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ANNOUNCEMENT OF COMPLETION OF PUBLIC DISTRIBUTION, UNDER THE REGIME OF FIRM GUARANTEE OF PLACEMENT, OF UNSECURED DEBENTURES NOT CONVERTIBLE INTO SHARES, WITH ADDITIONAL GUARANTEE, IN THREE SERIES, OF THE THIRD ISSUE BY



**CEMIG DISTRIBUIÇÃO S.A.**

Listed Company – CVM Nº 02030-3 – CNPJ/MF Nº 06.981.180/0001-16 - NIRE 3130002056-8  
Av. Barbaçena 1200, 17th floor, A1 Wing, Santo Agostinho  
30190-131 Belo Horizonte, Minas Gerais, Brazil

ISIN Code of the First Series: BRCMGDDBS025

ISIN Code of the Second Series: BRCMGDDBS033

ISIN Code of the Third Series: BRCMGDDBS041

Risk Rating: Aa1.br – Moody's América Latina

CEMIG DISTRIBUIÇÃO S.A., a Brazilian corporation registered with the CVM (the Brazilian Securities Commission) ("CVM"), with head office at Avenida Barbaçena 1200, 17th floor, A1 Wing, Santo Agostinho, Belo Horizonte, Minas Gerais State, Brazil, registered in the Brazilian Finance Ministry Registry of Corporate Taxpayers ("CNPJ/MF") under No. 06.981.180/0001-16 ("the Issuer" or "the Company"), BB-BANCO DE INVESTIMENTO S.A., a financial institution authorized to operate by the Brazilian Central Bank, with head office in Rio de Janeiro, Rio de Janeiro State, at Rua Senador Dantas 105, 36th floor, Registered in the CNPJ/MF under Nº 24.933.830/0001-30 ("BB-BI" or "the Lead Manager"), HSBC CORRETORA DE TÍTULOS E VALORES MOBILIÁRIOS S.A., a financial institution authorized to operate by the Brazilian Central Bank, constituted as an unlisted corporation, with head office at Avenida Brigadeiro Faria Lima 3064, 2nd Floor, Itaim Bibi, 01451-020, São Paulo, São Paulo State, registered in the CNPJ/MF under No. 58.229.246/0001-10, ("HSBC") and BANCO VOTORANTIM S.A., a financial institution authorized to operate by Bacen, constituted as an unlisted corporation, with office at Avenida das Nações Unidas 14171, Torre A, 18th Floor, São Paulo, São Paulo State, registered in the CNPJ/MF under no. 59.588.111/0001-03, ("Votorantim") – (jointly, "the Managers"), do hereby, in accordance with Article 29 of CVM Instruction 400 of December 29, 2003, as amended ("CVM Instruction 400"); CVM Instruction 471 of August 8, 2008, as amended ("CVM Instruction 471"); the Agreement between the CVM and the Brazilian Association of Financial and Capital Market Entities ("Anbima") of August 20, 2008, as amended; the Anbima Code of Regulations and Best Practices for the Agreed Activities, of June 9, 2010, and the Market Notice published on January 23, 2013 ("the Market Notice") ANNOUNCE THE CLOSING OF PUBLIC DISTRIBUTION OF 2,160,000 (two million, one hundred sixty thousand) unsecured debentures not convertible into shares, comprising: 410,817 (four hundred ten thousand, eight hundred and seventeen) Debentures of the first series; 1,095,508 (one million ninety five thousand five hundred and eight) debentures of the second series; and 653,675 (six hundred fifty three thousand six hundred seventy five) debentures of the third series, – of the Company's Third Issue, all nominal book-entry debentures with nominal unit value of R\$ 1,000.00 (one thousand Reais) on the Issue Date, February 15, 2013 ("the Offering" or "the Issue" and "the Debentures", respectively), comprising a total of

**R\$ 2,160,000,000.00**

(two billion one hundred sixty million Reais)

The Issue was approved by the meeting of the Board of Directors of the Company held on January 17, 2013 ("the Issue Board Meeting"), which decided: (i) approval of the Issue, and its terms and conditions; and (ii) authorization for the Executive Board of the Company to carry out all the acts necessary for putting into effect the decisions made at the Issue Board Meeting, including signature of all the documents that are indispensable to carrying out the Issue, which include the "Private Instrument of Deed of the Third Issue of Unsecured Debentures, Not Convertible into Shares, in up to Three Series, for Public Distribution, by Cemig Distribuição S.A." signed between the Issuer and the Fiduciary Agent, with the Guarantor as Party, on January 18, 2013 ("the Deed"), in accordance with Article 59 of Law 6404 of December 15, 1976, as amended.

The minutes of the Issue Board Meeting were duly filed with the Commercial Board of Minas Gerais State ("Jucemg") and published in the Official Gazette of State of Minas Gerais, and in the newspaper O Tempo. The Issuer is a wholly-owned subsidiary of Companhia Energética de Minas Gerais – CEMIG, with head office at Avenida Barbaçena 1200, 12th floor, B1 Wing, Santo Agostinho, Belo Horizonte, Minas Gerais State, Brazil, registered in the CNPJ under No. 17.155.730/0001-64 ("the Guarantor"), which has given a surety guarantee of the Issuer's obligations in relation to the Debentures ("the Guarantee"). Granting of this guarantee was approved by the meeting of the Board of Directors of the Guarantor held on January 17, 2013 ("the Guarantee Board Meeting"), in accordance with the terms of sub-clause "d" of Clause 17 of its Bylaws. The minutes of the Guarantee Board Meeting were duly filed with Jucemg and published in the Official Gazette of the State of Minas Gerais, and in the newspaper O Tempo.

The final rates used for calculation of the remuneratory interest of the first series of the Issue, of the second series of the Issue and of the third series of the Issue, and the quantity of Debentures allocated to each series of the Issue, were ascertained by a Bookbuilding Procedure, and ratified through signature of the "First Amendment to the Private Instrument of Deed of the Third Issue of Non-convertible, Unsecured Debentures issued in Three Series for Public Distribution by Cemig Distribuição S.A.", entered into between the Issuer and the Fiduciary Agent, with the Guarantor as Party, on March 1, 2013 ("the First Amendment"), which was duly filed with Jucemg, and registered in the 1st Notary's Office for Securities and Documents of Belo Horizonte and in the 3rd Notary's Office for Securities and Documents of Rio de Janeiro.

The Fiduciary Agent of the Offering is GDC PARTNERS SERVIÇOS FIDUCIÁRIOS DISTRIBUIDORA DE TÍTULOS E VALORES MOBILIÁRIOS LTDA., a financial institution authorized to operate by the Brazilian Central Bank, constituted as a limited company, with head office in the city of Rio de Janeiro, Rio de Janeiro State, at Avenida Ayrton Senna 3,000, Block 01, Suite 317, 22775-003 Barra da Tijuca, RJ, registered in the CNPJ/MF under Nº 10.749.264/0001-04, tel.: (+55-21) 2490-4305. The e-mail of the area responsible is: gdc@gdcitvm.com.br. The Fiduciary Agent also currently operates as fiduciary agent for other issues of companies that are part of the Issuer's economic group, as described in detail in the section "Summary of the Issuer", item "Relationship with the Fiduciary Agent" in the Prospectus of the Offering.

The mandated settlement and bookkeeping bank of the Debentures is Banco Bradesco S.A., a financial institution with head office in the city of Osasco, São Paulo State, at Cidade de Deus, s/nº, in the district of Vila Yara, registered in the CNPJ/MF under no. 60.746.948/0001-12 ("the Mandated Bank") and "the Bookkeeping Institution", these definitions to include any such other institution as may come to succeed the Mandated Bank and/or the Bookkeeping Institution in the provision of the services specified in this item).

The public distribution of the Debentures of the First Series was registered with the CVM on March 7, 2013, under Nº CVM/SRE/ DEB/2013/008.

The public distribution of the Debentures of the Second Series was registered with the CVM on March 7, 2013, under Nº CVM/SRE/ DEB/2013/009.

The public distribution of the Debentures of the Third Series was registered with the CVM on March 7, 2013, under Nº CVM/SRE/ DEB/2013/010.

The Debentures of the Second Series and the Debentures of the Third Series have been registered in the Anbima Fixed Income Novo Mercado.

For all purposes of law, ownership of the Debentures shall be proven by the statement issued by the Bookkeeping Institution. Additionally, for debentures held for custody electronically at Cetip – Mercados Organizados ("Cetip") the statement issued by Cetip in the name of the Debenture holder will be recognized as proof of ownership of the Debentures. For the Debentures held for custody at BM&FBovespa S.A. (the São Paulo Stock, Commodities and Futures Exchange), BM&FBovespa shall issue a report indicating ownership of the Debentures, which shall also be recognized as proof of ownership of the Debentures.

The Debentures were subscribed by:

	Debentures of the First Series		Debentures of the Second Series		Debentures of the Third Series	
	Number of investors subscribing	Quantity of Debentures Subscribed	Number of investors subscribing	Quantity of Debentures Subscribed	Number of investors subscribing	Quantity of Debentures Subscribed
Individuals	-	-	32	9,317	9	4,680
Investment clubs	-	-	-	-	-	-
Investment Funds	23	342,126	133	779,515	50	273,640
Private Pension Plan entities	-	-	3	69,152	12	208,000
Insurance companies	2	25,000	-	-	-	-
Non-Brazilian investors	-	-	-	-	-	-
Intermediary institutions participating in the Distribution Consortium	-	-	-	-	-	-
Financial Institutions related to the Issuer and/or to participants in the Consortium	-	-	-	-	-	-
Other financial institutions	4	43,691	11	237,524	9	167,355
Other legal entities linked to the Issuer and/or to participants in the Consortium	-	-	-	-	-	-
Other legal entities	-	-	-	-	-	-
Partners, managers, employees, attorneys-in-fact and other persons related to the Issuer and/or to Consortium participants	-	-	-	-	-	-
Other	-	-	-	-	-	-
<b>TOTAL</b>	<b>29</b>	<b>410,817</b>	<b>179</b>	<b>1,095,508</b>	<b>80</b>	<b>653,675</b>

Registry of the Offering does not imply any guarantee by the CVM of the truthfulness of the information provided nor any judgment on the quality of the Issuing company, nor on the Debentures distributed.



The present public offer or program was prepared in accordance with the rules for Regulation and Best Practices of Anbima for Public Offers for Distribution and Acquisition of securities, thus complying with the minimum standards of information required by Anbima, and Anbima has no responsibility for the said information, nor for the quality of the Issuer and/or the Offering party/ies, nor of the participating institutions nor of the securities that are the subject of the public offer/program. This seal does not imply an investment recommendation. Prior registration or analysis of this distribution does not imply, on the part of Anbima, a guarantee of the veracity of the information provided nor any judgment on the quality of the issuing company nor the securities to be distributed.

MANAGERS



BB – BANCO DE INVESTIMENTO S.A. IS THE LEAD MANAGER OF THE OFFERING.