



(Convenience Translation into English from the Original Previously
Issued in Portuguese)

**ASSOCIAÇÃO DOS DIREITOS
HUMANOS EM REDE**

**FINANCIAL STATEMENTS AS OF
DECEMBER 2010 AND 2009**

ASSOCIAÇÃO DOS DIREITOS HUMANOS EM REDE

FINANCIAL STATEMENTS AS OF DECEMBER 31, 2010 AND 2009

CONTENTS

Independent auditors' report

Exhibit I - Balance sheets

Exhibit II - Statement of surplus for the period

Exhibit III - Statement of changes in corporate assets

Exhibit IV - Statement of cash flows

Notes to the financial statements

Convenience translation into English from the Independent Auditors' Report issued on the financial statements prepared under accounting practices adopted in Brazil and in Brazilian currency.

INDEPENDENT AUDITORS' REPORT

To the Counselors and Management of
Associação dos Direitos Humanos em Rede

We have audited the accompanying balance sheet of Associação dos Direitos Humanos em Rede as of December 31, 2010 and the related statements of surplus, changes in corporate assets, and statement of cash flow for the year then ended and a summary of significant accounting policies and other explanatory notes.

Management's responsibility for the financial statements

Management is responsible for the preparation and presentation of these financial statements in accordance with the accounting policies adopted in Brazil and the internal controls established by the company as necessary to permit preparation of financial statements free from material misstatement, whether due to fraud or error.

Auditor's 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. These standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance 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 entity's preparation and presentation of the 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements taken as a whole.

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

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INDEPENDENT AUDITORS' REPORT

To the Counselors and Management of
Associação dos Direitos Humanos em Rede

Opinion

In our opinion, the financial statements above mentioned, present fairly, in all material respects, the financial position of Associação dos Direitos Humanos em Rede as of December 31, 2010, and the results of its operations, the statements of cash flow for the year then ended, in accordance with accounting practices adopted in Brazil.

São Paulo, March 04, 2011.

BAKER TILLY BRASIL
AUDITORES INDEPENDENTES S/S
CRC-2SP016754/O-1



MAURO AKIO SAKANO
ACCOUNTANT – CRC-1SP143589/O-9

www.bakertillybrasil.com.br



Avenida Engenheiro Luiz Carlos Berrini, 1461 - 4º e 12º andares - Cidade Monções
CEP: 04571-011 - São Paulo, SP - Tel.: (11)5504-3800 e Fax: (11)5504-3805



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ASSOCIAÇÃO DOS DIREITOS HUMANOS EM REDE

**EXHIBIT I - BALANCE SHEETS AS OF DECEMBER 31
(In Brazilian reais)**

ASSETS	Note	2010	2009	LIABILITIES	Note	2010	2009
CURRENT ASSETS				CURRENT LIABILITIES			
Cash and cash equivalents	4	627.874	290.567	Accounts payable		-	4.200
Other receivables		<u>53.539</u>	<u>137.514</u>	Payroll-related obligations		11.783	21.534
		681.413	428.081	Taxes payable		48	71
				Sundry advances		<u>-</u>	<u>41.097</u>
						11.831	66.902
NONCURRENT ASSETS				NONCURRENT LIABILITIES			
PERMANENT ASSETS				CORPORATE ASSETS			
Property, plant and equipment	5	49.154	43.802	Corporate assets	6	404.981	384.797
				Surplus for the year	6	<u>313.755</u>	<u>20.184</u>
						718.736	404.981
TOTAL ASSETS		<u>730.567</u>	<u>471.883</u>	TOTAL LIABILITIES		<u>730.567</u>	<u>471.883</u>

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


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ASSOCIAÇÃO DOS DIREITOS HUMANOS EM REDE

**EXIBIT II – STATEMENT OF SUPLUS FOR THE YEARS ENDED DECEMBER 31
(In Brazilian reais)**

	<u>2010</u>	<u>2009</u>
REVENUES		
Domestic donations	207.728	76.995
Foreign donations	2.345.047	2.128.084
REVENUE FROM DONATIONS	<u>2.552.775</u>	<u>2.205.079</u>
EXPENSES		
Expenses with projects	(2.016.367)	(1.879.322)
Personnel expenses	(268.469)	(347.296)
Financial expenses	(4.201)	(4.642)
Tax expenses	(34.998)	(24.163)
Financial income	85.015	70.528
EXPENSES FROM THE ACTIVITIES	<u>(2.239.020)</u>	<u>(2.184.895)</u>
SURPLUS FOR THE YEAR	<u>313.755</u>	<u>20.184</u>

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ASSOCIAÇÃO DOS DIREITOS HUMANOS EM REDE

**EXHIBIT III – STATEMENT OF CHANGES IN CORPORATE ASSETS
(In Brazilian reais)**

	<u>Corporate assets</u>	<u>Accumulated surplus (deficit)</u>	<u>Total</u>
AS OF DECEMBER 31, 2008	394.648	(49.033)	345.615
Transference of funds to corporate assets	(49.033)	49.033	-
Adjustments from the previous year	39.182	-	39.182
Surplus for the year	-	20.184	20.184
AS OF DECEMBER 31, 2009	<u>384.797</u>	<u>20.184</u>	<u>404.981</u>
Transference of funds to corporate assets	20.184	(20.184)	-
Surplus for the year	-	313.755	313.755
AS OF DECEMBER 31, 2010	<u>404.981</u>	<u>313.755</u>	<u>718.736</u>

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ASSOCIAÇÃO DOS DIREITOS HUMANOS EM REDE

**EXHIBIT IV - STATEMENT OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31
(In Brazilian reais)**

	<u>2010</u>	<u>2009</u>
OPERATING ACTIVITIES		
Surplus for the year	313.755	20.184
Adjusted by:		
- Depreciation	13.563	14.225
- Adjustment from the previous year	-	39.182
- Write-off of property, plant and equipment	-	3.969
	<u>327.318</u>	<u>77.560</u>
CHANGES IN ASSETS AND LIABILITIES		
Other receivables	83.975	(127.564)
Accounts payable	(4.200)	570
Payroll-related obligations	(9.751)	9.086
Taxes payable	(23)	(7.451)
Sundry advances	(41.097)	(33.308)
Net cash provided (used) in operating activities	<u>356.222</u>	<u>(81.107)</u>
INVESTMENT ACTIVITIES		
Purchase of property, plant and equipment	(18.915)	(22.097)
Net funds used in investments	<u>(18.915)</u>	<u>(22.097)</u>
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	<u><u>337.307</u></u>	<u><u>(103.204)</u></u>
STATEMENT OF CHANGES IN CASH AND CASH EQUIVALENTS		
Cash and cash equivalents at beginning of year	290.567	393.771
Cash and cash equivalents at end of year	627.874	290.567
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	<u><u>337.307</u></u>	<u><u>(103.204)</u></u>

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

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ASSOCIAÇÃO DOS DIREITOS HUMANOS EM REDE

NOTES TO THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2010 AND 2009 (In Brazilian reais)

1. OPERATIONS

The Institution is governed by Law 9.790/99 and is engaged in promoting, supporting, monitoring and evaluating human rights projects, both in Brazil and abroad.

2. PRESENTATION OF THE FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with accounting practices adopted in Brazil, based on corporate legislation Law 6.404/76, which incorporated the changes introduced by Law 11.638/07 and Law 11.941/09, complemented by the technical pronouncements issued by Accounting Pronouncements Committee (CPC), having adopted the Technical pronouncement for Small and Medium-sized entities CPC- PME – accounting policies for Small and Medium-sized entities, approved by resolutions of the Federal Accounting Council (CFC).

The preparation of the financial statements requires the management to use estimates for certain assets, liabilities and transactions. Significant items subject to these estimates and assumptions include the selection of the useful life of the fixed assets and their recoverability in operations, the evaluation of financial assets both at fair value and adjustment to present value, as well as the analysis of other risks to determine other provisions, including the provision for contingencies and other similar ones. The settlement of the transactions involving those estimates can result in amounts different from the estimated ones, due to inherent imprecision of the determination process.

2.1 Adoption of international accounting standards

Until December 31, 2009, the financial statements were prepared in accordance with accounting practices adopted in Brazil, which include the provisions contained in Law 6.404/76. From that date on, management adopted International Accounting Standards, having adopted the Technical pronouncement CPC- PME – accounting policies for Small and Medium-sized entities, approved by the resolution n. 1.255/09 of the Federal Accounting Council (CFC).

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The application of these technical pronouncements had no material impact on the financial statements presented.

3. MAIN ACCOUNTING PRACTICES

The main accounting policies adopted in preparing the financial statements are the following:

(a) Translation of foreign currency

The functional currency of the Company is the Brazilian Real, the same currency used in the preparation and presentation.

(b) Financial assets and liabilities

The association has non-derivative financial instruments such cash and cash equivalents, other receivables and accounts payable.

The association has not executed transactions involving financial instruments to manage their exposure to market, currency and interest rates risks. Besides, no transactions were executed involving financial instruments with speculative purposes.

In compliance with the Technical Pronouncement CPC - PME, the company made an assessment of its financial instruments:

- Cash and cash equivalents: are classified as held to maturity. They are valued at cost plus income earned to the balance sheet date, if applicable.

Financial assets are recognized at fair value through profit and loss when they are held for trading or those designated at fair value through profit and loss when acquired.

The association as of December 31, 2010 and 2009 did not have balances of financial assets held for trading or designated at fair value through profit and loss.

Financial assets, except those recognized at fair value through profit or loss are measured by indicators of impairment at the balance sheet date. They are considered impaired when there is evidence that as a result of one or more events occurring after their initial recognition, the estimated future cash flows of investment have been impacted.

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(c) Short-term financial investments

The Short-term financial investments they are recorded at cost, plus yield earned through the balance sheet date, according to the rates agreed with financial institutions, not exceeding market values.

(d) Other assets

The other assets they are presented at the lower between cost, including yield and monetary variation incurred, and realizable amounts.

(e) Property, plant and equipment

Fixed assets are stated at cost less accumulated depreciation. Depreciation is provided for as operating expenses, over the estimated useful lives using the straight-line method at the rates described in Note 5. Property, plant and equipment is tested for impairment whenever there is any objective evidence or indication that these assets may be impaired as defined by the Technical Pronouncement - CPC 01, approved by CVM Resolution n. 527 of November 1st, 2007.

(f) Current liabilities

The current liabilities they are demonstrated at known or estimated values, plus corresponding charges and the monetary variations incurred established in contract or legally provided, where applicable.

(g) Determination of surplus

Surplus is determined under the accrual basis of accounting.

4. CASH AND CASH EQUIVALENTS

They are represented mainly by funds in domestic currency, deposited with financial institutions operating in Brazil, as follows:

	2010	2009
Cash	22	1.838
Cash in banks	13.215	30.849
Short-term financial investment	614.637	257.880
	627.874	290.567

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The financial investment is in Bank Deposit Certificates (CDBs)

5. PROPERTY, PLANT AND EQUIPMENT

	Annual depreciation rates (%)	2010			2009
		Costs	Depreciation	Residual	Residual
Furniture	10	15.394	(8.786)	6.608	8.147
Fixtures	10	18.954	(4.616)	14.338	9.835
IT Equipment	20	105.396	(84.106)	21.290	17.411
Data Processing Equipment	20	4.004	(2.970)	1.034	1.835
Telecommunications Equipment	20	6.905	(1.021)	5.884	6.574
		150.653	(101.499)	49.154	43.802

6. CORPORATE ASSETS

Corporate assets is presented at adjusted amounts and comprises initial equity plus the amount of surplus less losses incurred.

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