

(Convenience Translation into English from the Original Previously Issued in Portuguese)

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Board of Directors of
Livraria e Papelaria Saraiva S.A.
São Paulo - SP

1. We have audited the accompanying balance sheet of Livraria e Papelaria Saraiva S.A. (the "Company") as of December 31, 2004, and the related statements of operations, changes in shareholders' equity, and changes in financial position for the year then ended, all expressed in Brazilian reais and prepared under the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements.
2. Our audit was conducted in accordance with auditing standards in Brazil and comprised:
(a) planning of the work, taking into consideration the significance of the balances, volume of transactions, and the accounting and internal control systems of the Company,
(b) checking, on a test basis, the evidence and records that support the amounts and accounting information disclosed, and
(c) evaluating the significant accounting practices and estimates adopted by management, as well as the presentation of the financial statements taken as a whole.
3. In our opinion, the financial statements referred to in paragraph 1 present fairly, in all material respects, the financial position of Livraria e Papelaria Saraiva S.A. as of December 31, 2004, and the results of its operations, the changes in shareholders' equity, and the changes in its financial position for the year then ended in conformity with Brazilian accounting practices.
4. The financial statements for the year ended December 31, 2003, presented for comparative purposes, were audited by other independent auditors whose report thereon, dated March 11, 2004, was unqualified.
5. The accompanying financial statements have been translated into English for the convenience of readers outside Brazil.

São Paulo, March 11, 2005

DELOITTE TOUCHE TOHMATSU
Auditores Independentes

Marco Antonio Brandão Simurro
Engagement Partner