



COSAN S.A. INDÚSTRIA E COMÉRCIO
Corporate Taxpayer's ID (CNPJ/MF) 50.746.577/0001-15
CORPORATE REGISTRY (NIRE) 35.300.177.045
Publicly Held Company
CVM 19836

MATERIAL FACT

COSAN S.A. INDÚSTRIA E COMÉRCIO (BM&FBOVESPA: CSAN3) (“Cosan” or “Company”), 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, 2014, and April 1, 2014, it received confirmation on this date that the Board of Directors of **ALL - AMÉRICA LATINA LOGÍSTICA S.A.** (“**ALL**”) has accepted the Proposal (“Proposal”) made by the Company’s subsidiary **RUMO LOGÍSTICA OPERADORA MULTIMODAL S.A.** (“**Rumo**”) for the merger of ALL’s activities with Rumo’s through the merger of shares issued by ALL into Rumo (“Stock Merger”) pursuant to article 252 of Law 6,404/76 (“Brazilian Corporate Law”).

Following the approval of the Proposal, the management of ALL and Rumo have signed on this date the Protocol and Justification for the Stock Merger of ALL into Rumo.

ALL’s Board of Directors shall call a Shareholders Meeting, to be held in up to 30 days following this date, to vote on the Stock Merger, according to which the current shareholders of Rumo and ALL will receive shares representing thirty-six point five percent (36.5%) and sixty-three point five percent (63.5%) of the capital stock of the merged company, respectively.

The execution of the Stock Merger is still conditional upon approval by the Brazilian Antitrust Board (“CADE”), the National Transportation Agency (“ANTT”), as well as any other Government departments whose prior authorizations might be necessary and other conditions precedent contained in the Proposal.

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

São Paulo, April 15, 2014.

Marcelo Eduardo Martins
CFO and Investor Relations Officer