

BRAZILIAN PETROLEUM CORP  
Form 6-K  
February 03, 2006

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 6-K**

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of the  
Securities Exchange Act of 1934

**For the month of February, 2006**

**Commission File Number 1-15106**

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**PETRÓLEO BRASILEIRO S.A. - PETROBRAS**  
(Exact name of registrant as specified in its charter)

**Brazilian Petroleum Corporation - PETROBRAS**  
(Translation of Registrant's name into English)

**Avenida República do Chile, 65**  
**20031-912 - Rio de Janeiro, RJ**  
**Federative Republic of Brazil**  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

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### **Acquisition of Pasadena Refinery**

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(Rio de Janeiro, February 03, 2006). PETRÓLEO BRASILEIRO S/A - PETROBRAS, [Bovespa: PETR3/PETR4, NYSE: PBR/PBRA, Latibex: XPBR/XPBRA], a Brazilian international energy company, announces that its Board of Directors has approved a Share Purchase and Sale Agreement with Astra Oil Trading NV, to acquire 50% of ownership in the Pasadena Refinery System Inc. - PRSI, formerly the Crown Refinery, in Pasadena Texas and will disburse around US\$ 370 million. The initial business plan calls for joint operation, trading and commercial management of PRSI.

The PRSI refinery has a capacity of 100,000 bbl/d and is currently being upgraded to meet new EPA Clean Air Standards for gasoline.

With the Petrobras step in, the refinery will be upgraded to handle around 70,000 bbl/d of heavy oil and feedstock, including Petrobras's Marlim production. The upgraded refinery will be ready in four years. After the revamp project all products will match USA highest standards.

This acquisition is in line with the objectives established in the Strategic Plan for the consolidation of Petrobras as an integrated energy company with a strong international presence, of expanding refining and commercialization activities (domestically and abroad) in conjunction with market growth and adding value to Petrobras raw materials (heavy oil), focusing on the mix of higher-value products and better quality, using its technical expertise for converting light sweet crude refineries to process heavy feed stocks.

<http://www.petrobras.com.br/ri/english>

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#### **Contacts:**

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##### **Investor Relations Department**

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This document may contain forecasts that merely reflect the expectations of the Company's management. Such terms as anticipate, believe, expect, forecast, intend, plan, project, seek, should, along with similar or anal

are used to identify such forecasts. These predictions evidently involve risks and uncertainties, whether foreseen or not by the Company. Therefore, the future results of operations may differ from current expectations, and readers must not base their expectations exclusively on the information presented herein.

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 03, 2006

PETRÓLEO BRASILEIRO S.A--PETROBRAS

By:           /s/ Almir Guilherme Barbassa          

**Almir Guilherme Barbassa**  
**Chief Financial Officer and**  
**Investor Relations Director**

## FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.

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