



RANDON S.A. Implementos e Participações

Listed Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Audit Board Meeting – Minutes no. 86

On February 26, 2010, at 9:00 AM, at the Company`s headquarters located on Abramo Randon Avenue, no. 770, in Caxias do Sul, RS, the Audit Board members gathered to follow the established Agenda; they delivered their opinion on items II, III and VII of Article 163, of Law 6404/76, and unanimously approved the content of it for the purposes of Article 30, item VI of CVM (Brazilian Securities Commission) Instruction no. 480, dated December 7, 2009, as follows: "Fiscal Audit`s Opinion. Pursuant to legal dispositions, the Audit Board of Randon S.A.-Implementos e Participações has examined the Management Documents for the fiscal year ended December 31, 2009, namely: 2009 Performance Report. Financial Statements and their Notes, Opinion issued by the independent auditors, and Proposal of the Executive Board on Allocation of 2009 Net Income, which includes the proposal to distribute dividends; They listed to the Administrators and representative-partner of Ernst & Young Auditores Independentes SS concerning those documents, and expressed their opinion that the Report is a faithful description of the business and main administrative facts taken place during the year, the Financial Statements accurately represent the equity of the company and its mutations during the year, the Executive Board`s proposal complies with the law and Company`s Bylaws, and the allocation of dividends corresponds to statutory provisions, including the payments already made of interest on capital payable attributed to dividends, and additional share to be declared during the Ordinary General Meeting. The Audit Board recommends that the Ordinary General Meeting approves the referred documents. Caxias do Sul, February 26, 2010. Carlos Osvaldo Pereira Hoff, Luiz Gonzaga Pinto Junior and Benilda Waschow. "The entire content of the Fiscal Board`s Opinion may be withdrawn from these minutes for disclosure purposes. These minutes were read, approved and then signed by the Board members. Caxias do Sul, February 26, 2010.

Carlos Osvaldo Pereira Hoff

Luiz Gonzaga Pinto Júnior

Benilda Waschow