



**CELLULOSE IRANI S.A.**  
**CNPJ no. 92.791.243/0001-03**  
**NIRE Nº43300002799**  
**PUBLIC COMPANY**

**MINUTES OF THE BOARD OF DIRECTORS MEETING, HELD IN THE HEAD OFFICE, AT RUA GENERAL JOÃO MANOEL, 157, 14º ANDAR, PORTO ALEGRE / RS, AT 18:30 ON FEBRUARY 16, 2007.**

At the meeting were most of the members of Board of Directors, which was presided over by Péricles Freitas Druck - President. which decided, unanimously:

1. To approved the company's Investments Plan for 2007/2008, that seeks to expand cellulose production, the expansion and modernization of paper machines 1, 2 and 5, the construction of a new factory for packing of wavy cardboard in Indaiatuba - SP and the increase of the production capacity of corrugated cardboard factory at Vargem Bonita – SC.
2. The contract of the financing to the value of US\$ 60.000.000,00 (sixty million North American dollars) with the BANK CREDIT SUISSE BRAZIL (BAHAMAS) LIMITED, headquartered in the Bahamas, through a pre-payment of exports operation with term of 6 years. The contracted financing will be applied to the financing of exports, to the extension of the debt profile and the implementation of the plan of the company's investments for 2007/2008 of the Company. .
3. The financing will consist of:
  - a) "Credit Agreement and Export Prepayment Agreement", between the BANK CREDIT SUISSE BRAZIL (BAHAMAS) LIMITED as "Lender" and "Arranger", CREDIT SUISSE acting through your branch in the Cayman Isles as "Administrative Agent" and BANK OF BRAZIL acting through your branch in New York, as "Collateral Agent", and the annex;
  - b) "Contract for 'SWAP' Operations of Negotiation Note n. 282FP1" and " Liability / Obligation Offset Agreement" between CREDIT SUISSES' OWN MULTIMARKET FUND, represented by the BANCO CREDIT SUISSE (BRASIL) S.A.;
  - c) "Shares purchase option Contract – Financial Liquidation n. 162BG5", been agreed with BANCO CREDIT SUISSE (BRASIL) S.A.;
  - d) "Collection Account Control Agreement", has been signed with BANCO DO BRASIL acting through its branch in New York, as "Collateral Agent" and "Intermediary" and CREDIT SUISSE acting through its branch in the Cayman Isles as "Administrative Agent";
4. the financing guarantees will consist of: a) "Security Agreement", agreed between BANK DO BRASIL S.A. acting through its New York branch, as "Collateral Agent", CREDIT SUISSE acting through your branch in the Cayman Isles as "Administrative Agent" and CREDIT SUISSES' OWN MULTIMARKET FUND, represented by the BANCO CREDIT SUISSE (BRASIL) S.A.; b) pledge, in first and second degree, of the shares of emission of the Company and of yours controlled FOREST HABITASUL S.A. and inherent participation rights, of property, respectively, of IRANI PARTICIPAÇÕES S.A. and of the Company, and issuing of preferential shares Class A, issued by HABITASUL FLORESTAL S.A.; c) mortgage of lands and forests being the property of the Company.
5. Will participate to the referred operation and respective contracts, in the condition of Controlling and Guarantor, IRANI PARTICIPAÇÕES S. A.
6. The Management authorized the practice of all of the necessary actions for the formalization of the financing now approved and respective warranties.
7. No other business was attended to.

Signatures: Péricles de Freitas Druck, Eurito de Freitas Druck, Péricles Pereira Druck, Ernani Medaglia Muniz Tavares, Luiz Carlos Mandelli, Fernando Tadeu Soledade Habckost and Paulo Sérgio Viana Mallmann.

I declare, that this document is a true copy of the minutes transcribed in the record book.

Porto Alegre/RS, February 16, 2007.

Péicles Pereira Druck  
Board Member