in Brazil.

Gross Profit grows 33.3% in 2012 and totaled R$ 196.1 million

- General Shopping Brasil's Gross Revenue in the fourth quarter of 2012 (4Q12) totaled R$ 61.5 million, up 42.1% over the R$ 43.3 million in revenue reached in the fourth quarter of 2011 (4Q11). Gross revenue grew 33.3% in 2012 in comparison with 2011, reaching R$ 196.1 million.

- Consolidated NOI registered R$ 48.5 million in 4Q12, with margin at 85.5% and a growth of 35.0% in relation to the R$ 35.9 million registered in 4Q11. In 2012, consolidated NOI was R$ 158.9 million, with margin of 87.1% and a growth of 31.0% in comparison with 2011.

- Gross Profit registered R$ 45.0 million in 4Q12, with margin at 79.4% and a growth of 42.5% as compared with the R$ 31.6 million of 4Q11. In 2012, gross profit totaled R$ 144.4 million, with margin of 79.2% and a growth of 32.1% in comparison with 2011.

- Adjusted Ebitda reached R$ 38.7 million in 4Q12, with margin at 68.3% and a growth of 31.5% in relation to the R$ 29.5 million in 4Q11. In 2012, adjusted EBITDA totaled R$ 125.9 million, with margin of 69.1% and a growth of 27.7% in comparison with 2011.

Consolidated Financial Highlights

R$ thousand	4Q11	4Q12	Chg.	2011	2012	Chg.
Gross Revenue	**43,265**	**61,481**	**42.1%**	**147,158**	**196,113**	**33.3%**
Rent (Shopping Malls)	33,879	46,498	37.2%	115,331	150,554	30.5%
Services	9,386	14,983	59.6%	31,827	45,559	43.1%
NOI - Consolidated	**35,941**	**48,528**	**35.0%**	**121,313**	**158,867**	**31.0%**
Adjusted EBITDA	**29,451**	**38,720**	**31.5%**	**98,641**	**125,920**	**27.7%**
Adjusted Net Result	**(5,349)**	**(8,055)**	**50.6%**	**(37,310)**	**(88,597)**	**137.5%**
Adjusted FFO	**(870)**	**(3,546)**	**307.6%**	**(24,853)**	**(72,476)**	**191.6%**
NOI Margin	*88.9%*	*85.5%*	-3.4 p.p.	*88.3%*	*87.1%*	-1.2 p.p.
Adjusted EBITDA Margin	*72.8%*	*68.3%*	-4.5 p.p.	*71.8%*	*69.1%*	-2.7 p.p.
Adjusted Net Result Margin	*-13.2%*	*-14.2%*	-1.0 p.p.	*-27.2%*	*-48.6%*	-21.4 p.p.
Adjusted FFO Margin	*-2.2%*	*-6.3%*	-4.1 p.p.	*-18.1%*	*-39.7%*	-21.6 p.p.
Gross Revenue per m²	217.53	241.03	10.8%	760.63	850.04	11.8%
NOI per m²	180.70	190.25	5.3%	627.05	688.60	9.8%
Adjusted EBITDA per m²	148.07	151.80	2.5%	509.86	545.79	7.0%
Adjusted Net Result per m²	(26.89)	(31.58)	17.4%	(192.85)	(384.02)	99.1%
Adjusted FFO per m²	(4.37)	(13.90)	217.8%	(128.46)	(314.14)	144.5%
Own GLA - Average in the Period (m^2)	198,893	255,073	28.2%	193,468	230,710	19.3%
Own GLA - End of the Period (m^2)	210,868	255,073	21.0%	210,868	255,073	21.0%

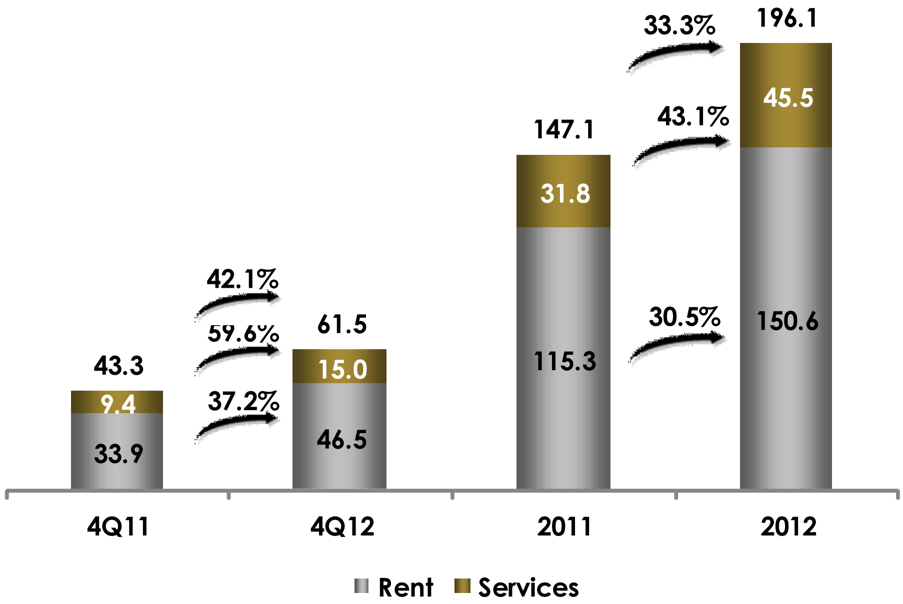
GROSS REVENUE

The company's total gross revenue registered R$ 61.5 million this quarter, up 42.1% over that registered in 4Q11. In 2012, this revenue totaled R$ 196.1 million, up 33.3% as compared with 2011.

Rental gross revenue, which accounted for 75.6% of total gross revenue in 4Q12, amounted to R$ 46.5 million, an increase of 37.2% over 4Q11. The main factors that contributed to this growth were: the opening of the Parque Shopping Barueri (Nov/11), the opening of Outlet Premium Brasília in Jul/12, the acquisition of the Shopping Bonsucesso in Aug/12, the expansion of the Parque Shopping Prudente and Unimart Shopping Campinas in 3Q12, in addition to real growth and annual adjustments of rentals. In 2012, such revenue totaled R$ 150.6 million, an increase of 30.5% as compared to 2011.

Services gross revenue in 4Q12 totaled R$ 15.0 million, up 59.6% over that posted in 4Q11 and R$ 45.5 million in 2012, representing an increase of 43.1% in comparison with 2011.

RENTAL AND SERVICES REVENUE
(R$ million)



RENTAL REVENUE

The Company's rental revenue, which amounted to R$ 46.5 million in 4Q12, is comprised of minimum rent, revenue exceeding percentage on sales, key money and advertising.

Rental Revenue Breakdown

R$ million	4Q11	4Q12	Chg.	2011	2012	Chg.
Minimum Rent	24.5	33.4	36.2%	88.8	115.2	29.7%
Percentage on Sales	4.6	7.3	57.7%	13.0	18.1	38.7%
Key Money	1.9	1.7	-6.1%	5.0	6.5	30.6%
Advertising	2.9	4.1	41.6%	8.5	10.8	27.1%
Total	33.9	46.5	37.2%	115.3	150.6	30.5%

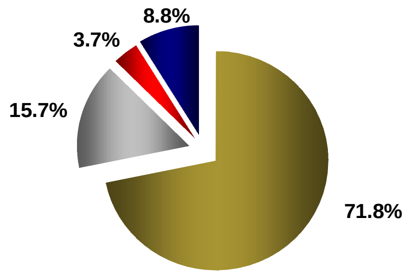
The minimum rent revenues, including straight-lining revenue, in 4Q12 increased by R$ 8.9 million or 36.2% over 4Q11. In the comparison between 2012 and 2011, the growth was R$ 26.4 million or 29.7%.

Revenue exceeding percentage on sales increased 57.7% in the comparable periods due to a portfolio increment combined with good retail performance. In the comparison between 2012 and 2011, the increase was 38.7%.

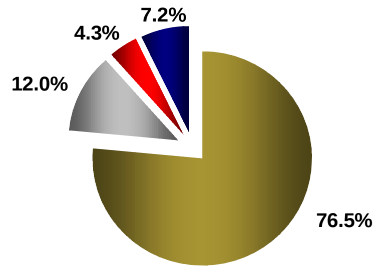
Temporary rentals (advertising) totaled R$ 4.1 million in 4Q12, representing an increase of R$ 1.2 million or 41.6% in comparison with 4Q11 and R$ 10.8 million in 2012, representing an increase of 27.1% as compared with 2011.

Minimum rent revenue in 4Q12 accounted for 71.8% of total rental revenue, while in 4Q11, this revenue accounted for 72.2%. In 2012, this revenue represented 76.5% as compared with 77.0% in 2011.

RENTAL REVENUE BREAKDOWN - 4Q12



RENTAL REVENUE BREAKDOWN - 2012



Minimum Rent
Percentage on Sales
Key Money
Advertising

SERVICES REVENUE

Services revenue amounted to R$ 15.0 million in 4Q12, representing a growth of 59.6% in comparison with that of the same year-ago period. In 2012, such revenue totaled R$ 45.5 million, an increase of 43.1% as compared to 2011.

Services Revenue Breakdown

R$ million	4Q11	4Q12	Chg.	2011	2012	Chg.
Parking	7.7	10.8	41.3%	25.0	32.5	30.0%
Energy	1.1	1.8	59.5%	4.2	5.3	25.1%
Water	0.3	1.2	261.4%	1.4	4.2	200.2%
Management	0.3	1.2	297.4%	1.2	3.5	192.9%
Total	**9.4**	**15.0**	**59.6%**	**31.8**	**45.5**	**43.1%**

Parking services revenue totaled R$ 10.8 million in 4Q12, increasing R$ 3.1 million, equivalent to a 41.3% growth in relation to 4Q11. This result was due to the implementation of paid parking services at the Parque Shopping Barueri in Nov/11 and to the acquisition of the Shopping Bonsucesso in Aug/12, in addition to an increase in revenue from other operations. The revenue was R$ 32.5 million in 2012, up 30.0% as compared with 2011.

Energy supply management revenue amounted to R$ 1.8 million in 4Q12, up R$ 0.7 million or 59.5%. In 2012, such revenue totaled R$ 5.3 million, up 25.1% in comparison with 2011.

Water supply management revenue in 4Q12 amounted to R$ 1.2 million and in 4Q11 it reached R$ 0.3 million. In 2012, this revenue was R$ 4.2 million, compared to R$ 1.4 million in the last year.

REVENUE DEDUCTIONS (TAXES, DISCOUNTS AND CANCELLATIONS)

Taxes, discounts and cancellations applicable to gross revenue totaled R$ 4.8 million in 4Q12, 7.7% of gross revenue in comparison with 4Q11, which represented 6.5%. In 2012 this item registered R$ 13.8 million, 7.0% of gross revenue while in 2011, this percentage was 6.7%.

Taxes on income (PIS/COFINS/ISS) totaled R$ 4.1 million in 4Q12, representing an increase of R$ 1.6 million compared to 4Q11. This variation was due to the increase in income. In 2012, the amount was R$ 11.2 million, an increase of R$ 3.4 million compared to 2011.

Discounts and cancellations accounted for R$ 0.7 million this quarter, representing an increase of R$ 0.4 million as compared with 4Q11. In 2012 the company registered an increase of R$ 0.6 million in comparison with 2011.

RENTAL AND SERVICES NET REVENUE

Net Revenue amounted to R$ 56.7 million in 4Q12, up 40.3% over that of the same period last year. In 2012 net revenue totaled R$ 182.4 million, up 32.8% over 2011.

RENTAL AND SERVICES COSTS

Rental and services costs in 4Q12 increased 32.3% and reached R$ 11.7 million. In the full year of 2012, these costs totaled R$ 38.0 million, up 35.4% over those registered in the previous year.

Rental and Services Costs

R$ million	4Q11	4Q12	Chg.	2011	2012	Chg.
Personnel	0.3	0.9	163.4%	1.2	2.7	127.3%
Depreciation	4.3	3.5	-19.5%	12.0	14.5	20.6%
Occupancy	2.3	4.5	102.2%	8.1	11.9	46.1%
Third parties	1.9	2.8	44.9%	6.7	8.9	32.9%
Total	**8.8**	**11.7**	**32.3%**	**28.0**	**38.0**	**35.4%**

Personnel Cost

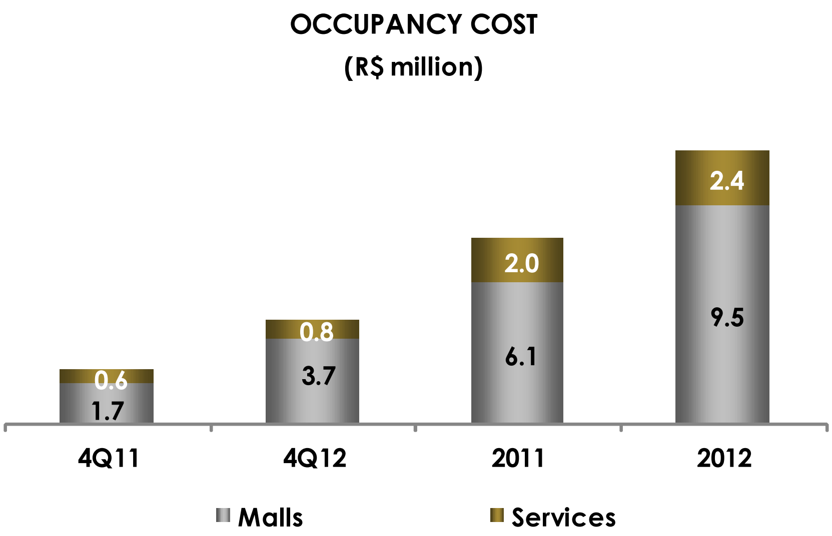
The personnel cost was R$ 0.9 million this quarter, compared with R$ 0.3 million in 4Q11. This cost increase was due to salary adjustments and the new operations implemented in the period. In 2012, personnel cost accounted for R$ 2.7 million, 127.3% higher than in 2011.

Depreciation Cost

Depreciation cost reached R$ 3.5 million in 4Q12, 19.5% less than in 4Q11. This item in 2012 accounted for R$ 14.5 million, up 20.6% over that of 2011.

Occupancy Cost

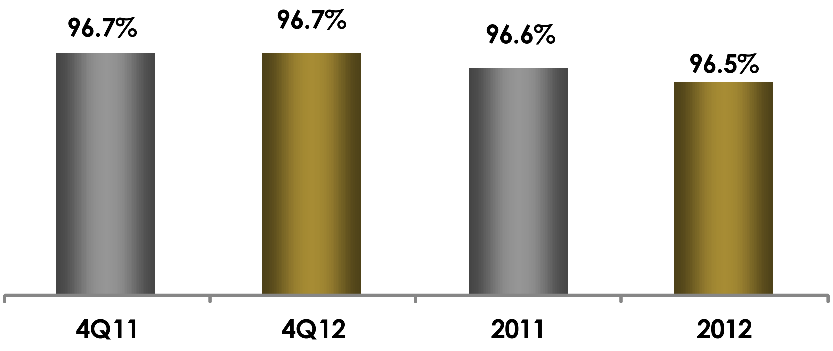
Occupancy cost totaled R$ 4.5 million this quarter, R$ 2.2 million more than in 4Q11. In 2012, this amount was R$ 11.9 million, up R$ 3.8 million or 46.1% as compared with 2011.



Occupancy costs of shopping malls reached R$ 3.7 million in 4Q12, an increase of R$ 2.0 million as compared with 4Q11, due to the main variations occurred in Shopping Bonsucesso, Shopping do Vale and Parque Shopping Barueri. In 2012, the occupancy cost was R$ 9.5 million, an increase of R$ 3.4 million in relation to the figure registered in 2011.

The occupancy cost of services amounted to R$ 0.8 million in 4Q12, representing an increase of R$ 0.2 million as compared with 4Q11. In 2012, these costs registered R$ 2.4 million, R$ 0.4 million more than those in 2011.

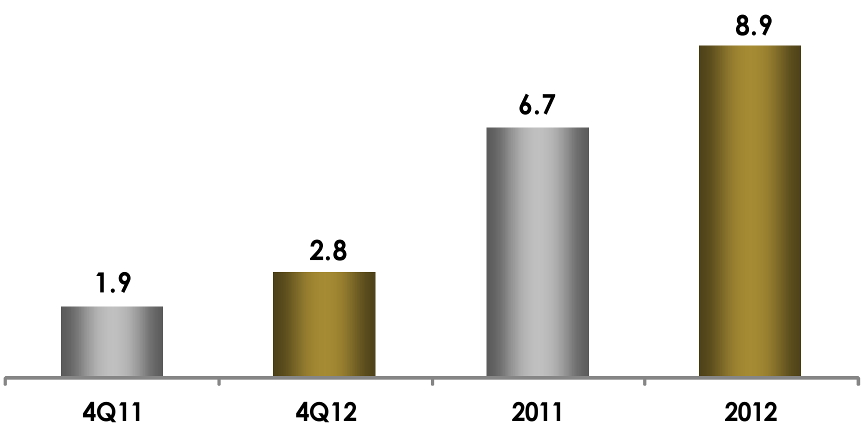
OCCUPANCY RATE PERFORMANCE



Third-Parties Services Costs

Third-parties parking-related services costs in 4Q12 hit R$ 2.8 million, an increase of R$ 0.9 million as compared with 4Q11. This increase was due to costs for the implementation of new parking services at the Shopping Bonsucesso, in addition to increases in other operations. In 2012, such revenue totaled R$ 8.9 million, R$ 2.2 million more than in 2011.

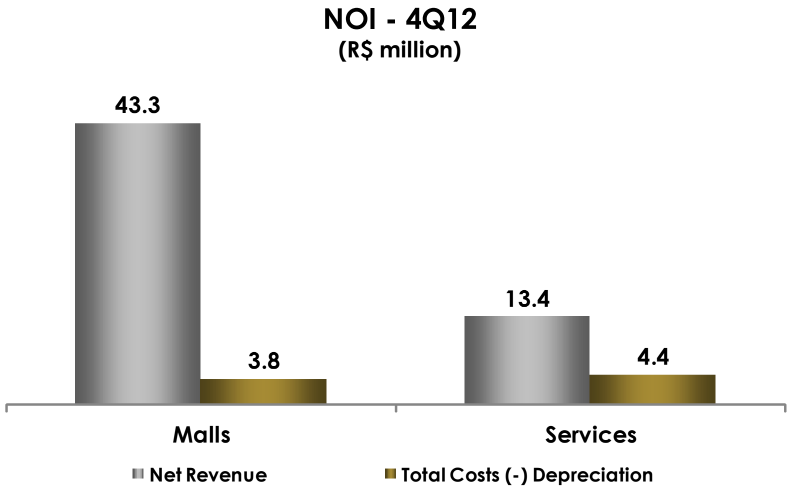
THIRD-PARTIES SERVICES COST
(R$ million)



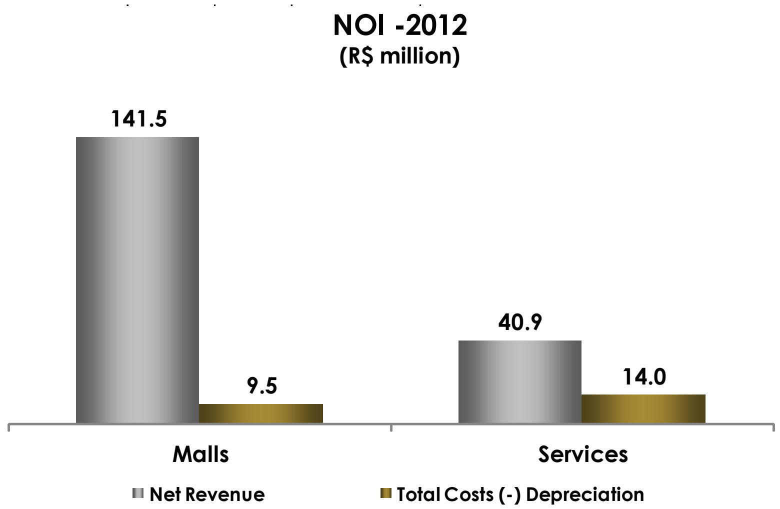
GROSS PROFIT

Gross Profit registered R$ 45.0 million in 4Q12, with margin at 79.4% and a 42.5% growth as compared with the R$ 31.6 million of 4Q11. In 2012, gross profit totaled R$ 144.4 million, with margin of 79.2% and a growth of 32.1% in comparison with 2011.

In 4Q12 the Company's consolidated NOI totaled R$ 48.5 million. NOI for shopping mall operations amounted to R$ 39.5 million, while services reached R$ 9.0 million.



In 2012 NOI was R$ 158.9 million and the NOI for shopping mall operations represented R$ 132.0 million and that for services amounted to R$ 26.9 million.



OPERATING EXPENSES AND OTHER OPERATING REVENUE

In 4Q12 operating expenses and other operating revenues posted a net increase of R$ 4.3 million, resulting from an increase of R$ 4.0 million in General and Administrative Expenses and a decrease of R$ 0.3 million in Other Operating Revenues. In 2012, operating expenses and other operating revenues totaled R$ 36.2 million while in 2011 they totaled R$ 23.8 million.

Operating Expenses and Other Operating Revenues

R$ million	4Q11	4Q12	Chg.	2011	2012	Chg.
Operational Expenses	9.3	13.3	42.6%	33.1	43.0	30.1%
Other Operating Revenues	(2.7)	(2.4)	-13.5%	(9.3)	(6.8)	-26.6%
Total	**6.6**	**10.9**	**65.9%**	**23.8**	**36.2**	**52.2%**

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses in 4Q12 totaled R$ 13.3 million, representing an increase of 42.6%, as compared with 4Q11. In 2012 this value was R$ 43.0 million, 30.1% more than that registered in 2011.

General and Administrative Expenses

R$ million	4Q11	4Q12	Chg.	2011	2012	Chg.
Publicity and Advertising	2.6	1.1	-56.8%	4.0	3.3	-15.5%
Provision for Doubtful Accounts	1.0	-	-	1.0	0.9	-6.4%
Personnel	4.3	4.8	10.2%	13.1	15.4	17.4%
Third Parties	0.1	3.0	-	5.7	10.0	74.2%
Commercialization Expenses	1.3	1.1	-13.0%	3.9	3.6	-7.9%
Non-recurring Expenses	-	0.2	-	0.7	1.6	138.2%
Other Expenses	-	3.1	-	4.7	8.2	72.3%
Total	**9.3**	**13.3**	**42.6%**	**33.1**	**43.0**	**30.1%**

This quarter registered a net increase of R$ 4.0 million in administrative expenses as a result of (i) an increase in personnel expenses due to annual adjustments, as well as a staff increment due to the new operations, (ii) an increase in expenses with third parties, (iii) an increase in other expenses.

OTHER OPERATING REVENUES

Other operating revenues are comprised mainly of recovery of costs and expenses incurred by the Company which should have been borne by tenants and other recoveries in general. In 4Q12, other operating revenues amounted to R$ 2.4 million and in 4Q11 they totaled R$ 2.7 million. In 2012 this value was R$ 6.8 million, 26.6% lower than in 2011.

Other Operating Revenues

R$ million	4Q11	4Q12	Chg.	2011	2012	Chg.
Recovery of Condominium Expenses	(0.7)	-	-	(1.9)	(0.2)	-88.3%
Reversal of Contingencies	(1.0)	-	-	(3.0)	-	-
Recovery (other)	(1.0)	(2.4)	130.4%	(4.4)	(6.6)	49.8%
Total	**(2.7)**	**(2.4)**	**-13.5%**	**(9.3)**	**(6.8)**	**-26.6%**

NET FINANCIAL RESULT

Net financial result in 4Q12 was a negative R$ 37.7 million and in 4Q11 was a negative R$ 26.6 million. This increase of R$ 11.1 million resulted from exchange rate variations which mainly impacted the principal of the perpetual debt, but this is not a cash item. In 2012 the company posted a negative R$ 176.2 million, compared to a negative R$ 108.3 million in 2011.

Interest expenses relating to loans contracted for greenfield projects are being capitalized during the construction period and will be amortized after the startup of the operations of the shopping malls.

Net Financial Result

R$ million	4Q11	4Q12	Chg.	2011	2012	Chg.
Revenues	**50.2**	**62.5**	**24.4%**	**113.2**	**116.9**	**3.2%**
Interest on financial investments	3.7	(6.0)	-	9.5	12.2	28.2%
Derivative Operational Gain	(1.8)	23.8	-	0.7	23.8	-
Exchange Variation - Asset	48.9	27.2	-44.4%	101.4	59.6	-41.2%
Monetary Variation - Asset	(0.5)	18.3	-	1.6	20.9	-
Other	(0.1)	(0.8)	-	-	0.4	-
Expenses	**(76.8)**	**(100.2)**	**30.4%**	**(221.5)**	**(293.1)**	**32.3%**
Interest on loans, financing and CCIs	(21.4)	(33.9)	58.3%	(44.4)	(51.5)	15.7%
Perpetual Bonds Debt	(11.3)	(22.6)	99.9%	(35.1)	(79.3)	126.2%
Derivative Operational Loss	-	(24.4)	-	-	(24.4)	-
Interest - Liability	(3.7)	(1.9)	-49.9%	(3.7)	(1.9)	-49.9%
Exchange Variation - Liability	(47.4)	(33.6)	-29.2%	(138.3)	(135.3)	-2.2%
Monetary Variation - Liability	4.7	5.4	14.3%	-	-	-
Charges of taxes in installments	-	1.0	-	-	(0.7)	-
Other	2.3	9.8	-	-	-	-
	(26.6)	**(37.7)**	**41.8%**	**(108.3)**	**(176.2)**	**62.8%**

FINANCIAL INSTRUMENTS

The Risk Management Policy seeks to protect the company against changes that could affect liquidity through the use of derivative financial instruments or investments in dollars. The Board monitors and decides on policy changes.

Speculative transactions are prohibited by the Policy and any instrument used should aim at mitigating risks. All operations are controlled through the daily monitoring of mark-to-market and of risk limits, informed by the Senior Management Capitânia S.A. to the Financial Board.

No derivative is classified as a hedge in the definition of CPC 38, and therefore, is not booked according to Hedge Accounting practices.

FOREIGN EXCHANGE RISK

Since the bond issue, the company's strategy is to maintain at least two years of interest payment hedged against currency risk. This hedging can be achieved with operations in Brazil or abroad, which may include derivative instruments and that comply with the cost and profitability criteria.

Due to the characteristics of futures contracts on the Brazilian securities, commodities and futures exchange (BM&FBovespa), the daily adjustments - that occurred during 4Q12, representing R$ 952 thousand, and in 2012, that accounted for receivables of R$ 1.5 million - have already impacted the Company's cash flow.

On December 31, 2012, the company's exposure map for the next 24 months was the following:

Financial Instruments

US$ thousand	2013	2014	Total
Exposure	**43,000**	**43,000**	**86,000**
Total hedge with derivative instruments	43,000	43,000	86,000
Coverage	**100%**	**100%**	**100%**

Derivative Instrument - exposure	2013	2014	Total
Initial price - R$/US$*	2.0122	2.0390	2.0256
Notional value in US$ thousands	43,000	43,000	86,000
Fair value in R$ thousands	(321)	(321)	(642)

*The initial price is calculated by the input price in the operation plus the differences of the rolls made every month.

INTEREST RATE RISK

In 2012 the company made interest rate swaps to convert debts linked to the CDI and the TJLP to the IPCA. These contracts mature and have amortization percentages identical to the corresponding loan agreements.

Swap Start Data	Notional	Settlement Date	GSB Receives	GSB Pays	Fair Value at 12/31/2012
Jun/2012	**11,400**	06/05/17	CDI + 3.202%	IPCA + 7.59%	**(921)**
Oct/2012	**10,264**	10/16/17	CDI + 5.5%	IPCA + 7.97%	**(383)**
Oct/2012	**13,685**	10/16/17	TJLP + 6.5%	IPCA + 6.9%	**(673)**
TOTAL	**35,349**				**(1,977)**

INCOME TAX AND SOCIAL CONTRIBUTION (CURRENT AND DEFERRED)

Income tax and social contribution totaled R$ 4.6 million in 4Q12 and in 4Q11 this amount stood at R$ 3.8 million. Income tax and social contribution totaled R$ 22.2 million in 2012, up R$ 7.0 million as compared with 2011.

ADJUSTED NET RESULT

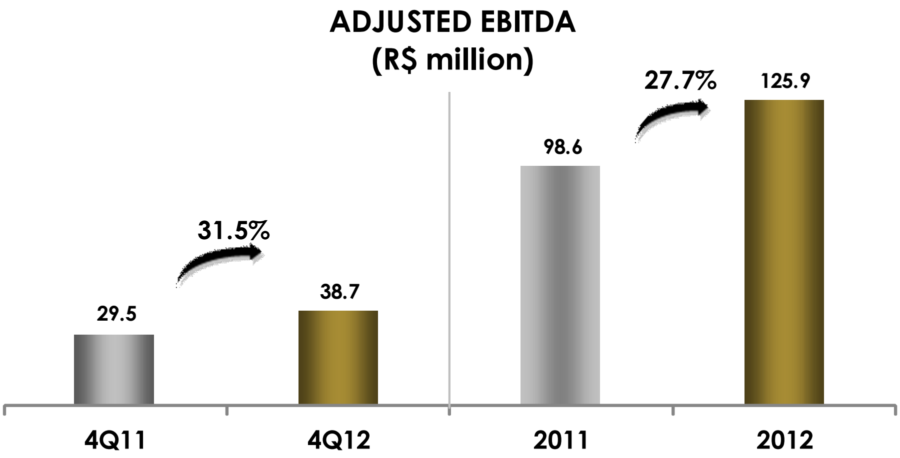
In 4Q12, the company reported an adjusted net result of a negative R$ 8.1 million compared with an adjusted net result of R$ 5.3 million in 4Q11. In 2012, the adjusted net result was a negative R$ 88.6 million compared to an adjusted net result of R$ 37.3 million in 2011.

ADJUSTED EBITDA

Adjusted EBITDA reached R$ 38.7 million in 4Q12, with margin at 68.3% and a 31.5% increase as compared with the previous year, when it amounted to R$ 29.5 million. In 2012, the adjusted EBITDA was R$ 125.9 million, with margin at 69.1% and a growth of 27.7% in comparison with 2011.

Adjusted EBITDA Reconciliation

R$ million	4Q11	4Q12	Chg.	2011	2012	Chg.
Net income	**(5.3)**	**(8.2)**	**53.6%**	**(38.0)**	**(90.2)**	**137.5%**
(+) Income Tax and Social Contribution	3.8	4.6	22.5%	15.2	22.2	45.6%
(+) Net Financial Income	26.6	37.7	41.8%	108.3	176.2	62.8%
(+) Depreciation and Amortization	4.4	4.4	0.7%	12.4	16.1	29.4%
EBITDA	**29.5**	**38.5**	**30.9%**	**97.9**	**124.3**	**26.9%**
(+) Non-Recurring Expenses	-	0.2	-	0.7	1.6	138.2%
Adjusted EBITDA	**29.5**	**38.7**	**31.5%**	**98.6**	**125.9**	**27.7%**
Adjusted EBITDA Margin	***72.8%***	***68.3%***	***-4.5 p.p.***	***71.8%***	***69.1%***	***-2.7 p.p.***

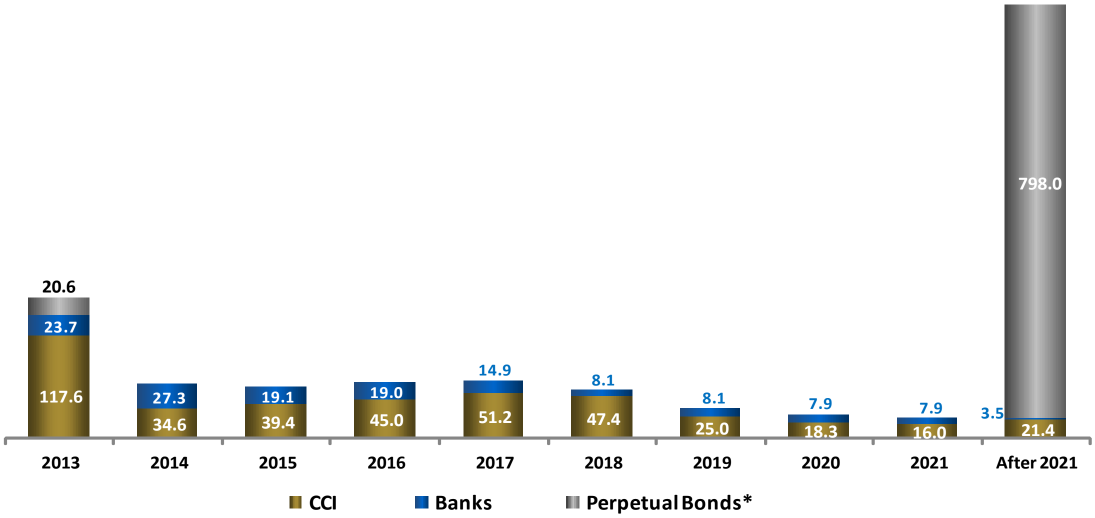


CAPITAL STRUCTURE

The Company's gross debt on December 31, 2012 amounted to R$ 1,374.0 million. On September 30, 2012, it stood at R$ 1,193.0 million.

Taking into consideration cash availability (cash and cash equivalents and other financial investments) of R$ 344.4 million on December 31, 2012, total net debt was R$ 1,029.6 million. In 3Q12, net debt was R$ 934.4 million.

AMORTIZATION SCHEDULE
(R$ million)



R$ million														
Financial Institution	Maturity	Index	Interest	12/31/12	2013	2014	2015	2016	2017	2018	2019	2020	2021	After 2021
BANCO HSBC S.A.	Jun-17	CDI	3.2%	11.5	1.7	2.8	2.8	2.8	1.4	-	-	-	-	-
BNDES - PINE FINAME	Sep-19	-	8,7%	1.0	-	0.1	0.1	0.2	0.2	0.2	0.2	-	-	-
BNDES - HSBC FINEM	Oct-17	SELIC	5.5%	11.2	0.9	2.8	2.8	2.7	2.0	-	-	-	-	-
BNDES - HSBC FINEM	Oct-17	TJLP	6,5%	14.9	1.1	3.7	3.7	3.7	2.7	-	-	-	-	-
BNDES - ABC FINEM	May-17	TJLP	5,3%	4.5	1.0	1.1	1.0	1.0	0.4	-	-	-	-	-
BNDES - ABC FINEM	May-17	USD	5,3%	2.8	0.6	0.6	0.7	0.7	0.2	-	-	-	-	-
BBM - CCB	Oct-14	CDI	5,6%	18.8	10.5	8.3	-	-	-	-	-	-	-	-
DEBENTURES - SB BONSUCESSO	Oct-22	CDI	2,75%	36.6	3.9	3.9	4.0	3.9	3.9	3.9	3.9	3.9	3.9	1.4
DEBENTURES - SB BONSUCESSO	Oct-22	IPCA	7,5%	38.2	4.0	4.0	4.0	4.0	4.1	4.0	4.0	4.0	4.0	2.1
CCI - ITAÚ BBA	Jun-18	TR	11.0%	143.3	17.3	20.0	23.2	26.9	31.0	24.9	-	-	-	-
CCI - RB CAPITAL	Apr-20	IPCA	9,9%	60.3	4.9	5.9	6.8	7.9	9.0	10.3	11.7	3.8	-	-
CCI - ITAÚ BBA	Sep-13	IPCA	8.0%	87.6	87.6	-	-	-	-	-	-	-	-	-
CCI - SANTANDER	Jun-22	TR	11.0%	59.7	4.2	4.5	5.0	5.5	6.1	6.8	7.5	8.3	9.3	2.5
CCI - HABITASEC	Nov-24	IPCA	7.0%	65.0	3.6	4.2	4.4	4.7	5.1	5.4	5.8	6.2	6.7	18.9
SENIOR PERPETUAL BONDS*		USD	10.0%	512.5	9.1	-	-	-	-	-	-	-	-	503.4
SUBORDINATOR PERPETUAL BONDS*		USD	12.0%	306.1	11.5	-	-	-	-	-	-	-	-	294.6
Total Debt				**1,374.0**	**161.9**	**61.9**	**58.5**	**64.0**	**66.1**	**55.5**	**33.1**	**26.2**	**23.9**	**822.9**

* Perpetual with call possibility

For the criteria of Ratings agencies that monitor the Company (Fitch and Moody's), 50% of the issuance of Perpetual Subordinated Bonds are considered as Capital.

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

CAPITAL MARKET – GOVERNANCE – DIVIDEND POLICY

Our entry into the capital market in July 2007 allowed us to access better capital sources. This in turn allowed us to conduct an efficient growth strategy.

In addition to access to the capital market, listing on the *Novo Mercado* benefited us with better management practices through the application of corporate governance and equal rights for shareholders.

Our approved dividend policy is to distribute the minimum dividend, required by law, as we consider attractive profitability and necessary reinvestment in the Company.

HUMAN RESOURCES

We have 402 employees in our offices and shopping centers. Additionally, our shopping centers use outsourced labor for operations such as maintenance, cleaning and security. We monitor the outsourced companies' compliance with employment and social security law.

ENVIRONMENTAL SUSTAINABILITY

Although shopping center activities generally have low environmental impact, wherever possible we seek to use new concepts in our projects, such as:

- Using electricity from sources certified by the Alternative Source Electrical Power Incentive Program (*Programa de Incentivo às Fontes Alternativas de Energia Elétrica*), or PROINFA.
- Water recycling.
- Recycling waste and oil.
- Landscaping with reforestation.
- Architectural design that takes advantage of natural light.

INDEPENDENT AUDITING

In compliance with Brazilian Securities Commission (CVM) Instruction 381/03, we report that Grant Thornton Auditores Independentes provided us no services other than auditing our financial statements in the year ended December 31, 2012.

ARBITRATION

We are obligated to use arbitration at the Market Arbitration Chamber under the arbitration agreement in article 54 of our bylaws.

March 26, 2013

To: General Shopping Brasil S.A.
Attn.: Shareholders, Board of Directors and Executive Officers

Re.: Independent Auditor's Report AUD0107i/2013

(Free translation from the original issued in Portuguese. In the event of discrepancies, the Portuguese language version prevails.)

Dear Sirs,

We hereby forward you the Individual and Consolidated Financial Statements as of December 31, 2012 of General Shopping Brasil S.A., together with the Independent Auditor's Report.

Yours sincerely,

Nelson Fernandes Barreto Filho
Assurance Partner

Grant Thornton

General Shopping Brasil S.A.

(Free translation from the original issued in Portuguese. In the event of discrepancies, the Portuguese language version prevails.)

Individual and Consolidated Financial Statements together with the Independent Auditor's Report

As of December 31, 2012

Grant Thornton

Contents

Grant Thornton

Independent auditor's report

(Free translation from the original issued in Portuguese. In the event of discrepancies, the Portuguese language version prevails. See Note 33 to the financial statements.)

To:
The Shareholders, Board of Directors and Executive Officers of
General Shopping Brasil S.A.
São Paulo – SP

We have audited the accompanying individual and consolidated financial statements of General Shopping Brasil S.A. (Company), identified as Company and Consolidated, respectively, which comprise the balance sheet as of December 31, 2012, and the related income statement, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting practices and other explanatory information.

Management's responsibility for the financial statements

The Management of the Company is responsible for the preparation and fair presentation of the individual financial statements in accordance with accounting practices adopted in Brazil and of the consolidated financial statements in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), and the accounting practices adopted in Brazil, as well as for such internal control as management determines as necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Brazilian and International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Company's financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting practices used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Grant Thornton

Opinion on the individual financial statements

In our opinion, the individual financial statements referred to above present fairly, in all material respects, the financial position of General Shopping Brasil S.A. as of December 31, 2012, and its financial performance and its cash flows for the year then ended in accordance with accounting practices adopted in Brazil.

Opinion on the consolidated financial statements

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of General Shopping Brasil S.A. as of December 31, 2012, and its consolidated financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), and the accounting practices adopted in Brazil.

Emphasis of a matter

As mentioned in Note 2, the individual financial statements were prepared in accordance with accounting practices adopted in Brazil. In the case of General Shopping Brasil S.A., such practices differ from IFRS - applicable to the separate financial statements - solely with respect to the measurement of investments in subsidiaries and jointly owned subsidiaries, under the equity method, while such investments would be measured at cost or fair value for IFRS purposes. Our opinion is not a qualified opinion because of that matter.

Other matters

Statements of value added

We have also audited the individual and consolidated statements of value added for the year ended December 31, 2012, prepared by the Company's Management, the presentation of which is required by Brazilian Corporation Law for publicly-held companies, and as supplementary information under IFRS, whereby no statement of value added presentation is required. These statements have been subject to the same auditing procedures previously described and, in our opinion, are presented fairly, in all material respects, in relation to the overall financial statements.

Audit of prior year corresponding figures

The corresponding figures for the year ended December 31, 2011, presented for comparison purposes, were audited by other independent auditors, who issued an unqualified report on February 24, 2012. Such unqualified report contains an emphasis of a matter referring to the completion of the registration process of the property where Shopping Light is located, which was regularized throughout fiscal year 2012.

São Paulo, the 26th of March of 2013.

Nelson Fernandes Barreto Filho
Assurance Partner

Grant Thornton
Auditores Independentes

General Shopping Brasil S.A.

Balance sheets as of December 31, 2012 and 2011

(In thousands of Reais, except where otherwise indicated)

(Free translation from the original issued in Portuguese. In the event of discrepancies, the Portuguese language version shall prevail.)

ASSETS

		Company (BR GAAP)		Consolidated (BR GAAP and IFRS)	
	Notes	12/31/2012	12/31/2011	12/31/2012	12/31/2011
Current assets					
Cash and cash equivalents	4	2.505	1.346	252.778	121.680
Linked financial investments	5	-	-	88.570	-
Accounts receivable	6	-	-	53.171	34.260
Taxes to be offset	7	681	635	8.608	4.089
Other accounts receivable	9	1.681	1.564	7.864	5.740
Total current assets		4.867	3.545	410.991	165.769
Noncurrent assets					
Accounts receivable	6	-	-	936	1.346
Related parties	8	15.760	26.004	40.664	22.124
Judicial deposits and escrow funds	-	-	-	1.633	2.756
Linked financial investments	5	-	-	3.008	90.627
Other accounts receivable	9	-	-	566	1.068
		15.760	26.004	46.807	117.921
Investments	10	603.203	577.844	-	-
Investment properties	11	-	-	1.277.774	915.030
Fixed assets	12	25.690	15.857	69.419	28.732
Intangible assets	13	11.458	6.441	78.050	41.822
		640.351	600.142	1.425.243	985.584
		656.111	626.146	1.472.050	1.103.505
Total assets		660.978	629.691	1.883.041	1.269.274

The explanatory notes are an integral part of these financial statements.

General Shopping Brasil S.A.

Balance sheets as of December 31, 2012 and 2011

(In thousands of Reais, except where otherwise indicated)

(Free translation from the original issued in Portuguese. In the event of discrepancies, the Portuguese language version shall prevail.)

LIABILITIES AND SHAREHOLDERS' EQUITY

	Notes	Company (BR GAAP) 12/31/2012	Company (BR GAAP) 12/31/2011	Consolidated (BR GAAP and IFRS) 12/31/2012	Consolidated (BR GAAP and IFRS) 12/31/2011
Current liabilities					
Accounts payable to suppliers	-	1.162	2.132	10.577	17.773
Loans and financing	14	-	-	38.828	12.782
Accounts payable – Real Estate purchases	16	-	-	-	7.550
Salaries, vacation pay, and related charges	-	1.873	1.839	2.105	2.257
Taxes payable	-	446	315	23.790	19.219
Tax installment plans	18	199	173	5.806	5.534
Real Estate Credit Bills (CCI)	15	-	-	28.435	18.111
Amounts payable to related parties	8	230.486	199.569	16.389	13.949
Other accounts payable	17	1.060	1.013	31.259	14.210
Total current liabilities		235.226	205.041	157.189	111.385
Noncurrent liabilities					
Loans and financing	14	-	-	919.268	459.816
Revenue from property transfer to be appropriated	19	-	-	31.148	19.179
Tax installment plans	18	408	524	12.151	16.641
Deferred income taxes	26	-	-	34.539	29.296
Provision for civil and labor risks	20	-	-	5.141	613
Real Estate Credit Bills (CCI)	15	-	-	387.422	199.826
Provision for losses with investments in subsidiaries	10	182.471	91.013	-	-
Other accounts payable	17	-	-	93.310	99.405
Total noncurrent assets		182.879	91.537	1.482.979	824.776
Shareholders' equity					
Capital stock	21	317.813	317.813	317.813	317.813
Revaluation reserves and subsidiaries	-	58.350	58.517	108.145	108.312
Accumulated losses	-	(133.290)	(43.217)	(183.085)	(93.012)
		242.873	333.113	242.873	333.113
Total liabilities and shareholders' equity		660.978	629.691	1.883.041	1.269.274

The explanatory notes are an integral part of these financial statements.

General Shopping Brasil S.A.

Income Statement
for the years ended December 31, 2012 and 2011

(In thousands of Reais, except where otherwise indicated)

(Free translation from the original issued in Portuguese. In the event of discrepancies, the Portuguese language version shall prevail.)

		Company (BR GAAP)		Consolidated (BR GAAP and IFRS)	
	Notes	12/31/2012	12/31/2011	12/31/2012	12/31/2011
Net revenues	22	-	-	182.357	137.341
Cost of rents and services provided	23	-	-	(38.002)	(28.065)
Gross profit		-	-	144.355	109.276
Operating expenses and revenues					
General expenses and administrative expenses	24	(23.683)	(17.181)	(43.025)	(33.079)
Other net operating revenues	27	194	329	6.826	9.294
Equity income	10	(66.192)	(20.901)	-	-
Operating income / (losses) before financial income		(89.681)	(37.753)	108.156	85.491
Financial income	25	(559)	(248)	(176.199)	(108.252)
Operating losses before income taxes		(90.240)	(38.001)	(68.043)	(22.761)
Current income taxes	26	-	-	(22.261)	(15.254)
Deferred income taxes	26	-	-	64	14
Net losses for the year		(90.240)	(38.001)	(90.240)	(38.001)
Attributable to controlling shareholders'	-	-	-	(90.240)	(38.001)
Basic loss per share – R$		(1,79)	(0,75)	(1,79)	(0,75)

The Company does not have any items referring to comprehensive income in the current and previous years.

The explanatory notes are an integral part of these financial statements.

General Shopping Brasil S.A.

Statementes of changes in equity
for the years ended December 31, 2012 and 2011

(In thousands of Reais, except where otherwise indicated)

(Free translation from the original issued in Portuguese. In the event of discrepancies, the Portuguese language version shall prevail.)

	Capital stock	Revaluation reserve in subsidiaries	Retained earnings / (accumulated losses)	Total Company's equity
Balances as of December 31, 2010	317.813	58.740	(5.439)	371.114
Loss for the year	-	-	(38.001)	(38.001)
Realization of the revaluation reserve	-	(223)	223	-
Balances as of December 31, 2011	317.813	58.517	(43.217)	333.113
Loss for the year	-	-	(90.240)	(90.240)
Realization of the revaluation reserve	-	(167)	167	-
				-
Balances as of December 31, 2012	317.813	58.350	(133.290)	242.873

The explanatory notes are an integral part of these financial statements.

General Shopping Brasil S.A.

Statements of cash flows for the years ended December 31, 2012 and 2011

(In thousands of Reais, except where otherwise indicated)

(Free translation from the original issued in Portuguese. In the event of discrepancies, the Portuguese language version shall prevail.)

		Company		Consolidated	
	Notas	12/31/2012	12/31/2011	12/31/2012	12/31/2011
Cash flow from operating activities					
Net loss for the period		(90.240)	(38.001)	(90.240)	(38.001)
Adjustments to reconcile net income for the period to net cash and cash equivalents (used in)/ provided by operating activities					
Depreciation/ amortization		211	404	16.122	12.457
Allowance for doubtful accounts		-	-	927	975
Reversal of provision for civil and labor risks	-	-	-	-	(5.695)
Inflation adjustments of the provision for tax, labor and civil risks	-	-	-	7	98
Deferred income taxes	-	-	-	(64)	(14)
Financial charges on loans, financing, CCI, and perpetual bond	-	-	31	137.599	79.534
Financial charges on tax installment plans	-	-	62	2.354	2.965
Reversal of tax installment plans	-	-	-	-	(2.736)
Translation adjustments	-	-	-	75.683	36.891
Unrealized losses derivative instrument transactions	-	-	-	659	418
Equity pickup	-	66.099	20.901	-	-
(Increase) / decrease in operating assets					
Accounts receivable	-	-	-	(18.650)	(10.239)
Taxes recoverable	-	(46)	(171)	(4.472)	(1.976)
Other accounts receivable	-	(117)	(782)	(528)	7.840
Judicial deposits and escrow funds	-	-	-	1.123	(1.778)
Increase/ (decrease) in operating liabilities					
Accounts payable to suppliers	-	(970)	1.907	(7.190)	13.915
Taxes	-	131	119	4.103	3.976
Salaries and related social charges	-	34	299	(152)	336
Revenue from property transfer to be appropriated	-	-	-	11.969	5.165
Other accounts payable	-	47	116	8.281	109.168
Net cash (used in) / provided by operating activities		(24.851)	(15.115)	137.531	213.299
Income taxes paid	-	-	(31)	(87.324)	(72.340)
Net cash (used in) / provided by operating activities		(24.851)	(15.146)	50.207	140.959
Financial instrument gain					
Capital increase in subsidiaries	-	-	(81)	-	-
Certificate of Real Estate Receivables (CRI)	-	-	-	-	1.255
Linked financial investments	-	-	-	(1.610)	(80.017)
Acquisition of SB Bonsucesso net of cash obtained on the acquisition	31	-	-	(129.076)	-
Acquisition of fixed assets and intangible assets	-	(15.061)	(15.925)	(315.661)	(224.427)
Net cash used in investing activities		(15.061)	(16.006)	(446.347)	(303.189)
Cash flow from investing activities					
Raisings of loans, financing, CCI	-	-	-	650.324	78.960
Cost of the obtainment of loans, financing, and CCI	-	-	-	(25.496)	-
Amortization of the principal amount of loans, financing and CCI	-	-	(10.450)	(56.885)	(131.129)
Payment of the principal amount of tax installment plans	-	(90)	(58)	(5.027)	(5.752)
Payment of accounts payable – purchase of real estate	-	-	-	(7.550)	(9.390)
Investing activities with related parties	-	41.161	41.533	(28.128)	(5.069)
Net cash provided by / (used in) financing activities		41.071	31.025	527.238	(72.380)
Effect of exchange variance on cash and cash equivalents	-	-	-	-	22.245
Net increase / (decrase) in cash and cash equivalents		1.159	(127)	131.098	(212.365)
Cash and cash equivalents					
At the end of the year	-	2.505	1.346	252.778	121.680
At the beginning of the year	-	1.346	1.473	121.680	334.045
Net increase / (decrase) in cash and cash equivalents		1.159	(127)	131.098	(212.365)

The explanatory notes are an integral part of these financial statements.

General Shopping Brasil S.A.

Statements of Value Added
for the years ended December 31, 2012 and 2011

(In thousands of Reais, except where otherwise indicated)

(Free translation from the original issued in Portuguese. In the event of discrepancies, the Portuguese language version shall prevail.)

	Company		Consolidated	
	12/31/2012	12/31/2011	12/31/2012	12/31/2011
Revenues				
Revenues from rent, services provided, and other items	-	-	193.563	145.184
Allowance for doubtful accounts	-	-	(927)	(975)
	-	-	192.636	144.209
Outsourced services and materials				
Outsourced services, materials, and other items	(9.421)	(6.692)	(41.781)	(32.516)
Gross value (consumed)/added	(9.421)	(6.692)	150.855	111.693
Depreciation and amortization	(1.390)	(404)	(16.122)	(12.457)
Net value (consumed)/ added to the entity	(10.811)	(7.096)	134.733	99.236
Value added received upon transfer				
Equity income	(66.192)	(20.901)	-	-
Financial income	564	192	70.424	11.856
Other items	-	329	-	9.294
Distribution of value added	(76.439)	(27.476)	205.157	120.386
Distribution of value added/ (consumed)				
Payroll				
Direct compensation	8.081	7.131	10.159	10.649
Benefits	1.631	982	1.847	1.442
FGTS	581	460	580	514
INSS	2.385	1.474	2.785	1.666
Taxes				
Federal	-	-	31.470	21.685
Municipal	-	38	1.932	2.323
Return on third-party capital				
Financial expenses	1.123	440	246.624	120.108
Return on the company's own capital				
Net income (loss) for the year	(90.240)	(38.001)	(90.240)	(38.001)
	(76.439)	(27.476)	205.157	120.386

The explanatory notes are an integral part of these financial statements.

(Free translation from the original issued in Portuguese. In the event of discrepancies, the Portuguese language version prevails.)

Notes to the financial statements for the years ended December 31, 2012 and 2011 (Amounts expressed in thousands of Brazilian Reais, except where otherwise indicated)

1. Operations

General Shopping Brasil S.A. (Company) was set up on March 6, 2007 and, beginning March 31, 2007, after successive ownership changes though which the interest held in the capital of the companies with shopping mall activities, as well as interest held in the capital of companies that provide services to the shopping malls, was grouped into two distinct companies: **(a)** Levian Participações e Empreendimentos Ltda. and **(b)** Atlas Participações Ltda.

The Company trades its stock at BM&FBOVESPA, under the following abbreviation GSHP3.

The immediate and final parent of the Company is Golf Participações Ltda., established in Brazil.

The Company's head-offices are located in São Paulo – SP, at Avenida Angélica, nº 2.466, conjunto 221.

The individual and consolidated financial statements of General Shopping Brasil S.A. referring to the year ended December 31, 2012 were completed and approved by the Company's Management on March 25, 2013 and the disclosure thereof was authorized in accordance with a decision issued by the Board of Directors on March 25, 2013 and by the Audit Committee on March 26, 2013.

The individual and consolidated financial statements of the Company referring to the year ended December 31, 2012 comprise the Company and its subsidiaries and jointly owned subsidiaries, (collectively referred to as Group and individually referred as Group entity).

General Shopping Brasil S.A. and its subsidiaries and jointly controlled subsidiaries (hereinafter referred to as the Company) are engaged in: **(a)** managing their own assets and third-party assets; **(b)** holding interest in real estate businesses; and **(c)** real estate development and interrelated or similar activities.

The Company's direct and indirect subsidiaries that were included in the consolidated financial statements are:

- **Atlas Participações Ltda. (Atlas),** the business activity of which is to administrate its own assets and hold interest in other companies. Currently, Atlas holds full ownership interest in I Park Estacionamentos Ltda., Energy Comércio e Serviços de Energia Ltda., Wass Comércio e Serviços de Água Ltda., General Shopping Brasil Administradora e Serviços Ltda., Internacional Guarulhos Auto Shopping Center Ltda., Vide Serviços e Participações Ltda. and Ast Administradora e Incorporadora Ltda.;
- **ABK do Brasil – Empreendimentos e Participações Ltda. (ABK),** the business activity of which is to administrate its own assets and hold interest in other companies. Currently, ABK holds an ideal fraction of 50% in Internacional Guarulhos Auto Shopping Center Ltda., and holds 49.9% interest in the stock of Nova União Administradora e Incorporadora S.A.;
- **Andal Administradora e Incorporadora Ltda. (Andal),** the business activity of which is to administrate its own assets and hold interest in other companies. Currently, Andal holds an ideal fraction of 99.9% in Suzano Shopping Center;
- **Ast Administradora e Incorporadora Ltda. (Ast),** the business activity of which is to administrate its own assets and third-party assets, real estate development, hold interest in other companies and real estate ventures and lease security equipment and video cameras;
- **Bac Administradora e Incorporadora Ltda. (Bac),** the business activity of which is real estate development;
- **BOT Administradora e Incorporadora Ltda. (BOT),** the business activity of which is real estate development. BOT holds 50% of the member units of Outlet Premium São Paulo and holds 100% interest in the member units of Manzanza Consultoria e Administração de Shopping Centers Ltda. This company's corporate name was changed from BR Outlet Administradora e Incorporadora Ltda. to BOT Administradora e Incorporadora Ltda. on April 25, 2011;
- **Brassul Shopping Administradora e Incorporadora Ltda. (Brassul),** the business activity of which is to administrate its own assets and third-party assets and real estate development. Brassul holds 99.99% interest in the member units of Sale Empreendimentos e Participações Ltda.;
- **CB Bonsucesso Administradora e Incorporadora S.A. (CB Bonsucesso),** the business activity of which is to administrate its own assets and third-party assets and real estate development;
- **Cly Administradora e Incorporadora Ltda. (Cly),** the business activity of which is to administrate its own assets and third-party assets, real estate development and hold ownership interest in other companies and real estate ventures. A Cly holds 90% interest in Internacional Shopping Guarulhos;
- **Delta Shopping Empreendimentos Imobiliários Ltda. (Delta),** the business activity of which is to administrate its own assets and third-party assets, real estate development and hold ownership interest in other companies and real estate ventures. Delta holds 0.01% interest in Suzano Shopping Center;

- **Energy Comércio e Serviços de Energia Ltda. (Energy)** is engaged in purchasing, selling and leasing equipment for the generation, transfer and distribution of energy and in providing installation, maintenance and consulting services. Currently, Energy provides services referring to the lease of equipment for the gener4ation, transfer and distribution of energy to Internacional Shopping Guarulhos, Internacional Guarulhos Auto Shopping Center, Shopping Light, Santana Parque Shopping, Suzano Shopping, Outlet Premium São Paulo, Parque Shopping Barueri and Outlet Premium Brasília;
- **ERS Administradora e Incorporadora Ltda. (ERS),** the business activity of which is to administrate its own assets and third-party assets and real estate development. ERS owns the land where Shopping Outlet Premium Rio de Janeiro is being built;
- **FLK Administradora e Incorporadora Ltda. (FLK),** the business activity of which is to administrate its own assets and third-party assets and real estate development. FLK owns the land where Outlet Premium Salvador is being built in Bahia;
- **Fonte Administradora e Incorporadora Ltda. (Fonte),** the business activity of which is to administrate its own assets and third-party assets, and real estate development. Fonte owns 51% of the land where Shopping Sulacap is being built in Rio de Janeiro;
- **Fundo de Investimento Imobiliário (FII Top Center),** the business activity of which includes, **(a)** the acquisition of the property that composes the shopping mall called Top Center and **(b)** in other real estate projects, as long as approved by the Member unit holders at a General Meeting, aiming at earning revenues by means of the valuation of the properties, the lease and sales of properties that integrate its real estate assets, as allowed by Fundo's regulation, by law and by the provisions issued by the Brazilian Securities and Exchange Commission (CVM). FII Top Center holds 100% interest in Top Center Shopping;
- **General Shopping Brasil Administradora e Serviços Ltda. (GSB Administradora),** the business activity of which is to administrate its own assets and third-party assets, provide administration services to commercial centers and buildings, provide other complementary, supplementary or interrelated services, in addition to hold interest in other companies. Currently, GSB Administradora is the administrator of Internacional Guarulhos Shopping Center, Suzano Shopping Center, Poli Shopping Osasco, Poli Shopping, Prudente Parque Shopping, Cascavel JL Shopping, Shopping do Vale, Top Center, Outlet Premium São Paulo, Outlet Premium Brasília, Unimart Shopping, Parque Shopping Barueri and Shopping Bonsucesso;
- **General Shopping Finance Limited (General Shopping Finance)** is a company headquartered in the Cayman Islands that is engaged in developing activities and operations relating to the Company or its subsidiaries. General Shopping Finance holds 41,4% of the member units of Levian Participações e Empreendimentos Ltda.;
- **GS Finance II Limited (GS Finance II)** is a company headquartered in the Cayman Islands that is engaged in developing activities and operations relating to the Company or its subsidiaries;
- **GS Investments Limited (GS Investments)** is a company headquartered in the Cayman Islands that is engaged in developing activities and operations relating to the Company or its subsidiaries. GS Investments holds 100% of the member units of Securis Administradora e Incorporadora Ltda.;

- **I Park Estacionamentos Ltda. (I Park)** is engaged in exploiting the specific motor vehicle parking business, for both its own vehicles and vehicles owned by third parties, by managing such parking lots. Currently, I Park is in charge of the administration of the parking lots of Internacional Guarulhos Auto Shopping Center, Internacional Guarulhos Shopping Center, Shopping Light, Santana Parque Shopping, Suzano Shopping Center, Cascavel JL Shopping, Outlet Premium São Paulo, Outlet Premium Brasilia, Unimart, Shopping do Vale, Poli Shopping Osasco, Parque Shopping Barueri and Shopping Bonsucesso;
- **Internacional Guarulhos Auto Shopping Center Ltda. (ASG Administradora),** the business activity of which is to administrate its own assets and third-party assets, provide administration services to commercial centers and buildings, provide other complementary, supplementary or interrelated services, in addition to hold interest in other companies. Currently, ASG Administradora is the administrator of Internacional Guarulhos Auto Shopping Center;
- **Intesp Shopping Administradora e Incorporadora Ltda. (Intesp),** the business activity of which is to administrate its own assets and third-party assets e real estate development. Intesp holds 99.5% interest in Poli Shopping Osasco;
- **Jud Administradora e Incorporadora Ltda. (Jud),** the business activity of which is to administrate its own assets and third-party assets, real estate development and hold ownership interest in other companies and real estate ventures. Jud holds 100% interest in the member units of FII Top Center;
- **Levian Participações e Empreendimentos Ltda. (Levian),** the business activity of which is to administrate its own assets, hold interest in other companies and other complementary and interrelated activities. Currently, Levian holds an ideal fraction of 50% in Internacional Guarulhos Auto Shopping Center, of 0.5% in Prudente Parque Shopping, in Poli Shopping Osasco and in Shopping Unimart, and of 0.5% in what will be built in the City of Atibaia. Levian also holds interest in ABK do Brasil – Empreendimentos e Participações Ltda. (99.3%), Poli Shopping Center Empreendimentos Ltda. (50%), Park Shopping Administradora e Incorporadora Ltda. (100%), Send Empreendimentos e Participações Ltda. (100%), Nova União Administradora e Incorporadora S.A. (49,9%), Lux Shopping Administradora e Incorporadora Ltda. (100%), Lumen Shopping Administradora e Incorporadora Ltda. (100%), Delta Shopping Empreendimentos Imobiliários Ltda. (100%), Intesp Shopping Administradora e Incorporadora Ltda. (100%), PP Administradora e Incorporadora Ltda. (100%), Paulis Shopping Administradora e Incorporadora Ltda. (100%), Fonte Administradora e Incorporadora Ltda. (100%), POL Administradora e Incorporadora Ltda. (100%), BOT Administradora e Incorporadora Ltda. (100%), Vul Administradora e Incorporadora Ltda. (100%), Zuz Administradora e Incorporadora Ltda. (100%), Jud Administradora e Incorporadora Ltda. (100%), Cly Administradora e Incorporadora Ltda. (100%), Bud Administradora e Incorporadora Ltda. (100%), Bac Administradora e Incorporadora Ltda. (100%), Brassul Shopping Administradora e Incorporadora Ltda. (100%), Mai Administradora e Incorporadora Ltda. (100%), FLK Administradora e Incorporadora Ltda. (100%), Premium Outlet Administradora e Incorporadora Ltda. (100%), BR Outlet Administradora e Incorporadora Ltda. (100%) and Jauá Administradora e Incorporadora Ltda. (100%);
- **Lumen Shopping Administradora e Incorporadora Ltda. (Lumen),** the business activity of which is to administrate its own assets and third-party assets, hold interest in real estate business and in securities business, real estate development and interrelated or similar activities. On June 26, 2007, Lumen entered into a Private Instrument of Real Estate Sale and Transfer of Property Use Rights of the commercial property where Shopping Light has been constituted and is installed. The interest held by Lumen in the transfer of property use rights is 61.957%;

- **Lux Shopping Administradora e Incorporadora Ltda. (Lux),** the business activity of which is to administrate its own assets and third-party assets e real estate development. Lux is the owner of the building where Shopping Light is established and holds 23.043% interest in the transfer of property use rights;
- **MAI Administradora e Incorporadora Ltda. (MAI),** the business activity of which is to administrate its own assets and third-party assets and real estate development. MAI is the owner of the land where Outlet Premium Salvador will be built in Bahia;
- **Manzanza Consultoria e Administração de Shopping Centers Ltda. (Manzanza)** is engaged in providing consulting and administrating services for shopping malls and the administration of its own assets. Manzanza is the owner of the land where a shopping mall will be built in Atibaia;
- **Nova União Administradora e Incorporadora S.A. (Nova União),** the business activity of which is to administrate its own assets and third-party assets, hold interest in real estate business and in securities business, real estate development and interrelated or similar activities. Nova União holds 10% interest in Internacional Shopping Guarulhos;
- **Park Shopping Administradora Ltda. (Park Shopping Administradora),** the business activity of which is to administrate its own assets and third-party assets, real estate development and hold ownership interest in other companies and real estate ventures. Park Shopping Administradora holds 100% of the member units of Sulishopping Empreendimentos Ltda. e 9.1% of the member units of Send Empreendimentos e Participações Ltda.;
- **Paulis Shopping Administradora e Incorporadora Ltda. (Paulis),** the business activity of which is to administrate its own assets and third-party assets and real estate development;
- **POL Administradora e Incorporadora Ltda. (POL)** is engaged in real estate development ventures. POL owns 50% of Shopping Outlet Premium, in Alexânia;
- **Poli Shopping Center Empreendimentos Ltda. (Poli Empreendimentos)** is engaged in exploiting the shopping mall industry by leasing its own properties or subleasing property leased from third parties. Currently, Poli Empreendimentos the owner of Poli Shopping Center;
- **PP Administradora e Incorporadora Ltda. (PP),** the business activity of which is to administrate its own assets and third-party assets and real estate development. PP holds 99.5% interest in Prudente Parque Shopping;
- **Sale Empreendimentos e Participações Ltda. (Sale)** is engaged in purchasing, selling, leasing, urbanizing, mortgaging, developing, building and administrating its own real estate or third-party real estate or jointly owned real estate. Sale holds 84.39% interest in Shopping do Vale;
- **SB Bonsucesso Administradora e Incorporadora S.A. (SB Bonsucesso),** the business activity of which is to administrate its own assets and third-party assets and real estate development. SB Bonsucesso holds 100% of the member units of CB Bonsucesso Administradora e Incorporadora Ltda. and holds 99.99% interest in Shopping Bonsucesso;
- **Securis Administradora e Incorporadora Ltda. (Securis),** the business activity of which is to administrate its own assets and third-party assets and real estate development. Securis holds 100% of the member units of the following companies: Andal Administradora e Incorporadora Ltda., Bail Administradora e Incorporadora Ltda., Cristal Administradora e Incorporadora Ltda., ERS Administradora e Incorporadora Ltda., GAX Administradora e Incorporadora Ltda., SB Bonsucesso Administradora e Incorporadora S.A. and XAR Administradora e Incorporadora Ltda. and holds 0.01% interest in Shopping Bonsucesso;

- **Send Empreendimentos e Participações Ltda. (Send),** is engaged in administrating its own assets and holding interest in other companies. Send holds 100% of the member units of Uniplaza Empreendimento Participação e Administração de Centro de Compras Ltda.;
- **Sulishopping Empreendimentos Ltda. (Sulishopping),** is engaged in exploiting the shopping mall industry by leasing its own properties or subleasing properties rented from third parties;
- **Uniplaza Empreendimentos Participações e Administração de Centros de Compras Ltda. (Uniplaza),** the business activity of which is to administrate its own assets and third-party assets and its own and third-party commercial centers, real estate development and hold ownership interest in other companies and real estate ventures. Uniplaza holds 99.5% interest in Unimart Shopping;
- **Vide Serviços e Participações Ltda. (Vide),** is engaged in providing services referring to institutional disclosures, administrating its own properties and third-party properties, real estate development and holding interest in other companies and real estate ventures;
- **Vul Administradora e Incorporadora Ltda. (Vul),** the business activity of which is to administrate its own assets and third-party assets, real estate development and hold ownership interest in other companies and real estate ventures. Vul is the owner of the land where a new shopping mall will be built in Guarulhos;
- **Wass Comércio e Serviços de Águas Ltda. (Wass),** is engaged in leasing water exploration, treatment and distribution equipment, as well as in providing installation, maintenance and related consultancy services. Currently, Wass is in charge of leasing water exploration, treatment and distribution equipment to Internacional Guarulhos Shopping Center, Internacional Guarulhos Auto Shopping Center, Cascavel JL Shopping, Shopping Light, Prudente Parque Shopping, Suzano Shopping, Santana Parque Shopping, Outlet Premium São Paulo, Outlet Premium Brasilia, Shopping do Vale, Parque Shopping Barueri and Poli Shopping;
- **XAR Administradora e Incorporadora Ltda. (XAR),** the business activity of which is to administrate its own assets and third-party assets, real estate development, holding interest in other companies and in real estate ventures. Currently, XAR holds 48% interest in Parque Shopping Barueri;
- **Zuz Administradora e Incorporadora Ltda. (Zuz),** the business activity of which is to administrate its own assets and third-party assets, real estate development and hold ownership interest in other companies and real estate ventures. Zuz holds 50% interest in Santana Parque Shopping and 85.5% in Cascavel JL Shopping;
- The following subsidiaries are engaged in administrating their own assets and third-party assets, and in real estate development: Bud Administradora e Incorporadora Ltda. (Bud), BR Outlet Administradora e Incorporadora Ltda. (BR Outlet), Premium Outlet Administradora e Incorporadora Ltda. (Premium Outlet), Jauá Administradora e Incorporadora Ltda. (Jauá), Cristal Administradora e Incorporadora Ltda. (Cristal), Bail Administradora e Incorporadora Ltda. (Bail) and GAX Administradora e Incorporadora Ltda. (GAX). These companies do not have any operations as of December 31, 2012.

2. Presentation of financial statements and significant accounting practices adopted

2.1. Preparation basis

2.1.1. Compliance statement

The Company's financial statements comprise:

- the consolidated financial statements prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standard Board (IASB) and the accounting practices adopted in Brazil, identified as Consolidated – BR GAAP and IFRS;
- the Company's individual financial statements prepared in accordance with the accounting practices adopted in Brazil, identified as Company – BR GAAP.

The accounting practices adopted in Brazil comprise the practices included in the Brazilian corporate legislation and the technical pronouncements, guidelines and technical interpretations issued by the Brazilian Financial Accounting Standards Board (CPC) and approved by the Brazilian Securities and Exchange Commission (CMV). The Company adopted all of the standards, standard reviews and interpretations issued by the CPC, IASB and other regulatory bodies that were in effect as of December 31, 2012.

The Company's individual financial statements present the valuation of the investments in subsidiaries and jointly-owned ventures through the equity method of accounting, according to the Brazilian legislation in force. Thus, such individual financial statements do not comply with the IFRS, which require the valuation of said investments in the Company's separate financial statements at fair value or cost.

Since there is no difference between the consolidated shareholder's equity and the consolidated P&L assignable to the Company's shareholders, contained in the consolidated financial statements prepared in accordance with the IFRS and the accounting practices adopted in Brazil, and the shareholder's equity and the Company's P&L, contained in the individual financial statements prepared in accordance with the accounting practices adopted in Brazil, the Company chose to present such individual financial statements and consolidated financial statements in only one set, side by side.

The "Deferred income taxes" account presented in noncurrent assets, referring to the balances as of December 31, 2011, was reclassified by R$12.554 in order to reflect the deferred net income taxes, the current classification adopted by the Company.

2.1.2. Measurement basis

The individual and consolidated financial statements were prepared considering the historical cost as the base value and include the financial statements of the Company and its subsidiaries ended as of the same reporting date and in accordance with the accounting practices described in item 2.2.

2.1.3. Functional currency and presentation currency

The financial statements of each subsidiary included in the consolidation are prepared by using their functional currency (the currency of the main financial economic environment in which each subsidiary operates). Upon defining the functional currency of each subsidiary, Management considered which currency has a significant influence in the selling price of the services provided and the currency in which most of the cost of their services provided is paid or incurred. The consolidated financial statements are presented in Reais (R$), which is the Company's functional and presentation currency.

The subsidiaries located abroad (General Shopping Finance and GS Finance II) do not have their own management team nor administrative, financial, and operational independence. Therefore, the Real (R$) was chosen as the functional currency, which is the functional currency of the Company.

2.1.4. Foreign currency

Upon preparing the Company's individual and consolidated financial statements, the transactions in foreign currency are recorded in accordance with the foreign exchange rates in effect on the date of each transaction. At each year end, the monetary items in foreign currency are converted at the rates in effect. Translation adjustments on monetary items are recognized in the income for the year in which they occur.

2.2. Consolidation basis

The consolidated financial statements were prepared by considering the historical cost as the base value and include the financial statements of the Company and of its subsidiaries closed on the same reporting date, and in conformity with the accounting practices described in item 2.1.

Control is obtained when the Company has the power to control the financial and operating policies of an entity to measure the benefits of its activities. In the applicable cases, the existence and the effect of potential voting rights, which as currently exercisable or convertible, are taken into consideration when assessing whether the Company controls another entity, or not. The subsidiaries are fully consolidated beginning on the date in which the control is transferred to the Company and they are no longer consolidated, where applicable, beginning on the date in which the control ceases.

The subsidiaries were fully consolidated including the assets, liabilities, revenues and expenses accounts according to the nature of each account, complemented with the elimination of **(a)** investment and equity balances; **(b)** checking account balances and other balances that integrate the assets and/or liabilities held between the consolidated companies; and **(c)** revenues and expenses, as well as unrealized profits, where applicable, arising from business transactions between the consolidated companies. The Company does not hold interest in the non-controlling interest to be presented.

The profit or loss of the subsidiaries (including real estate investment funds) acquired or disposed of during the year are included in the consolidated income statement beginning on the date of the effective acquisition or up to the date of the disposal, as applicable. The consolidated financial statements are presented in Reais, the Company's functional currency.

The consolidated financial statements include the operations of the Company and of the following subsidiaries, the percentage of interest held as of balance sheet date is summarized as follows:

	Consolidation criteria	% – 12/31/2012 – interest held in the capital	% – 12/312011 – interest held in the capital
Direct subsidiaries			
Levian	Full	100%	100%
Atlas	Full	100%	100%
General Shopping Finance	Full	100%	100%
GS Finance II	Full	100%	-
GS Investments	Full	100%	-
Indirect subsidiaries			
ABK	Full	99,28%	99,28%
Andal	Full	100%	-
ASG Administradora	Full	100%	100%
Ast	Full	100%	100%
Bac	Full	100%	100%
Bail (without operations)	Full	100%	-
Bot	Full	100%	100%
Br Outlet (without operations)	Full	100%	100%
Brassul	Full	100%	100%
Bud (without operations)	Full	100%	100%
CB Bonsucesso	Full	100%	-
Cly	Full	100%	100%
Cristal (without operations)	Full	100%	-
Delta	Full	100%	100%
Energy	Full	100%	100%
ERS	Full	100%	100%
FII Top Center	Full	100%	100%
FLK	Full	100%	100%
Fonte	Full	100%	100%
GAX (without operations)	Full	100%	-
GSB Administradora	Full	100%	100%
Intesp	Full	100%	100%
Ipark	Full	100%	100%
Jauá (without operations)	Full	100%	-
Jud	Full	100%	100%
Lumen	Full	100%	100%
Lux	Full	100%	100%
MAI	Full	100%	100%
Manzanza	Full	100%	100%
Nova União	Full	99,8%	99,8%
Park Shopping Administradora	Full	100%	100%
Paulis	Full	100%	100%
POL	Full	100%	100%
Poli Empreendimentos	Proportionate	50%	50%
PP	Full	100%	100%
Premium Outlet (without operations)	Full	100%	100%
Sale	Full	100%	100%
SB Bonsucesso	Full	100%	-
Securis	Full	100%	100%
Send	Full	100%	100%
Sulishopping	Full	100%	100%
Uniplaza	Full	100%	100%
Vide	Full	100%	100%
Vul	Full	100%	100%
Wass	Full	100%	100%
XAR	Full	100%	-
Zuz	Full	100%	100%

2.3. Investment in subsidiaries

The investments made by the Company in its subsidiaries are evaluated according to the equity method of accounting, in compliance with CPC18 (IAS 28), for the purpose of the Company's financial statements.

Based on the equity method of accounting the investment in a subsidiary is accounted for in the Company's balance sheet at cost, plus the changes after the acquisition of the ownership interest in a subsidiary. In the Company's financial statements, goodwill referring to a subsidiary is included in the book value of the investment and is not amortized. Due to the fact that goodwill grounded on future profitability integrates the book value of the investment in the subsidiary's financial statements (it is not separately recognized in the Company's financial statements), it is not separately tested with respect to its recoverable amount.

The ownership interest in the subsidiaries is presented in the Company's income statement as equity accounting, representing the net income or loss assignable to the Company's shareholders.

The financial statements of the subsidiaries are prepared in the same reporting period as that of the Company. Where necessary, adjustments are made so that the accounting policies are in accordance with those adopted by the Company.

After applying the equity method of accounting, the Company determines whether it is necessary to recognize impairment on the Company's investment in its subsidiaries. The Company determines at each financial statement closing date whether there is objective evidence that the investment in a subsidiary suffered impairment. If so, the Company calculates the amount of the impairment as the difference between the recoverable amount of the subsidiary and its book value, and then it recognizes the amount in the income statement.

2.4. Business combinations

Business combinations are accounted for by using the acquisition method. The cost of an acquisition is measured by summing the payment transferred, valuated on the basis of the fair value as of acquisition date, and the amount of any non-controlling interest in the business acquired at fair value or on the basis of its interest in the net assets identified in the business acquired. Costs directly attributable to the acquisition must be accounted for as expenses when incurred.

Upon acquiring a business, the Company valuates the financial assets and liabilities undertaken with the objective of classifying and allocating them according to the contractual terms, the economic circumstances and the pertaining conditions as of acquisition date. If the business combination is performed in phases, the fair value as of the date on which the ownership interest previously held in the capital of the business is acquired is revaluated at fair value as of acquisition date and the impacts are recognized in the income statement.

Any contingent payment to be transferred by the acquirer will be recognized at fair value on the acquisition date. Subsequent changes to the fair value of the contingent payment considered as an asset or as a liability must be recognized in compliance with CPC38 (IAS 39) in the income statement or in other comprehensive income. If the contingent payment is classified as equity, it must not be revalued until it is finally settled in equity.

Initially, goodwill is measured as the excess of the payment transferred in relation to the net assets acquired (net acquired identifiable assets and liabilities undertaken). If the payment is less than the fair value of the net assets acquired, the difference must be recognized as a gain in the income statement.

After initial recognition, goodwill is measured at cost6, minus any accumulated impairment losses. For the purpose of impairment tests, the goodwill acquired in a business combination is, beginning on the acquisition date, allocated to each of the Cash Generating Units that are expected to benefit from the synergies of the combination, regardless of other assets of liabilities of the company acquired being ascribed to such units.

When goodwill is a part of a Cash Generating Unit and a portion of such unit is disposed of, the goodwill associated to the portion sold must be included in the cost of the transaction when calculating the gain or loss on disposal. Goodwill disposed of under such circumstances is calculated on the basis of the proportionate amounts of the portion sold in relation to the Cash Generating unit held.

2.5. Investments in joint ventures

A joint venture is a contractual agreement through which the Company and other parties exercise an economic activity subject to joint control, a situation in which decision on strategic financial and operating policies relating to the activities of the joint venture require the approval of all of the parties that share the control.

Investments in joint ventures are recorded according to the proportional consolidation method from the date on which the control is acquired onward. According to that method, assets, liabilities, revenues, costs and expenses are integrated to the consolidated financial statements, account per account, in the proportion of the control attributable to the Company.

The components of assets, liabilities, revenues and expenses of the joint ventures were included proportionally to the interest held by the Company in their capital, considering the joint control established by means of shareholder agreements entered into by and between the Company and its partners in such companies, where none of the parties alone determine the accounting and operating policies.

Joint venture financial statements are prepared for the same disclosure period as that of the Company. Adjustments are made where necessary to align the accounting policies with those adopted by the Company.

2.6. Presentation of information per segment

The information per operating segment is presented in a manner that is consistent with the internal report provided to the chief operating decision maker. The chief operating decision maker, in charge of allocating resources and assessing the performance of the operating segments, is represented by the CEO.

2.7. Cash and cash equivalents

Cash and cash equivalents include cash, bank deposits, other immediately liquid short-term investments at a known amount of cash and subject to an insignificant risk of having its value changed, which are recorded at cost plus yield earned up to the balance sheet dates, which do not exceed their market or realization value.

Financial investments have daily liquidity and are controlled by the Company so as to be redeemed 30, or more, days later, aiming at optimizing taxes (IOF).

2.8. Bound financial investments

The Company has financial investments in Bank Deposit Certificates (CDB) and repo debentures, the yield of which is bound to the changes in the rate of the Interbank Deposit Certificate (CDI). The investments are bound to the commitments undertaken on Real Estate Credit Certificate (CCI) transactions, the lease and sale of assets, and the financial investment balances are stated at cost, plus the yield earned up to the fiscal year closing dates, as described in Note 5.

2.9. Financial instruments

Recognition and measurement

Financial assets and liabilities are initially measured at fair value. The costs of the transactions that are directly attributable to the acquisition or issuance of financial assets and liabilities (except for financial assets and liabilities recognized at fair value in P&L) are increased by, or deducted from, the fair value of financial assets or liabilities, where applicable, after initial recognition. The transactions costs that are directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in P&L.

The Company's financial instruments are represented by cash and cash equivalents, accounts receivable, financial investments, accounts payable, perpetual bonds, loans and financing and derivative financial instruments.

Classification

The financial instruments of the Company and its subsidiaries were classified under the following categories:

a) **Measured at fair value through profit or loss**

Financial assets measured at fair value through profit or loss are financial assets held for negotiation, when acquired for that purpose, mainly in the short term. Derivative financial instruments are also classified in this category. The assets of that category are classified in current assets. The balances referring to gains or losses arising from unsettled transactions are classified in current assets or liabilities and the changes in the fair value are respectively recorded in "Financial income" and "Financial expenses".

b) Loans and receivables

Loans and receivables are non-derivative financial instruments with fixed or determinable payments or receipts, which are not listed in stock markets, are classified as current assets, except for those the maturity dates of which exceed 12 months after the date of the preparation of the financial statements, which are classified as noncurrent assets. The Company's loans and receivables correspond to loans made to related parties, trade notes receivable, cash and cash equivalents, bound financial investments, Real Estate Receivables Certificates (CRIs) and other accounts receivable.

c) Financial liabilities

Financial liabilities are represented by bank loans and financing and amounts payable of checking accounts with related parties, except for the checking account, the others are stated at original value, plus interest, inflation adjustments and translation adjustments incurred up to the dates of the financial statements. Financial liabilities are initially measured at fair value, net of transaction costs. Later, they are measured at amortized cost using the effective interest rate method, and the financial expenses are recognized on the basis of the effective yield.

2.10. Derivative financial instruments

The Company has derivative financial instruments to manage its exposure to foreign exchange rate and interest rate risks. Note 27 contains further information on derivative financial instruments.

Derivatives are initially recognized at fair value on the date they are entered into and are later remeasured at fair value at the end of the fiscal year. Eventual gains or losses are immediately recognized in P&L.

When a derivative financial instrument is listed in a stock exchange, its fair value must be measured by means of valuations techniques based on stock market quotations, where the price used to calculate the fair value is the one at the closure of each month. For those cases of derivatives not listed, that is, over the counter, the fair value must be calculated by means of valuation methods at present value by discounted future cash flow, also based on market information as of the last day of the month.

2.11. Impairment

Financial assets, except for those at fair value through profit or loss, are evaluated according to impairment indicators at the end of each year. Losses due to impairment are recognized when there is objective evidence of the impairment of the financial assets as a result of one or more events that have occurred after their initial recognition, with an impact on the estimated future cash flows of such assets.

The criteria that the Company and its subsidiaries use to determine whether there is objective evidence of impairment of financial assets include:

- significant financial difficulties of the issuer or debtor;
- agreement breach, such as nonpayment or the late payment of interest or the principal amount;

- a probability of the debtor declaring bankruptcy or financial reorganization;
- the extinguishment of an active market for that financial asset by virtue of financial problems.

The book value of the financial assets is directly reduced due to impairment, except for accounts receivable where the book value is reduced due to the use of a provision. The subsequent recovery of amount previously written off is credited to the provision. Changes in the book value of the provision are recognized in P&L.

2.12. Trade notes receivable and related parties

Trade notes receivable and related parties are initially recor4ded at the amounts invoiced on the basis of the lease agreements and of the services provided, adjusted by the effects arising from the recognition of revenue from rents on a straight-line basis calculated in accordance with the terms provided for in the agreements, including, where applicable, yield and inflation adjustment gains.

The allowance for doubtful accounts is created at an amount considered sufficient by Management to cover probable losses in the realization of accounts receivable, considering the following criterion: the individual analysis of debtors, regardless of the maturity dates, as described in Note 6. The expenses with the creation of an allowance for doubtful accounts were recorded in "Other operating expenses" in the income statement.

2.13. Investment properties

Investment properties are represented by land and buildings in shopping malls held for earn yield from rent and/or capital valuation, as disclosed in Note 11.

Investment properties are recorded at acquisition or construction cost, minus the respective accumulated depreciation calculated according to the straight-line method at rates that take into account the estimated useful life span of the assets.

The costs incurred relating to investment properties under use, such as maintenance, repairs, insurance and property taxes are recognized as costs in the income statement of the year to which they refer.

Investment properties are written off after disposal or when they are permanently withdrawn from use and there are not future economic benefits resulting from disposal. Any gains or losses resulting from the write off of the property (calculated as the difference between net revenues from disposal and the book value of the asset) is recognized in the income for the years in which the property is written off, except for transactions in which the investment is realized under a co-venture regime, in which the amounts paid by the partner to the Company are held in liabilities as advance payments until the effective transfer of the risks and rewards of ownership of the asset, when they are reversed against the cost of the construction.

Financial charges with regard to loans and financing incurred during the construction period, where applicable, are capitalized. The revaluation reserve is realized according to the record of the respective depreciation of buildings or at the time the assets are sold, and credited to "Retained income".

2.14. Fixed assets

Fixed assets are stated at acquisition cost. Depreciation is calculated on a straight-line basis at the rates described in Note 12, which consider the estimated useful and economic lives of the assets. Residual values and the useful lives of the assets are annually reviewed and adjusted, if applicable.

A fixed asset is written off after disposal or when there are not any future economic benefits resulting from the continuous use of the asset. Any gains or losses on the sale or write off of a fixed asset are determined by the difference between the amounts received on the sale and the book value of the asset and are recognized in P&L.

2.15. Intangible assets

Intangible assets with definite useful lives, acquired separately, are recorded at cost, minus amortization and accumulated impairment losses. Amortization is recognized according to the straight-line method based on the estimate useful lives of the assets. The estimated useful life and the amortization method are reviewed at the end of each fiscal year and the effect of any changes in the estimates is accounted for prospectively.

2.16. Goodwill

Goodwill resulting from a business combination is stated at cost on the date of the business combination, net of the accumulated impairment loss, if any.

For impairment testing purposes, goodwill is allocated to each one of the Company's Cash Generating Units that will benefit from the synergies of the combination.

The Cash Generating Units to which goodwill was allocated are annually submitted to impairment tests, or more frequently when there is indication that the unit might present impairment. If the recoverable amount of the Cash Generating Unit is less than the book value, the impairment loss is firstly allocated to reduce the book value of any goodwill allocated to that unit and, later on, the other assets of the unit are allocated proportionally to the book value of each one of its assets. Any goodwill impairment losses are directly recognized in the income for the year. Impairment losses are not reversed in subsequent periods. When the corresponding Cash Generating Unit is disposed of, the value concerning the goodwill is included in the calculation of the profit or loss of the disposal.

Until December 31, 2008, goodwill grounded on future profitability expectations, determined according to the projection of economic valuation using the discounted cash flow method, was amortized over the period of time, to the extension and in the proportion of the projected income. Beginning January 1, 2009 and thereafter, goodwill is no longer amortized, but is subjected to an annual impairment test.

There was not any evidence indicating that the intangible assets would not be recovered as of December 31, 2012.

2.17. Impairment of tangible and intangible assets, except for goodwill

Fixed assets, investment properties, intangible assets and other noncurrent assets are annually evaluated to identify evidence of impairment or whenever significant events or changes in the circumstances indicate that the book value might be impaired. When there is loss deriving from the situations in which the book value of the asset exceeds its recoverable amount, in this case defined by the value in use of the asset, using the discounted cash flow method, such loss is recognized in the income for the year. As of December 31, 2012, there was no evidence that indicated the assets would not be recoverable.

2.18. Other current and noncurrent assets

An asset is recognized in the balance sheet when it is a resource controlled by the Company deriving from past events and from which it is expected that future economic benefits will inure to the Company. Other current and noncurrent assets are stated at cost or realization value, including, where applicable, the yield and inflation and translation adjustments earned up to the dates the fiscal year as closed.

2.19. Other current and noncurrent liabilities

A liability is recognized in the balance sheet when the Company has a legal or constructive obligation resulting from an event in the past and it is probable that an economic resource will be required to settle it. Other current and noncurrent liabilities are stated at known or calculable amounts, plus the corresponding charges and inflation and /or translation adjustments incurred up to the balance sheet date, where applicable.

2.20. Provisions

Provisions are recognized to present liabilities (either legal or presumed) resulting from past events in which it is possible to reliably estimate the amounts and the settlement of which is probable. The amount recognized as a provision is the best estimate of the considerations required to settle a liability at the end of each fiscal year, considering the risks and uncertainties pertaining to the liability.

2.21. Provision for civil, tax, labor and social security risks

A provision for civil, tax, labor and social security risks is created for lawsuits, the future disbursement probabilities of which are considered probable by the legal advisors and Management of the Company and its subsidiaries, considering the nature of the lawsuits and the experience of Management with similar lawsuits, as described in Note 19.

2.22. Cost of loans – capitalization of interest

The financial charges of loans obtained that are directly linked to the acquisition, construction or production of investment properties in progress are capitalized and thus are part of the cost of the asset. The capitalization of such charges starts after the beginning of the preparation of an asset's construction or development activities and is interrupted soon after the beginning of its use or the end of its production or construction.

The costs of loans that are directly attributable to the acquisition, construction or production of qualifiable assets, which necessarily take a substantial period of time to be ready for use or sale, are added to the cost of such assets up to the date in which they are ready for use or sale.

Gains on investments deriving from the temporary investment of resources obtained with specific loans not yet spent with the qualifiable asset are deducted from the costs with loans that are entitled to be capitalized. All of the other costs with loans are recognized in the income for the year in which they are incurred.

2.23. Current and deferred income taxes (IRPJ and CSLL)

The provision for Corporate Income Tax (IRPJ) was established at the rate of 15%, plus the additional 10% rate on annual taxable income exceeding R$ 240. The Social Tax on Net Income (CSLL) was calculated at the rate of 9% on the adjusted accounting profit. The deferred IRPJ and CSLL were calculated on the basis of the temporary differences, on the recognition of revenues and expenses for accounting and tax purposes, on the tax losses and negative CSLL tax base and on the revaluation reserve of buildings and installations.

As allowed by the tax legislation, certain subsidiaries included in the consolidated financial statements chose to be taxed according to the presumed profit tax regime. The tax base of the IRPJ and CSLL is calculated at the rate of 32% on the gross revenues from services provided and of 100% from financial income, on which the regular rate of 15% is applied, plus the additional 10% rate for IRPJ and 9% for CSLL. For that reason, such consolidated companies did not record deferred IRPJ and CSLL tax assets on tax losses, negative CSLL bases and temporary differences and are not inserted in the context of non-cumulativeness in determining the Tax on Gross Revenues for the Social Integration Program (PIS) and the Tax on Gross Revenues for Social Security Financing (COFINS).

2.24. Revenue recognition

Revenue from rents is recognized according to the straight-line method on the basis of the duration of the lease agreements, taking into consideration the contractual readjustment and the collection of the 13th rent, and the revenue from services provided is recognized when the services are effectively provided.

Our revenues mainly come from the following activities:

a) Rent

“Rent” refers to the lease of space to storekeepers and other commercial spaces such as sales stands and includes the lease of commercial spaces for publicity and promotion purposes. The lease of stores to storekeepers in shopping malls corresponds to the largest percentage of the Company’s revenues.

b) Parking lots

“Parking lots” refers to the revenue from exploiting parking lots.

c) Services

“Services” refers to revenue from managing energy and water supplies in the shopping malls.

d) Revenues from the transfer of rights to be appropriated

Revenues from the transfer of rights to storekeepers are appropriated to P&L according to the duration of the first lease agreement.

2.25. Net basic and diluted profit/ (loss) per share

In compliance with Technical Standard CPC 41 (IAS 33), basic profit or loss per share is calculated by taking into account the income for the year and the weighted average of outstanding shares in the respective fiscal year. In the Company's case, the diluted profit or loss per share is equal to the basic profit or loss per share, once the Company does not have any potential dilutive common or preferred stock.

2.26. Statement of value added

The purpose of the statement of value added is to evidence the wealth created by the Company and how it is distributed during certain period of time and is presented by the Company, as required by the Brazilian corporate legislation as part of its individual financial statements and as supplementary information to the consolidated financial statements, for it is not a statement provided for nor compulsory according to the IFRS.

The Statement of Value Added was prepared on the basis of information obtained from the accounting records that serve as the preparation basis of the financial statements.

2.27. Use of estimates and critical judgments

The preparation of the financial statements according to the accounting practices adopted in Brazil and in conformity with the IFRS require Management to use estimates to recor4d certain transactions that affect the assets, liabilities, revenues and expenses of the Company and of its subsidiaries, as well as the disclosure of information about the data in their financial statements.

The estimates must be determined on the basis of the best existing knowledge, as of the date of approval of the financial statements, concerning ongoing events and transactions and according to the experience of past and/or current events.

The final results of such transactions and information, when they are effectively performed in subsequent periods, may differ from such estimates.

The main assumptions relative to sources of uncertainty in future estimates and other significant sources of uncertainties in estimates as of balance sheet date, involving a significant risk of causing a significant adjustment to the book value of assets and liabilities in the next financial period are discussed below:

a) Disclosure of the fair value of investment properties

The Company hired an external and independent appraisal firm that has renowned appropriate professional qualification in the region and in the type of property that is being appraised, evaluates the Company's investment properties every year for the purpose of disclosure in explanatory notes. The fair values are based on the market values and the estimated value at which a property could be exchanged on the date of the appraisal between the knowledgeable and interested parties in a transaction at arm's length.

b) Taxes

There are uncertainties with respect to the interpretation of complex tax regulations and to the amount and time of future taxable income. Given the broad aspect of relationships in international business, as well as the long-term nature and the complexity of the existing contractual instruments, differences between the actual results and the assumptions adopted, or future changes in such assumptions, could require future adjustments to the revenue and expense of taxes already recorded. The Company establishes provisions on the basis of the applicable estimates for possible consequences of audits performed by tax authorities. The amount of such provisions is based on various factors, such as divergent interpretations regarding the tax regulation made by the entity being taxed and the tax authority in charge. Such interpretation differences may arise in a broad range of matters, depending on the conditions in effect in the respective domicile of the Company.

c) Deferred income taxes (IRPJ and CSLL)

The Company and its subsidiaries recognize deferred tax assets and liabilities based on the differences between the book value presented in the financial statements and the tax base of the assets and liabilities using the rate in effect. Management regularly reviews deferred tax assets in terms of recoverability, considering the historical income generated and the projected future taxable income, according to a technical viability study.

Deferred tax assets are recognized for all of the tax losses not used in the extent to which the Company has sufficient taxable temporary differences (deferred IRPJ and CSLL tax liabilities). Such losses refer to the Company that presents a history of losses that do not prescribe. Accumulated tax loss carryforwards are restricted to the limit of 30% of the taxable income generated in a certain fiscal year.

d) Fair value of financial instruments

When the fair value of financial assets and liabilities presented in the balance sheet cannot be obtained on active markets, it is determined by using valuation techniques, including the discounted cash flow method. The data for such methods are based on those practiced on the market, where possible; however, when that is not viable, a certain level of judgment is required to establish the fair value. Such judgment includes considerations about the data used, such as liquidity risk, credit risk and volatility. Changes in the assumptions about such factors could affect the fair value presented in the financial statements.

e) Business combination

The assets acquired and liabilities undertaken in a business combination must be measured at fair value on the date of acquisition and the non-controlling interest may be measured at fair value. The valuation of such assets and liabilities on the date of acquisition requires the use of judgment on the recoverability of the assets, including the estimate of future cash flows, market values and credit quality, among others, and that may be significantly different from their respective actual results.

Annually, or at shorter periods when there are any changes in the circumstances that would result in the impairment of the fair value of the Cash Generating Units for which there is goodwill recorded, the Company performs impairment tests on the goodwill according to the accounting practice presented in Note 2.16.

2.28. New standards, amendments to, and interpretation of, standards

Until the date of disclosure of these individual and consolidated financial statements, the following accounting standards and interpretations were issued or suffered substantial changes, but their application was not mandatory for fiscal year 2012:

Standard			Mandatory application for years beginning
In Brazil	**Corresponding International standard**	**Matter**	
CPC 26 (R1) **(a)**	IAS 1	Presentation of financial statements	After July 1, 2012 and thereafter
CPC 18 (R2) **(b)**	IAS 28	Investments in associates and joint ventures	January 1, 2013 and thereafter
CPC 19 (R2) **(c)**	IFRS 11	Joint Arrangements	January 1, 2013 and thereafter
CPC 33 (R1) **(d)**	IAS 19	Employee benefits	January 1, 2013 and thereafter
CPC 36 (R3) **(e)**	IFRS 10	Consolidated financial statements	January 1, 2013 and thereafter
CPC 45 **(f)**	IFRS 12	Disclosure of interests in other entities	January 1, 2013 and thereafter
CPC 46 **(g)**	IFRS 13	Fair value measurement	January 1, 2013 and thereafter
CPC 38 (R1) **(h)**	IFRS 9	Financial instruments	January 1, 2015 and thereafter

(a) **CPC 26 (IAS 1)** allows to present the income for the year and the comprehensive income in a single statement or in two statements and requires additional disclosures concerning the segregation of items in the comprehensive income such as those that will be classified later on to the statement of income and items that will not be reclassified;

(b) **CPC 18 (R2)/ IAS 28,** the objective of the standard is to prescribe the accounting for investments in associates and to set out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. The standard shall be applied by all entities that are investors with joint control of, or significant influence over, an investee. An associate is an entity over which the investor has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. It includes the possibility of recording equity accounting taking into consideration the possible exercise of potential voting rights and other derivative instruments that at the current time give the entity access to returns. The standard defined that the investment and any interest held in the investment not classified as held for sale must be classified as a noncurrent asset;

(c) **CPC 19 (R2)/ IFRS 11,** the review of that accounting standard in Brazil, which in the international standards corresponds to a new standard, has substantially changed the previous practice in the following aspects: elimination of the proportional consolidation; inclusion of the definition of joint arrangement, inclusion of the definition for joint operation, inclusion of the definition for joint venture;

(d) **CPC 33 (R1)/ IAS 19,** the possibility of using the "corridor method" was excluded – permission for the actuarial gains and losses up to the limit of 10% of the present value of the liability of a defined benefit or 10% of the fair value of the assets of the plan, whichever is the highest, to be appropriated into P&L for the average remaining working life of the employees participating in the plan. With that, actuarial gains and losses started to be fully recognized as of financial reporting dates, having shareholders' equity as its balancing item (other comprehensive income). Such amounts do not recycle into the income for the year and remain in an equity account of other comprehensive income;

(e) **CPC 36 (R3)/ IFRS 10**, the review of this standard in Brazil, which in the international standards corresponds to a new standard, has change the concept of control and introduced new ones, such as those referring to "power", "returns", and "relationship between power and returns", among others. In the international standards IFRS 10 substituted SIC 12 and IAS 27;

(f) **CPC 45/ IFRS 12** concerns the disclosure of ownership interest held in other entities, the objective of which is to enable users to know the risks, the nature and effects on the financial statements of such interest. This standard is applicable to subsidiaries, joint arrangements (that is, joint operations or joint ventures), associates and structured entities not consolidated;

(g) **CPC 46/ IFRS 13,** is applicable when other accounting standards require or allow fair value measurements or disclosures (and measurements such as the fair value minus the cost of sale, based on the fair value or disclosures on such measurements);

(h) **CPC 38 (R1)/ IFRS 9:** CPC 38 (R1) has not been issued on Brazil yet. The corresponding international standard is IFRS9, which has already been issued and closes the first part of the substitution project of IAS 39 "Financial instruments, recognition and measurement". IFRS 9 uses a simple approach to determine whether a financial assets is measured at amortized cost or fair value, based on the manner by which an entity administrates its financial instruments (its business model) and the contractual cash flow that is characteristic of financial assets. His standard also requires the adoption of only one method to determine asset impairment losses. CPC 38 (R1)/ IFRS 9 also gives rise to changes in CPC 39 and CPC 40 (IAS 32 and IFRS 7). CPC 38 (R1)/ IFRS 9 is applicable to fiscal years beginning January 1, 2015 and thereafter.

The Company's Management has assessed those new standards and, except for the application of IFRS 10 "Consolidated financial statements" and IFRS 11 "Joint arrangements", it does not expect any significant effects on the amounts reported. With the adoption of IFRS 10 and IFRS 11, it is possible that the Company may no longer be able to proportionally consolidate its joint venture. Nevertheless, Management has not completed the detailed analysis of such standards yet nor has quantified the possible effects on its financial statements.

3. Business combination

On August 17, 2017 the Company acquired the all of the stock of the companies holding interest in Shopping Bonsucesso through its subsidiary, Securis Administradora e Incorporadora Ltda. The total amount of the acquisition was R$ 129,369, a part of which was directly paid to the sellers and the other part with capital payment and debt assumption.

SB Bonsucesso Administradora de Shoppings S.A. (an acquired company) is the owner of Shopping Bonsucesso, a venture located in the city of Guarulhos, State of São Paulo. The mall has been operating since 2006 and has 24,437 m² of Gross Lettable Area.

The fair value of the identifiable assets and liabilities as of acquisition date is presented below:

Fair value of stock as of acquisition date	**(a)**	**129,369**
Fair value of identifiable current assets		1,805
Fair value of identifiable noncurrent assets		120,599
Fair value of current assets undertaken		(2,736)
Fair value of noncurrent assets undertaken		(15,054)
Net assets acquired at fair value	**(b)**	**104,614**
Goodwill due to future profitability	**(a) - (b)**	**24,755**

The book value of the intangible assets with future profitability and indefinite useful lives calculated on the business combination is R$ 24,755. The Company is finishing the measurement of the net assets in compliance with the accounting standards established by CPC 15 (R1)/ IFRS 3, the expectation of the Company is to complete such measurement up to the end of the 1st semester of 2013.

4. Cash and cash equivalents

	Company		Consolidated	
	12/31/2012	12/31/2011	12/31/2012	12/31/2011
Cash and banks				
In Reais				
Cash	17	9	29	268
Banks **(b)**	6	7	12,748	11,342
In US Dollars				
Banks **(b)**	-	-	1,165	340
	23	**16**	**13,942**	**11,950**
Financial investments				
In Reais				
CDB **(a)**	1,159	1,330	12,723	72,243
Remunerated account	1,323	-	3,492	37,487
Investment fund **(c)**	-	-	56,537	-
Exclusive investment fund (e)				
Cash	-	-	653	-
Fixed income	-	-	42,876	-
LTN	-	-	65,251	-
NTN	-	-	-	-
LTF	-	-	36,720	-
“Time deposit” (d)	**-**	**-**	**20,584**	**-**
	2,482	**1,330**	**238,836**	**109,730**
Total	**2,505**	**1,346**	**252,778**	**121,680**

(a) It refers to investments in Bank Deposit Certificates (CDBs) with average monthly rates between 100% and 105% of the changes in the CDI rate;

(b) As of December 31, 2012, from the total balance of R$ 13,913 (consolidated), the amount of R$ 1,165 is deposited in a checking account abroad and is indexed at the US Dollar. As of December 31, 2012, from the total balance of R$ 11,682 (consolidated), the amount of R$ 340 was deposited in a checking account abroad and was indexed at the US Dollar;

(c) They are resources invested in Investment Funds of Banco Itaú S.A., with their yield pegged to the changes in the CDI rate;

(d) As of December 31, 2012, the Company has investments abroad indexed at Reais, which yield 85% of the changes in the CDI rate;

(e) As of December 31, 2012, the Exclusive Investment Fund portfolio is substantially composed of securities issued by financial institutions in Brazil and highly liquid federal bonds, recorded at their realization values, which yield, in average, from 100% to 105% of the changes in the CDI rate. Such fund does not have any significant liabilities with third parties and such liabilities are limited to the assets management fees and other service fees inherent to fund transactions.

The financial investments are investments with redemption terms shorter than 90 days, comprising highly liquid securities, convertible into cash and with insignificant risks of having their value changed.

5. Bound financial investments

	Consolidated	
	12/31/2012	12/31/2011
CDB **(a)**	3,008	2,779
CDB **(b)**	88,570	87,848
Total	**91,578**	**90,627**
Current	88,570	-
Noncurrent	**3,008**	**90,627**

(a) Amount withheld by RB Capital on May 12, 2010, as a guarantee that the CCIs recorded in RII Top Center would be settled, as described in Note 15.b. The amount is invested in CDB-DI, with a monthly average rate of 98% of the changes in the CDI rate;

(b) Amount deposited in financial investments referring to the advance payment received from the sale of 44% of the improvements that will compose Shopping Sulacap to RB Capital General Shopping Fundo de Investimento Imobiliário (FII), as described in Note 17. The amount is invested in CDB-DI, with a monthly average rate of 100% of the changes in the CDI rate.

6. Trade notes receivable

	Consolidated	
	12/31/2012	12/31/2011
Rents receivable	66,824	47,027
Allowance for doubtful accounts	(12,717)	(11,421)
Total	**54,107**	**35,606**
Current	53,171	34,260
Noncurrent	**936**	**1,346**

The trade notes receivable are presented at the nominal values of the securities that represent the credits, including, where applicable, yield, inflation adjustment gains and effect arising from the linearization of the revenues, calculated on a pro rata day basis up to the balance sheet date. Such nominal amounts approximately correspond to their respective present values due to the fact that they are realizable in the short term.

The Company's maximum exposure to credit risk is the book value of the above-mentioned trade notes receivable. So as to attenuate such risk, the Company follows the practice of analyzing the types of receivables (rents, services and other items), considering the historical average of losses, monitoring the equity and financial position of its clients performed by Management on a periodical basis, establishing credit limits, analyzing credits that have been past due for more than 180 days e permanently monitoring their debit balance, among others. The maximum exposure to the Company's credit risk is the book value of the accounts receivable. The client portfolio that has not been accrued refers to clients whose individual analysis of their financial position did not demonstrate that they would not be realizable.

The company considers the following assumptions in order to assess the quality of the credit of potential clients: the amount of the guarantee offered must cover at least 12 months of occupancy costs (rent, plus common charges and promotion funds, multiplied by 12); the guarantees accepted (properties, guarantors and sureties) and the use of SERASA – a company that provides information on bad debtors – as reference for consultation.

The changes in the allowance for doubtful accounts for the years ended December 31, 2012 and 2011 are the following:

	Consolidated	
	12/31/2012	12/31/2011
Balance at the beginning of the year	**(11,421)**	**(10,446)**
Credits accrued in the year	(927)	(991)
Credits from the acquisition of Shopping Bonsucesso	(445)	-
Credits recovered in the year	76	16
Balance at the end of the year	**(12,717)**	**(11,421)**

The composition of the trade notes receivable, per maturity period, is the following:

	Consolidated	
	12/31/2012	12/31/2011
Not yet due	**41,268**	**30,487**
Past due		
For 30 days or less	2,977	834
For 31 to 60 days	1,705	548
For 61 to 90 days	997	345
For 91 to 180 days	4,311	1,426
For more than 180 days	15,566	13,387
	25,556	**16,540**
Total	**66,824**	**47,027**

As of December 31, 2012, the amount of R$ 2,849 from trade notes receivable (R$ 1,966 as of December 31, 2011) has been past due for more than 180 days, but has not been accrued. The Company complemented the allowance for doubtful accounts in the year ended December 31, 2012 in the amount of R$ 927, because it understands that the other amounts past due are duly negotiated with the clients and there has not been any significant changes in the quality of their credit, and the amounts are considered recoverable.

7. Taxes recoverable

	Company		Consolidated	
	12/31/2012	12/31/2011	12/31/2012	12/31/2011
Income tax withholdings (IRRF) on financial investments	385	339	5,937	1,758
IRRF recoverable	203	203	720	646
Services Tax (ISS)	-	-	110	95
PIS and COFINS recoverable	78	78	171	233
IRPJ – advance payments	-	-	939	781
CSLL – advance payments	-	-	93	291
Other taxes recoverable	15	15	638	285
Total	**681**	**635**	**8,608**	**4,089**

8. Third-party transactions

a) Balances and transactions with related parties

During the course of their business the Company, the controlling interest, the subsidiaries, the joint ventures and the civil condominiums (jointly-owned properties) enter into financial transactions among themselves, which include: **(i)** the provision of consulting services a and operating assistance relating to the supply of water and energy and to the electrical installations; **(ii)** administration of shopping malls; **(iii)** commercial lease agreements; and **(iv)** agreements and decisions made with respect to condominium rules.

Upon conducting the activities, the Company and its subsidiaries enter into loan agreements that many a time are not subject to financial charges. The majority of the balances existing between the related parties refer to such loan agreements.

Generally speaking, all of the terms and conditions of the agreements entered into by and between the Company and related parties are in accordance with the terms and conditions usually adopted in loan agreements on commutative and market bases, as if the loan occurred with a non-related party, except for the balance of loan agreements on which financial charges are not levied.

Management individually negotiates agreements with related parties, analyzing their terms and conditions in the light of the terms and conditions usually adopted on the market, the particularities of each transaction, including terms, amounts, compliance with quality standards, thus having the agreement with the related party reflect the option that best meets the interests of the Company with respect to terms, amounts and quality conditions, when compared with other similar providers.

The balances as of December 31, 2012 and 2011 in the Company's financial statements are presented below:

	Company	
	12/31/2012	12/31/2011
Assets		
Ast	-	106
Delta	-	5
Fonte	-	224
General Shopping Finance **(a)**	1,932	2,963
General Shopping Investments **(a)**	3,301	-
Internacional Guarulhos Shopping Center **(b)**	-	17,236
Intesp	-	40
Jud	-	161
Lumen	-	229
Lux	-	1,741
Mai	-	201
Manzanza	-	187
Nova União	-	134
Park Shopping Administradora	-	10
Paulis	-	67
Pol	-	658
PP	-	910
Sale	-	450
Securis	10,322	-
Sulishopping	-	105
Vul	-	7
Poli	16	16
Other assets	189	554
Total	**15,760**	**26,004**

	Company	
	12/31/2012	12/31/2011
Liabilities		
ABK **(d)**	-	32,598
Atlas **(d)**	33,963	14,361
BAC **(c)**	-	55,365
BOT **(d)**	-	238
Cly **(d)**	-	1,004
Energy **(d)**	-	1,843
Levian **(d)**	196,515	87,651
Send **(d)**	-	5,099
Zuz **(d)**	-	1,410
Other liabilities	8	-
Total	**230,486**	**199,569**

(a) They refer to costs with the issuance of perpetual bonds paid by the Company;

(b) It refers to the transfer of resources so that the Company is able to settle the loans obtained from Banco Bic in fiscal year 2009. There is no maturity date and financial charges are not levied;

(c) It refers to the obtainment of loans to settle the CCI transactions with Banco Itaú on January 30, 2009. There is no maturity date and financial charges are not levied;

(d) They refer to the other loans on which no financial charges are levied or have maturity dates.

The balances as of December 31, 2012 and 2011 in the consolidated financial statements are shown below:

	Consolidated	
	12/31/2012	12/31/2011
Assets		
Golf Participações Ltda. **(a)**	15,460	13,720
PNA Empreendimentos Imobiliários Ltda. **(c)**	146	146
Menescal	-	113
Condomínio Civil Suzano Shopping Center **(c)**	896	1,032
Condomínio Civil Voluntários – SPS **(c)**	157	249
Condomínio Unimart Campinas **(c)**	358	261
Condomínio Outlet Premium SP **(c)**	449	516
Condomínio Outlet Premium Alexânia **(c)**	2,546	-
Condomínio do Vale **(c)**	922	1,438
Condomínio Cascável **(c)**	387	692
Condomínio Prudente **(c)**	62	32
Condomínio ASG **(c)**	390	16
Condomínio Osasco **(c)**	53	58
Condomínio Barueri **(c)**	1,188	902
Condomínio Shopping Light **(c)**	726	71
Condomínio Top Center **(c)**	1,128	778
BR Partners Consultoria Especializada **(d)**	652	-
MCLG Empreendimentos e Participações S.A. **(d)**	6,726	-
Fundo de Investimento Imobiliário Sulacap – FII	653	-
Individuals **(c)**	1,852	1,416
Condomínio Bonsucesso **(c)**	215	-
Condomínio ISG **(c)**	3,186	-
Other assets **(c)**	2,512	684
Total	**40,664**	**22,124**

	Consolidated	
	12/31/2012	12/31/2011
Liabilities		
SAS Venture LLC **(b)**	15,066	11,419
Condomínio Suzano **(c)**	-	108
Condomínio Santana Parque Shopping **(c)**	-	943
Condomínio Prudente **(c)**	821	10
Other liabilities **(c)**	502	1,469
Total	**16,389**	**13,949**

(a) The loan to the shareholder and controlling interest is subject to financial charges of 1% per month. There is no maturity date provided for payment;

(b) In the ownership reorganization, the capital of the subsidiary "Park Shopping Administradora" was reduced and has been returned to the then shareholder SAS Ventures LLC in 15 equal and installments paid every six months, since September 14, 2007. Translation adjustments based on the US dollar and financial charges of 10.5% per year are levied on the total debt;

(c) Financial charges are not levied on the other loans and there are no definite maturity dates;

(d) They refer to expenses paid to build Outlet Brasília that were the responsibility of BR Partners and MCLG Empreendimentos (partners in the venture). There are not and inflation adjustments or a maturity date for the payment thereof.

b) Management compensation

In the periods ended December 31, 2012 and 2011, management compensation, in the consolidated financial statements, were appropriated into P&L in "General and administrative expenses" and such compensation has not exceeded the limit approved by the shareholders.

Short-term benefits were paid to the Company's management (wages, salaries, Social Security taxes, profit sharing and medical assistance) in the period ended December 31, 2012 and 2011, which amounted to R$ 4,372 and R$ 4,801, respectively, as described below:

	Consolidated	
	12/31/2012	12/31/2011
Salaries and related social charges	3,621	4,278
Variable compensation and related social charges	600	415
Benefits	151	108
Total	**4,372**	**4,801**

No amount was paid on account of: **(i)** post-employment benefits (pensions, other retirement benefits, post-employment life insurance and post-employment medical assistance); **(ii)** long-term benefits (leaves due to years of service or other leaves, such as jubilees or other benefits for years of service and benefits for long-term disability); and **(iii)** share-based compensation.

The global compensation of R$ 8,220 for fiscal year 2012 was approved at the Shareholders' Meeting held on April 30, 2012.

9. Other accounts receivable

	Company		Consolidated	
	12/31/2012	12/31/2011	12/31/2012	12/31/2011
Insurance expenses to be appropriated	313	408	612	506
Advances to suppliers	331	248	3,224	1,611
Prepaid labor benefits	503	51	531	59
Expenses to be appropriated	534	836	897	836
Other advance payments	-	21	-	84
Advances to service providers	-	-	3,041	1,068
Amounts receivable from other ventures	-	-	125	518
Other accounts receivable	-	-	-	2,126
Total	**1,681**	**1,564**	**8,430**	**6,808**
Current assets	1,681	1,564	7,864	5,740
Noncurrent assets	**-**	**-**	**566**	**1,068**

10. Investments – Company

	% – Interest held	Number of shares and member units held	Capital stock	Income / (loss) for the year	Equity / (negative equity)	Equity accounting	Balances of investments	
							12/31/2012	12/31/2011
Direct subsidiaries								
Investments								
Levian	58.6	482,834,199	847,743	43,295	938,695	25,371	550,075	529,799
Atlas	100	3,268,672	3,816	15,953	53,083	15,953	53,083	37,130
GS Finance II	100	50,000	81	(10,870)	45	(10,870)	45	10,915
		486,152,871	**851,640**	**48,378**	**991,823**	**30,454**	**603,203**	**577,844**
Provision for losses with investments in subsidiaries								
General Shopping Finance	100	50,000	81	2,437)	(138,262)	(52,437)	(138,262)	(91,013)
GS Investments	100	50,000	-	4,209)	(44,209)	(44,209)	(44,209)	-
		100,000	**81**	**6,646)**	**(182,471)**	**(96,646)**	**(182,471)**	**(91,013)**
Net balance		**370,855,498**	**851,721**	**8,268)**	**809,352**	**(66,192)**	**420,732**	**486,831**

	% – Interest held	Number of shares and member units held	Capital stock	Income / (loss) for the year	Equity / (negative equity)
Indirect subsidiaries					
Levian					
ABK	99.3%	131,163,028	130,535	3,201	**130,225**
Bac	100%	10,000	10	(1)	**(14,627)**
BOT	100%	51,331,650	51,332	5,239	**65,319**
BR Outlet	100%	10,000	10	(4)	**5**
Brassul	100%	25,630,617	29,734	1,118	**37,166**
Bud	100%	10,000	10	-	**6**
Cly	100%	10,000	10	21,485	**76,371**
Delta	100%	72,870,112	72,870	(175)	**73,764**
FII Top Center	100%	600,000	5,568	(2,639)	**(2,402)**
FLK	100%	10,000	12,686	(70)	**12,616**
Fonte	100%	24,199,060	56,834	(798)	**54,672**
Intesp	100%	11,130,316	11,130	417	**13,643**
Jud	100%	3,096,122	6,168	(2,672)	**(2,005)**
Lumen	100%	1,902,593	8,348	2,066	**12,161**
Lux	100%	22,938,043	22,938	2,512	**28,812**
MAI	100%	10,000	1,410	(5)	**1,404**
Manzanza	100%	16,975,480	21,078	(547)	**20,494**
Nova União	100%	21,215,243	4,332	7,501	**14,369**
Park Shopping Adm.	100%	35,226,231	35,448	(4,639)	**17,439**
Paulis	100%	10,000	10	819	**91**
POL	100%	7,723,297	58,922	1,327	**59,845**
Poli Empreendimentos	50%	425,000	597	230	**8,820**
PP	100%	18,670,574	24,806	857	**28,069**

	% – Interest held	Number of shares and member units held	Capital stock	Income / (loss) for the year	Equity / (negative equity)
Premium Outlet	100%	10,000	10	(1)	**8**
Sale	100%	14,702,069	14,702	1,136	**23,700**
Send	100%	288,999,513	289,000	3,646	**246,357**
Sulishopping	100%	5,897,164	5,897	(16)	**15,519**
Uniplaza	100%	10,000	42,948	2,967	**59,984**
Vul	100%	10,000	57,272	(234)	**57,006**
Zuz	100%	10,000	58,140	13,047	**133,468**

	% – Interest held	Number of shares and member units held	Capital stock	Income / (loss) for the year	Equity / (negative equity)
Indirect subsidiaries					
Atlas					
ASG Administradora	100%	20	20	77	**180**
Ast	100%	270,081	1,497	623	**2,329**
Energy	100%	10,000	10	4,349	**23,292**
GSB Administradora	100%	1,906,070	1,906	2,132	**5,883**
Ipark	100%	3,466,160	3,466	5,283	**18,214**
Vide	100%	10,000	10	4	**21**
Wass	100%	10.000	10	3.504	**8.523**

	% – Interest held	Number of shares and member units held	Capital stock	Income / (loss) for the year	Equity / (negative equity)
Indirect subsidiaries					
GS Investments					
Andal	100%	10,000	5,068	1,129	**6,197**
Bail	100%	10,000	10	(1)	**9**
CB Bonsucesso	100%	1,000	1	-	**1**
Cristal	100%	10,000	10	(1)	**9**
ERS	100%	10,000	29,598	(107)	**29,487**
GAX	100%	10,000	10	(1)	**9**
SB Bonsucesso	100%	10,000	93,292	3,614	**108,228**
Securis	100%	10,000	195,728	10,691	**206,415**
XAR	100%	10,000	787	74	**861**

The movement for the year ended December 31, 2012 is the following:

Balance as of December 31, 2011	**486,831**
Equity accounting	(66,192)
Capital increase	93
Balance as of December 31, 2012	**420,732**

11. Investment properties

		Consolidated					
		12/31/2012			12/31/2011		
	% – Depreciation rate	Cost	Accumulated depreciation	Net value	Cost	Accumulated depreciation	Net value
Land	-	350,031	-	**350,031**	253,014	-	**253,014**
Buildings	2%	808,556	(50,510)	**758,046**	612,369	(38,036)	**574,333**
Construction in progress	-	169,697	-	**169,697**	87,683	-	**87,683**
Total		**1,328,284**	**(50,510)**	**1,277,774**	**953,066**	**(38,036)**	**915,030**

Movement of investment properties for the year ended December 31, 2012:

	12/31/2011	Additions	Business combination	Capitalized financial charges	Depreciation	12/31/2012
Land	**253,014**	34,810	62,207	-	-	**350,031**
Buildings	**574,333**	143,395	52,792	-	(12,474)	**758,046**
Construction in progress	**87,683**	63,146	-	18,868	-	**169,697**
	915,030	**241,351**	**114,999**	**18,868**	**(12,474)**	**1,277,774**

As of March 31, 2007 the Company, based on an appraisal report prepared by independent specialist appraisers, DLR Engenheiros Associados Ltda., recorded the revaluation of the land, buildings and installations accounts, having the “Revaluation reserve” account as their balancing item in shareholders’ equity.

The additions presented as business combination refer to the acquisition of SB Bonsucesso Administradora de Shoppings S.A., the owner of Shopping Bonsucesso, as described in Note 3.

As of December 31, 2012 and 2011, the amount of investment properties was composed as follows:

	Residual value	
	12/31/2012	**12/31/2011**
ABK do Brasil Empreendimentos e Participações (ABK)	25,556	25,990
Andal Administradora e Incorporadora Ltda. (Andal)	64,011	-
BOT Administradora e Incorporadora Ltda. (BOT)	42,598	41,572
Brassul Shopping Administradora e Incorporadora Ltda. (Brassul)	4,167	4,170
CLY Administradora e Incorporadora Ltda. (CLY)	189,210	193,139
Delta Administradora e Incorporadora Ltda. (Delta)	10,486	6,639
ERS Administradora e Incorporadora Ltda. (ERS)	29,471	-
Fundo de Investimento Imobiliário (FII)	51,226	49,516
FLK Administradora e Incorporadora Ltda. (FLK)	13,239	-
Fonte Administradora e Incorporadora Ltda. (Fonte)	92,979	37,884
GS Finance Limited (GSFINANCE)	24,629	9,927
Intesp Shopping Administradora e Incorporadora Ltda. (Intesp)	10,874	11,670
Levian Participações e Empreendimentos Ltda. (Levian)	28,249	29,032
Lumen Participações e Empreendimentos Ltda. (Lumen)	1,939	-
LUX Participações e Empreendimentos Ltda. (LUX)	16,160	-
MAI Administradora e Incorporadora Ltda. (MAI)	1,392	1,286
Manzanza Consultoria e Adm. de Shopping Centers Ltda. (Manzanza)	20,862	17,169
Nova União Administradora e Incorporadora S.A. (Nova União)	4,322	-
Poli Shopping Center Empreendimentos Ltda. (Poli)	7,737	9,275
Paulis Administradora e Incorporadora Ltda. (Paulis)	76	-
PP Administradora e Incorporadora Ltda. (PP)	33,078	22,752
POL Administradora e Incorporadora Ltda. (POL)	54,306	11,747
Sale Empreendimentos e Participações Ltda. (Sale)	24,589	21,098
SB Bonsucesso Administradora e Incorporadora Ltda. (SB Bonsucesso)	115,055	-
Send Empreendimentos e Participações Ltda. (Send)	23,818	167,529
Uniplaza Empreendimentos e Participações de Centro de Compras Ltda. (Uniplaza)	99,523	37,996
Vul Administradora e Incorporadora Ltda. (VUL)	57,768	31,041
XAR Administradora e Incorporadora Ltda. (XAR)	143,779	-
ZUZ Administradora e Incorporadora Ltda. (ZUZ)	86,106	163,160
Other investment properties	569	22,438
Total	**1,277,774**	**915,030**

Investments properties given to guarantee loans are described in Notes 14 and 15.

Evaluation at fair value

The fair value of each investment property under construction was determined by the appraisal performed by a specialist independent firm (CB Richard Ellis).

The methodology adopted to appraise such investment properties at fair value is the one prescribed by The Royal Institution of Chartered Surveyors (R.I.C.S.), in Great Britain, and by the Appraisal Institute in the United States, which are internationally used and well known for appraisal cases and other analyses.

All of the calculations are based on the physical qualification analysis of the property studied and on the several pieces of information obtained on the market, which are properly treated to be used in determining the value of the venture.

For the appraisals, ten-year cash flows were prepared, no considering the inflation that might exist in that period. The average discount rate applied to the cash flow was 8.99% and the average capitalization rate adopted in the 10th year was 7.54%.

The table below demonstrates the overall amounts of the appraisal at fair value as of December 31, 2012 and the respective interest held by the Company in investment properties:

	Consolidated			
	12/31/2012		12/31/2011	
	100%	Interest held by the Company	100%	Interest held by the Company
Total	**3,097,400**	**2,527,488**	**1,881,300**	**1,497,843**

12. Fixed assets

		Company					
		12/31/2012			12/31/2011		
	% – Depreciation rate	Cost	Accumulated depreciation	Net value	Cost	Accumulated depreciation	Net value
Buildings	2 to 4	3,824	(475)	**3,349**	14,683	(429)	**14,254**
Installations	8 to 15	817	(85)	**732**	179	(54)	**125**
Furniture and fixtures	8 to15	401	(90)	**311**	395	(88)	**307**
Machinery and equipment	8 to 15	81	(27)	**54**	55	(8)	**47**
Computers and peripherals	15 to 25	702	(362)	**340**	1,154	(251)	**903**
Leasehold improvements	8 to 15	65	(8)	**57**	17	(6)	**11**
Advances to suppliers	-	20,847	-	**20,847**	-	-	**-**
Construction in progress	-	-	-	**-**	210	-	**210**
Total		**26,737**	**(1,047)**	**25,690**	**16,693**	**(836)**	**15,857**

		Consolidated					
		12/31/2012			12/31/2011		
	% – Depreciation rate	Cost	Accumulated depreciation	Net value	Cost	Accumulated depreciation	Net value
Buildings	2 to 4	3,824	(475)	**3,349**	2,805	(429)	**2,376**
Installations	8 to 15	10,703	(3,965)	**6,738**	9,623	(3,282)	**6,341**
Furniture and fixtures	8 to 15	6,392	(1,479)	**4,913**	1,530	(791)	**739**
Machinery and equipment	8 to 15	29,636	(1,703)	**27,933**	2,697	(1,434)	**1,263**
Vehicles	15 to 25	85	(45)	**40**	78	(24)	**54**
Computers and peripherals	8 to 15	3,214	(1,608)	**1,606**	1,743	(536)	**1,207**
Leasehold improvements	8 to 15	7,857	(4,254)	**3,603**	8,394	(3,755)	**4,639**
Advances to suppliers	-	21,237	-	**21,237**	11,878	-	**11,878**
Construction in progress	-	-	-	**-**	235	-	**235**
Total		**82,948**	**(13,529)**	**69,419**	**38,983**	**(10,251)**	**28,732**

Movement of fixed assets as stated below for the year ended December 31, 2012:

	Company				
	12/31/2011	Additions	Depreciation	Transfer	12/31/2012
Buildings	**2,596**	799	(46)	-	**3,349**
Installations	**125**	638	(31)	-	**732**
Furniture and fixtures	**307**	146	(2)	(140)	**311**
Machinery and equipment	**47**	33	(19)	(7)	**54**
Computers and peripherals	**903**	356	(111)	(808)	**340**
Leasehold improvements	**11**	48	(2)	-	**57**
Advances to suppliers	**11,658**	8,024	-	1,165	**20,847**
Construction in progress	**210**	-	-	(210)	**-**
Total	**15,857**	**10,044**	**(211)**	**-**	**25,690**

	Consolidated					
	12/31/2011	Additions	Business combination	Depreciation	Transfer	12/31/2012
Buildings	**2,376**	1,019	-	(46)	-	**3,349**
Installations	**6,341**	2,026	1	(683)	(947)	**6,738**
Furniture and fixtures	**739**	3,578	337	(688)	947	**4,913**
Machinery and equipment	**1,263**	26,939	-	(269)	-	**27,933**
Vehicles	**54**	7	-	(21)	-	**40**
Computers and peripherals	**1,207**	387	29	(17)	-	**1,606**
Leasehold improvements	**4,639**	163	-	(499)	(700)	**3,603**
Advances to suppliers	**11,878**	8,424	-	-	935	**21,237**
Construction in progress	**235**	-	-	-	(235)	**-**
Total	**28,732**	**42,543**	**367**	**(2,223)**	**-**	**69,419**

13. Intangible assets

		Consolidated					
		12/31/2012			12/31/2011		
	% – Amortization rate	Cost	Accumulated amortization	Net value	Cost	Accumulated amortization	Net value
Indefinite useful life							
Goodwill - acquisition of Sale **(a)**	-	5,541	(556)	**4,985**	5,541	(556)	**4,985**
Goodwill - acquisition of Shopping Unimart **(b)**	-	22,410	(2,241)	**20,169**	22,410	(2,241)	**20,169**
Goodwill - acquisition of SB Bonsucesso **(d)**	-	24,755	-	**24,755**	-	-	**-**
Brands and patents	-	2,617	-	**2,617**	1,879	-	**1,879**
Definite useful life							
Software	5 years	15,137	(1,588)	**13,549**	7,858	(487)	**7,371**
Use rights Shopping Light **(c)**	42 years	8,447	(826)	**7,621**	8,069	(651)	**7,418**
Use rights Shopping Suzano **(e)**	60 years	4,504	(150)	**4,354**	-	-	**-**
Total		**83,411**	**(5,361)**	**78,050**	**45,757**	**(3,935)**	**41,822**

(a) On December 13, 2007, the Company, through one of its subsidiaries, Brassul, purchased 100% of the member units of Sale, which holds 84.39% of the total Gross Lettable Area (GLA) of Shopping do Vale. The aforementioned transaction produced goodwill of R$5,541 and has the future profitability expectation as its economic grounds. From the fiscal year beginning on January 1, 2009, the systematic accounting amortization of goodwill due to the expectation of future profitability ceased completely, remaining only the application of the annual impairment test;

(b) On December 28, 2007, the Company, through one of its subsidiaries, Send, purchased 100% of the member units of Uniplaza, which holds 100% of the total GLA of Shopping Unimart. The aforementioned transaction produced goodwill of R$22,410 and has the expectation of future profitability as its economic grounds. From the fiscal year beginning on January 1, 2009, the systematic accounting amortization of goodwill due to the expectation of future profitability ceased completely, remaining only the application of the annual impairment test;

(c) On June 6, 2007, the Company undertook the task of paying R$ 5,589 for the right to use 50.1% of Shopping Light. The aforementioned right has a 42-year term and will be amortized within this time on a straight-line basis. On March 16, 2011, Lumen assigned to Lux 3.15% of the interest held in the use rights of Shopping Light, and, on the same date, Lux undertook the task of paying R $2,480 for the use rights of Shopping Light to EMURB. On January 2, 2012, the subsidiary Lumen increased 15% of its interest in Shopping Light for the amount of R$ 2,092;

(d) On August 17, 2012, the Company, through one of its subsidiaries, Securis, purchased 100% of the member units of SB Bonsucesso Administradora de Shoppings S.A., which holds 100% of the total GLA of Shopping Unimart. The aforementioned transaction produced goodwill of R$24,757 and has the expectation of future profitability as its economic grounds;

(e) On July 30, 2012, the Company undertook the task of paying to the municipal government of Suzano the amount of R$ 4,505 for property right use with charges of an area totaling 11,925,71 m² in the City of Suzano/SP for the establishment of shopping malls. Such right has a 60-year term and is amortized over that period on a straight-line basis.

The movement of the intangible assets for the year ended December 31, 2012 is the following:

	Consolidated					
	Useful life span	Amortization method	12/31/2011	Additions	Amortization	12/31/2012
Indefinite useful life						
Goodwill - acquisition of Sale	-	-	4,985	-	-	4,985
Goodwill - acquisition of Shopping Unimart	-	-	20,169	-	-	20,169
Goodwill – acquisition of SB Bonsucesso	-	-	-	24,755	-	24,755
Brands and patents	-	-	1,879	738	-	2,617
Definite useful life						
Software	5 years	Straight-line	7,371	7,279	(1,101)	13,549
Right of use of Shopping Light	42 years	Straight-line	7,418	378	(175)	7,621
Right of use of Shopping Suzano	60 years	Straight-line	-	4,504	(150)	4,354
Total			**41,822**	**37,654**	**(1,426)**	**78,050**

14. Loans and financing

	Currency	% – Contractual rates p.a.	Maturity	Consolidated 12/31/2012	12/31/2011
Loans and financing					
Banco Pontual S.A. **(a)**	R$	12%	2009/ 2010	-	5,206
Perpetual securities **(b)**	U$	10%	-	512,514	466,434
Perpetual securities **(c)**	U$	12%	-	306,081	-
Banco Nacional de Desenvolvimento Econômico e Social (BNDES) PINE FINAME **(d)**	R$	8.7%	2019	1,046	937
Banco Nacional de Desenvolvimento Econômico e Social (BNDES) HSBC FINEM **(h)**	R$	6.5% + TJLP	2017	14,934	-
Banco Nacional de Desenvolvimento Econômico e Social (BNDES) HSBC FINEM **(i)**	R$	5.5% + Selic	2017	11,233	-
Banco Nacional de Desenvolvimento Econômico e Social (BNDES) ABC FINEM **(j)**	R$	5.3% + TJLP	2017	4,457	-
Banco Nacional de Desenvolvimento Econômico e Social (BNDES) ABC FINEM **(k)**	R$	5.3% + translation adjustments	2017	2,802	-
Banco HSBC **(e)**	R$	3.2% + CDI	2017	11,486	-
BBM – CCB **(f)**	R$	5.6%+CDI	2014	18,765	-
Debentures – SB Bonsucesso **(g)**	R$	2.75% + CDI	2022	36,596	-
Debentures – SB Bonsucesso **(g)**	R$	7.5% + IPCA	2022	38,160	-
Other loans and financing	R$	-	-	22	21
Total				**958,096**	**472,598**
Current liabilities				38,828	12,782
Noncurrent liabilities				**919,268**	**459,816**

(a) With the out-of-court liquidation of Banco Pontual, the balance remained being updated by the financial charges of 1% per month. On February 27, 2012, the balance was settled with the amount of R$ 3,804 and the difference of R$ 1,402 was registered in financial income;

(b) On November 9, 2010 General Shopping Finance obtained, by issuing perpetual bonds, the amount of US$ 200,000 corresponding to R$ 339,400, as of the date it was obtained. The perpetual bonds are denominated in US dollars, with quarterly payments of interest at the rate of 10% per year. General Shopping Finance has the option to repurchase the perpetual bonds beginning November 9, 2015. According to the perpetual bond issue prospect, the resources obtained are intended for the advance settlement of the CCI and for investing in "greenfields" and expansions. All of the subsidiaries, except for GSB Administradora, ASG Administradora and FII Top Center, have given collateral to guarantee the transaction. The cost of issue of the perpetual bonds was R$ 11,483 and the effective cost of the transaction totaled 10.28%.
On April 19, 2011, General Shopping Finance obtained, by issuing perpetual bonds, the amount of US$ 50,000 corresponding to R$ 78,960 as of the date of the obtainment. The perpetual bonds are denominated in US dollars, with quarterly payments of interest at the rate of 10% per year. General Shopping Finance has the option to repurchase the perpetual bonds beginning November 9, 2015. All of the subsidiaries, except for GSB Administradora, ASG Administradora and FII Top Center, have given collateral to guarantee the transaction. The cost of issue of the perpetual bonds was R$ 758 and the effective cost of the transaction totaled 10.28%;

(c) On March 20, 2012, GS Investments Limited obtained, by issuing perpetual bonds, the amount of US$ 150,000 corresponding to R$ 271,530 as of the date of the obtainment. The perpetual bonds are denominated in US dollars, with interest of 12% per year paid every six months up to the 5th year counting from the date of issue, after the 5th year through the 10th year counting from the date of issue, Five-year US Treasury Constant Maturity plus 11.052% per year, paid every six months, and from the 10th year onwards, USD LIBOR rate for three months plus 10.808% and 1% paid every quarter. The issuer might defer the interest indefinitely and the amounts deferred will be levied for interest at the applicable rate indicated before, plus 1% per year. When the interest is deferred, the Company will only be able to distribute the equivalent to 25% of the net income referring to the minimum mandatory dividends provided for by the Brazilian legislation. GS Investments Limited may totally or partially redeem the bonds at its own discretion in the 5th year counting from the date of issue, in the 10th year counting from the date of issue, and at each interest payment date after then. The bonds are guaranteed by General Shopping and the following subsidiaries: General Shopping Brasil S.A., Ast Administradora e Incorporadora Ltda., BOT Administradora e Incorporadora Ltda., BR Outlet Administradora e Incorporadora Ltda., Brassul Shopping Administradora e Incorporadora Ltda., Bud Administradora e Incorporadora Ltda., Cly Administradora e Incorporadora Ltda., Delta Shopping Empreendimentos Imobiliários Ltda., ERS Administradora e Incorporadora Ltda., FLK Administradora e Incorporadora Ltda., Intesp Shopping Administradora e Incorporadora Ltda., I Park Estacionamentos Ltda., Levian Participações e Empreendimentos Ltda., Lumen Shopping Administradora e Incorporadora Ltda., Lux Shopping Administradora e Incorporadora Ltda., MAI Administradora e Incorporadora Ltda., Manzanza Consultoria e Administração de Shopping Centers Ltda., Poli Shopping Center Empreendimentos Ltda., PP Administradora e Incorporadora Ltda., Premium Outlet Administradora e Incorporadora Ltda., Sale Empreendimentos e Participações Ltda., Securis Administradora e Incorporadora Ltda., Send Empreendimentos e Participações Ltda., Sulishopping Empreendimentos Ltda., Uniplaza Empreendimentos, Participações e Administração de Centros de Compra Ltda., Vide Serviços e Participações Ltda., Vul Administradora e Incorporadora Ltda., and Zuz Administradora e Incorporadora Ltda. The cost of issue of the perpetual bonds was R$ 12,581.
There are not any financial covenants in the perpetual bond issued transactions. The covenants refer to: **(i)** the limitation of encumbrance on the assets (except for the encumbrances allowed, including the BNDES financing, the refinancing of existing transactions and certain securitizations, among others), where the proportion of the non-encumbered assets/unsecuritized debts under *pari pasu* conditions given to encumbered assets/securitized debts; **(ii)** limitation of sale and lease-back transactions concerning current assets with maturity exceeding three years under the same conditions of **(i)** prior and **(iii)** limitation of transactions with affiliates, mergers, or transfer of assets;

(d) Financing obtained during the last quarter of 2011 for the acquisition of equipment to build Parque Shopping Barueri through the FINAME line of credit of the BNDES in the amount of R$ 937 and the rate of 8.7% per year. In January 2012, R$ 105 was added to the existing agreement. The duration of the agreement is 96 months, with a grace period of 24 months and 72 months of amortization;

(e) On June 13, 2012, the amount of R$ 11,400 plus charges of 100% of the changes in the CDI rate, plus 3.2% interest per year was obtained through a bank credit bill from Banco HSBC. The agreement duration is 60 months, with a grace period of 12 months for the payment of the principal and the payment of quarterly interest.

As disclosed in Note 27, the Company entered into swap instrument against interest rate risks. Thus, the active index edge is denominated at the CDI rate plus 3.202% per year. However, the passive index edge is denominated at the IPCA rate plus 7.590% per year. The net effect of the debt considering the derivative financial instrument entered into produces the same effect as that of the changes in the IPCA rate plus 4.453% interest per year;

(f) On October 22, 2012, the amount of R$ 20 was obtained by issuing a bank credit bill of Banco BBM S/A at the rate of 5.6% interest per year and changes in the CDI rate. The duration of the agreement is 24 months;

(g) On October 26, 2012, the Private Instrument of the 1st issue of unsecured bonds SB Bonsucesso Administradora de Shoppings S.A, not convertible into shares, with additional security interest and personal guarantee, into two species (DI and IPCA) for public distribution with restricted placements efforts, was signed. The total amount of the debentures is R$ 78, debt in the DI series of R$ 39 with the rate of 2.75% per year + CDI rate, with monthly amortization of the principal and interest and a total duration of 120 months. The IPCA series in the amount of R$ 39 has a 7.5% rate per year + IPCA, with monthly payments, annual amortization, and total duration of 10 years (120 months);

(h) On October 30, 2012, R$ 13,685 were released by means of the FINEM/BNDES financing. That transaction was performed by HSBC Bank Brasil S.A., at the rate of 6,5% per year + TJLP[1] with total duration of 60 months, where 12 months refer to the grace period and 48 months refer to amortization.

As disclosed in Note 27, the Company entered into hedge derivative instrument (swap) against the risk of interest rates. Thus, the active index edge is denominated at 6.5% per year + TJLP. However, the passive index edge is denominated at IPCA plus 6.9% per year. The net effect of the debt considering the derivative financial instrument entered into produces the same effect of the changes in the IPCA rate plus 4.319% interest per year;

(i) On October 30, 2012, the amount of R$ 10,264 with charges of 100% of the changes in the CDI rate plus 5.5% interest per year was obtained through Bank Credit Bill from Banco HSBC. The duration of the agreement is 60 months, with a 12-month grace period for the payment of the principal and quarterly interest.

As disclosed in Note 27, the Company entered into a derivative instrument (swap) against interest rate risks. Thus, the active index edge of the derivative instrument is denominated at 100% of the changes in the CDI rate plus 5.5% per year. However, the passive index edge denominated at IPCA plus 7.97% per year. The net effect of the debt considering the derivative financial instrument entered into produces the same effect of the changes in the IPCA rate plus 6.456% of interest per year;

(j) On November 9, 2012, R$ 7.1 were released through the financing line called BNDES Automático. That operation was performed by Banco ABC Brasil S/A at the rate of 5.3% per year + TJLP with a total duration of 60 months, where 9 months represent the grace period and 51 months refer to amortization;

(k) On November 9, 2012, R$ 2.7 were released through the financing line called BNDES Automático. That operation was performed by Banco ABC Brasil S/A at the rate of 5.3% per year + translation adjustments with a total duration of 60 months, where 9 months represent the grace period and 51 months refer to amortization.

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[1] Long-term interest rate.

The agreements do not provide for the maintenance of financial indicators (indebtedness, coverage of expenses with interest etc.).

The composition of the long-term installment as of December 31, 2012, per maturity year, is demonstrated below:

	Consolidated as of 12/31/2012
Year	
2013	44,244
2014	27,385
2015	19,052
2016	19,052
2017 onwards	848.363
	958,096

Because the perpetual bonds issued do not have a maturity date, such bonds were classified as debt payable from 2017 onwards.

The movement of loans and financing for the year ended December 31, 2012 is the following:

	Consolidated
Balances as of December 31, 2011	**472,598**
Obtainment of loans and financing	438,809
Cost of obtainment	(18,460)
Amortization of cost of obtainment	5.831
Payments – principal	(30,562)
Payments – interest	(69,957)
Translation adjustments	63,655
Financial charges recorded in P&L	96,182
Balance as of December 31, 2012	**958,096**

Financial charges and transaction costs

Financial charges and transaction costs of loans and financing are capitalized and appropriated into P&L because the duration of the instrument entered into has been elapsing according to the amortized cost, using the effective interest rate method.

15. Real Estate credit bills

	Currency	% – Rate	Maturity	Consolidated 12/31/2012	Consolidated 12/31/2011
Subsidiary					
ABK **(a)**	R$	11% + TR	2018	71,650	78,605
Levian **(a)**	R$	11% + TR	2018	71,650	78,605
Top Center Real Estate Investment Fund **(b)**	R$	9.9% + IPCA	2020	60,286	60,727
Fonte **(c)**	R$	8% + IPCA	2013	87,630	-
Andal **(d)**	R$	11% + TR	2022	59,660	-
Send **(e)**	R$	7% + IPCA	2024	64,981	-
				415,857	**217,937**
Current liabilities				28,435	18,111
Noncurrent liabilities				**387,422**	**199,826**

(a) In June 2008, ABK and Levian obtained resources by issuing CCIs, for the securitization rents receivable referring to the property where Internacional Guarulhos Shopping Center is located.

The total amount of the CCIs issued is R$ 180,000. The amount obtained will be paid in 119 monthly installments (until June 2018), plus 11% interest per year and annual inflation adjustments according to the changes in the Referential Rate (TR). The following were granted to guarantee the CCIs: **(i)** property collateral, with book value of R$ 201,829; **(ii)** collateral transfer of credits arising from the agreement; and **(iii)** statutory lien of the member units of Cly. The costs of obtainment in the amount of R$ 376 of the CCIs were deducted from the principal and are being amortized in 120 installments on a straight-line basis;

(b) In April 2010, the Real Estate Investment Fund named Top Center, through its subsidiary called Jud, obtained resources by issuing CCIs to securitize rents receivable referring to the property where the fraction of 100% of Top Center is located. The total amount of the CCIs issued is R$ 60,000. The amount obtained will be paid in 120 monthly installments (up to April 2020) plus 9.90% interest per year and annual inflation adjustments according to the changes in the IPCA rate. The following were granted to guarantee the CCIs: **(i)** property collateral, with book value of R$ 50,900; **(ii)** collateral transfer of credits arising from the agreement; and **(iii)** statutory lien of the member units Top Center. The costs of obtainment of the CCIs were deducted from the principal and are being amortized in 120 installments on a straight-line basis;

(c) In March 2012, Fonte obtained resources by issuing CCIs. The total amount of the CCIs issued is R$ 80,000. The amount obtained will be paid in a single installment in September 2013,) plus 8% interest per year and the accumulated changes in the IPCA/IBGE. The following were granted to guarantee the CCIs: **(i)** mortgage of the ideal fraction of 51% of the property of the Sulacap project; **(ii)** statutory lien of certain units of Shopping Guarulhos; **(iii)** pledge referring to Parque Shopping Sulacap; **(iv)** transfer of collateral of certain assets; and **(v)** collateral transfer of creditory rights referring to Shopping Guarulhos. The cost of the obtainment was R$ 1,246. The effective cost of the transaction was IPCA + 9.1%;

(d) In June 2012, Andal obtained resources by issuing CCIs. The total amount of the CCIs issued is R$ 63,911. The amount obtained will be paid in 120 monthly installments, plus 11% interest per year and annual inflation adjustments according to the changes in the TR rate. The following were granted to guarantee the CCIs: **(i)** statutory lien of the property called Shopping Suzano; and **(ii)** statutory lien of Shopping Suzano's receivables. The cost of the obtainment was R$ 959. The effective cost of the transaction was TR + 11.17%;

(e) On November 13, 2012, SEND obtained resources by issuing CCIs on behalf of HABITASEC Securitizadora S.A. in the amount of R$ 67.6 with a 7% interest rate per year + IPCA. The duration of the transaction is 144 months.

The agreements do not provided for the maintenance of financial indicators (indebtedness, coverage of expenses with interest etc.).

The composition of the long-term installment as of December 31, 2012 per maturity year is demonstrated below:

	Consolidated as of 12/31/2012
2013	117.629
2014	34.509
2015	39.474
2016	44.986
2017 onwards	179.259
Total	**415.857**

The movement of the CCIs for the year ended December 31, 2012 is the following:

	Consolidated
Balance as of December 31, 2011	**217,937**
Obtainment of loans and financing	211,515
Cost of obtainment	(7,036)
Amortization of cost of obtainment	979
Payments – principal	(26,323)
Payments – interest	(15,822)
Financial charges recorded in P&L	34,607
Balance as of December 31, 2012	**415,857**

16. Accounts payable – purchase of real estate

	Consolidated	
	12/31/2012	12/31/2011
Land – Guarulhos	-	7,550

On January 11, 2011, a plot of land located in the City of Guarulhos, State of São Paulo, where a shopping mall will be built, was acquired for the total amount of R$ 24,160, the agreed-upon payment of which is: **(i)** R$ 8,305 at sight; and **(ii)** R$ 15,855 payable in 21 equal monthly and consecutive installments, readjusted according to the changes in the INCC-DI/FGV, in the amount of R$ 755. The first installment was paid in February 2011.

17. Other accounts payable

	Company		Consolidated	
	12/31/2012	12/31/2011	12/31/2012	12/31/2011
Advance payments of the sale of the land improvements in Parque Shopping Sulacap project **(a)**	-	-	102,424	99,405
Compensation payable to Fundo de Investimento Sulacap **(b)**	-	-	-	1,408
Transfer of key money to VBI/ Gene/ Catalena **(c)**	-	-	2,719	5,376
EMURB **(d)**	-	-	-	1,240
Unrealized losses with derivative instrument transactions (Note 28)	-	-	2,620	418
Fifty percent (50%) advance payment of the sale of Outlet Premium Brasília **(e)**	-	-	750	-
Payment made to the City Hall of Guarulhos referring to the expansion of SB Bonsucesso	-	-	1,219	-
Transfer of amounts to the jointly-owned properties	-	-	3,977	-
Advances from customers	-	-	1,033	-
Other accounts payable	1,060	1,013	9,827	5,768
Total	**1,060**	**1,013**	**124,569**	**113,615**
Current liabilities	1,060	1,013	31,259	14,210
Noncurrent liabilities	**-**	**-**	**93,310**	**99,405**

(a) On August 24, 2011, the ideal fraction of 44% of a plot of land and of the projects, improvements, and accesses that will compose the building (Parque Shopping Sulacap) was sold to RB Capital General Shopping Fundo de Investimento Imobiliário (FII). Fonte commits itself to deliver the venture completely ready within 24 months – two years. The cost of the transaction was R$ 5,970 and will be capitalized at the cost of the construction work up to its completion date. After completion, such amounts will be recognized in P&L as financial expenses. Part of the amount received as advance payment, R$ 88,570, is classified as a bound financial investment;

(b) It refers to the yield payable to RB Capital General Shopping Fundo de Investimento Imobiliário (FII) due to the advance payment received from the sale of 44% of the improvements that will compose Parque Shopping Sulacap, as mentioned in item **(a)** above;
(c) It refers to the key money to be transferred to the partner VBI Real Estate (VBI) of Shopping Barueri;
(d) It refers to the assumption of the debt owed to EMURB because of the purchase of interest in Shopping Light by Lux;
(e) It refers to the advance payment received from BR Partners Gestão de Recursos Ltda. deriving from the Memorandum of Understanding to hold interest of up to 50% in Outlet Premium Brasília under a co-investment regime.

18. Tax installment plans

	Company		Consolidated	
	12/31/2012	12/31/2011	12/31/2012	12/31/2011
PIS and COFINS	196	173	6,856	7,778
INSS	411	524	448	573
ISS	-	-	97	50
Income taxes (IRPJ and CSLL)	-	-	10,556	13,774
Total	**607**	**697**	**17,957**	**22,175**
Current liabilities	199	173	5,806	5,534
Noncurrent liabilities	**408**	**524**	**12,151**	**16,641**

The Company adhered to the tax installment plan under Law No. 11.941/2009 (REFIS) and to the simplified tax installment plan in the amount of R$ 5,793.

Management estimates that the balance as of September 30, 2012 referring to the REFIS and the simplified tax installment plan will be settled within 180 and 60 months, respectively, using a fixed number of installments, which are adjusted for inflation at the SELIC rate.

The Company is required to regularly pay current taxes and tax installment plans for it is an essential condition to continue entitled to the above-mentioned tax installment plans. As of December 31, 2012, the Company is in full performance of the above payments.

The movement of the debts of the year ended December 31, 2012 estimated by the Company, relating to the tax installment plans, contemplating the principal amount, plus interest and penalty in the period, is the following:

	Consolidated
Balances as of 12/31/2011	**22,175**
Payment – principal	(5,027)
Payment – interest	(1,545)
Financial charges	2,354
Balances as of 12/31/2012	**17,957**

19. Revenues from the transfer of property rights to be appropriated

They are revenues from the transfer of property rights to be appropriated into P&L according to the duration of the first lease agreement.

The movement of the agreements and recognition of the revenues in fiscal year 2012 are the following:

	Consolidated
Balance as of December 31, 2011	**19,179**
New agreements	18,849
Revenue recognition	(6,880)
Balance as of December 31, 2012	**31,148**

20. Provision for civil and labor risks

A provision at an amount considered sufficient to cover probable losses, based on the assessment of external legal advisors, is created for all of the lawsuits that are being contested. The amounts accrued include those referring to tax, labor and civil matters. There are not and judicial deposits linked to such provisions. The provisions are composed as follows:

	Consolidated	
	12/31/2012	12/31/2011
Labor **(a)**	827	273
Civil **(b)**	4,314	340
Total	**5,141**	**613**

(a) It refers to the lawsuits involving claims for joint and several liability, overtime and the acknowledgment of employment relationships;

(b) It refers to the lawsuits due to pecuniary injury and pain and suffering, lawsuits referring to the renewal of lease agreements, lawsuits regarding collection of amounts owed, and lawsuits concerning contractual rescission.

As of December 31, 2012, the Company has other ongoing lawsuits that amount to approximately R$ 5,070, the probability of loss of which were rated as possible by the external legal advisors and for which no provision has been recorded in the financial statements.

The lawsuits are reassessed from time to time and the provisions are complemented, where necessary.

The movement of the provision for risks for the year ended December 31, 2012 is the following:

	Consolidated			
	12/31/2011	Inclusion (*)	Updates	12/31/2012
Labor	**273**	547	7	**827**
Civil	**340**	3,973	-	**4,314**
Total	**613**	**4,520**	**7**	**5,141**

(*) They refer to the recognition of SB Bonsucesso Administradora de Shoppings S.A., owner of Shopping Bonsucesso, which was acquired on August 17, 2012, as described in Note 3.

21. Shareholders' equity

Capital stock

The Company's capital stock as of December 31, 2012, is R$ 317,813, represented by 50,480,600 no-par value common shares distributed as follows:

	12/31/2012	12/31/2011
Golf Participações	29,991,307	29,991,307
Banco Fator S.A.	5,060,600	5,060,600
Pollux Capital Adm. De Recursos Ltda.	-	2,683,300
Directors	10,189	10,189
Executive Officers	1,301	1,312
Other shareholders	15,417,203	12,733,892
Total outstanding shares	**50,480,600**	**50,480,600**

The Company is authorized to increase its capital up to the limit of 65,000,000 par value shares, regardless of statutory reform, decision made by the Board of Directors, who also have to establish the conditions for issuing shares, including the price, maturity and manner of payment. The Company may issue, at the discretion of the Board of Directors, common shares, debentures convertible into common shares and subscription bonds within the limit of the authorized capital. Moreover, entitlement to preferential rights may be excluded or the period of time for exercising them at the issue of common shares, debentures convertible into common shares, and subscription bonds, the placement of which is made upon the: **(a)** sale at a stock exchange or by means of public subscription, or **(b)** stock swaps, in a public offering of the acquisition of control, in compliance with the law and within the limits of the authorized capital. Finally, the Company may, through a decision made by the Board of Directors and in accordance with the plan approved by the Shareholders at a Shareholders' Meeting, grant the option of purchase or subscription of stock, without shareholders being entitled to preferential rights, on behalf of Management, employees or individuals that provide services to the Company, or the Company's direct or indirect subsidiaries.

Revaluation reserve

In 2007, the accounting of the revaluation of the Company's assets was deliberated. The taxes levied on such reserve are accounted for in noncurrent liabilities.

The revaluation reserve is being performed by depreciation against retained earnings, net of tax charges.

Diluted profit/ (loss) per share

The Company does not have any debts convertible into shares; neither has it granted stock option plans, so it did not calculate the diluted loss per share.

The table below shows the basic loss per share:

	12/31/2012	12/31/2011
Basic numerator		
Net loss for the year	(90,240)	(38,001)
Denominator		
Basic weighted average of shares	50,481	50,481
Basic loss per share in (R$)	**(1,788)**	**(0,753)**

22. Net revenues from rent, services provided and other items

	Consolidated	
	12/31/2012	12/31/2011
Gross operating revenues		
Rent	150,555	115,331
Services provided	45,559	31,827
	196,114	**147,158**
Deductions		
Taxes on rents and services provided	(11,206)	(7,843)
Discounts and abatements	(2,551)	(1,974)
Net operating revenues from rents, services provided and other items	**182,357**	**137,341**

23. Cost of rents and services provided per nature

	Consolidated	
	12/31/2012	12/31/2011
Cost of personnel	(2,687)	(1,181)
Cost of depreciation	(14,513)	(12,036)
Cost of occupancy	(11,892)	(8,141)
Cost of outsourced services	(8,910)	(6,707)
Total	**(38,002)**	**(28,065)**

24. General and administrative expenses per nature

	Company		Consolidated	
	12/31/2012	12/31/2011	12/31/2012	12/31/2011
IPTU – Municipal Tax on Urban Properties	(45)	(38)	(167)	(925)
Selling expenses	-	-	(3,554)	(3,859)
Allowance for doubtful accounts	-	-	(927)	(975)
Publicity and advertising	(1,227)	(1,258)	(3,344)	(1,565)
Preservation of facilities	(45)	(23)	(106)	(304)
Materials	(276)	(41)	(490)	(129)
Electric power	(78)	(50)	(138)	(389)
Expenses with personnel	(12,678)	(10,047)	(15,370)	(13,088)
Expenses with outsourced services	(5,002)	(3,170)	(11,165)	(8,070)
Expenses with depreciation and amortization	(1,390)	(421)	(1,609)	(421)
Rents	(588)	(470)	(1,332)	(692)
Fees and emoluments	(25)	(17)	(490)	(581)
Telephony	(471)	(242)	(575)	(280)
Travel and stay	(454)	(177)	(567)	(183)
Insurance	(324)	(99)	(504)	(429)
Messenger;/courier services	(208)	(147)	(209)	(149)
Expenses with legal fees	(67)	(57)	(709)	(575)
Other expenses	(805)	(924)	(1,769)	(465)
Total	**(23,683)**	**(17,181)**	**(43,025)**	**(33,079)**

25. Financial income

	Company		Consolidated	
	12/31/2012	12/31/2011	12/31/2012	12/31/2011
Financial income				
Interest from financial investments	145	151	12,220	9,535
Gains from transactions with derivatives	-	-	23,773	717
Translation adjustment gains	1	-	59,595	101,428
Inflation adjustment gains	6	41	20,895	1,604
Other financial income	412	-	412	-
	564	**192**	**116,895**	**113,284**
Financial expenses				
Interest on loans, financing and CCIs	-	(31)	(130,789)	(79,534)
Losses with transactions with derivatives	-	-	(24,432)	-
Interest expenses	(459)	(409)	(1,847)	(3,683)
Translation adjustments losses	(438)	-	(135,278)	(138,319)
Penalty on late taxes	(226)	-	(748)	-
Other financial expenses	-	-	-	-
	(1,123)	**(440)**	**(293,094)**	**(221,536)**
Total	**(559)**	**(248)**	**(176,199)**	**(108,252)**

26. Corporate Income Tax (IRPJ) and Social Tax on Net Income (CSLL)

The IRPJ and the CSLL debited from the income for the year are composed as follows:

	12/31/2012		12/31/2011	
	Company	Consolidated	Company	Consolidated
Losses before IRPJ and CSLL	(90,240)	(68,043)	(38,001)	(22,761)
Combined rate in effect	34%	34%	34%	34%
Expectation of IRPJ and CSLL tax assets	30,681	23,134	12,920	7,739
Effect of IRPJ and CSLL on				
Equity accounting	(22,505)	-	(7,106)	-
Other net permanent differences	(24)	(11,236)	-	(14,809)
IRPJ and CSLL of prior periods	-	(1,485)	-	-
Deferred IRPJ and CSLL on tax loss and temporary differences	(8,152)	12,357	(5,814)	1,055
IRPJ e CSLL effects on companies levied according to the presumed profit regime **(*)**	-	(44,967)	-	(9,225)
IRPJ and CSLL debited from P&L	**-**	**(22,197)**	**-**	**(15,240)**
Current	**-**	(22,261)	-	(15,254)
Deferred	**-**	**64**	**-**	**14**

(*) The following subsidiaries: Ast, Bac, Bail, Bot, Br Outlet, Brassul, Bud, Cly, Cristal, Delta, Energy, ERS, FLK, GAX, Intesp, Jauá, JUD, Lumen, Lux, Mai, Manzanza, Nova União, Park, Polishopping, PP, Premium Outlet, Sale, Send, Sulishopping, Uniplaza, Vide, Wass and Zuz, have elected to the taxes according to the presumed profit tax regime.

Because of the creation of a revaluation reserve in 2007, a tax asset from tax loss and negative CSLL base was created, limited to 30% of the deferred IRPJ and CSLL tax liabilities referring to the revaluation.

Deferred IRPJ and CSLL are composed as follows:

	Consolidated	
	12/31/2012	12/31/2011
Tax base		
Provision for civil and labor risks	5,141	613
Allowance for doubtful accounts	12,717	11,421
Asset revaluation **(a)**	(130,301)	(130,554)
Fair value adjustments of investment properties acquired in business combinations **(a)**	(29,802)	-
Tax loss and negative CSLL tax base **(b)**	267,934	228,028
	125,689	**109,508**
Approximate combined rate of IRPJ and CSLL	34%	34%
	42,734	**37,233**
Deferred IRPJ and CSLL tax assets not constituted	(77,273)	(66,529)
Deferred IRPJ and CSLL tax liabilities	**(34,539)**	**(29,296)**

Grounds for realizing deferred IRPJ and CSLL

a) Realization over the period of depreciation of assets on a straight-line basis and/or due to the disposal of non-depreciable items (land);

b) Due to the realization of deferred tax liabilities. No deferred income tax assets arising from tax losses and negative CSLL base, based on future tax profits, were constituted since Management does not have the estimates concerning the existence thereof. Such deferred tax assets will only be recognized when there are consistent perspectives of their realization with future taxable income.

Movement of deferred IRPJ and CSLL

	Consolidated			
	12/31/2011	Recognized in the income for the year	Business combination	12/31/2012
Provision for civil and labor risks	-	-	1,537	1,537
Allowance for doubtful accounts	-	-	249	249
Asset revaluation	(41,850)	86	-	(41,764)
Adjustment at fair value of investment properties acquired in business combinations	-	-	(10,133)	(10,133)
Tax loss and negative CSLL tax base	12,554	(22)	3,040	15,572
Total	**(29,296)**	**64**	**(5,307)**	**(34,539)**

27. Other net operating revenues

	Company		Consolidated	
	12/31/2012	12/31/2011	12/31/2012	12/31/2011
Recovery of the provision for risks	-	-	-	5,695
Reversal of tax installment plans	-	-	-	2,736
Other revenues	194	329	6,826	863
Total	**194**	**329**	**6,826**	**9,294**

28. Financial instruments

The book value and fair value of the financial instruments of the Company and its subsidiaries as of December 31, 2012 are the following:

	Consolidated – 12/31/2012	
	Accounting	Fair value
Assets		
Cash and cash equivalents	252,778	252,778
Bound financial investments	91,578	91,578
Trade notes receivable and other receivables	62,538	62,538
Total	**406,894**	**406,894**
Liabilities		
Loans and financing	958,096	958,096
CCIs	415,857	415,857
Accounts payable to suppliers	10,577	10,577
Other accounts payable	124,569	124,569
Total	**1,509,099**	**1,509,099**

28.1. Financial instruments per category

The Company's financial instruments were classified according to the following categories:

	Consolidated							
	12/31/2012				12/31/2011			
	Fair value through profit or loss	Loans and receivables	Other liabilities	Total	Fair value through profit or loss	Loans and receivables	Other liabilities	Total
Assets								
Cash and cash equivalents	-	252,778	-	**252,778**	37,487	84,193	-	**121,680**
Bound financial investments	-	91,578	-	**91,578**	-	90,627	-	**90,627**
Trade notes receivable and other receivables	-	62,538	-	**62,538**	-	43,965	-	**43,965**
Total	**-**	**406,894**	**-**	**406,894**	**37,487**	**218,785**	**-**	**256,272**
Liabilities								
Loans and financing	-	-	958,096	**958,096**	-	-	472,598	**472,598**
CCIs	-	-	415,857	**415,857**	-	-	217,937	**217,937**
Derivative financial instruments	2,620	-	-	**2,620**	418	-	-	**418**
Accounts payable to suppliers	-	-	10,577	**10,577**	-	-	17,773	**17,773**
Accounts payable – purchase of real estate	-	-	-	**-**	-	-	7,550	**7,550**
Other accounts payable	-	-	121,949	**121,949**	-	-	14,210	**14,210**
Total	**2,620**	**-**	**1,506,479**	**1,509,099**	**418**	**-**	**730,068**	**730,486**

28.2. Risk factors

The main source of revenues of the Company and its subsidiaries are rents from storekeepers in shopping malls.

The Company and its subsidiaries have a risk management policy to manage market risks through financial instruments. The main market risks to which the Company is exposed are translation adjustments and the flotation of inflation indexes inherent to its operations. The policy is monitored by the Board of Directors ensuring that the financial instruments do not exceed the limits of the policy, in consonance with the best corporate governance practices. The primary objective of risk management is to protect the Company's cash flows, where the operations must respect the limits of exposure, coverage, maturity and instrument, thus minimizing operating costs.

According to their nature, financial instruments may involve known risks, or unknown risks, so it is important that the Company assess potential risks according to the Company's and its subsidiaries' judgment. Therefore, there may be risks with guarantees or without guarantees, depending on circumstantial or legal aspects. The policy allows the Company to use derivative financial instruments only for hedging purposes. The Company is forbidden to enter into any derivatives that result in the net sale of options and structures financial transactions with embedded derivatives.

The main market risk factors that may affect the business of the Company and of its subsidiaries are presented below:

a) Credit risk

The client portfolio is broadly diversified. By means of internal controls, the Company and its subsidiaries permanently monitor the level of their accounts receivable, which limits the risk of bad debt.

The Company's risk management policy allows transactions where cash funds are invested only with first line counterparties, that is, with low credit risk, according to the international rating agencies. The policy allows derivative financial instrument transactions to be directly entered into at BM&FBOVESPA. Both the financial institutions and the brokers must be previously approved by the Risks Management Committee.

b) Liquidity risk

The forecast of the cash flow is performed at the operating entities of the Company by financial professionals that continually monitor liquidity in order to ensure that the Company has sufficient cash to meet its operating needs. Such forecast takes into consideration the plans for financing the debt, the achievement of the internal goals of the balance sheet quotient and, if applicable, external or legal regulatory requisites.

The cash and cash equivalents held by the operating entities, in addition to the balance required for managing working capital, is transferred to the treasury, which substantially invests cash and cash equivalents in CDBs, LTNs and investment funds with their yield bound to the changes in the CDI rate and by choosing instruments with appropriate maturity dates or sufficient liquidity to provide the necessary margin, as established by the above-mentioned provisions. As of December 31, 2012, The Company held cash and cash equivalents and financial instrument gains of R$ 252,778 (R$ 121,680 as of December 31, 2011).

c) Capital risk

The Company and its subsidiaries manage their capital to make sure that the companies will be able to continue their going concern at the same time that they maximize the return to all of the interested parties or all those involved in their operations by optimizing the balance of the debts and equity.

The capital structure of the Company and of its subsidiaries is formed by net indebtedness (loans and financing and CCIs described in Notes 14 and 15, deducted from cash and cash equivalents and active financial instruments) and by the consolidated shareholders' equity (which includes capital issued and reserves, as presented in Note 20).

Management periodically reviews the capital structure of the Company. As a part of such review, it considers the cost of capital and the risks associated to each class of capital. The indebtedness level as of December 31, 2012 is 461%, as follows:

- **Indebtedness level**

The indebtedness level as of December 31, 2012 and 2011 is the following:

	Consolidated	
	12/31/2012	12/31/2011
Debt **(i)**	**1,373,953**	**690,535**
Cash and cash equivalents and active financial instruments	**252,778**	**121,680**
Net debt	**1,121,175**	**568,855**
Shareholders' equity **(ii)**	242,873	333,113
Net indebtedness ratio	**461%**	**171%**

(i) Debt is defined as loans and financing and short and long-term CCIs;
(ii) Shareholders' equity includes all of the Company's capital and reserves, managed as capital.

d) Liquidity risk management

The Company and its subsidiaries manage liquidity risk by maintaining appropriate reserves, bank credit lines e credit lines to obtain loans they deem appropriate, by continually monitoring the forecast and actual cash flows, and by combining the maturity profiles of financial assets and liabilities.

Interest and liquidity risk table
The table below shows the details of the remaining contractual maturity term of the bank liabilities of the Company and its subsidiaries and the contractual amortization periods. The tables have been prepared in accordance with the cash flows not discounted of financial liabilities, on the basis of the closer date on which the Company and its subsidiaries must settle their respective liabilities. The tables include the cash flows of the interest and principal amount. While the interest flows were post-fixed, the amount not discounted was obtained on the basis of the interest curves at the end of the year.

The contractual maturity is based on the most recent date in which the Company and its subsidiaries must settle their respective liabilities.

Consolidated – December 31, 2012	% – Weighted average of the effective interest rate	Less than a month	From one to three months	From three months to a year	From one to five years	For more than five years	Total
Loans and financing **(*)**	10.8%	1,790	23,087	19,226	80,683	856,707	**981,493**
CCI	12.6%	4,998	4,453	108,731	170,146	134,917	**423,245**
Total		**6,788**	**27,540**	**127,957**	**250,829**	**991,624**	**1,404,738**

(*) So as to obtain perpetual bonds, the interest to be incurred up to the date of the purchase option and the principal amount were considered and, because they have no maturity dates, they were classified as debt maturing after more than five years.

e) Interest rate risk

- **Loans for working capital and CCIs:** the Company's subsidiaries also have a series of loan and financing obtained for working capital, as described in Notes 14 and 15, on which average interest rates are levied of up to 14.45% per year.

  As of December 31, 2012, the Company entered into a set of interest rate swap transactions with Banco HSBC, intended to protect it from the risk of changes in the TJLP and CDI rates associated to the loans described in Note 14, items "h", "i" and "j", respectively. Such agreements have maturity dates and amortization percentages that are identical to the corresponding loan agreements.

  The derivative financial instruments are presented as follows:

Swap beginning date	Notional value	Swap maturity date	Active index edge	Passive index edge	Fair value (Active index edge)	Fair value Passive index edge	Swap position as of 12/31/2012
06/05/2012	11,400	06/05/2017	CDI+3.202%	IPCA+7.59%	12,280	13,201	(921)
10/16/2012	10,264	10/16/2017	CDI+5.5%	IPCA+7.97%	11,851	12,234	(383)
10/16/2012	13,685	10/16/2017	TJLP+6.5%	IPCA+6.9%	15,229	15,902	(673)
	35,349				**39,360**	**41,337**	**(1,977)**

  The Company's derivatives obey the hierarchy of inputs, as described in CPC 40, and are classified as Level 2 in such hierarchy. In other words, they are obtained by means of prices quoted in active markets for similar instruments, prices quoted for identical or similar instruments in non-active markets and evaluation models for which inputs are observable.

- **Accounts payable due to the acquisition or real estate:** Company's subsidiaries have amounts payable to unrelated parties relative to the acquisition of properties for the acquisition of Shopping Light, on which financial charges are levied on the basis of the changes in general price indexes. No financial instrument was entered into for the effect of changes in the interest rate to fix the rates of such transactions.

f) Translation adjustment risk

The Company, through its subsidiary, has financing and amounts payable to non-related parties entered into in foreign currency in the amount of R$ 818,595 as of December 31, 2012 (R$ 466.434 as of December 31, 2011).

The Company measures its exposures according to the Company's own forecasting and budgeting model. Though its subsidiary, the Company entered into a US dollar futures contract at BM&FBOVESPA, in September 2011, with the purpose of protecting its exposure to translation adjustments. The main risk that the Company intends to reduce is the exposure to translation adjustments pegged to its liabilities in foreign currency.

As of December 31, 2012, the Company used derivatives to protect translation adjustment risks equivalent to two years of interest payable, referring to the issue of perpetual bonds.

The Company did not enter into derivative or non-derivative instrument transactions to hedge the balance of the principal amount of the perpetual bonds.

The table below demonstrates the translation adjustment hedging for the next eight quarters of interest:

Exposure period	Payment of coupons – next 2 years (US$ thousands)	Notional value of the Hedge – derivatives (US$ thousands)	Cover	Type of derivative instrument	Initial price of derivatives (R$/ US$)	Fair value (R$ thousands)
2013	43,000	43,000	100%	USD futures contract – BM&FBOVESPA	2.0122	(321)
2014	43,000	43,000	100%	USD futures contract – BM&FBOVESPA	2.0390	(321)
Total	**86,000**	**86,000**	**100%**			**(642)**

The Company manages and monitors its derivative position on a daily basis. The financial investments in foreign currency have characteristics that are the opposite of those of liabilities in foreign currency. Therefore, the Company uses natural hedge as a hedging instrument.

The Company enters into US-dollar futures contracts at BM&FBOVESPA with short-term maturities and later it executes the spread of the derivatives.

Sensitivity analysis – derivatives

Interest swap											
				Impact on DI/ TJLP curve		Impact on IPCA curve		Impact on DI/ TJLP curve		Impact on IPCA curve	
				+25%	+50%	-25%	-50%	+25%	+50%	-25%	-50%
Notional value in R$ thousands	Active index edge	Passive index edge	Balance of fair value – R$ thousands	Changes in MtM value – R$ thousands	Changes in MtM value – R$ thousands	Changes in MtM value – R$ thousands	Changes in MtM value – R$ thousands	Balance of fair value – R$ thousands	Balance of fair value – R$ thousands	Balance of fair value – R$ thousands	Balance of fair value – R$ thousands
11,400	DI + 3.202%	IPCA + 7.590%	(921)	(19)	(37)	(139)	(281)	(940)	(958)	(1,060)	(1,201)
10,264	DI + 5.500%	IPCA + 7.970%	(383)	(36)	(70)	(155)	(315)	(419)	(453)	(538)	(698)
13,685	TJLP + 6.500%	IPCA + 6.900%	(673)	(207)	(394)	(205)	(415)	(881)	(1,068)	(878)	(1,088)
			(1,977)	**(262)**	**(501)**	**(499)**	**(1,011)**	**(2,240)**	**(2,479)**	**(2,476)**	**(2,987)**

US-dollar swap						
			US-dollar impact		US-dollar impact	
			-25%	-50%	-25%	-50%
Notional value in US$ thousands	Price as of 12/31/2012	Balance of fair value – R$ thousands	Changes in MtM value – R$ thousands	Changes in MtM value – R$ thousands	Balance of fair value – R$ thousands	Balance of fair value – R$ thousands
86,000	R$ 2.0536/US$	(643)	(44,153)	(88,306)	(44,796)	(88,949)

The Company believes that the current hedge strategy with derivatives costs less than other hedging strategies.

The Company's derivatives obey the hierarchy of inputs, as described in CPC 40, and are classified as Level 1 in such hierarchy. In other words, they are obtained by means of prices negotiated (without adjustments) on the active market.

So as to perform the transactions at BM&FBOVESPA, an initial margin deposit was made by means of private securities of top tier financial institutions, which as of December 31, 2012 totaled R$ 22,813.

Financial assets, except for those designated at fair value through profit or loss, are evaluated by impairment indicator at the end of each fiscal year. Impairment losses are recognized when there is objective evidence of a reduction in the recoverable amount of a financial asset, as a result of one or more events that have occurred after their initial recognition, with an impact on the estimated future cash flows of such asset.

The criteria that the Company and its subsidiaries use to determine whether there is objective evidence of impairment of a financial asset include:

- significant financial difficulties of issuer or debtor;
- contract breach, such as nonperformance or late payments of interest or principal amount;
- The probability of the debtor declaring bankruptcy or financial reorganization;
- extinguishment of the active market for that financial asset by virtue of financial problems.

The book value of financial assets is directly reduced by impairment losses for all of the financial assets, except for the accounts receivable, where the book value is reduced by using a provision. Subsequent recoveries of amounts previously written off are credited to the provision. Changes in the book value of the provision are recognized in P&L.

g) Sensitivity analysis– loans, financing and CCI

Considering the aforementioned financial instruments, the Company developed a sensitivity analysis, as provided for by Instruction No. 475/2008 issued by the CVM, which requires the presentation of two other scenarios with 25% and 50% impairment of the risks variable considered. Those scenarios may generate impacts on the Company's profit or loss and/or on the future cash flows as described below:

- **base scenario**, maintenance of the levels of interest at the same levels observed as of December 31, 2012;
- **adverse scenario,** impairment of 25% in the principal risk factor of the financial instrument in relation to the level verified as of December 31, 2012;
- **remote scenario,** impairment of 50% in the principal risk factor of the financial instrument in relation to the level verified as of December 31, 2012.

h) Loans, financing and CCI

Assumptions

As described elsewhere above, the Company understands that it is primarily exposed to risks referring to the changes in the TR and IPCA rates, US-dollar translation adjustments, which are the basis for updating a substantial part of the loans, financing and CCIs and perpetual bonds it has entered into. Thus, the table below demonstrates the rates used to calculate the sensitivity analysis:

Assumptions	Base scenario	Adverse scenario	Unlikely scenario
Rise in the IPCA rate	0.48%	0.61%	0.73%
Rise in the TJLP rate	0.42%	0.52%	0.63%
Rise in the DI rate	0.65%	0.81%	0.97%
Devaluation of the Real as compared to the US dollar	2.0100	2.5125	3.0150

The net exposure in US dollars, without considering the effects of derivative instruments is demonstrated below:

	Consolidated Without effects on derivative transactions – 12/31/2012
Loans and financing	818,595
Related parties	15,066
Cash and cash equivalents	(1,165)
Net exposure	**832,496**

Transaction	Risk	Scenarios Base	Adverse	Unlikely
Interest on loans subject to the changes in the IPCA rate	Rise in the IPCA rate	43,483	44,716	45,995
Interest on loans subject to the changes in the TR rate	Rise in the TR rate	98,700	99,072	99,241
US-dollar futures contracts **(*)**	Rise in the dollar rate	(4,265)	198,946	402,158

(*) It is calculated on the net exposure of the Company, without considering the effects of derivative instruments.

The table above shows the effects of interest and changes in the indexes up to the maturity of the contracts.

The interest on the perpetual bonds is fixed. Thus, the sensitivity analysis was not performed.

i) Cash and cash equivalents

Assumptions

As described elsewhere above, the Company understands that it is mainly exposed to the changes in the CDI rate and in foreign exchange rates. Thus, the table below demonstrates the indexes and the rates used to calculate the sensitivity analysis:

Assumptions	Base scenario	Adverse scenario	Unlikely scenario
Impairment in the CDI rate	8.05%	6.04%	4.03%

Transaction		Consolidated		
Risk factor	Risk	Base scenario	Adverse scenario	Unlikely scenario
Subject to the changes in the CDI rate	Decrease in the CDI rate	25,676	19,257	12,838

The sensitivity analysis of US-dollar based translation adjustments in cash and cash equivalents was presented net of other US-dollar based liabilities, as described in item **(i)**.

29. Insurance cover

The Companies and its subsidiaries take out insurance to cover possible risks on their assets and/ or civil liabilities.

As of December 31, 2012, the insurance cover is as follows:

Type	Amount insured
Civil liability	2.600
Comprehensive fire insurance	1.147.190
Loss of profits insurance	365.460
Windstorm / smoke	94.875
Shopping mall operations	26.506
Pain and suffering	3.600
Pecuniary loss	279.001
Employer	6.010

The risk assumptions adopted, given their nature, are not part of the audit scope of the financial statements, consequently, they were not audited by our independent auditors.

30. Information per segment

The information per segment is used by the Company's Management for decision making concerning the allocation of resources and performance assessment.

The accounting practices for the reportable segments are the same as those of the Company, described in Note 2. The P&L per segment consider the items that are directly attributable to the segment, as well s those that may be allocated on a reasonable basis. The assets and liabilities per segment are not being presented, once they are not the subject matter of analyses for Management's strategical decision making.

Therefore, the reportable segments of the Company are the following:

a) Rent

Rent refers to the lease of space to storekeepers and other commercial spaces such as sales stands, lease of commercial spaces for publicity and promotion, exploitation of parking lots, and fees concerning the transfer of rights to use property spaces.

b) Services provided

Services provided refer to the revenue from managing the energy and water supply of shopping malls. The Company's total revenues are realized in Brazil.

Statements of income per segment

	Consolidated					
	12/31/2012			Elimination		12/31/2012
	Rent	Services provided	Corporate	Debit	Credit	Consolidated
Revenues from services provided	149,190	43,807	-	(10,640)	-	182,357
Cost of rents and services provided	(23,232)	(21,973)	-	-	7,203	(38,002)
Gross profit	**125,958**	**21,834**	**-**	**(10,640)**	**7,203**	**144,355**
Operating (expenses) revenues	(15,302)	(846)	(23,488)	-	3,437	(36,199)
Operating income before financial income	**111,656**	**20,988**	**(23,488)**	**(10,640)**	**10,640**	**108,156**
Financial income	(22, 983)	(587)	(152,629)	-	-	(176, 199)
Operating income/ (loss) before IRPJ and CSLL	**87,673**	**20,041**	**(176,117)**	**(10,640)**	**10,640**	**(68,043)**
Income taxes	(17,749)	(4,448)	-	-	-	(22,197)
Net income/ (loss) for the year	**69,924**	**15,953**	**(176,117)**	**(10,640)**	**10,640**	**(90,240)**

	Consolidated					
	12/31/2011			Elimination		12/31/2011
	Rent	Services provided	Corporate	Debit	Credit	Consolidated
Revenues from services provided	116,541	31,494	-	(10,694)	-	137,341
Cost of rents and services provided	(19,549)	(16,249)	-	-	7,733	(28,065)
Gross profit	**96,992**	**15,245**	**-**	**(10,694)**	**7,733**	**109,276**
Operating (expenses) revenues	(8,267)	(739)	(16,829)	(910)	2,960	(23,785)
Operating income before financial income	**88,725**	**14,506**	**(16,829)**	**(11,604)**	**10,693**	**85,491**
Financial income	(32,477)	(563)	(75,212)	(19,217)	19,217	(108,252)
Operating income/ (loss) before IRPJ and CSLL	**56,248**	**13,943**	**(92,041)**	**(30,821)**	**29,910**	**(22,761)**
Income taxes	(12,034)	(3,206)	-	-	-	(15,240)
Net income/ (loss) for the year	**44,214**	**10,737**	**(92,041)**	**(30,821)**	**29,910**	**(38,001)**

31. Statements of cash flows

described in Note 3, on August 17, 2012 the Company acquired, through one of its subsidiaries, Securis Administradora e Incorporadora Ltda., all of the stock of the companies holding ownership interest in Shopping Bonsucesso, which resulted in an effect of increase in assets and liabilities in the consolidated financial statements arising from such transaction. The fair values of the assets acquired and of the liabilities undertaken are presented below:

Fair value of stock as of acquisition date	17/08/2012
Cash and cash equivalents	293
Accounts receivable	778
Taxes recoverable	47
Other accounts receivable - current	689
Deferred income taxes	4,826
Other accounts receivable – noncurrent	405
Investment properties	114,999
Goodwill due to the expectation of future profitability	24,755
Fixed assets	367
Taxes	(466)
Other accounts payable – current	(2,269)
Deferred income taxes	(10,133)
Provision for civil and labor risks	(4,520)
Other accounts payable – noncurrent	(402)
Total price of the purchase settled in cash	**129,369**
Cash acquired from subsidiaries	(293)
Cash paid for the net control of the cash acquired	**129,076**

The accounting records of the business combination of assets and liabilities acquired in the consolidated financial statements were not considered in the operating, investing and financing cash flows for the purposes of the statements of cash flows because they do not involve figures or effects of inflow or outflow in the Company's cash.

Additionally, the Company performed the following transactions that do not involve cash and cash equivalents:

	Consolidated	
	12/31/2012	12/31/2011
Interest capitalized in investment properties	16,198	8,873
Purchase of land	-	15,855

32. Subsequent event

On January 8, 2013, the subsidiary named BOT obtained R$ 50,814, at the rate of 6.95% per year + IPCA by issuing Real Estate Credit Bills (CCIs) on behalf of HABITASEC Securitizadora S.A. This transaction has duration of 144 months.

33. Explanation added to the translation for the English version

The accompanying financial statements were translated into English from the original Portuguese version prepared for local purposes. Certain accounting practices applied by the Company that conform to those accounting practices adopted in Brazil may not conform to the generally accepted accounting principles in the countries where these financial statements may be used.

* * *

Victor Poli Veronezi
CEO and Chief Planning and Expansion Officer

Alessandro Poli Veronezi
Chief Investor Relationship Officer

Francisco José Ritondaro
Chief Financial Officer

Paulo Cesar Picolli
Accountant
CRC 1SP-165.645/O-6

OPINION OF THE AUDIT COMMITTEE

"The Audit Committee in the use of its legal attributions, at a meeting held today, examined the Management's Annual Report and the financial statements of General Shopping Brasil S.A. relating to the fiscal year ended as of December 31, 2012. Based on the exams performed, also considering the independent auditor's report issued by Grant Thornton Auditores Independentes, the Directors expressed a favorable opinion as regards the above-mentioned documents and informs that such documents are in condition to be voted and approved by the Shareholders at the next Shareholders' Meeting."

São Paulo, the 26 of March of 2013.

Paulo Alves das Flores
Board Director

Camila de Cassia Satin Briola
Board Director