Ordinary and Extraordinary General Meetings held on April 8, 2010
Administrators'` Comment on the Financial Standing of the Company pursuant to Section 10 of the Reference Form.

RANDON S.A. IMPLEMENTOS E PARTICIPAÇÕES

C.N.P.J. 89.086.144/0001-16

NIRE nº 43300032680

Public-Limited Company

In compliance with CVM Instruction 480, of December 7, 2009, we report the Administrators` comments pursuant to section 10 of said Instruction.

1) Administrators` Comments

a) General Financial and Equity Conditions:

2007

The year 2007 was an outstanding year in Randon Companies history, with positive records in terms of results and growth. Our total gross revenue (without eliminating inter-company sales) reached R$ 3.6 billion, our consolidated EBITDA was R$ 388.6 million and our consolidated profit was R$ 173.4 million. All this reflects our constant pursuit of excellence within a favorable economic scenario that brings positive prospects for the automotive sector.

Freight transport and logistics are present in most economic sectors and Randon benefits from these acceleration movements, as a result of its high product and market diversification.

We highlight the continued process of business expansion in the primary, agribusiness, mining and bioenergy sectors, as well as in the Brazilian durable and non-durable consumer goods. Concurrently, OEM companies are not only announcing investments in the expansion of their production capacity, but are also establishing Brazil as an export platform in this segment.

2008

The automotive chain benefited from the fast-paced economy in the country in 2008. Many records were broken. Not even the escalation of the financial crisis took the shine of the numbers accumulated in the year under review. This scenario has also directed the results of Randon Companies.

The main highlights of the period were:

- The **Total Gross Revenue,** before consolidation**,** was **R$ 4.6 billion,** an increase of **26.6%** as compared to 2007;
- **The Consolidated Net Revenue** reached **R$ 3.1 billion**, a rise of **20.9%** as compared to 2007;

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- The **EBITDA** was **R$ 520.8 million**, an increase of **34.0%** when compared to 2007;
- **R$ 231.1 million** of **consolidated net profit** in 2008**,** up **33.3%** from 2007, and **Net Margin** of **7.6%.**

The company is focused on solutions that address cargo transport and related components, interacting with the various economic sectors. Wherever there is a need for cargo transport, Randon is there with its products, whether roadway, railway, or components and parts that comprise a large part of the trucks, buses and semi-trailers manufactured in Brazil and abroad. This broad range of products connects us with a wide customer base, reducing risks of concentration in specific sectors of the economy. And when all sectors perform positively, we do likewise. This is confirmed by the results we achieved in this fiscal period.

The year was also marked by inflation in the consumables chain. Changes in prices of commodities, iron and steel, energy-generating products, oil and derivatives hit us all at a global level. The Company worked intensively to preserve competitiveness and income, whether with cost-constraint actions, scale efficiency gains or efforts in the commercial and financial area.

The escalation of the financial crisis in the last quarter of the year significantly impacted demand and investments in all sectors. In Randon Companies, some orders were cancelled in the area of road equipment and adjustments had to be made in the OEMs` purchase schedules. These events resulted from credit crunch, as it has been extensively covered by the national and international press. The Companies will keep on following up possible adjustments in production and consumption patterns.

In 2008, R$ 280.7 million was invested in production capacity expansion, assets renewal/ modernization, and integration of the supply chain, environment, and people development. Despite this downside and challenging scenario, a minimum investment level will be maintained in 2009, expecting a recovery of growth and an improved outlook in business level.

Some comments and detailed performance indicators follow below.

In 2008, R$ 280.7 million was invested in production capacity expansion, assets renewal/ modernization, and integration of the supply chain, environment, and people development. Despite this downside and challenging scenario, a minimum level of investment will be maintained in 2009, believing in the recovery of growth and in an improved outlook in business level.

2009

A detailed look at the year 2009 reveals quite different moments and situations: extremes caused by the global financial crisis in the last quarter of 2008, and the euphoria caused by business pickup in the three last months of the year. The period defines precisely the moment that required greater caution until the rebound in economic activity: exactly one year.

The crisis caused a sharp decrease in demand, cancellations of production orders and a halt in foreign markets. These events were enhanced by lack of credit and lack of confidence. As a result, the early months of 2009 were rather difficult for the Company, unprecedented in recent years. And although the whole year has been mostly challenging, the Company`s proactive stance in the face of uncertainty led to a satisfactory performance in closing the cycle.

The main highlights of the period were:

- **Total Gross Revenue,** before consolidation**,** was **R$ 3.7 billion,** a decrease of 18.6**%** as compared to 2008;
- **Consolidated Net Revenue** reached **R$ 2.5 billion**, a decrease of 19.3**%** as compared to 2008;
- **EBITDA** was **R$ 300.8 million**, a decrease of **42.2%** when compared to 2008;
- **R$ 138.9 million** of **consolidated net profit** in 2009**,** down 39.9**%** from 2009, and **Net Margin** of 5.6**% over the consolidated net revenue.**

During the moment of greatest stress, the Company adopted, inter alia, in agreement with its employees and labor union, a system of flexible working hours, providing cost savings, production capacity adjustment, and maintenance of jobs. On the marketing aspect, the commercial areas were instructed to analyze the market and its possibilities in a dynamic, creative and innovative approach aimed at maintaining and expanding market share irrespective of the segment.

The demand rose only when the Government launched the package of counter-cyclical measures (tax waiver, extended-term financing, and reduction in costs of funding) announced in the first half of the year. In particular, the adjustments and benefits related to financing of commercial vehicles were the drivers of the recovery in demand in the fourth quarter, with significant progress in sales of trucks and trailers/semi-trailers from September on.

The fact that the Company operates within several economic sectors allowed it to enjoy the few good moments during the year in each sector and translate this into new demands. It is worth noting some significant orders we received in the area of trailers/semi-trailers, specialty vehicles and rail cars.

In the sphere of investments, the company prioritized allocations for the completion of investments initiated prior to 2009. In the year under analysis, R$ 123 million was invested. Despite the aforementioned challenges, this level of investment reinforces the belief in the resumption of growth and business.

b) **Capital structure and the possibility of redemption of shares or quotas, including:**

i) **Redemption Assumption**

Not applicable.

ii) **Formula for calculating the redemption value**

Not applicable.

c) **Ability to pay its financial commitments**

Randon is fully able to pay all its short and long-term financial commitments. This position has been stable over the years, as evidenced by its liquidity and solvency indexes. This continued economic-financial health results from its conservative strategy of managing assets, maximizing the turnover of operating assets and sizing its investments in order not to exceed the laid down indebtedness standards.

Rights and obligations related to resources from "Consórcio" members"

It refers to outstanding amounts to be received from Randon Adminstradora de Consórcio Ltda., arising from judicial collection due to the closure of groups, transferred to Randon Administradora, as defined in Circular No. 3084.issued by Banco Central do Brasil on January 31, 2002 . After the completion of the judicial collection proceedings, these resources are proportionately shared among the beneficiaries of the group.

d) Sources of financing for working capital and for investments in the non-current assets used.

The Company has operations related to advances on exchange contracts (ACCs), lines of pre payments and pre-shipments linked to export operations.

Additionally, the Company uses, in addition to its own resources, lines of credit with financial institutions for the financing of non-current assets, such as FINEP and BNDES.

e**) Sources of financing for working capital and for investments in non-current assets intended to be used to cover liquidity deficiencies.**

ACCs, pre-payment, pre-shipment, FINEP and BNDES.

f) Levels of indebtedness and the characteristics of such debts, also describing:

i. Relevant loan and financing agreements;

ii. Other long-term relationships with financial institutions

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Financing (R$ million)

	Indexer	Interest	Parent Company 2009	Parent Company 2008	Parent Company 2007	Consolidated 2009	Consolidated 2008	Consolidated 2007
Moeda nacional:								
FINAME	URTJLP / TJLP	2.5% a 5.6% a.a.	**-**	28	112	**495**	1,575	2,743
FINEP	TJLP	2.5% a 3% a.a.	**38,846**	12,170	15,491	**90,528**	66,710	45,447
Bank loans	TJLP	0.5% a 2.5% a.a.	**-**	-	4,062	**-**	103	8,593
Leasing Agreements	CDI	0.1% a 0.2% a.m.	**1,706**	3,853	-	**1,777**	4,087	-
Tax incentive- Fundopem	IPCA	3.0% a 4.0% a.a.	**753**	-	-	**11,652**	7,713	-
BNDES	URTJLP / TJLP	2.2% a 5.4 % a.a.	**259,482**	153,854	131,285	**560,253**	321,871	255,233
Foreign currency:								
Advances on exchange contracts related to pre-export payment, in the amount of US$ 8.500 thousand in the parent company and US$ 31.402 thousand in the consolidated figures.	Exchange variation + Libor	2.65% a 6.15% a.a.	**14,800**	38,683	40,266	**54,677**	74,273	69,049
Financing of US$ 27.742 thousand in the parent company and US$ 50.212 thousand in the consolidated figures	Exchange variation + Libor	0.75% a 6.17% a.a.	**48,305**	78,039	16,759	**87,430**	132,166	27,559
Loan for working capital in the amount of US$ 12.264 thousand	Exchange variation	11.5% a 12.5% a.a.	**-**	-	-	**21,354**	7,723	2,550
BNDES	UMBND / Variação Cambial	2.5% a 4.5 % a.a.	**7,798**	13,857	7,731	**41,799**	38,526	25,281
			371,690	300,484	215,706	**869,965**	654,747	436,455
Installment to amortize in the short term, classified as current liabilities			**34,173**	107,826	105,336	**166,699**	225,231	229,335
Noncurrent liabilities			**337,517**	192,658	110,370	**703,266**	429,516	207,120

The installments classified as noncurrent liabilities have the following payment schedules:

	Parent Company	Consolidated	Parent Company	Consolidated
Year of maturity:	**2009**	**2009**	**2008**	**2008**
2010	-	-	32,488	108,076
2011	**39,193**	**104,721**	39,246	84,733
2012	**208,674**	**393,044**	33,200	73,829
2013	**28,376**	**71,877**	25,096	53,142
2014 até 2021	**61,274**	**133,624**	62,628	109,736
	337,517	**703,266**	192,658	429,516

Financing and loans are secured by guarantees for controlled companies in the amount of R$ 240,114 (R$ 191,179 on December 31, 2008), mortgage in the amount of R$ 36,000 (R$ 17,000 on December 31, 2008) in the parent company and R$ 49,432 (R$ 59,111 on December 31, 2008) consolidated; securities and trust property in the amount of R$ 18,370 (R$ 18,398 on December,31, 2008) in the Parent Company and R$ 65,779 (R$ 137,661 on December 31, 2008) consolidated; promissory notes and guarantee letter in the amount of R$ 14,946 (R$ 36,375 on December 31, 2008) in the Parent Company and R$ 17,332 (R$ 57,575 on December 31, 2008) consolidated.

The financing agreements with the International Finance Corporation - IFC, in the amount of R$ 151 in the parent company and R$ 1418 consolidated, classified as current liabilities, and R$ 41,335 in the Parent Company and R$ 57,586 consolidated, classified as non-current liabilities on December 31, 2009, and contracts with *Banco Nacional de Desenvolvimento Econômico e Social - BNDES* contains restrictive clauses which include, among others, partial or total advance of maturity when certain financial indexes (current liquidity, long-term debt and coverage of debt) are not met.

In the Parent Company, the financing contract with the International Finance Corporation - IFC, presented, on December 31, 2009, a noncompliance in the long-term debt, but the Company obtained a formal statement from IFC, stating that it will not require any of the compensations provided for in the contract due to the failure in complying with this long-term index. Despite the approval by the Institution, the Company has taken steps in order to restore the agreed performance indicators.

In the Parent Company, the “C” loan, signed with the IFC, whose final maturity would be on October 15, 2008, contains a clause guaranteeing to IFC the right to replace the loan for preferred shares through the exercise of the conversion option, at any time. The option was exercised by the IFC on November 07, 2008, and the Company gave the amount of preferred shares to cover the amount outstanding on the date of settlement.

On August 10, 2009, CVM (Securities and Exchange Commission) approved the transfer of 462,519 preferred shares held in treasury by the Company, at the market price, totaling R$ 5,610, thus paying off the "C" loan to IFC.

Sources of additional liquidity

The Company has used its own cash generation and instruments backed by exports for use in its need for resources. Although unused in recent years, the Company has good levels of assessment with financial institutions, which allows quick access to lines of credit.

iii. Subordination Degree of Debts

Not applicable.

iv. Any restrictions imposed on the issuer, in particular in relation to debt limits and in contracting new debt, distribution of dividends, the sale of assets, the issuance of new securities and the sale of shareholding control.

Not applicable.

g) **Limits in Use of Financing already contracted**.

Not applicable.

h) **Significant changes in each financial statement item**.

Not applicable.

1.2. Administrators'` Comments
The commentary below includes the following items:

a. **Results of Issuer`s Operations:**

i. Description of any major components of revenue

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ii. Factors that have materially affected the operating results.

b. Changes in revenue attributable to changes in prices, exchange rates, inflation, changes in volumes and introduction of new products and services.

c. Impact of inflation, changes in the price of key inputs and products, exchange rate and interest rate in operating income and financial results of the issuer.

Below is the Statement of Financial Information of the fiscal years ended December 31, 2009, December 31, 2008, and December 31, 2007. The summarized table below helps understand the data.

	2009	2008	2007
Total Gross Revenue without eliminations	3,703,828	4,551,299	3,595,303
Consolidated Net Revenue	2,469,544	3,059,478	2,530,223
Consolidated Gross Income	578,187	833,690	671,112
Consolidated Net Income	138,950	231,111	173,359
Own Operating Income (EBIT) - Consolidated	243,632	453,276	336,553
Consolidated EBITDA	300,841	520,757	388,618
Consolidated Net Financial Debt	184,836	333,205	128,124
Consolidated Net Financial Result Financial Earnings – Financial Expenses	36,012	(35,399)	571
Consolidated Administrative and Commercial Expenses	(327,901)	(356,084)	(311,143)
Consolidated Income per Share	0.86	1.45	1.08

Values in R$ Thousand

Consolidated net income in 2009 reached R$ 138.9 million. This amount represented a net margin (net income x net revenue) of 5.6%.

In 2008, consolidated net income reached R$ 231.1 million for the year or 33.3% more than the year 2007. This represented an increase in net margin (net income x net revenue) from 6.9% in the previous year to 7.6% in 2008.

In summary, the main items influencing the results of the last 3 fiscal years were:

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Cost of Sold Products

The cost of sold products represented 73.5% of the consolidated net revenue, or R$ 1,9 billion in Fiscal Year 2007, an increase of 24.4% over the R$ 1.5 billion referring to the same period in 2006, which represented 73.9% of the net revenue.

Gross Income

The gross profit reached R$ 671.1 million in the year, representing 26.5% of the consolidated net revenue, a rise of 27.3% in relation to the same period in 2006, when the gross profit amounted to R$ 527.1 million, 26.1% of the consolidated net revenue.

Operating Expenses (Administrative/ Sales/ Others)

The operating expenses in 2007 represented 13.2% of the consolidated net revenue, against 13.7% in 2006, resulting in R$ 334.6 million (R$ 276.2 million in 2006). As mentioned in our quarterly interim reports, some of these expenses such as commissions, freight costs, and profit sharing have increased during the period due to also increased revenue and results. In percentage terms, the 0.5 percentage points reduction resulted from budgetary controls and programs aimed at reducing costs and expenses.

Cash Gross Generation (EBITDA)

The EBITDA (cash gross generation) totaled R$ 388.6 million, 15.4% over the net revenue of the period, against R$ 294.9 million in 2006 (14.6% over the net revenue). The profit margins continued to gradually recover towards historic levels, despite some cost increases in steel and iron, labor cost, and despite the appreciation of the Real.

Financial Result

The consolidated net financial result (financial revenues less expenses) decreased from R$ 3.3 positive million in 2006 to R$ 0.6 million positive in 2007.

The consolidated net bank debt, which was R$ 60.4 million in 2006, rose to R$ 128.1 million in December 2007, equivalent to one multiple of 0.33 of EBITDA. This increase resulted from investments made in the period, within the previously reported 5-Year Investments Plan.

Non-Operating Result

The non-operating result in 2007 reached the positive value of R$ 5.2 million against the positive value of R$ 2.0 million in 2006. A significant portion of this value refers to an asset sale of our controlled company Fras-le, made in the first quarter of 2007.

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2008

Cost of Sold Products

The cost of sold products accounted for 72.8% of the consolidated net revenue, or R$ 2.2 billion in Fiscal 2008 against 1.9 billion in the same period in 2007, which represented 73.5% of the net revenue.

Gross Income

Gross profit was R$ 833.7 million in the cumulative result of fiscal 2008, representing 27.2% of the consolidated net revenue, up 24.2% from the same period in 2007, when the gross profit totaled R$ 671.1 million, or 26.5% of the consolidated net revenue.

Operating Expenses (Administrative/ Sales/ Others)

Operating expenses in fiscal 2008 accounted for 12.4% of the consolidated net revenue, against 13.2% in the previous year, resulting in R$ 380.4 million (R$ 334.6 million in 2007). Expenses such as commissions, freight and profit sharing have increased during the period as a result of incremental sales and results. In percentage terms, there was a reduction of 0.8 points as a result of budgetary programs and controls aimed at reducing costs and expenses.

Cash Gross Generation (EBITDA)

EBITDA (cash Gross generation) totaled 520.8 million, 17.0% over the net revenue in the period, against R$ 388.6 million, 15.4% of the net revenue. The profit margins recorded growth, despite cost increases in iron/ steel and labor.

Financial Result

Consolidated net financial result (sales less expenses) decreased from R$ 0.6 million positive in fiscal 2007 to R$ 35.4 million negative in fiscal 2008.

Consolidated net bank debt, which in 2007 was R$ 128.1 million, rose to R$ 333.2 million in late 2008, equivalent to one multiple of 0.64 of EBITDA. Scheduled investments made in the period and the appreciation of the dollar against the real (concentrated on the second half of the year on loans and derivatives) were the factors responsible for this increase.

Non-Operating Result

Non-operating result in fiscal 2008 reached positive R$ 2.0 million against a result of R$ 5.2 million positive in fiscal 2007. A significant portion of the 2007 amount refers to the sale of an asset of our controlled company Fras-le, made in the first quarter of 2007. No significant events took place in 2008.

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2009

Cost of Sold Products

The cost of sold products accounted for 76.59% of the consolidated net revenue or R$ 1.9 billion in fiscal year 2009 compared to R$ 2.2 billion for the same period of 2008, representing 72.8% of the net revenue.

Gross Income

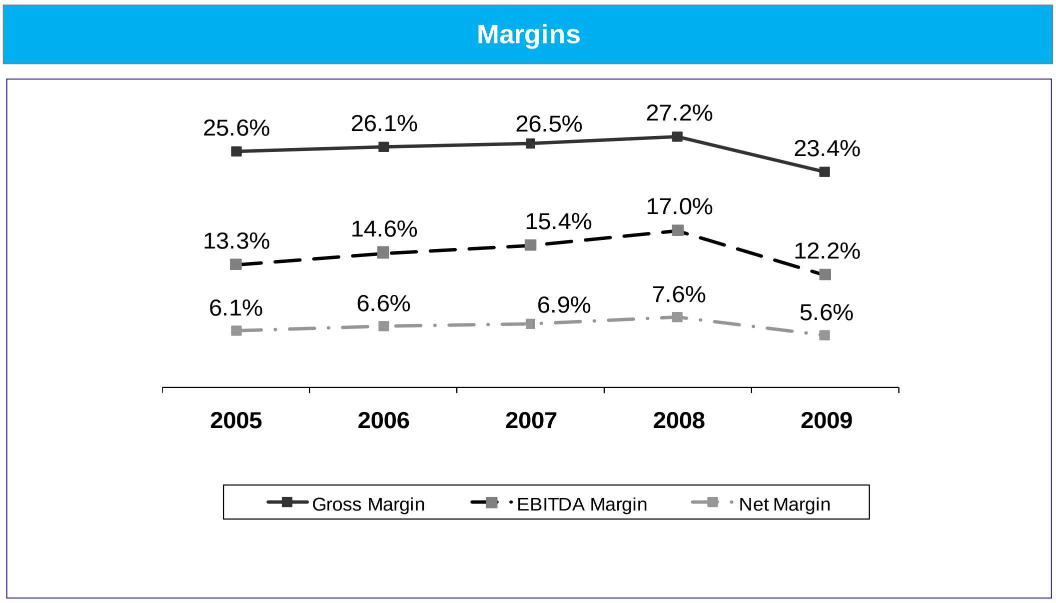
Gross profit was R$ 578.2 million in the cumulative result of fiscal 2009, representing 23.4% of the consolidated net revenue, down 30.6% from the same period in 2008, when the gross profit totaled R$ 833.7 million, or 27.2% of the consolidated net revenue.

Operating Expenses (Administrative/ Sales/ Others)

Operating expenses in fiscal 2009 accounted for 13.5% of the consolidated net revenue, against 12.4% in the previous year, resulting in R$ 334.6 million (R$ 380.4 million in 2008). This increase, in percentage terms, is directly related to the reduction in revenue in the period.

Gross Cash Generation (EBITDA)

EBITDA (cash gross generation) totaled 300.8 million, 12.2% over the net revenue for the period, against R$ 520.8 million in 2008, 17.0% of net revenue. Profit margins decreased due to lower economies of scale. This is unrelated to the reduced fixed income costs and low bargaining power resulting from the current economic scenario, which are aimed at increasing our market share.



Note: When calculating EBITDA, effective as of 2009, we have considered Instruction OCPC02 – Clarifications on 2008 Accounting Standards issued by the Accounting Standards Board, based on Law 11.638/07, of Corporations, regarding the record of non-operating result (R$ 2.0 positive million in 2008), which now records this entry together with that of operating earnings/expenses.

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Financial Result

Consolidated net financial result (sales minus expenses) increased from R$ 35.4 million negative in fiscal 2008 to R$ 36.0 million positive in fiscal 2009.

Consolidated net bank debt, which in 2009 was R$ 333.2 million, decreased to R$ 184.8 million in late 2009, equivalent to a 0.6 multiple of EBITDA. Reduced investments and reversed results in financial derivatives, going from negative to positive, were the main drivers of this change.

1.3. Significant effects caused by the events below or that are expected to cause in the financial statements of the issuer and its results:

a. Introduction or disposal of the operating segment

Not applicable.

b. Constitution, acquisition or disposal of equity interest

As decided by the Extraordinary General Meeting held on June 30, 2009, it was approved the incorporation of the controlled company Randon Veículos Ltda. The incorporation was based on studies indicating economy in administrative and operating activities, with financial and fiscal results.

The incorporated amounts are summarized as follows (em R$ million):

Current assets	60,020
Noncurrent assets	
Long-term assets	315
Fixed assets	2,051
Current liabilities	(17,015)
Long-term liabilities	(809)
Net amount incorporated	44,562

The incorporated net amount includes the result recorded in the period from January 1 to June 30, 2009, stated as follows:

Net sales	40,613
Cost of services	(30,138)
Operating expenses	(5,352)
Other operating income (expenses), net	(450)
Income tax and social contribution	(1,038)
Net income for the period	3,635

New Controlled Company

On September 28, 2009, a new controlled company was registered with the Trade Registry Office of the State of Rio Grande do Sul, Randon Investimentos Ltda., of which the Company holds 99.9960% of its capital stock, and whose payment was made by transferring financial resources in local currency, amounting to R$ 25 million on October 30, 2009.

That controlled company`s purpose is solely to participate in other companies, which are characterized for being financial institutions or other institutions that have received authorization to operate from Banco Central do Brasil. This is a step towards the formation of the Banco Randon S/A., which received permit, from Banco Central, to proceed with the corporate actions related to its establishment, on August 6, 2009.

c. Unusual Events or Operations

Nothing to highlight.

1.4. The Directors should make comments

a. Significant changes in accounting practices

b. Significant Events in Accounting Practices

The individual and consolidated financial statements have been prepared in accordance with accounting practices adopted in Brazil, which include the corporate law, the pronouncements, guidelines and interpretations issued by the Brazilian Accounting

Pronouncements Committee (CPC) and the rules issued by the Securities Exchange Commission (CVM).

In the preparation of the individual and consolidated financial statements of 2008, the Company adopted for the first time the changes in the corporate law, introduced by Law No. 11,638, approved on December 28, 2007, as amended by its Provisional Measure No. 449, of December 3, 2008.

Initial adoption of Law No. 11638/07

The Company has elected to prepare the transition balance sheet on January 1st, 2008, which is the starting point of the accounting procedures in accordance with the Corporation Law as amended by Law 11.638/07 and Provisional Measure 449/08. The changes introduced by this legislation are characterized as a change in accounting practices. However, as permitted by Technical Statement CPC 13 - Initial Adoption of Law 11.638/07 and Provisional Measure No. 449/08, approved by Resolution No. 565 of December 17, 2008, all adjustments that could possibly impact the results have been made against profits and losses accumulated on the transition date, in accordance with Art. 186, of Law 6404/76, without retrospective effects on the financial statements.

Adjustments concerning the Initial Adoption of Law 11.638/07 and Provisional Measure No. 449/08 in the Balance Sheet on the Date of Transition - January 1, 2008.

a) Parent Company

		Date of Transition – Jan 01, 2008		
	31/12/07 Balance	Adjustments		Balance
Net Equity	623,894	3,307		627,201
Capital stock	279,000	-		279,000
Revaluation reserves	8,092	-		8,092
Retained Earnings	-	3,307	{a}	3,307
Profit reserves	364,428	-		364,428
Shares kept in treasury	(27,626)	-		(27,626)

Summary of Adjustments

{a} Adjustments against retained earnings	3,307
{a1} Derivative financial instruments measured at fair value through results	3,645
{a2} Financial leases	506
{a3} Adjustments to present value	(671)
{a4} Equity adjustments on controlled companies	1,066
{a5} Income tax and Social Contribution	(1,239)

b) Consolidated

		Date of Transition – Jan 1,2008		
	31/12/07 Balance	**Adjustments**		**Balance**
Net Equity	622,944	3,307		626,251
Capital stock	279,000	-		279,000
Revaluation reserves	8,092	-		8,092
Profit reserves	363,478	-		363,478
Retained earnings	-	3,307	{a}	3,307
Shares kept in treasury	(27,626)	-		(27,626)

Summary of Adjustments

{a} Adjustments against retained earnings	3,307
{a1} Derivative financial instruments measured at fair value through results.	8,644
{a2} Financial leases	586
{a3} Adjustments to present value	(2,130)
{a4} Interest by non-controlling shareholders on controlled companies` adjustments.	(1,019)
{a5} Deferred Income Tax and Social Contribution	(2,774)

Statement of Effects on income and net equity on December 31, 2008 resulting from the initial adoption of Law 11.638/07 and Provisional Measure 449/08.

a) In Income	**2008** **Parent Company**	**2008** **Consolidated**
Profit for the year ended December 31	231,595	231,111
Adjustments of the effects of initial adoption of the Law 638/07 and Provisional Measure no. 449/08	3,307	3,307
Financial instruments measured at fair value through results	(172)	(565)
Assets depreciation expense obtained through financial lease contracts	834	1,033
Financial expenses resulting from financial lease contracts	1,050	1,065
Reversal of leasing costs	(2,152)	(2,535)
Adjustments to present value of accounts receivable and accounts payable:		
Financial income	(13,352)	(36,890)
Financial expense	4,393	13,300
Sales revenue	14,414	39,457
Cost of goods sold	(4,329)	(13,895)
Conversion accumulated adjustments	2,839	4,830
Temporary differences of income tax and CSLL	(233)	(329)
Equity	862	-
Participation of non-controlling shareholders	-	(1,317)
Net income without the effects of Law no. 11.638/07 (Adjusted net income)	239,056	238,572
Total net adjustments resulting from the adoption of Law no. 11.638/07 and Provisional Measure no. 449/08	7,461	7,461

b) In Shareholders` Equity

	2008	**2008**
	Parent Company	**Consolidated**
Shareholders` equity on December 31.	788,915	787,481
Adjustments on transition date recognized in		
Profit reserve	(3,307)	(3,307)
Conversion accrued adjustments	(2,839)	(2,839)
Difference between the net result of 2008 and the adjustment result	7,461	7,461
Shareholders` equity on December 31, 2008 without the effects of Law 11.638/07and Provisional Measure no. 449/08	790,230	788,796

c. Provisos and highlights in Auditors` Report.
There were not.

1.5. Indicate and make comments on critical accounting policies adopted by the Company, exploring, in particular, accounting estimates made by management on issues of uncertainty and relevant to describe the financial standing and results, which require subjective or complex judgments, such as provisions, contingencies, recognition of revenue, tax credits, long-term assets, useful life of non-current assets, pension plans, foreign currency conversion adjustments, environmental remediation costs, testing criteria for asset recovery and financial instruments

The financial statements were prepared in accordance with accounting practices adopted in Brazil and Brazil's Securities and Exchange Commission (CVM) rules, in light of the accounting guidelines contained in Brazil's Corporation Law ("Law No. 6404/76") with new pronouncements, guidelines and interpretations issued by Brazil's FASB (CPC).

a) Determination of Profit and Loss

The result of operations is determined on the accrual basis of accounting.

Revenue from product sales is recognized when all the risks and rewards inherent to the product are transferred to the buyer. Revenue from services rendered is recognized upon its realization. Revenue is not recognized if there is significant uncertainty about realization thereof.

b) Accounting Estimates

The preparation of financial statements in accordance with accounting practices adopted in Brazil requires management to use professional judgment in making and recording accounting estimates. Significant assets and liabilities subject to these estimates and assumptions include the net book value of fixed assets, the allowance for doubtful accounts, inventories and deferred tax assets, the provision for contingencies and assets and liabilities linked to employees' benefits. Settlement of transactions involving such estimates may result in significantly different amounts from those estimated due to inaccuracies inherent to the estimation process. The Company reviews its estimates and assumptions at least on a quarterly basis.

c) Financial Instruments

Non-derivative financial instruments include short-term investments, accounts and other receivables, cash and cash equivalents, loans and financing as well as accounts payable and other liabilities.

Non-derivative financial instruments are initially recognized at fair value plus, for instruments that are not recognized through profit and loss, any directly attributable transaction costs. Non-derivative financial instruments are subsequently measured as described below:

Instruments held to maturity

If the Company has the intention and capacity to maintain its financial instruments to maturity, these are classified as held to maturity. Investments held to maturity are measured at amortized cost using the effective interest rate method, less impairment.

Financial instruments at fair value through profit and loss

An instrument is classified at fair value through profit and loss if maintained for trading, i.e. denominated as such upon initial recognition. Financial instruments are classified as fair value through profit and loss if the Company manages these investments and makes purchase and sale decisions based on their fair value according to the investment and risk strategy documented by the Company. After initial recognition attributable transaction costs are recognized in the statements of income when incurred. Financial instruments at fair value through profit and loss are measured at fair value and any fluctuations are recognized in the statements of income.

Available for sale:

Financial assets that do not fit into the categories described above. After initial recognition they are stated at fair value and their changes, except impairment and foreign currency differences of these instruments are recognized directly in shareholders' equity, net of tax effects. When an investment is no longer recognized, accumulated gain or loss in shareholders' equity is transferred to the statements of income.

Other

Other non-derivative financial instruments are measured at amortized cost using the effective interest rate method, less impairment, if any.

Derivative financial instruments

The Company has derivative financial instruments to hedge risks related to foreign currencies and interest rates.

Derivatives are initially recognized at fair value and attributable transaction costs are recognized in the statements of income when incurred. After initial recognition, derivatives are measured at fair value and changes are recorded in the statements of income.

d) Foreign currency

The Company's management defined that its functional currency is the Brazilian Real according to the rules in CPC 02 – Effects from Changes in Exchange Rates and Translation of Financial Statements, approved by CVM Rule No 534.

Transactions in foreign currency, i.e. all those not carried out in the functional currency, are translated at the exchange rate of each transaction date. Monetary assets and liabilities in foreign currencies are translated to the functional currency at the exchange rate of the closing date. Exchange gains or losses on monetary assets and liabilities are recognized in the statements of income. Non-monetary assets and liabilities acquired or contracted in foreign currency are translated at the exchange rate of the transaction date or on the valuation dates at fair value when this is used. Gains and losses from changes in foreign investments are directly recognized in shareholders' equity in the equity valuation adjustments account and recognized in the statement of income when these investments are sold, whether in fully or in part. The financial statements of foreign subsidiaries or affiliates are adjusted to accounting practices adopted in Brazil and later translated to the functional currency using the exchange rate on the financial statements closing date.

e) Current and non-current assets

Cash and cash equivalents

These include cash, positive account balances and short-term financial investments redeemable within 90 days from the balance sheet date and with very low risk of change in their market value. Financial investments included in cash and cash equivalents are mostly classified as "financial assets at fair value through profit and loss".

Short-term investments

The classification of investments depends on the purpose for which they were acquired and are adjusted to fair value, according the criteria as described in Note 3.c. When applicable, the costs directly attributable to the acquisition of the financial asset are added to the amount recorded originally.

Trade accounts receivable

Trade accounts receivable are recorded at the billed amount, adjusted to present value as applicable, including direct taxes for which the Company is responsible less withholding taxes, which are considered tax credits.

The allowance for doubtful accounts was set up for an amount considered sufficient by management to cover any losses on receivables, based on the individual analysis of trade accounts receivable involving risk of default.

Inventories

These are stated at average cost of acquisition or production, which does not exceed market value and adjusted by a provision for obsolescence, when applicable.

Inventory cost includes acquisition, transportation and warehousing expenses incurred. In the case of inventories of finished products and goods in process, cost includes general production expenses based on normal operating capacity.

Adjustment to present value of assets and liabilities

Monetary assets and liabilities are adjusted to present value when the effect is considered significant with regard to overall financial statements. Present value is calculated for each transaction based on an interest rate reflecting the term and the risk of each transaction. For sales transactions, the Company and its subsidiaries use the Interbank Deposit Certificate (CDI) rate variation, since it is the reference rate used in installment sales.

The contra entry of adjustments to present value of accounts receivable is posted against gross revenue in the statement of income. The difference between the present value of a transaction and the nominal billing amount is considered financial income, appropriated based on the amortized cost and effective interest rate method through to transaction maturity.

The adjustment to present value of purchases is recorded in the suppliers and cost accounts and its realization is matched against the financial expenses account, according to use of the period by suppliers.

Consortium quotas

Evaluated at the amount of credit subject to the investment in quotas of the consortium group up to the balance sheet date. These are classified as receivables.

Investments

Investments in subsidiaries and affiliates with participation in voting capital in excess of 20% or with significant influence and in other companies belonging to the same group or that are under common control are stated by the equity pickup method.

Other investments not fitting into the above category are stated at cost of acquisition, less a valuation allowance, when applicable.

Property, plant and equipment

These are recorded at the cost of build up or construction including interest incurred with loans for the construction thereof. Depreciation is calculated by the straight line method at the rates mentioned in Note 12, which take into consideration the estimated useful lives of the assets.

Expenses with replacement of components of fixed asset items are recorded separately, including inspections and reviews. Other expenses are capitalized only when there is an increase in the economic benefits stemming from these fixed asset items. Any other type of expenditure is recognized in the statement of income as an expense.

Commercial leasing

Financing lease agreements

Certain financial lease agreements substantially transfer the risk and benefits inherent in the ownership of assets to the Company. The contracts are characterized as financial lease agreements and the assets are recognized at fair value or at the present value of current minimum payments provided for in contracts. Assets recognized as such are depreciated by the depreciation rate applicable to each asset group in accordance with Note 12. Financial expenses relating to financial lease agreements are allocated to the statements of income over the term of the agreement based on the amortized cost method and the effective interest rate in accordance with Note 19.

Operating lease agreements

Payments made under operating lease agreements are recognized as expenses in the statements of income under the heading rents and leasing in accordance with the straight line method over lease agreement term.

Intangible assets

Intangible assets acquired separately are measured upon initial recognition at cost of acquisition, later deducting accumulated amortization and impairment, when applicable.

Deferred charges

Deferred charges refer to preoperational expenses. These assets are amortized by the straight line method over a 5 year term.

As allowed by CPC 13 (First-time adoption of Law No. 11638/97 and MP No. 449/08), the Company opted to maintain the deferred charges balance to realization through amortization or write-off matched against income.

Impairment

Property and equipment, intangible assets and deferred tax assets are subjected to impairment testing at least annually, if there is any indication of loss in value.

Current and non-current liabilities

Current and non-current liabilities are stated at known or computable amounts increased, when applicable, by the corresponding charges, monetary and/ or foreign exchange variations incurred through to the balance sheet date. Monetary liabilities are adjusted to present value when the effect is considered significant in relation to overall quarterly financial information. Purchase transactions are recorded at present value, transaction by transaction, based on the interest rate reflecting the term, the currency and the risk of each transaction, with the counter entry recorded in the statements of income under the heading cost of goods sold. The difference between the present value of a transaction and the nominal value of a liability is appropriated to the statement of income during the contract term based on amortized cost and effective interest rate methods.

f) Provisions

A provision is recognized in the balance sheet when the Company has an actual or constructive obligation as a result of a past event and it is probable that economic resources will be required to settle the obligation. Provisions are recorded based on the best estimates of the risk involved.

g) Employee private pension and post-employment benefit plan

Benefit plans are actuarially evaluated at each year end to verify if the contribution rates are sufficient for the formation of reserves necessary to meet current and future commitments. Actuarial gains or losses are recognized on the accrual basis.

For the portion referring to private pension with defined contributions, the private pension plan sponsoring costs are recognized as expenses when the contributions are made.

When the benefits of a plan are expanded, the portion representing increase in benefits related to employee past services is recognized in the statements of income on the straight line basis over the average period until the benefits are vested. When the criteria for obtaining these benefits are immediately met, the expense is immediately recognized in the statements of income.

h) Taxation

Revenues from sales and services are subject to the following taxes and contributions, at the following statutory rates:

	Rates
ICMS – State VAT	7% to 25%
IPI – Federal VAT	0 % to 45%
COFINS – Social Contribution Tax on Gross Revenue for Social Security Financing	0% to 10.8%
PIS – Social Contribution Tax on Gross Revenue for Social Integration Program	0% to 2.3%
ISSQN – Service Tax	2% to 5%

These charges are presented in sales deductions in the statements of income. Non-cumulative PIS/COFINS credits are presented deducting cost of products sold in the statements of income.

Current and deferred income and social contribution taxes are calculated at 15% plus 10% surtax on the portion of taxable income in excess of R$ 240 for income tax and at 9% on taxable income for social contribution tax and consider offset of income and social contribution tax losses, limited to 30% of taxable income.

Deferred tax assets arising from income and social contribution tax losses and temporary differences were recorded in conformity with CVM Rule No. 371 dated June 27, 2002, and take into consideration the history of profitability and expected generation of future taxable income supported by a technical feasibility analysis, approved by the Board of Directors.

i) Government grants

Government grants are recognized in the statements of income over the period and crosschecked with the expenses they intended to offset, on a systematic basis, as long as the conditions of the CVM Rule No. 555, dated November 12, 2008, that approved accounting pronouncement , CPC 07 Government Grants and Assistance are met. While the requirements for recognition in the statement of income are not met, the contra entry of the government grant is recorded in specific liability account (or as reducing assets).

1.6. With respect to internal controls adopted to ensure the preparation of reliable financial statements, comment on:

a. Degree of efficiency of such controls, indicating any flaws and actions taken to correct them

Ordinary and Extraordinary General Meetings held on April 8, 2010
Administrators'` Comment on the Financial Standing of the Company pursuant to Section 10 of the Reference Form.

Based on best practices, Randon maintains an Internal Audit structure, seeking to constantly evaluate the effectiveness and efficiency, as well as keep up all the components of its internal controls system, aimed at mitigating potential losses arising from its exposure to risk and strengthening processes and procedures focused on Corporate Governance.

The above-mentioned structure of dedicated people, as well as investments in technology and people training, confirms that the management of internal controls and compliance level at Randon is effective to meet the requirements of the regulating bodies.

The process and systems flow of the Organization is often re-evaluated and tested to assess the effectiveness of existing controls, with full involvement of the different Areas and resulting in reports to the Board of Directors and Audit Board, in accordance with the main control frameworks.

In the tests that we have carried out, we have not identified, so far, defects which may compromise the security of internal controls.

It is worth noting the benefits, at the corporate level, resulting from the increasing importance that the culture of control is taking on, in addition to investments in technological resources, improvement in the quality of the administrative and operating processes, robustness of the associated controls, and enhancement of applications aimed at best practices in corporate governance .

b. Deficiencies and recommendations on internal controls in the Independent Auditors` Report.
Based on our knowledge and on the work conducted by the independent auditor when assessing the internal control structure, which aims to ensure the adequacy of the financial statements of Randon, we inform that we do not know about any aspects that can significantly compromise the adequacy of our financial statements to the accounting practices adopted in Brazil.

1.7. If the issuer has made a public offer for securities distribution, comment:
a. How have the resulting resources been used?
Not applicable.

b. If there were material deviations between the effective use of resources and the proposed application disclosed in the prospectus of their distribution

Not applicable.

c. If there were material deviations between the effective use of resources and the proposed application disclosed in the prospectus of their distribution.

Not applicable.

d. If there were deviations, the reasons for such deviations

1.8. Describe the relevant items not shown in the financial statements of the issuer, including:

a. **Assets and liabilities held by the Company, directly or indirectly, that do not appear on its balance sheet (off-balance sheet items), such as:**

i. Operating leases, assets and liabilities

Not applicable.

ii. Portfolios of written off receivables, over which the entity maintains risks and responsibilities, indicating their liabilities.
Not applicable

iii. Contracts for future purchase and sale of products or services
Not applicable.
iv. Contracts of Non-Completed Constructions
Not applicable.
v. Contracts for future receipts from financing

Not applicable. .

b. Other items not shown in the financial statements.

Not applicable.

1.9. For each of the items not shown in the financial statements referred to in item 1.8, comment:

a. How such items change or might change the revenue, expenses, operating income, interest expense or other items of the financial statements of the issuer.

Not applicable.

b. Nature and purpose of the operation

Not applicable.

c. Nature and amount of obligations and rights created in favor of the issuer as a result of the operation.

Not applicable.

1.10. Indicate and comment on the main elements of the issuer`s business plan, specifically exploring the following topics:
a. investments, including:
i. Quantitative and qualitative description of the investments in progress and planned investments.

In 2009, R$ 123.3 million was recorded in investments. The year was marked by the completion of several projects included in the 5-Year Investment Plan (2005/2009).

In 1Q09, Randon began to operate its new E-coat paint system. The process received investments of R$ 70 million and provides Randon products with a competitive advantage, unprecedented in this market segment. With this painting process in place and within the celebrations of the 60th Anniversary of Randon Companies, the new Grain Line – 60-Year Series has been launched with a 5-year Warranty for chassis painting. This new painting system is certainly an important competitive edge in the current market.

The year 2009 was also marked by the completion of two major developments: the Proving Ground of Randon Companies and the industrial park of Castertech *Tecnologia e Fundição*, the newest controlled company of Randon conglomerate, which came into operation in 4Q09. When in full production, Castertech will have production capacity of 30 thousand tons / year of castings, and estimated sales of R$ 100 million. Production will be initially targeted to meet the demand of Randon Companies.

Listed below are the total investments made in 2009:

ACCRUED INVESTMENTS - 2009

FIXED ASSETS (In thousands of Reais)	Randon	Fras-le	Master	Jost	Suspensys	Veículos	Consórcio	Argentina	Randon SP	Randon Middle East	Castertech	Total
Machines	9,540	12,760	2,424	1,833	8,163			208	456		6,203	41,587
Buildings	9,223	10,038	3,303	41	5,026				8		4,487	32,126
Land	8										965	973
Tooling	5,393	2,721	687	1,512	2,527			37	163		618	13,658
Building Improvements	2,539	28							77		1,243	3,887
Vehicles	1,532	174	44		20			61	376		251	2,458
Furniture & Fixtures	359	274	283	5	109	3	25	6	34	3	337	1,438
Lab Equipment	179			52							293	524
Computer hardware and software	10,732	831	111	89	139	82	139	28	127		291	12,569
Others	759			279				(1,993)	2,655		12,357	14,057
TOTAL:	40,264	26,826	6,852	3,811	15,984	85	164	(1,653)	3,896	3	27,045	123,277
INVESTMENTS (*) - (Thousands of Reais)	18						1					19
GRAND TOTAL (Thousands of Reais)	40,282	26,826	6,852	3,811	15,984	85	165	(1,653)	3,896	3	27,045	123,296

(*) Other companies' shares or quotas, incentives, etc.

II. Sources of investments` financing.

The financing sources for these investments were Cash Flow Generation, BNDES, IFC and FINEP, as previously shown.

iii. Relevant ongoing divestitures and estimated divestitures.
Not applicable.

b. As long as it has already been disclosed, indicate the purchase of plants, equipment, patents or other assets that should materially affect the productive capacity of the issuer.
Not applicable.

c. New products and services, including:

i. Description of ongoing research already disclosed.
Not applicable.

ii. Total amounts spent by the Company in research to develop new products or services
Not applicable.

iii. Projects under progress that have already been disclosed.

Not applicable.

iv. Total amounts spent by the Company in developing new products or services
Not applicable.

1.11. Comment on other factors that influenced, in a relevant manner, the operating performance and that have not been identified or commented on other items in this section.

No comments.