

Final Terms dated November 1, 2010



Banco Santander (Brasil) S.A.

*(a company incorporated under the laws of the Federative Republic of Brazil),
acting through its Grand Cayman Branch*

**U.S.\$3,500,000,000
Global Medium-Term Note Programme
Series No: 96, Tranche No. 2**

U.S.\$350,000,000 4.50% Notes due 2015

Issue price of 103.139%, plus accrued interest

**issued by
Banco Santander (Brasil) S.A.,
*acting through its Grand Cayman Branch***

**to be consolidated and form a single Series with the
U.S.\$500,000,000 4.50% Notes due 2015 issued on April 6, 2010**

Joint Lead Managers

Deutsche Bank Securities

J.P.Morgan

Santander

As of the date of issue, the Notes sold in this offering to qualified institutional buyers ("QIBs") within the meaning of Rule 144A under the U.S. Securities Act of 1933 (the "Securities Act"), will be consolidated and become fungible and form a single Series with the Issuer's U.S.\$500,000,000 4.50% Notes due 2015 issued on April 6, 2010 (the "Original Notes"). Following the expiration of the distribution compliance period pursuant to Regulation S under the Securities Act ("Regulation S") which will occur no earlier than December 18, 2010, the Notes sold in this offering pursuant to Regulation S will be consolidated and become fungible and form a single Series with the Original Notes. The Notes and the Original Notes will share the same CUSIP, ISIN and Common Code numbers, except that the Notes offered and sold in offshore transactions under Regulation S shall be issued and maintained under temporary numbers during the distribution compliance period, as set forth herein.

This document constitutes the Final Terms relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Information Memorandum dated March 26, 2010 as supplemented by the Supplemental Information Memorandum dated November 1, 2010 (together, the "Information Memorandum"). These Final Terms must be read in conjunction with the Information Memorandum.

Investing in the Notes involves risks. See "Risk Factors" in the Information Memorandum.

The issue of the Notes was authorised by a resolution of the Board of Directors of the Issuer dated October 29, 2010.

It is anticipated that the Notes will be issued with accrued interest. For U.S. federal income tax purposes, an election may be made to compute the issue price of a Note issued with pre-issuance accrued interest by subtracting the amount of pre-issuance accrued interest from the total issue price. If the issue price is computed in this manner, a portion of the first stated interest payment equal to the excluded pre-issuance accrued interest will be treated as a return of such pre-issuance accrued interest and will not be considered a payment made on the Notes. U.S. Holders should consult their own tax advisors regarding the U.S. federal income tax treatment of pre-issuance accrued interest.

These Final Terms do not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of these Final Terms in any jurisdiction where such action is required.

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 (THE "SECURITIES ACT"). SUBJECT TO CERTAIN EXCEPTIONS, THE NOTES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES. THESE FINAL TERMS HAVE BEEN PREPARED BY THE ISSUER FOR USE IN CONNECTION WITH THE OFFER AND SALE OF THE NOTES OUTSIDE THE UNITED STATES TO NON-U.S. PERSONS IN RELIANCE ON REGULATION S UNDER THE SECURITIES ACT AND WITHIN THE UNITED STATES TO "QUALIFIED INSTITUTIONAL BUYERS" IN RELIANCE ON RULE 144A UNDER THE SECURITIES ACT ("RULE 144A") AND FOR LISTING OF THE NOTES ON THE LUXEMBOURG STOCK EXCHANGE. PROSPECTIVE PURCHASERS ARE HEREBY NOTIFIED THAT SELLERS OF THE NOTES MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS AND SALES OF THE NOTES AND DISTRIBUTION OF THESE FINAL TERMS AND THE REMAINDER OF THE INFORMATION MEMORANDUM, SEE "SUBSCRIPTION AND SALE" CONTAINED IN THE INFORMATION MEMORANDUM.

1	Issuer:	Banco Santander (Brasil) S.A., acting through its Grand Cayman Branch
2	(i) Series Number:	96
	(ii) Tranche Number:	2
		The Notes sold to QIBs will be consolidated and become fungible and form a single Series with the Original Notes as of the Issue Date.
		The Notes sold pursuant to Regulation S will be consolidated and become fungible and form a single Series with the Original Notes following the expiration of the distribution compliance period pursuant to Regulation S, which will occur no earlier than December 18, 2010.
3	(i) Specified Currency or Currencies (Condition 1(d)):	United States Dollars (“U.S.\$”)
	(ii) Specified Principal Payment Currency if different from Specified Currency (Condition 1(d)):	N/A
	(iii) Specified Interest payment Currency if different from Specified Currency (Condition 1(d)):	N/A
4	Aggregate Nominal Amount:	
	Series 96 (Tranche 2):	U.S.\$350,000,000
5	Issue Price:	103.139 per cent. of the Aggregate Nominal Amount, plus accrued interest from and including October 6, 2010 to, but excluding, the Issue Date
6	(i) Specified Denominations (Condition 1(b)):	U.S.\$100,000 and higher integral multiples of U.S.\$1,000
	(ii) Tradable Amount:	U.S.\$100,000 and integral multiples of U.S.\$1,000 in excess thereof
	(iii) Net Proceeds:	The net proceeds are expected to be approximately U.S.\$359,925,000 (after deduction of commissions and estimated expenses) plus accrued interest from and including October 6, 2010 to, but excluding, the Issue Date

7	(i) Issue Date (Condition 5(III)):	November 8, 2010
	(ii) Interest Commencement Date (if different from the Issue Date):	October 6, 2010
8	Maturity Date or Redemption Month (Condition 6(a)):	April 6, 2015
9	Interest Basis (Condition 5):	Fixed Rate (Condition 5(I))
10	Redemption/Payment Basis (Condition 6(a)):	Redemption at par at maturity
11	Change of Interest or Redemption/Payment Basis:	N/A
12	Put/Call Options (Condition 6(e) and (f)):	N/A
13	Status of the Notes (Condition 3):	Senior
14	Method of Distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions (Condition 5(I)):	Applicable
	(i) Rate(s) of Interest:	4.50 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	April 6 and October 6 in each year, commencing on April 6, 2011
	(iii) Fixed Coupon Amount(s):	U.S.\$2,250 per lowest Specified Denomination
	(iv) Broken Amount(s):	N/A
	(v) Day Count Fraction (Condition 5(III))	30/360
	(vi) Determination Date(s) (Condition 5(III)):	N/A
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	N/A
16	Floating Rate Note Provisions (Condition 5(II)):	N/A
17	Zero Coupon Note Provisions (Conditions 5(IV) and 6(d)):	N/A

18 Index Linked Interest Note Provisions: N/A

19 Dual Currency Note Provisions: N/A

PROVISIONS RELATING TO REDEMPTION

20 Call Option (Condition 6(e)): N/A

21 Put Option (Condition 6(f)): N/A

22 Final Redemption Amount: 100% of the Aggregate Nominal Amount

(i) Alternative Payment Mechanism (Conditions 7(a) and (b)): N/A

(i) Long Maturity Note (Condition 7(e)): N/A

23 Early Redemption Amount:

(i) Early Redemption Amount(s) payable on redemption for taxation reasons (Condition 6(c)) or on an Event of Default (Condition 9) and/or the method of calculating the same (if required or if different from that set out in the Conditions): Early redemption at par

(ii) Original Withholding Level (Condition 6(c)): 0% in respect of taxes imposed, levied, collected, withheld or assessed by or within the Cayman Islands or any authority therein or thereof having power to tax and 15% in respect of taxes imposed, levied, collected, withheld, or assessed by or within Brazil or any authority therein or thereof having power to tax

(ii) Unmatured Coupons to become void (Condition 7(e)): N/A

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24 Form of Notes: Registered Notes

(i) DTC Global Notes, International Global Note Certificates or individual Definitive Registered Notes: DTC Restricted Global Note and DTC Unrestricted Global Note available on Issue Date

25 Additional Financial Centre(s) (Condition 7(a)(iii)) or other special provisions relating to payment dates: N/A

26	Talons for future Coupons to be attached to definitive Bearer Notes (and dates on which such Talons mature):	N/A
27	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	N/A
28	Details relating to Instalment Notes:	N/A
29	Redenomination, renominatisation and reconventioning provisions:	N/A
30	Consolidation provisions:	Applicable (Condition 16; see above)
31	Foreign Currency Constraint Provisions applicable (Condition 15(a)) – subject to Sovereign Event provisions if applicable (Condition 15(b) and Credit Event provisions if applicable (Condition 15(c)):	N/A
32	Sovereign Event Provisions applicable (Condition 15(b)):	N/A
33	Credit Event Provisions applicable (Condition 15(c)):	N/A
34	Other terms or special conditions:	N/A

DISTRIBUTION

35	(i) If syndicated, names of Managers:	Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and Santander Investment Securities Inc.
	(ii) Stabilising Manager (if any):	Deutsche Bank Securities Inc.
36	If non-syndicated, name of Dealer:	N/A
37	Additional selling restrictions:	N/A

LISTING APPLICATION

These Final Terms comprise the details required to list the issue of Notes described herein pursuant to the listing of the U.S.\$3,500,000,000 Global Medium-Term Note Program of Banco Santander (Brasil) S.A.


MATERIAL ADVERSE CHANGE STATEMENT

There has been no significant change in the financial or trading position of the Issuer and its subsidiaries (taken as a whole) since December 31, 2009 and no material adverse change in the financial position or prospects of the Issuer and its subsidiaries (taken as a whole) since December 31, 2009.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms which, when read together with the Information Memorandum referred to above, contain all information that is material in the context of the issue of the Notes.

Signed on behalf of the Issuer:


By: RONALDO YASUYUKI
RONALDO YASUYUKI
(OFFICER)
Duly authorised signatory


Roberto Fischetti
Superintendente Executivo



PART B – OTHER INFORMATION

DISTRIBUTION

1 LISTING

- (i) Listing: Application has been made for the Notes to be admitted to listing on the Official List of the Luxembourg Stock Exchange
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the Euro MTF Market

2 RATINGS

- Ratings: The Notes to be issued have been rated:
S & P: BBB- (stable)
Moody's: Baa2 (positive)
Fitch: BBB

3 OPERATIONAL INFORMATION

- (i) ISIN: 144A: US05966TAB35
Temporary Reg S: US05966UAD63
Reg S: US05966UAB08
- (ii) CUSIP: 144A: 05966TAB3
Temporary Reg S: 05966UAD6
Reg S: 05966UAB0
- (iii) Common Code: 144A: 050093123
Temporary Reg S: 055748250
Reg S: 050093131
- (iv) Other: 144A: As of the Issue Date, the DTC Restricted Global Note issued in this offering will be consolidated and become fungible and form a single Series with the Original Notes represented by a DTC Restricted Global Note with ISIN Number US05966TAB35, CUSIP Number 05966TAB3 and Common Code Number 050093123
Reg S: Following the expiration of the distribution compliance period pursuant to Regulation S, which will occur no earlier than December 18, 2010, the DTC Unrestricted Global Note sold in this offering will be consolidated and become

fungible and form a single Series with the Original Notes represented by a DTC Unrestricted Global Note with ISIN Number US05966UAB08, CUSIP Number 05966UAB0 and Common Code Number 050093131

(v) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking societe anonyme and the relevant identification number(s): The Depository Trust Company

(vi) Delivery: Delivery against payment

(vii) Names and addresses of additional Paying Agent(s) (if any): N/A

4 **GENERAL**

Applicable TEFRA exemption: Not Applicable

ISSUER

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Grand Cayman Branch
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JOINT LEAD MANAGERS

Deutsche Bank Securities Inc.	J.P. Morgan Securities LLC	Santander Investment
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United States	United States	New York, NY 10022
		United States

TRUSTEE

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**EUROPEAN ISSUING AND PAYING
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