**Operator**

Good morning, ladies and gentlemen. At this time we would like to welcome everyone to the conference call for Wilson Sons Limited 4Q 2012 results. Today with us we have Mr. Cezar Baiao, CEO of Operations in Brazil, and Mr. Felipe Gutterres, CFO of the Brazilian subsidiary and Investor Relations.

We would like to inform you that all participants will be in a listen-only mode during the Company’s presentation. After remarks by the Company’s management, there will be a question and answer session for industry analysts. At that time, further instructions will be given. Should any participant need assistance during this call, please press \*0 to reach an operator.

Today’s live webcast, including both audio and slideshow, may be accessed online through the Wilson, Sons Investor Relations website, at www.wilsonsons.com.br/ir

Before proceeding, let me mention that forward-looking statements are based on the beliefs and assumptions of Wilson, Sons management and on information currently available to the Company. They involve risks and uncertainties because they relate to future events and therefore depend on circumstances that may or may not occur. Investors should understand that conditions related to macroeconomic environment, industry and other factors could also cause results to differ materially from those expressed in such forward-looking statements.

Now, I will turn the conference over to the CFO of the Brazilian Subsidiary & Investor Relations, Mr. Felipe Gutterres, who will begin the presentation. Mr. Gutterres, you may begin your comments now, sir.

**Felipe Gutterres**

Good morning and thank you for joining us in our call for the fourth quarter and annual results. I am joined by Cezar Baião to comment on this past year’s performance. Please turn to slide number 4 of our presentation for a brief summary of our consolidated results.

The Company generated USD 645.3 million in Revenues, which was 7.6% lower than 2011. The end of some dedicated operations in the Logistics Business, and the end of the Petrobras operation in the public port of Rio de Janeiro were major contributors for the drop that I mentioned. Moreover, a 17% devaluation of the BRL also helped explain the drop in the top line, given that approximately 62% of Company revenues are denominated in Brazilian currency. Altogether, we believe the company had a solid second half, although annual results were impacted by weaker volumes during the first two quarters, primarily as a result of transshipment cargo being transferred by ship-owners to their own private ports since mid-2011.

In the quarter, Revenues were in line with the previous year, with highlights in the Towage, Offshore and Shipyard businesses. EBITDA grew in Container Terminals and Offshore, both of which also contributed for increase in margins during the period. On the other hand, Logistics and Brasco - our Oil & Gas Support Base – continued to post weaker results due to the aforementioned end of operations.

Moving now to the next slide, slide 5, we present Net Revenues and EBITDA highlights for the year by business.

In **Container Terminals,** Revenues for the year were down 7.1% mainly due to the currency depreciation, and to weaker export volumes in Tecon RG. Volumes picked up in the later stages of the year with improved mix of imports to exports and stronger reefer volumes in both Container Terminals. 2012 saw reduced trade flow on the back of a weaker global economic environment, also contributing to the slight drop of 3.3% in annual EBITDA.

In our **Oil & Gas Support Base (“Brasco”)** figures dropped as a result of the end of the Petrobras operation in the public port of Rio de Janeiro in October/2011, which represented roughly 30% of its annual EBITDA. The strong demand from the International Oil Companies and the overall expansion in the pre-salt projects continue to provide the base for our O&G Terminal growth going forward.

**Logistics** EBITDA included the effect of the discontinuation of some dedicated operations, as the business concentrates efforts on operations were we have stronger competitive advantages such as our bonded-warehouse in Santo André-SP. We are currently bidding for a customs bonded warehouse concession through Wilson Sons’ new Logistics Centre in SUAPE in the state of Pernambuco, northeast of Brazil.

**Towage** revenues reached USD 177.7 million, the highest recorded by the business, increasing 6.2% against 2011. The business took advantage of a better price mix and larger deadweigths ships which explain why the revenues were up 6.2% as I mentioned. EBITDA was roughly in line, dropping only 2.8% due to a stronger Q4 in 2011 which included a one-off insurance gain and lower tugboat rental costs.

**Offshore** EBITDA continues to show strong growth closing the year with an impressive 38% increase in annual EBITDA. The increase was a reflection of higher average daily rates due to price renegotiations and the launch of new vessels Sterna and Batuíra. It is important to mention however, that the business has seven vessels contracted with EBITDA margins lower than 30% which have been under pressured by higher wage inflation for Merchant Marine Officers.

The **Shipyard** business posted strong revenues at the end of the year contributing to a 9% annual increase. EBITDA during the same period was affected by some pre-operational costs for Guarujá II, such as hiring and training of workers for the new Dry-dock.

**Shipping Agency** continues to show strong results and to strategically support our business platform.

Please turn to slide 6 for some brief information on our investment activities.

**CAPITAL EXPENDITURES** for 2012 totalled USD 184.2 million and included:

* USD 30.2 million for the Guarujá II Shipyard construction, which initiated shipbuilding activities at the end of 2012 and will be fully operational by the end of this month.
* It also includes USD 29.4 million related to civil works for the expansion of Tecon SSA. The expansion was inaugurated in November of 2012 with some works still undergoing in the terminal’s depot outside of the Tecon which should be finalised by August 2013;
* USD 88 million related to Offshore Vessels expansion and the renewal of Towage fleet. Two PSVs and two tugboats were delivered to the businesses in 2012 and another 8 vessels were under construction at the end of the year.

The majority of the Company’s **Debt**, roughly 75%, is provided by BNDES and Banco do Brasil as agents for the Fundo da Marinha Mercante. Additionally, 95% of our debt is denominated in US dollars and 92% of it is long-term, 59% maturity longer than 5 years.

Net Debt of USD 431.4 million at year-end is still at a comfortable 2.8 times Net Debt/EBITDA, with an average cost of 3.59%.

At this time, I would like to pass the call on to Mr. Cezar Baião.

**Cezar Baião**

Thank you Felipe and good morning everyone.

Moving to slide 8, we present an updated picture of the expansion of our Tecon Salvador terminal. The new increased capacity of 530,000 TEU per year, brings many opportunities for the terminal.

You may notice the new back area already in use for easier container storage and handling. In addition, the new expressway which will link Salvador’s main highway directly into our Container Terminal is also expected for the beginning of the 2nd semester of this year and will have four exclusive lanes for trucks carrying containers. The expressway was entirely financed by federal and local state government.

Moving on to slide number 9.

The picture in the slide illustrates Salvador servicing its largest ever ship. MSC Agadir arrived earlier this month and has a 9,000 Teu capacity. With the expansion, the terminal has become an attractive option for liners. We expect existing clients to increase the size of their ships calling at the terminal, with new routes now a real possibility since the terminal was previously working with some operational restrictions.

Now turning to slide number 10.

Here we can see the new dry-dock in Guarujá operational since the end of last year. The expansion has increased the Company’s shipbuilding capacity from 4,500 to 10,000 tons of processed steel per year.

Some works in the administrative offices are being finalized to support the shipyard business growth and development. The inauguration of this new site will take place in April.

Wilson Sons Shipyard strategy contemplates the construction of Offshore and Towage vessels as well as third party vessels, such as the ROVSV for Fugro. Additionally, the Shipyard will be able to do repair and maintenance, and dry docking services for our own fleet and also for third party fleet.

Moving now to slide number 11.

Here we can see the Towage business providing services for new container terminals in the Port of Santos. Special Operations include Project Cargo Vessels, Ocean Towage, Salvage and Oil & Gas operations.

Now turning to slide 12.

The new logistics centre in SUAPE-Pernambuco is complete and is currently bidding for a customs bonded warehouse concession. We recently disclosed to the market that Wilson Sons ranked first place with the lowest tariffs among participating companies. Although there are still subsequent phases in the process until a winner is announced, we believe Wilson Sons Logistics is on the right track in light of its strategy of focusing on differentiated assets with clearer competitive advantages.

And finally, at slide 13 we can see the new PSV Tagaz which was delivered this month and has already begun operating with Petrobras. Tagaz is the fifteenth PSV of our fleet.

Now moving to slide 14.

The reduced trade flow caused by an unstable global economic environment produced challenges for this year. The Company has, however, a number of business highlights that we can expect in the near term.

* With the completion of Tecon Salvador and Guarujá II Shipyard we are now devoting on commercial efforts to increase the asset’s utilization;
* New Offshore Vessels and Tugboats to be delivered in 2013;
* To conclude the acquisition of Briclog and the beginning of civil works of the new berths; and
* Commencement of Operations of the New Logistics Centre in Suape.

At this time, I would like to invite you to move to the Q&A portion of today’s Conference Call.

**Operator**

Thank you. The call is now open for questions. If you have a questions please press \*1.

Mr. Gabriel Gaetano from Fator Corretora would like to make a question.

**Gabriel Gaetano from Fator Corretora**

Ladies and Gentlemen, I have three questions. I would like to know what do you expect in terms of growth in Rio Grande Terminal and how the New Port Law affects the competition in that particular region. The second is when do you expect to conclude the acquisition of Briclog, and the third question will be if you intend doing liquidity efforts in terms of your stock trading?

Sorry. Once again. What do you expect in terms of growth in Rio Grande Terminal and how the New Port Law affects the competition in that particular region?

**Cezar Baião**

Gabriel, the New Port Law which might have some changes. We don’t see any impact on the near term. We do see a lot of opportunities since now private terminals can move third party cargo. We have already started looking for some sites were we could develop a green field container terminal to provide the third party services for clients. So we see the new law with much more opportunities than threats, we don’t see any threats on the short term if the law passes as the way the MP 595 is today. As you know today we operate two container terminals in Salvador and Rio Grande, the biggest one is in Rio Grande. In Rio Grande also, green areas were new container terminal could be developed is inside the public port and inside the public port the only alternative according to the new law is a public tender. So there is no change to develop container terminals inside a public port related to the previous law. Your third question, could you repeat, please?

**Gabriel Gaetano**

Ok. The third question was regarding whether you are doing some market making regarding the stocks as they are currently trading at very low levels.

**Cezar Baião**

I would like Felipe to answer your third question.

 **Felipe Gutterres**

Gabriel. We had a market maker in the past. After this experience we decided to change, to be without a market maker. We didn’t think at that time that it impacted dramatically the liquidity of BDRs or the trade movement and we still believe that it does not change significantly the liquidity of the stock. We believe the liquidity of our BDRs will continue the way it is basically because we have a concentrated long term investor’s base. We have a liquidity around one million dollars per day and it should not change.

**Gabriel Gaetano**

Sorry Felipe. I have just one more question. You said that you expect the conclusion of Briclog in 2013. I would like to know if it would be in the first half or in the second half. Do you have that kind of prediction?

**Cezar Baião**

We expect the conclusion of the Briclog acquisition for the beginning of the second half.

**Gabriel Gaetano**

Ok. Thank you Gentlemen.

**Operator**

Remembering, if you have a questions please press \*1.

We have a question from the webcast. What kind of Capex level do you expect for 2013?

**Felipe Gutterres**

The Capital Expenditure Plan we have for 2013 is more and less the same what we have for 2012. So we do expect to have something around 180 million dollars. But obviously it’s dynamic, so it can change a little bit during the year.

**Operator**

As there are no questions I would like to hand the word over to Mr. Cezar Baiao and Mr. Felipe Gutterres for final considerations.

**Cezar Baião**

**FINAL MESSAGE**

I wish to thank everyone for being with us today. These are exciting times for Wilson Sons since the expansion projects, such as Tecon Salvador, the Guarujá II Shipyard and the Logistics Center have been concluded and investments on new vessels are expected to ramp up our Offshore business during 2013.

I would like to thank our truly talented employees for their determination and continued contribution as our business case would not have been successful to this date without their commitment, trust and hard work. We appreciate the effort everyone has put into the Company’s projects.

To our shareholders I would like to restate that we continue to employ the maximum financial discipline to deliver our growth strategy, while alert to new opportunities.

We remain aware of the challenges ahead, analysing the potential impacts on the execution of our strategic plan, and working hard to deliver the long term returns expected by our shareholders.

Thank you everyone.

**Operator**

Thank you. Wilson Sons conference call is finished. Have a nice day.