

**COMPANHIA PARANAENSE DE ENERGIA - COPEL**  
**Corporate Taxpayer's ID (CNPJ) 76.483.817/0001-20**  
**PUBLICLY-HELD COMPANY**  
**CVM Register 1431 - 1**

**EXTRACT OF THE MINUTES OF THE 68<sup>th</sup> EXTRAORDINARY MEETING OF THE  
BOARD OF DIRECTORS**

**1. VENUE:** Rua Coronel Dulcídio, 800, in the city of Curitiba, State of Paraná. **2. DATE AND TIME:** February 1, 2005, at 2pm. **3. PRESIDING BOARD:** João Bonifácio Cabral Júnior - Chairman. Rubens Ghilardi - Executive Secretary. **4. DELIBERATIONS:**

1. To elect: a) Mr. Rubens Ghilardi, as Copel's Chief Executive Officer, cumulating the position as Chief Financial Officer and Investor Relations Officer, and Member of the Board of Directors, and as Executive Secretary, in view of Mr. Paulo Cruz Pimentel's resignation; b) Mr. Luiz Antônio Rossafa, as Corporate Management Executive Officer, in replacement of Mr. Ronald Thadeu Ravedutti; and c) Mr. Ronald Thadeu Ravedutti, as Distribution Executive Officer, in replacement of Mr. Rubens Ghilardi.-----  
-----
2. The nomination of the following names was approved: a) to integrate the Boards of Directors of wholly-owned subsidiaries until General Shareholders' Meetings are held to elect representatives to fulfill the vacant positions: a.1) Copel Geração S.A.: Mr. Luiz Antônio Rossafa, in replacement of Mr. Paulo Cruz Pimentel; a.2) Copel Transmissão S.A.: Mr. Luiz Antônio Rossafa, in replacement of Mr. Paulo Cruz Pimentel; a.3) Copel Telecomunicações S.A.: Mr. Luiz Antônio Rossafa, in replacement of Mr. Paulo Cruz Pimentel; a.4) Copel Distribuição S.A.: Mr. Ronald Thadeu Ravedutti, in replacement of Mr. Paulo Cruz Pimentel, assuming the position as Executive Secretary in replacement of Mr. Rubens Ghilardi, who shall continue as a member of the Board of Directors; a.5) Copel Participações S.A.: Mr. Luiz Antônio Rossafa, in replacement of Mr. Paulo Cruz Pimentel; and b) to integrate the managements of wholly-owned subsidiaries in order to complement the 2004-2007 term of office; b.1) Copel Geração S.A.: Mr. Luiz Antônio Rossafa, as Deputy Executive Officer, in replacement of Mr. Gilberto Serpa Griebeler; Mr. Elzio Batista Machado, in replacement of Mr. Ronald Thadeu Ravedutti; b.2) Copel Transmissão S.A.: Mr. Luiz Antônio Rossafa, as Deputy Executive Officer, in replacement of Mr. Gilberto Serpa Griebeler, and Mr. Elzio Batista Machado, in replacement of Mr. Ronald Thadeu Ravedutti; b.3) Copel Telecomunicações S.A.: Mr. Luiz Antônio Rossafa, as Deputy Executive Officer, in replacement of Mr. Gilberto Serpa Griebeler, and Mr. Elzio Batista Machado, in replacement of Mr. Ronald Thadeu Ravedutti; b.4) Copel Distribuição S.A.: Mr. Ronald Thadeu Ravedutti, as Managing Executive Officer, in replacement of Mr. Rubens Ghilardi; Mr. Luiz Antônio Rossafa, as Deputy Executive Officer, and Elzio Batista Machado, as Deputy Executive Officer, in replacement of Mr. Ronald Thadeu Ravedutti; b.5) Copel Participações S.A.: Mr. Luiz Antônio Rossafa, as Deputy Executive Officer, and Elzio Batista Machado, as Deputy Executive Officer, in replacement of Mr. Ronald Thadeu Ravedutti.-----  
-----
3. In view of the provisions under clause 4.5 of the Deed for the second issuance of Copel's debentures, carried out in March/2002 into three tranches, the Board of Directors approved the renegotiation of remuneration conditions and a new effectiveness period for the second tranche of those debentures issued by Copel, at the amount of R\$ 100 million.-----  
-
4. The following nomination for the management was approved, of Mr. David Severino de Rezende for the position as the Chief Executive Officer of the

special purpose company, Gralha Azul Transmissora de Energia S.A., in replacement of Mr. Ronald Thadeu Ravedutti, as well as to nominate for the position as member of the Fiscal Council of that company, Messrs. Horácio Kordel Rodrigues and Edson Gilmar Dal Piaz Barbosa (sitting members) and Luiz Fernando Sant'Anna Pinto and Ivoney Garsztka (respective alternates).----

- 
5. The rendering of guarantee by Copel to cover excess in the amount insured for Santa Clara and Fundação power plants construction works, was approved, to be contracted by Centrais Elétricas do Rio Jordão S.A. - Elejor. Such guarantee only shall be executed in the event of casualty and upon the execution of a mutual agreement between Copel and Elejor.-----
  6. The dissolution of CopelAmec S.C. Ltda. was approved.-----
  - 
  7. The execution of the agreement 029294 between the State of Paraná, through the State Department of Education, and Copel Telecomunicações S.A., was ratified, intervened and agreed upon by Companhia de Informática do Paraná - Celepar and Companhia Paranaense de Energia - Copel, having as purpose, the mutual efforts for the execution of Paraná Digital program.-----

**5. SIGNATURES:** JOÃO BONIFÁCIO CABRAL JÚNIOR - Chairman; ACIR PEPES MEZZADRI; AMÉRICO ANTONIO GAION; FRANCELINO LAMY DE MIRANDA GRANDO, LINDSLEY DA SILVA RASCA RODRIGUES; LUÍS ANTÔNIO ROSSAFA, SÉRGIO BOTTO DE LACERDA; LAURITA COSTA ROSA; RUBENS GHILARDI - Executive Secretary.-----

*The text of the Minutes of the 68<sup>th</sup> Extraordinary Meeting of Copel's Board of Directors was drawn up in the Company's Book #5, registered with the Board of Trade of the Paraná State under #00/056085-5, on August 8, 2000.*

RUBENS GHILARDI  
Executive Secretary