



COSAN S.A. INDÚSTRIA E COMÉRCIO

Corporate Taxpayer's ID (CNPJ/MF) n°

50.746.577/0001-15

Publicly-held Company

CVM 19836

RUMO LOGÍSTICA OPERADORA

MULTIMODAL S. A.

Corporate Taxpayer's ID (CNPJ/MF) n°

71.550.388/0001-42

Publicly-held Company

CVM 02345-0

MATERIAL FACT

COSAN S.A. INDÚSTRIA E COMÉRCIO (BM&FBOVESPA: CSAN3) (“Cosan”) and **RUMO LOGÍSTICA OPERADORA MULTIMODAL S.A.** (“Rumo”), under article 157 of Law 6,404/76 and CVM Rule 358/02, hereby informs its shareholders and the market that, following the Material Facts dated February 24, April 1st and 15 and May 08, 2014, all released by Cosan, and as part of the merger of shares issued by ALL – AMÉRICA LATINA LOGÍSTICA S.A. (“ALL”) into Rumo, the 1st and 2nd Amendments to the Shareholders Agreements of Rumo, originally celebrated on June 30, 2011, were executed between funds managed by Gávea Investimentos and TPG and Cosan Logística S.A. (a Cosan subsidiary), with the intervention of Cosan and its parent company.

The 1st Amendment extended the term of certain rights of the funds provided in the 2011 Shareholders Agreement, among them the conversion right described in Cosan Material Fact dated July 5, 2010. The 2nd Amendment adjusted the 2011 Shareholders Agreement, due to the merger of shares and execution of Rumo’s Shareholders Agreement between Cosan Logística S.A. and BNDES Participações S.A. - BNDESPAR, as published in Cosan Material Fact dated May 08, 2014. The effectiveness of the 2nd Amendment, as well as the effectiveness of the Shareholders Agreement with BNDESPAR is subject to the precedent conditions to conclude the merger of shares issued by ALL into Rumo.

Cosan and Rumo will keep shareholders and the market informed about the implementation of this transaction.

São Paulo, September 08, 2014

Marcelo Eduardo Martins

Cosan Finance Vice-President and Investor
Relations Officer

Marcio Yassuhiro Iha

Rumo Investor Relations Officer