



**ALL – América Latina Logística  
S.A.**

Corporate Taxpayer ID  
(CNPJ/MF): 02.387.241/0001-60  
Company Registry (NIRE):  
41.3.00019886  
Publicly-held Company  
Category A

**TPI - TRIUNFO PARTICIPAÇÕES E  
INVESTIMENTOS S.A.**

Corporate Taxpayer ID  
(CNPJ/MF): 03.014.553/0001-91  
Company Registry (NIRE):  
35.300.159.845  
Publicly-held Company  
Category A

**VETORIAL  
PARTICIPAÇÕES S.A.**

Corporate Taxpayer ID  
(CNPJ/MF): 09.066.789/0001-58  
Company Registry (NIRE):  
31.300.028.356

### **MATERIAL FACT**

In complement to the Material Facts of December 19, 2011, November 30, 2012, December 3, 2012 and February 28, 2013, **ALL – AMÉRICA LATINA LOGÍSTICA S.A.** (“ALL”) and **TRIUNFO PARTICIPAÇÕES E INVESTIMENTOS S.A.** (“Triunfo”), in accordance with paragraph 4 of article 157 of Law 6404/76 and Instruction 358/02 of the Brazilian Securities and Exchange Commission, in the scope of the association agreement to implement the strategic association to create a mine-railway-port integrated system through Vetria Mineração S.A. (“Vetria”), entered into on December 19, 2011 between ALL, Triunfo and the shareholders of Vetorial Participações S.A. (“Vetorial” and, jointly with ALL and Triunfo, the “Parties”) (“Association Agreement”), hereby announces the following.

Given that certain dissolving conditions envisaged in the Association Agreement were not complied with within the period stipulated in said agreement and considering current market conditions and prospects, particularly regarding iron ore prices, the Parties resolved to terminate the Association Agreement, committing to jointly evaluate, define and adopt the measures deemed necessary as a result of said termination, pursuant to the Association Agreement.

In addition, (i) the Leasing of Mining Rights and Other Covenants contract entered into between Vetria (through its subsidiary Vetorial Mineração S.A.) and MMX Corumbá Mineração S.A., and (ii) the Share Purchase Option contract entered into between Vetria and MMX Mineração e Metálicos S.A. were entirely assigned to Vetorial Siderurgia Ltda., as authorized by both agreements.

ALL and Triunfo will maintain its shareholders and the market informed of the matters in this Material Fact.

Curitiba, December 10th, 2014.

Rodrigo Barros de Moura Campos  
Investor Relations Officer  
ALL – AMÉRICA LATINA LOGÍSTICA S.A.

Sandro Antônio de Lima  
Investor Relations Officer  
TRIUNFO PARTICIPAÇÕES E INVESTIMENTOS S.A.