



**FIBRIA CELULOSE S.A.**

Publicly-Held Company

**Corporate Taxpayer's ID (CNPJ/MF): 60.643.228/0001-21**

**Company's Registry (NIRE): 35.300.022.807**

**MATERIAL FACT**

In accordance with the provisions of article 157, paragraph 4, of Law No. 6,404/76 as amended (the "Brazilian Corporate Law"), and CVM Instruction No. 358/2002, as amended, **FIBRIA CELULOSE S.A.**(BM&FBOVESPA: FIBR3 | NYSE: FBR) ("**FIBRIA**" or the "**Company**") informs the market that, has received and accepted a binding offer from CMPC Celulose Riograndense S.A. ("CMPC") for the purchase of forestry assets and lands located in the State of Rio Grande do Sul ("**Losango**"), consisting approximately 100 thousand hectares of owned areas and nearly 39 thousand hectares of forestland of eucalyptus in these owned areas and in third parties leased areas, for a total amount of R\$ 615,000,000.00 (six hundred and fifteen million *reais*) to be paid, in currency, in three different installments:

- R\$ 488,000,000.00 (four hundred and eighty eight million *reais*) by the approval of the transaction by the Administrative Council for Economic Defense ("**CADE**");
- R\$ 122,000,000.00 (one hundred and twenty two million *reais*) to be deposited, by the time of CADE's approval, on an escrow account to be opened before a leading financial institution, which will be released upon other applicable governmental approvals and other condition precedent;
- R\$ 5,000,000.00 (five million *reais*) by the effective assignment of the existing agreements related to the assets and the applicable governmental approvals.

The total amount of the price may be adjusted after the completion of the confirmatory due diligence.

The **Company** also informs that the referred transaction does not include the partnership program agreements developed in **Losango** areas, which will be maintained and honored by **FIBRIA**. The **Company** analyzes the potential opportunities for the use of wood volumes arising from these partnership program agreements.

São Paulo, September 10, 2012.

**FIBRIA CELULOSE S.A.**

**GUILHERME PERBOYRE CAVALCANTI**

**FINANCIAL AND INVESTOR RELATIONS DIRECTOR**