



**SUZANO PAPEL E CELULOSE S.A.**  
CNPJ/MF nº 16.404.287/0001-55

**SUZANO HOLDING S.A.**  
CNPJ/MF nº 60.651.809/0001-05

### **MATERIAL FACT**

In the terms of the § 4 of the article 157 of Law 6,404/76 and the provision of Instruction number 358/02 of the Brazilian Securities Commission, **Suzano Papel e Celulose S.A. (Bovespa: SUZB5) (“Company”)** and **Suzano Holding S.A. (“Suzano Holding”)**, communicate to their shareholders and to the market that on 06/27/2011, it was subscribed and paid in the total of the 1,200,000 debentures object of the 5th Company’s issuance, in the total amount of R\$1.279 billion, thus not having unsubscribed shares.

Additionally, they inform that the Shareholders Agreement among the Company, the Suzano Holding, its controlling shareholders and **BNDES PARTICIPAÇÕES S.A. – BNDESPAR (“BNDESPAR”)** entered into on 05/30/2011, started to be effective since 06/27/2011, date of the paying in of the total debentures to which BNDESPAR was entitled in the issuance.

São Paulo, June 28<sup>th</sup>, 2011.

Antonio Maciel Neto

**President Director and of Investors Relations**

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

Orlando de Souza Dias

**Executive Vice-President Director and of Investors Relations**

**Suzano Holding S.A.**