

**SUZANO PAPEL E CELULOSE S.A.**

CNPJ/MF nº 16.404.287/0001-55

**MATERIAL FACT**

Suzano Papel e Celulose S.A. ("Company"), pursuant to Paragraph 4 of Article 157 of Law 6,404/76 and CVM Instruction 358/02, informs its shareholders and the market in general that:

The Company has entered into agreements with Mata Mineira Investimentos Florestais Ltda. and Fazenda Turmalina Holdings, LLC. to sell approximately 50 thousand hectares of land in Minas Gerais, with around 13 thousand hectares of eucalyptus plantations. The transaction amount is R\$ 311 million and is subject to adjustments based on due diligence to be conducted by the buyers. Closing and payment of the purchase price is expected to take place during the course of the first semester of 2010.

The assets being sold were not used in paper and pulp production and this transaction does not affect the Company's current operations or future plans.

The sale of these non-core assets is in line with the Company's strategy of optimizing and reallocating capital, and will strengthen its cash position for the investments related to its new growth cycle.

São Paulo, December 14, 2009.

Andre Dorf  
Investor Relations Director