

**COSAN LOGÍSTICA S.A.**

Corporate Taxpayer's ID (CNPJ/MF)
17.346.997/0001-39

Corporate Registry (NIRE) 35.300.447.581
Publicly Held Company

**RUMO LOGÍSTICA OPERADORA
MULTIMODAL S.A.**

Corporate Taxpayer's ID (CNPJ/MF)
71.550.388/0001-42

Corporate Registry (NIRE) 35.300.170.865
Publicly Held Company

MATERIAL FACT

COSAN LOGÍSTICA S.A. (BM&FBOVESPA: RLOG3) ("Cosan Logística") and **RUMO LOGÍSTICA OPERADORA MULTIMODAL S.A.** ("Rumo" or together "Companies"), hereby inform its shareholders and the market the approval process progress, by the Administrative Council of Economic Defense ("CADE"), related to the merger of shares issued by ALL – AMÉRICA LATINA LOGÍSTICA S.A. ("ALL") into Rumo ("Merger"), as follows:

It ended on this date, the analysis phase of the case under CADE General Superintendency ("SG"), with the issuance of a non-binding technical opinion and the case committals for trial by the CADE Court.

The SG opinion is in accordance with the proceedings course under the law and as expected for an operation of this relevance.

SG has identified competition concerns regarding the operation and following the rite provided by applicable law, offered its registered contestation (technical term used by law) to the CADE Court, in order to evaluate possible remedies, imposed or agreed with the parties, to solve competition problems.

The Companies will seek a negotiated solution with the CADE Court, with the objective of removing identified competition concerns, and obtain approval of the Merger within the term set by Law No. 12,529 / 2011.

The Companies will keep the shareholders and the market informed about the implementation of this transaction.

São Paulo, December 9, 2014.

Marcio Yassuhiro Iha
Investor Relations Officer