



FIBRIA CELULOSE S.A.
Publicly-Held Company
CNPJ/MF N.º 60.643.228/0001-21
NIRE 35.300.022.807

NOTICE TO THE MARKET

FIBRIA CELULOSE S.A. (“**Fibria**” or “**Company**”) (BM&FBOVESPA: FIBR3 | NYSE: FBR), announces the conclusion, on this date and via signature of the Purchase and Sale Agreement by the Company and CMPC Celulose Riograndense Ltda. (“**CMPC**”), of the binding offer for forest and land assets located in Rio Grande do Sul State (“**Losango**”) in the amount of R\$ 615 million (six hundred fifteen million reais), the subject of the Material Fact disclosed on September 10, 2012.

The Company also announces the approval of the operation by the Economic Defense Council, the receipt of the first installment in the amount of R\$ 470 million (four hundred seventy million reais) and the deposit of the second installment in the amount of R\$ 140 million (one hundred forty million reais) in an escrow account to be disbursed after the remaining applicable government approvals and other precedent conditions have been fulfilled. The agreement regarding the amounts of the first and second installments, due to adjustments inherent to the operation, do not alter the total amount of the operation of R\$ 615 million (six hundred fifteen million reais). The installment of R\$ 5 million (five million reais) will be paid upon the effective transfer of existing contracts related to the asset and applicable government approvals.

São Paulo, December 28, 2012.

Guilherme Perboyre Cavalcanti

Financial and Investor Relations Officer