

Vale S.A.
Form 6-K
October 29, 2009

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**United States
Securities and Exchange Commission
Washington, D.C. 20549
FORM 6-K
Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
of the
Securities Exchange Act of 1934
For the month of
October 2009
Vale S.A.**

Avenida Graça Aranha, No. 26
20030-900 Rio de Janeiro, RJ, Brazil
(Address of principal executive office)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

(Check One) Form 20-F Form 40-F

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1))

(Check One) Yes No

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7))

(Check One) Yes No

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

(Check One) Yes No

(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b). 82- .)

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Press Release

Filed at CVM and SEC on 10/28/2009

Gerência Geral de Controladoria GECOL

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(A free translation from the original in Portuguese, adopted in Brazil accounting practices)

1- Balance Sheet

| | Notes | In thousands of reais | | | |
|---|-------|-----------------------|--------------------|--------------------|--------------------|
| | | Consolidated | | Parent Company | |
| Balance at | | 09/30/09 | 06/30/09 | 09/30/09 | 06/30/09 |
| Assets | | | | | |
| Current assets | | | | | |
| Cash and cash equivalents | 6.5 | 15,560,596 | 16,332,857 | 1,177,026 | 1,877,690 |
| Short term investments | 6.6 | 8,110,052 | 5,854,800 | | |
| Accounts receivable from customers | | 6,107,143 | 5,560,328 | 5,914,191 | 7,396,139 |
| Related parties | 6.7 | 140,059 | 98,727 | 4,698,839 | 5,338,362 |
| Inventories | 6.8 | 6,934,086 | 8,204,776 | 2,223,061 | 2,769,348 |
| Deferred income tax and social contribution | | 836,866 | 1,098,971 | 571,926 | 828,224 |
| Taxes to recover or offset | 6.9 | 2,175,245 | 1,688,351 | 1,017,300 | 871,365 |
| Fair value derivatives | | 39,476 | 72,758 | | |
| Advances to suppliers | | 976,014 | 825,473 | 862,056 | 745,015 |
| Others | | 1,407,192 | 1,302,110 | 220,307 | 294,596 |
| | | 42,286,729 | 41,039,151 | 16,684,706 | 20,120,739 |
| Non-current assets | | | | | |
| Related parties | 6.7 | 99,362 | 51,051 | 1,980,584 | 329,385 |
| Loans and financing | | 221,915 | 194,168 | 133,442 | 132,277 |
| Prepaid expenses | | 216,445 | 478,344 | | |
| Judicial deposits | | 2,021,490 | 1,940,809 | 1,320,668 | 1,316,458 |
| Advances to energy suppliers | | 905,106 | 920,985 | | |
| Deferred income tax and social contribution | | | | 702,020 | 707,593 |
| Taxes to recover or offset | 6.9 | 981,475 | 1,310,040 | 162,043 | 168,882 |
| Fair value derivatives | 6.24 | 1,295,763 | 481,069 | 922,899 | 268,562 |
| Others | | 567,251 | 232,226 | 402,214 | 323,507 |
| | | 6,308,807 | 5,608,692 | 5,623,870 | 3,246,664 |
| Investments | 6.11 | 4,519,180 | 2,399,799 | 87,127,148 | 84,791,579 |
| Intangibles | 6.12 | 10,366,480 | 10,199,050 | 8,098,507 | 7,933,305 |
| Property, plant and equipment | 6.13 | 111,824,376 | 111,097,194 | 41,799,711 | 40,924,525 |
| | | 126,710,036 | 123,696,043 | 137,025,366 | 133,649,409 |
| | | 175,305,572 | 170,343,886 | 159,333,942 | 157,016,812 |

Liabilities, and stockholders equity**Current liabilities**

| | | | | | |
|--|------|-------------------|-------------------|-------------------|-------------------|
| Payable to suppliers and contractors | | 3,719,892 | 3,893,496 | 2,340,763 | 2,243,596 |
| Payroll and related charges | | 1,402,828 | 1,219,661 | 889,907 | 692,976 |
| Current portion of long-term debt | 6.14 | 3,657,833 | 1,397,378 | 674,630 | 611,928 |
| Short-term debt | 6.14 | 658,736 | 693,693 | | |
| Related parties | | 38,567 | 4,276 | 6,537,483 | 6,231,077 |
| Taxes, contributions and royalties | | 282,741 | 278,028 | 71,031 | 102,893 |
| Provision for income tax | | 1,093,468 | 494,253 | 548,967 | 18,935 |
| Pension Plan | | 220,062 | 226,258 | 103,572 | 98,401 |
| Ferrovias Norte Sul subconcession | | 481,865 | 474,787 | | |
| Fair value derivatives | 6.24 | 52,102 | 117,322 | | |
| Provision for asset retirement obligations | 6.16 | 52,073 | 63,898 | 22,015 | 32,885 |
| Proposed dividends and interest on stockholders equity | 6.22 | 2,103,276 | 2,108,079 | 2,103,276 | 2,108,079 |
| Acquisition subsidiary | 6.4 | 1,311,950 | | 1,311,950 | |
| Others | | 1,262,038 | 1,042,083 | 715,333 | 544,164 |
| | | 16,337,431 | 12,013,212 | 15,318,927 | 12,684,934 |

Non-current

| | | | | | |
|---|------|-------------------|-------------------|-------------------|-------------------|
| Pension Plan | | 3,304,867 | 3,331,289 | 450,766 | 478,672 |
| Long-term debt | 6.14 | 35,261,112 | 38,303,736 | 12,070,959 | 12,180,184 |
| Related parties | | 118,411 | 241,203 | 27,247,674 | 30,782,311 |
| Provisions for contingencies | 6.15 | 2,964,857 | 2,979,229 | 1,679,739 | 1,687,811 |
| Deferred income tax and social contribution | | 6,949,714 | 6,573,279 | | |
| Social contribution | | 1,510,616 | 1,115,161 | 1,510,616 | 1,115,161 |
| Fair value derivatives | 6.24 | 199,547 | 20,732 | | |
| Provision for asset retirement obligations | 6.16 | 1,966,239 | 1,945,649 | 885,214 | 853,854 |
| Others | | 4,928,625 | 4,782,881 | 3,004,735 | 2,674,502 |
| | | 57,203,988 | 59,293,159 | 46,849,703 | 49,772,495 |

Minority interest**4,598,841 4,478,132****Stockholders equity**

| | | | | | |
|---|------|------------|------------|------------|------------|
| Paid-up capital | 6.19 | 47,434,193 | 47,434,193 | 47,434,193 | 47,434,193 |
| Transaction cost of capital increase | | (160,771) | (160,771) | (160,771) | (160,771) |
| Resources linked to the future mandatory conversion in shares | 6.20 | 4,587,011 | 3,063,833 | 4,587,011 | 3,063,833 |
| Equity assessment adjust | | 30,298 | 117,321 | 30,298 | 117,321 |

| | | | | |
|------------------------------------|--------------------|--------------------|--------------------|--------------------|
| Cumulative translation Adjustments | (2,271,433) | (436,472) | (2,271,433) | (436,472) |
| Revenue reserves | 47,546,014 | 44,541,279 | 47,546,014 | 44,541,279 |
| | 97,165,312 | 94,559,383 | 97,165,312 | 94,559,383 |
| | 175,305,572 | 170,343,886 | 159,333,942 | 157,016,812 |

The additional information, notes and attachment I are an integral part of the quarterly information

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(A free translation from the original in Portuguese, adopted in Brazil accounting practices)

2- Statement Of Income

| Period ended in | | In thousands of reais | | | | | | |
|--------------------------------------|------|-----------------------|--------------------|--------------------|--------------------------------------|---------------------|--------------------|---|
| | | Notes | 3Q/09 | 2Q/09 | Consolidated Accumulated 3Q/08 | 09/30/09 | 09/30/08 | Parent Company Accumulated 09/30/09 |
| Operating revenues | | | | | | | | |
| Sales of iron and metals | | 11,216,628 | 8,796,797 | 17,875,129 | 30,845,115 | 45,698,681 | 19,347,105 | 22,750,229 |
| Sales of aluminum-related products | | 1,026,766 | 1,011,319 | 1,545,540 | 3,108,992 | 4,018,390 | 360,982 | 250,477 |
| Transport services | | 791,463 | 714,857 | 1,033,619 | 2,116,802 | 2,752,479 | 932,799 | 1,561,783 |
| Sales of steel products | | 135,770 | 107,113 | 366,950 | 412,798 | 1,044,348 | | |
| Other products and services | | 411,821 | 373,399 | 565,442 | 1,280,749 | 1,306,301 | 298,283 | 316,320 |
| | | 13,582,448 | 11,003,485 | 21,386,680 | 37,764,456 | 54,820,199 | 20,939,169 | 24,878,809 |
| Value Added taxes | | (374,419) | (311,981) | (688,679) | (949,083) | (1,662,162) | (599,554) | (1,217,990) |
| Operating revenues | | 13,208,029 | 10,691,504 | 20,698,001 | 36,815,373 | 53,158,037 | 20,339,615 | 23,660,819 |
| Cost of products and services | | | | | | | | |
| Sales of iron and metals | | (4,949,696) | (4,695,108) | (6,388,389) | (14,545,973) | (17,913,686) | (8,469,441) | (10,856,550) |
| Sales of aluminum-related products | | (1,017,784) | (1,103,845) | (1,050,151) | (3,173,012) | (2,773,997) | (395,167) | (278,140) |
| Transport services | | (506,163) | (493,482) | (594,390) | (1,496,199) | (1,646,930) | (592,986) | (703,090) |
| Steel products | | (122,845) | (104,189) | (309,231) | (381,080) | (898,825) | | |
| Other products and services | | (366,029) | (294,784) | (299,622) | (924,428) | (811,305) | (218,891) | (129,450) |
| | | (6,962,517) | (6,691,408) | (8,641,783) | (20,520,692) | (24,044,743) | (9,676,485) | (11,967,240) |
| Gross profit | | 6,245,512 | 4,000,096 | 12,056,218 | 16,294,681 | 29,113,294 | 10,663,130 | 11,693,569 |
| Gross margin | | 47.3% | 37.4% | 58.2% | 44.3% | 54.8% | 52.4% | 49.4% |
| Operating expenses | | | | | | | | |
| Marketing and administrative | 6.25 | (577,020) | (513,643) | (670,546) | (1,665,153) | (1,901,939) | (833,849) | (942,890) |
| Research and development | | (438,163) | (561,930) | (559,096) | (1,441,322) | (1,353,039) | (940,906) | (753,140) |
| | 6.25 | (647,102) | (734,955) | (716,657) | (2,266,572) | (1,223,485) | (641,084) | (327,010) |

| | | | | | | | | |
|--|------|-------------|-------------|-------------|-------------|-------------|-------------|------------|
| er operating enses/income,net | | (1,662,285) | (1,810,528) | (1,946,299) | (5,373,047) | (4,478,463) | (2,415,839) | (2,023,05) |
| erating profit ore financial ults, results of ity investments l impairment | | 4,583,227 | 2,189,568 | 10,109,919 | 10,921,634 | 24,634,831 | 8,247,291 | 9,670,51 |
| ults of equity estments | 6.11 | 30,262 | 50,021 | 48,682 | 93,733 | 163,171 | (4,071,091) | 13,946,59 |
| ortization of dwill | 6.12 | | | (352,684) | | (1,078,049) | | (1,078,04 |
| | | 30,262 | 50,021 | (304,002) | 93,733 | (914,878) | (4,071,091) | 12,868,54 |
| ancial results, | 6.23 | 198,918 | 2,574,281 | (2,026,668) | 2,411,943 | (1,493,882) | 9,195,207 | (3,060,09 |
| ults on sale of ets | 6.25 | 128,555 | 295,722 | | 424,277 | 138,879 | 406,622 | |
| ome before ome tax and ial contribution | | 4,940,962 | 5,109,592 | 7,779,249 | 13,851,587 | 22,364,950 | 13,778,029 | 19,478,96 |
| ome tax and ial contribution | 6.10 | (1,839,712) | (3,533,597) | 111,364 | (6,131,291) | (3,129,701) | (6,157,173) | (639,50) |
| rent | | (1,396,582) | (3,286,788) | (833,782) | (5,840,420) | (4,084,382) | (5,607,208) | (1,398,24 |
| ferred charges | | (443,130) | (246,809) | 945,146 | (290,871) | 954,681 | (549,965) | 758,74 |
| ority interest | | (97,949) | (109,343) | (137,558) | (99,440) | (395,788) | | |
| income for the iod | | 3,003,301 | 1,466,652 | 7,753,055 | 7,620,856 | 18,839,461 | 7,620,856 | 18,839,46 |
| umber of shares standing at the of the period thousands) (a) | | 5,212,724 | 5,212,691 | 5,278,381 | 5,212,724 | 5,278,381 | 5,212,724 | 5,278,38 |
| earnings per re outstanding he end of the | | 0.58 | 0.28 | 1.47 | 1.46 | 3.57 | 1.46 | 3.5 |

iod (R\$)

- (a) **Includes
30,341,144 and
56,582,040
preferred and
common
shares,
respectively,
linked to issue
of convertible
notes, (see note
6.19).**

The additional information, notes and attachment I are an integral part of the quarterly information

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(A free translation from the original in Portuguese, adopted in Brazil accounting practices)

3- Statement Of Changes In Stockholders Equity

Periods ended

In thousands of reais

| Paid-up capital | Transaction cost | Resources linked to mandatory conversion in shares | Equity assessment adjust | Cumulative translation Adjustments | Expansion/ Investments | Treasury stock | Revenue reserves Unrealized income | Legal | Fiscal incentives | Retained earnings |
|-----------------|------------------|--|--------------------------|------------------------------------|------------------------|----------------|------------------------------------|-----------|-------------------|-------------------|
| 28,000,000 | | 3,063,833 | | | 24,285,431 | (790,224) | 60,883 | 2,319,695 | 89,844 | |
| | | | | | | (1,658,266) | | | | 21,27 |
| | | | | 5,982,074 | | | | | | |
| | | | 7,945 | | | | | | | |
| 19,434,193 | (160,771) | | | | | | | | | |
| | | | | | | (580,124) | | | | (22 |
| | | | | | | | | | | (4,83 |
| | | | | | 15,178,507 | | (22,362) | 1,063,982 | | (16,22 |
| 47,434,193 | (160,771) | 3,063,833 | 7,945 | 5,982,074 | 38,883,814 | (2,448,490) | 38,521 | 3,383,677 | 89,844 | |

3,15

(23,642)

(1,012,286)

221,964

47,434,193 (160,771) 3,063,833 229,909 4,969,788 38,883,814 (2,472,132) 38,521 3,383,677 89,844 3,15

1,46

(5,406,260)

(112,588)

47,434,193 (160,771) 3,063,833 117,321 (436,472) 38,883,814 (2,472,132) 38,521 3,383,677 89,844 4,61

3,00

1,434

1,523,178

(1,834,961)

(87,023)

47,434,193 (160,771) 4,587,011 30,298 (2,271,433) 38,883,814 (2,470,698) 38,521 3,383,677 89,844 7,62

The additional information, notes and attachment I are an integral part of the quarterly information

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(A free translation from the original in Portuguese, adopted in Brazil accounting practices)

4- Statement Of Cash Flows

| Period ended | In thousands of reais | | | | | | |
|--|-----------------------|--------------------|--------------------------------------|------------------|-------------------|---|-------------------|
| | 3Q/09 | 2Q/09 | Consolidated Accumulated 3Q/08 | 09/30/09 | 09/30/08 | Parent Company Accumulated 09/30/09 | 09/30/08 |
| Cash flows from operating activities: | | | | | | | |
| Net income for the period | 3,003,301 | 1,466,652 | 7,753,055 | 7,620,856 | 18,839,461 | 7,620,856 | 18,839,461 |
| Adjustments to reconcile net income for the period with cash provided by operating activities: | | | | | | | |
| Results of equity investments | (30,262) | (50,021) | 304,002 | (93,733) | 914,878 | 4,071,091 | (12,868,543) |
| Sale of assets | (128,555) | (295,722) | | (424,277) | (138,879) | (406,622) | |
| Depreciation, amortization and depletion | 1,447,788 | 1,253,422 | 1,226,887 | 3,997,975 | 3,790,317 | 1,499,413 | 1,275,893 |
| Deferred income tax and social contribution | 443,130 | 246,809 | (945,146) | 290,871 | (954,682) | 549,965 | (758,742) |
| Monetary and exchange rate variations on assets and liabilities, net | (1,156,733) | (4,007,311) | 2,306,623 | (4,802,628) | (1,255,016) | (8,723,890) | 2,236,438 |
| Minority interest | 97,949 | 109,343 | 137,558 | 99,440 | 395,788 | | |
| Disposal of property, plant and equipment | 173,223 | 140,663 | 462,577 | 476,317 | 711,797 | 337,521 | 502,445 |
| Net unrealized losses (gains) on derivatives | (610,618) | (1,677,669) | 1,194,914 | (2,282,105) | 361,756 | (2,001,749) | 652,951 |
| Dividends/interest on stockholders equity received | | 21,318 | 15,228 | 21,318 | 38,094 | 293,817 | 723,621 |
| Others | 138,166 | (145,090) | 143,817 | (50,405) | 175,450 | (10,667) | 82,758 |
| | 3,377,389 | (2,937,606) | 12,599,515 | 4,853,629 | 22,878,964 | 3,229,735 | 10,686,282 |
| Decrease (increase) in assets: | | | | | | | |
| Accounts receivable | (529,089) | 1,243,549 | (2,924,362) | 1,721,651 | (3,882,350) | 3,912,881 | (3,851,208) |
| Inventories | 1,216,407 | 1,230,727 | (1,195,184) | 2,951,592 | (1,300,659) | 698,936 | (157,644) |
| Advances to energy suppliers | | | 15,880 | 15,879 | 47,638 | | |
| Taxes to Recover or | (2,743,228) | 2,577,021 | 81,048 | (331,011) | (131,412) | 2,081,476 | (679,461) |
| Others | 3,858 | (402,417) | (82,509) | (656,930) | (22,488) | 234,532 | 266,194 |

| | | | | | | | |
|--|-------------|-----------|-------------|-----------|-------------|-----------|-------------|
| | (2,052,052) | 4,648,880 | (4,105,127) | 3,701,181 | (5,289,271) | 6,927,825 | (4,422,119) |
|--|-------------|-----------|-------------|-----------|-------------|-----------|-------------|

Increase (decrease) in liabilities:

| | | | | | | | |
|-----------------------------|------------------|------------------|------------------|----------------|----------------|------------------|----------------|
| Suppliers and contractors | (243,186) | (455,329) | 591,468 | (1,426,540) | 749,559 | 195,374 | 664,500 |
| Payroll and related charges | 192,117 | 82,107 | 230,069 | (67,180) | 50,176 | 9,269 | 109,070 |
| Taxes and contributions | 1,139,115 | (422,690) | 9,051 | 1,028,632 | 172,128 | 1,257,908 | 148,891 |
| Others | 239,337 | 668,570 | 200,298 | 759,934 | (403,566) | 777,228 | (634,955) |
| | 1,327,383 | (127,342) | 1,030,886 | 294,846 | 568,297 | 2,239,779 | 287,506 |

Net cash provided by operating activities

| | | | | | | | |
|--|------------------|------------------|------------------|------------------|-------------------|-------------------|------------------|
| | 2,652,720 | 1,583,932 | 9,525,274 | 8,849,656 | 18,157,990 | 12,397,339 | 6,551,669 |
|--|------------------|------------------|------------------|------------------|-------------------|-------------------|------------------|

Cash flows from investing activities:

| | | | | | | | |
|--|-------------|-------------|-------------|--------------|-------------|-------------|-------------|
| Short term investments | (2,255,252) | 1,593,198 | (1,213,430) | (2,716,256) | (1,213,430) | | (1,213,430) |
| Loans and advances receivable | (337,137) | (591,957) | (33,780) | (994,478) | (23,934) | (31,935) | (249,260) |
| Guarantees and deposits | (53,430) | (59,388) | (50,098) | (164,546) | (128,595) | (103,794) | (99,819) |
| Additions to investments | (601,057) | (622,555) | (146,660) | (1,389,689) | (178,984) | (6,581,411) | (749,067) |
| Additions to property, plant and equipment | (3,364,308) | (4,165,787) | (2,965,066) | (11,212,848) | (9,692,610) | (5,157,284) | (4,279,644) |
| Proceeds from disposal of property, plant and equipment/investments | 304,860 | 602,683 | | 907,543 | 370,501 | 602,683 | |
| Net cash used in acquisitions and increase of funds to subsidiaries, net of the cash of subsidiary | (1,451,634) | (660,420) | | (4,245,775) | | | |

Net cash used in investing activities

| | | | | | | | |
|--|--------------------|--------------------|--------------------|---------------------|---------------------|---------------------|--------------------|
| | (7,757,958) | (3,904,226) | (4,409,034) | (19,816,049) | (10,867,052) | (11,271,741) | (6,591,220) |
|--|--------------------|--------------------|--------------------|---------------------|---------------------|---------------------|--------------------|

Cash flows from (used in) financing activities:

| | | | | | | | |
|---------------------------|-------------|-------------|-----------|-------------|-------------|-------------|-------------|
| Short-term debt additions | 2,126,969 | 695,738 | 205,334 | 3,178,808 | 2,539,515 | 56,817 | 3,153,575 |
| | (1,363,170) | (1,102,714) | (187,299) | (2,867,603) | (2,356,945) | (4,711,339) | (3,363,833) |

| | | | | | | | |
|--|-------------------|--------------------|-------------------|--------------------|-------------------|--------------------|-------------------|
| Short-term debt repayments | | | | | | | |
| Long-term debt | 2,068,878 | 802,672 | 147,536 | 3,412,486 | 3,117,522 | 1,276,710 | 3,422,255 |
| Issue of convertible notes, in common shares | 577,056 | | | 577,056 | | | |
| Issue of convertible notes, in preferred shares | 1,281,035 | | | 1,281,035 | | | |
| Repayments: | | | | | | | |
| Related parties | | | | | | (120,416) | |
| Financial institutions | (264,045) | (184,364) | (260,740) | (689,676) | (1,543,090) | (406,341) | (1,323,825) |
| Interest on stockholders equity paid to stockholders and dividends | | (2,734,500) | | (2,734,500) | (2,248,245) | (2,734,500) | (2,109,750) |
| Capital increase | | | 19,273,422 | | 19,273,422 | | 19,273,422 |
| Treasury stock | 1,434 | | 4 | (22,208) | 10 | (22,208) | 10 |
| Net cash provided by (used in) financing activities | 4,428,157 | (2,523,168) | 19,178,257 | 2,135,398 | 18,782,189 | (6,661,277) | 19,051,854 |
| Increase (decrease) in cash and cash equivalents | (677,081) | (4,843,462) | 24,294,497 | (8,830,995) | 26,073,127 | (5,535,679) | 19,012,303 |
| Cash and cash equivalents, beginning of the period | 16,332,857 | 21,319,996 | 3,746,385 | 24,639,245 | 2,127,909 | 6,712,705 | 120,188 |
| Effects of exchange rates in cash and equivalents | (95,180) | (143,677) | 343,753 | (247,654) | 183,599 | | |
| Initial cash in new consolidated subsidiary | | | | | | | 27,563 |
| Cash and cash equivalents, end of the period | 15,560,596 | 16,332,857 | 28,384,635 | 15,560,596 | 28,384,635 | 1,177,026 | 19,160,054 |
| Cash paid during the period for: | | | | | | | |
| Short-term interest | (27,890) | (23,554) | (6,886) | (87,238) | (66,011) | (108,045) | (93,620) |
| Long-term interest | (462,596) | (653,897) | (498,135) | (1,763,626) | (1,576,730) | (1,770,525) | (1,906,367) |
| Income tax and social contribution | (276,230) | (282,770) | (2,124,844) | (894,254) | (5,406,818) | (217,065) | (1,707,112) |
| Non-cash transactions: | | | | | | | |
| Additions to property, plant and equipment | (90,143) | (57,176) | (235,411) | (281,678) | (275,576) | (10,617) | (175,787) |

| | | |
|-------------------------|-----------|-----------|
| interest capitalization | | |
| Transfer of advance for | | |
| future capital increase | | |
| to investments | (291,950) | (271,173) |

The additional information, notes and attachment I are an integral part of the quarterly information

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(A free translation from the original in Portuguese, adopted in Brazil accounting practices)

5- Statement Of Value Added

| Period ended | In thousands of reais | | | |
|--|-----------------------|-------------------|-------------------|-------------------|
| | Consolidated | | Parent Company | |
| | 09/30/09 | 09/30/08 | 09/30/09 | 09/30/08 |
| Generation of Value Added | | | | |
| Gross revenue | | | | |
| Revenue from products and services | 37,774,919 | 54,855,693 | 20,945,442 | 24,901,594 |
| Revenue for the construction of own assets | 8,321,656 | 8,918,083 | 4,885,567 | 6,930,132 |
| Allowance for doubtful accounts | (10,463) | (35,494) | (6,273) | (22,786) |
| Less: Acquisition of products | (888,062) | (2,141,981) | (191,069) | (1,318,965) |
| Outsourced services | (4,861,705) | (4,188,206) | (1,865,700) | (2,931,633) |
| Materials | (13,241,594) | (15,925,879) | (8,229,215) | (9,899,601) |
| Fuel oil and gas | (2,011,291) | (2,821,543) | (814,000) | (1,128,347) |
| Energy | (1,277,608) | (1,504,449) | (508,295) | (455,591) |
| Other costs | (4,774,682) | (4,091,730) | (2,994,417) | (3,082,904) |
| Gross Value Added | 19,031,170 | 33,064,494 | 11,222,040 | 12,991,899 |
| Depreciation, amortization and depletion | (3,997,975) | (3,790,317) | (1,499,413) | (1,275,893) |
| Net Value Added | 15,033,195 | 29,274,177 | 9,722,627 | 11,716,006 |
| Received from third parties | | | | |
| Financial revenue | 740,145 | 634,653 | 532,077 | 564,628 |
| Results of equity investment | 93,733 | (914,878) | (4,071,091) | 12,868,543 |
| Total Value Added to be distributed | 15,867,073 | 28,993,952 | 6,183,613 | 25,149,177 |
| Personnel | 3,728,670 | 3,500,027 | 1,721,878 | 1,662,162 |
| Taxes, rates and contribution | 6,101,442 | 3,458,619 | 6,415,731 | 1,022,832 |
| Remuneration on third party capital | 2,368,828 | 2,464,296 | 2,422,807 | 2,526,961 |
| Indexation and exchange rate | (4,052,163) | 335,761 | (11,997,659) | 1,097,761 |
| Stockholders remuneration | | | | |
| Stockholders | 7,620,856 | 18,839,461 | 7,620,856 | 18,839,461 |
| Minority interest | 99,440 | 395,788 | | |
| Distribution of Value Added | 15,867,073 | 28,993,952 | 6,183,613 | 25,149,177 |

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(A free translation from the original in Portuguese, adopted in Brazil accounting practices)

6- Notes To The Quarterly Information As Of And For The Period Ended At September 30, 2009 And 2008

(In thousands of Brazilian reais, except as otherwise stated)

6.1- Operations

Vale S.A. formerly denominated Companhia Vale do Rio Doce, (Vale, the Company) is a publicly company whose predominant activities are mining, processing and sales of iron ore, pellets, copper concentrate and potash, as well as logistic services, power generation and mineral research and development. In addition, through its direct and indirect subsidiaries and jointly controlled companies, also operates in nickel, copper, precious metals, cobalt (by product), manganese and ferroalloys, kaolin, coal, steel, and aluminum-related products.

6.2- Summary of Significant Accounting Policies and Presentation of Interim Quarterly Information

The unaudited Interim Financial Information have been prepared in conformity with the accounting practices adopted in Brazil, based on Corporate law, (as amended by Law 11.638), Law 11.941, as well as the rules and guidelines issued by Brazilian Securities Commission CVM, which special review were done by our auditors according the rules established by Independent Auditors Institute of Brazil IBRACON, together with Accounting Federal Council CFC. These informations followed the principles, methods and criteria that are uniform to those adopted in the prior year ended December 31, 2008, except with regard to the goodwill amortization, and consequently, should be read in conjunction with our audited consolidated financial statements as of and for the year ended December 31, 2008.

According to CPC 13 First-time adoption of Law 11.638 and Law 11.941, the goodwill on expected future results resulting from the acquisition of other company is no longer amortized as from 2009 and therefore is no longer presented in the line item goodwill amortization in the statement of income. In 3Q08 the amount recorded was R\$ 352,684 (R\$ 1,078,049 in the nine-month period ended in September 30, 2008).

In preparing the interim financial statements it is, required to use estimates to account for certain assets, liabilities, and transactions. Therefore the Company s interim financial statements include various estimates concerning the selection of useful lives of property, plant and equipment, provisions for losses on assets, contingent liabilities, operational provisions and other similar evaluations. Actual results may vary from the estimates.

The rights and obligations in foreign currencies are stated according to prevailing exchange rates at the time of the financial statements, and US\$ 1.00 is equivalent to R\$ 1.7781 on September 30, 2009 (US\$ 1.00 is equivalent to R\$ 1.9143 on September 30, 2008), for monetary items. For non-monetary items stated at cost, applies the exchange rate at the date of the transaction or the average monthly exchange rate, and for non-monetary items stated at fair value applies the exchange rate at the date of determining the value. Rights and obligations in the domestic currency, when applicable, are adjusted for inflation according to contractual terms.

The effects of adjustments required by new accounting practices, recognized and presented entirely in one column in the 2008 annual financial statements, were reclassified in the quarters of 2008 with objective to be comparable with respective information of 2009.

The effects of adjustments in the comparative periods resulting from the adoption of CPC 02 - Effects of changes in exchanges rates and currency translation of financial statements was a decrease in 3Q08 of R\$ 4,680,332 (R\$ 419,807) in parent company reflected in investments in subsidiaries and in the consolidated a decrease in 3Q08 of R\$ 1,341,430 (R\$ 559,715), reflected in investments in subsidiaries and a decrease of R\$ 3,338,902 in the 3Q08 (R\$ 139,908), reflected in financial income.

As supplemental information to the interim financial statements, the Company presents the calculation of income before financial income, results of equity investments, income tax and social contribution, depreciation, amortization and depletion LAJIDA (EBITDA). Although it, does not provide a measure of operating cash flow according to accounting practices adopted in Brazil, it is often used by financial analysts in evaluating business, and the Company s Management uses this indicator to measure operating performance.

The Company has performed and evaluation of subsequent events through October 28, 2009 which is the date of the financial statements.

6.3- Consolidation Principles and Practices

The consolidated interim financial statements reflect the balances of assets, liabilities and shareholders equity as of September 30, 2009 and June 30, 2009 and operations of quarterly periods ended on September 30, 2009, June 30,

2009 and September 30, 2008 of the Parent Company, its direct and indirect subsidiaries and its jointly-controlled companies. Overseas operations are translated into the reporting currency for the Brazilian financial statements in Brazil to record equity investments, full or proportionate consolidation of financial statements.

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Vale's participation in hydroelectric projects is made through consortium agreements under which the Company's share in assets and liabilities of the business is proportional to its share in the generated power. The Company does not have joint responsibility for any liability. Since there is no legal entity related to the project, there are no separate financial statements, income tax return, net income or stockholder's equity. Brazilian legislation clearly provides that there is no separate entity under a consortium agreement. Accordingly, the Company recognizes its proportional share of costs and its undivided share in assets related to hydroelectric projects.

6.4- Acquisitions and Divestments**(a) Mineração Corumbá Reunidas S.A.**

In January 2009, the Company entered into a purchase and sale agreement with Rio Tinto PLC to acquire iron ore assets (Brazil) for US\$750,000. This acquisition was concluded on September 2009 in the amount of R\$ 1,472,971 (including working capital change of the period payment) and was approved by the Administrative Council for Economic Defense - CADE. The difference between the acquisition price and the equity in the amount of R\$ 1,017,934 was, preliminary, allocated as follows: R\$ 788,308 to PP&E based on the difference between the market values of assets and the net book values and R\$ 229,626 to goodwill. All these preliminary allocations were based on internal management research and are subject to revision.

(b) Diamond Coal Ltd.

In March 2009, the Company acquired from Cement Argos the company Diamond Coal Ltd., which owns thermal coal assets in Colombia by R\$ 694,560. The difference between the acquisition price and the equity in the amount of R\$ 474,544 was, preliminary, fully allocated to PP&E based on the difference between the market values of assets and the net book values. All these preliminary allocations were based on internal management research and are subject to revision.

(c) Green Mineral Resources

In February 2009, the acquisition of Green Mineral Resources, company owner of mineral rights of Project Regina (Canada) and Project Colorado (Argentina) from Rio Tinto, was concluded by the amount of R\$ 1,994,695. The difference between the acquisition price and the equity in the amount of R\$ 1,744,589 was, preliminary, fully allocated to PP&E based on the difference between the market values of assets and the net book values. All these preliminary allocations were based on internal management research and are subject to revision.

(d) Other transactions

In September 2009, Vale concluded an agreement with ThyssenKrupp Steel AG to increase its stake in ThyssenKrupp CSA Siderúrgica do Atlântico Ltda. (CSA) to 26.87%, from the current 10% interest, through a capital increase of R\$ 2,532,064. The Company still has to pay R\$ 1,311,950.

In July 2009, Vale signed an agreement which involves the sale of some forest assets, totaling 84,7 thousand including preservation areas and eucalyptus plantation in Maranhão, per R\$ 235 million, registering a gain of R\$ 110,899 (see note 6.25).

In April 2009, the Company sold its remaining interest in Usiminas for R\$ 594,775 obtaining a gain of R\$ 287,814.

In March 2009, 50% of Teal Minerals Incorporated, Joint Venture with African Rainbow Minerals Limited, was acquired by R\$ 138,792. The difference between the acquisition price and the equity in the amount of R\$ 254,095 was, preliminary, fully allocated to PP&E based on the difference between the market values of assets and the net book values. All these preliminary allocations were based on internal management research and are subject to revision.

In February 2008, the Company sold its interests of 4.83% in common shares of Jubilee Mines N.L., held by Vale Inco, by R\$ 231,788 obtaining a gain of R\$ 138,879 (see note 6.25).

Table of Contents**6.5- Cash and Cash Equivalents**

| | Consolidated | | Parent Company | |
|------------------------|---------------------|-------------------|-----------------------|------------------|
| | 09/30/09 | 06/30/09 | 09/30/09 | 06/30/09 |
| Cash and bank accounts | 1,018,756 | 1,056,746 | 31,025 | 51,781 |
| Short-term investment | 14,541,840 | 15,276,111 | 1,146,001 | 1,825,909 |
| | 15,560,596 | 16,332,857 | 1,177,026 | 1,877,690 |

All the above mentioned short term investments are done through the use of low risk fixed income securities, particularly denominated in Brazilian reais indexed to the CDI rate, and others denominated in US dollars comprised of time deposits.

6.6- Short-Term Investments

| | Consolidated | |
|------------------|---------------------|-----------------|
| | 09/30/09 | 06/30/09 |
| Time deposit (*) | 8,110,052 | 5,854,800 |

(*) Represent application with due date over 90 days.

6.7- Related Parties

In the Company's normal course of business, it enters into transactions with related parties regarding the sale and purchase of products and services, including the leasing of assets, loans under normal market conditions, marketing of raw material and rail transport services.

The balances of related parties operations, and its effects in the quarterly information's, can be identified as follows:

| | Consolidated | | | |
|---|---------------------|----------------------|------------------|----------------------|
| | Assets | | | |
| | 09/30/09 | | 06/30/09 | |
| | Customers | Related party | Customers | Related party |
| Baovale Mineração S. A | 4,577 | 1,580 | 14,653 | |
| Companhia Coreano-Brasileira de Pelotização KOBRASCO | 398 | 211 | 537 | 214 |
| Companhia Hispano-Brasileira de Pelotização HISPANOBRÁS | 13,859 | 88 | 479 | 130 |
| Companhia Italo-Brasileira de Pelotização ITABRASCO | 1,090 | | 1,052 | |
| Companhia Nipo-Brasileira de Pelotização NIBRASCO | 289 | | | 1,130 |
| Korea Nickel Corporation | 19,636 | | 22,500 | |
| Minas da Serra Geral S.A. | 2 | | | |
| Mineração Rio do Norte S.A. | 250 | 16 | 192 | 18 |
| MRS Logística S.A. | 940 | 359 | 585 | 41,262 |
| Potassio Rio Colorado AS | | 59,975 | | 39,655 |
| Samarco Mineração S.A. | 761 | 33,062 | 1,931 | 25,535 |

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| | | | | |
|----------------------------|---------------|----------------|---------------|----------------|
| Teal Minerals Incorporated | | 144,010 | | 40,361 |
| Others | 32, 236 | 120 | 32,223 | 1,473 |
| Total | 74,038 | 239,421 | 74,152 | 149,778 |
| Registered as: | | | | |
| Current | 74, 038 | 140,059 | 74,152 | 98,727 |
| Non-current | | 99,362 | | 51,051 |
| | 74,038 | 239,421 | 74,152 | 149,778 |

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| | Consolidated Liabilities | | | |
|--|-------------------------------------|--------------------------|------------------|--------------------------|
| | 09/30/09 | | 06/30/09 | |
| | Suppliers | Related party | Suppliers | Related party |
| Baovale Mineração S.A. | 18,330 | | 27,331 | |
| Companhia Coreano-Brasileira de Pelotização KOBRASCO | 37,942 | 1,912 | 40,094 | 3,060 |
| Companhia Hispano-Brasileira de Pelotização HISPANOBRÁS | 19,233 | 43 | | 2,268 |
| Companhia Ítalo-Brasileira de Pelotização ITABRASCO | 8,756 | | 10,588 | |
| Companhia Nipo-Brasileira de Pelotização NIBRASCO | 40,829 | 9,518 | 34,646 | 14,381 |
| Log-in S.A. | | | | |
| Minas da Serra Geral | 5,378 | 14,775 | 2,689 | 15,836 |
| Mineração Rio do Norte S.A. | 15,927 | | 20,453 | |
| MRS Logística S.A. | 252,900 | 124,638 | 129,384 | 206,666 |
| Samarco Mineração S.A. | 24 | | | |
| Others | 40,510 | 6,092 | 25,836 | 3,268 |
| Total | 439,829 | 156,978 | 291,021 | 245,479 |
| Registered as: | | | | |
| Current | 439,829 | 38,567 | 291,021 | 4,276 |
| Non-current | | 118,411 | | 241,203 |
| | 439,829 | 156,978 | 291,021 | 245,479 |

| | Parent Company Assets | | | |
|---|----------------------------------|--------------------------|------------------|--------------------------|
| | 09/30/09 | | 06/30/09 | |
| | Customers | Related party | Customers | Related party |
| ALUNORTE Alumina do Norte do Brasil S.A. | 42,972 | 61,823 | 46,493 | 87,031 |
| Baovale Mineração S.A. | 9,154 | 3,160 | 29,305 | 3,160 |
| Companhia Portuária Baía de Sepetiba CPBS | 1,261 | 4,359 | 830 | 86,913 |
| CVRD OVERSE AS Ltd. | 80,542 | 178 | 132,026 | 195 |
| Ferrovias Centro Atlântica S.A. | 80,180 | 54,621 | 61,142 | 56,533 |
| Companhia Coreano-Brasileira de Pelotização KOBRASCO | 792 | 421 | 1,069 | 427 |
| Minerações Brasileiras Reunidas S.A. MBR | 6,049 | 694,783 | | 694,606 |
| MRS Logística S.A. | 1,256 | 21,720 | 877 | 35,331 |
| Companhia Nipo-Brasileira de Pelotização NIBRASCO | | | | 2,307 |
| Salobo Metais S.A. | 1,913 | 233,555 | 2,629 | 233,555 |

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| | | | | |
|-------------------------|------------------|------------------|------------------|------------------|
| Samarco Mineração S.A. | 1,523 | 293,021 | 3,861 | 278,767 |
| Vale International S.A. | 4,743,640 | 5,051,420 | 6,646,430 | 3,712,587 |
| Vale Manganês S.A. | 7,489 | | 9,013 | 179,309 |
| Others | 154,535 | 260,362 | 138,339 | 297,026 |
| Total | 5,131,306 | 6,679,423 | 7,072,014 | 5,667,747 |

Registered as:

| | | | | |
|-------------|------------------|------------------|------------------|------------------|
| Current | 5,131,306 | 4,698,839 | 7,072,014 | 5,338,362 |
| Non-current | | 1,980,584 | | 329,385 |
| | 5,131,306 | 6,679,423 | 7,072,014 | 5,667,747 |

**Parent Company
Liabilities**

| | 09/30/09 | | 06/30/09 | |
|---|----------------|-------------------|----------------|-------------------|
| | Suppliers | Related party | Suppliers | Related party |
| ALUNORTE Alumina do Nortedo Brasil S.A. | 15,997 | | 14,777 | |
| Baovale Mineração S.A. | 36,660 | | 54,663 | |
| Companhia Portuária Baía de Sepetiba CPBS | 89,737 | 2,313 | 96,726 | 135 |
| CVRD OVERSEAS Ltd. | 4 | 526,597 | 4 | 605,397 |
| Ferrovia Centro Atlântica S.A. | 13,698 | 1,546 | 9,968 | |
| Companhia Coreano-Brasileira de Pelotização KOBRASCO | 75,884 | | 80,188 | 2,292 |
| Minerações Brasileiras Reunidas S.A. MBR | 87,124 | | 56,132 | |
| MRS Logística S.A. | 368,498 | | 302,505 | |
| Companhia Nipo-Brasileira de Pelotização NIBRASCO | 83,325 | 21,199 | 70,707 | 20,412 |
| Salobo Metais S.A. | 7,000 | | | |
| Vale International S.A. | 29,284 | 32,847,909 | 32,132 | 36,337,758 |
| Vale Manganês S.A. | | 340,699 | | 11 |
| Samarco Mineração S.A. | 48 | | | |
| Others | 92,618 | 44,894 | 89,559 | 47,383 |
| Total | 899,877 | 33,785,157 | 807,361 | 37,013,388 |

Registered as:

| | | | | |
|-------------|----------------|-------------------|----------------|-------------------|
| Current | 899,877 | 6,537,483 | 807,361 | 6,231,077 |
| Non-current | | 27,247,674 | | 30,782,311 |
| | 899,877 | 33,785,157 | 807,361 | 37,013,388 |

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| | Income | | | Consolidated Expense / Cost | | | Financial | | |
|---|---------------|---------------|----------------|--------------------------------|----------------|----------------|-----------------|---------------|-----------------|
| | 3Q/09 | 2Q/09 | 3Q/08 | 3Q/09 | 2Q/09 | 3Q/08 | 3Q/09 | 2Q/09 | 3Q/08 |
| Baovale Mineração S.A. Companhia Coreano-Brasileira de Pelotização KOBRASCO | | 3,054 | | 4,583 | 4,584 | 4,124 | | | |
| Companhia Hispano-Brasileira de Pelotização HISPANOBRÁS | 17,364 | 4,146 | 83,231 | 17,679 | 492 | 138,579 | 1,848 | 40 | (432) |
| Companhia Ítalo-Brasileira de Pelotização ITABRASCO | | | 92,836 | 4,756 | 97 | 59,915 | (1,570) | (110) | 5,351 |
| Companhia Nipo-Brasileira de Pelotização NIBRASCO | | 64 | 15,236 | 8,863 | 6,819 | 90,242 | (69) | 2,588 | 2,253 |
| Log-in S.A. Mineração Rio do Norte S.A. | 254 | 13,691 | 8,550 | | | | | 382 | (466) |
| MRS Logística S.A. Samarco Mineração S.A. | 16 | | 31 | 55,058 | 65,018 | 65,613 | 53 | (105) | (310) |
| Usinas Siderúrgicas de Minas Gerais S.A. USIMINAS (*) | 4,060 | 2,988 | 1,252 | 150,529 | 140,479 | 191,559 | (26,091) | | |
| Others | 20,868 | 14,049 | 64,369 | | | | (31) | (61) | 46 |
| | 43,678 | 37,992 | 699,443 | 247,300 | 219,513 | 620,192 | (24,689) | 22,942 | (14,194) |

| | Income | | Consolidated Expense / Cost | | Financial | |
|---|----------|----------|--------------------------------|----------|-----------|----------|
| | 09/30/09 | 09/30/08 | 09/30/09 | 09/30/08 | 09/30/09 | 09/30/08 |
| Baovale Mineração S.A. Companhia Coreano-Brasileira de Pelotização KOBRASCO | 3,054 | | 13,751 | 12,371 | | |
| Companhia Hispano-Brasileira de Pelotização HISPANOBRÁS | | 85,313 | | | (786) | (1,294) |
| Companhia Ítalo-Brasileira de Pelotização ITABRASCO | 26,136 | 235,772 | 19,386 | 376,537 | (9) | 1,246 |
| Companhia Nipo-Brasileira de Pelotização NIBRASCO | | 177,439 | 11,729 | 183,089 | (2,236) | 4,747 |
| | 64 | 107,026 | 34,202 | 335,634 | (521) | 1,652 |

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| | | | | | | |
|---|----------------|------------------|----------------|------------------|-----------------|-----------------|
| Log-in S.A. | 13,945 | 20,542 | | 197 | 382 | (316) |
| Mineração Rio do Norte S.A. | 16 | 31 | 191,530 | 179,051 | 92 | (259) |
| MRS Logística S.A. | 9,336 | 8,060 | 388,281 | 507,932 | (26,091) | |
| Samarco Mineração S.A. | 50,435 | 171,231 | | | (96) | 23 |
| Usinas Siderúrgicas de Minas Gerais S.A. USIMINAS (*) | 108,982 | 906,075 | | | | 674 |
| Others | 9,031 | 30,017 | 32,698 | 36,881 | (180) | (21,236) |
| | 220,999 | 1,741,506 | 691,577 | 1,631,692 | (29,445) | (14,763) |

| | Income | | Parent Company Expense / Cost | | Financial | |
|---|-------------------|-------------------|----------------------------------|------------------|------------------|--------------------|
| | 09/30/09 | 09/30/08 | 09/30/09 | 09/30/08 | 09/30/09 | 09/30/08 |
| ALBRAS Alumínio Brasileiro S.A. | 90,738 | 7,781 | | | | 65 |
| ALUNORTE Alumina do Norte do Brasil S.A. | 282,188 | 209,420 | 90,092 | 37,967 | (20,811) | 10,711 |
| Baovale Mineração S.A. | 5,264 | | 27,502 | 24,741 | | |
| Companhia Coreano-Brasileira de Pelotização KOBRASCO | | 175,416 | 66,031 | 331,712 | (1,572) | (2,588) |
| Companhia Hispano-Brasileira de Pelotização HISPANOBRÁS | 56,293 | 509,185 | 39,475 | 503,290 | (3,274) | 2,537 |
| Companhia Italo-Brasileira de Pelotização ITABRASCO | | 390,517 | 23,883 | 190,015 | (1,283) | 9,667 |
| Companhia Nipo-Brasileira de Pelotização NIBRASCO | | 221,602 | 69,801 | 551,814 | 57,069 | 3,371 |
| Companhia Portuária Baía de Sepetiba CPBS | | | 206,139 | 253,886 | (6,609) | (10,890) |
| CVRD Overseas Ltd. | 1,859,608 | 2,424,955 | | | 123,717 | (6,178) |
| Ferrovias Centro Atlântica S.A. | 149,916 | 165,117 | 6,524 | 46,847 | 3,454 | (6,196) |
| MRS Logística S.A. | 13,477 | 31,487 | 663,729 | 868,259 | | |
| Samarco Mineração S.A. | 100,870 | 342,461 | | | (193) | 47 |
| Usinas Siderúrgicas de Minas Gerais S.A. USIMINAS (*) | 89,381 | 792,565 | | | | |
| Vale Energia S.A. | | | 134,753 | 67,669 | | 267 |
| Vale International S.A. | 15,029,189 | 14,669,380 | | | 7,863,582 | (3,526,255) |
| Vale Manganês S.A. | 45,582 | 65,292 | | | (1,440) | (10,315) |
| Others | 1,178 | 106,489 | 16,138 | 27,704 | 3,192 | (14,989) |
| | 17,723,684 | 20,111,667 | 1,344,067 | 2,903,904 | 8,015,832 | (3,550,746) |

(*) Investment disposed in April 2009.

Additionally the Company has outstanding balances with Banco Nacional de Desenvolvimento Social and BNDES Participações S.A. in the amounts of R\$ 2,424,132 and R\$ 750,756 respectively at September 30, 2009, related to loans with charges at market interest rates, which major maturity at September, 2029. These amounts are booked as loans and financing.

Vale also has short-term investments with Bradesco in the amount of R\$ 87,891 at September 30, 2009.

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| | |
|---|-----------------|
| | 09/30/09 |
| Remuneration of key management personnel | |
| Short-term benefits to managements | 36,330 |
| Other long-term benefits to managements | 8,207 |
| Total | 44,537 |

6.8- Inventories

| | Consolidated | | Parent Company | |
|---|---------------------|------------------|-----------------------|------------------|
| | 09/30/09 | 06/30/09 | 09/30/09 | 06/30/09 |
| Finished products | | | | |
| Nickel, co-products and sub products Inco | 2,137,396 | 2,825,766 | 55,808 | 53,263 |
| Iron ore and pellets | 1,635,539 | 1,689,445 | 1,176,998 | 1,521,470 |
| Manganese and ferroalloys | 265,294 | 324,688 | | |
| Aluminum products | 306,338 | 270,852 | 4,252 | 5,983 |
| Kaolin | 71,846 | 69,191 | | |
| Coal | 92,749 | 110,318 | | |
| Copper Concentrate | 56,780 | 60,483 | 32,309 | 36,012 |
| Steel products | 31,847 | 34,203 | | |
| Others | 82,491 | 282,341 | 47,382 | 31,732 |
| | 4,680,280 | 5,667,287 | 1,316,749 | 1,648,460 |
| Spare parts and maintenance supplies | 2,253,806 | 2,537,489 | 906,312 | 1,120,888 |
| | 6,934,086 | 8,204,776 | 2,223,061 | 2,769,348 |

6.9- Recoverable Taxes

| | Consolidated | | Parent Company | |
|----------------------|---------------------|------------------|-----------------------|------------------|
| | 09/30/09 | 06/30/09 | 09/30/09 | 06/30/09 |
| Income tax | 870,241 | 972,531 | | 50,377 |
| Value-added tax ICMS | 647,510 | 716,437 | 493,219 | 530,427 |
| PIS and COFINS (*) | 1,502,820 | 1,182,679 | 654,593 | 400,159 |
| Others | 136,149 | 126,744 | 31,531 | 59,284 |
| Total | 3,156,720 | 2,998,391 | 1,179,343 | 1,040,247 |
| Current | 2,175,245 | 1,688,351 | 1,017,300 | 871,365 |
| Non-current | 981,475 | 1,310,040 | 162,043 | 168,882 |
| | 3,156,720 | 2,998,391 | 1,179,343 | 1,040,247 |

(*)

The variation is
mentioned taken
it of credit in the
acquisition of
classified
materials as
parts and pieces .

Table of Contents**6.10- Income Tax and Social Contribution**

Income taxes in Brazil comprise the taxation on income and the social contribution on profit. The statutory effective rate applicable in the periods presented is 34%. In other countries where we have operations, the applicable tax rate varies from 1.67% to 40%.

The amounts of income tax and social contribution recognized in income for the period are presented as follows:

| | Consolidated | | Accumulated | | Parent Company | | |
|--|---------------------|--------------------------|--------------------|--------------------|-----------------------|--------------------|--------------------|
| | 3Q/09 | Quarter 2Q/09 | 3Q/08 | 09/30/09 | 09/30/08 | 09/30/09 | 09/30/08 |
| Income before income tax and social contribution | 4,940,962 | 5,109,592 | 7,779,249 | 13,851,587 | 22,364,950 | 13,778,029 | 19,478,966 |
| Results of equity investment e amortização de ágio | (30,262) | (50,021) | 304,002 | (93,733) | 914,878 | 4,071,091 | (12,868,543) |
| Exchange variation Not taxable | 1,457,641 | 6,822,356 | (3,642,182) | 9,711,291 | (1,677,109) | | |
| | 6,368,341 | 11,881,927 | 4,441,069 | 23,469,145 | 21,602,719 | 17,849,120 | 6,610,423 |
| Income tax and social contribution at combined tax rates | 34% | 34% | 34% | 34% | 34% | 34% | 34% |
| Federal income tax and social contribution at statutory rates | (2,165,236) | (4,039,855) | (1,509,963) | (7,979,509) | (7,344,924) | (6,068,701) | (2,247,544) |
| Adjustments that affects the basis of taxes: | | | | | | | |
| Income tax benefit from interest on stockholders equity | | | 286,675 | | 868,960 | | 868,960 |

| | | | | | | | |
|--|--------------------|--------------------|----------------|--------------------|--------------------|--------------------|------------------|
| Fiscal incentives | 62,116 | 129,218 | 44,729 | 254,806 | 251,430 | 168,696 | 90,516 |
| Results of overseas companies taxed by different rates which difference than the parent company rate | 273,062 | 361,304 | 1,239,923 | 1,356,309 | 3,063,996 | | |
| Others | (9,654) | 15,736 | 50,000 | 237,103 | 30,837 | (257,168) | 648,563 |
| Income tax and social contribution | (1,839,712) | (3,533,597) | 111,364 | (6,131,291) | (3,129,701) | (6,157,173) | (639,505) |

Vale has tax incentives related to its manganese, copper, alumina, aluminium and kaolin operations in the state of Pará, kaolin operation in the state of Amapá and potash in the state of Sergipe. Tax incentives related to manganese comprise partial exemption up to 2013. Tax incentives related to alumina and potash comprise full exemption of income tax on production levels defined up to 2009 and 2013, respectively, while the partial tax exemption of incentives related to aluminum and kaolin expires in 2013. An amount equal to the tax savings shall be recognized in a reserve account in shareholders' equity and may not be paid as dividends.

Vale also has tax incentives related to Goro, in New Caledonia (Goro). These tax incentives include temporary full exemption of income tax during the construction phase of the project and also for a 15-year period beginning in the first year of commercial production, as defined by the applicable law, followed by a 5-year period with 50% of temporary tax incentives. Besides the, Goro Project also qualifies for certain exemptions of indirect taxes such as import tax during the construction phase and during all the commercial life of the project. Some of these tax benefits, including temporary tax incentives, are subject to an earlier phase out in case the project achieves a specified cumulative rate of return. We are subject to taxation on part of the income commencing in the first year in which commercial production is achieved, as defined by the applicable law. To date, we have not recorded any taxable income for New Caledonian tax purposes. The benefits of this legislation are expected to apply with respect to taxes payable once the Goro project is in operation.

Vale is subject to examination by tax authorities for up to five years regarding its operations in Brazil, ten years for Indonesia, and five or six years for operations in Canada, according to the cantonal, except for Newfoundland which has no limit.

Brazilian tax loss carry-forwards have no expiration date though offset is restricted to 30% of annual end quarter taxable income.

Table of Contents**6.11- Investments**

| | Investments | | Equity Results | | | | |
|--|------------------|------------------|----------------|------------------|---------------|----------------------------------|----------------|
| | 09/30/09 | 06/30/09 | 3Q/09 | Quarter 2Q/09 | 3Q/08 | Accumulated 09/30/09 09/30/08 | |
| Investments carried at market value (a) | | | | | | | |
| Usinas Siderúrgicas de Minas Gerais S.A. USIMINAS (b) | | | | 17,483 | 15,168 | 17,483 | 32,693 |
| Mirabela Nickel Ltd | 30,478 | 46,575 | | | | | |
| Hudbay Minerals Inc. | | 44,178 | | | | | |
| Heron Resources Inc | 9,908 | 6,306 | | | | | |
| Others | 20,180 | 32,729 | | | | | |
| | 60,566 | 129,788 | | 17,483 | 15,168 | 17,483 | 32,693 |
| Investments valued by equity method of accounting | | | | | | | |
| Henan Longyu Energy Resources Co. Ltd. | 411,541 | 417,157 | 32,551 | 40,456 | 35,778 | 115,365 | 110,294 |
| Korea Nickel Corp. | 15,108 | 41,319 | | (3,316) | | | |
| Log-In Logística Intermodal S/A. | 217,713 | 217,713 | | (1,051) | 470 | 3,749 | 18,107 |
| Shandong Yankuang International Company Ltd | (5,528) | (1,168) | (3,145) | (8,872) | (3,338) | (28,005) | (302) |
| ThyssenKrupp CSA Cia Siderúrgica do Atlântico (c) | 3,557,541 | 1,331,214 | | | | | |
| Vale Soluções em Energia | 172,243 | 172,243 | | | | | |
| Zhuhai YPM Pellet e Co.,Ltd. | 21,756 | 20,712 | 1,651 | 5,962 | | (2,275) | |
| Others | 68,240 | 70,821 | (795) | (641) | 604 | (12,584) | 2,379 |
| | 4,458,614 | 2,270,011 | 30,262 | 32,538 | 33,514 | 76,250 | 130,478 |
| | 4,519,180 | 2,399,799 | 30,262 | 50,021 | 48,682 | 93,733 | 163,171 |

(a) investments measured at market value, or equivalent, with impact in the unrealized results of market value line inside

shareholders
equity.

(b) Investments
disposed in
2009. The
amount R\$
17.483 in 2T09
refers to
dividends
received.

(c) Investment
evaluated the
market until
set/09.

6.12- Intangible

| | Consolidated | | Goodwill amortization (*) 3Q/08 |
|--|--------------------------------|--------------------------------|--|
| | Intangible 09/30/09 | Intangible 06/30/09 | |
| Intangible by segment | | | |
| Iron ore and pellets | | | |
| Goodwill of Minerações Brasileiras Reunidas MBR (Includes goodwill Caemi) (b) | 4,060,415 | 4,060,415 | (138,612) |
| Mineração Corumbá Reunidas S/A | 229,627 | | |
| Goodwill other companies (a, b) | 4,605 | 5,645 | (829) |
| | 4,294,647 | 4,066,060 | (139,441) |
| Nickel | | | |
| Goodwill of Inco Limited (a, b, d) | 2,958,932 | 3,015,506 | (212,143) |
| Coal | | | |
| Goodwill of Vale Australia (a, b) | 167,440 | 168,292 | (1,100) |
| Total goodwill | 7,421,019 | 7,249,858 | (352,684) |
| | | | End amortization |
| Other rights | | | |
| Right of use of the actions of the EBM Subconcessão Ferrovia Norte Sul FNS | 660,711 | 666,670 | May 2037 |
| Other rights Vale Inco | 1,659,109 | 1,653,491 | December 2037 |
| Other | 608,864 | 612,254 | September 2046 |
| | 16,777 | 16,777 | |

| | | |
|---|-------------------|-------------------|
| Total Other rights | 2,945,461 | 2,949,192 |
| Total Intangible | 10,366,480 | 10,199,050 |
| Intangible not recorded at the parent company | (2,267,973) | (2,265,745) |
| Total parent company | 8,098,507 | 7,933,305 |

(a) Goodwill not recorded in the parent company; and

(b) Goodwill paid by future profitability expectancy

(*) The amortization of goodwill was ceased in december 2008 (see note 6.2)

The main changes in intangibles caption during the quarter ended in September 30, 2009, which changed the balance of R\$ 10,199,050 as of June 30, 2009 to R\$ 10,366,480 as of September 30, 2009, are as follows: decrease of amortization in the amount of R\$ 9,710, decrease of translation adjustment in the amount of R\$ 61,857, increase of exchange monetary variation by R\$ 9,370 and increase in goodwill of R\$229,627.

Table of Contents**6.13- Property, Plant and Equipment**

| | Average depreciation rates | Consolidated | | | Parent Company | | | 06/30/09 | |
|----------------------------------|----------------------------|--------------------|--------------------------------------|--------------------|--------------------|-------------------|--------------------------------------|-------------------|-------------------|
| | | Cost | 09/30/09 Accumulated depreciation | Net | 06/30/09 Net | Cost | 09/30/09 Accumulated depreciation | | Net |
| lands | | 512,713 | | 512,713 | 496,759 | 291,023 | | 291,023 | 279,023 |
| Buildings | 3.63% | 9,140,350 | (2,313,445) | 6,826,905 | 7,035,784 | 3,733,355 | (987,158) | 2,746,197 | 2,695,588 |
| Installations | 3.73% | 30,377,695 | (10,038,383) | 20,339,312 | 19,833,747 | 14,106,894 | (4,361,237) | 9,745,657 | 9,648,660 |
| Equipment | 7.34% | 14,728,379 | (4,759,240) | 9,969,139 | 10,137,898 | 5,386,566 | (1,870,623) | 3,515,943 | 3,248,550 |
| Information technology equipment | 20.00% | 2,204,479 | (1,351,917) | 852,562 | 894,060 | 1,789,254 | (1,106,692) | 682,562 | 698,670 |
| Railroads | 3.09% | 12,944,319 | (4,546,969) | 8,397,350 | 7,890,652 | 10,995,759 | (4,021,011) | 6,974,748 | 6,557,970 |
| General assets | 3.26% | 29,833,894 | (3,938,351) | 25,895,543 | 23,378,733 | 1,876,021 | (382,422) | 1,493,599 | 1,585,780 |
| Others | 7.27% | 11,373,702 | (2,760,101) | 8,613,601 | 10,869,554 | 3,300,162 | (1,605,529) | 1,694,633 | 1,679,640 |
| | | 111,115,531 | (29,708,406) | 81,407,125 | 80,537,187 | 41,479,034 | (14,334,672) | 27,144,362 | 26,393,940 |
| Construction in progress | | 30,417,251 | | 30,417,251 | 30,560,007 | 14,655,349 | | 14,655,349 | 14,530,580 |
| Total | | 141,532,782 | (29,708,406) | 111,824,376 | 111,097,194 | 56,134,383 | (14,334,672) | 41,799,711 | 40,924,520 |

6.14- Loans and Financing

Current

| | Consolidated | | Parent Company | |
|-----------------|----------------|----------------|----------------|----------|
| | 09/30/09 | 06/30/09 | 09/30/09 | 06/30/09 |
| Trade finance | 503,731 | 548,277 | | |
| Working capital | 155,005 | 145,416 | | |
| | 658,736 | 693,693 | | |

Refers to short-term financing for export, denominated in US dollars, with average annual interest rate of 2.24%.

Non-current

| | Consolidated | | | | Parent Company | | | |
|---------------------------|---------------------|----------|-------------|------------|---------------------|----------|-------------|----------|
| | Current liabilities | | Non-current | | Current liabilities | | Non-current | |
| | 09/30/09 | 06/30/09 | 09/30/09 | 06/30/09 | 09/30/09 | 06/30/09 | 09/30/09 | 06/30/09 |
| Foreign operations | | | | | | | | |
| Loans and financing in: | | | | | | | | |
| U.S. dollars | 2,731,159 | 562,086 | 8,895,148 | 12,559,108 | 284,622 | 312,393 | 516,425 | 717,341 |

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| | | | | | | | | |
|--|------------------|------------------|-------------------|-------------------|----------------|----------------|----------------|----------------|
| Other currencies Notes in U.S. dollars | 42,880 | 49,189 | 375,902 | 360,668 | 6,220 | 6,552 | 9,295 | 9,791 |
| Export securitization (*) | | | 13,346,726 | 12,687,035 | | | | |
| Perpetual notes | 101,165 | 109,892 | 190,440 | 237,219 | | | | |
| Accrued charges | 365,124 | 350,385 | 148,279 | 162,748 | 2,768 | 10,969 | | |
| | 3,240,328 | 1,071,552 | 22,956,495 | 26,006,778 | 293,610 | 329,914 | 525,720 | 727,132 |

Local operations

| | | | | | | | | |
|---|------------------|------------------|-------------------|-------------------|----------------|----------------|-------------------|-------------------|
| Indexed by TJLP, TR, IGP-M and CDI Basket of currencies Loans in U.S. dollars | 137,779 | 145,105 | 5,594,095 | 5,451,570 | 101,294 | 101,293 | 5,338,366 | 5,176,518 |
| Non-convertible debentures | 2,502 | 2,746 | 5,838 | 7,094 | 2,502 | 2,746 | 5,838 | 7,094 |
| Accrued charges | | | 701,035 | 837,718 | | | 701,035 | 769,440 |
| | | | 6,003,649 | 6,000,576 | | | 5,500,000 | 5,500,000 |
| | 277,224 | 177,975 | | | 277,224 | 177,975 | | |
| | 417,505 | 325,826 | 12,304,617 | 12,296,958 | 381,020 | 282,014 | 11,545,239 | 11,453,052 |
| | 3,657,833 | 1,397,378 | 35,261,112 | 38,303,736 | 674,630 | 611,928 | 12,070,959 | 12,180,184 |

(*) Debt securities collateralized by future receivables arising from certain exports sales.

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The long-term portion as of September 30, 2009 matures as follows:

| | Consolidated | | Parent Company | |
|--|---------------------|-------------|-----------------------|-------------|
| 2010 | 1,837,014 | 5% | 1,579,988 | 13% |
| 2011 | 5,158,388 | 15% | 280,774 | 2% |
| 2012 | 2,364,462 | 7% | 325,168 | 3% |
| 2013 | 5,861,940 | 17% | 4,303,412 | 36% |
| 2014 onwards | 19,387,380 | 55% | 5,581,617 | 46% |
| No due date (Perpetual notes and non-convertible debentures) | 651,928 | 1% | | 0% |
| | 35,261,112 | 100% | 12,070,959 | 100% |

As of September 30, 2009, annual interest rates on long-term debt were as follows:

| | Consolidated | Parent Company |
|----------------------------|---------------------|-----------------------|
| Up to 3% | 11,493,426 | 1,510,045 |
| 3.1% to 5% | 178,414 | 2,362 |
| 5.1% to 7%(*) | 13,334,301 | 765,589 |
| 7.1% to 9%(*) | 9,991,684 | 6,886,791 |
| 9.1% to 11% | 1,737,274 | 1,549,319 |
| Over 11% (*) | 2,031,483 | 2,031,483 |
| Variable (Perpetual notes) | 152,363 | |
| | 38,918,945 | 12,745,589 |

(*) Includes non-convertible debentures and other Brazilian reais denominated loans where interest is equal to the accumulated variation by CDI and TJLP (Brazilian interbank certificate of deposit and Long-term interest rate) plus spread. For these operations the Company has contracted

derivatives to hedge the Company exposure against the variations of floating debt denominated in reais. The contract value for these operations is R\$ 10,875 million, where R\$ 5,743 million has an original interest rate between 7.1% and 9%, and the remaining amount has real interest rate above 9%. After the derivatives contract, the average cost of these operations is equivalent to 4.64%.

The percentage variations related applied to the debt in each quarter ended were as follows:

| | 09/30/09 | 06/30/09 | 09/30/08 |
|--|-----------------|-----------------|-----------------|
| TJLP Long-Term Interest Rate (effective rate) | 1.6 | 1.6 | 1.5 |
| IGP-M General Price Index Market | (0.4) | (0.3) | 1.6 |
| Devaluation of Real against United States Dollar | 9.8 | 18.6 | 20.0 |

In September, 2009, Vale issued US\$ 1,000 million of 10-year notes through its wholly-owned subsidiary Vale Overseas, fully and unconditionally guaranteed by Vale. The notes due 2019 will bear a coupon of 5 5/8% per year, payable semi-annually, at a price of 99.23% of the principal amount. These notes were priced with a spread of 225 basis points over U.S. Treasuries, resulting in a yield to maturity of 5.7% per year.

On January, 2008 the Company entered into a transaction with Brazilian bank to finance working capital in the amount of R\$ 2,000 millions with final maturity in 2018.

In 2008, Vale entered into agreements with Banco Nacional de Desenvolvimento Econômico e Social (BNDES), the Brazilian National Development Bank with Japanese agencies, granting long-term financials, Japan Bank for International Cooperation (JBIC) and Nippon Export and Investment Insurance (NEXI) for the financing of the mining, logistics and power generation projects to be developed under Vale's investment program for 2008-2012. Until September 30, 2009 the Vale had draw down R\$ 1,145 million under the credit facility granted by BNDES.

Additionally, we have revolving credit lines available under which amounts can be drawn down and repaid at the option of the borrower. At September 30, 2009, the total amount available under revolving credit lines was US\$1,900, of which US\$1,150 was granted to Vale International and the balance to Vale Inco. As of September 30, 2009, neither Vale International nor Vale Inco had drawn any amounts under these facilities.

At September 30, 2009 the outstanding debt was R\$ 38,918,945 (June 30, 2009 R\$ 39,701,114), of which R\$ 295,224 (June 30, 2009 R\$ 351,471) is collateralized by future receivables from certain export sales by the subsidiary CVRD

Overseas Ltd. Loans, R\$1,041,462 (June 30, 2009 R\$532,788) guaranteed by other actual assets. Besides, there are loans in the amount of R\$59,706 (June 30, 2009 R\$89,070) from international lenders guaranteed by Brazilian Federal Government, to which the Company has provided guarantees in the same amount. The remaining long-term debt of R\$37,522,553 (June 30, 2009 R\$38,727,785), of which R\$13,346,726 (June 30, 2009 R\$12,687,035) of fixed rate notes denominated in dollar and R\$24,175,827 (June 30, 2009 R\$26,040,750) of other debts there are no guarantees. Some long-term debt instruments have financial coverage. The main financial coverage relates to certain ratios that must be maintained, such as debt versus EBITDA and interest coverage. The Company is in full compliance with financial coverage required.

Table of Contents**6.15- Contingent Liabilities and Commitments**

The Company and its subsidiaries are parties to labor, civil, tax and other suits and have been contesting these matters both administratively and in court. When applicable, these are backed by judicial deposits. Provisions for losses are estimated and inflation restated by management based on the opinion of the Legal Department and its external legal counsels.

In addition to the provisions recorded, there are other contingent liabilities, split between taxes, labor and civil claims, estimated as possible losses in the amount of R\$ 8,332,128 (R\$ 3,840,486 for the parent Company).

Contingent Liabilities

Provisions for contingencies net of judicial deposits, considered by management and its legal counsel as sufficient to cover probable losses from, are detailed as follows:

| | Consolidated | | Parent Company | |
|---|---------------------|------------------|-----------------------|------------------|
| | 09/30/09 | 06/30/09 | 09/30/09 | 06/30/09 |
| I) Tax contingencies | 2,243,659 | 2,356,046 | 1,205,401 | 1,186,497 |
| (-) Judicial deposits | (1,079,516) | (1,064,071) | (1,016,331) | (937,925) |
| | 1,164,143 | 1,291,975 | 189,070 | 248,572 |
| II) Civil contingencies | 698,774 | 630,133 | 532,439 | 536,428 |
| (-) Judicial deposits | (41,881) | (39,655) | (1,694) | |
| | 656,893 | 590,478 | 530,745 | 536,428 |
| III) Labor contingencies | 1,148,261 | 1,121,299 | 974,287 | 935,582 |
| (-) Judicial deposits | (45,177) | (58,831) | (26,831) | (44,854) |
| | 1,103,084 | 1,062,468 | 947,456 | 890,728 |
| IV) Environmental contingencies | 40,737 | 34,308 | 12,468 | 12,083 |
| Total accrued liabilities | 2,964,857 | 2,979,229 | 1,679,739 | 1,687,811 |
| | 09/30/09 | 06/30/09 | 09/30/09 | 06/30/09 |
| Balance at the beginning of the period | 2,979,229 | 2,984,338 | 1,687,811 | 1,692,372 |
| Provisions, net of reversals | 44,453 | 23,496 | (72,776) | (43,319) |
| Payment | (11,444) | (8,465) | (11,444) | (8,434) |
| Monetary update | (43,364) | (31,318) | 138,225 | 91,290 |
| Judicial deposits | (4,017) | 11,178 | (62,077) | (44,098) |
| Balance at the end of period | 2,964,857 | 2,979,229 | 1,679,739 | 1,687,811 |

I) Tax Contingencies:

The major suits are:

Value-Added Tax on Sales and Services (ICMS) The contingent figures refers to the right of credit and differential rates regarding the transfer of assets between company branches;

Services Tax (ISS) The major claims are related to disputes on the location of tax collection;

Import Duty (II) The provision made is related to the Fiscal classification of equipment imported by merged companies;

Additional Compensation to Harbor Workers (AITP) Amounts regarding the collection of compensation amounts for public harbor workers transferred to private harbor;

Income Tax and Social Contribution It refers essentially to the dispute on tax loss compensation and negative bases of social contribution above the limit of 30% of taxable income and monetary adjustment of assets from merged companies; and

Others Regarding disputes on tax credit compensation and the basis of calculation of Financial Compensation by Exploration of Mineral Resources CFEM.

II) Civil Contingencies:

The civil lawsuits are mainly related to claims made against us by contractors in connection with losses allegedly incurred by them as a result of several economic plans, accidents and return of land.

Table of Contents**III) Labor Contingencies:**

Labor and social security contingencies it refers mainly to claims for (a) payment of time spent traveling from their residences to the work-place, (b) additional health and safety related payments, and (c) disputes about the amount of indemnities paid upon dismissal and one-third extra holiday pay.

Other commitments

(a) In connection with a tax-advantaged lease financing arrangement sponsored by the French Government, Vale provided certain guarantees on behalf of Vale Inco New Caledônia (VINC) pursuant to which it was guaranteed payments due from VINC of up to a maximum amount of US\$ 100 millions (Maximum Amount) in connection with an indemnity. The Company also provided an additional guarantee covering the payments due from VINC of (a) amounts exceeding the Maximum Amount in connection with the indemnity and (b) other amounts payable by VINC under a lease agreement covering certain assets. As at September 30, 2009, such guarantees totaled US\$ 159 millions including the US\$ 100 millions.

During the second quarter two new bank guarantees totaling 43 millions were established by the Company on behalf of VINC in favor of the South Province of New Caledonia in order to guarantee the performance of VINC with respect to certain environmental obligations in relation to the metallurgical plant and the Kwe West residue storage facility.

Sumic Nickel Netherlands B.V., a 21% shareholder of VINC, has a put option to sell to Vale 25%, 50%, or 100% of the shares they own of VINC. The put option can be exercised if the defined cost of the initial nickel-cobalt development project exceeds US\$ 4,2 billions at project rates and an agreement cannot be reached on how to proceed with the project.

The Company provided a guarantee covering certain termination payments due from VINC to the supplier under an electricity supply agreement (ESA) entered into in October 2004 for the VINC project. The amount of the termination payments guaranteed depends upon a number of factors, including whether any termination of the ESA is a result of a default by VINC and the date on which an early termination of the ESA were to occur. If VINC defaults under the ESA prior to the anticipated start date for supply of electricity to the project, the termination payment, which currently is at its maximum, would be 145 millions. Once the supply of electricity under the ESA to the project begins, the guaranteed amounts will decrease over the life of the ESA.

In February 2009, Vale Inco Newfoundland and Labrador Limited (VINL), Vale's subsidiary, entered into a fourth amendment to the Voisey's Bay Development agreement with the Government of Newfoundland and Labrador, Canada, that permitted VINL to ship up to 55,000 metric tonnes of nickel concentrate from the Voisey's Bay area mines. As part of the agreement, VINL agreed to provide the Government of Newfoundland and Labrador financial assurance in the form of letters of credit each in the amount of \$ 16 million Canadian-dollar for each shipment of nickel concentrate shipped out of the province from January 1, 2009 to August 31, 2009. The maximum amount of this financial assurance is \$ 112 millions Canadian-dollar based on seven shipments of nickel concentrate. As at September 30, 2009, all seven of the letters of credit had been issued totaling \$ 112 millions Canadian-dollar.

(b) At the time of our privatization in 1997, the Company issued debentures to its then-existing stockholders, including the Brazilian Government. The terms of the debentures, were set to ensure that the pre-privatization stockholders, including the Brazilian Government would participate in possible future financial benefits that could be obtained from exploiting certain mineral resources.

A total of 388,559,056 Debentures were issued at a par value of R\$ 0.01 (one cent), whose value will be restated in accordance with the variation in the General Market Price Index (IGP-M), as set forth in the Issue Deed.

The debentures holders has the right to receive premiums, paid semesterly, equivalent to a percentage of net revenues from specific mine resources as set forth in the indenture.

In April and in September, 2009, the Company paid interest on debentures in the amount of R\$ 7,879 and R\$ 7,231, respectively.

Table of Contents**6.16- Provision for Asset Retirement Obligations**

| | Consolidated | | Parent Company | |
|--|---------------------|------------------|-----------------------|-----------------|
| | 09/30/09 | 06/30/09 | 09/30/09 | 06/30/09 |
| Provisions in the beginning of year | 2,009,547 | 2,067,730 | 886,739 | 894,997 |
| Accretion expense | 41,460 | 27,848 | 32,969 | 17,606 |
| Liabilities settled in the current period | (13,190) | (27,651) | (12,479) | (25,864) |
| Revisions in estimated cash flows | | 21,854 | | |
| Cumulative translation adjustment | (19,505) | (80,234) | | |
| Provisions in the end of year | 2,018,312 | 2,009,547 | 907,229 | 886,739 |
| Current | 52,073 | 63,898 | 22,015 | 32,885 |
| Non-current | 1,966,239 | 1,945,649 | 885,214 | 853,854 |
| | 2,018,312 | 2,009,547 | 907,229 | 886,739 |

6.17- Pension Plan

The following information summarizes the costs related to pension plans, which include the allowance for additional pension support and health care plan.

Allowance for additional pension support and health care plan refer to the Company's responsibility to support retirements, pensions and health assistance in connection with the termination of some employees, which occurred between 1987 and 1989.

In the 2008 year-end financial statements, Vale disclosed that it expected to contribute R\$ 837,978 to its defined benefit plans in 2009. As of September 30, 2009, R\$ 454,340 had been contributed. The Company does not expect significant changes in the estimates disclosed in 2008.

| | Consolidated | | | | | | | | |
|--|---------------------------------|----------------------------------|-----------------------------------|---------------------------------|----------------------------------|-----------------------------------|---------------------------------|----------------------------------|-----------------------------------|
| | 3Q/09 | | | Quarter 2Q/09 | | | 3Q/08 | | |
| | Overfunded pension plans | Underfunded pension plans | Underfunded other benefits | Overfunded pension plans | Underfunded pension plans | Underfunded other benefits | Overfunded pension plans | Underfunded pension plans | Underfunded other benefits |
| Service cost benefits earned during the period | 5,354 | 20,018 | 6,386 | 5,355 | 21,533 | 8,758 | 5,116 | 25,012 | 10,793 |
| Interest cost on projected benefit obligation | 153,518 | 117,704 | 39,023 | 153,518 | 117,312 | 43,321 | 139,017 | 106,151 | 33,885 |
| Expected return on assets | (211,488) | (85,953) | (1,820) | (211,487) | (95,516) | | (231,526) | (104,501) | |
| Amortization of initial transitory obligation | 6,786 | 7,279 | (7,227) | 11,309 | 1,958 | (11,694) | (2,495) | 3,335 | (3,335) |

| | | | | | | | | | |
|----------------------------------|-----------------|---------------|---------------|-----------------|---------------|---------------|-----------------|---------------|---------------|
| Net periodic pension cost | (45,830) | 59,048 | 36,362 | (41,305) | 45,287 | 40,385 | (89,888) | 29,997 | 41,343 |
|----------------------------------|-----------------|---------------|---------------|-----------------|---------------|---------------|-----------------|---------------|---------------|

| | Consolidated Accumulated | | | | | |
|--|---------------------------------|----------------------------------|-----------------------------------|---------------------------------|----------------------------------|-----------------------------------|
| | 09/30/09 | | | 09/30/08 | | |
| | Overfunded pension plans | Underfunded pension plans | Underfunded other benefits | Overfunded pension plans | Underfunded pension plans | Underfunded other benefits |
| Service cost benefits earned during the period | 14,279 | 67,003 | 25,017 | 13,643 | 84,365 | 34,126 |
| Interest cost on projected benefit obligation | 409,382 | 359,037 | 127,070 | 370,711 | 317,393 | 107,150 |
| Expected return on assets | (563,967) | (281,563) | (1,820) | (617,403) | (329,562) | |
| Amortization of initial transitory obligation | 18,095 | 27,748 | (35,082) | (6,654) | 3,335 | (10,041) |
| Net periodic pension cost | (122,211) | 172,225 | 115,185 | (239,703) | 75,531 | 131,235 |

| | Parent Company Quarter | | | | | | | | |
|--|---------------------------------|----------------------------------|-----------------------------------|---------------------------------|----------------------------------|-----------------------------------|---------------------------------|----------------------------------|-----------------------------------|
| | 3Q/09 | | | 2Q/09 | | | 3Q/08 | | |
| | Overfunded pension plans | Underfunded pension plans | Underfunded other benefits | Overfunded pension plans | Underfunded pension plans | Underfunded other benefits | Overfunded pension plans | Underfunded pension plans | Underfunded other benefits |
| Service cost benefits earned during the period | 5,354 | | 927 | 5,355 | | 928 | 5,116 | | 788 |
| Interest cost on projected benefit obligation | 153,518 | 19,435 | 8,086 | 153,518 | 19,434 | 8,085 | 139,017 | 17,776 | 7,206 |
| Expected return on assets | (211,488) | (11,341) | | (211,487) | (11,341) | | (231,526) | (7,789) | |
| Amortization of initial transitory obligation | 6,786 | | 52 | 11,309 | | 51 | (2,495) | | |
| Net periodic pension cost | (45,830) | 8,094 | 9,065 | (41,305) | 8,093 | 9,064 | (89,888) | 9,987 | 7,994 |

| | Parent Company Accumulated | | | | | |
|--|-----------------------------------|----------------------------------|-----------------------------------|---------------------------------|----------------------------------|-----------------------------------|
| | 09/30/09 | | | 09/30/08 | | |
| | Overfunded pension plans | Underfunded pension plans | Underfunded other benefits | Overfunded pension plans | Underfunded pension plans | Underfunded other benefits |
| Service cost benefits earned during the period | 14,279 | | | 2,473 | 13,643 | 2,102 |

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| | | | | | | |
|---|------------------|---------------|---------------|------------------|---------------|---------------|
| Interest cost on projected benefit obligation | 409,382 | 51,826 | 21,562 | 370,711 | 47,401 | 19,216 |
| Expected return on assets | (563,967) | (30,243) | | (617,403) | (20,770) | |
| Amortization of initial transitory obligation | 18,095 | | 138 | (6,654) | | |
| Net periodic pension cost | (122,211) | 21,583 | 24,173 | (239,703) | 26,631 | 21,318 |

Table of Contents**6.18- Long-term Incentive Compensation Plan**

In 2008, with the purpose of introducing a stockholders vision to some of the Company's executives, as well as improving the retention of these executives and reinforcing a sustainable performance culture, the Board of Directors approved a long-term incentive compensation plan, which was implemented with a three-year cycle.

Under the plan, the participants, restricted to certain executives, may elect to allocate part of their annual bonuses to the plan. That portion of the bonus allocated to the plan is in fact used by the executive to purchase Vale's preferred shares through a previously defined financial institution, at market conditions and with no benefit provided by Vale.

The shares purchased by each executive have no restrictions and may, at the participant's discretion, be sold at any time. However, in order to be entitled to the long-term incentive compensation plan to be provided by Vale, the amount of shares initially purchased by the executives on the plan's adoption must be held for a three-year period and the executive must retain their employment relationship with Vale during that period.

By meeting the two conditions described above (keeping the number of shares purchased and remaining a Vale employee over the three-year period), the participant becomes entitled to receive from Vale, at the end of each cycle, a cash payment equivalent to the total amount of the shares held, based on their market quotations. As of September 30, 2009, 1,809,117 shares (1,809,117 shares as of June 30, 2009) were covered by said benefit.

The Company records the cost of this incentive in accordance with the Long-Term Compensation Plan, following the requirements of CVM Resolution 562/2008. The obligations are measured at fair value on each disclosure date, based on market quotations. Settlement costs incurred are recognized during the three-year vesting period.

Additionally, certain executives eligible to the long-term incentive have the opportunity to receive at the end of the three-year cycle an amount equal to the market value of a certain number of shares, based on an evaluation of their career and Vale's performance factor as measured by the indicator of total return to stockholders.

As of September 30, 2009, the amount accrued to support this plan is R\$ 70,633 (R\$ 67,777 as of June 30, 2009), fully recognized in the statement of income.

6.19- Paid-up Capital

Class A preferred shares have the same rights as common shares, except for the right to elect the members of the Board of Directors. They have priority to a minimum annual dividend of 6% on the portion of capital represented by this class of share or 3% on the book net equity value of the share, whichever is greater.

On July 2008, the Company issued 256,926,766 common shares and 164,402,799 preferred shares through a global offering, in Brazil and abroad.

On August 2008, through an additional offering, the Company issued 24,660,419 preferred shares. Following the issue, Vale's capital stock increased by R\$ 19,434,193 with corresponding transaction costs of R\$ 160,771 being recorded as contra entry. As a result, capital is now composed of 3,256,724,482 common shares and 2,108,579,618 preferred shares, totaling R\$ 47,434,193.

As from May, 04 2009, Vale changed the code for negotiation of its ADRs negotiated in New York Stock Exchange (NYSE) from RIO e RIO-P to VALE and VALE-P, respectively.

As of September 30, 2009, the Company's capital is R\$ 47,434,193, corresponding to 5,365,304,100 shares, without par value.

The members of the Board of Directors and the Executive Board together own 157,340 common shares and 1,008,701 preferred shares.

The Board of Directors has the power, without requiring an amendment to the bylaws, to allow the issue of new shares (authorized capital) including through the capitalization of profits and reserves up to the authorized limit of 3,600,000,000 common shares and 7,200,000,000 preferred shares without par value.

Table of Contents**6.20- Funds linked to Future Mandatory Conversion into Shares**

Vale issued mandatory convertible notes, as follows:

| Headings | Date | | Value (In thousands of reais) | | |
|-----------------------|-----------|------------|-------------------------------|----------------|------------|
| | Emission | Expiration | Gross | Net of charges | Cupom |
| Tranches RIO e RIO P. | June/2007 | June/2010 | 3,601 | 3,064 | 5,50% a.a. |

Tranches VALE - 2012

| | | | | | |
|------------------------|-----------|-----------|-------|-------|------------|
| Tranches VALE P - 2012 | July/2009 | July/2012 | 1,858 | 1,523 | 6,75% a.a. |
|------------------------|-----------|-----------|-------|-------|------------|

The notes pay a coupon quarterly and are entitled to an additional remuneration equivalent to the cash distribution paid to ADS holders. These notes were classified as a capital instrument, mainly due to the fact that neither the Company nor the holders have the option to settle the operation, whether fully or partially, with cash, and the conversion is mandatory; consequently, they were recognized as a specific component of shareholders' equity, net of financial charges.

The funds linked to future mandatory conversion, net of charges are equivalent to the maximum of common shares and preferred shares, as follows. All the shares are currently held in treasury (see note 6.21).

| Headings | Maximum amount of action | | Value (In thousands of reais) | |
|-----------------------|--------------------------|------------|-------------------------------|-----------|
| | Common | Preferred | Common | Preferred |
| Tranches RIO e RIO P. | 56,582,040 | 30,295,456 | 2,111 | 953 |

Tranches VALE - 2012

| | | | | |
|------------------------|------------|------------|-----|-------|
| Tranches VALE P - 2012 | 18,415,859 | 47,284,800 | 473 | 1,050 |
|------------------------|------------|------------|-----|-------|

On April 30, 2009 Vale paid additional interests to the holders of mandatory convertible notes from tranches VALE (former, RIO) and VALE P (former, RIO-P), in the amount of R\$ 1.073721 and R\$ 1.274361 per note, respectively.

On October 30, 2009 (subsequent event) Vale will pay additional interests to the holders of mandatory convertible notes from tranches RIO, RIO-P, VALE-2012 and VALE.P-2012 in the amount of R\$ 0.857161, R\$ 1.017334, R\$ 1.236080 and R\$ 1.429662, respectively.

6.21- Treasury Stock

On May 27, 2009, the Board of Directors approved the closing of program to repurchase shares approved on October 16, 2008, covering up to 69,944,380 common shares and up to 169,210,249 preferred shares. At the closing program date 18,415,859 common shares and 47,284,800 preferred shares had been purchased.

As of September 30, 2009, 152,579,803 shares were held in the treasury, totaling R\$ 2,470,698 as follows:

| Class | Shares | | Unit acquisition cost | | | Average quoted market price | |
|-----------|--------------------|--------------------|-----------------------|-------|-------|-----------------------------|----------|
| | Quantity | | Average | Low | High | 09/30/09 | 06/30/09 |
| | 09/30/09 | 06/30/09 | | | | | |
| Preferred | 77,581,904 | 77,625,704 | 23.56 | 21.02 | 27.96 | 32.74 | 31.73 |
| Common | 74,997,899 | 74,997,899 | 37.07 | 23.33 | 31.00 | 37.24 | 36.81 |
| | 152,579,803 | 152,623,603 | | | | | |

6.22- Compensation of Stockholders

On April 30, 2009, the Company paid its stockholders the amount of R\$ 2,734,500 in the form of dividends.

On October 15, 2009 (subsequent period) the Board of Directors approved the payment of the second tranche of the minimum dividend and an additional dividend, totaling R\$ 2,564,850, corresponding to R\$ 0.492036226 per common or preferred share in circulation.

Table of Contents**6.23- Financial Results**

| | | Consolidated Quarter | | |
|--|------------------|---------------------------------|--------------------|--|
| | 3Q/09 | 2Q/09 | 3Q/08 | |
| Financial expenses | | | | |
| Interest | (401,808) | (457,354) | (509,184) | |
| Labor, tax and civil contingencies | (35,765) | (29,235) | (40,093) | |
| Others | (478,060) | (249,530) | (197,042) | |
| | (915,633) | (736,119) | (746,319) | |
| Financial income | | | | |
| Related parties | | | 1,041 | |
| Financial statements | 143,270 | 198,818 | 431,063 | |
| Others | 57,472 | 27,841 | 34,641 | |
| | 200,742 | 226,659 | 466,745 | |
| Derivatives | 634,545 | 1,814,648 | (1,111,776) | |
| Monetary and exchange rate variation: | | | | |
| Cash and cash equivalents | (755,088) | (2,282,057) | 1,988,222 | |
| Loans | 2,273,186 | 4,693,405 | (4,768,344) | |
| Others | (1,238,834) | (1,142,255) | 2,144,804 | |
| Net | 279,264 | 1,269,093 | (635,318) | |
| Financial income (expenses), net | 198,918 | 2,574,281 | (2,026,668) | |

| | Accumulated | | | |
|------------------------------------|---------------------|--------------------|-----------------------|--------------------|
| | Consolidated | | Parent Company | |
| | 09/30/09 | 09/30/08 | 09/30/09 | 09/30/08 |
| Financial expenses | | | | |
| Interest | (1,434,856) | (1,509,991) | (1,790,585) | (2,050,735) |
| Labor, tax and civil contingencies | (102,998) | (131,795) | (98,929) | (121,840) |
| Others | (830,974) | (822,510) | (533,293) | (354,386) |
| | (2,368,828) | (2,464,296) | (2,422,807) | (2,526,961) |
| Financial income | | | | |
| Related parties | 169 | 6,492 | 211,593 | 156,921 |
| Financial statements | 617,643 | 527,453 | 293,874 | 397,489 |
| Others | 122,333 | 100,708 | 26,610 | 10,218 |

| | | | | |
|--|------------------|--------------------|------------------|--------------------|
| | 740,145 | 634,653 | 532,077 | 564,628 |
| Derivatives | 2,492,968 | (490,204) | 2,257,219 | (162,174) |
| Monetary and exchange rate variation: | | | | |
| Cash and cash equivalents | (3,198,885) | 1,850,478 | (32,972) | 1,271,686 |
| Loans | 7,262,029 | (2,037,323) | 489,762 | (898) |
| Partes Relacionadas | | | 7,900,470 | (1,999,713) |
| Others | (2,515,486) | 1,012,810 | 471,458 | (206,662) |
| Net | 1,547,658 | 825,965 | 8,828,718 | (935,587) |
| Financial income (expenses), net | 2,411,943 | (1,493,882) | 9,195,207 | (3,060,094) |

6.24- Financial Instruments Derivatives

Risk Management Policy

Vale has developed its risk management strategy in order to provide an integrated approach of the risks the Company is exposed to. To do that, we evaluate not only the impact of market risk factors in the business results (market risk), but also the risk arising from third party obligations with Vale (credit risk) and those risks inherent in Vale's operational processes (operational risk).

Traditional market risk measures such as VaR (Value at Risk) are not sufficient to evaluate the group exposures once Vale's main goal is to avoid a possible lack of cash to fulfill our future obligations.

The enterprise wide risk management approach, that encompasses all kinds of risk, as well as the relations between the several market risk factors (correlations), aims to assess the impact that such events would bring considering the natural hedges presented in the company's portfolio. Therefore, when assessing the risk associated with Vale's business, one can observe the positive effect due to the mix of products and currencies in Vale's portfolio. This diversification implies in a natural reduction of the overall risk of the company. Any risk mitigation strategy, whenever necessary, will be implemented if it contributes significantly for the reduction on the volatility on Vale's cash flows beyond the levels initially observed and to acceptable levels of risk.

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Vale considers that the effective management of risk is a key objective to support its growth strategy and financial flexibility. The risk reduction on Vale's future cash flow contributes to a better perception of the company's credit quality, improving its ability to access different markets and reducing the financing costs. Therefore, the board of directors has established an enterprise-wide risk management policy and a risk management committee.

The risk management policy determines that Vale should evaluate regularly its cash flow risks as well as risk mitigation strategies. As previously stated, whenever considered necessary, these mitigation strategies should be put in place, will be executed with the objective of reducing the risks regarding the obligations assumed by the Company, both with third parties and its shareholders.

The executive board is responsible for the evaluation and approval of the risk mitigation strategies recommended by the risk management committee. The committee is responsible for overseeing and reviewing our risk management principles and risk management instruments, besides reporting periodically to the executive board regarding the management process and risk monitoring, including the main risks Vale is exposed to and their impact on Vale's cash flow.

The risk management policy and procedures, that complement the risk management governance model, require the diversification of operations and counterparties and prohibit speculative transactions with derivatives.

Besides the risk management governance model, Vale has in place a well defined corporate governance structure with the roles and responsibilities well defined. The recommendation and execution of the derivative transactions are implemented by different and independent areas. It is responsibility of the risk management department to define and propose to the risk management committee market risk mitigation strategies consistent with Vale and its wholly owned subsidiaries corporate strategy. It is responsibility of the finance department the execution of the risk mitigation strategies through the use of derivatives. The independence of the areas guarantees an effective control on these operations.

The monitoring and monthly evaluations of the consolidated risk exposure allow us to evaluate the financial results and the impact on Vale's cash flow, as well as guarantee that the initial goals will be achieved. The fair value measurements of the trades are reported weekly to management.

All derivative trades were recognized in our balance sheet at fair value and their respective gains or losses were recognized in the earnings.

Considering the nature of Vale's business and operations, the main market risk factors which the Company is exposed are:

Interest rates;

Foreign exchange;

Products prices;

Input and other costs.

Fair value computation methodology

Well-known market participants' valuation methodologies were used to compute the fair value of instruments. The financial instruments were evaluated computing their present values considering market curves that impact the instrument on the determination dates. The curves and prices used in the pricing for each group of instruments are detailed in the topic "market curves".

The pricing method considered in the case of European options is the Black & Scholes model, which is widely used among derivatives market participants for the option pricing. In this model, the derivative fair value is a function of the volatility, spot price of the underlying, strike price, risk free rate and maturity. In the case of options where the financial result is a function of the average of the underlying price for a certain period of the time, called Asian options, we use the Turnbull & Wakeman model, also widely used to price this type of instrument. Besides the parameters used on the Black & Scholes model it is considered in this model the price averaging period.

In the case of swaps, the receiving leg and the paying leg present values are estimated discounting their cash flows using the interest rate of the currency they are denominated. The difference between the present values of the

receiving leg and paying leg of the swap is the fair value.

The computation method for the swaps linked to TJLP follows the description enclosed in CETIP's formula book, which includes the TJLP forward curve definition. Therefore, TJLP is computed using the inflation target, published by Banco Central do Brasil, based on IPCA (Extended National Consumer Price Index) plus the Brazilian credit spread, which comprehends an international real interest rate and a Brazilian credit risk component, that is computed using the credit risk for the government bonds, for the medium and long term perspective.

The pricing for the commodities future settlement contracts (buy or sell) is computed using forward curves for each commodity. Normally, these curves are collected in the exchanges where these commodities are traded, among them, London Metals Exchange (LME) and COMEX (Commodities Exchange) or market price providers. When there is no price for a specific date, we use interpolations between the available periods.

Table of Contents**Value at Risk computation methodology**

The Value at Risk of the positions was measured using historical simulation approach. Different market risk factors that impact the prices of the derivatives included in our portfolio were identified and a two year sample of its historical daily returns was gathered.

The current positions of Vale's derivatives were used to simulate their returns based on sample data and built a non parametric return distribution and consequently the value at risk for the portfolio considering one business day time horizon. The value at risk of the portfolio considers a 95% confidence level.

Sensitivity Analysis

In the topic sensitivity analysis we present sensitivity analysis tables for all outstanding positions as of September 30th 2009. The scenarios defined for these analyses were:

Scenario I: expected considers the market curves as of September 30 2009;

Scenario II: unfavorable change of 25% considers a shock of 25% in the market curves used for the pricing in the expected scenario, negatively impacting the fair value of Vale's derivatives positions;

Scenario III: favorable change of 25% considers a shock of 25% in the market curves used for the pricing in the expected scenario, positively impacting the fair value of Vale's derivatives positions;

Scenario IV: unfavorable change of 50% considers a shock of 50% in the market curves used for the pricing in the expected scenario, negatively impacting the fair value of Vale's derivatives positions;

Scenario V: favorable change of 50% considers a shock of 50% in the market curves used for the pricing in the expected scenario, positively impacting the fair value of Vale's derivatives positions;

Contracts subjected to margin calls

Vale has contracts subject to margin calls only for part of copper and nickel trades executed by its wholly-owned subsidiary Vale Inco Ltd. The total amount deposited in cash in September 2009 was not relevant.

Main positions definitions:**Protection program for the Real denominated debt indexed to CDI**

CDI vs. USD fixed rate swap In order to reduce the cash flow volatility, Vale entered into swap transactions to convert the cash flows from debt instruments denominated in Brazilian Reais linked to CDI to U.S. Dollars. In those swaps, Vale pays fixed rates in U.S. Dollars and receives payments linked to CDI.

CDI vs. USD floating rate swap In order to reduce the cash flow volatility, Vale entered into swap transactions to convert the cash flows from debt instruments denominated in Brazilian *Reais* linked to CDI to U.S. Dollars. In those swaps, Vale pays floating rates in U.S. Dollars (Libor - London Interbank Offered Rate) and receives payments linked to CDI.

Those instruments were used to convert the cash flows from debentures issued in 2006 with a nominal value of R\$ 5.5 billion, from the NCE (Credit Export Notes) issued in 2008 with nominal value of R\$ 2 billion and also from property and services acquisition financing realized in 2006 and 2007 with nominal value of R\$ 1 billion.

Protection program for the Real denominated debt indexed to TJLP

TJLP vs. USD fixed rate swap In order to reduce the cash flow volatility, Vale entered into swap transactions to convert the cash flows of the loans with Banco Nacional de Desenvolvimento Econômico e Social (BNDES) from TJLP to U.S. Dollars. In those swaps, Vale pays fixed rates in U.S. Dollars and receives payments linked to TJLP.

TJLP vs. USD floating rate swap In order to reduce the cash flow volatility, Vale entered into swap transactions to convert the cash flows of the loans with BNDES from TJLP to U.S. Dollars. In those swaps, Vale pays floating rates in U.S. Dollars and receives payments linked to TJLP.

Foreign Exchange cash flow hedge

Brazilian *Real* fixed rate vs. USD fixed rate swap In order to reduce the cash flow volatility, Vale entered into swap transactions to mitigate the foreign exchange exposure that arises from the currency mismatch between the revenues denominated in U.S. Dollars and the disbursements and investments denominated in Brazilian *Reais*.

Table of Contents**Protection program for the Euro denominated floating rate debt**

Euro floating rate vs. USD floating rate swap In order to reduce the cash flow volatility, Vale entered into a swap transaction to convert the cash flows from loans in Euros linked to Euribor to U.S. Dollars linked to Libor. This trade was used to convert the cash flow of a debt in Euros, with a notional amount of 19.1 million, issued in 2003 by Vale. In this trade, Vale receives floating rates in Euros (Euribor) and pays floating rates in U.S. Dollars (Libor).

Protection program for the USD floating rate debt

USD floating rate vs. USD fixed rate swap In order to reduce the cash flow volatility, Vale Inco Ltd., Vale's wholly-owned subsidiary, entered into a swap to convert U.S. Dollar floating rate debt into U.S. Dollar fixed rate debt. Vale Inco used this instrument to convert the cash flow of a debt issued in 2004 with notional amount of USD 200 million. In this trade, Vale pays fixed rates in U.S. Dollars and receives floating rates in U.S. Dollars (Libor).

Foreign Exchange protection program for Coal Fixed Price Sales In order to reduce the cash flow volatility associated with a fixed price coal contract, Vale used Australian Dollar forward purchase in order to equalize production cost and revenues currencies.

Aluminum Strategic cash flow protection program In order to protect our cash flow for 2009 and 2010, Vale entered into hedging transactions where we set fixed prices for part of Vale revenues for these periods.

Nickel Strategic cash flow protection program In order to protect our cash flow for 2009 and 2010, Vale entered into hedging transactions where we set fixed prices for part of Vale revenues for these periods.

Nickel Fixed Price Program In order to maintain the exposure to Nickel price fluctuations, we entered into derivatives to convert to floating prices all contracts with clients that required a fixed price. These trades aim to guarantee that the prices of these operations would be the same of the average prices negotiated in LME in the date the product is delivered to the client. It normally involves buying Nickel forwards (Over-the-Counter) or futures (exchange negotiated). Those operations are usually reverted before the maturity in order to match the settlement dates of the commercial contracts in which the prices are fixed. This program was discontinued for sales in 2009 due to the decision to protect our cash flow this year.

Nickel Purchase Protection Program In order to reduce the cash flow volatility and eliminate the mismatch between the pricing of the purchased nickel (concentrate, cathode, sinter and others) and the pricing of the final product sold to our clients, hedging transactions were implemented. The items purchased are raw materials utilized to produce refined Nickel. The trades are usually implemented by the sale of nickel forward or future contracts at LME or over-the-counter operations.

Protection program of Natural Gas Program In order to minimize the impact of the input price volatility in the company's costs, natural gas derivative trades were implemented. These transactions are usually implemented through the purchase of future and forward contracts.

Copper Scrap Purchase Protection Program In order to reduce cash flow volatility and eliminate the quotation period mismatch between the pricing period of copper scrap purchase and the pricing period of final products sale to the clients, hedging transactions were implemented. The copper scrap is combined with other raw materials or inputs from Vale Inco Ltd., Vale's wholly-owned subsidiary, to produce copper to the final costumers. In this case, trades are usually implemented by the sale of forwards or futures at LME or Over-the-Counter trades.

Bunker Oil Purchase Protection Program In order to reduce the impact of bunker oil price fluctuation on Vale's freight hiring and consequently reducing the company's cash flow volatility, bunker oil derivatives were implemented. These transactions are usually executed through forward purchases and swaps.

Maritime Freight Hiring Protection Program In order to reduce the impact of maritime freight price fluctuation hired to support CIF and CFR sales and consequently reduce the company's cash flow volatility, freight derivatives (FFA - Forward Freight Agreement) were implemented. These transactions are usually executed through forward purchases.

Embedded Derivatives

Energy purchase energy purchase agreement between Albras, Vale's controlled subsidiary, and Eletronorte. The contract has a clause that defines that a premium can be charged if aluminum prices trades in the range

from US\$ 1,450/t until US\$ 2,773/t. This clause is considered an embedded derivative.

Raw material and intermediate products purchase Nickel concentrate and raw materials purchase agreements of Vale Inco Ltd, Vale's wholly-owned subsidiary, in which there are provisions based on nickel and copper future prices behavior. These provisions are considered embedded derivatives.

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Foreign exchange and interest rate risk

Company's cash flow is subjected to volatility of several different currencies against the U.S. Dollar. While most of our product prices are indexed to US dollars, most of our costs, disbursements and investments are indexed to currencies other than the U.S. Dollar, mainly Brazilian Reais and Canadian dollars.

In order to reduce company's potential cash flow volatility arising from currency mismatch we use derivative instruments. The derivative portfolio implemented to comply with this objective consists, basically, of interest rate swaps to convert floating cash flows in Brazilian Reais to fix or floating U.S. Dollars cash flows, without any leverage.

Vale has also an exposure to interest rates risks over loans and financings. The U.S. Dollars floating rate debt in the portfolio consists mainly of loans including export pre-payments, commercial banks and multilateral organizations loans. In general, the U.S. Dollar floating rate debt is mainly subject to changes in the Libor. To mitigate the impact of the interest rate volatility on the cash flow, Vale takes advantage of natural hedges allowed by the positive correlation of metal prices and U.S. Dollar floating rates. When natural hedges are not present, Vale enters into financial instruments to obtain the same effect.

The Real denominated debt subject to floating interest rates are debentures, Banco Nacional de Desenvolvimento Econômico e Social (BNDES) loans and property and services acquisition financing in the Brazilian market. These Brazilian reais debts are mainly linked to CDI and TJLP.

On September 30th, 2009, the total amount and interests of Brazilian Real denominated debt converted through swaps into US Dollars was US\$ 6.1 billion, with an average cost in dollars of 4.64% after the swaps transactions were implemented and maturity between November 2010 and December 2027, with semi-annual interest payments^a.

These swap transactions have settlement dates and values similar to the interest and principal payment dates, taking into account the liquidity restrictions of the market. At each settlement date, the results on the swap transactions partially offset the impact of the foreign exchange rate in our obligations, contributing to stabilize the cash disbursements in U.S. Dollars for the interest and/or principal payment of our Brazilian Real denominated debt.

In the event of an appreciation (depreciation) of the Brazilian Real against the U.S. Dollar, the negative (positive) impact on Vale debt service (interest and/or principal payment) measured in U.S. Dollars will be almost totally offset by a positive (negative) effect from the swap transaction, regardless of the U.S. dollar / Brazilian Real exchange rate on the payment date.

On the third quarter of 2009, Vale paid in Brazilian Reais an interest amount equivalent to R\$ 134 million related to the Real denominated debt that were converted into U.S. Dollars through the use of swap transactions. However, the company has received R\$ 57 million on the settlement of the swaps, offsetting the U.S. Dollar / Brazilian Real exchange rate variation impact in Vale debt service.

The tables below show September 30th 2009 derivative positions for Vale and controlled companies with the following information: notional amount, initial cost, fair value, value at risk, gains or losses in the period and fair value for the remaining years of the operations per each group of instruments.

Protection program for the Real denominated debt and loans

| Flow | Notional (\$ million) | Average Index rate | Unrealized | | Realized | | Unrealized Gain/Loss by year | | | | | | | |
|------------------------------|--------------------------|-----------------------|----------------------------|--------------------------------|----------------------|------|------------------------------|------|------|------|------|--|--|--|
| | | | Gain/Loss (R\$ million) | Gain/Loss/VaR (R\$ million) | VaR (R\$ million) | 2010 | 2012 | 2013 | 2014 | 2015 | 2019 | | | |
| Swap CDI vs. fixed rate swap | R\$ 7.574 | R\$ 7.574 | 100% | 7.913 | 7.906 | 599 | | | | | | | | |

- a With the exception of a US\$ 685 million debt with monthly and quarterly interest and amortization payments.

Table of Contents**Foreign Exchange cash flow hedge**

In order to reduce the cash flow volatility associated with the currency mismatch between our revenues, mainly denominated in U.S. Dollars, and our disbursements and investments denominated in Brazilian Reals, we entered into foreign exchange swaps where the Company receives fixed rates in Brazilian Reals and pays fixed rates in U.S. Dollars.

| Flow | Notional | | Index | Average rate | Unrealized Gain/Loss | | Realized Gain/Loss VaR | | Unrealized Gain/Loss by year | | |
|------------|--------------|-----------|-------|--------------|----------------------|------------|------------------------|---------------|------------------------------|------|-------------|
| | (\$ million) | | | | (R\$ million) | | (R\$ million) | (R\$ million) | (R\$ million) | | |
| | 30-set-09 | 30-jun-09 | | | 30-set-09 | 30-jun-09 | 30-set-09 | 30-set-09 | 2009 | 2010 | 2011 |
| Receivable | R\$ 651 | R\$ 378 | Fixed | 6,38% | 361,5 | 354,0 | | | | | |
| Payable | USD 326 | USD 190 | USD | + 0% | (321,4) | (348,0) | | | | | |
| Net | | | | | 40,1 | 6,0 | 0,0 | 9,3 | | | 40,1 |

Protection program for the Euro denominated floating rate debt

In order to reduce cash flow volatility associated with a financing from KfW Bankengruppe indexed to Euribor, we entered into a swap where the cash flows in Euros are converted into cash flows in U.S. Dollars.

| Flow | Notional | | Index | Average rate | Unrealized Gain/Loss | | Realized Gain/Loss VaR | | Unrealized Gain/Loss by year | | |
|---|--------------|-----------|-------|------------------|----------------------|------------|------------------------|---------------|------------------------------|------------|------------|
| | (\$ million) | | | | (R\$ million) | | (R\$ million) | (R\$ million) | (R\$ million) | | |
| | 30-set-09 | 30-jun-09 | | | 30-set-09 | 30-jun-09 | 30-set-09 | 30-set-09 | 2009 | 2010 | 2011 |
| EUR floating rate vs. USD floating rate swap | | | | | | | | | | | |
| Receivable | 6 | 6 | EUR | Euribor% + 0,875 | 15,8 | 16,7 | 3,8 | | | | |
| Payable | USD 7 | USD 7 | USD | Libor +% 1,0425 | (12,2) | (13,3) | (2,9) | | | | |
| Net | | | | | 3,6 | 3,4 | 0,9 | 0,3 | 0,7 | 1,5 | 1,4 |

Protection program for the USD floating rate debt

In order to reduce the cash flow volatility associated to changes on the U.S. Dollar interest rate, Vale entered into a floating (Libor) to fix interest rate.

| Notional | Realized Gain/Loss | VaR |
|----------|--------------------|-----|
|----------|--------------------|-----|

| Flow | (\$ million) | | Average Index rate | Unrealized Gain/Loss (R\$ million) | | Realized Gain/Loss (R\$ million) | | Unrealized Gain/Loss by year (R\$ million) | | |
|------------|--------------|-----------|-----------------------|--|---------------|--|------------|--|---------------|--------------|
| | 30-set-09 | 30-jun-09 | | 30-set-09 | 30-jun-09 | 30-set-09 | 30-set-09 | 2009 | 2010 | 2011 |
| | | | 3M | | | | | | | |
| Receivable | USD 200 | USD 200 | USD LIBOR | 355,2 | 390,0 | 3,5 | | | | |
| Payable | | | USD 4,795%a.a. | (372,9) | (411,0) | (14,8) | | | | |
| Net | | | | (17,7) | (21,0) | (11,3) | 0,8 | (4,0) | (10,5) | (3,2) |

Foreign Exchange protection program for Coal Fixed Price Sales

In order to reduce the volatility associated with the foreign exchange exposure of the cash flow from our coal fixed price sales, Vale purchased Australian Dollars forwards.

| Flow | Notional (\$ million) | | Buy/ Sell (AUD/USD) | Average rate | Unrealized Gain/Loss (R\$ million) | | Realized Gain/Loss (R\$ million) | | Unrealized Gain/Loss by year (R\$ million) | | |
|---------|--------------------------|-----------|------------------------|-----------------|--|-----------|--|-----------|--|------|------|
| | 30-set-09 | 30-jun-09 | | | 30-set-09 | 30-jun-09 | 30-set-09 | 30-set-09 | 2009 | 2010 | 2011 |
| Forward | AUD 52 | AUD 60 | B | 0,66 | 18,4 | 16,0 | 5,3 | 1,7 | 4,1 | 12,2 | 2,1 |

Commodities prices, input and costs risk

Vale is also exposed to several market risks associated to global commodities price volatilities.

Nowadays, derivatives transactions included in the portfolio related to commodities prices, input and costs include nickel, copper, natural gas, bunker oil and maritime freight (FFA) derivatives, all of them with the same purpose of mitigating the company's cash flow volatility.

Aluminum Strategic cash flow protection program

In order to protect the cash flow in 2009 and 2010, Vale entered into protection transactions for these periods.

| Flow | Notional (ton) | | Buy/ Sell | Average Strike (USD/ton) | Unrealized Gain/Loss (R\$ million) | | Realized Gain/Loss (R\$ million) | | Unrealized Gain/Loss by year (R\$ million) | | |
|------------|----------------|-----------|--------------|--------------------------------|--|------------|--|------------|--|------------|------|
| | 30-set-09 | 30-jun-09 | | | 30-set-09 | 30-jun-09 | 30-set-09 | 30-set-09 | 2009 | 2010 | 2011 |
| Put | 54.000 | 0 | B | 1.939 | 20,3 | 0,0 | 0,0 | | | | |
| Call | 54.000 | 0 | S | 2.080 | (15,2) | 0,0 | 0,0 | | | | |
| Net | | | | | 5,1 | 0,0 | 0,0 | 5,5 | | 5,1 | |
| Forward | 335.400 | 0 | S | 1.917 | 10,8 | 0,0 | 3,4 | 40,0 | 10,4 | 0,4 | |

Table of Contents**Nickel Strategic cash flow protection program**

In order to protect the cash flow in 2009 and 2010, Vale entered into protection transactions for these periods.

| Flow | Notional (ton) | | Buy/ Sell | Average Strike (USD/ton) | Unrealized Gain/Loss (R\$ million) | | Realized Gain/Loss VaR (R\$ million) | | Unrealized Gain/Loss by year (R\$ million) | | |
|---------|----------------|-----------|--------------|--------------------------------|--|-----------|--|-----------|--|------|------|
| | 30-set-09 | 30-jun-09 | | | 30-set-09 | 30-jun-09 | 30-set-09 | 30-set-09 | 2009 | 2010 | 2011 |
| Forward | 37.629 | 17.150 | S | 16.567 | (89) | (73) | (88) | 85 | (72) | (17) | |

Nickel Fixed Price Sales Program

Vale Inco Ltd. has a long position on future contracts in the London Metal Exchange (LME), with the purpose of maintaining its exposure to nickel price variation, regarding the fact that, in some cases, the commodity is sold at a fixed price to some customers. These positions were discontinued due to the decision of protecting the cash flow for this year.

Nickel Purchase Protection Program

Vale Inco Ltd. has also short positions on the futures market in the LME, in order to minimize the risk of mismatch between the pricing on the costs of intermediate products and finished goods.

| Flow | Notional (ton) | | Buy/ Sell | Average Strike (USD/ton) | Unrealized Gain/Loss (R\$ million) | | Realized Gain/Loss VaR (R\$ million) | | Unrealized Gain/Loss by year (R\$ million) | | |
|---|----------------|-----------|--------------|--------------------------------|--|-----------|--|-----------|--|------|------|
| | 30-set-09 | 30-jun-09 | | | 30-set-09 | 30-jun-09 | 30-set-09 | 30-set-09 | 2009 | 2010 | 2011 |
| Nickel Fixed Price Sales Hedge Program | | | | | | | | | | | |
| Futures | 4.134 | 6.396 | B | 14.770 | 26,5 | 8,0 | (58,1) | 8,6 | 9,1 | 14,8 | 2,6 |

**Nickel
Purchase
Hedge
Program**

| | | | | | | | | | | | |
|---------|-------|-------|---|--------|--------|-------|--------|------|--------|--|--|
| Futures | 6.132 | 5.790 | S | 15.517 | (10,8) | (6,9) | (66,9) | 15,5 | (10,8) | | |
|---------|-------|-------|---|--------|--------|-------|--------|------|--------|--|--|

Embedded Derivatives Raw material and intermediate products purchase

In addition to the contracts mentioned above, Vale Inco has long positions of nickel and copper raw materials which have a price definition based on a commodity index, which implies, in practice, that this contract is treated as an embedded derivative.

| | Unrealized Gain/Loss | | Realized Gain/Loss VaR | | Unrealized Gain/Loss by year | |
|--|-------------------------|--|---------------------------|--|---------------------------------|--|
| | | | | | | |

| Flow | Notional (ton) | | Buy/ Sell | Average Strike (USD/ton) | (R\$ million) | | (R\$ million) | (R\$ million) | (R\$ million) | | |
|--|----------------|-----------|--------------|--------------------------------|---------------|--------------|---------------|---------------|---------------|------|------|
| | 30-set-09 | 30-jun-09 | | | 30-set-09 | 30-jun-09 | 30-set-09 | 30-set-09 | 2009 | 2010 | 2011 |
| For Customer Raw Material Contracts | | | | | | | | | | | |
| Nickel | | | | | | | | | | | |
| Forwards | 802 | 728 | B | 11.798 | (7,1) | (4,5) | (1,9) | | (7,1) | | |
| Copper | | | | | | | | | | | |
| Forwards | 2.044 | 1.890 | | 4.510 | (5,7) | (2,0) | (2,0) | | (5,7) | | |
| Total | | | | | (12,8) | (6,4) | (3,9) | 2,8 | (12,8) | | |

For Nickel Concentrate Customer Sales

| | | | | | | | | | |
|---------|-------|-------|---|--------|--------|--------|------|-----|--------|
| Forward | 2.058 | 3.861 | B | 12.144 | (16,9) | (16,2) | 53,8 | 5,2 | (16,9) |
|---------|-------|-------|---|--------|--------|--------|------|-----|--------|

Embedded Derivatives Energy purchase Aluminum

The table below presents the aluminum embedded derivatives position originated from the energy supply contract between Albras and Eletronorte.

| Flow | Notional (ton) | | Buy/ Sell | Average Strike (USD/ton) | Unrealized Gain/Loss (R\$ million) | | Realized Gain/Loss VaR (R\$ million) | | Unrealized Gain/Loss by year (R\$ million) | | |
|--------------|----------------|-----------|--------------|--------------------------------|--|--------------|--|-----------|--|-------------|-------------|
| | 30-set-09 | 30-jun-09 | | | 30-set-09 | 30-jun-09 | 30-set-09 | 30-set-09 | 2009 | 2010 | 2011 |
| Call | 200.228 | 200.228 | B | 2.773 | 20 | 5 | | | | | |
| Call | 200.228 | 200.228 | S | 1.450 | (195) | (118) | | | | | |
| Total | | | | | (175) | (113) | 0 | 15 | (19) | (87) | (70) |

Copper Scrap Purchase Protection Program

Vale Inco Ltd. makes use of hedging to protect the price mismatch between the date of copper scrap purchase and the date of selling the finished good.

| Flow | Notional (ton) | | Buy/ Sell | Average Strike (USD/ton) | Unrealized Gain/Loss (R\$ million) | | Realized Gain/Loss VaR (R\$ million) | | Unrealized Gain/Loss by year (R\$ million) | | |
|------|-------------------|-----------|--------------|--------------------------------|--|-----------|--|-----------|--|------|------|
| | 30-set-09 | 30-jun-09 | | | 30-set-09 | 30-jun-09 | 30-set-09 | 30-set-09 | 2009 | 2010 | 2011 |

| | | | | | | | |
|---------|----|---|-------|-----|-------|-----|-----|
| Futures | 57 | S | 3.761 | 0,0 | (0,1) | 0,1 | 0,0 |
|---------|----|---|-------|-----|-------|-----|-----|

Table of Contents**Protection program of Natural Gas Program**

Vale Inco Ltd. uses natural gas swap contracts to minimize the impact of price fluctuation of this input cost in the cash flow.

| Flow | Notional (Giga Joule) | | Buy/ Sell | Average Strike (CAD/GJ) | Unrealized Gain/Loss (R\$ million) | | Realized Gain/Loss (R\$ million) | | VaR (R\$ million) | Unrealized Gain/Loss by year (R\$ million) | | |
|----------|-----------------------|-----------|--------------|-------------------------------|--|-----------|--|-----------|----------------------|--|------|------|
| | 30-set-09 | 30-jun-09 | | | 30-set-09 | 30-jun-09 | 30-set-09 | 30-set-09 | | 2009 | 2010 | 2011 |
| Forwards | 139.500 | 553.500 | S | 7,6 | (1,1) | (3,8) | (10,9) | 0,1 | (1,1) | | | |

Bunker Oil Purchase Protection Program

Vale uses forward purchase and swaps to mitigate the impact of changes of bunker oil prices in the cash flow.

| Flow | Notional (mt) | | Buy/ Sell | Average Strike (USD/mt) | Unrealized Gain/Loss (R\$ million) | | Realized Gain/Loss (R\$ million) | | VaR (R\$ million) | Unrealized Gain/Loss by year (R\$ million) | | |
|---------|---------------|-----------|--------------|-------------------------------|--|-----------|--|-----------|----------------------|--|------|------|
| | 30-set-09 | 30-jun-09 | | | 30-set-09 | 30-jun-09 | 30-set-09 | 30-set-09 | | 2009 | 2010 | 2011 |
| Forward | 555.500 | 197.000 | B | 378 | 27,5 | 20,9 | 16,3 | 15,8 | 10,7 | 16,8 | | |

Maritime Freight Hiring Protection Program

Vale uses FFA to reduce the impact of maritime freight price fluctuation in the company's costs.

| Flow | Valor Principal (days) | | Buy/ Sell | Average Strike (USD/day) | Unrealized Gain/Loss (R\$ million) | | Realized Gain/Loss (R\$ million) | | VaR (R\$ million) | Unrealized Gain/Loss by year (R\$ million) | | |
|---------|---------------------------|-----------|--------------|--------------------------------|--|-----------|--|-----------|----------------------|--|------|------|
| | 30-set-09 | 30-jun-09 | | | 30-set-09 | 30-jun-09 | 30-set-09 | 30-set-09 | | 2009 | 2010 | 2011 |
| Forward | 6.935 | 2.406 | S | 30.634 | (70) | 25 | (59) | 23 | | (70) | | |

Sensitivity Analysis

| Program | Instrument | Risk | In R\$ million | | | | |
|--|--------------------------------|---|----------------|-------------|--------------|-------------|------------|
| | | | Scenario I | Scenario II | Scenario III | Scenario IV | Scenario V |
| | | | | | | | |
| Hedge for the Real denominated debt indexed to CDI | CDI vs. USD fixed rate swap | USD/BRL fluctuation | 993 | (732) | 2.718 | (2.457) | 4.443 |
| | | USD interest rate inside Brazil variation | 993 | 920 | 1.064 | 844 | 1.133 |
| | CDI vs. USD floating rate swap | USD/BRL fluctuation | 70 | (120) | 259 | (309) | 449 |
| | | | 70 | 46 | 92 | 21 | 114 |

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| | | | | | | | |
|---|--|---|------|-------|------|-------|------|
| | | USD interest rate inside Brazil variation | | | | | |
| Hedge for the Real denominated debt indexed to TJLP | TJLP vs. USD fixed rate swap | USD/BRL fluctuation | 137 | (190) | 464 | 791 | 791 |
| | | USD interest rate inside Brazil variation | 137 | 95 | 179 | 224 | 224 |
| | | Brazilian interest rate fluctuation | 137 | 40 | 249 | (44) | 379 |
| | TJLP vs. USD floating rate swap | USD/BRL fluctuation | (5) | (160) | 150 | (316) | 306 |
| | | USD interest rate inside Brazil variation | (5) | (47) | 33 | (94) | 68 |
| | | Brazilian interest rate fluctuation | (5) | (81) | 88 | (144) | 204 |
| Hedge for Euro denominated floating rate debt | EUR floating rate vs. USD floating rate swap | EUR/USD fluctuation | 4 | (0) | 8 | (4) | 12 |
| | | Euribor variation | 4 | 4 | 4 | 4 | 4 |
| | | USD Libor variation | 4 | 4 | 4 | 4 | 4 |
| Hedge for the USD denominated floating rate debt | USD floating rate vs. USD fixed rate swap | USD Libor variation | (18) | (19) | (16) | (21) | (15) |
| Bunker Oil Hedge | Bunker Oil forward | Bunker Oil price fluctuation | 28 | (20) | 75 | (67) | 122 |
| Maritime freight hiring protection program | Forward freight agreement | Freight price fluctuation | (70) | (110) | (30) | (150) | 9 |
| Aluminum strategic cash flow protection program | Sale of aluminum forward contracts | Aluminum price fluctuation | 11 | (272) | 294 | (555) | 577 |
| | Aluminum options collars | Aluminum price fluctuation | 5 | 47 | (37) | 92 | (81) |
| Foreign Exchange Hedge Program on Coal Fixed Price Sales | Australian dollar forwards | USD/AUD fluctuation | 18 | 5 | 31 | (8) | 45 |
| Foreign Exchange cash flow protection program | BRL fixed rate vs. USD | USD/BRL fluctuation | 40 | (40) | 120 | (120) | 200 |
| | | USD interest rate inside Brazil variation | 40 | 36 | 44 | 32 | 48 |
| | | Brazilian interest rate fluctuation | 40 | 25 | 56 | 11 | 73 |
| Nickel strategic cash flow protection program | Sale of nickel future/forward contracts | Nickel price fluctuation | (89) | (368) | 190 | (663) | 485 |
| Nickel purchase fixed price | Purchase of nickel future/forward | Nickel price fluctuation | 27 | (6) | 59 | (39) | 92 |

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| | | | | | | | |
|--|---|-------------------------------------|-------|-------|------|-------|------|
| program | contracts | | | | | | |
| Nickel purchase protection program | Sale of nickel future/forward contracts | Nickel price fluctuation | (11) | (59) | 38 | (108) | 86 |
| Hedge of natural gas | Purchase of natural gas forward contracts | Natural gas price fluctuation | (1) | (1) | (1) | (1) | (1) |
| Embedded derivatives | Embedded derivatives | Nickel price fluctuation | (17) | (33) | (1) | (50) | 16 |
| Intermediate products purchase forward | Intermediate products purchase | | | | | | |
| Embedded derivatives | Embedded derivatives | Nickel and copper price fluctuation | (13) | (35) | 10 | (58) | 32 |
| Raw material purchase | Raw material purchase | | | | | | |
| Embedded derivatives | Embedded derivatives | Aluminum price fluctuation | (175) | (286) | (67) | (367) | (13) |
| Energy purchase | Energy purchase | | | | | | |
| | Aluminum Options | | | | | | |

Table of Contents**Credit risk on financial trades and financial institutions ratings**

Derivatives transactions are executed with financial institutions that we consider to have a very good credit quality. The exposure limits to financial institutions are proposed annually for the Executive Risk Committee and approved by the Executive Board. The financial institutions credit risk tracking is performed making use of a credit risk valuation methodology which considers, among other information, published ratings provided by international rating agencies. In the table below, we present the ratings in foreign currency published by Moody's and S&P agencies for the financial institutions that we had outstanding trades as of September 30, 2009.

| Parent Company | Vale's Counterparty | Moody's* | S&P* |
|-------------------------------|---|----------|------|
| JP Morgan Chase & Co** | JP Morgan Chase Bank | Aa3 | A+ |
| Banco Santander SA** | Banco Santander Banespa SA | Aa2 | AA |
| Banco Santander SA | Banco Santander SA | Aa2 | AA |
| Banco Santander SA | Banco Santander Brasil SA | Baa3 | BBB- |
| BNP Paribas** | BNP Paribas Securities Corp | Aa1 | AA |
| BNP Paribas | BNP Paribas | Aa1 | AA |
| The Goldman Sachs Group Inc** | J Aron & Co | A1 | A |
| Itau Unibanco Holding SA | Banco Itau BBA SA | A1 | BBB |
| Societe Generale** | Banco Societe Generale do Brasil SA | Aa2 | A+ |
| Societe Generale | Societe Generale | Aa2 | A+ |
| Credit Agricole SA | Calyon (London) | Aa1 | AA- |
| Banco Votorantim SA | Banco Votorantim SA | A3 | BB+ |
| Itau Unibanco Holding SA | União de Bancos Brasileiros SA | A1 | BBB |
| Banco do Brasil SA | Banco do Brasil SA | A2 | BBB- |
| Citigroup Inc** | Citibank NA (Brazil) | A3 | A |
| Deutsche Bank AG** | Deutsche Bank AG (London) | Aa1 | A+ |
| HSBC Holdings plc | HSBC Bank Brasil SA - Banco Multiplo | A1 | BBB- |
| Barclays PLC | Barclays Bank PLC | Aa3 | AA- |
| Banco Santander SA** | Banco ABN AMRO Real SA | Aa2 | AA |
| Standard Bank PLC** | Standard Bank Limited (London) | A3 | |
| Banco Bradesco SA | Banco Bradesco SA | A1 | BBB |
| BNP Paribas** | BNP Paribas Energy & Commodities | Aa1 | AA |
| Prudential Financial Inc** | Prudential Bache Commodities Ltd (London) | Baa2 | A |
| Natixis** | Natixis Metals Limited | Aa3 | A+ |
| Mitsui Co Ltd** | Mitsui Bussan Commodities Ltd | A2 | A+ |

* For Brazilian Banks we used local long term deposit rating.

** Parent company's rating.

Table of Contents**Market Curves**

To build the curves used on the pricing of the derivatives, public data from BM&F, Central Bank of Brazil, London Metals Exchange (LME) and proprietary data from Thomson Reuters, Bloomberg L.P. and Enerdata were used.

1. Commodities**Aluminum**

| Maturity | Price (USD/ton) | Maturity | Price (USD/ton) | Maturity | Price (USD/ton) |
|-----------------|----------------------------|-----------------|----------------------------|-----------------|----------------------------|
| SPOT | 1.856 | AUG10 | 1.957 | JUL11 | 2.021 |
| OCT09 | 1.864 | SEP10 | 1.964 | AUG11 | 2.025 |
| NOV09 | 1.876 | OCT10 | 1.972 | | |
| DEC09 | 1.885 | NOV10 | 1.979 | | |
| JAN10 | 1.897 | DEC10 | 1.986 | | |
| FEB10 | 1.906 | JAN11 | 1.991 | | |
| MAR10 | 1.914 | FEB11 | 1.996 | | |
| APR10 | 1.924 | MAR11 | 2.001 | | |
| MAY10 | 1.933 | APR11 | 2.006 | | |
| JUN10 | 1.941 | MAY11 | 2.011 | | |
| JUL10 | 1.950 | JUN11 | 2.016 | | |

Nickel

| Maturity | Price (USD/ton) | Maturity | Price (USD/ton) | Maturity | Price (USD/ton) |
|-----------------|----------------------------|-----------------|----------------------------|-----------------|----------------------------|
| SPOT | 17.819 | JUN10 | 17.915 | MAR11 | 17.706 |
| OCT09 | 17.830 | JUL10 | 17.895 | APR11 | 17.677 |
| NOV09 | 17.857 | AUG10 | 17.875 | MAY11 | 17.648 |
| DEC09 | 17.884 | SEP10 | 17.855 | JUN11 | 17.619 |
| JAN10 | 17.919 | OCT10 | 17.835 | JUL11 | 17.590 |
| FEB10 | 17.930 | NOV10 | 17.815 | AUG11 | 17.561 |
| MAR10 | 17.945 | DEC10 | 17.795 | | |
| APR10 | 17.935 | JAN11 | 17.765 | | |
| MAY10 | 17.925 | FEB11 | 17.735 | | |

Copper

| Maturity | Price (USD/ton) | Maturity | Price (USD/ton) | Maturity | Price (USD/ton) |
|-----------------|------------------------|-----------------|------------------------|-----------------|------------------------|
|-----------------|------------------------|-----------------|------------------------|-----------------|------------------------|

Bunker Oil

| Maturity | Price (USD/ton) | Maturity | Price (USD/ton) | Maturity | Price (USD/ton) |
|-----------------|----------------------------|-----------------|----------------------------|-----------------|----------------------------|
| SPOT | 409 | MAR10 | 403 | SEP10 | 408 |
| OCT09 | 409 | APR10 | 405 | OCT10 | 412 |
| NOV09 | 405 | MAY10 | 405 | NOV10 | 412 |
| DEC09 | 403 | JUN10 | 405 | DEC10 | 412 |
| JAN10 | 404 | JUL10 | 408 | JAN11 | 415 |
| FEB10 | 404 | AUG10 | 408 | FEB11 | 415 |

Aluminum Volatility

| Maturity | Vol (%a.a.) | Maturity | Vol (%a.a.) | Maturity | Vol (%a.a.) |
|-----------------|--------------------|-----------------|--------------------|-----------------|--------------------|
|-----------------|--------------------|-----------------|--------------------|-----------------|--------------------|

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| | | | | | |
|---------|------|-------|------|--------|------|
| VOLSPOT | 34,7 | VOL9M | 33,1 | VOL4Y | 27,4 |
| VOL1M | 35,1 | VOL1Y | 32,1 | VOL5Y | 26,4 |
| VOL3M | 35,2 | VOL2Y | 29,8 | VOL7Y | 26,4 |
| VOL6M | 34,3 | VOL3Y | 28,4 | VOL10Y | 26,4 |

2. Rates

USD-Brazil Interest Rate

| Maturity | Rate (%) a.a.) | Maturity | Rate (%) a.a.) | Maturity | Rate (%) a.a.) |
|-----------------|---------------------------|-----------------|---------------------------|-----------------|---------------------------|
| 30/09/2009 | 1,78 | 02/01/2012 | 3,09 | 01/07/2014 | 3,90 |
| 01/12/2009 | 1,78 | 02/04/2012 | 3,20 | 01/10/2014 | 3,99 |
| 04/01/2010 | 1,84 | 02/07/2012 | 3,29 | 02/01/2015 | 4,08 |
| 01/04/2010 | 1,97 | 01/10/2012 | 3,39 | 01/04/2015 | 4,24 |
| 01/07/2010 | 2,13 | 02/01/2013 | 3,47 | 04/01/2016 | 4,33 |
| 01/10/2010 | 2,38 | 01/04/2013 | 3,54 | 02/01/2017 | 4,65 |
| 03/01/2011 | 2,56 | 01/07/2013 | 3,59 | 02/01/2018 | 4,86 |
| 01/04/2011 | 2,68 | 01/10/2013 | 3,63 | 02/01/2019 | 5,15 |
| 01/07/2011 | 2,84 | 02/01/2014 | 3,70 | 02/01/2020 | 5,07 |
| 03/10/2011 | 2,94 | 01/04/2014 | 3,81 | 04/01/2021 | 5,50 |

US Interest Rate

| Maturity | Rate (%) a.a.) | Maturity | Rate (%) a.a.) | Maturity | Rate (%) a.a.) |
|-----------------|---------------------------|-----------------|---------------------------|-----------------|---------------------------|
| USD1D | 0,16 | USD9M | 0,49 | USD5Y | 2,72 |
| USD1M | 0,33 | USD1Y | 0,63 | USD7Y | 3,21 |
| USD2M | 0,40 | USD2Y | 1,30 | USD10Y | 3,61 |
| USD3M | 0,42 | USD3Y | 1,91 | | |
| USD6M | 0,39 | USD4Y | 2,37 | | |

TJLP

| Maturity | Rate (%) a.a.) | Maturity | Rate (%) a.a.) | Maturity | Rate (%) a.a.) |
|-----------------|---------------------------|-----------------|---------------------------|-----------------|---------------------------|
| 30/09/2009 | 6,00 | 01/07/2011 | 7,36 | 01/07/2013 | 7,44 |
| 01/10/2009 | 6,00 | 01/10/2011 | 7,41 | 01/10/2013 | 7,39 |
| 01/01/2010 | 6,56 | 01/01/2012 | 7,46 | 01/01/2014 | 7,35 |
| 01/04/2010 | 6,94 | 01/04/2012 | 7,48 | 01/04/2014 | 7,32 |
| 01/07/2010 | 7,07 | 01/07/2012 | 7,49 | 01/07/2014 | 7,33 |
| 01/10/2010 | 7,17 | 01/10/2012 | 7,50 | 01/10/2014 | 7,37 |
| 01/01/2011 | 7,24 | 01/01/2013 | 7,49 | | |
| 01/04/2011 | 7,31 | 01/04/2013 | 7,47 | | |

BRL Interest Rate

| Maturity | Rate (%) a.a.) | Maturity | Rate (%) a.a.) | Maturity | Rate (%) a.a.) |
|-----------------|---------------------------|-----------------|---------------------------|-----------------|---------------------------|
| 30/09/2009 | 8,60 | 03/01/2011 | 10,23 | 02/01/2013 | 12,03 |
| 01/10/2009 | 8,60 | 01/04/2011 | 10,69 | 01/04/2013 | 12,09 |
| 03/11/2009 | 8,64 | 01/07/2011 | 11,05 | 01/07/2013 | 12,15 |
| 01/12/2009 | 8,65 | 03/10/2011 | 11,30 | 01/10/2013 | 12,21 |
| 04/01/2010 | 8,66 | 02/01/2012 | 11,46 | 02/01/2014 | 12,25 |
| 01/04/2010 | 8,82 | 02/04/2012 | 11,68 | 02/01/2017 | 12,66 |
| 01/07/2010 | 9,20 | 02/07/2012 | 11,84 | | |

01/10/2010 9,67 01/10/2012 11,86

3. Currencies**EURO**

| Maturity | EUR/USD | Maturity | EUR/USD | Maturity | EUR/USD |
|-----------------|----------------|-----------------|----------------|-----------------|----------------|
| EURSPOT | 1,46 | EUR9M | 1,46 | EUR4Y | 1,48 |
| EUR1M | 1,46 | EUR1Y | 1,46 | EUR5Y | 1,48 |
| EUR3M | 1,46 | EUR2Y | 1,46 | EUR7Y | 1,49 |
| EUR6M | 1,46 | EUR3Y | 1,47 | EUR10Y | 1,50 |

AUD

| Maturity | AUD/USD | Maturity | AUD/USD | Maturity | AUD/USD |
|-----------------|----------------|-----------------|----------------|-----------------|----------------|
| AUDSPOT | 1,13 | AUD9M | 1,16 | AUD4Y | 1,22 |
| AUD1M | 1,14 | AUD1Y | 1,18 | AUD5Y | 1,33 |
| AUD3M | 1,14 | AUD2Y | 1,22 | AUD7Y | 1,39 |
| AUD6M | 1,15 | AUD3Y | 1,26 | AUD10Y | 1,43 |

Currencies Ending rates as of March 31, 2009

| | | | | | |
|---------|--------|---------|--------|---------|--------|
| USD/CAD | 1,0705 | USD/BRL | 1,7781 | EUR/USD | 1,4628 |
|---------|--------|---------|--------|---------|--------|

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Summary the movement of our derivatives according to the period present as follows:

| | Currencies\ Interest rates (libor) | Bunker Oil and Natural Gas | Gold | Freight | Consolidated Trimestres 3Q/09 Products by aluminum | | | | |
|--|---|-------------------------------------|------|-----------------|---|--------|------------------|----------|------------------|
| | | | | | area | Copper | Nickel | Platinum | Total |
| Gains / (losses) unrealized on 06/30/09 | 431,536 | 19,399 | | 59,444 | | (136) | (94,471) | | 415,772 |
| Payments (receipt) financial | (55,485) | (6,575) | | (46,680) | | 174 | 84,639 | | (23,927) |
| Financial expenses, net (1) | 883,032 | 22,533 | | (83,107) | 19,975 | (47) | (144,589) | | 697,797 |
| Monetary variations, net (2) | (19,542) | (4,395) | | 455 | (570) | 9 | 17,991 | | (6,052) |
| Gains / (losses) unrealized on 09/30/09 | 1,239,541 | 30,962 | | (69,888) | 19,405 | | (136,430) | | 1,083,590 |

| | Currencies\ Interest rates (libor) | Bunker Oil and Natural Gas | Gold | Freight | 2Q/09 Products by aluminum | | | | |
|--|---|-------------------------------------|------|---------------|-------------------------------------|--------------|-----------------|----------|----------------|
| | | | | | area | Copper | Nickel | Platinum | Total |
| Gains / (losses) unrealized on 03/31/09 | (1,301,037) | (7,467) | | | | (192) | 40,091 | | (1,268,605) |
| Payments (receipt) financial | (209,431) | 1,360 | | (10,129) | | 263 | 80,958 | | (136,979) |
| Financial expenses, net (1) | 1,935,472 | 26,065 | | 72,151 | | (237) | (209,616) | | 1,823,835 |
| Monetary variations, net (2) | 6,532 | (559) | | (2,578) | | 30 | (5,904) | | (2,479) |
| Gains / (losses) unrealized on 06/30/09 | 431,536 | 19,399 | | 59,444 | | (136) | (94,471) | | 415,772 |

3Q/08

| | Currencies\ | | Products by | | | | | | Total |
|--|------------------------------|--|-----------------|---------|------------------|-----------------|---------------|----------------|----------------|
| | Interest rates (libor) | Bunker Oil and Natural Gas | Gold | Freight | aluminum area | Copper | Nickel | Platinum | |
| Gains / (losses) unrealized on 06/30/08 | 1,912,013 | | (34,010) | | (300,610) | (261,971) | 57,419 | (34,467) | 1,338,374 |
| Payments (receipt) financial | (289,131) | | 16,952 | | 93,235 | 111,669 | 36,706 | 11,395 | (19,174) |
| Financial expenses, net | (1,578,417) | | 2,201 | | 137,999 | 107,585 | (32,582) | 24,298 | (1,338,916) |
| Monetary variations, net | 275,253 | | (3,780) | | (16,818) | (34,702) | 11,892 | (4,705) | 227,140 |
| Gains / (losses) unrealized on 09/30/08 | 319,718 | | (18,637) | | (86,194) | (77,419) | 73,435 | (3,479) | 207,424 |

| | Currencies\ | | Accumulated 09/30/09 Products by | | | | | | Total |
|--|------------------------------|-------------------------------------|---|-----------------|------------------|--------|------------------|----------|------------------|
| | Interest rates (libor) | Bunker Oil and Natural Gas | Gold | Freight | aluminum area | Copper | Nickel | Platinum | |
| Gains / (losses) unrealized on 12/31/08 | (1,336,013) | (4,358) | | | | 626 | 79,185 | | (1,260,560) |
| Payments (receipt) financial | (310,314) | (428) | | (56,809) | | (54) | 156,741 | | (210,864) |
| Financial expenses, net (1) | 2,896,119 | 40,666 | | (10,955) | 19,975 | (605) | (383,681) | | 2,561,519 |
| Monetary variations, net (2) | (10,251) | (4,919) | | (2,123) | (570) | 33 | 11,325 | | (6,505) |
| Gains / (losses) unrealized on 09/30/09 | 1,239,541 | 30,961 | | (69,887) | 19,405 | | (136,430) | | 1,083,590 |

| | Currencies\ | | 09/30/08 Products by | | | | | | Total |
|--|------------------------------|--|----------------------------|---------|------------------|--------|--------|----------|-------|
| | Interest rates (libor) | Bunker Oil and Natural Gas | Gold | Freight | aluminum area | Copper | Nickel | Platinum | |

| | | | | | | | |
|--|----------------|-----------------|-----------------|-----------------|---------------|----------------|----------------|
| Gains / (losses) unrealized on 12/31/07 | 1,107,744 | (64,608) | (172,569) | (332,222) | 73,557 | (42,722) | 569,180 |
| Payments (receipt) financial | (563,117) | 54,383 | 239,458 | 339,685 | 13,724 | 44,315 | 128,448 |
| Financial expenses, net | (458,876) | (9,768) | (165,858) | (88,649) | (21,567) | (5,232) | (749,950) |
| Monetary variations, net | 233,967 | 1,356 | 12,775 | 3,767 | 7,721 | 160 | 259,746 |
| Gains / (losses) unrealized on 09/30/08 | 319,718 | (18,637) | (86,194) | (77,419) | 73,435 | (3,479) | 207,424 |

(1) Comprise amounts related to hedge accounting which does not affect the financial results, as follows: R\$ 53,583, R\$ 7,356 and R\$ 59,523, 3Q09, 2Q09 and September 30, 2009, respectively.

These figures were recorded inside shareholders equity in the line unrealized results of market value net of income tax and in the proportion of our interest, when applicable.

(2) Include exchange variance reclassification into equity: R\$ 3,617, R\$

(648) and R\$
2,523, 3Q09,
2Q09 and
September 30,
2009,
respectively.

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| | Parent Company 09/30/09 | | | | |
|--|---|----------------|-------------|---------------|----------------|
| | Currencies\ Interest rates (libor) | Freight | Gold | Copper | Total |
| Gains / (losses) unrealized on 12/31/08 | (1,078,850) | | | | (1,078,850) |
| Payments (receipt) financial | (237,999) | (17,471) | | | (255,470) |
| Financial expenses, net (1) | 2,240,656 | 17,471 | | | 2,258,127 |
| Monetary variations, net (2) | (908) | | | | (908) |
| Gains / (losses) unrealized on 09/30/09 | 922,899 | | | | 922,899 |

| | 09/30/08 | | | | |
|--|---|----------------|-----------------|---------------|----------------|
| | Currencies\ Interest rates (libor) | Freight | Gold | Copper | Total |
| Gains / (losses) unrealized on 12/31/07 | 1,064,545 | | (45,256) | (1,923) | 1,017,366 |
| Payments (receipt) financial | (540,167) | | 38,705 | 10,685 | (490,777) |
| Financial expenses, net (1) | (379,763) | | (7,262) | (7,451) | (394,476) |
| Monetary variations, net (2) | 230,557 | | 694 | 1,051 | 232,302 |
| Gains / (losses) unrealized on 09/30/08 | 375,172 | | (13,119) | 2,362 | 364,415 |

The due dates of the consolidated financial instruments are as follows:

| | |
|------------------------------------|---------------|
| Currencies\ Interest rates (LIBOR) | December 2019 |
| Aluminum | December 2010 |
| Fuel Oil | December 2010 |
| Natural Gas | October 2009 |
| Freight | December 2010 |
| Nickel | May 2011 |

6.25- Selling, Administrative, Other Operating Expenses and Results from the Sale of Investments

| | Consolidated | | | | | Parent Company Accumulated | |
|--|--------------------------|--------------------------|--------------|---------------------------------|---------------------------------|---------------------------------------|-----------------|
| | Quarter 3Q/09 | Quarter 2Q/09 | 3Q/08 | Accumulated 09/30/09 | Accumulated 09/30/08 | 09/30/09 | 09/30/08 |
| Administrative | | | | | | | |
| Personnel | 143,307 | 154,396 | 192,082 | 457,610 | 539,626 | 260,683 | 307,710 |
| Services (consulting, infrastructure and others) | 95,823 | 87,439 | 119,663 | 267,516 | 298,804 | 129,135 | 142,150 |
| Advertising and publicity | 56,045 | 49,185 | 58,748 | 137,229 | 158,856 | 126,880 | 149,586 |

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| | | | | | | | |
|---------------------|----------------|----------------|----------------|------------------|------------------|----------------|----------------|
| Depreciation | 95,043 | 87,547 | 70,808 | 271,349 | 219,507 | 216,607 | 171,113 |
| Travel expenses | 7,923 | 5,646 | 28,196 | 26,635 | 55,906 | 10,938 | 29,799 |
| Rents and taxes | 22,159 | 14,559 | 29,489 | 60,277 | 52,042 | 22,426 | 23,545 |
| Community aborigine | 5,779 | 4,763 | 3,221 | 15,484 | 15,303 | 14,647 | 12,389 |
| Others | 44,750 | 35,054 | 43,382 | 118,362 | 189,504 | 51,327 | 83,499 |
| Sales (*) | 106,191 | 75,054 | 124,957 | 310,691 | 372,391 | 1,206 | 23,101 |
| Total | 577,020 | 513,643 | 670,546 | 1,665,153 | 1,901,939 | 833,849 | 942,892 |

(*) Represents the effects of fluctuations in commodity prices of copper on its receivables, expenses with offices abroad and provision for claims settlement.

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| | Consolidated | | | | Parent Company | | |
|---|---------------------|--------------------------|----------------|--------------------|-----------------------|--------------------|-----------------|
| | 3Q/09 | Quarter 2Q/09 | 3Q/08 | Accumulated | | Accumulated | |
| | | | | 09/30/09 | 09/30/08 | 09/30/09 | 09/30/08 |
| Other operating expenses (income), net | | | | | | | |
| Provisions for contingencies | 5,940 | 14,351 | 25,895 | 20,291 | (214,754) | 51,231 | (202,730) |
| Provision for loss on ICMS credits | 47,925 | 29,397 | 80,804 | 150,535 | 322,758 | 30,709 | 121,855 |
| Provision for profit sharing Fundação Vale do Rio Doce FVRD | 58,155 | 50,929 | 78,186 | 176,601 | 205,421 | 99,121 | 95,596 |
| Recoverable taxes PIS and COFINS | 41,726 | 30,634 | 23,616 | 85,016 | 54,905 | 85,015 | 54,905 |
| Adjust the value of realization of stock Disconnection | (70,170) | (78,066) | | (222,458) | (114,857) | (222,458) | (114,857) |
| Stopped of plant and Idle capacity | 29,341 | 49,869 | | 112,535 | | 53,499 | |
| Others | 489,013 | 524,028 | 508,156 | 1,388,593 | | 568,399 | |
| | 45,172 | 113,813 | | 384,467 | 970,012 | (24,432) | 372,244 |
| Total | 647,102 | 734,955 | 716,657 | 2,266,572 | 1,223,485 | 641,084 | 327,013 |

| | Consolidated | | | | |
|--|---------------------|--------------------------|--------------|--------------------|-----------------|
| | 3Q/09 | Quarter 2Q/09 | 3Q/08 | Accumulated | |
| | | | | 09/30/09 | 09/30/08 |
| Results on sale of investments | | | | | |
| Jubilee Mines N.L. | | | | | 138,879 |
| Usinas Siderúrgicas de Minas Gerais S.A. | | | | | |
| USIMINAS | | | | 287,814 | 287,814 |
| Ativos vendidos Suzano | | | | 110,899 | 110,899 |
| Hurdbay Minerals Inc | | | | 12,739 | 12,739 |
| Others | | | | 4,917 | 7,908 |
| | | | | | 12,825 |
| Total | | | | 128,555 | 295,722 |
| | | | | | 424,277 |
| | | | | | 138,879 |

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7- Report of the Independent Accountants on Limited Review

(A free translation of the original in Portuguese)

Report of Independent Accountants on the Limited Review

To the Board of Directors and Stockholders

Vale S.A.

- 1 We have carried out a limited review of the Quarterly Information ITR (individual and consolidated) of Vale S.A. (formerly denominated Companhia Vale do Rio Doce) and its subsidiaries, for the quarter ended September 30, 2009, comprising the balance sheets and the statements of operations, changes in stockholders equity, cash flows and value added, the report of performance and notes, prepared under the responsibility of the Company's management.
- 2 Our review was carried out in accordance with specific standards established by the Instituto of Independent Auditors of Brazil (Instituto de Auditores Independentes do Brasil IBRACON), in conjunction with the Federal Accounting Council (Conselho Federal de Contabilidade CFC), and mainly comprised: (a) inquiries of and discussions with management responsible for the accounting, financial and operating areas of the Company with regard to the main criteria adopted for the preparation of the quarterly information and (b) a review of the relevant information and of the subsequent events which have, or could have, significant effects on the financial position and operations of the Company and its subsidiaries.
- 3 Based on our limited review, we are not aware of any significant adjustments which should be made to the quarterly information referred to above for it to be in accordance with the accounting practices adopted in Brazil, as required by the regulations of the Brazilian Securities Commission (Comissão de Valores Mobiliários CVM) specifically applicable to the preparation of quarterly information.

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Vale S.A.

- 4 The Quarterly Information (ITR) mentioned in the first paragraph also includes comparative accounting information for the results for the quarter ended September 30, 2008, obtained from the corresponding Quarterly Information (ITR) for that quarter. The limited review of the Quarterly Information ITR for the quarter ended September 30, 2008 was conducted by other independent auditors, who issued their report, dated October 23, 2008 including (i) division of responsibilities paragraphs regarding the review of financial information of certain investees of Vale S.A. and (ii) qualification of lack of review of financial information from certain investees of Vale S.A.
- 5 As mentioned in Note 6.2, due to changes in the accounting practices adopted in Brazil in 2008, the statements of income, of changes in stockholders equity, of cash flows and value added relating to the quarters ended September 30, 2008, presented for comparative purposes, were adjusted in relation to those originally disclosed and are being revised, as prescribed by NPC 12 -Accounting Practices, Changes in Accounting Estimates and Correction of Errors (Práticas Contábeis, Mudanças nas Estimativas Contábeis e Correção de Erros), as approved by the CVM Deliberation number 506/06, in order to enable comparability of the periods presented. In connection with our review of the quarterly information relating to the quarter ended September 30, 2009, we also reviewed the adjustments arising from the changes in accounting practices disclosed in Note 6.2. We are not aware that those adjustments are inadequate or have not been appropriately recognized, taking into consideration all material aspects. We have been engaged solely to review the adjustments described in Note 6.2 and not to review and neither to apply any other form of procedure on the quarterly information for the quarter ended September 30, 2008, and, therefore, we do not express any form of conclusion on those quarterly information.

Rio de Janeiro, October 28, 2009

/s/ PricewaterhouseCoopers

PricewaterhouseCoopers
Auditores Independentes
CRC 2SP000160/O-5 F RJ

/s/ Marcos Donizete Panassol

Marcos Donizete Panassol
Contador CRC 1SP155975/O-8 S RJ

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8- Attachment I Statement of Investments in Subsidiaries and Jointly-Controlled Companies

Period ended september 30, 2009

In millions of reais

| | | Accounting information - (to review) | | | | | | | Statement of income | |
|------------------|-----------|--------------------------------------|--|-------------------------------------|-------------------------|---|-----------------|--|-----------------------------------|------------------------------------|
| Ownership (%) | Assets | | | Liabilities and stockholders equity | | | Net revenues | Cost of products and services | Operating income (expenses) | |
| | Current | Non-current | Non-current Investments, property plant and equipment and deferred charges | Current | Non-current interest | Non-current, deferred income and minority stockholders equity | | | | Adjusted stockholders equity |
| 51.00 | 476,982 | 1,395,487 | 1,056,639 | 464,983 | 433,873 | 2,030,252 | 1,019,631 | (1,051,412) | 112,100 | |
| 61.74 | 821,134 | 258,095 | 5,298,489 | 343,938 | 1,485,448 | 4,548,332 | 2,013,475 | (2,098,613) | 370,360 | |
| 100.00 | 4,560 | 29,209 | | 4,675 | | 29,093 | | | (8,720) | |
| 100.00 | 136,275 | 62,697 | 89,580 | 26,010 | 30,634 | 231,908 | 115,316 | (92,717) | (11,600) | |
| 100.00 | 163,119 | 109,511 | 1,366 | 157,258 | 90,579 | 26,159 | | | 36,290 | |
| 100.00 | 152,408 | 9,525 | 197,853 | 62,518 | 1,458 | 295,809 | 234,552 | (81,137) | 63,000 | |
| 100.00 | 1,311,498 | 190,440 | 1,196,638 | 1,278,894 | 35,686 | 1,383,995 | 2,344,004 | (1,888,062) | (548,640) | |
| 100.00 | 19,831 | 122,053 | 149 | 34,214 | 101,444 | 6,376 | | | 7,830 | |
| 100.00 | 104,328 | | 774,676 | 36,288 | 179,508 | 663,208 | 43,829 | (50,263) | (10,710) | |
| 100.00 | 256,329 | 123,183 | 1,714,994 | 179,896 | 1,977,538 | (62,926) | 525,928 | (499,487) | (17,930) | |
| 100.00 | 67,500 | 3,282 | 1,734,518 | 509,605 | | 1,295,695 | 69,856 | (35,807) | (6,350) | |
| 100.00 | 9,234 | 18,554 | 3,950 | 5,779 | 2,897 | 23,062 | | | 1,940 | |
| 100.00 | 26,179 | | 2,269,762 | 21,066 | 783,043 | 1,491,832 | | | (56,190) | |
| 100.00 | 2,612 | | 1,726,915 | 21,508 | 1,787,810 | (79,791) | | | 7,860 | |
| 92.99 | 218,722 | 81,725 | 5,955,728 | 876,552 | 1,201,595 | 4,178,027 | 6,430 | (174,175) | (209,780) | |

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| | | | | | | | | | |
|--------|------------|------------|------------|------------|------------|------------|------------|--------------|-------------|
| 100.00 | 512,821 | | 1,192,305 | 55,683 | 406,098 | 1,243,345 | | | |
| 85.57 | 77,625 | 59,634 | (13,985) | 56,981 | 119,649 | (53,354) | 95,613 | (75,528) | (51,781) |
| 100.00 | 144,410 | | 50,632 | 54,771 | 6,740 | 133,532 | 150,464 | (122,781) | (83,571) |
| 100.00 | 341,877 | | 1,795,427 | 87,862 | 1,104,854 | 944,588 | | | (32,981) |
| 100.00 | 281,923 | 10,708 | 54,810 | 55,656 | 126,474 | 165,311 | 117,376 | (47,643) | (57,491) |
| 100.00 | 579,492 | 284,540 | 2,242,098 | 290,756 | 1,783,729 | 1,031,641 | 710,461 | (532,670) | (294,051) |
| 100.00 | 6,155,550 | 198,025 | 45,309,196 | 3,536,320 | 37,978,127 | 10,148,324 | 6,466,073 | (5,370,646) | (2,386,491) |
| 100.00 | 29,623,765 | 51,202,233 | 42,952,905 | 12,992,444 | 44,825,733 | 65,960,725 | 19,326,024 | (16,945,860) | (6,950,461) |
| 100.00 | 1,060,252 | 109,486 | 359,838 | 177,317 | 176,663 | 1,175,596 | 495,762 | (268,598) | (58,681) |
| 100.00 | 222,349 | 161 | 104,925 | 114,219 | 8,620 | 204,597 | 137,437 | (149,480) | (29,321) |
| 100.00 | 200,453 | 12,005,042 | | 200,268 | 12,005,041 | 187 | | | 181 |
| 100.00 | 154,302 | 90,022 | 509,427 | 63,783 | 40,551 | 649,419 | 168,232 | (156,332) | (18,721) |
| 100.00 | 29,202 | 26 | 55,776 | 4,794 | | 80,209 | 26,274 | (3,360) | (18,971) |
| 50.00 | 614,047 | | 478,905 | 138,969 | 415,286 | 538,697 | 825,596 | (762,159) | (143,751) |
| 50.00 | 204,840 | 37,895 | 241,022 | 63,214 | 90,106 | 330,438 | 66,018 | (9,132) | 48,681 |
| 51.00 | 179,648 | 66,792 | 132,062 | 35,477 | 46,698 | 296,327 | 32,087 | (34,449) | (52,121) |
| 51.00 | 136,603 | 55,497 | 198,943 | 14,907 | 77,128 | 299,006 | 34,718 | (9,533) | 16,461 |
| 51.11 | 197,143 | 65,375 | 377,517 | 26,627 | 61,893 | 551,516 | 67,685 | (22,708) | 18,831 |
| 50.00 | 47,096 | 23,791 | 53,810 | 3,095 | 19,898 | 101,704 | 13,191 | (7,298) | 2,101 |
| 40.00 | 154,068 | 633,530 | 874,885 | 527,030 | 356,978 | 778,475 | 607,143 | (376,248) | 48,431 |

| | | | | | | | | | |
|-------|-----------|---------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| 37.86 | 1,045,511 | 733,712 | 2,865,166 | 942,828 | 1,795,497 | 1,906,064 | 1,647,441 | (893,063) | (157,700) |
| 50.00 | 766,919 | 425,691 | 3,581,929 | 1,524,723 | 1,630,351 | 1,619,465 | 1,961,354 | (893,343) | 137,000 |
| 50.00 | 30,817 | | 318,355 | 69,890 | 106,314 | 172,968 | 2,246 | (4,520) | (15,700) |

(a) Includes direct and indirect participation.

Additional information of the main operational investee companies is available on the Vale website www.vale.com, investor relations

Table of Contents**B- ADDITIONAL INFORMATION****9- CASH GENERATION (TO REVIEW)**

Consolidated operating cash generation measured by EBITDA (earnings before financial results, equity in subsidiaries, income taxes, depreciation, amortization and depletion, increased by dividends received) was R\$ 14,940,927 as of September 30, 2009 against R\$ 28,463,242 as of September 30, 2008, representing a decrease of 47.5%.

EBITDA is not a BR GAAP measure and does not represent the expected cash flow for the reporting periods and, therefore, should not be considered as an alternative measure to net income (loss), as an indicator of operating performance or as an alternative to cash flow as a liquidity source.

Vale definition of EBITDA may not be comparable with EBITDA as defined by other companies.

EBITDA Consolidated

| | Quarter (Unaudited) | | | Accumulated | |
|---|---------------------|------------------|-------------------|-------------------|-------------------|
| | 3Q/09 | 2Q/09 | 3Q/08 | 09/30/09 | 09/30/08 |
| Operating profit EBIT | 4,583,227 | 2,189,568 | 10,109,919 | 10,921,634 | 24,634,831 |
| Depreciation / amortization of goodwill | 1,447,788 | 1,253,422 | 1,226,887 | 3,997,975 | 3,790,317 |
| | 6,031,015 | 3,442,990 | 11,336,806 | 14,919,609 | 28,425,148 |
| Dividends received | | 21,318 | 15,228 | 21,318 | 38,094 |
| EBITDA (LAJIDA) | 6,031,015 | 3,464,308 | 11,352,034 | 14,940,927 | 28,463,242 |
| Depreciation / amortization of goodwill | (1,447,788) | (1,253,422) | (1,226,887) | (3,997,975) | (3,790,317) |
| Dividends received | | (21,318) | (15,228) | (21,318) | (38,094) |
| Equity Results | 30,262 | 50,021 | (304,002) | 93,733 | (914,878) |
| Profit on sale of investment | 128,555 | 295,722 | | 424,277 | 138,879 |
| Financial results, net | 198,918 | 2,574,281 | (2,026,668) | 2,411,943 | (1,493,882) |
| Income tax and social contribution | (1,839,712) | (3,533,597) | 111,364 | (6,131,291) | (3,129,701) |
| Minority interests | (97,949) | (109,343) | (137,558) | (99,440) | (395,788) |
| Net income | 3,003,301 | 1,466,652 | 7,753,055 | 7,620,856 | 18,839,461 |

Consolidated EBITDA by segment

| Segments | EBITDA Quarter (Unaudited) | | | Accumulated | |
|----------------------|-------------------------------|------------------|-------------------|-------------------|-------------------|
| | 3Q/09 | 2Q/09 | 3Q/08 | 09/30/09 | 09/30/08 |
| Ferrous minerals | 4,879,039 | 2,852,898 | 8,780,635 | 12,928,236 | 19,354,045 |
| Non-ferrous minerals | 810,873 | 854,349 | 1,663,683 | 1,793,563 | 7,070,003 |
| Logistics | 348,611 | 280,454 | 397,194 | 750,058 | 961,767 |
| Steel | 14,349 | 1,766 | 71,054 | (16,408) | 175,020 |
| Others | (21,857) | (525,159) | 439,468 | (514,522) | 902,407 |
| | 6,031,015 | 3,464,308 | 11,352,034 | 14,940,927 | 28,463,242 |

Table of Contents**10- Management's Discussion and Analysis of the Operational Performance in September 30, 2009 (to review)**

In analyzing this information, some general aspects should be considered, as follows:

On September 30, 2009, about 97% of consolidated gross revenue and 35% of consolidated total costs are linked to currencies other than Brazilian reais. Consequently, the exchange rate fluctuations have a significant impact on net income.

The average dollar rate increased 1.12% between periods (R\$ 1.8198 as of September 30, 2009 against R\$ 1.7996 as of September 30, 2008) and the final rate decreased 7.11% (R\$ 1.7781 as of September 30, 2009 against R\$ 1.9143 as of September 30, 2008).

The Consolidated Trade Balance performance was as follows:

| | In US\$ million | | | | |
|---------|---------------------|--------------|--------------|--------------|---------------|
| | Quarter (Unaudited) | | | Accumulated | |
| | 3Q/09 | 2Q/09 | 3Q/08 | 09/30/09 | 09/30/08 |
| Exports | 3,493 | 3,305 | 6,319 | 10,137 | 13,219 |
| Imports | (167) | (185) | (494) | (623) | (1,067) |
| | 3,326 | 3,120 | 5,825 | 9,514 | 12,152 |

10.1- Management's Discussion and Analysis of the Operational Performance of Consolidated**10.1.1- Sales revenues**

| | In thousands of metric tons (except railroad transportation) | | | | |
|--|--|---------------|---------------|----------------|----------------|
| | Quarter (Unaudited) | | | Accumulated | |
| | 3Q/09 | 2Q/09 | 3Q/08 | 09/30/09 | 09/30/08 |
| Iron ore | 65,902 | 50,442 | 74,645 | 166,337 | 207,118 |
| Pellets (*) | 9,168 | 4,809 | 11,959 | 17,319 | 32,796 |
| | 75,070 | 55,251 | 86,604 | 183,656 | 239,914 |
| Manganese | 244 | 297 | 251 | 601 | 698 |
| Ferrous alloys | 65 | 71 | 95 | 189 | 343 |
| Copper | 114 | 108 | 124 | 332 | 341 |
| Finished copper | 17 | 21 | 58 | 71 | 129 |
| Nickel | 53 | 70 | 69 | 182 | 204 |
| Potash | 229 | 192 | 126 | 526 | 465 |
| Kaolin | 203 | 193 | 287 | 575 | 887 |
| Precious metals | 2 | 19 | 24 | 46 | 64 |
| Cobalt (t) | 334 | 676 | 819 | 1,646 | 2,224 |
| Railroad transportation (millions of TKU) (**) | 9,770 | 9,170 | 9,960 | 27,300 | 28,049 |
| Port services | 6,199 | 5,238 | 6,966 | 15,366 | 19,444 |
| Boat services | | | | | |
| Maritime transportation | | | | | |
| Aluminum | 114 | 124 | 150 | 365 | 412 |
| Alumina | 1,303 | 1,403 | 1,163 | 3,963 | 2,857 |
| Bauxite | 770 | 686 | 1,127 | 2,121 | 3,212 |

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| | | | | | |
|----------|-------|-------|-------|-------|-------|
| Steel | 73 | 47 | 122 | 199 | 571 |
| Pig iron | 24 | | 69 | 59 | 265 |
| Coal | 1,709 | 1,117 | 1,140 | 3,802 | 3,055 |

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| | In thousand | | | | |
|--|----------------------------|-------------------|-------------------|--------------------|-------------------|
| | Quarter (Unaudited) | | | Accumulated | |
| | 3Q/09 | 2Q/09 | 3Q/08 | 09/30/09 | 09/30/08 |
| Iron ore | 7,083,449 | 4,937,180 | 10,050,183 | 19,286,309 | 23,176,641 |
| Pellets (*) | 1,170,583 | 634,846 | 3,107,230 | 2,674,965 | 6,995,807 |
| | 8,254,032 | 5,572,026 | 13,157,413 | 21,961,274 | 30,172,448 |
| Manganese | 43,582 | 86,864 | 196,135 | 164,605 | 400,860 |
| Ferrous alloys | 188,422 | 146,249 | 608,858 | 513,418 | 1,744,324 |
| | 232,004 | 233,113 | 804,993 | 678,023 | 2,145,184 |
| Copper | 370,888 | 351,277 | 414,668 | 970,191 | 1,328,312 |
| Finished copper | 179,767 | 215,745 | 623,818 | 693,324 | 1,617,385 |
| Nickel | 1,796,753 | 1,894,491 | 2,262,081 | 5,168,274 | 8,645,951 |
| Potash | 218,834 | 251,841 | 169,816 | 621,166 | 454,862 |
| Kaolin | 84,811 | 86,337 | 95,657 | 262,161 | 276,910 |
| Precious metals | 61,181 | 167,100 | 252,444 | 417,234 | 762,049 |
| Cobalt (t) | 18,358 | 24,867 | 94,239 | 73,468 | 295,580 |
| | 2,730,592 | 2,991,658 | 3,912,723 | 8,205,818 | 13,381,049 |
| Railroad transportation (millions of TKU) (**) | 643,540 | 595,771 | 873,709 | 1,752,367 | 2,327,021 |
| Port services | 122,639 | 95,585 | 121,744 | 292,146 | 327,303 |
| Boat services | 25,284 | 23,501 | 23,202 | 72,289 | 67,416 |
| Maritime transportation | | | 14,964 | | 30,739 |
| | 791,463 | 714,857 | 1,033,619 | 2,116,802 | 2,752,479 |
| Aluminum | 385,453 | 398,348 | 767,133 | 1,233,873 | 2,050,870 |
| Alumina | 598,563 | 568,301 | 709,860 | 1,734,206 | 1,774,331 |
| Bauxite | 42,750 | 44,670 | 68,547 | 140,913 | 193,189 |
| | 1,026,766 | 1,011,319 | 1,545,540 | 3,108,992 | 4,018,390 |
| Steel | 135,770 | 107,113 | 366,950 | 412,798 | 1,044,348 |
| Pig iron | 16,018 | | 108,646 | 40,914 | 253,709 |
| Coal | 253,693 | 201,680 | 339,898 | 764,866 | 635,960 |
| Other products and services | 142,110 | 171,719 | 116,898 | 474,969 | 416,632 |
| | 547,591 | 480,512 | 932,392 | 1,693,547 | 2,350,649 |
| | 13,582,448 | 11,003,485 | 21,386,680 | 37,764,456 | 54,820,199 |

(*)

Includes sales of providing services to subsidiaries of control shared in the amounts of R\$ 4,854, R\$ 3,421, R\$ 10,439, R\$ 12,626 and R\$ 43,039, referring to the 3Q09, 2Q09, 3Q08, 09/30/09 e 09/30/08, respectively.

(**) The Vale carried through its railroad system of 6,441, 7,304, 7,198, 18,817 and 20,192 millions of TKUs of general cargo and 3,329, 1,866, 2,762, 8,483 and 7,857 millions of TKUs of iron ore for third parties in 3Q09, 2Q09, 3Q08, 09/30/09 e 09/30/08, respectively.

The fall of 31.1% in the Sales, from R\$ 54,820,199 on September 30, 2008 to R\$ 37,764,456 on September 30, 2009 is due primarily to the reduction of price and volumes sold.

Consolidated sales by segment

| Ferrous Minerals | Non - Ferrous Minerals | Logistics | Holdings | | Quarter (Unaudited) | | | | | | |
|------------------|------------------------|-----------|----------|---------|---------------------|---|---------|---|-----------|---|-----------|
| | | | Aluminum | Others | 3Q/09 | % | 2Q/09 | % | 3Q/08 | % | 09/30/09 |
| 233,213 | 1,529 | | 34,255 | 36,671 | 305,668 | 2 | 80,302 | 1 | 716,648 | 3 | 488,953 |
| | 134,812 | | 240,130 | (5,764) | 369,178 | 3 | 667,094 | 6 | 551,839 | 3 | 1,539,558 |
| 8,392 | 392,450 | | 48,744 | 167,821 | 617,407 | 5 | 527,333 | 5 | 1,485,289 | 7 | 1,838,407 |
| 345,474 | 213,420 | | | | 558,894 | 4 | 276,457 | 3 | 1,490,945 | 7 | 1,314,432 |
| 77,455 | 10,020 | | 49,915 | | 137,390 | 1 | 174,611 | 2 | 532,033 | 2 | 479,791 |
| 232,002 | 23,953 | | | 58 | 256,013 | 2 | 85,031 | 1 | 574,436 | 3 | 431,002 |

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| | | | | | | | | | | | |
|------------------|------------------|----------------|------------------|----------------|-------------------|------------|-------------------|------------|-------------------|------------|-------------------|
| 85,576 | 87,900 | | 3,982 | 177,458 | 1 | 338,691 | 3 | 592,327 | 3 | 939,775 | |
| 114,765 | 12,806 | | | 127,571 | 1 | 90,760 | 1 | 315,651 | 1 | 397,221 | |
| 450,741 | 335,999 | | 297,358 | 523 | 1,084,621 | 8 | 464,286 | 4 | 1,745,852 | 8 | 2,112,019 |
| 253,114 | 9,014 | | 32,512 | 4,443 | 299,083 | 2 | 345,823 | 3 | 875,297 | 4 | 949,864 |
| 4,490,671 | 332,028 | | 36,170 | 69,796 | 4,928,665 | 36 | 4,141,855 | 38 | 4,306,378 | 20 | 14,683,153 |
| 385,274 | 101,731 | | | | 487,005 | 4 | 356,451 | 4 | 648,145 | 3 | 1,430,793 |
| 649,922 | 345,298 | | 179,912 | 97,295 | 1,272,427 | 9 | 775,517 | 7 | 2,238,894 | 10 | 3,181,011 |
| 122,080 | 244,197 | | | | 366,277 | 3 | 398,841 | 3 | 480,143 | 2 | 1,072,926 |
| 185,329 | 156,351 | | 52,789 | 394,469 | 3 | 474,500 | 3 | 1,018,510 | 6 | 1,326,530 | |
| 7,634,008 | 2,401,508 | | 918,996 | 427,614 | 11,382,126 | 84 | 9,197,552 | 84 | 17,572,387 | 82 | 32,185,435 |
| 852,030 | 329,082 | 791,463 | 107,770 | 119,977 | 2,200,322 | 16 | 1,805,933 | 16 | 3,814,293 | 18 | 5,579,021 |
| 8,486,038 | 2,730,590 | 791,463 | 1,026,766 | 547,591 | 13,582,448 | 100 | 11,003,485 | 100 | 21,386,680 | 100 | 37,764,456 |

Table of Contents**10.1.2- Cost of products and services**

| | Denominated in | | Quarter (Unaudited) | | | Accumulated | |
|----------------------------|------------------|------------------|---------------------|------------------|------------------|-------------------|-------------------|
| | R\$ | Other currencies | 3Q/09 | 2Q/09 | 3Q/08 | 09/30/09 | 09/30/08 |
| Personnel | 605,352 | 386,126 | 991,478 | 982,287 | 1,033,944 | 3,053,937 | 2,994,125 |
| Material | 930,753 | 662,363 | 1,593,116 | 1,478,259 | 1,667,471 | 4,548,210 | 4,901,202 |
| Oil and gas | 630,973 | 145,799 | 776,772 | 637,188 | 1,093,234 | 2,011,291 | 2,821,543 |
| Outsourced services | 750,456 | 306,179 | 1,056,635 | 1,028,966 | 1,335,302 | 3,039,083 | 3,676,989 |
| Energy | 290,876 | 166,682 | 457,558 | 398,782 | 562,111 | 1,266,825 | 1,504,449 |
| Raw Material | 54,224 | 172,300 | 226,524 | 273,823 | 745,103 | 888,062 | 2,141,980 |
| Depreciation and depletion | 713,302 | 404,686 | 1,117,988 | 1,188,739 | 1,152,877 | 3,513,483 | 3,565,269 |
| Others | 581,613 | 160,833 | 742,446 | 703,364 | 1,051,741 | 2,199,801 | 2,439,186 |
| Total | 4,557,549 | 2,404,968 | 6,962,517 | 6,691,408 | 8,641,783 | 20,520,692 | 24,044,743 |
| | 65% | 35% | | | | | |

The 14.7% decrease in cost of products and services (R\$ 24,044,743 as of September 30, 2008 against R\$ 20,520,692 on September 30, 2009) was due to reduction in volume sold and efforts to reduce cost, partially offset by exchange rate variation.

10.1.3- Selling and administrative expenses

The Selling expenses decreased 16.57%, from R\$ 372,391 as of September 30, 2008 to R\$ 310,691 as of September 30, 2009, due to idle capacity occurred in 2009, impacting at reduction of doubtful debt provision and freight expenses and royalties, while administrative expenses decreased 11.45%, from R\$ 1,529,548 at September 30, 2008 to R\$ 1,354,462 on September 30, 2009, due to the efforts by the Company.

10.1.4- Research and development

Research and development expenses increased 6.5%, from R\$ 1,353,132 as of September 30, 2008 to R\$ 1,441,254 as of September 30, 2009, reflecting Vale's plan to diversify and expand the production, mainly in the gas sector and energy.

10.1.5- Other operating expenses/revenues (net)

Other operating expenses increased 85.26%, from R\$ 1,223,485 as September 30, 2008 to R\$ 2,266,572 on September 30, 2009, basically due to expenses incurred as a consequence of the financial crisis: idle capacity, shutdown of plants and employee termination costs. The effect of this expenses was partially offset by revenues from taxes recovery.

10.1.6- Net financial results

Net financial results varied R\$ 3,905,825 (R\$ 2,411,943 as of September 30, 2009 against R\$ 1,633,790 as of September 30, 2008), reflecting the effects of the depreciation of US dollar against Brazilian Reais on debt.

10.1.7- Income tax and social contribution

Income and social contribution tax expenses presented an expense of R\$ 6,131,291 as of September 30, 2009 compared to R\$ 3,129,701 as of September 30, 2008, mainly due to a decrease in taxable income and the shareholders remuneration paid integrally in form of dividends, without using benefit of interest on shareholders equity.

Table of Contents**10.2- Management's Discussion and Analysis of the Operational Performance of Parent Company****10.2.1- Sales revenues**

The 15.8% decrease in revenue (R\$ 20,939,169 as of September 30, 2009 against R\$ 24,878,808 as of September 30, 2008) was derived from the appreciation of US dollar against Brazilian reais, partially compensated by the fall of selling volumes.

10.2.2- Cost of products and services

Cost of products and services sold as of September 30, 2009 was R\$ 9,676,484, against R\$ 11,967,244 as of September 30, 2008, representing a 19.1% decrease. The main factor is the decrease in volume sold.

10.2.3- Gross margin

Gross margin increased from 49.4% as of September 30, 2008 to 52.4% as of September 30, 2009, mainly due to US dollar valuation against Brazilian real and the price adjustment.

10.2.4- Equity results

Equity in subsidiaries decreased by R\$ 16,828,634 from R\$ 12,757,543 as of September 30, 2008 to -R\$ 4,071,091 as of September 30, 2009 mainly due to the reduction of operational results of affiliates for the period and high depreciation of dollar in the second quarter of 2009.

10.2.5- Selling and administrative expenses

The selling expenses decreased 94.78%, by R\$ 23,101 as of September 30, 2008 to R\$ 1,206 as of September 30, 2009, due primarily to reduction of doubtful debt provision, while administrative expenses decreased by 7.51% from R\$ 919,791 as of September 30, 2008 to R\$ 832,643 as of September 30, 2009.

10.2.6- Research and development

Research and development increased by 24.92%, from R\$ 753,146 as of September 30, 2008 to R\$ 940,844 as of September 30, 2009, reflecting Vale's plan to diversify and expand the production, mainly in the gas sector and energy.

10.2.7- Other operating expenses/ income, net

Other operating expenses increased by R\$ 314,071, from expense of R\$ 327,013 as of September 30, 2008 to expense of R\$ 641,084 as of September 30, 2009, basically due to expenses incurred as a consequence of the financial crisis: idle capacity, shutdown of plants and employee termination costs. The effect of this expenses was partially offset by revenues from taxes recovery.

10.2.8- Net financial results

Net financial results changed R\$ 12,255,301 (R\$ 3,060,094 as of September 30, 2008 against R\$ 9,195,207 as of September 30, 2009) basically due to the appreciation of US dollar against Brazilian Real on related party debt.

10.2.9- Income tax and social contribution

Income tax and social contribution revenue totaled R\$ 639,505 as of September 30, 2008 compared to an expense of R\$ 6,157,173 as of September 30, 2009, mainly due to a increase in taxable income and the remuneration integrally paid in the form of dividends without the usage of benefit of interest on shareholders' equity.

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11- Board of Directors, Fiscal Council, Advisory Committees and Executive Officers

Board of Directors

Sérgio Ricardo Silva Rosa

Chairman

Mário da Silveira Teixeira Júnior

Vice-President

Eduardo Fernando Jardim Pinto

Francisco Augusto da Costa e Silva

Jorge Luiz Pacheco

José Ricardo Sasseron

Ken Abe

Luciano Galvão Coutinho

Oscar Augusto de Camargo Filho

Renato da Cruz Gomes

Sandro Kohler Marcondes

Alternate

Deli Soares Pereira

Hajime Tonoki

João Moisés de Oliveira

Luiz Augusto Ckless Silva

Luiz Carlos de Freitas

Luiz Felix Freitas

Paulo Sérgio Moreira da Fonseca

Raimundo Nonato Alves Amorim

Rita de Cássia Paz Andrade Robles

Wanderlei Viçoso Fagundes

Advisory Committees of the Board of Directors

Controlling Committee

Luiz Carlos de Freitas

Paulo Ricardo Ultra Soares

Paulo Roberto Ferreira de Medeiros

Executive Development Committee

João Moisés de Oliveira

José Ricardo Sasseron

Oscar Augusto de Camargo Filho

Strategic Committee

Roger Agnelli

Governance and Sustainability Committee

Jorge Luiz Pacheco

Renato da Cruz Gomes

Ricardo Simonsen

Fiscal Council

Marcelo Amaral Moraes

Chairman

Aníbal Moreira dos Santos

Antônio José de Figueiredo Ferreira

Bernard Appy

Alternate

Cícero da Silva

Marcus Pereira Aucélio

Oswaldo Mário Pêgo de Amorim Azevedo

Executive Officers

Roger Agnelli

Chief Executive Officer

Carla Grasso

Executive Officer for Human Resources and Corporate Services

Eduardo de Salles Bartolomeo

Executive Officer for Logistics, Project Management and Sustainability

Fabio de Oliveira Barbosa

Chief Financial Officer and Investor Relations

José Carlos Martins

Executive Officer for Ferrous Minerals

Tito Botelho Martins

Executive Officer for Non Ferrous

Luciano Galvão Coutinho
Mário da Silveira Teixeira Júnior
Oscar Augusto de Camargo Filho
Sérgio Ricardo Silva Rosa

Marcus Vinícius Dias Severini
Chief Officer of Accounting and Control Department

Finance Committee

Fabio de Oliveira Barbosa
Luiz Maurício Leuzinger
Ricardo Ferraz Torres
Wanderlei Viçoso Fagundes

Vera Lúcia de Almeida Pereira Elias
CRC-RJ 043059/O-8
Chief Accountant

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Equity Investee Information 09/30/2009
Aluminum Area Albras (Adjusted and Unaudited)

| Description | | 2009 | | | | 2008 | | | | |
|--------------------|---------------|---|------------------|------------------|------------------|---|------------------|------------------|------------------|------------------|
| | | As of and for the three-month periods ended | | | | As of and for the three-month periods ended | | | | |
| | | March 31 | June 30 | September 30 | December 31 | March 31 | June 30 | September 30 | December 31 | |
| Units sold | MT (thousand) | 107 | 109 | 101 | 317 | 109 | 99 | 117 | 108 | |
| Units sold market | MT (thousand) | 5 | 6 | 5 | 16 | 7 | 6 | 7 | 6 | |
| Units sold | MT (thousand) | 112 | 115 | 106 | 333 | 116 | 105 | 124 | 114 | |
| External sales | US\$ | 1,388.35 | 1,378.32 | 1,689.77 | 1,480.01 | 2,486.87 | 2,939.31 | 2,888.76 | 2,138.46 | 2,138.46 |
| Internal sales | US\$ | 1,783.09 | 1,251.00 | 1,656.00 | 1,594.75 | 2,307.59 | 2,640.89 | 2,625.72 | 1,989.17 | 1,989.17 |
| Total sales | US\$ | 1,405.98 | 1,372.42 | 1,688.08 | 1,485.52 | 2,476.70 | 2,920.77 | 2,874.64 | 2,130.52 | 2,130.52 |
| Business, m | US\$ | 250,000 | 233,333 | 233.332 | 233.332 | 283,333 | 300,521 | 266,666 | 250,000 | |
| Business, m | US\$ | 155,748 | 151,232 | 185.099 | 185.099 | 111,462 | 90,031 | 127,730 | 133,328 | |
| Business, m | US\$ | 405,748 | 384,565 | 418.431 | 418.431 | 394,795 | 390,552 | 394,396 | 383,328 | |
| Business, m | R\$ | 1,919,775 | 1,975,919 | 2,034.958 | 2,034.958 | 1,762,743 | 1,871,810 | 1,908,042 | 1,974,698 | 1,974,698 |
| Operating | R\$ | 361,771 | 325,595 | 332,265 | 1,019,631 | 507,262 | 513,302 | 583,876 | 556,610 | 2,019,631 |
| | R\$ | (377,260) | (348,804) | (325,348) | (1,051,412) | (389,192) | (370,909) | (431,517) | (445,146) | (1,051,412) |
| | R\$ | (29,997) | (21,591) | (23,647) | (75,235) | (33,556) | (34,060) | (30,689) | (36,839) | (75,235) |

| | | | | | | | | | |
|--------|-----|-----------------|-----------------|-----------------|------------------|-----------------|----------------|----------------|---------------|
| tion, | | | | | | | | | |
| tion | R\$ | 14,763 | 14,239 | 15,439 | 44,441 | 18,680 | 17,539 | 18,851 | 17,422 |
| A | R\$ | (30,723) | (27,876) | (1,291) | (62,575) | 103,194 | 125,872 | 140,521 | 92,047 |
| tion, | | | | | | | | | |
| tion | R\$ | (14,763) | (14,239) | (15,439) | (44,441) | (18,680) | (17,539) | (18,851) | (17,422) |
| tion | R\$ | (45,486) | (44,998) | (16,730) | (107,016) | 84,514 | 108,333 | 121,670 | 74,625 |
| urrent | | | | | | | | | |
| own | R\$ | | | | | (6) | | (122) | (19,743) |
| ocial | R\$ | (3,175) | 131,343 | 59,173 | 187,341 | (116,210) | 63,342 | (72,234) | (23,765) |
| al | R\$ | | | | | | | | |
| Income | | | | | | | | | |
| ocial | | | | | | | | | |
| tion | R\$ | (48,661) | 86,543 | 42,443 | 80,325 | (31,702) | 171,675 | 49,314 | 31,117 |
| ax | | | | | | | | | |
| l | | | | | | | | | |
| ion | R\$ | 17,915 | (30,398) | (16,111) | (28,594) | (14,510) | (62,608) | (13,082) | 18,084 |
| me | R\$ | (30,746) | 56,145 | 26,332 | 51,731 | (46,212) | 109,067 | 36,232 | 49,201 |

Table of Contents**Aluminum Area MRN (Adjusted and Unaudited)**

| | | 2009 | | | | | 2008 | | | | |
|------------------------------|---------------|---|----------------|----------------|----------|----------------|---|----------------|----------------|----------|----------------|
| | | As of and for the three-month periods ended | | | | | As of and for the three-month periods ended | | | | |
| | | March | June 30 | September | December | Total | March | June 30 | September | December | Total |
| | | 31 | | 30 | 31 | | 31 | | 30 | 31 | |
| external market | MT (thousand) | 798 | 777 | 838 | | 2,413 | 1,369 | 1,573 | 1,496 | | 1,369 |
| internal market | MT (thousand) | 2,640 | 2,865 | 3,182 | | 8,687 | 2,621 | 2,949 | 3,268 | | 3,268 |
| total | MT (thousand) | 3,438 | 3,642 | 4,020 | | 11,100 | 3,990 | 4,522 | 4,764 | | 4,637 |
| price external market | US\$ | 35.19 | 32.96 | 29.66 | | 32.78 | 61.52 | 34.93 | 34.71 | | 36.07 |
| price internal market | US\$ | 30.96 | 27.42 | 26.80 | | 28.29 | 53.89 | 31.24 | 31.96 | | 33.08 |
| price total | US\$ | 31.94 | 28.61 | 27.39 | | 29.27 | 56.51 | 32.52 | 32.83 | | 35.07 |
| production, gross | US\$ | 84,258 | 76,960 | 71,344 | | 71,344 | 46,151 | 115,231 | 96,970 | | 90,000 |
| production, gross | US\$ | 180,491 | 211,086 | 206,148 | | 206,148 | 245,429 | 221,143 | 225,894 | | 163,000 |
| production, gross | US\$ | 264,749 | 288,046 | 277,492 | | 277,492 | 291,580 | 336,374 | 322,864 | | 253,000 |
| equity | R\$ | 661,785 | 729,982 | 778,475 | | 778,475 | 634,170 | 687,360 | 717,533 | | 591,400 |
| revenues | R\$ | 229,025 | 193,875 | 184,243 | | 607,143 | 206,543 | 220,647 | 242,896 | | 377,000 |
| | R\$ | (121,426) | (127,601) | (127,221) | | (376,248) | (121,170) | (150,287) | (145,601) | | (168,000) |
| revenues | R\$ | (2,524) | (11,395) | (2,365) | | (16,284) | (4,622) | (5,480) | (5,586) | | 8,000 |
| amortization and depletion | R\$ | 27,563 | 28,309 | 28,103 | | 83,706 | 28,386 | 28,305 | 28,322 | | 28,000 |
| | R\$ | 132,638 | 83,188 | 82,760 | | 298,317 | 109,137 | 93,185 | 120,031 | | 237,000 |
| amortization and depletion | R\$ | (27,563) | (28,309) | (28,103) | | (83,706) | (28,386) | (28,305) | (28,322) | | (28,000) |
| | R\$ | 105,075 | 54,879 | 54,657 | | 214,611 | 80,751 | 64,880 | 91,709 | | 209,000 |
| depreciation | R\$ | (1,985) | 47,642 | 19,059 | | 64,716 | (12,584) | 18,096 | (53,799) | | (68,000) |
| income tax and social | | | | | | | | | | | |
| | R\$ | 103,090 | 102,521 | 73,716 | | 279,327 | 68,167 | 82,976 | 37,910 | | 140,000 |
| social contribution | R\$ | (39,480) | (33,979) | (26,494) | | (94,822) | (25,009) | (29,786) | (7,737) | | (46,000) |
| | R\$ | 63,610 | 68,542 | 47,222 | | 184,505 | 43,158 | 53,190 | 30,173 | | 93,000 |

Table of Contents**Aluminum Area Alunorte (Adjusted and Unaudited)**

| | | 2009 | | | | | 2008 | | |
|------------------------------|---------------|---|-----------------|------------------|-------------|------------------|---|------------------|------------------|
| | | As of and for the three-month periods ended | | | | | As of and for the three-month periods ended | | |
| | | March 31 | June 30 | September 30 | December 31 | Total | March 31 | June 30 | September 30 |
| Internal market | MT (thousand) | 1,225 | 1,257 | 1,237 | | 3,719 | 814 | 832 | 975 |
| Internal market | MT (thousand) | 216 | 273 | 253 | | 742 | 235 | 258 | 301 |
| | MT (thousand) | 1,441 | 1,530 | 1,490 | | 4,461 | 1,049 | 1,090 | 1,276 |
| External market | US\$ | 192.84 | 214.82 | 255.36 | | 222.24 | 322.36 | 372.73 | 378.60 |
| Internal market | US\$ | 170.69 | 190.76 | 265.62 | | 225.31 | 287.59 | 340.49 | 342.74 |
| total | US\$ | 195.62 | 210.39 | 257.10 | | 222.75 | 314.57 | 365.10 | 370.14 |
| Costs, gross | US\$ | 865,398 | 845,398 | 835,397 | | 835,397 | 740,000 | 828,590 | 855,397 |
| Costs, gross | US\$ | 19,670 | 39,301 | 57,106 | | 57,106 | 20,037 | | 28,951 |
| Costs | US\$ | 885,068 | 884,699 | 892,503 | | 892,503 | 760,037 | 828,590 | 884,348 |
| | R\$ | 4,294 | 4,435 | 4,548,332 | | 4,548,332 | 4,077,566 | 4,233,439 | 4,345,957 |
| | R\$ | 643,619 | 668,535 | 700,910 | | 2,013,456 | 574,017 | 660,565 | 789,345 |
| | R\$ | (705,018) | (734,327) | (659,268) | | (2,098,613) | (476,079) | (478,374) | (587,518) |
| Costs | R\$ | (19,070) | (22,189) | (26,458) | | (68,109) | (25,223) | (26,517) | (22,959) |
| Provision and depletion | R\$ | 59,478 | 70,022 | 62,080 | | 191,580 | 36,013 | 30,350 | 30,294 |
| | R\$ | (23,991) | (17,959) | 77,264 | | 38,314 | 108,728 | 186,024 | 209,162 |
| Provision and depletion | R\$ | (59,478) | (70,022) | (62,080) | | (191,580) | (36,013) | (30,350) | (30,294) |
| | R\$ | (80,469) | (87,981) | 15,184 | | (153,266) | 72,715 | 155,674 | 178,868 |
| | R\$ | 43 | 302,604 | 135,850 | | 438,497 | (108,077) | 33,026 | (57,123) |
| Write-down of assets) | R\$ | | | | | | | | |
| Income tax and social | | | | | | | | | |
| Contribution | R\$ | (80,426) | 214,623 | 151,034 | | 285,231 | (35,362) | 188,700 | 121,745 |
| | R\$ | 28,075 | (73,644) | (51,321) | | (96,890) | (7,679) | (32,826) | (9,227) |
| | R\$ | (52,351) | 140,979 | 99,713 | | 188,341 | (43,041) | 155,874 | 112,518 |

Table of Contents**Aluminum Area Valesul (Adjusted and Unaudited)**

| Information | | 2009 | | | | | 2008 | | | | |
|--|---------------|---|-----------------|-----------------|-------------|-----------------|---|-----------------|-----------------|-----------------|----------------|
| | | As of and for the three-month periods ended | | | | | As of and for the three-month periods ended | | | | |
| | | March 31 | June 30 | September 30 | December 31 | Total | March 31 | June 30 | September 30 | December 31 | Total |
| Quantity sold external market | MT (thousand) | 2 | | | | 2 | 4 | 7 | 6 | 4 | 2 |
| Quantity sold external market | MT (thousand) | 13 | 9 | 9 | | 31 | 16 | 15 | 19 | 16 | 6 |
| Quantity sold total | MT (thousand) | 15 | 9 | | | 33 | 20 | 22 | 25 | 20 | 8 |
| Average sales price internal market | US\$ | 2,392.81 | | | | 2,815.50 | 2,653.70 | 2,846.14 | 2,679.23 | 2,818.91 | 2,861.4 |
| Average sales price internal market | US\$ | 2,133.06 | 3,629.56 | 3,164.66 | | 3,132.11 | 3,786.95 | 4,168.23 | 3,321.93 | 2,575.30 | 3,695.6 |
| Average sales price total | US\$ | 2,167.50 | 3,722.67 | 3,164.66 | | 3,073.95 | 3,560.30 | 3,747.56 | 3,148.89 | 2,624.02 | 3,494.2 |
| Stockholders equity | R\$ | 648 | 652 | 649,419 | | 649,419 | 637,555 | 644,643 | 650,810 | 656 | 65 |
| Net operating revenues | R\$ | 59,818 | 51,448 | 56,965 | | 168,231 | 100,607 | 115,282 | 134,658 | 100,820 | 451,36 |
| Cost of products | R\$ | (61,642) | (42,489) | (52,200) | | (156,331) | (84,081) | (91,021) | (122,915) | (87,461) | (385,47 |
| Other expenses / revenues | R\$ | (6,948) | (4,619) | (7,020) | | (18,587) | (10,741) | (10,754) | (9,585) | (11,768) | (42,84 |
| Depreciation, amortization and depletion | R\$ | 7,164 | 6,420 | 4,074 | | 17,658 | 8,099 | 5,909 | 7,084 | 7,056 | 28,14 |
| EBITDA | R\$ | (1,608) | 10,760 | 1,819 | | 10,971 | 13,884 | 19,416 | 9,242 | 8,647 | 51,18 |
| Depreciation, amortization and depletion | R\$ | (7,164) | (6,420) | (4,074) | | (17,658) | (8,099) | (5,909) | (7,084) | (7,056) | (28,14 |

| | | | | | | | | | | |
|------------------|-----|----------------|--------------|----------------|----------------|--------------|---------------|---------------|---------------|--------------|
| BIT | R\$ | (8,772) | 4,340 | (2,255) | (6,687) | 5,785 | 13,507 | 2,158 | 1,591 | 23,04 |
| et financial | | | | | | | | | | |
| sult | R\$ | 200 | (390) | 49 | (141) | (905) | (372) | 10,469 | 9,248 | 18,44 |
| come | | | | | | | | | | |
| fore | | | | | | | | | | |
| come tax | | | | | | | | | | |
| d social | | | | | | | | | | |
| tribution | R\$ | (8,572) | 3,950 | (2,206) | (6,828) | 4,880 | 13,135 | 12,627 | 10,839 | 41,48 |
| come tax | | | | | | | | | | |
| d social | | | | | | | | | | |
| tribution | R\$ | | | | | (2,814) | (6,045) | (6,460) | (5,405) | (20,72 |
| et income | R\$ | (8,572) | 3,950 | (2,206) | (6,828) | 2,066 | 7,090 | 6,167 | 5,434 | 20,75 |

Table of Contents**Pellets Area Hispanobras (Adjusted and Unaudited)**

| Information | | 2009 | | | | | 2008 | | | | |
|-------------------------------------|---------------|---|----------------|----------------|----------------|----------------|---|---------------|----------------|----------------|---------------|
| | | As of and for the three-month periods ended | | | | | As of and for the three-month periods ended | | | | |
| | | March 31 | June 30 | September 30 | December 31 | Total | March 31 | June 30 | September 30 | December 31 | Total |
| Quantity sold external market | MT (thousand) | | | | | | 404 | 400 | 618 | | 1,422 |
| Quantity sold internal market | MT (thousand) | | | 243 | 243 | 710 | 805 | 554 | 396 | | 2,465 |
| Quantity sold total | MT (thousand) | | | | | | 1,114 | 1,205 | 1,172 | 362 | 3,887 |
| Average sales price external market | US\$ | | | 70.08 | 70.08 | 71.45 | 203.07 | 227.18 | | | 176.15 |
| Average sales price internal market | US\$ | | | 70.08 | 70.08 | 75.95 | 203.58 | 236.04 | 146.47 | | 164.94 |
| Average sales price total | US\$ | | | | | | 74.32 | 203.41 | 231.37 | 146.47 | 169.04 |
| Short-term indebtedness, gross | US\$ | | | | | 75,338 | 58,382 | 7,474 | | | 7,474 |
| Total indebtedness, gross | US\$ | | | | | 75,338 | 58,382 | 7,474 | | | |
| Stockholders equity | R\$ | 222.769 | 204.581 | 296.327 | 296.327 | 157,097 | 264,714 | 301 | 333,094 | 333,094 | |
| Net operating revenues | R\$ | 276 | | 31,811 | 32,087 | 144,995 | 409,554 | 274,225 | 113,968 | | 942,742 |
| Cost of products | R\$ | | | (34,448) | (34,448) | (129,399) | (237,400) | (196,794) | (81,105) | | (644,698) |
| Other expenses / revenues | R\$ | (17,175) | (20,975) | (20,879) | (59,029) | (4,226) | (5,218) | (3,828) | (14,393) | | (27,665) |
| Depreciation, amortization | R\$ | 21 | 6 | 1,032 | 1,059 | 1,832 | 2,106 | 2,341 | 1,980 | | 8,259 |

| | | | | | | | | | | |
|---|-----|-----------------|-----------------|-----------------|-----------------|---------------|----------------|---------------|---------------|----------------|
| and depletion | | | | | | | | | | |
| BITDA | R\$ | (16,878) | (20,969) | (22,484) | (60,331) | 13,202 | 169,042 | 75,944 | 18,470 | 276,658 |
| depreciation, amortization and depletion | R\$ | (21) | (6) | (1,032) | (1,059) | (1,832) | (2,106) | (2,341) | (1,980) | (8,259) |
| BIT | R\$ | (16,899) | (20,975) | (23,516) | (61,390) | 11,370 | 166,936 | 73,603 | 18,470 | 270,379 |
| net financial result | R\$ | 2,514 | 2,704 | 1,685 | 6,903 | 901 | (2,986) | 11,974 | 30,417 | 40,306 |
| Income before income tax and social contribution | R\$ | (14,385) | (18,271) | (21,831) | (54,487) | 12,271 | 163,950 | 85,577 | 48,887 | 310,685 |
| income tax and social contribution | R\$ | 95 | 83 | 17,543 | 17,721 | (5,138) | (56,334) | (29,992) | (17,044) | (108,508) |
| Net income | R\$ | (14,290) | (18,188) | (4,288) | (36,766) | 7,133 | 107,616 | 55,585 | 31,843 | 202,177 |

Table of Contents**Pellets Area Samarco (Adjusted and Unaudited)**

| Information | | 2009 | | | | 2008 | | | | Total |
|---|---------------|---|------------------|--------------|------------------|---|------------------|------------------|------------------|------------------|
| | | As of and for the three-month periods ended | | | | As of and for the three-month periods ended | | | | |
| | | March 31 | June 30 | September 30 | December 31 | March 31 | June 30 | September 30 | December 31 | |
| Quantity sold Pellets | MT (thousand) | 2,141 | 3,313 | | 5,454 | 3,010 | 4,327 | 5,519 | 3,413 | 16,227 |
| Quantity sold Core | MT (thousand) | 714 | 236 | | 950 | 168 | 140 | 154 | 202 | 600 |
| Average sales Price Pellets | US\$ | 98.56 | 71.89 | | 85.23 | 105.51 | 142.07 | 152.30 | 156.17 | 141.17 |
| Quantity sold Core | US\$ | 62.56 | 75.17 | | 68.87 | 47.61 | 98.95 | 73.86 | 85.18 | 76.17 |
| Long-term Debt, Pellets | US\$ | 769,734 | 819,663 | | 819,663 | 799,634 | 799,597 | 799,666 | 799,726 | 799,726 |
| Long-term Debt, Core | US\$ | 698,816 | 455,569 | | 455,569 | 591,496 | 845,623 | 987,132 | 783,013 | 783,013 |
| Total Long-term Debt | US\$ | 1,468,550 | 1,275,232 | | 1,275,232 | 1,391,130 | 1,645,220 | 1,786,798 | 1,582,739 | 1,582,739 |
| Equity | R\$ | 791,000 | 1,235,020 | | 1,235,020 | 995,859 | 1,493,766 | 1,377,023 | 599,872 | 599,872 |
| Operating Revenues | R\$ | 600,154 | 535,866 | | 1,136,020 | 576,988 | 1,033,109 | 1,387,256 | 1,248,950 | 4,246,336 |
| Cost of Sales | R\$ | (218,224) | (360,903) | | (579,127) | (275,764) | (450,521) | (520,484) | (353,458) | (1,600,213) |
| Operating Expenses / Depreciation, Amortization | R\$ | (133,437) | (7,991) | | (141,428) | (76,574) | (160,350) | (89,263) | (156,344) | (482,529) |
| Depreciation | R\$ | 32,103 | 35,160 | | 67,263 | 13,635 | 26,227 | 44,595 | 44,008 | 128,428 |
| EBITDA | R\$ | 280,596 | 202,132 | | 482,728 | 238,285 | 448,465 | 822,104 | 783,156 | 2,292,022 |
| Depreciation | R\$ | (32,103) | (35,160) | | (67,263) | (13,635) | (26,227) | (44,595) | (44,008) | (128,428) |

| | | | | | | | | | |
|---------------|-----|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| Net | R\$ | 248,493 | 166,972 | 415,465 | 224,650 | 422,238 | 777,509 | 739,148 | 2,163,5 |
| financial | | | | | | | | | |
| loss | R\$ | (7,768) | 345,759 | 337,991 | 5,635 | 176,662 | (466,551) | (547,667) | (831,9 |
| Income | | | | | | | | | |
| before income | | | | | | | | | |
| and social | | | | | | | | | |
| contribution | R\$ | 240,725 | 512,731 | 753,456 | 230,285 | 598,900 | 310,958 | 191,481 | 1,331,6 |
| Income tax | | | | | | | | | |
| and social | | | | | | | | | |
| contribution | R\$ | (43,826) | (120,145) | (163,971) | (57,342) | (100,979) | (46,457) | (21,571) | (226,3 |
| Income | | | | | | | | | |
| before income | R\$ | 196,899 | 392,586 | 589,485 | 172,943 | 497,921 | 264,501 | 169,910 | 1,105,2 |

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: October 28, 2009

Vale S.A.
(Registrant)

By: /s/ Roberto Castello Branco

Roberto Castello Branco
Director of Investor Relations