



RANDON S.A. Implementos e Participações

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

Minutes no. 735 of the Board of Directors` Meeting

DATE, TIME, VENUE: February 1st, 2013, at 4:00 PM, at the Company`s headquarters located at Abramo Randon Avenue, 770, Caxias do Sul, RS.

ATTENDANCE: the majority of members of the Board of Directors.

PRESIDING BOARD: Raul Anselmo Randon, Chair, and Alexandre Randon, Secretary.

RESOLUTIONS: The Board members unanimously decided to: **(1st)** authorize the Executive Board, statutory and non-statutory, to take all necessary measures to renew, with Banco Safra S.A., the Bank Guarantee Letter no. 501.701-5, in the amount of R\$ 13.188.000,00, at the cost of 0.50% per year and maturity on October 1st, 2014, in order to guarantee the repayment of the payment made in advance of part of the value regarding the purchase contract of "Dumper" trucks by Mineração Usiminas S.A. or by another company belonging to the same economic group, in case of violation of obligations by the company. The Board members Célia Maria Xavier Larichia and Hugo Eurico Irigoyen Ferreira have sent, in writing, by e-mail, their manifestation of agreement with the decisions contained in these minutes.

CLOSURE: There being no other matters to address, these minutes were drawn up, read, approved and signed by the Board of Directors members. Caxias do Sul, February 1st, 2013.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho