

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

Brazilian Tax ID No. 16.404.287/0001-55

**SUZANO HOLDING S.A.**

Brazilian Tax ID No. 60.651.809/0001-05

**Notice to the Market**

São Paulo, December 21, 2010 - Suzano Papel e Celulose S.A. (Bovespa: SUZB5) (“Company”) and Suzano Holding S.A. (“Suzano Holding”), for compliance with CVM Instruction No. 358/02, as amended, and further to the material fact released on December 20, 2010, in connection with a financing transaction with the Brazilian Economic and Social Development Bank (*Banco Nacional de Desenvolvimento Econômico e Social*), or BNDES, and the related private issuance of compulsorily convertible debentures, announces to shareholders and the market, the following:

1. The controlling shareholders of the Company shall exercise their preemptive rights to subscribe for the debentures convertible into common shares and preferred class “A” shares, expected to be issued within the scope of a financing transaction with BNDES;
2. The underwriting commitment undertaken by BNDES, in an amount up to R\$564 million, will be used to subscribe (i) the number of debentures it will be entitled to acquire in exercising preemptive rights, and (ii) unsubscribed debentures, should there be any debentures left unsubscribed by other shareholders of record at the time of the shareholders’ meeting called to decide on the debenture issue.

São Paulo, December 21, 2010.

Antonio Maciel Neto

Chief Executive Officer and Investor Relations Officer

**Suzano Papel e Celulose S.A.**

Orlando de Souza Dias

Executive Vice-President and Investor Relations Officer

**Suzano Holding S.A.**