

The Depository Trust Company

IMPORTANT

B#: 3300

DATE: April 07, 2008

TO: All Participants

CATEGORY: Dividends

FROM: International Services

ATTENTION: Operations, Reorg & Dividend Managers, Partners & Cashiers

SUBJECT: TaxRelief - Country: Brazil
TAM, S.A.
CUSIP: 87484D103 R/D: 04/07/08 P/D: 04/22/08
EDS Cut-Off Date: 04/14/08


DTC has been notified by JPMorgan Chase Bank, N.A. who acts as the sole depository bank for TAM, S.A. that this issue has announced an interest on equity payment which is subject to Brazil withholding tax of 15% for entities who do not reside in a tax haven country (all others are subject to Brazil withholding tax of 25%).

Participants can use the DTC Elective Dividend System (EDS) function over the Participant Terminal System (PTS) to certify all or a portion of their position entitled to the applicable withholding tax rate.

NOTE: THE DEADLINE FOR CERTIFYING OVER EDS IS [April 14, 2008.](#)

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To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.

JPMorgan 
TAM S.A
CUSIP: 87484D103
Record Date: April 7,2008
Pay Date: April 22, 2008

Interest on Equity

JPMorgan Chase Bank, N.A. acts as the sole depository bank for TAM, S.A (CUSIP: 87484D103) American Depositary Receipt (“ADR”) program. A payment of **Interest on Equity** has been announced with respect to the ADRs representing such TAM S.A. Shares.

Participants can use the DTC’s Elective Dividend System (EDS) function over the Participant Terminal System (PTS) to certify all or a portion of their position entitled to the applicable withholding tax rate.

NOTE: THE DEADLINE FOR CERTIFYING OVER EDS IS APRIL 14, 2008.

The various Brazilian withholding tax rates that may be applicable are as follows:

75% Unfavorable Rate applies to all beneficial owners with a residence in one of the following jurisdictions and/or subject to the special regulation as defined in the treaty between Brazil and Luxembourg:

Tax Haven Countries

Andorra, Anguilla, Antigua and Barbuda, Netherlands Antilles, Aruba, Bahamas, Bahrain, Barbados, Belize, Bermuda, Campione D' Italia, Channel Islands, Cayman Islands, Cyprus, Singapore, Cook Islands. Costa Rica, Djibouti, Dominican Republic, United Arab Emirates, Gibraltar, Grenada, Hong Kong, Labuan, Lebanon, Liberia, Liechtenstein, Luxembourg (For Luxembourg holding companies subject to the Luxembourg legislator Law from July 31, 1929), Macau, Island of the Madeira, Maldives, Malta, Isle of Man, Marshall Islands, Mauritius, Monaco, Montserrat, Nauru, Niue, Oman, Panama, St. Kitts and Nevis, American Samoa, Samoa, San Marino, Saint Vincent and the Grenadines, St. Lucia, Seychelles, Tonga, Turks and Caicos, Vanuatu, U.S. Virgin Islands, and British Virgin Islands

85% Favorable Rate applies to beneficial owners who are not resident in a tax haven country as defined above and are therefore not subject to the additional 10% withholding tax applied to residents of tax haven countries.

IF PARTICIPANTS DO NOT CERTIFY THROUGH EDS FOR THE FAVORABLE RATE, THEY WILL RECEIVE THE PAYMENT OF INTEREST ON EQUITY WITH 25% TAX WITHHELD AND MUST CLAIM THE ADDITIONAL 10% WITHHOLDING DIRECTLY THROUGH JPMORGAN CHASE BANK / GLOBETAX.

American depositary shares that are certified as held by non-tax haven residents due the favorable (85%) withholding tax rate are subject to a processing charge of \$0.0035 per American Depositary Share.

If you have any questions regarding the requirements for the reclaim process please contact Colleen Krenn at JPMorgan Chase Bank / GlobeTax; 90 Broad Street 16th Floor; New York, NY 10004; Tel: 800-929-5484; Fax: 800-929-9986.

If you wish to amend your election after the EDS deadline of April 14, 2008, please complete the Brazilian Revision Form (APPENDIX A) and mail to:

JPMorgan Chase Bank / GlobeTax
90 Broad Street 16th Floor
New York, NY 10004
Attn: Colleen Krenn
Tel: 800-929-5484
Fax: 800-929-9986

ALL ELECTIONS MADE THROUGH EDS ARE SUBJECT TO AUDIT OR ANY CONTROL DEEMED APPROPRIATE BY JPMORGAN CHASE BANK, N.A. (AND/OR ITS AGENTS), OR THE ISSUER. INCORRECT ELECTIONS COULD RESULT IN FINES, PENALTIES, AND SUSPENSION OF EDS ELIGIBILITY.

(ONLY FILE THIS FORM FOR A POST-EDS ELECTION RECLAIM)

Brazilian Revision Form

Interest on Equity

TAM S.A.

CUSIP: 87484D103

Record Date: April 7, 2008

Pay Date: April 22, 2008

Mail or Hand Deliver to:
JPMORGAN CHASE BANK, N.A.
C/O GLOBETAX
90 BROAD STREET 16TH FLOOR
NEW YORK, NY 10004
ATTN: BRAZIL

Please be advised that we would like to amend our original elections made on behalf of our clients for the above mentioned interest on equity payment. Please see the number of American depositary shares ("ADSs") we originally received payment for as well as our new American depositary share totals outlined below. We hereby provide the following revised information of the status at the close of business on the payment record date of **April 7, 2008** of the beneficial owners of the ADRs on deposit for our account with DTC.

- 1) ADSs beneficially owned by residents of a country that is **NOT** considered a tax haven country as defined in this Notice (**85% Favorable**)

Previous Share Amount Claimed _____ **ADSs**

New Share Amount _____ **ADSs**

- 2) ADSs beneficially owned by residents of any of the following countries: Andorra, Anguilla, Antigua and Barbuda, Netherlands Antilles, Aruba, Bahamas, Bahrain, Barbados, Belize, Bermuda, Campione D' Italia, Channel Islands, Cayman Islands, Cyprus, Singapore, Cook Islands. Costa Rica, Djibouti, Dominican Republic, United Arab Emirates, Gibraltar, Grenada, Hong Kong, Labuan, Lebanon, Liberia, Liechtenstein, Luxembourg (For Luxembourg holding companies subject to the Luxembourg legislator Law from July 31, 1929), Macau, Island of the Madeira, Maldives, Malta, Isle of Man, Marshall Islands, Mauritius, Monaco, Montserrat, Nauru, Niue, Oman, Panama, St. Kitts and Nevis, American Samoa, Samoa, San Marino, Saint Vincent and the Grenadines, St. Lucia, Seychelles, Tonga, Turks and Caicos, Vanuatu, U.S. Virgin Islands, and British Virgin Islands (**75% Unfavorable**)

Previous Share Amount Claimed _____ **ADSs**

New Share Amount _____ **ADSs**

Total Number of ADSs held by us on the record date set forth above: _____ **ADSs**

DTC PARTICIPANT NUMBER _____ DTC PARTICIPANT NAME: _____

PHONE NUMBER () _____ PRINT NAME: _____

SIGNATURE: _____

MAILING ADDRESS:

Street _____

City _____ State _____ Zip Code _____

Subject to review by the Tax Authorities in Brazil

Indemnification

In consideration of the services provided by JPMorgan Chase Bank, N.A. ("JPMorgan") contemplated hereby and its agents, we agree to indemnify, defend, hold and save JPMorgan, its agents, TAM S.A. and each of their respective affiliates, directors, officers, agents and employees from and against any and all costs, damages or liabilities (including, without limitation, tax payments, interest charges, penalties or other costs assessed by relevant tax and administrative authorities, and the reasonable fees and disbursements of counsel) as a result of any deficiency or inaccuracy in the information provided in or in connection with this document.