BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD
Form 6-K/A
April 12, 2010

FORM 6-K/A

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 April, 2010

Brazilian Distribution Company
(Translation of Registrant s Name Into English)

Av. Brigadeiro Luiz Antonio,
3142 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 _X_ 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 _X_

(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 _X_

(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 _X_

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

Corporate Taxpayer s Registry (CNPJ/MF) number 47.508.411/0001 -56

Company Number at the Commercial Registry (NIRE) 35.300.089.901

PROPOSAL FOR DESIGNATION OF RETAINED EARNINGS FOR THE FISCAL YEAR (ARTICLE 9 OF ICVM 481/2009)

ANNEX 9-1-II OF CVM Instruction no. 481/2009

DESIGNATION OF NET INCOME

To the Shareholders: The Management of **COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO** hereby proposes to the Annual and Special Shareholders meeting of 2010, according to Annex 9-1-II of CVM Instruction 481/2009 the following:

1. Net income for the fiscal year

The Company s Net Income on December 31, 2009 totals R$ 591,579,628.27. From this amount, R$ 29,578,981.41 will be designated for Legal Reserve.

2. Overall amount and the value per share of the dividends, including advanced dividends and interest on the Company capital already declared

	Advanced Dividends	Proposal for Distribution of Dividends	TOTAL
Total Gross Amount	46,388,568.18	94,111,593.52	140,500,161.71
Amount per Common Share	0.176553152	0.357930277	0.534483430
Amount per Preferred Share Class A	0.194208467	0.393723302	0.587931773
Amount per Preferred Share Class B	-	0.01	0.01

3. Percentage of net income distributed for the exercise

Management proposes the distribution of twenty-five percent (25%) of the Company s net income, provided for in Article 35, Paragraph 2 of the Company Bylaws.

4. Overall amount and the amount per share of the dividends distributed based on income from previous fiscal years

There is no proposal for distribution of dividends based on income from previous years is in place.

5. Inform, upon deduction of advanced dividends and interest on the Company capital already declared:

a. The gross amount of the dividend and interests on the Company capital, separately, per share of each type and class

The amount of the proposed dividends is R$ 0.357930277 per common share and R$ 0.393723302 per Preferred Share Class A, upon deduction of the amount of the advanced dividends already distributed. There was no declaration of interests on the Company capital.

b. Terms and deadline for payment of dividends and interest on the Company capital

As permitted by the Bylaws, the Management proposes that the dividends proposed for the Annual Shareholders Meeting shall be paid within up to sixty (60) days after its approval at the Meeting.

c. Possible adjustment and interests on the dividends and interests on the Company capital

The dividends shall be paid within the abovementioned deadline, without any monetary adjustment between the date of its declaration and the date of its actual payment.

d. Date of declaration of payment of the dividends and interests on the Company capital considered for identification of the shareholders entitled to be paid

	Advanced Distribution re. 1st and 2nd quarters	Advanced Distribution re. 3rd quarter	Proposal for Distribution of Dividends
Share Base for the Distribution	August 11, 2009, except for the shares issued between August 3 and August 8, 2009	November 18, 2009	April 29, 2010, except for the shares issued after March 15, 2010, pursuant to the Meeting of the Board of Directors held on the same date.
Date of Beginning of Negotiations Ex-Rights	August 12, 2009	November 19, 2009	April 30, 2010

6. Declaration of dividends or interests on the Company capital based on income calculated on six-month balance sheets or balance sheets for shorter periods

There is no declaration of dividends or interests on the Company capital based on income calculated on six-month balance sheets or balance sheets for shorter periods.

7. Comparative table indicating the following amounts per share of each type and class:

	2006	2007	2008	2009
Net earnings for the fiscal year	85,523,521.69	210,877,933.31	260,427,049.39	591,579,628.27
Total dividend total distributed	20,311,836.40	50,083,731.39	61,851,424.23	140,500,161.71
Dividend related to Preferred Shares Class A	0.18594 per batch of 1,000 shares or 0.000185937 per share	0.228840641	0.273451954	0.587931773
Dividend related to Preferred Shares Class B	-	-	-	0.01
Dividend related to Common Shares	0.16903 per batch of 1,000 shares or 0.000169034 per share	0.208036946	0.248592685	0.534483430

8. Designation of income for the legal reserve

a. Identify the amount designed for the legal reserve

Pursuant to Law 6,404/76, the management proposes the designation of R$ 29,578,981.41 to legal reserve.

b. Provide details as concerns the calculation of the legal reserve

Earnings before Taxes/Interest in the Company capital	644,232,634.80
Taxes/ Interest in the Company capital	(52,653,006.53)
Net Income	591,579,628.27
Legal Reserve (5% of the Net Income)	29,578,981.41

9. If the Company has preferred shares entitled to fixed or minimum dividends

a. Describe the calculation of the fixed or minimum dividends

The owners of the Company preferred shares Class A have priority on the payment of an annual minimum dividend in the amount of R$ 0.08 per one (1) share, non-cumulative. In addition, to each preferred share Class A, a dividend ten percent (10%) higher than that granted to each common share is granted, in accordance with Section 17, Paragraph 1, of Law 6,404/76, as amended by Law 10,303/01, including, for purposes of this calculation, in the sum of the total dividend paid to the preferred shares Class A, the amount paid as minimum annual dividend.

The owners of preferred shares Class B are entitled to a fixed annual dividend equivalent to one cent of Real (R$ 0.01) per share.

b. Inform whether the income for the fiscal year is sufficient for full payment of the fixed or minimum dividends

Yeas, it is sufficient. The fixed and minimum dividends shall be fully paid.

c. Inform whether an unpaid part is cumulative

There is no unpaid part of fixed or minimum dividends.

d. Identify the overall amount of the fixed or minimum dividends to be paid to each class of preferred shares

	Preferred Shares Class A (minimum dividend)	**Preferred Shares Class B (fixed dividend)**
Overall amount of the dividend paid in advance to each class of preferred share	R$ 28,789,776.27	-
Overall amount of the dividend to be paid to each class of preferred share	R$58,366,177.43	R$ 66,979.39
Overall amount of the dividend paid to each class of preferred share	R$ 87,155,953.70	R$ 66,979.39

e. Identify the fixed or minimum dividends to be paid per preferred share of each class

	Preferred Shares Class A (minimum dividend)	Preferred Shares Class B (fixed dividend)
Amount of the dividend paid in advance to each class of preferred share	R$ 0.194208467	-
Overall amount of the dividend to be paid to each class of preferred share	R$ 0.393723305	R$ 0.01
Overall amount of the dividend paid to each class of preferred share	R$ 0.587931773	R$ 0.01

10. With respect to the mandatory dividend

a. Describe the calculation stipulated by the Bylaws

In accordance with Article 35, Paragraph 1 of the Company Bylaws, the shareholders shall have the right to receive, in each fiscal year, as dividends, a mandatory percentage of twenty-five percent (25%) on the net income for the fiscal year, with the following adjustments: (a) the deduction of the amounts designed for, in the fiscal year, legal reserve and contingencies reserve; and (b) the addition of the amounts resulting from reversion, in the fiscal year, of contingencies reserve previously composed.

The payment of dividend stipulated under the abovementioned terms may be limited to the amount of net income for the fiscal year in which it was realized under the law, provided that the difference be registered as reserve of income to be realized.

The earnings registered under the reserve of income to be realized, whenever realized and if they are not absorbed by losses incurred in subsequent fiscal years, shall be added to the first dividend declared following realization.

b. Inform whether it is being fully paid

The mandatory dividend is being fully paid.

c. Inform the amount occasionally retained

There is no retention of mandatory dividend as a result of the financial situation of the Company.

11. Retained mandatory dividend as a result of the financial situation of the Company

There is no retention of mandatory dividend as a result of the financial situation of the Company.

12. Designation of income for contingencies reserve

There is no designation of income for the contingencies reserve.

13. Designation of income for the reserve of income to be realized

There is no designation of income for the reserve of income to be realized.

14. Designation of income for reserves stipulated by the Bylaws

a Describe the Articles contained in the Bylaws providing for the reserve

The reserve for expansion is provided for by Article 35, Paragraph 2 of the Company Bylaws, to wit:

Article 35 (...) Paragraph 2 The Reserve for Expansion is created and has the purpose of ensuring funds to finance additional applications of fixed and working capital and shall be formed with up to one hundred percent (100%) of the remaining net income after the designations stipulated by letters "a" [contingencies reserve], "b" [limit to contingencies reserve], and "c" [reserve of income to be realized] of item IV, in that the total amount of such reserve may not exceed the amount of the Company s Capital Stock.

b. Identify the amount designated for the reserve

The Management proposes the retained earnings designated for the reserve for expansion in the amount of R$ 379,350,436.63.

c. Describe the calculation

The amount designated for the Reserve for Expansion is equivalent to 90% of the Adjusted Net Income for the fiscal year ended on December 31, 2009. The Adjusted Income is calculated as follows:

Net Income for the Fiscal Year	R$ 591,579,628.27
Legal Reserve (5%)	R$ (29,578,981.41)
Tax Base for Dividends	R$ 562,000,646.86
Dividends (25%)	R$ (140,500,161.71)
Adjusted Net Income	421,500,485.14
Reserve for Expansion (90%)	R$ 379,350,436.63

15. Retained earnings provided for by capital budgeting

a. Identify the amount of retained earnings

Management proposes that earnings be retained in the amount of R$ 421,500,485.14, in that R$ 379,350,436.63 for the reserve for expansion (under Article 35, Paragraph 2 of the Company Bylaws) and R$ 42,150,048.51 based on capital budgeting under Section 196, Paragraph 2 of Law 6,404/76.

b. Provide a copy of the capital budgeting

See Annex I.

16. Designation of the income for the tax incentives reserve

There is no designation of income for any tax incentives reserves.

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO
CORPORATE TAXPAYERS ID (CNPJ/MF): 47.508.411/0001 -56
COMPANY REGISTRY (NIRE): 35.300.089.901

CAPITAL INCREASE
(ARTICLE 14 OF CVM INSTRUCTION 481/2009)

Exhibit 14 of CVM Instruction 481/2009

CAPITAL INCREASE

1. State the amount of the increase and the new capital stock.

The Company s capital increase totaled R$ 85,479,849.17, raising the capital stock from R$ 5,378,061,962.15 to R$ 5,463,541,811.32.

2. State whether the capital increase will occur due to: (a) the conversion of debentures into shares; (b) the exercise of subscription rights or subscription warrants; (c) the capitalization of profits or reserves; or (d) the subscription of new shares.

The capital increase will occur due to the capitalization of the Expansion Reserve and Retained Earnings based on the Capital Budgeting, without the issuance of new shares.

3. Explain, in detail, the reasons for the capital increase and its legal and economic consequences.

Said capitalization is justified since the funds in the Expansion Reserve and Retained Earnings based on the Capital Budget have already been fully allocated within the Company s investment plan.

4. Provide a copy of the Fiscal Council Report.

See Exhibit I.

5. In the case of capital increase through the subscription of shares: Not applicable.

6. In the case of a capital increase through the capitalization of profits or reserves:

a. **State whether the transaction will imply changes to the par value of the shares, if any, or the distribution of new shares to shareholders**. The Company s shares have no par value. The proposed increase, to be carried out through the capitalization of the expansion reserve and retained earnings based on the capital budget, will not result in the distribution of new shares to shareholders.

b. **State whether the capitalization of profits or reserves will be exercised with or without changes in the number of shares, in the case of companies whose shares have no par value**. The capitalization capitalization of the expansion reserve and retained earnings will be carried out without altering the number of shares issued by the Company.

c. **In the case of distribution of new shares**: Not applicable.

d. **State the period established in paragraph 3 of Article 169 of Law 6404 of 1976**.

Not applicable.

e. **State and provide information and the documents required in item 5 above, when applicable.** Not applicable.

7. In case of a capital increase due to conversion of debentures into shares or by exercising subscription warrants: Not applicable.

EXHIBIT I

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO
Corporate Taxpayers ID (CNPJ/MF): 47.508.411/0001 -56
Company Registry (NIRE): 35.300.089.901

FISCAL COUNCIL REPORT

The Fiscal Council, on this date and by conference call, examined the following Management Proposals:

1. Management Proposal related to the increase in the Company s capital stock in the amount of R$ 85,479,849.17, without the issuance of new shares, through the capitalization of resources arising from: (i) Reserve for Expansion, constituted at the Shareholders Meeting held on April 30, 2009, in the amount of R$ 76,931,864.25; and (ii) Reserve of Earnings Retention based on the Capital Budgeting in the amount of R$ 8,547,984.92.

2. Management Proposal related to the increase in the Company s capital stock in the amount of R$ 83,908,229.25, by means of the capitalization of the goodwill special reserve portion, in the amount equivalent to the effective income tax amount no longer collected by the Company in calendar year 2009 due to the goodwill amortization paid by the Casino Group in the acquisition of its respective investment in the Company.

In accordance with our examination, information and clarifications, the Fiscal Council report that the proposals aforementioned are suitable with said subjects and these proposals are in condition to be appreciated by the shareholders at the Annual and Special Shareholders Meeting.

São Paulo, April 8, 2010.

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO
CORPORATE TAXPAYERS ID (CNPJ/MF): 47.508.411/0001 -56
COMPANY REGISTRY (NIRE): 35.300.089.901

CAPITAL INCREASE
(ARTICLE 14 OF CVM INSTRUCTION 481/2009)

EXHIBIT 14 OF CVM RULE 481/2009

CAPITAL INCREASE

1. State the amount of the increase and the new capital stock.

Increase in the Company s Capital Stock in the amount of R$ 83,908,229.25, from R$ 5,463,541,811.32[1] to R$ 5,547,450,040.57.

2. State whether the capital increase will occur due to: (a) the conversion of debentures into shares; (b) the exercise of subscription rights or subscription warrants; (c) the capitalization of profits or reserves; or (d) the subscription of new shares.

The capital stock increase will be made through the capitalization of a portion of the special goodwill reserve, and part of the capital increase will demand the issuance of new shares, pursuant to item 3 below.

3. Explain, in detail, the reasons for the capital increase and its legal and economic consequences.

The capital increase corresponds to the capitalization of a portion of the special goodwill reserve, in the amount of the effective tax credit assessed by the Company in calendar year 2009, equivalent to R$ 83,908,229.25, due to the amortization of the goodwill paid by Group Casino in the acquisition of its respective investment in the Company, pursuant to the Goodwill Amortization Structure and Schedule Agreement entered into by and between the members of the Diniz family (on their behalf and on behalf of their affiliate companies) and Casino, with the Company acting as the intervening party, on June 22, 2005, and amended on September 28, 2006 (Goodwill Agreement).

As provided for by the Goodwill Agreement , 20% of the total increase amount, that is, R$ 16,781,645.85 will be capitalized without the issue of new shares, benefiting all shareholders and 80% of the total increase amount, that is, R$ 67,126,583.40, will be capitalized in benefit of the Company s controlling shareholder, Wilkes Participações S.A., joint-stock company duly incorporated and existing in accordance with the laws of the Federative Republic of Brazil, headquartered in the city of São Paulo, State of São Paulo, Brazil, at Av. Brigadeiro Luis Antônio, 3126, and registered under Corporate Taxpayer s ID the National Registration of Legal Entities (CNPJ/MF) 04.745.350/0001 -38 (Wilkes), pursuant to Article 7, caput of CVM Instruction 319/99, by means of the issue of new preferred shares Class A.

Regarding the increase upon issuance of new share, the Company s shareholders will be granted the preemptive right, pursuant to paragraph 2 of Article 171 of Law 6,404/76. Should any shareholder decide to exercise the preemptive right, the amounts paid by the shareholder will be directly delivered to Wilkes. The preemptive right shall be exercised within thirty (30) consecutive days, as of the publication of a Notice to Shareholders informing on the start of such a term.

[1]Capital stock after the capitalization of the Expansion and Retained Profits Reserves based on Capital Budget, pursuant to the Management Proposal of April 6, 2010.

After Wilkes receives the new shares issued in the capital increase, such new shares will be transferred to Group Casino pursuant to the Goodwill Agreement.

4. Provide a copy of the Fiscal Council report.

See Exhibit I.

5. In the case of capital increase through the subscription of shares:

a. Describe the allocation of the proceeds

The proceeds will be fully allocated to the Company s capital.

b. Inform the number of shares issued for each type and class

A total of 1,111,551 preferred class A shares will be issued.

c. Describe the rights, advantages and restrictions of the shares to be issued

Preferred Class A shares will be entitled the following advantages and preferences:

a. Priority in capital refund, whose amount will be calculated by dividing the Capital Stock by the number of outstanding shares, without premium, in case the Company is liquidated;
b. Priority in receiving minimum annual dividend, non-cumulative, in the amount of R$0.08 per one (1) preferred class A share;
c. Participation with the same conditions granted to common shares in the distribution of bonus shares resulting from the capitalization of reserves or accrued profits; and
d. Participation in receiving the dividend provided for in article 35, IV, item c of the Bylaws, which shall be distributed to the common and preferred shares in such a manner that each preferred class A share will receive a dividend that is ten percent (10%) higher than the one attributed to each common share, pursuant to article 17, paragraph 1 of Law 6,404/76, amended by Law 10,303/01, including, for purposes of this calculation, in the sum of the total dividend paid to preferred class A shares, the amount paid as minimum dividend pursuant to item b of this Paragraph 1.

e. Inform whether the subscription will be public or private

Private subscription.

f. For a private subscription, inform if related parties, as defined by the accounting rules addressing this matter, will subscribe shares in the capital increase, reporting the respective amounts, if such amounts are already known.

Pursuant to item 3 above, 80% of the total increase, that is R$ 67,126,583.40, will be capitalized to the benefit of Wilkes, pursuant to article 7, caput, of Instruction CVM 319/99. The effective number of shares subscribed by Wilkes will be known after the end of the deadline for the exercise of the preemptive right by the minority shareholders as described in item 3 above.

g. Inform the issuance price of the new shares, or the reasons why the board of directors should be in charge of setting it, for public distributions.

R$ 60.39 (sixty reais and thirty nine cents) per preferred Class A share.

h. Inform the face value of the shares issued or, for non-par shares, the portion of the issuance price that will be allocated to the capital reserve.

Not applicable

i. Management s opinion on the effects of the capital increase, especially with regard to the dilution caused by the increase.

Pursuant to item 3 above, 20% of the total increase, that is R$ 16,781,645.85, will be capitalized without the issuance of new shares, to the benefit of all shareholders, and 80% of the total increase, that is R$ 67,126,583.40, will be capitalized to the benefit of Wilkes, pursuant to article 7, caput of Instruction CVM 319/99, through the issuance of new preferred class A shares. Since upon the issuance of new shares the Company s shareholders will be ensured the preemptive right, pursuant to paragraph 2 of article 171 of Law 6,404/76, there will be no harm or dilution to the other shareholders of the Company.

j. Inform the criteria to calculate the issuance price and justify in details the economic aspects that have led to this choice.

The issue price was determined based on the weighted average of the fifteen (15) trading sessions prior to the publication of the first Call Notice of the General Meeting which will discuss the proposed capital increase, in accordance with item III of paragraph 1 of Article 170 of Law 6,404/76 (as amended), corresponding therefore to R$ 60.39 (sixty reais and thirty nine cents) per preferred share Class A.

k. In case the issuance price was set with a premium or discount over the market value, identify the reason for such premium or discount, and explain how it was determined: Not applicable.

l. Provide a copy of all reports and studies that supported the determination of the issuance price.

In accordance with item j above, the issuance price will be defined based on the average of fifteen (15) prior trading sessions before the first Call Notice of the Annual and Special Shareholders Meeting in which the shareholders will deliberate to. See Exhibit II.

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m. Inform the quotation of each type and class of the Company s shares in the markets where they are traded, including:

i. Minimum, average and maximum quotation in each of the last three (3) years Amounts in R$ per share:

PCAR5

Date	Minimum	Maximum	Medium
2007	27.03	40.70	32.37
2008	24.68	40.67	34.61
2009	27.97	65.02	41.75

ii. Minimum, average and maximum quotation in each quarter of the last two (2) years

Amounts in R$ per share:

PCAR5

Date	Minimum	Maximum	Medium
1Q2008	27.79	37.12	33.30
2Q2008	33.88	40.67	37.32
3Q2008	32.48	37.97	34.89
4Q2008	24.68	37.97	32.88
1Q2009	27.97	32.68	30.05
2Q2009	31.98	38.26	35.25
3Q2009	38.00	50.00	44.79
4Q2009	50.00	65.02	57.02

iii. Minimum, average and maximum quotation in each of the last six (6) months Amounts in R$ per share:

PCAR5

Date	Minimum	Maximum	Medium

Sep/09	45.93	50.00	48.34
Oct/09	50.00	55.75	53.61
Nov/09	53.69	57.60	55.38
Dec/09	56.55	65.02	62.17
Jan/10	62.15	68.19	65.22
Feb/10	60.15	65.34	63.00

iv. Average quotation in the last 90 days
Average quotation from 12/07/2009 to 04/09/2010:
PCAR5: R$ 62.65 per share

n. Inform the shares issuance price in capital increases made in the last three (3) years

Date	Total amount	Issued Shares	Shares Issuance Price
05/27/2008	R$ 217,860,956.46	6,143,851 preferred shares	R$ 35.46 per share.
04/30/2009	R$ 88,780,155.73	80% of the increase of the capital stock was converted on 2,197,528 preferred shares	R$ 32.32 per share.
09/21/2009	R$ 664,361,840.00	16,609,046 preferred shares Class B	R$ 40.00 per share

o. Percentage of potential dilution resulting from the issuance

There will be no dilution, as described in item 5 (h) above.

p. Inform the deadlines, conditions and means of subscription and payment for the shares issued

Described in item 3 above.

q. Inform if the shareholders will be granted the preemptive right to subscribe the new shares issued and provide details on the terms and conditions this right is subject to

Upon the issuance of new shares, the Company s shareholders will be granted the preemptive right, pursuant to paragraph 2 of article 171 of Law 6,404/76. If any shareholder decides to exercise his preemptive right, the amounts paid by him will be transferred directly to Wilkes. The preemptive right shall be exercised within up to thirty (30) calendar days following the publication of the Notice to Shareholders informing on the beginning of such deadline.

r. Management proposal for the treatment of occasional unsubscribed shares.

There will be no unsubscribed shares since all preferred class A shares to be issued will be capitalized to the benefit of Wilkes, observing the Company s shareholders preemptive right, pursuant to item 5 p above.

s. Describe in detail the procedures to be adopted in case a partial homologation is expected for the capital increase. Not applicable.

t. In case the issuance price is fully or partially realized in assets: Not applicable.

6. In the case of a capital increase through the capitalization of profits or reserves:

a. **State whether the transaction will imply changes to the par value of the shares, if any, or the distribution of new shares to shareholders**.

The Company s shares have no par value. The proposed increase will not demand the distribution of new shares among the shareholders, because 80% of the increase of the capital stock will be will be resolved by private subscription in benefit for Wilkes and the remaining part, 20% of the total increase, will be capitalized without the issuance of new shares in benefit for all shareholders, as described in item 3 above.

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b. State whether the capitalization of profits or reserves will be exercised with or without changes in the number of shares, in the case of companies whose shares have no par value.

Pursuant to item 3 above, 20% of the total increase will be capitalized without the issuance of new shares, to the benefit of all shareholders, and 80% of the total increase will be capitalized to the benefit of Wilkes, pursuant to article 7, caput, of Instruction CVM 319/99, through the issuance of new preferred shares Class A.

c. In the case of distribution of new shares

i. Inform the number of shares issued for each type and class: Not applicable.

ii. **Inform the percentage the shareholders will receive in stock:** Not applicable.

iii. **Describe the rights, advantages and restrictions of the shares to be distributed:** Not applicable.

iv. **Inform the acquisition cost, in Brazilian reais per share, to be attributed so that the shareholders comply with article 10 of Law 9,249, of December 26, 1995**: Not applicable.

v. **Inform how fractions will be dealt with, if applicable:** Not applicable.

d. **State the period established in paragraph 3 of Article 169 of Law 6404 of 1976**. Not applicable.

e. **State and provide information and the documents required in item 5 above, when applicable.** Not applicable.

7. In case of a capital increase due to conversion of debentures into shares or by exercising subscription warrants: Not applicable.

EXHIBIT I

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO
Corporate Taxpayers ID (CNPJ/MF): 47.508.411/0001-56
Company Registry (NIRE): 35.300.089.901

FISCAL COUNCIL REPORT

The Fiscal Council, on this date and by conference call, examined the following Management Proposals:

1. Management Proposal related to the increase in the Company s capital stock in the amount of R$ 85,479,849.17, without the issuance of new shares, through the capitalization of resources arising from: (i) Reserve for Expansion, constituted at the Shareholders Meeting held on April 30, 2009, in the amount of R$ 76,931,864.25; and (ii) Reserve of Earnings Retention based on the Capital Budgeting in the amount of R$ 8,547,984.92.

2. Management Proposal related to the increase in the Company s capital stock in the amount of R$ 83,908,229.25, by means of the capitalization of the goodwill special reserve portion, in the amount equivalent to the effective income tax amount no longer collected by the Company in calendar year 2009 due to the goodwill amortization paid by the Casino Group in the acquisition of its respective investment in the Company.

In accordance with our examination, information and clarifications, the Fiscal Council report that the proposals aforementioned are suitable with said subjects and these proposals are in condition to be appreciated by the shareholders at the Annual and Special Shareholders Meeting.

São Paulo, April 8, 2010.

EXHIBIT II

Evolution of PCAR5 quotation in the fifteen (15) trading sessions prior to the publication of the first Call Notice of the General Meeting

Date	PCAR5 (R$) Quotation
03/19/2010	58.55
03/22/2010	58.40
03/23/2010	59.10
03/24/2010	58.75
03/25/2010	58.80
03/26/2010	58.80
03/29/2010	58.00
03/30/2010	57.65
03/31/2010	59.27
04/01/2010	60.50
04/05/2010	60.34
04/06/2010	60.99
04/07/2010	64.11
04/08/2010	63.81
04/09/2010	63.50
Average	60.39

MANAGEMENT PROPOSAL

To the Shareholders: The Management of **COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO** (Company) hereby proposes to the Annual and Special Shareholders Meeting the Investment Plan for 2010 of the Company and its subsidiaries, including Globex Utilidades S.A., in the total amount of R$ 1,601,093,000.00, related to: (i) conversion or to open stores and purchase land; (ii) refurbish stores; and (iii) infrastructure (IT, Logistics and others).

This is our proposal.

São Paulo, March 28, 2010.

THE MANAGEMENT

CAPITAL BUDGETING

To the Shareholders: In accordance with Section 196 of Law 6,404 dated December 15, 1976, as amended by Laws 9,457 dated May 5, 1997, 10,303 dated October 31, 2001 and 11,638 dated December 28, 2007, the Management of **COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO** does hereby:

1. Inform the designation of the Retained Earnings for 2008 (Reserve for Expansion and Capital Budgeting) as approved at the 2009 Annual and Special Shareholders Meeting:

(i) The Company s Investment Plan for 2009 amounted to one billion, three hundred twenty-four million, seventy-eight thousand Reais (R$ 1,324,078,000.00). However, the investment made by the Company totaled R$ 723,073,850.97. Out of such amount, R$ 76,931,864.25 were used in the Reserve for Expansion (Article 35 Paragraph 2, of the Bylaws) and R$ 8,547,984.92 were used in the Budgeting Capital (Article 196, Paragraph 2 of Law 6,404/76). The difference, related to R$ 637,594,001.80, was borne both with funds from the very Company, resulting from the Company s operational activity, and with funds raised from third parties. Said investments were designated for:

- R$ 204,662,044.91 for the opening of new stores and purchase of land;

- R$ 309,039,827.47 for refurbishment of stores; and

- R$ 209,371,978.59 for infrastructure (IT, Logistics and others).

(ii) The balance of the Reserve for Expansion and the Budgeting Capital, in the total amount of R$ 85,479,849.17 will be capitalized without emission of new shares by the Company on the Annual and Special Shareholders Meeting, according to the Management Proposal that will be sent to the Shareholders.

2. Inform that the Retained Earnings concerning the fiscal year of 2009 in the amount of R$ 421,500,485.14 as described below, shall be applied to the opening of new stores, refurbishment works and other investments, as per the Investment Plan for 2010, to be approved by the members of the Board of Directors. The Investment Plan for 2010 shall be funded both by said proposed Retained Earnings and by funds generated by the operational activity of the Company during the fiscal year:

- R$ 379,350,436.63 Reserve for Expansion (Article 35 Paragraph 2 of the Company Bylaws);

- R$ 42,150,048.51 Capital Budgeting (Section 196 of Law 6,404/76);

This is our proposal.

São Paulo, March 28, 2010.

THE MANAGEMENT

MANAGEMENT PROPOSAL

Dear Shareholders: the Board of Executive Officers of **COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO** (**Company**), after analyzing the Management Report and the Financial Statements related to the fiscal year ended on December 31, 2009, hereby proposes to the Annual and Special Shareholders Meeting which will be held on April 29, 2010 to increase the capital stock of the Company in the amount of R$ 85,479,849.17, without the issuance of new shares, through the capitalization of resources arising from:

1. Reserve for Expansion, constituted at the Shareholders Meeting held on April 30, 2009, in the amount of R$ 76,931,864.25.
2. Reserve of Earnings Retention based on the Capital Budgeting in the amount of R$ 8,547,984.92.

The aforementioned capitalization is justified to the extent that said amounts have already been used as part of the Company s investment plan. If said proposal is approved, the capital stock of the Company will be R$ 5,463,541,811.32 and, as a result, the article 4 of the By-laws shall become effective as follows:

ARTICLE 4 *- The Company s Capital Stock is 5.463.541.811,32 (five billions, four hundred and sixty-three millions, five hundred and forty-one thousand, eight hundred and eleven Reais and thirty-two cents) , entirely paid in and divided into 255.066.721 (two hundred and fifty-five million, sixty-six thousand, seven hundred and twenty-one) shares with no par value, of which 99,679,851 (ninety-nine million, six hundred and seventy-nine thousand, eight hundred and fifty-one) common shares, 148.688.931 (one hundred and forty-eight million, six hundred and eighty-eight thousand, nine hundred and thirty-one) preferred shares Class A and 6.697.939 (six millions, six hundred and ninety-seven thousand, nine hundred and thirty-nine) preferred shares Class B.*

The members of the Board of Executive Officers attending the Shareholders Meeting will be entitled to render all the information deemed as convenient and necessary by the Shareholders for their decision making process. This is the proposal we have to present to which we expect the due approval.

São Paulo, April 6, 2010.

THE BOARD OF EXECUTIVE OFFICERS

EXECUTIVE OFFICERS COMMITTEE PROPOSAL

Dear Shareholders: The Board of Executive Officers of COMPANHIA **BRASILEIRA DE DISTRIBUIÇÃO** (**Company**), pursuant to the provisions in the Goodwill Amortization Structure and Schedule Agreement executed by the members of the Diniz family (*per se* and by its affiliates) and Casino, with the Company s intervention, on June 22, 2005 and amended on September 28, 2006 (**Goodwill Agreement**), and after the analysis of the Management Report and the Financial Statements for the year ended December 31, 2008, proposes the General Meeting the increase in the Company s capital stock in the amount of R$ 83,908,229.25, by means of the capitalization of the goodwill special reserve portion, in the amount equivalent to the effective income tax amount no longer collected by the Company in calendar year 2009 due to the goodwill amortization paid by the Casino Group in the acquisition of its respective investment in the Company.

As provided for by the Goodwill Agreement , 20% of the total increase amount, that is, R$ 16,781,645.85 will be capitalized without the issue of new shares, benefiting all shareholders and 80% of the total increase amount, that is, R$ 67,126,583.40 will be capitalized in benefit of the Company s controlling shareholder, Wilkes Participações S.A., joint-stock company duly incorporated and existing in accordance with the laws of the Federative Republic of Brazil, headquartered in the city of São Paulo, State of São Paulo, Brazil, at Av. Brigadeiro Luis Antônio, 3126, and registered under Corporate Taxpayer s ID the National Registration of Legal Entities (CNPJ/MF) 04.745.350/0001 -38 (**Wilkes**), pursuant to Article 7, caput of CVM Rule 319/99, by means of the issue of new preferred shares Class A. This amount is R$ 18.51 less than the R$ 67,126,583.40 stated in the Call Notice of the Annual and Extraordinary General Meeting to be held on April 29, 2010, which corresponds to that part of the capital increase to be capitalized on behalf of the Company s controlling shareholder. Said difference of R$ 18.51 will be added to the amount of R$ 16,781,645.85 which will be capitalized for the benefit of all shareholders, totaling therefore R$ 16,781,664.36.

The Company s shareholders will be granted the preemptive right, pursuant to paragraph 2 of Article 171 of Law 6,404/76. Should any shareholder decide to exercise the preemptive right, the amounts paid by the shareholder will be directly delivered to Wilkes. The preemptive right shall be exercised within thirty (30) consecutive days, as of the publication of a Notice to Shareholders informing on the start of such a term.

The issue price was determined based on the weighted average of the fifteen (15) trading sessions prior to the publication of the first Call Notice of the General Meeting which will discuss the proposed capital increase, in accordance with item III of paragraph 1 of Article 170 of Law 6,404/76 (as amended), corresponding therefore to R$ 60.39 per preferred share. Thus, 1,111,551 preferred Company shares will be issued, totaling R$ 67,126,564.89.

Thus, in view of the approval of (i) the Management Proposal to capitalize the Expansion Reserve and Profit Retention Reserve based on the Capital Budgeting, resulting in the increase of Company s capital stock dated on April 6, 2010; and (ii) the present Proposal by Shareholders, the Company s capital stock will be R$ 5,547,450,040.57, divided into 256,178,272 shares with no par value, of which 99,679,851 are common shares and 149,800,482 are preferred shares Class A and 6,697,939 are preferred shares Class B. Subsequently, the *caput* of Article 4 of the Company s Bylaws will become effective with the following wording:

ARTICLE 4 - The Company s Capital Stock is R$ 5,547,450,040.57 (five billion, five hundred forty seven million, four hundred and fifty thousands, forty reais and fifty seven cents) entirely paid in and divided into 256,178,272 (two hundred and fifty six million, one hundred and seventy eight thousands, two hundred and seventy two) shares with no par value, of which 99,679,851 (ninety-nine million, six hundred and seventy-nine thousand, eight hundred and fifty-one) are common shares, 149,800,482 (one hundred and forty nine million, eight hundred thousands and four hundred and eight two) are preferred shares Class A and 6,697,939 (six million, six hundred and ninety seven thousands and nine hundred and thirty nine) are preferred shares Class B.

The Members of the Company s Management attending the Meeting will be entitled to render all the information deemed as convenient and necessary by the Shareholders for their decision making process. This is the proposal we have to present, to which we expect the due approval.

São Paulo, April 08, 2010.

THE BOARD OF EXECUTIVE OFFICERS

10. EXECUTIVE REPORT MANAGEMENT REVIEW AND DISCUSSION OF THE FINANCIAL POSITION AND OPERATING RESULT OF THE COMPANY

10.1. Comments of the Executive Officers on:

(a) Overall financial position

The operating and financial information of our Company presented hereunder address the implications that emerged from the acquisition of Globex Utilidades S.A. (Globex or Ponto Frio) in July 2009.

We understand that our Company enjoys a financial position that is adequate to support our capital expansion and investment plans, as well as to meet liquidity requirements and satisfy our short- and long-term liabilities. Notwithstanding, our position may be influenced by certain situations beyond our control, such as the growth and stability of the Brazilian economy.

In addition to fulfilling most of our goals in 2009, which attests to the soundness of our business plan and activities, our opinion on our Company s financial position is supported by the following economic and financial premises drawn from our consolidated financial statements for the year ended on December 31, 2009:

- Gross sales of R$26,223 million and net sales of R$23,254.2 million, representing a year-over-year increase of 25.7% and 29%, respectively, compared to the same period last year.

- Gross profit of R$5,760.4 million and a gross margin of 24.8%;

- Total operating expenses reached 18.3% of net sales, and R$ 4,259.3 million in the aggregate;

- EBITDA of R$ 1,501.1 million, with an EBITDA margin of 6.5%;

- Net debt (net financial debt) of R$ 703.1 million, with a net debt to EBITDA ratio of 0.47x; and

- Net shareholders equity of R$6,559.5 million, representing an increase compared to last year s net shareholders equity of R$ 5.407,7. Thus, the net debt to net shareholders equity ratio was 10.7% .

(b) Capital structure and potential stock redemption

We understand that our current capital structure, evaluated primarily by the net debt to EBITDA ratio, reflects a degree of leverage in agreement with the Company s policy that calls for a net financial debt to EBITDA ratio of less than 1.

The chart below indicates our capital structure as of December 31, 2009:

(R$ million)	
Total debt	3,047.3
Cash	2,344.2
Net financial debt	703.1
Net debt to EBITDA	0.47x

Net debt to shareholders equity	10.7%

1

There is no potential redemption of stock issued by the Company.

(c) Ability to repay debts

As of December 31, 2009, our EBITDA was R$1,501.1 million, and our interest expenses were R$536.3 million. Accordingly, our EBITDA to interest coverage ratio was 2.80 x relating to our financial expenses for the year ended on December 31, 2009.

The figures above show that our cash flow, in addition to our currently available funds, reflect a strong ability to repay debt and enable the Company to satisfactorily meet its short- and long-term financial liabilities.

(d) Financing of working capital and investments on non-current asset used by the Company

We raise funds in a number of ways, such as by: (A) finance arrangements comprised by (i) loans denominated in Brazilian reais with repayment obligation and accruing interest at the DI rate; (ii) loans denominated in foreign currency, which loans are immediately swapped in full for other liabilities denominated in reais and accruing interest at the DI rate (full swap transactions); and (iii) loans obtained from the Brazilian National Bank for Economic and Social Development (BNDES), some of which are denominated in reais and some others tied to a foreign currency basket (these loans are also swapped for liabilities denominated in reais and accruing interest at the DI rate), plus per annum interest; and (B) funds raised in the capital market through the issue of debentures and securitization transactions.

We did not face any difficulties in obtaining loans or refinancing our current debts in 2009. As of December 31, 2009, we did not make any facility arrangements other than existing loan agreements entered with the BNDES. For detailed information on agreements entered into by the Company and the BNDES, please see item (f) below, Relevant Loan and Financing Agreements .

(e) Financing of working capital and investments on non-current assets that the Company intends to use for covering liquidity shortcomings

Please see item (d) above for more information on the financing of working capital and investments on non-current assets that the Company intends to use for covering any liquidity shortcomings.

(f) Indebtedness & debt breakdown

Relevant loan and financing agreements

Swaps

We use swap transactions to convert U.S. dollar-, yen-denominated, and fixed interest rate loans into liabilities denominated in reais that accrue interest based on the fluctuation of the DI rate. The annual reference rate for the DI rate as of December 31, 2009, was 8.55%, and 12.38% in 2008.

		Parent Company			Consolidated		
		Rate*	2009	2008	Rate*	2009	2008
Debt							
Domestic Currency							
Unibanco	CDI		**-**	-	100%	**4**	-
Banco do Brasil	CDI	11%	**345,310**	381,089	11%	**404,332**	430,189
Itaú	CDI		**-**	-	1.5%	**1,702**	-
Bradesco	CDI		**-**	-	1.5%	**-**	-
IBM			**-**	-	0.8%	**25,517**	-
Alfa	CDI		**-**	-	1.5%	**5,101**	-
			345,310	381,089		**436,656**	430,189
Foreign Currency							
ABN AMRO	YEN	1.69%	**118,271**	156,269	5.51%	**381,524**	480,736
Santander	USD	5.94%	**245,045**	490,097	6.26%	**282,225**	539,423
			363,316	646,366		**663,749**	1,020,159
Swap Agreements							
ABN AMRO	CDI	101.8%	**(8,131)**	(44,835)	103.2%	**102,902**	(23,689)
Santander	CDI	101.6%	**19,047**	(92,775)	103.2%	**49,269**	(92,775)
Votorantim	CDI	100.0%	**195**	1,861	100.0%	**197**	17,574
Pactual	CDI	100.0%	**718**	7,062	100.0%	**718**	7,062
BRASIL	CDI	105.7%	**984**	-	105.7%	**1,098**	-
			12,813	(128,687)		**154,184**	(91,828)
Overall Total			**721,439**	898,768		**1,254,589**	1,358,520

* Weighted Average Rate

BNDES

The facility obtained from the BNDES accrues interest based on the TJLP rate plus an annual interest rate component. In the event the TJLP exceeds 6% p.a., the percentage by which the actual rate exceeds the 6% is compounded to the principal outstanding balance. We also have loans indexed to a basket of foreign currencies, in addition to the relevant charges that are accrued to the outstanding balance plus annual interest, that are also swapped for other liabilities accruing interest rate based on the variation of the DI rate. Loans are repaid in monthly installments after a relevant grace period as detailed below.

For the year ended December 31, 2009, we had three (3) loan agreements with BNDES in force that were made on November 14, 2003; May 22, 2007; and July 2, 2009, respectively. The first of these loans was indexed to the foreign currency basket, while the other two accrued interest at the TJLP rate. On December 31, 2009, the total balance relative to all foregoing agreements was equivalent to approximately R$112 million.

In addition to complying with certain regulations issued by the BNDES, namely Resolution No. 665/87 (Policy Regarding Provisions Applicable to BNDES Agreements) and Resolution No. 660/87 (Follow-Up Policy and Standards), we are also required to meet certain financial ratios (as per our debt covenants) computed based on our consolidated financial statements in accordance with accounting standards used in Brazil, including: (i) maintaining a shareholders equity to total asset ratio greater than, or equal to 0.4; and (ii) maintaining a liquidity ratio (current assets/current liabilities) greater than, or equal to 1.05. Our Management effectively controls and follows up on the compliance with such debt covenants. As of December 31, 2009, our shareholders equity to total asset ratio was 0.37% and the liquidity ratio was 1.37% . Our parent company provides surety in the loans obtained from the BNDES and is jointly and severally liable until all relevant loans are repaid.

Reference Form Companhia Brasileira de Distribuição

Annual Financial Charges	Grace period	No. of Monthly installments	Maturity	Parent Company 2009	Parent Company 2008	Consolidated 2009	Consolidated 2008
Currency Basket + 4.125%	14	60	Jan/2010	654	11,439	654	11,439
TJLP + 4.125%	12	60	Nov2009	-	51,730	-	51,730
TJLP + 1.0%	12	60	Nov2009	-	3,124	-	3,124
TJLP + 3.2%	6	60	Nov2009	96,385	129,277	96,385	129,277
TJLP + 2.7%	6	60	Nov2009	13,924	18,676	13,924	18,676
TJLP + 4.5%	4	24	Feb/2010	-	-	7,336	-
TJLP + 4.5%	5	24	Jan/2011	-	-	4,018	-
TJLP + 2.3%	5	48	May/2012	-	-	2,538	-
TJLP + 2.3%	11	48	Jun/2013	-	-	13,035	-
TJLP + 2.8%	7	48	Nov/2011	-	-	25,910	-
TJLP + 2.8%	6	48	May/2012	-	-	9,715	-
				110,963	214,246	173,515	214,246

Debentures

The chart below describes the breakdown of the debentures issued by our Company as of December 31, 2009:

	Type	**Outstanding Securities**	**Annual Financial Charges**	**Unit Price**	**2009**	**2008**
6th Issue						
1st Series	No preference	54,000	CDI + 0.5%	10,293	**555,821**	564,713
2nd Series	No preference	23,965	CDI + 0.5%	10,293	**246,672**	250,618
7th Issue						
1st Series	No preference	200	119% of CDI	1,056,320	**211,264**	-
8th Issue						
1st Series	No preference	500	109.5% of CDI	1,003,959	**501,979**	-
6th Issue						
1st and 2nd Series	Interest Swap		104.96% of CDI		**655**	2,024
Funding Cost					**(15,649)**	(2,626)
Parent Company / Consolidated short and long-term					**1,500,742**	814,729
Non -current Liabilities					**1,481,356**	777,868

Current Liabilities	**19,386**	36,861

Other long-term arrangements with financial institutions

[1] As of March 3, 2010, the equity to total asset ratio is 0.30% .

Except for the transactions described above, we do not have other long-term loan agreement with any financial institutions.

Degree of Company debt subordination

No subordination exists to our debt.

Restrictions on indebtedness limits, taking of new loans, distribution of dividends, disposal of assets, issuance of new securities, and sale of controlling interest

All agreements entered into wi