

"This Notice is not an offering to sell securities. It solely aims to provide information".

Notice of Closing of the Public Primary Distribution of Common Shares and Preferred Shares, and Public Secondary Distribution of Preferred Shares issued by



RANDON S.A. Implementos e Participações

Listed Company

CNPJ no. 89.086.144/0001-16

NIRE 43300032680

Avenida Abramo Randon, 770

Caxias do Sul - RS

Registration of the Public Primary Distribution CVM/SRE/REM/2006/014, on April 27, 2006.

Registration of the Public Secondary Distribution CVM/SRE/SEC/2006/016, on April 27, 2006.

ISIN Code of Common Shares BRRAPTACNOR7

ISIN Code of Preferred Shares BRRAPTACNPR4

RANDON S.A. Implementos e Participações, a listed company based in the city of Caxias do Sul, State of Rio Grande do Sul, on Abramo Randon Avenue, 770, Interlagos District, enrolled with the General Taxpayers` Registry under no. 89.086.144/0001-16 ("Company"), the selling shareholders identified in the Statutory Prospectus of the Public Primary Distribution of Common and Preferred Shares, and of the Public Secondary Distribution of Preferred Shares issued by the Company, dated April 27, 2006 ("Selling Shareholders") and Banco Santander Brasil S.A., financial institution headquartered in the city of São Paulo, State of São Paulo, on Amador Bueno Street, 474, enrolled with the General Taxpayers` Registry under no. 61.472.676/0001-72 ("Lead Manager"), inform about the closing of the Public Primary Distribution of 2,000,000 (two million) common shares and 10,000,000 (ten million) preferred shares issued by the Company ("Primary Offering") and of the Public Secondary Distribution of 16,509,116 (sixteen million, five hundred and nine thousand, one hundred and sixteen) preferred shares issued by the Company and held by the Selling Shareholders ("Secondary Offering"), all nominative, uncertificated, with no par value, free and clear from any encumbrance or lien ("Shares") at the Share Price of R\$ 8,25 (eight Reais and twenty-five cents) ("Share Price"), totaling

R\$ 235.200.207,00

The Offering was carried out in Brazil, on the deregulated over-the-counter market, in compliance with the terms of the Securities and Exchange Commission Instruction no. 400, dated December 29, 2003 ("CVM"), and with efforts to sell Shares (i) in the United States of America to qualified institutional buyers, pursuant Rule 144A, issued by the Securities and Exchange Commission of the United States of America ("SEC") in operations exempt from registration, in conformity with the Securities Act of 1933, of the United States of

America. (*“Securities Act”*) and with the regulations published under the *Securities Act*, and (ii) in other countries but the United States of America and Brazil, according to the law in force in each buyer’s country, and in conformity with the procedures established *in Regulation S of the Securities Act, in both cases through investment mechanisms ruled by the Conselho Monetário Nacional (National Monetary Council), Banco Central do Brasil (Brazilian Central Bank) and by the Securities and Exchange Commission.*

The Option of the Over-Allotment Offering distribution, granted by the Selling Shareholders to the Lead Manager, pursuant article 21 of CVM’s Instruction no. 400, was not exercised.

The capital increase and the making of the Primary Offering were approved by the Company’s Board of Directors meeting held on March 30, 2006, and the setting of the Share Price was approved by the Company’s Board of Directors meeting held on April 26, 2006.

The financial institution hired to provide services related to the custody of shares is Banco Itaú S.A.

The final data referring to the Offering distribution is indicated in the chart below:

TYPE OF INVESTOR	Number of buyers of Common Shares	Quantity of purchased Common Shares	Number of buyers of Preferred Shares	Quantity of purchased Preferred Shares	Total number of buyers	Total quantity of purchased Shares
Individual persons	225	52.276	3.859	3.298.447	4.084	3.350.723
Investment Clubs	1	210	26	75.652	27	75.862
Investment Funds	-	-	46	6.951.738	46	6.951.738
Social Security Organizations	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-
Foreign Investors	-	-	38	16.386.200	38	16.386.200
Intermediary Institutions that have participated in the pool of Distribution.	-	-	-	-	-	-
Financial Institutions related to the Company and to the Intermediary Institutions of the Distribution Pool.	-	-	-	-	-	-
Further Financial Institutions	-	-	2	150.000	2	150.000
Further legal entities related to the Company and to the Intermediary Institutions of the Distribution Pool.	-	-	-	-	-	-
Further legal entities	-	-	3	3.125	3	3.125
Partners, Administrators, Employees, Agents, and further people related to the Company and to the Intermediary Institutions participating in the Distribution Pool.	3	630	41	36.355	44	36.985
Others	6	1.946.884	85	1.548.665	91	3.495.549
SHARES RE-PURCHASED WITHIN THE STABILIZATION ACTIVITIES	-	-	-	(1.941.066)	-	(1.941.066)
Total	235	2.000.000	4.100	26.509.116	4.335	28.509.116

The registration of the Primary Offering and of the Secondary Offering was applied to CVM on February 23, 2006, and granted on April 27, 2006, under nos. CVM/SRE/REM/2006/014 and CVM/SRE/SEC/2006/016, respectively.



“The present public Offering has been prepared in accordance with the dispositions of ANBID’s Self-Regulation Code for Public Offerings for the Distribution and Acquisition of Securities, approved by ANBID’s General Meeting, and is part of the minutes registered at the 4th *Ofício de Registro de Pessoas Jurídicas da Cidade de São Paulo*, State of São Paulo, under no. 510718, this Offering therefore meeting the

minimum information requirements in the code, with ANBID not bearing any responsibility for such information, for the quality of the issuer and/or offering companies, participant institutions, and securities of this public offering.

LEAD MANAGER



PLACEMENT AGENTS

[LOGOS]

CO-MANAGERS

[LOGOS]

Santander Brasil S.A. Corretora de Títulos e Valores Mobiliários, in compliance with the Private Instrument of Service Provision Contract related to the Stabilization Price of Preferred Shares issued by Randon S/A.- Implementos e Participações, signed on April 26, 2006, informs that, within the range of the stabilization activities ended on May 26, 2006, 2, 050,866 preferred shares issued by the Company were purchased and 109,800 preferred shares issued by the Company were sold.