



RANDON S.A. IMPLEMENTOS E PARTICIPAÇÕES

CNPJ n.º 89.086.144/0001-16

Listed Company

RELEVANT FACT

In compliance with paragraph 4th of Article 157, Law 6404/76 and CVM Directive no. 358/02, as provided in the Relevant Fact publicized on November 23, 2009, the Company informs that the controlling shareholder *DRAMD Participações e Administração Ltda (DRAMD)* and the shareholder *Caixa de Previdência dos Funcionários do Banco do Brasil – Previ (PREVI)*, have signed the “Private Exchange Agreement of Stock Issued by Randon S.A.- Implementos e Participações”, the purpose of which is the exchange of 5,500,000 common shares held by PREVI for 4,782,608 preferred shares held by DRAMD, that is, at the ratio of 1.15 common shares for one preferred share. The operation will be effective on the condition that it is approved by *Comissão de Valores Mobiliários (CVM)* (Securities and Exchange Commission of Brazil) and other bodies to which any of the parties is subject to, and will be carried out by means of a Public Offering of Shares) (POS) to be later on formulated by DRAMD. Caxias do Sul, January 6, 2010.

Astor Milton Schmitt
Investor Relations Director