

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

August 31, 2009

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## FORM 6-K

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

### Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of August, 2009

Brazilian Distribution Company

(Translation of Registrant's Name Into English)

Av. Brigadeiro Luiz Antonio,  
3126 São Paulo, SP 01402-901

Brazil

(Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F)

Form 20-F  Form 40-F

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (1)):

Yes  No

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (7)):

Yes  No

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No

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**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**

Publicly-Held Company

Corporate Taxpayer s ID (CNPJ) 47.508.411/0001-56

**ITAÚ UNIBANCO HOLDING S.A.**

Publicly-Held Company

Corporate Taxpayer s ID (CNPJ)

60.872.504/0001-23

**MATERIAL FACT**

**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO** ( **CBD** ) and **ITAÚ UNIBANCO HOLDING S.A.** ( **ITAÚ UNIBANCO** ), hereby announce the completion, on this date, of negotiations regarding **FINANCEIRA ITAÚ CBD S.A., Crédito, Financiamento e Investimento** ( **FIC** ) under the following terms:

- 1.** CBD and ITAÚ UNIBANCO resolved to amend the FIC joint-venture agreement, releasing ITAÚ UNIBANCO from the exclusivity obligation. In return, ITAÚ UNIBANCO paid Grupo Pão de Açúcar, on this date, the amount of R\$550,000,000.00, which will immediately affect the results of both companies.
- 2.** CBD and ITAÚ UNIBANCO also agreed to extend the exclusivity term granted by CBD to FIC to exploit the right granted by the FIC joint-venture terms for five years up to August 28, 2029, for which ITAÚ UNIBANCO paid to Grupo Pão de Açúcar the amount of R\$50,000,000.00.
- 3.** The joint-venture encompasses stores of every format and brand owned or operated by CBD, either directly or indirectly, including supermarkets, hypermarkets, convenience stores, electronics/household appliance stores, atacarejo (wholesale/retail stores), gas stations and drugstores, as well as e-commerce operations.

This operation strengthens the partnership between two important domestic groups, in addition to strengthening the credit market for Brazilian consumers.

São Paulo-SP, August 28, 2009.

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

*DANIELA SABBAG*  
*Investor Relations Officer*

ITAÚ UNIBANCO HOLDING S.A

*ALFREDO EGYDIO SETUBAL*  
*Investor Relations Officer*

**SIGNATURES**

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

Date: August 28, 2009

By: /s/ Enéas César Pestana Neto  
Name: Enéas César Pestana Neto  
Title: Administrative Director

By: /s/ Daniela Sabbag  
Name: Daniela Sabbag  
Title: Investor Relations Officer

**FORWARD-LOOKING STATEMENTS**

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.

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