



RANDON S.A. Implementos e Participações

Publicly-Traded Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes no. 683 of the Board of Directors Meeting

DATE, TIME, VENUE: November 4, 2010, at 10:00 AM, at the Company's headquarters located on Abramo Randon Avenue, 770, Caxias do Sul, RS.

ATTENDANCE: all members of the Board of Directors and Executive Board. CHAIR AND SECRETARY: Raul Anselmo Randon, Chair, and Alexandre Randon, Secretary.

RESOLUTIONS: According to the Agenda known by all and by unanimous vote, the Board members decided: **(1st)** Approve the Financial Statements audited by Ernst & Young Auditores Independentes SS and the Management Report for the third quarter of the year (3Q10/1H10) ended September 30, 2010; **(2nd)** by majority vote, with the abstention of Board Member José Maria Rabelo, not approve the request of the shareholder *Caixa de Previdência dos Funcionários do Banco do Brasil (PREVI)*, submitted at the last Annual General Meeting of the Company, to convene an Extraordinary General Meeting to consider a proposal to change the By-laws in order to install the Audit Board on an ongoing basis. The Board of Directors believes that the installation of the Audit Board should continue to be assessed by the General Assembly, based on criteria of timeliness, usefulness and creation of value for shareholders, considering that the Company is already inspected, on a regular basis, by Internal Audit and Independent External Audit; **(3rd)** by majority vote, authorize the members of the Executive Board, statutory and non-statutory, to take the necessary measures, including signing respective private agreements and public deeds to acquire two plots of land of approximately 100 hectares, located in the district of Juá, São Francisco de Paula (RS), registered under nos. 16.814 and 23.903, in Book 2-RG with the Register of Deeds of that city, for total value not exceeding R\$ 1,369,620.00 (one million, three hundred and sixty-nine thousand, six hundred and twenty Reais); **(4th)** by majority of votes, authorize the Executive Board, statutory and non-statutory, to sign documents related to operations of VENDOR discount credit, to be hired by customers of the Company and its subsidiary Randon Implementos para o Transporte Ltda. and even provide respective personal securities, provided that the following limits and deadlines are met: (i) for the Company, the global rotation limit of R\$ 40.000.000,00 (forty million Reais) in operations with maximum term of up to 12 (twelve) months. Of this amount, the importance of up to R\$ 20.000.000,00 (twenty million Reais) can have a term from 12 (twelve) to 24 (twenty-four months);



and (ii) for the controlled company Randon Implementos para o Transporte Ltda., the global rotation limit of R\$ 10.000.000,00 (ten million Reais), in operations with a maximum term of up to 12 (twelve) months; of this amount, the importance of up to R\$ 5.000.000,00 (five million Reais) can have a term from 12 (twelve) to 24 (twenty-four months). Said operations should preferably be contracted with Banco Randon S.A, or with Banco do Brasil, Banco Bradesco S.A or other financial institutions offering competitive conditions. The Board of Directors recommends that the Executive Board manages such operations so that there is no concentration of risk. This decision replaces the previous decisions of this Board on this matter. Finally, the Board members received updated information on: (i) cancellation of the Public Offering made by the controlling shareholder Dramd Administração e Participações Ltda. for the exchange of preferred shares issued by this latter for common shares of the minority shareholders of the Company, published by Relevant Fact dated October 1, 2010; and (ii) the implementation of accounting procedures in order to adjust them to the financial statements of IFRS - International Financial Reporting Standard. CLOSING: Nothing else to be discussed, these minutes were written up, read, approved and signed by the Board of Directors. Caxias do Sul, November 4, 2010.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

José Maria Rabelo

Hugo Eurico Irigoyen Ferreira