



RANDON S.A. Implementos e Participações

CNPJ 89.086.144/0001-16

Listed Company

RELEVANT FACT

Incorporation of Controlled Company

Randon S.A. Implementos e Participações (the incorporating company or the Company), a listed company located on Abramo Randon Ave., no. 770, Bairro Interlagos, in this city of Caxias do Sul, RS, in compliance with Directive CVM no. 319, dated December 3, 1999, and Directive CVM no. 358, dated January 3, 2002, informs its shareholders, further members of the securities market, and the public in general that it has signed the preliminary documents for the incorporation of the controlled company Randon Veículos Ltda (the Incorporated Company).

This corporate restructuring operation – incorporation of Randon Veículos Ltda.- was analyzed by the Board of Directors, which expressed its favorable opinion and decided to call to order an Extraordinary General Meeting to examine the subject, and authorized the Executive Board to take all necessary measures prior to such a General Meeting. The Audit Board has also expressed its favorable opinion concerning the operation.

Prior to the incorporation, the Incorporating Company purchased 894 capital quotas from the Incorporated Company, held by third parties, thus remaining the Incorporating Company as the sole partner, with 100% (one hundred percent) of the Incorporated Company's capital. Considering the savings that this measure will provide, a decision was made to legally unify both companies by means of incorporation, resulting in only one company – the Incorporating Company.

The incorporation will not result in changes in the course of operations, which will continue to be fully performed by the Incorporating Company, without prejudice to their continuity and with the same quality level. The incorporation will not result either in prejudice to the shareholders, employees, creditors and customers, whose rights are fully assured.

The operation of incorporation will involve two companies that belong to the same economic group. The main reasons for such an incorporation are the convergence of corporate interests and the redefinition of the corporate structure of the companies involved, so as to rationalize corporate operations and reduce administrative and operating costs, seeking, as a result, equity, financial and fiscal benefits, among others.

The changes in the Incorporating Company's By-Laws, resulting from the incorporation, to be submitted to the Extraordinary General Meeting, include only the adjustment of its corporate purpose, so as to comprise all operating activities of the Incorporated Company, not including any activity outside the area of operation of the Incorporating Company.

We estimate that about R\$ 450.000,00 (Four hundred and fifty thousand Reais) will be necessary to cover expenses related to the administrative processes to file corporate acts of trade registry, legal publications, preparation of appraisal reports by a specialized company, and consultants', auditors' and attorneys' fees .

The corporate acts prior to the operations are: (i) Protocol and Justification of Incorporation; (ii) Minutes of the Executive Board's Meeting; (iii) Minutes of the Board of Directors' Meeting; and, (iv) Audit Board's Opinion.

There will be no a swap between the Incorporated Company's quotas and the



Incorporating Company's shares, since the Incorporating Company holds the total capital of the Incorporated Company. The net equity of the Incorporated Company will be compensated for by an installment, of the same value, of the investment account of the Incorporating Company, with the incorporation being made without capital increase in the Incorporating Company.

The net equity of the Incorporated Company was evaluated using the book value method, based on the respective balance sheet as of May 31, 2009, by the specialized company Ernst & Young Auditores Independentes S/S, and the changes in equity to take place between the date of the incorporation balance sheet-base and the date of the effective incorporation will be the responsibility of the Incorporating Company.

Ernst & Young Auditores Independentes S/S, the company responsible for such an evaluation, has declared that there is no conflict or communion of interests, directly or indirectly, nor any other circumstance representing conflict of interest in relation to the rendered services.

There is no non-recorded composition of assets and contingent liabilities to be taken over by the Incorporating Company as the legal successor of the Incorporated Company; nor risk factors were detected, and the operation will not cause any accrued assets or accrued liabilities.

This operation is not subject to the approval of regulating authorities or of authorities that defend the Brazilian and foreign competition, as they consist of merely a corporate restructuring, without any marketing implication that would require such examinations.

All conditions to which this operation is subject to are highlighted in this statement. There are no, at the moment, definitions on specific corporate events that the Incorporating Company intends to hold.

The minutes of the Executive Board's and Board of Directors' meetings; the Audit Board's Opinion; the Protocol and Justification of Incorporation including the respective corporate alteration; and the final Appraisal Report are available at the Company's headquarters and on the world wide web home page of the Company, www.randon.com.br/ri; of the Exchange Commission (CVM) home page, www.cvm.gov.br, and of the Stock Exchange of São Paulo (Bovespa), www.bovespa.com.br

Caxias do Sul, June 10, 2009.

Astor Milton Schmitt,
Investor Relations Director.