

Vale S.A.
Form 6-K
October 24, 2012
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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 2012

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.

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(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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Vale presents this 6-K in order to provide supplemental financial information furnished to the SEC on October 24, 2012.

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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 24, 2012

By:

Vale S.A.
(Registrant)

/s/ Roberto Castello Branco
Roberto Castello Branco
Director of Investor Relations

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Exhibit No:	Exhibit Description
101	The following materials from the Financial Statement of Vale S.A. for the quarter ended September 30, 2012, filed on October 24, 2012: (i) Condensed Consolidated Balance Sheets; (ii) Condensed Consolidated Statements of Income; (iii) Condensed Consolidated Statement of Comprehensive Income; (iv) Condensed Consolidated Statements of Cash Flow; (v) Condensed Consolidated Statements of Changes in Shareholders' Equity and (vi) Note to the Condensed Consolidated Financial Statement.

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Financial Statements

September 30, 2012

US GAAP

Filed at CVM, SEC and HKEx on

October 24, 2012

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Vale S.A.

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Report of independent registered

public accounting firm

To the Board of Directors and Stockholders

Vale S.A.

We have reviewed the accompanying condensed consolidated balance sheet of Vale S.A. (the Company) and its subsidiaries as of September 30, 2012, and the related condensed consolidated statements of income, of comprehensive income, of cash flows and of changes in stockholders equity, for the three-month periods ended September 30, 2012, June 30, 2012 and September 30, 2011 and for the nine-month periods ended September 30, 2012 and September 30, 2011. This interim financial information is the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial information for it to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2011, and the related consolidated statements of income, of comprehensive income, of cash flows and of stockholders' equity for the year then ended (not presented herein), and in our report dated February 15, 2012, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2011, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

PricewaterhouseCoopers

Auditores Independentes

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Rio de Janeiro, Brazil

October 24, 2012

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PricewaterhouseCoopers, Rua da Candelária 65, 20º, Rio de Janeiro, RJ, Brasil 20091-020, Caixa Postal 949,

T: (21) 3232-6112, F: (21) 2516-6319, www.pwc.com/br

Table of Contents**Condensed Consolidated Balance Sheets**

Expressed in millions of United States dollars

	September 30, 2012 (unaudited)	December 31, 2011
Assets		
Current assets		
Cash and cash equivalents	7,951	3,531
Short-term investments	685	
Accounts receivable		
Related parties	114	288
Unrelated parties	6,511	8,217
Loans and advances to related parties	295	82
Inventories	5,144	5,251
Deferred income tax	279	203
Unrealized gains on derivative instruments	281	595
Advances to suppliers	240	393
Recoverable taxes	1,793	2,230
Assets held for sale	789	
Others	1,234	946
	25,316	21,736
Non-current assets		
Property, plant and equipment, net	92,095	88,895
Intangible assets	1,043	1,135
Investments in affiliated companies, joint ventures and others investments	8,305	8,093
Other assets		
Goodwill on acquisition of subsidiaries	2,973	3,026
Loans and advances		
Related parties	544	509
Unrelated parties	175	210
Prepaid pension cost	2,392	1,666
Prepaid expenses	182	321
Judicial deposits	1,530	1,464
Recoverable taxes	685	587
Deferred income tax	893	594
Unrealized gains on derivative instruments	15	60
Deposit on incentive / reinvestment	149	229
Others	157	203
	111,138	106,992
Total	136,454	128,728

Table of Contents**Condensed Consolidated Balance Sheets**

Expressed in millions of United States dollars

(Except number of shares)

	September 30, 2012 (unaudited)	(Continued)	December 31, 2011
Liabilities and stockholders equity			
Current liabilities			
Suppliers	4,556		4,814
Payroll and related charges	1,062		1,307
Minimum annual remuneration attributed to stockholders			1,181
Current portion of long-term debt	1,532		1,495
Short-term debt	505		22
Loans from related parties	197		24
Provision for income taxes	544		507
Taxes payable and royalties	662		524
Employees postretirement benefits	112		147
Railway sub-concession agreement payable	65		66
Unrealized losses on derivative instruments	119		73
Provisions for asset retirement obligations	64		73
Liabilities associated with assets held for sale	39		
Others	888		810
	10,345		11,043
Non-current liabilities			
Employees postretirement benefits	2,438		2,446
Loans from related parties	83		91
Long-term debt	26,894		21,538
Provisions for contingencies (Note 17 (b))	2,292		1,686
Unrealized losses on derivative instruments	968		663
Deferred income tax	3,953		5,654
Provisions for asset retirement obligations	1,803		1,697
Debentures	1,717		1,336
Others	1,877		2,460
	42,025		37,571
Redeemable noncontrolling interest	367		505
Commitments and contingencies (Note 17)			
Stockholders equity			
Preferred class A stock - 7,200,000,000 no-par-value shares authorized and 2,108,579,618 (2011 - 2,108,579,618) issued	16,728		16,728

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Common stock - 3,600,000,000 no-par-value shares authorized and 3,256,724,482 (2011 - 3,256,724,482) issued	25,837	25,837
Treasury stock - 140,857,692 (2011 - 181,099,814) preferred and 71,071,482 (2011 - 86,911,207) common shares	(4,477)	(5,662)
Additional paid-in capital	(367)	(61)
Mandatorily convertible notes - common shares		290
Mandatorily convertible notes - preferred shares		644
Other cumulative comprehensive loss	(7,513)	(5,673)
Undistributed retained earnings	38,588	41,130
Unappropriated retained earnings	13,354	4,482
Total Company stockholders equity	82,150	77,715
Noncontrolling interests	1,567	1,894
Total stockholders equity	83,717	79,609
Total	136,454	128,728

The accompanying notes are an integral part of these financial statements.

Table of Contents**Condensed Consolidated Statements of Income**

Expressed in millions of United States dollars

(Except per share amounts)

	Three-month period ended		(unaudited)		
	September 30, 2012	June 30, 2012	September 30, 2011	Nine-month period ended	
				September 30, 2012	September 30, 2011
Operating revenues, net of discounts, returns and allowances					
Sales of ores and metals	9,104	10,452	14,783	29,198	40,185
Aluminum products					383
Revenues from logistic services	449	408	502	1,260	1,306
Fertilizer products	1,095	923	1,037	2,847	2,691
Others	315	367	419	1,147	1,069
	10,963	12,150	16,741	34,452	45,634
Taxes on revenues	(238)	(257)	(380)	(780)	(1,071)
Net operating revenues	10,725	11,893	16,361	33,672	44,563
Operating costs and expenses					
Cost of ores and metals sold	(4,567)	(4,568)	(4,737)	(13,391)	(13,199)
Cost of aluminum products					(289)
Cost of logistic services	(338)	(331)	(391)	(1,022)	(1,056)
Cost of fertilizer products	(858)	(734)	(788)	(2,258)	(2,109)
Others	(365)	(382)	(335)	(1,162)	(895)
	(6,128)	(6,015)	(6,251)	(17,833)	(17,548)
Selling, general and administrative expenses	(519)	(615)	(654)	(1,663)	(1,507)
Research and development expenses	(360)	(359)	(440)	(1,018)	(1,145)
Gain (loss) on sale of assets		(377)		(377)	1,513
Others	(1,071)	(604)	(643)	(2,361)	(1,787)
	(8,078)	(7,970)	(7,988)	(23,252)	(20,474)
Operating income	2,647	3,923	8,373	10,420	24,089
Non-operating income (expenses)					
Financial income	88	120	188	327	579
Financial expenses	(682)	(559)	(822)	(1,854)	(1,918)
Gains (losses) on derivatives, net	(12)	(416)	(568)	(132)	29
Foreign exchange gains (losses), net	(214)	(1,748)	(2,043)	(1,725)	(1,398)
Indexation gains (losses), net	(14)	55	(148)	231	(135)
	(834)	(2,548)	(3,393)	(3,153)	(2,843)
Income before discontinued operations, income taxes and equity results	1,813	1,375	4,980	7,267	21,246

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Income taxes					
Current	(1,077)	(25)	(1,197)	(1,915)	(4,509)
Deferred					
Deferred of period	697	(151)	846	806	374
Reversal of Deferred Income Tax liabilities (see note 5.a.)		1,236		1,236	
	(380)	1,060	(351)	127	(4,135)
Equity in results of affiliates, joint ventures and other investments	154	158	282	555	968
Net income	1,587	2,593	4,911	7,949	18,079
Losses attributable to noncontrolling interests					
	(82)	(69)	(24)	(209)	(134)
Net income attributable to the Company's stockholders	1,669	2,662	4,935	8,158	18,213
Earnings per share attributable to Company's stockholders:					
Earnings per preferred share	0.32	0.51	0.93	1.59	3.43
Earnings per common share	0.32	0.51	0.93	1.59	3.43
Earnings per convertible note linked to preferred share			1.78		5.16
Earnings per convertible note linked to common share			1.79		5.32

The accompanying notes are an integral part of these financial statements.

Table of Contents**Condensed Consolidated Statements of Comprehensive Income (deficit)**

Expressed in millions of United States dollars

	(unaudited)				
	September 30, 2012	Three-month period ended June 30, 2012	September 30, 2011	Nine-month period ended September 30, 2012	September 30, 2011
Comprehensive income is comprised as follows:					
Company's stockholders:					
Net income attributable to Company's stockholders	1,669	2,662	4,935	8,158	18,213
Cumulative translation adjustments	(238)	(2,820)	(7,486)	(2,231)	(4,718)
Unrealized gain (loss) available-for-sale securities					
Gross balance as of the period/year end	2	(2)			(14)
Tax (expense) benefit	(1)			(1)	11
	1	(2)		(1)	(3)
Surplus (deficit) accrued pension plan					
Gross balance as of the period/year end	653	(69)	(467)	720	(479)
Tax (expense) benefit	(246)	50	150	(240)	150
	407	(19)	(317)	480	(329)
Cash flow hedge					
Gross balance as of the period/year end	31	(142)	123	(87)	275
Tax (expense) benefit	(16)	30	26	(1)	20
	15	(112)	149	(88)	295
Total comprehensive income (deficit) attributable to Company's stockholders	1,854	(291)	(2,719)	6,318	13,458
Noncontrolling interests:					
Losses attributable to noncontrolling interests	(82)	(69)	(24)	(209)	(134)
Cumulative translation adjustments	5	24	(269)	43	(283)
Pension plan			(1)		4
Cash flow hedge					1
Total comprehensive deficit attributable to Noncontrolling interests	(77)	(45)	(294)	(166)	(412)
Total comprehensive income (deficit)	1,777	(336)	(3,013)	6,152	13,046

The accompanying notes are an integral part of these financial statements.

Table of Contents**Condensed Consolidated Statements of Cash Flows**

Expressed in millions of United States dollars

	September 30, 2012	Three-month period ended June 30, 2012	(unaudited) September 30, 2011	Nine-month period ended September 30, 2012	September 30, 2011
Cash flows from operating activities:					
Net income	1,587	2,593	4,911	7,949	18,079
Adjustments to reconcile net income to cash from operations:					
Depreciation, depletion and amortization	1,066	1,084	1,018	3,205	2,954
Dividends received	25	112	240	197	833
Equity in results of affiliates, joint ventures and other investments	(154)	(158)	(282)	(555)	(968)
Deferred income taxes	(697)	151	(846)	(806)	(374)
Reversal of deferred income tax		(1,236)		(1,236)	
Loss on disposal of property, plant and equipment	103	207	17	354	208
Loss (gain) on sale of assets available for sale		377		377	(1,513)
Foreign exchange and indexation gains, net	442	82	2,218	342	2,371
Unrealized derivative losses (gains), net	95	642	642	622	200
Unrealized interest (income) expense, net	(10)	(29)	78	8	44
Others	(117)	(73)	(37)	(227)	(115)
Decrease (increase) in assets:					
Accounts receivable	705	425	(730)	1,775	(1,277)
Inventories	(311)	292	(324)	(464)	(1,140)
Recoverable taxes	336	(287)	(392)	404	(583)
Others	453	(42)	(219)	390	(299)
Increase (decrease) in liabilities:					
Suppliers	407	92	829	108	1,232
Payroll and related charges	80	284	212	(237)	60
Income taxes	863	(166)	(2,745)	225	(2,293)
Others	796	29	(379)	872	(135)
Net cash provided by operating activities	5,669	4,379	4,211	13,303	17,284
Cash flows from investing activities:					
Short term investments	(685)			(685)	1,793
Loans and advances receivable					
Related parties					

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Others	317	8	57	287	(120)
Judicial deposits	(10)	(76)	(239)	(98)	(427)
Investments	(31)	(53)	(18)	(301)	(159)
Additions to property, plant and equipment	(4,984)	(3,228)	(3,711)	(11,173)	(10,004)
Proceeds from disposal of investments		366		366	1,081
Net cash used in investing activities	(5,393)	(2,983)	(3,911)	(11,604)	(7,836)
Cash flows from financing activities:					
Short-term debt					
Additions	65	21	20	593	838
Repayments			(63)	(43)	(919)
Loans					
Related parties					
Proceeds					19
Repayments					(1)
Issuances of long-term debt					
Third parties					
Proceeds	3,898	1,809	479	6,721	1,350
Repayments	(364)	(502)	(769)	(929)	(2,539)
Treasury stock			(2,001)		(2,001)
Transactions of noncontrolling interest					
Dividends and interest attributed to Company's stockholders		(3,000)	(3,000)	(3,000)	(6,000)
Dividends and interest attributed to noncontrolling interest		(35)		(35)	(60)
Net cash provided by (used in) financing activities	3,599	(2,134)	(5,334)	2,804	(9,313)
Increase (decrease) in cash and cash equivalents	3,875	(738)	(5,034)	4,503	135
Effect of exchange rate changes on cash and cash equivalents	(7)	(101)	(628)	(83)	(154)
Cash and cash equivalents, beginning of period	4,083	4,922	13,227	3,531	7,584
Cash and cash equivalents, end of period	7,951	4,083	7,565	7,951	7,565
Cash paid during the period for:					
Interest on short-term debt				(1)	(2)
Interest on long-term debt	(312)	(350)	(234)	(987)	(945)
Income tax	(53)	(282)	(4,097)	(991)	(6,233)
Non-cash transactions					
Interest capitalized	33	70	54	159	156
Conversion of mandatorily convertible notes using 56,081,560 treasury stock (see note 14).					

The accompanying notes are an integral part of these financial statements.

Table of Contents**Condensed Consolidated Statements of Changes in Stockholders' Equity**

Expressed in millions of United States dollars

(Except number of shares)

	Three-month period ended		(unaudited) September 30, 2011	Nine-month period ended	
	September 30, 2012	June 30, 2012		September 30, 2012	September 30, 2011
Preferred class A stock (including twelve golden shares)					
Beginning of the period	16,728	16,728	16,728	16,728	10,370
Capital increase					6,358
End of the period	16,728	16,728	16,728	16,728	16,728
Common stock					
Beginning of the period	25,837	25,837	25,837	25,837	16,016
Capital increase					9,821
End of the period	25,837	25,837	25,837	25,837	25,837
Treasury stock					
Beginning of the period	(4,477)	(5,662)	(2,660)	(5,662)	(2,660)
Sales (acquisitions)		1,185	(2,001)	1,185	(2,001)
End of the period	(4,477)	(4,477)	(4,661)	(4,477)	(4,661)
Additional paid-in capital					
Beginning of the period	(369)	(71)	318	(61)	2,188
Change in the period	2	(298)		(306)	(1,870)
End of the period	(367)	(369)	318	(367)	318
Mandatorily convertible notes - common shares					
Beginning of the period		290	290	290	290
Change in the period		(290)		(290)	
End of the period			290		290
Mandatorily convertible notes - preferred shares					
Beginning of the period		644	644	644	644
Change in the period		(644)		(644)	
End of the period			644		644
Other cumulative comprehensive income (deficit)					
Cumulative translation adjustments					
Beginning of the period	(7,231)	(4,411)	2,515	(5,238)	(253)
Change in the period	(238)	(2,820)	(7,486)	(2,231)	(4,718)
End of the period	(7,469)	(7,231)	(4,971)	(7,469)	(4,971)
Unrealized gain (loss) - available-for-sale securities, net of tax					
Beginning of the period	(1)	1		1	3
Change in the period	1	(2)		(1)	(3)
End of the period		(1)			

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Surplus (deficit) of accrued pension plan					
Beginning of the period	(494)	(475)	(71)	(567)	(59)
Change in the period	407	(19)	(317)	480	(329)
End of the period	(87)	(494)	(388)	(87)	(388)
Cash flow hedge					
Beginning of the period	28	140	122	131	(24)
Change in the period	15	(112)	149	(88)	295
End of the period	43	28	271	43	271
Total other cumulative comprehensive income (deficit)					
	(7,513)	(7,698)	(5,088)	(7,513)	(5,088)
Undistributed retained earnings					
Beginning of the period	39,300	42,007	30,082	41,130	42,218
Transfer from unappropriated retained earnings	(712)	(2,707)	(4,397)	(2,542)	(2,224)
Transfer to capitalized earnings					(14,309)
End of the period	38,588	39,300	25,685	38,588	25,685
Unappropriated retained earnings					
Beginning of the period	10,973	7,416	11,211	4,482	166
Net income attributable to the Company's stockholders	1,669	2,662	4,935	8,158	18,213
Remuneration of mandatorily convertible notes					
Preferred class A stock		(33)	(40)	(44)	(82)
Common stock		(14)	(16)	(19)	(34)
Dividends and interest attributed to stockholders' equity					
Preferred class A stock		(722)	(1,231)	(722)	(1,231)
Common stock		(1,043)	(1,769)	(1,043)	(1,769)
Appropriation to undistributed retained earnings	712	2,707	4,397	2,542	2,224
End of the period	13,354	10,973	17,487	13,354	17,487
Total Company stockholders equity					
	82,150	80,294	77,240	82,150	77,240
Noncontrolling interests					
Beginning of the period	1,613	1,846	2,905	1,894	2,830
Disposals (acquisitions) of noncontrolling interests	2	(205)		(265)	117
Cumulative translation adjustments	5	24	(269)	43	(283)
Cash flow hedge					1
Losses attributable to noncontrolling interests	(82)	(69)	(24)	(209)	(134)
Net income attributable to redeemable noncontrolling interests	45	42	22	138	155
Dividends and interest attributable to noncontrolling interests	(25)	(35)		(64)	(65)
Capitalization of stockholders advances	9	10	11	30	19
Pension plan			(1)		4
End of the period	1,567	1,613	2,644	1,567	2,644
Total stockholders' equity	83,717	81,907	79,884	83,717	79,884
Number of shares issued and outstanding:					
Preferred class A stock (including twelve golden shares)	2,108,579,618	2,108,579,618	2,108,579,618	2,108,579,618	2,108,579,618
Common stock	3,256,724,482	3,256,724,482	3,256,724,482	3,256,724,482	3,256,724,482
Buy-backs					
Beginning of the period	(211,929,174)	(268,010,734)	(147,024,956)	(268,011,021)	(147,024,965)
Acquisitions			(79,094,780)		(79,094,780)
Conversions		56,081,560	267	56,081,847	276
End of the period	(211,929,174)	(211,929,174)	(226,119,469)	(211,929,174)	(226,119,469)
	5,153,374,926	5,153,374,926	5,139,184,631	5,153,374,926	5,139,184,631

The accompanying notes are an integral part of these financial statements.

Table of Contents**Notes to the Condensed Consolidated Financial Statements**

Expressed in millions of United States dollars, unless otherwise stated

1 The Company and its operations

Vale S.A., (Vale , Company or we) is a limited liability company incorporated in Brazil. Operations are carried out through Vale and our subsidiary companies, joint ventures and affiliates, and mainly consist of mining, basic metals production, fertilizers, logistics and steel activities.

Our principal consolidated operating subsidiaries are the following:

Subsidiary	% ownership	% voting capital	Location	Principal activity
Compañia Minera Miski Mayo S.A.C.	40.00	51.00	Peru	Fertilizer
Ferrovia Centro-Atlântica S. A.	99.99	99.99	Brazil	Logistics
Ferrovia Norte Sul S.A.	100.00	100.00	Brazil	Logistics
Mineração Corumbaense Reunida S.A.	100.00	100.00	Brazil	Iron Ore and Manganese
PT Vale Indonesia Tbk	59.20	59.20	Indonesia	Nickel
Sociedad Contractual Minera Tres Valles	90.00	90.00	Chile	Copper
Vale Australia Pty Ltd.	100.00	100.00	Australia	Coal
Vale Canada Limited	100.00	100.00	Canada	Nickel
Vale Fertilizantes S.A	100.00	100.00	Brazil	Fertilizer
Vale International Holdings GMBH	100.00	100.00	Austria	Holding and Exploration
Vale International S.A	100.00	100.00	Switzerland	Trading
Vale Manganês S.A.	100.00	100.00	Brazil	Manganese and Ferroalloys
Vale Mina do Azul S. A.	100.00	100.00	Brazil	Manganese
Vale Moçambique S.A.	95.00	95.00	Mozambique	Coal
Vale Nouvelle-Calédonie SAS	74.00	74.00	New Caledonia	Nickel
Vale Oman Pelletizing Company LLC (a)	100.00	100.00	Oman	Pellets
Vale Shipping Holding PTE Ltd.	100.00	100.00	Singapore	Logistics

(a) In a subsequent period, pursuant a contract with the Sultanate of Oman, we transferred 30 % of our shares to Oman Oil Company for US\$ 71.

2 Basis of consolidation

All majority-owned subsidiaries in which we have both share and management control are consolidated. All significant intercompany accounts and transactions are eliminated. Subsidiaries over which control is achieved through other means, such as stockholders agreement, are also consolidated even if we hold less than 51% of voting capital. Our variable interest entities in which we are the primary beneficiary are consolidated. Investments in unconsolidated affiliates and joint ventures are accounted under the equity method (Note 11).

We evaluate the carrying value of our equity investments in relation to publicly quoted market prices when available. If the quoted market price is lower than book value, and such decline is considered other than temporary, we write-down our equity investments to the level of the quoted market value.

We define joint ventures as businesses in which we and a small group of other partners each participate actively in the overall entity management, based on a stockholders agreement. We define affiliates as businesses in which we participate as a noncontrolling interest but with significant influence over the operating and financial policies of the investee.

Our participation in hydroelectric projects in Brazil is made via consortium contracts under which we have undivided interests in the assets, and are liable for our proportionate share of liabilities and expenses, which are based on our proportionate share of power output. We do not have joint liability for any obligations. No separate legal or tax status is granted to consortia under the Brazilian law. Accordingly, we recognize our proportionate share of costs and our undivided interest in assets relating to hydroelectric projects.

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3 Basis of presentation

Our condensed consolidated interim financial statements for the three-month periods ended September 30, 2012, June 30, 2012 and September 30, 2011 and nine-month ended September 30, 2012 and 2011, prepared in accordance with accounting principles generally accepted in the United States of America (USGAAP), which differ in certain respects from the accounting practices adopted in Brazil (BRGAAP), and the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standard Board (IASB), which are the basis for our annual statutory financial statements, are unaudited. However, in our opinion, these condensed consolidated financial statements includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for interim periods. The results of operations for the three-month periods ended September 30, 2012, June 30, 2012 and September 30, 2011 and the Nine-month period ended September 30, 2012 and September 30, 2011, are not necessarily indicative of the actual results expected for the full fiscal year ending December 31, 2012.

These condensed consolidated interim financial statement should be read in conjunction with our audited consolidated financial statements as of and for the year ended December 31, 2011, prepared in accordance with US GAAP.

In preparing the condensed consolidated financial statements, we are required to use estimates to account for certain assets, liabilities, revenues and expenses. Our condensed consolidated financial statements therefore include various estimates concerning the selection of useful lives of property, plant and equipment, impairment, provisions necessary for contingent liabilities, fair values assigned to assets and liabilities acquired and assumed in business combinations, income tax uncertainties, employee post-retirement benefits and other similar evaluations. Actual results may vary from our estimates.

The Brazilian real is the parent Company s functional currency. We have selected the US dollar as our reporting currency.

All assets and liabilities have been translated into US dollars at the closing rate of exchange at each balance sheet date (or, if unavailable, the first available exchange rate). All statement of income accounts have been translated to US dollars at the average exchange rates prevailing during the respective periods. Capital accounts are recorded at historical exchange rates. Translation gains and losses are recorded in the Cumulative Translation Adjustments account (CTA) in stockholders equity.

The results of operations and financial position of our entities that have a functional currency other than the US dollar have been translated into US dollars and adjustments to translate those statements into US dollars are recorded in the CTA in stockholders equity.

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The exchange rates used to translate the assets and liabilities of the Brazilian operations at September 30, 2012 and December 31, 2011, were R\$2.0260 and R\$1.8683, respectively.

4 Accounting pronouncements

a) Newly issued accounting pronouncements

Accounting Standards Update - ASU number 2012-04: Technical Corrections and Improvements. This ASU represent changes to clarify the codifications, correct unintended application of guidance, or make minor improvements to the codifications. The amendments in this ASU are effective for public entities for fiscal periods beginning after December 15, 2012.

ASU number 2012-03: Technical Amendments and Corrections to SEC Sections. This ASU update SEC paragraphs pursuant to SEC Staff Accounting Bulletin No. 114, technical amendments pursuant to SEC Release No. 33-9250, and corrections related to FASB Accounting Standards Update 2010-22.

ASU number 2012-02: Intangibles Goodwill and Other (Topic 350). The objective of this ASU is to reduce the cost and complexity of performing an impairment test for indefinite-lived intangible assets by simplifying how an entity tests those assets for impairment and to improve consistency in impairment testing guidance among long-lived asset categories. The amendments in this ASU are effective for annual and interim impairment tests performed for public entities for fiscal years and interim periods beginning after September 15, 2012.

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5 Major acquisitions and Disposals

a) Fertilizer Business

In 2010, through our wholly owned subsidiary Mineração Naque S.A. (Naque), we acquired 78.92% of the total capital (being 99.83% of the voting capital) of Vale Fertilizantes S.A. and 100% of the total capital of Vale Fosfatados. In 2011 and beginning of 2012, we concluded several transactions including a public offer to acquire the free floating of Vale Fertilizantes and its delisting which resulted in the current ownership of 100% of the total capital of this subsidiary.

The purchase consideration of the business combination effected in 2010, when control was obtained, amounted to US\$5,795. The purchase price allocation exercise was concluded in 2011 and generated a deferred tax liability on the fair value adjustments, determined based on the temporary differences between the accounting basis of those assets and liabilities at fair values and their tax basis represented by the historical carrying values at the acquired entity. According to current Brazilian tax regulations, goodwill generated in connection with a business combination as well as the fair values of assets and liabilities acquired are only tax deductible post a legal merger between the acquirer and the acquiree.

In June 2012, we have decided to legally merge Naque and Vale Fertilizantes. As a result, the carrying amounts of acquired assets and liabilities accounted for at Naque s consolidated financial statements, represented by their amortized fair values from acquisition date, became their tax basis.

Therefore, upon concluding the merger, there are no longer differences between tax basis and carrying amounts of the net assets acquired, and consequently there is no longer deferred tax liability amount to be recognized. The outstanding balance of the initially recognized deferred tax liability (accounted for in connection with the purchase accounting) totaling US\$ 1,236 was entirely recycled through P&L for the nine-month period ended September 30, 2012, in connection with the legal merger of Vale Fertilizantes into Naque.

In addition, Naque was then renamed as Vale Fertilizantes S.A.

b) Sale of coal

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In June 2012, we have concluded the sale of our thermal coal operations in Colombia to CPC S.A.S., an affiliate of Colombian Natural Resources S.A.S. (CNR), a privately held company.

The thermal coal operations in Colombia constitute a fully-integrated mine-railway-port system consisting of a coal mine and a coal deposit; a coal port facility; and an equity participation in a railway connecting the coal mines to the port.

The loss on this transaction, of US\$355 was recorded in the income statement in the line Gain (loss) on sale of assets

c) Acquisition of EBM shares

Continuing the process of optimization its corporate structure, during the second quarter 2012 Vale acquired additional 10.46% of Empreendimentos Brasileiros de Mineração S. A. (EBM), whose main asset is the participation in Minerações Brasileiras Reunidas S. A. (MBR), which owns mines sites Itabirito, Vargem Grande and Paraopeba. As a result of the acquisition, we increased our share of the capital of EBM to 96.7% and of MBR to 98.3%, and the amount of US\$62 are recognized as a result from operations with non-controlling interest in Stockholders Equity .

Table of Contents**6 Income taxes**

We analyze the potential tax impact associated with undistributed earnings of each of our subsidiaries and affiliates. For those subsidiaries in which undistributed earnings are intended to be reinvested indefinitely, no deferred tax is recognized. Undistributed earnings of foreign consolidated subsidiaries and affiliates for which no deferred income tax has been recognized for possible future remittances to the parent company totaled approximately US\$ 27,711 on September 30, 2012 and US\$26,300 at December 31, 2011. These amounts are considered to be permanently reinvested in the Company's international business. It is not practicable to determine the amount of the unrecognized deferred tax liability associated with these amounts. If we did determine to repatriate these earnings, there would be various methods available to us, each with different tax consequences. There would also be uncertainty as to the timing and amount, if any, of foreign tax credits that would be available, as the calculation of the available foreign tax credit is dependent upon the timing of the repatriation and projections of significant future uncertain events. The wide range of potential outcomes that could result due to these factors, among others, makes it impracticable to calculate the amount of tax that hypothetically would be recognized on these earnings if they were repatriated.

There were no changes in the rates of taxes in the countries where we operate in the period. The total amount presented as income tax and social contribution results in the financial statements is reconciled with the rates established by law, as follows:

	September 30, 2012			Three-month period ended (unaudited) June 30, 2012			September 30, 2011		
	Brazil	Foreign	Total	Brazil	Foreign	Total	Brazil	Foreign	Total
Income before discontinued operations, income taxes, equity results and noncontrolling interests	2,534	(721)	1,813	1,613	(238)	1,375	4,187	793	4,980
Exchange variation (not taxable) or not deductible		(25)	(25)		368	368		(188)	(188)
	2,534	(746)	1,788	1,613	130	1,743	4,187	605	4,792
Tax at Brazilian composite rate	(861)	254	(607)	(548)	(44)	(592)	(1,424)	(207)	(1,631)
Adjustments to derive effective tax rate:									
Tax benefit on interest attributed to stockholders	313		313	341		341	578		578
Difference on tax rates of foreign income		(171)	(171)		164	164		331	331
Tax incentives	84		84				67		67
Social contribution contingency payment							506		506
Other non-taxable, income/non deductible expenses	15	(14)	1	(46)	(43)	(89)	36	(238)	(202)

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	(449)	69	(380)	(253)	77	(176)	(237)	(114)	(351)
Reversal of deferred tax (see note 5.a)				1,236		1,236			
Income tax per consolidated statements of income	(449)	69	(380)	983	77	1,060	(237)	(114)	(351)

	Nine-month period ended (unaudited)					
	September 30, 2012			September 30, 2011		
	Brazil	Foreign	Total	Brazil	Foreign	Total
Income before discontinued operations, income taxes, equity results and noncontrolling interests	7,104	163	7,267	16,008	5,238	21,246
Exchange variation (not taxable) or not deductible		143	143		(70)	(70)
	7,104	306	7,410	16,008	5,168	21,176
Tax at Brazilian composite rate	(2,415)	(103)	(2,518)	(5,443)	(1,758)	(7,201)
Adjustments to derive effective tax rate:						
Tax benefit on interest attributed to stockholders	1,033		1,033	1,272		1,272
Difference on tax rates of foreign income		289	289		1,298	1,298
Tax incentives	174		174	430		430
Social contribution contingency payment				506		506
Reversal/Constitution of provisions for loss of tax loss carryforward					(141)	(141)
Other non-taxable, income/non deductible expenses	(3)	(84)	(87)	(14)	(285)	(299)
	(1,211)	102	(1,109)	(3,249)	(886)	(4,135)
Reversal of deferred tax (see note 5a)	1,236		1,236			
Income tax per consolidated statements of income	25	102	127	(3,249)	(886)	(4,135)

Whereas published on December 31, 2011, there were no changes in tax incentives received by the company.

The Company's income taxes are subject to examination by the tax authorities for up to five years with respect to Brazil, up to ten years in Indonesia and up to seven years in Canada.

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The reconciliation of the beginning and end of period amount of the uncertain income tax positions is as follows: (see note 17(b) tax related actions)

	September 30, 2012	Three-month period ended June 30, 2012	(unaudited) September 30, 2011	Nine-month period ended September 30, 2012	September 30, 2011
Beginning of the period	271	272	372	263	2,555
Increase resulting from tax positions taken	8	4	1	16	1,075
Decrease resulting from tax positions taken	(26)		(2)	(26)	(3,319)
Cumulative translation adjustments	10	(5)	(33)	10	27
End of the period	263	271	338	263	338

For the three-month periods ended September 30, 2012, June 30, 2012 and September 30, 2011, there were US\$ 10, US\$ 1 and US\$ 0, respectively, and for the nine-month periods ended September 30, 2012 and September 30, 2011 there were US\$ 11 and US\$ 11, respectively, of unrecognized tax benefits that, if recognized, would affect the Company's annual effective tax rate.

The Company recognizes interest accrued related to unrecognized tax benefits in financial expense and penalties in other operating expenses. The interest and penalties recognized in the statement of income in September 30, 2012, June 30, 2012 and September 30, 2011 were US\$(2), US\$3 and US\$1, respectively and for the nine-month periods ended September 30, 2012 and September 30, 2011 there were US\$ 5 and US\$ (16), respectively. The Company had accrued US\$81 at September 30, 2012 and US\$73 at December 31, 2011 for the payment of interest and penalties.

7 Cash and cash equivalents

	September 30, 2012 (unaudited)	December 31, 2011
Cash	1,084	945
Short-term investments	6,867	2,586
	7,951	3,531

All the above mentioned short-term investments are made through the use of low risk fixed income securities, in a way that those denominated in Brazilian Reais are concentrated in investments indexed to the Brazilian Interbank Certificate of Deposit (CDI), and those denominated in US dollars are mainly time deposits, with the original due date less than three months.

The increase in cash equivalents during the 2012, is mainly related to the cash provided by operating activities and the notes issued during 2012 (note 13).

Table of Contents**8 Short-term investment**

	September 30, 2012 (unaudited)	December 31, 2011
Time Deposits	685	
	685	

9 Inventories

	September 30, 2012 (unaudited)	December 31, 2011
Products		
Nickel (co-products and by-products)	1,655	1,771
Iron ore and pellets	1,289	1,137
Manganese and ferroalloys	94	240
Fertilizer	370	387
Copper concentrate	85	72
Coal	297	277
Others	47	91
Spare parts and maintenance supplies	1,307	1,276
	5,144	5,251

On September 30, 2012 the inventory includes provision for adjustment to market value for manganese in the amount of US\$ 9.

10 Assets and liabilities held for sale

In July 2012, we have signed a share purchase agreement to sell our manganese ferroalloys operations in Europe to subsidiaries of Glencore International Plc., a company listed on the London and Hong Kong Stock Exchanges, for US\$ 160 in cash, subject to the fulfillment of certain precedent conditions. We recognized a loss of US\$ 22 presented in our statement of income as gain (loss) on sale of assets .

The manganese ferroalloys operations in Europe consist of: (a) 100% of Vale Manganèse France SAS, located in Dunkerque, France; and (b) 100% of Vale Manganese Norway AS, located in Mo I Rana, Norway.

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In the third quarter we decided to sell and further charter 10 large ore carriers with Polaris Shipping Co. Ltd. (Polaris). The transaction in addition to unlocking capital preserves Vale's capacity of maritime transportation of iron ore, since the vessels will be available but without the ownership and operational risks. At September, 30 this assets are recognized in Assets Held for Sale, in the subgroup property, plant and equipment.

	September 30, 2012 (unaudited)
Assets held for sale	
Accounts receivable	47
Recoverable taxes	5
Inventories	107
Property, plant and equipment	627
Other	3
Total	789
Liabilities related to assets held for sale	
Suppliers	22
Deferred income tax	8
Others	9
Total	39

Table of Contents**11 Investments in affiliated companies and joint ventures**

	September 30, 2012 (unaudited)		Net equity of the period		Investments		Equity in earnings (losses) of investee adjustments (unaudited)				
	Participation in capital Voting Total	% equity	Net income (loss)	of the period	September 30, 2012 (unaudited)	December 31, 2011	September 30, 2012	June 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Bulk Material											
Iron ore and pellets											
Companhia Nipo-Brasileira de Pelotização - NIBRASCO (1)	51.11	51.00	351	42	179	173	13	3	16	21	39
Companhia Hispano-Brasileira de Pelotização - HISPANOBRÁS (1)	51.00	50.89	200	67	102	115	3	29	(14)	34	(6)
Companhia Coreano-Brasileira de Pelotização - KOBRASCO (1)	50.00	50.00	208	44	104	78	7	8	5	22	23
Companhia Ítalo-Brasileira de Pelotização - ITABRASCO (1)	51.00	50.90	124	14	63	80		1	16	7	41
Minas da Serra Geral SA - MSG SAMARCO	50.00	50.00	52	7	26	29	1	(3)	1	1	(3)
Mineração SA - SAMARCO (2)	50.00	50.00	1,470	1,037	788	528	169	140	207	519	692
Baovale Mineração SA - BAOVALE	50.00	50.00	61	8	31	35	2	2	2	4	6
Zhuhai YPM Pellet e Co,Ltd - ZHUHAI	25.00	25.00	93	2	23	23			(1)		(1)
Tecnored Desenvolvimento Tecnológico SA	43.04	43.04	98	(32)	44	48	(6)	(7)	(2)	(15)	(3)
					1,360	1,109	189	173	230	593	788
Coal											
Henan Longyu Resources Co Ltd Shandong Yankuang International Company Ltd	25.00	25.00	1,297	177	324	282	10	16	26	45	68
	25.00	25.00	(208)	(40)	(51)	(43)	(3)	(3)	(2)	(10)	(11)
					273	239	7	13	24	35	57
Base Metals											

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Bauxite

Mineração Rio do Norte SA - MRN	40.00	40.00	327	47	130	144	8	4	(1)	19	2
					130	144	8	4	(1)	19	2

Copper

Teal Minerals Incorporated	50.00	50.00	478	(6)	239	234		(2)	(2)	(3)	(9)
					239	234		(2)	(2)	(3)	(9)

Nickel

Heron Resources Inc (3)					5	6					
Korea Nickel Corp	25.00	25.00	100		25	4	(1)	1			
Others (3)					1	1					
					31	11	(1)	1			

Aluminum

Norsk Hydro ASA (4)	21.65	21.65	14,439	(162)	3,126	3,227	(63)		70	(35)	120
					3,126	3,227	(63)		70	(35)	120

Logistic

LOG-IN Logística Intermodal SA	31.33	31.33	286	(26)	96	114	6	(4)		(9)	(2)
MRS Logística SA	46.75	47.59	1,237	203	588	551	36	19	32	95	103
					684	665	42	15	32	86	101

Others

Steel											
California Steel Industries Inc - CSI Companhia Siderúrgica do PECEM - CSP	50.00	50.00	352	36	178	161	2	9	2	17	15
THYSSENKRUPP CSA Companhia Siderúrgica do Atlântico	50.00	50.00	930	(8)	465	267	(2)	(1)		(4)	
	26.87	26.87	5,468	(388)	1,469	1,607	(19)	(46)	(72)	(104)	(90)
					2,112	2,035	(19)	(38)	(70)	(91)	(75)

Other affiliates and joint ventures

Norte Energia S.A.	9.00	9.00	848	(19)	77	75	(1)	(1)		(2)	
Vale Soluções em Energia S.A.(1)	52.77	52.77	190	(91)	100	145	(8)	(8)	(1)	(48)	(16)
Others					173	209		1		1	
					350	429	(9)	(8)	(1)	(49)	(16)
Total					8,305	8,093	154	158	282	555	968

(1) Although Vale held a majority of the voting interest of investees accounted for under the equity method, existing veto rights held by noncontrolling shareholders.

(2) Investment includes goodwill of US\$ 53 in September 30, 2012 and US\$58 in December, 2011.

(3) Available for sale.

(4) The investment is adjusted based on our acquisition.

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Short-term borrowings outstanding on September 30, 2012 are from commercial banks for export financing denominated in US dollars with average annual interest rates of 1.73%.

13 Long-term debt

	Current liabilities		Non-current liabilities	
	September 30, 2012 (unaudited)	December 31, 2011	September 30, 2012 (unaudited)	December 31, 2011
Foreign debt				
Loans and financing denominated in the following currencies:				
US dollars	699	496	3,938	2,693
Others	14	9	262	52
Fixed Rate Notes				
US dollars	124	410	12,757	10,073
EUR			1,929	970
Accrued charges	245	221		
	1,082	1,136	18,886	13,788
Brazilian debt				
Brazilian Reais indexed to Long-Term Interest Rate - TJLP/CDI and General Price Index-Market (IGP-M)				
Basket of currencies	1		2	
Non-convertible debentures			2,351	2,505
US dollars denominated	164		1,189	
Accrued charges	124	112		
	450	359	8,008	7,750
Total	1,532	1,495	26,894	21,538

The long-term portion at September 30, 2012 (unaudited) was as follows:

2013	2,110
2014	1,322
2015	1,139
2016	1,803

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2017 and after	20,520
	26,894

At September 30, 2012 (unaudited) annual interest rates on long-term debt were as follows:

Up to 3%	5,314
3.1% to 5% (*)	5,588
5.1% to 7% (**)	12,019
7.1% to 9% (**)	3,943
9.1% to 11% (**)	1,097
Over 11% (**)	465
	28,426

(*) Includes Eurobonds. For this operation we have entered into derivative transactions at a cost of 4.51% per year in US dollars.

(**) Includes non-convertible debentures and other Brazilian Real denominated debt that bear interest at the CDI and Brazilian Government Long-term Interest Rates (TJLP) plus a spread. For these operations, we have entered into derivative transactions to mitigate our exposure to the floating rate debt denominated in Brazilian Real, totaling US\$ 6,712 of which US\$ 6,337 has an original interest rate above 5.1% per year. The average cost after taking into account the derivative transactions is 2.64% per year in US dollars.

The average cost of all derivative transactions is 3.07% per year in US dollars.

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Vale has non-convertible debentures at Brazilian Real denominated as follows:

Non Convertible Debentures	Quantity as of September 30, 2012		Maturity	Interest	Balance	
	Issued	Outstanding			September 30, 2012 (unaudited)	December 31, 2011
2nd Series	400,000	400,000	November 20, 2013	100% CDI + 0.25%	2,032	2,167
Tranche B - Salobo	5	5	No date	6.5% p.a + IGP-DI	377	364
					2,409	2,531
Long-term portion					2,351	2,505
Accrued charges					58	26
					2,409	2,531

The indexation indices/ rates applied to our debt were as follows (unaudited):

	Three-month period ended		September 30, 2011	Nine-month period ended	
	September 30, 2012	June 30, 2012		September 30, 2012	September 30, 2011
TJLP - Long-Term Interest Rate (effective rate)	1.5	1.5	1.5	4.5	(1.5)
IGP-M - General Price Index - Market	3.7	2.6	1.0	6.9	4.1
Appreciation (devaluation) of Real against US dollar	(1.8)	(8.6)	18.8	(8.4)	25.3

In September 2012, Vale issued US\$ 1,5 billion notes due 2042. The notes were sold at a price of 99.198% of the principal amount and will bear a coupon of 5.625% per year, payable semi-annually.

In August 2012, Vale International entered into a bilateral Pre-export Financing Agreement with a commercial bank in an amount of US\$ 150 maturing in 5 years from its disbursement date. As of September 30, 2012, Vale International withdrew the total amount of this facility.

On July 10, 2012 we issued 750, equivalent to US\$ 919, euro-denominated notes due 2023. These notes will bear a coupon of 3.75% per year, payable annually, at a price of 99.608% of the principal amount.

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In April 2012, through our wholly-owned subsidiary Vale Overseas Limited, we received the amount related to the issue of US\$ 1,250 notes due 2022 that were priced in March at a price of 101.345% of the principal amount. The notes will bear a coupon of 4.375% per year, payable semi-annually and will be consolidated with, and form a single series with, Vale Overseas' s US\$ 1 billion 4.375% notes due 2022 issued on January 2012. Those notes issued in January, 2012 were sold at a price of 98.804% of the principal amount.

All the securities issued through our wholly-owned subsidiary Vale Overseas Limited, are fully and unconditionally guaranteed by Vale.

Credit Lines

In September 2012, Vale entered into a R\$3.9 billion financing agreement (US\$ 1,9 billion) with Banco Nacional de Desenvolvimento Econômico Social (BNDES) to finance the implementation of the CLN 150 Mtpy project, which will expand logistics infrastructure in Vale' s Northern System. As of September 30, 2012, we had drawn R\$ 1,3 billion (US\$ 0,6 billion) under this facility.

In August 2011, we entered into an agreement with a syndicate of financial institutions to finance the acquisition of five large ore carriers and two capesize bulkers at two Korean shipyards. The agreement provides a credit line of up to US\$ 530. As of September 30, 2012, Vale had drawn US\$ 432 under the facility and the remaining portion of the Facility was canceled.

In October 2010, we signed an agreement with Export Development Canada (EDC) to finance our investment program. Under the agreement, EDC will provide a credit line of up to US\$ 1 billion. As of September 30, 2012, Vale had drawn US\$ 925.

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In September 2010, Vale entered into agreements with The Export-Import Bank of China and the Bank of China Limited for the financing to build 12 very large ore carriers comprising a facility for an amount of up to US\$ 1,229. The financing has a 13-year total term to be repaid, and the funds will be disbursed during 3 years according to the construction schedule. As of September 30, 2012, we had drawn US\$ 712 under this facility.

In June 2010, Vale established certain facilities with BNDES for a total amount of R\$ 774, (US\$ 382), to finance the acquisition of domestic equipments. On March 31, 2011, Vale increased this facility through a new agreement with BNDES for R\$ 103 (US\$ 51). As of September 30, 2012, we had drawn R\$ 787 (US\$ 388) under these facilities.

In May 2008, the Company has signed agreements with Japanese long term financing credit agencies in the amount of US\$ 5 billion, being US\$ 3 billion with Japan Bank for International Cooperation (JBIC) and US\$ 2 billion with Nippon Export and Investment Insurance (NEXI), to finance mining projects, logistics and energy generation. Until September 30, 2012, Vale through its subsidiary PT Vale Indonesia Tbk (PTVI) withdrew US\$ 300, under the credit facility from NEXI to finance the construction of the hydroelectric plant of Karebbe, Indonesia.

In April 2008, Vale has signed a credit line in the amount of R\$ 7.3 billion (US\$ 3.6 billion) with BNDES to finance its investment program. As of September 30, 2012, Vale withdrew R\$ 3,260 (US\$ 1,609) in this line.

Revolving credit lines

Vale has available revolving credit lines that can be disbursed and paid at any time, during its availability period. On September 30, 2012, the total amount available under the revolving credit lines was US\$3 billion, which can be drawn by Vale S.A., Vale Canada Limited and Vale International.

Guarantee

On September 30, 2012, US\$ 1,334 of the total aggregate outstanding debt was secured by property, plant and equipment and receivables.

Covenants

Our principal covenants require us to maintain certain ratios, such as debt to EBITDA and interest coverage. We have not identified any events of noncompliance as of September 30, 2012.

14 Stockholders equity

Stockholders

Each holder of common and preferred class A stock is entitled to one vote for each share on all matters brought before stockholders meetings, except for the election of the Board of Directors, which is restricted to the holders of common stock. The Brazilian Government holds twelve preferred special shares which confer permanent veto rights over certain matters.

Both common and preferred stockholders are entitled to receive a mandatory minimum dividend of 25% of annual adjusted net income under Brazilian GAAP, once declared at the annual stockholders meeting. In the case of preferred stockholders, this dividend cannot be less than 6% of the preferred capital as stated in the statutory accounting records or, if greater, 3% of the Brazilian GAAP equity value per share.

On October 16, 2012 (subsequent event), the Board of Directors approved the payment of dividends and interest on own capital (JCP), the total gross amount of R\$ US\$ 1,670 (R\$ 3,405) and US\$ 1,330 (R\$ 2,710), respectively, equivalent to US\$ 0.324136216 and US\$ 0.258006563 per outstanding share of Vale.

In April 2012, we paid interest on capital in the total amount of US\$ 3 billion, corresponding to US\$ 0.588547644 per outstanding share, common or preferred shares, of Vale issuance.

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In November 2011, as part of the share buy-back program approved in June 2011, we concluded the acquisition of 39,536,080 common shares, at an average price of US\$ 26.25 per share, and 81,451,900 preferred shares, at an average price of US\$ 24.09 per share (including shares of each class in the form of American Depositary Receipts), for a total aggregate purchase price of US\$ 3.0 billion.

Mandatorily convertible

In June 2012, the notes series VALE and VALE.P-2012 were converted into American Depositary Shares (ADS) and represent an aggregate of 15,839,592 common shares and 40,241,968 preferred class A shares respectively. The Conversion was made using 56,081,560 treasury stocks held by the Company. The difference between the conversion amount and the book value of the treasury stocks of US\$ (251) was accounted for in additional paid-in capital in the stockholder s equity.

In May 2012, Vale paid additional remuneration to holders of those mandatorily convertible notes, in the amount of US\$ 1.463648 and US\$ 1.692869 per note, respectively.

Earnings per share

Earnings per share amounts have been calculated as follows:

	(unaudited)				
	Three-month period ended		Nine-month period ended		
	September 30, 2012	June 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Net income from continuing operations	1,669	2,662	4,935	8,158	18,213
Remuneration attributed to preferred convertible notes		(33)	(40)	(44)	(82)
Remuneration attributed to common convertible notes		(14)	(16)	(20)	(34)
Net income for the period adjusted	1,669	2,615	4,879	8,094	18,097
Earnings per share					
Income available to preferred stockholders	637	989	1,846	3,063	6,871
Income available to common stockholders	1,032	1,626	2,972	5,031	11,001
			44		162

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Income available to convertible notes linked to preferred					
Income available to convertible notes linked to common			17		63
	1,669	2,615	4,879	8,094	18,097
Weighted average number of shares outstanding (thousands of shares) - preferred shares	1,967,722	1,928,076	1,986,461	1,930,600	2,002,352
Weighted average number of shares outstanding (thousands of shares) - common shares	3,185,653	3,170,048	3,197,984	3,171,041	3,206,032
Total	5,153,375	5,098,124	5,184,445	5,101,641	5,208,384
Weighted average number of convertibles outstanding (thousands of shares) - linked to preferred shares			47,285		47,285
Weighted average number of convertibles outstanding (thousands of shares) - linked to common shares			18,416		18,416
Total			65,701		65,701
Total					
Earnings per preferred share	0.32	0.51	0.93	1.59	3.43
Earnings per common share	0.32	0.51	0.93	1.59	3.43
Earnings per convertible note linked to preferred			1.78		5.16
Earnings per convertible note linked to common share			1.79		5.32

The Company does not disclose a calculation for diluted earnings per share because the effect is anti-dilutive.

Table of Contents**15 Pension plans**

We previously disclosed in our consolidated financial statements for the year ended December 31, 2011, that we expected to contribute US\$262 to our defined benefit pension plan in 2012. As of September 30, 2012, total contributions of US\$ 231 had been made. We do not expect any significant change in our previous estimate.

	Three-month period ended in September 30, 2012 (unaudited)		
	Overfunded pension plans	Underfunded pension plans	Underfunded other benefits
Service cost - benefits earned during the period	7	14	10
Interest cost on projected benefit obligation	125	52	26
Expected return on assets	(212)	(50)	
Amortizations and (gain) / loss		28	(3)
Net periodic pension cost (credit)	(80)	44	33

	Three-month period ended in June 30, 2012 (unaudited)		
	Overfunded pension plans	Underfunded pension plans	Underfunded other benefits
Service cost - benefits earned during the period	7	17	8
Interest cost on projected benefit obligation	114	63	25
Expected return on assets	(203)	(63)	
Amortizations and (gain) / loss		12	(2)
Net periodic pension cost (credit)	(82)	29	31

	Three-month period ended in September 30, 2011 (unaudited)		
	Overfunded pension plans	Underfunded pension plans	Underfunded other benefits
Service cost - benefits earned during the period		18	8
Interest cost on projected benefit obligation	98	107	26
Expected return on assets	(164)	(99)	
Amortizations and (gain) / loss		6	(5)
Net periodic pension cost (credit)	(66)	32	29

	Nine-month period ended in September 30, 2012 (unaudited)		
	Overfunded pension plans	Underfunded pension plans	Underfunded other benefits
Service cost - benefits earned during the period	22	46	27
	368	180	78

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Interest cost on projected benefit obligation			
Expected return on assets	(644)	(178)	
Amortizations and (gain) / loss		50	(7)
Net periodic pension cost (credit)	(254)	98	98

Nine-month period ended in September 30, 2011 (unaudited)

	Overfunded pension plans	Underfunded pension plans	Underfunded other benefits
Service cost - benefits earned during the period		57	24
Interest cost on projected benefit obligation	299	317	77
Expected return on assets	(505)	(291)	
Amortizations and (gain) / loss		21	(11)
Net deferral			(3)
Net periodic pension cost (credit)	(206)	104	87

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16 Long-term incentive compensation plan

Under the terms of the long-term incentive compensation plan, the participants, restricted to certain executives, may elect to allocate part of their annual bonus to the plan. The allocation is applied to purchase preferred shares of Vale, through a predefined financial institution, at market conditions and with no benefit provided by Vale.

The shares purchased by each executive are unrestricted and may, at the participant's discretion, be sold at any time. However if, the shares are held for a three-year period and the executive is continually employed by Vale during that period. The participant then becomes entitled to receive from Vale a cash payment equivalent to the total amount of shares held, based on the market rates, the total shares linked to the plan at September 30, 2012 and December 31, 2011, are 4,430,289 and 3,012,538, respectively.

Additionally, as a long-term incentive certain eligible executives have the opportunity to receive at the end of the triennial cycle, a certain number of shares at market rates, based on an evaluation of their career and performance factors measured as an indicator of total return to stockholders.

We account for the compensation cost provided to our executives under this long-term incentive compensation plan, following the requirements for Accounting for Stock-Based Compensation. Liabilities are measured at each reporting date at fair value, based on market rates. Compensation costs incurred are recognized, over the defined three-year vesting period. At September 30, 2012, December 31, 2011, we recognized a liability of US\$67, US\$109, respectively.

17 Commitments and contingencies

a) Nickel project New Caledonia

In regards to the construction and installation of our nickel and cobalt processing plant in New Caledonia, we have provided significant guarantees in respect of our financing arrangements which are outlined below.

In connection with the Girardin Act tax - advantaged lease financing arrangement sponsored by the French government, we provided guarantees to BNP Paribas for the benefit of the tax investors regarding certain payments due from VNC, associated with the Girardin Act lease financing.

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We also committed that assets associated with the Girardin Act lease financing would be substantially completed by December 31, 2012 and that the assets would operate for a five year period from then on and meet specified production criteria. We believe the likelihood of the guarantee being called upon to be remote.

Sumic Nickel Netherlands B.V. (Sumic), a 21% stockholder of VNC, has a put option to sell to us the shares they own of VNC if the defined cost of the initial nickel cobalt development project, as measured by funding provided to VNC, in natural currencies and converted to U.S. dollars at specified rates of exchange, exceeded US\$4.6 billion and an agreement cannot be reached on how to proceed with the project. On May 27, 2010 the threshold was reached and the put option discussion and decision period was extended to July 31, 2012. In light of the delay in ramping up the project, we are currently finalizing an agreement with Sumic which will change the trigger on the put option from a cost threshold to a production threshold and will defer the possibility to exercise the put option into the first quarter of 2015 and will increase Vale's ownership in VNC from 74% to 80.5% in the fourth quarter of 2012.

In addition, in the course of our operations we have provided letters of credit and guarantees in the amount of US\$745 that are associated with items such as environment reclamation, asset retirement obligation commitments, insurance, electricity commitments, post-retirement benefits, community service commitments and import and export duties.

Table of Contents**b) Contingencies**

We and our subsidiaries are defendants in numerous legal actions in the normal course of business. Based on the advice of our legal counsel, management believes that the amounts recognized are sufficient to cover probable losses in connection with such actions.

The provision for contingencies and the related judicial deposits is as follows:

	September 30, 2012 (unaudited)		December 31, 2011	
	Provision for contingencies	Judicial deposits	Provision for contingencies	Judicial deposits
Labor and social security claims	783	879	751	895
Civil claims	283	191	248	151
Tax - related actions	1,195	455	654	413
Others	31	5	33	5
	2,292	1,530	1,686	1,464

Labor and social security related actions principally comprise claims by Brazilian current and former employees for (i) payment of time spent travelling from their residences to the work-place, (ii) additional health and safety related payments and (iii) various other matters, often in connection with disputes about the amount of indemnities paid upon dismissal and the one-third extra holiday pay.

Civil actions principally relate to claims made against us by contractors in Brazil in connection with losses alleged to have been incurred by them as a result of various past Government economic plans, during which full inflation indexation of contracts was not permitted, as well as for accidents and land appropriation disputes.

Tax related actions principally comprise challenges initiated by us, on certain taxes on revenues and uncertain tax positions. We continue to vigorously pursue our interests in all these actions but recognize that we probably will incur some losses in the final instance, for which we have made provisions.

On September 2012, we has considered as probable the loss related to the deductibility of transportation expenditures in the amount upon which the Compensação Financeira pela Exploração - CFEM is calculated, increasing the provision of US\$ 542 (R\$ 1.1 billion). At September 30, 2012 the total liability in relation to CFEM was US\$ 703.

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Judicial deposits are made by us following court requirements in order to be entitled to either initiate or continue a legal action. These amounts are released to us upon receipt of a final favorable outcome from the legal action, and in the case of an unfavorable outcome, the deposits are transferred to the prevailing party.

Contingencies settled during the three-month periods ended September 30, 2012, June 30, 2012 and September 30, 2011, totaled US\$ 4, US\$ 15 and US\$ 3 and nine-month periods ended September 30, 2012 and September 30, 2011 totaled US\$ 31 and US\$ 13, respectively. Provisions net recognized in the three-month periods ended September 30, 2012, June 30, 2012 and September 30, 2011, totaled US\$ 586, US\$ 24 and US\$ 33 and nine-month periods ended September 30, 2012 and September 30, 2011 totaled US\$ 668 and US\$ 112, respectively, classified as other operating expenses.

In addition to the contingencies for which we have made provisions, we are defendants in claims where in our opinion, and based on the advice of our legal counsel, the likelihood of loss is reasonably possible but not probable, in the total amount of US\$ 21,102 at September 30, 2012, and for which no provision has been made (December 31, 2011 US\$22,449). The main categories of claims are as follows:

	September 30, 2012 (unaudited)	December 31, 2011
Labor and social security claims	1,834	1,922
Civil claims	1,776	1,484
Tax - related actions	16,366	17,967
Others	1,126	1,076
	21,102	22,449

The largest individual claim classified as reasonably possible tax contingencies refers to tax assessments against us regarding the payment of Income Tax and Social Contribution calculated based on the equity method in foreign subsidiaries.

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The Brazilian federal tax authority (Receita Federal do Brasil) contends that we should pay those taxes and contributions on the net income of our non-Brazilian subsidiaries and affiliates. The position of the tax authority is based on Article 74 of Brazilian Provisional Measure 2,158-35/2001, a tax regulation issued in 2001 by Brazil's President, and on implementing regulations adopted by the tax authority under Article 74. The tax authority has issued four tax assessments (*autos de infração*) against us for payment of US\$5,866 at September 30, 2012 (US\$ 6,644 at December 31 2011) in taxes in accordance with Article 74 for the tax years 1996 through 2008, plus interest and penalties of US\$9,036 at September 30, 2012 (US\$ 9,781 at December 31, 2011) through September 30, 2011, amounting to a total of US\$ 14,902 (US\$ 16,425 at December 31, 2011). The decline in the value from December 31, 2011, was caused by the cancellation by the tax authority of the part of the claim related to the exchange variation over the foreign subsidiaries, in amount of US\$ 815.

c) Participative Debentures

At the time of our privatization in 1997, the Company issued debentures to its then-existing stockholders, including the Brazilian Government. The terms of these 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. As at September 30, 2012 the total amount of these debentures was US\$ 1,717 (US\$ 1,336 in December 31, 2011).

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

On October 2, 2012 (subsequent event) we paid second semester remuneration in the amount of US\$ 4 (R\$ 9). In April 2012 we paid first semester remuneration on these debentures in the amount of US\$ 6.

d) Description of New Leasing Arrangements

During the quarter we entered into operating lease agreements with our joint ventures Hispanobrás. The lease terms are from 3 years, renewable.

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The following is a schedule by year of future minimum rental payments required under the four pellet plants operating leases (Hispanobrás, Nibrasco, Itabasco and Kobrasco) that have initial or remaining non-cancelable lease terms in excess of one year as of September 30, 2012:

2012	16
2013	37
2014	21
2015	16
2016 thereafter	30
Total minimum payments required	120

The total expenses of operating leases for the three-month periods ended September 30, 2012, June 30, 2012 and September 30, 2011 was US\$ 13, US\$ 10 and US\$ 10, respectively. Also the total expenses of operating leases for the nine-month periods ended September 30, 2012 and 2011 was US\$ 39 and US\$ 31, respectively.

Table of Contents**e) Asset retirement obligations**

We use various judgments and assumptions when measuring our asset retirement obligations.

Changes in circumstances, law or technology may affect our cash flow estimates and we periodically review the amounts accrued and adjust them as necessary. Our accruals do not reflect unasserted claims because we are currently not aware of any such issues. Also the amounts provided are not reduced by any potential recoveries under cost sharing, insurance or indemnification arrangements because such recoveries are considered uncertain.

The changes in the provisions for asset retirement obligations are as follows:

	(unaudited)				
	September 30, 2012	Three-month period ended June 30, 2012	September 30, 2011	Nine-month period ended September 30, 2012	September 30, 2011
Beginning of period	1,814	1,862	1,410	1,770	1,368
Liability recognized upon consolidation of Vale Canada					
Accretion expense	54	49	29	137	100
Liabilities settled in the current period	(5)		(11)	(9)	(41)
Revisions in estimated cash flows	4	3	(3)	36	(76)
Cumulative translation adjustment		(100)	(152)	(67)	(78)
End of period	1,867	1,814	1,273	1,867	1,273
Current liabilities	64	41	54	64	54
Non-current liabilities	1,803	1,773	1,219	1,803	1,219
Total	1,867	1,814	1,273	1,867	1,273

18 Other expenses

	(unaudited)				
	September 30, 2012	Three-month period ended June 30, 2012	September 30, 2011	Nine-month period ended September 30, 2012	September 30, 2011
Contingencies (*)	586	24	33	668	112
	54	36	69	129	188

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Provision for loss
assets

Fundação Vale do Rio Doce - FVRD	14	10	34	24	111
Damage cost		65		65	98
Pre operating, stoppage and start up	364	324	328	1,007	805
Others	53	145	179	468	473
	1,071	604	643	2,361	1,787

(*) See note 17 (b)

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19 Fair value disclosure of financial assets and liabilities

The Financial Accounting Standards Board, through Accounting Standards Codification and Accounting Standards Updates, defines fair value and sets out a framework for measuring fair value, which refers to valuation concepts and practices and requires certain disclosures about fair value measurements.

a) Measurements

The pronouncements define fair value as the exchange price that would be received for an asset, or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability, in an orderly transaction between market participants on the measurement date. In determining fair value, the Company uses various methods including market, income and cost approaches. Based on these approaches, the Company often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and or the inherent risks in the inputs to the valuation technique.

These inputs can be readily observable, market corroborated, or generally unobservable inputs. The Company utilizes techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Under this standard, those inputs used to measure the fair value are required to be classified on three levels. Based on the characteristics of the inputs used in valuation techniques the Company is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value are classified and disclosed as follows:

Level 1 Unadjusted quoted prices on an active, liquid and visible market for identical assets or liabilities that are accessible at the measurement date;

Level 2 Quoted prices for identical or similar assets or liabilities on active markets, inputs other than quoted prices that are observable, either directly or indirectly, for the term of the asset or liability;

Level 3 Assets and liabilities, for which quoted prices do not exist, or those prices or valuation techniques are supported by little or no market activity, unobservable or illiquid. At this point, fair market valuation becomes highly subjective.

b) Measurements on a recurring basis

The description of the valuation methodologies used for recurring assets and liabilities measured at fair value in the Company's Consolidated Balance Sheet at September 30, 2012 and December 31, 2011 are summarized below:

- **Available-for-sale securities**

They are securities that are not classified either as held-for-trading or as held-to-maturity for strategic reasons and have readily available market prices. We evaluate the carrying value of some of our investments in relation to publicly quoted market prices when available. When there is no market value, we use inputs other than quoted prices.

- **Derivatives**

The market approach is used to estimate the fair value of the swaps discounting their cash flows using the interest rate of the currency they are denominated in. It is also used for the commodities contracts, since the fair value is computed by using forward curves for each commodity.

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- **Debentures**

The fair value is measured by the market approach method, and the reference price is available on the secondary market.

The tables below presents the balances of assets and liabilities measured at fair value on a recurring basis as follows:

	Carrying amount	September 30, 2012 (unaudited)		
		Fair value	Level 1	Level 2
Available-for-sale securities	6	6	6	
Unrealized losses on derivatives	(791)	(791)		(791)
Debentures	(1,717)	(1,717)		(1,717)

	Carrying amount	December 31, 2011		
		Fair value	Level 1	Level 2
Available-for-sale securities	7	7	7	
Unrealized losses on derivatives	(81)	(81)		(81)
Debentures	(1,336)	(1,336)		(1,336)

c) Measurements on a non-recurring basis

The Company also has assets under certain conditions that are subject to measurement at fair value on a non-recurring basis. These assets include goodwill and assets acquired and liabilities assumed in business combinations. During the three-month period ended September 30, 2012, we have not recognized any impairment for those items.

d) Financial Instruments

Long-term debt

The valuation method used to estimate the fair value of our debt is the market approach for the contracts that are quoted on the secondary market, such as bonds and debentures. The fair value of both fixed and floating rate debt is determined by discounting future cash flows of Libor

and Vale's bonds curves (income approach).

Time deposits

The method used is the income approach, through the prices available on the active market. The fair value is close to the carrying amount due to the short-term maturities of the instruments.

Our long-term debt is reported at amortized cost, and the income of time deposits is accrued monthly according to the contract rate. The estimated fair value measurement is disclosed as follows:

	Carrying amount	September 30, 2012		
		Fair value	Level 1	Level 2
Long-term debt (less interests) (a)	(28,057)	(30,417)	(23,374)	(7,043)
Perpetual Notes (b)	(83)	(83)		(83)

	Carrying amount	December 31, 2011		
		Fair value	Level 1	Level 2
Long-term debt (less interests) (a)	(22,700)	(24,312)	(18,181)	(6,131)
Perpetual Notes (b)	(80)	(80)		(80)

(a) Less accrued charges of US\$ 367 and US\$ 333 as of September 30, 2012 and December 31, 2011, respectively.

(b) Classified on LT Loans and related parties (Non-current liabilities).

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The information presented to the Executive Board with the respective performance of each segment are usually derived from the accounting records maintained in accordance with the best accounting practices, with some reallocation between segments.

Consolidated net income and principal assets are reconciled as follows:

Results by segment

	September 30, 2012						Three-month period ended (unaudited) June 30, 2012							
	Bulk Material	Base Metals	Fertilizers	Logistic	Others	Consolidated	Bulk Material	Base Metals	Fertilizers	Logistic	Others	Consolidated	Bulk Material	Base Metals
RESULTS														
Gross revenues	7,565	1,766	1,095	449	88	10,963	8,934	1,781	923	408	104	12,150	12,763	2,288
Cost and expenses	(3,823)	(1,598)	(894)	(414)	(161)	(6,890)	(3,509)	(1,573)	(740)	(394)	(191)	(6,407)	(3,844)	(1,622)
Research and development	(187)	(108)	(29)	(4)	(32)	(360)	(170)	(122)	(23)	(2)	(42)	(359)	(188)	(100)
Depreciation, depletion and amortization	(460)	(410)	(127)	(56)	(13)	(1,066)	(508)	(402)	(114)	(57)	(3)	(1,084)	(439)	(377)
Loss on sale of assets							(377)					(377)		
Operating income	3,095	(350)	45	(25)	(118)	2,647	4,370	(316)	46	(45)	(132)	3,923	8,292	1,888
Financial Result	(918)	57	3	15	9	(834)	(2,504)	41	(57)	(21)	(7)	(2,548)	(2,865)	(200)
Equity in results of affiliates and joint ventures and others														
Investments														
change in provision for losses on equity investments	197	(56)		41	(28)	154	186	3		15	(46)	158	248	110
Income taxes	(405)	54	(19)	(12)	2	(380)	(164)	14	1,209	3	(2)	1,060	(224)	(100)
Noncontrolling interests	16	50	4		12	82	24	54	(25)		16	69	52	0
Net income attributable to the Company's stockholders	1,985	(245)	33	19	(123)	1,669	1,912	(204)	1,173	(48)	(171)	2,662	5,503	(200)

Sales classified by geographic destination:

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Foreign market

America, except

United States	161	229	8			398	207	256	17		4	484	331	28
United States	18	201	19			238	54	344	12			410	46	40
Europe	1,301	638	34			1,973	1,799	475	37		10	2,321	2,552	55
Middle														
East/Africa/Oceania	245	15	6			266	373	19	1			393	452	3
Japan	1,064	159				1,223	1,067	202			4	1,273	1,658	27
China	3,273	231				3,504	3,538	264				3,802	5,612	27
Asia, other than														
Japan and China	707	286	18			1,011	921	219	15			1,155	693	44
Brazil	796	7	1,010	449	88	2,350	975	2	841	408	86	2,312	1,419	2
	7,565	1,766	1,095	449	88	10,963	8,934	1,781	923	408	104	12,150	12,763	2,28

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	Nine-month period ended (unaudited)											
	September 30, 2012						September 30, 2011					
	Bulk Material	Base Metals	Fertilizers	Logistic	Others	Consolidated	Bulk Material	Base Metals	Fertilizers	Logistic	Others	Consolidated
RESULTS												
Gross revenues	24,739	5,322	2,847	1,260	284	34,452	33,964	7,266	2,691	1,306	407	45,634
Cost and expenses	(10,787)	(4,530)	(2,294)	(1,219)	(602)	(19,432)	(10,327)	(4,689)	(2,100)	(1,081)	(762)	(18,959)
Research and development	(496)	(326)	(67)	(7)	(122)	(1,018)	(430)	(272)	(66)	(88)	(289)	(1,145)
Depreciation, depletion and amortization	(1,474)	(1,186)	(350)	(177)	(18)	(3,205)	(1,311)	(1,086)	(375)	(168)	(14)	(2,954)
Gain (Loss) on sale of assets	(377)					(377)		1,513				1,513
Operating income	11,605	(720)	136	(143)	(458)	10,420	21,896	2,732	150	(31)	(658)	24,089
Financial Result	(3,202)	103	(50)	(15)	11	(3,153)	(1,940)	(643)	(37)	(185)	(38)	(2,843)
Foreign exchange and monetary gains (losses), net												
Equity in results of affiliates and joint ventures and others investments												
change in provision for losses on equity investments	628	(19)		86	(140)	555	845	113		101	(91)	968
Income taxes	(1,073)	53	1,179	(28)	(4)	127	(3,325)	(735)	(67)	(8)		(4,135)
Noncontrolling interests	54	163	(39)		31	209	55	38	(19)		60	134
Net income attributable to the Company's stockholders	8,012	(420)	1,226	(100)	(560)	8,158	17,531	1,505	27	(123)	(727)	18,213
Sales classified by geographic destination:												
Foreign market												
America, except												
United States	551	739	38	36	15	1,379	876	1,009	44		13	1,942
United States	101	901	53		1	1,056	56	1,272	1		2	1,331
Europe	4,457	1,588	115		23	6,183	6,992	1,727	108		43	8,870
Middle East/Africa/Oceania	933	86	7			1,026	1,250	107			1	1,358
Japan	3,314	511			6	3,831	4,278	951			6	5,235

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China	10,206	651				10,857	13,950	927		79	14,956	
Asia, other than Japan and China	2,288	768	49		2	3,107	2,363	1,135	16	1	3,515	
Brazil	2,889	78	2,585	1,224	237	7,013	4,199	138	2,522	1,306	262	8,427
	24,739	5,322	2,847	1,260	284	34,452	33,964	7,266	2,691	1,306	407	45,634

Table of Contents**Operating segment**

	Three-month period ended in September 30, 2012 (unaudited)									
	Revenue	Value added tax	Net revenues	Cost and expenses	Operating profit	Depreciation, depletion and amortization	Operating income	Property, plant and equipment	Additions to property, plant and equipment	Investments
Bulk Material										
Iron ore	5,541	(51)	5,490	(2,909)	2,581	(381)	2,200	34,328	2,500	101
Pellets	1,687	(44)	1,643	(643)	1,000	(48)	952	1,991	35	1,259
Manganese	57	(1)	56	(18)	38	(2)	36	88	12	
Ferrous alloys	55	(10)	45	(15)	30	(5)	25	172	1	
Coal	225		225	(319)	(94)	(24)	(118)	4,290	288	273
	7,565	(106)	7,459	(3,904)	3,555	(460)	3,095	40,869	2,836	1,633
Base Metals										
Nickel and other products (a)										
	1,439		1,439	(1,368)	71	(370)	(299)	30,470	656	31
Copper (b)										
	327		327	(338)	(11)	(40)	(51)	4,489	175	239
Aluminum products										
										3,256
	1,766		1,766	(1,706)	60	(410)	(350)	34,959	831	3,526
Fertilizers										
Potash	78	(4)	74	(57)	17	(4)	13	1,803	839	
Phosphates	783	(23)	760	(648)	112	(97)	15	7,357	48	
Nitrogen	208	(26)	182	(162)	20	(26)	(6)	536	24	
Others fertilizers products										
	26	(3)	23		23		23	330	3	
	1,095	(56)	1,039	(867)	172	(127)	45	10,026	914	
Logistics										
Railroads	308	(53)	255	(280)	(25)	(44)	(69)	1,402	224	588
Ports	141	(16)	125	(69)	56	(12)	44	594	16	96
Ships										
								2,296	66	
	449	(69)	380	(349)	31	(56)	(25)	4,292	306	684
Others										
	88	(7)	81	(186)	(105)	(13)	(118)	1,949	97	2,462
	10,963	(238)	10,725	(7,012)	3,713	(1,066)	2,647	92,095	4,984	8,305

(a) Includes nickel co-products and by-products (copper, precious metals, cobalt and others).

(b) Includes copper concentrate.

Table of Contents**Operating segment**

	Three-month period ended in June 30, 2012 (unaudited)									
	Revenue	Value added tax	Net revenues	Cost and expenses	Operating profit	Depreciation, depletion and amortization	Operating income	Property, plant and equipment	Additions to property, plant and equipment	Investments
Bulk Material										
Iron ore	6,505	(58)	6,447	(2,272)	4,175	(383)	3,792	33,757	1,163	106
Pellets	1,961	(56)	1,905	(724)	1,181	(65)	1,116	2,099	163	1,106
Manganese	63	(1)	62	(57)	5	(3)	2	77	6	
Ferroalloys	129	(12)	117	(97)	20	(16)	4	173	116	
Coal	276		276	(402)	(126)	(41)	(167)	4,115	442	265
	8,934	(127)	8,807	(3,552)	5,255	(508)	4,747	40,221	1,890	1,477
Base Metals										
Nickel and other products (a)										
	1,544		1,544	(1,472)	72	(385)	(313)	29,498	675	25
Copper (b)	237	(2)	235	(221)	14	(17)	(3)	4,374	291	233
Aluminum products										
	1,781	(2)	1,779	(1,693)	86	(402)	(316)	33,872	966	3,292
Fertilizers										
Potash	81	(6)	75	(67)	8	(9)	(1)	1,425	43	
Phosphates	630	(20)	610	(508)	102	(83)	19	7,536	20	
Nitrogen	193	(26)	167	(134)	33	(22)	11	532		
Others fertilizers products										
	19	(2)	17		17		17	338		
	923	(54)	869	(709)	160	(114)	46	9,831	63	
Logistics										
Railroads	294	(43)	251	(270)	(19)	(44)	(63)	1,340	13	560
Ports	114	(11)	103	(72)	31	(13)	18	594	15	93
Ships								2,345	128	
	408	(54)	354	(342)	12	(57)	(45)	4,279	156	653
Others	104	(20)	84	(213)	(129)	(3)	(132)	1,900	153	2,493
Loss on sale of assets										
				(377)	(377)		(377)			
	12,150	(257)	11,893	(6,886)	5,007	(1,084)	3,923	90,103	3,228	8,173

(a) Includes nickel co-products and by-products (copper, precious metals, cobalt and others).

(b) Includes copper concentrate.

Table of Contents**Operating segment**

	Three-month period ended in September 30, 2011 (unaudited)									
	Revenue	Value added tax	Net revenues	Cost and expenses	Operating profit	Depreciation, depletion and amortization	Operating income	Property, plant and equipment	Additions to property, plant and equipment	Investments
Bulk Material										
Iron ore	10,136	(139)	9,997	(2,500)	7,497	(349)	7,148	30,800	2,014	104
Pellets	2,158	(76)	2,082	(789)	1,293	(57)	1,236	1,951	72	896
Manganese	45	(2)	43	(60)	(17)	(2)	(19)	58	1	
Ferroalloys	139	(12)	127	(107)	20	(16)	4	228	13	
Coal	285		285	(347)	(62)	(15)	(77)	3,727	189	290
	12,763	(229)	12,534	(3,803)	8,731	(439)	8,292	36,764	2,289	1,290
Base Metals										
Nickel and other products (a)										
	2,005		2,005	(1,482)	523	(360)	163	28,128	674	3
Copper (b)										
	282		282	(245)	37	(19)	18	3,759	110	132
Aluminum products										
	2,287		2,287	(1,727)	560	(379)	181	31,887	784	3,726
Fertilizers										
Potash	80	(3)	77	(97)	(20)	(8)	(28)	1,864	10	
Phosphates	707	(27)	680	(516)	164	(77)	87	6,130	91	
Nitrogen	217	(29)	188	(154)	34	(44)	(10)	1,220	125	
Others fertilizers products										
	33	(4)	29		29		29	375		
	1,037	(63)	974	(767)	207	(129)	78	9,589	226	
Logistics										
Railroads	358	(61)	297	(269)	28	(52)	(24)	1,296	54	502
Ports	144	(15)	129	(87)	42	(12)	30	522	77	
Ships										
	502	(76)	426	(356)	70	(64)	6	3,337	212	621
Others										
	152	(12)	140	(317)	(177)	(7)	(184)	2,696	200	2,065
	16,741	(380)	16,361	(6,970)	9,391	(1,018)	8,373	84,273	3,711	7,837

(a) Includes nickel co-products and by-products (copper, precious metals, cobalt and others).

(b) Includes copper concentrate.

Table of Contents**Operating segment**

	Nine-month period ended in September 30, 2012 (unaudited)									
	Revenue	Value added tax	Net revenues	Cost and expenses	Operating profit	Depreciation, depletion and amortization	Operating income	Property, plant and equipment	Additions to property, plant and equipment	Investments
Bulk Material										
Iron ore	18,033	(187)	17,846	(7,328)	10,518	(1,137)	9,381	34,328	5,341	101
Pellets	5,346	(171)	5,175	(2,112)	3,063	(168)	2,895	1,991	295	1,259
Manganese	162	(4)	158	(107)	51	(9)	42	88	18	
Ferrous alloys	308	(34)	274	(222)	52	(36)	16	172	117	
Coal	890		890	(1,118)	(228)	(124)	(352)	4,290	838	273
	24,739	(396)	24,343	(10,887)	13,456	(1,474)	11,982	40,869	6,609	1,633
Base Metals										
Nickel and other products (a)										
	4,538		4,538	(4,082)	456	(1,110)	(654)	30,470	1,883	31
Copper (b)	784	(2)	782	(772)	10	(76)	(66)	4,489	701	239
Aluminum products										3,256
	5,322	(2)	5,320	(4,854)	466	(1,186)	(720)	34,959	2,584	3,526
Fertilizers										
Potash	229	(14)	215	(176)	39	(19)	20	1,803	902	
Phosphates	1,961	(61)	1,900	(1,565)	335	(254)	81	7,357	141	
Nitrogen	593	(76)	517	(461)	56	(77)	(21)	536	31	
Others fertilizers products	64	(8)	56		56		56	330	4	
	2,847	(159)	2,688	(2,202)	486	(350)	136	10,026	1,078	
Logistics										
Railroads	867	(148)	719	(789)	(70)	(136)	(206)	1,402	257	588
Ports	393	(42)	351	(247)	104	(41)	63	594	77	96
Ships								2,296	194	
	1,260	(190)	1,070	(1,036)	34	(177)	(143)	4,292	528	684
Others	284	(33)	251	(691)	(440)	(18)	(458)	1,949	374	2,462
Loss on sale of assets				(377)	(377)		(377)			
	34,452	(780)	33,672	(20,047)	13,625	(3,205)	10,420	92,095	11,173	8,305

(a) Includes nickel co-products and by-products (copper, precious metals, cobalt and others).

(b) Includes copper concentrate.

Table of Contents**Operating segment**

	Nine-month period ended in September 30, 2011 (unaudited)									
	Revenue	Value added tax	Net revenues	Cost and expenses	Operating profit	Depreciation, depletion and amortization	Operating income	Property, plant and equipment	Additions to property, plant and equipment	Investments
Bulk Material										
Iron ore	26,525	(383)	26,142	(6,393)	19,749	(1,053)	18,696	30,800	4,450	104
Pellets	6,158	(210)	5,948	(2,407)	3,541	(124)	3,417	1,951	425	896
Manganese	140	(6)	134	(129)	5	(11)	(6)	58	2	
Ferrous alloys	446	(39)	407	(314)	93	(43)	50	228	34	
Coal	695		695	(876)	(181)	(80)	(261)	3,727	795	290
	33,964	(638)	33,326	(10,119)	23,207	(1,311)	21,896	36,764	5,706	1,290
Base Metals										
Nickel and other products (a)										
	6,086		6,086	(4,043)	2,043	(1,024)	1,019	28,128	1,658	3
Copper (b)	797	(18)	779	(591)	188	(61)	127	3,759	628	132
Aluminum products	383	(5)	378	(304)	74	(1)	73		16	3,726
	7,266	(23)	7,243	(4,938)	2,305	(1,086)	1,219	31,887	2,302	3,861
Fertilizers										
Potash	210	(10)	200	(232)	(32)	(33)	(65)	1,864	310	
Phosphates	1,829	(77)	1,752	(1,328)	424	(226)	198	6,130	314	
Nitrogen	583	(77)	506	(432)	74	(116)	(42)	1,220	170	
Others fertilizers products	69	(10)	59		59		59	375		
	2,691	(174)	2,517	(1,992)	525	(375)	150	9,589	794	
Logistics										
Railroads	965	(160)	805	(743)	62	(134)	(72)	1,296	156	502
Ports	341	(38)	303	(228)	75	(34)	41	522	137	
Ships								1,519	244	119
	1,306	(198)	1,108	(971)	137	(168)	(31)	3,337	537	621
Others	407	(38)	369	(1,013)	(644)	(14)	(658)	2,696	665	2,065
Gain on sale of assets				1,513	1,513		1,513			
	45,634	(1,071)	44,563	(17,520)	27,043	(2,954)	24,089	84,273	10,004	7,837

(a) Includes nickel co-products and by-products (copper, precious metals, cobalt and others).

(b) Includes copper concentrate.

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21 Derivative financial instruments

Risk management policy

Vale considers that the effective management of risks is a key objective to support its growth strategy, strategic planning and financial flexibility. Therefore, 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, Vale evaluates 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), those inherent to inadequate or failed internal processes, people, systems or external events (operational risk), those arising from liquidity risk, among others.

The Board of Directors established the corporate risk management policy in order to support the growth strategy, strategic planning and business continuity of the Company, strengthening its capital structure and asset management, ensure flexibility and consistency on the financial management and strengthen corporate governance practices.

The corporate risk management policy determines that Vale measures and monitors its corporate risk on a consolidated approach in order to guarantee that the overall risk level of the Company remains aligned with the guidelines defined by the Board of Directors and the Executive Board.

The Executive Risk Management Committee, created by the Board of Directors, is responsible for supporting the Executive Board in the risk analysis and for issuing opinion regarding the Company's risk management. It is also responsible for the supervision and revision of the principles and instruments of corporate risk management.

The Executive Board is responsible for the approval of the policy deployment into norms, rules and responsibilities and for reporting to the Board of Directors about such procedures.

The risk management norms and instructions complement the corporate risk management policy and define practices, processes, controls, roles and responsibilities in the Company regarding risk management.

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The Company may, when necessary, allocate specific risk limits to management activities, including but not limited to, market risk limit, corporate and sovereign credit limit, in accordance with the acceptable corporate risk limit.

Market Risk Management

Vale is exposed to the behavior of various market risk factors that can impact its cash flow. The assessment of this potential impact arising from the volatility of risk factors and their correlations is performed periodically to support the decision making process and the growth strategy of the Company, ensure its financial flexibility and monitor the volatility of future cash flows.

When necessary, market risk mitigation strategies are evaluated and implemented in line with these objectives. Some strategies may incorporate financial instruments, including derivatives. The portfolios of the financial instruments are monitored on a monthly basis, enabling financial results surveillance and its impact on cash flow, and ensuring strategies adherence to the proposed objectives.

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

- Interest rates;
- Foreign exchange;
- Product prices and input costs.

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Foreign exchange rate and interest rate risk

Vale's cash flows are exposed to volatility of several currencies. While most of the product prices are indexed to US dollars, most of the costs, disbursements and investments are indexed to currencies other than the US dollar, namely the Brazilian real and the Canadian dollar.

Derivative instruments may be used to reduce Vale's potential cash flow volatility arising from its currency mismatch.

For hedging revenues, costs, expenses and investment cash flows, the main risk mitigation strategies used are currency forward transactions and swaps.

Vale implemented hedge transactions to protect its cash flow against the market risks that arises from its debt obligations – mainly currency volatility. We use swap transactions to convert debt linked to Brazilian real into US dollar that have similar - or sometimes shorter - settlement dates than the final maturity of the debt instruments. Their notional amounts are similar to the principal and interest payments, subjected to liquidity market conditions.

Swaps with shorter settlement dates are renegotiated through time so that their final maturity matches - or becomes closer - to the debts' final maturity. At each settlement date, the results of the swap transactions partially offset the impact of the foreign exchange rate in Vale's obligations, contributing to stabilize the cash disbursements in US dollar.

In the event of an appreciation (depreciation) of the Brazilian real against the US dollar, the negative (positive) impact on Brazilian real denominated debt obligations (interest and/or principal payment) measured in US dollars will be partially offset by a positive (negative) effect from a swap transaction, regardless of the US dollar / Brazilian real exchange rate in the payment date. The same rationale applies to debt denominated in other currencies and their respective swaps.

Vale is also exposed to interest rate risks on loans and financings. Its floating rate debt consists mainly of loans including export pre-payments, commercial banks and multilateral organizations loans. In general, the US dollar floating rate debt is subject to changes in the LIBOR (London Interbank Offer Rate in US dollar). To mitigate the impact of the interest rate volatility on its cash flows, Vale considers the natural hedges resulting from the correlation of commodities prices and US dollar floating rates. If such natural hedges are not present, Vale may search for the same effect by using financial instruments.

Product price and Input Cost risk

Vale is also exposed to several market risks associated with commodities prices volatility. In line with the risk management policy, risk mitigation strategies involving commodities can also be used to adjust its risk profile and reduce the volatility of cash flow. In these cases, the mitigation strategies used are primarily forward transactions, futures contracts or zero-cost collars.

Embedded derivatives

The cash flow of the Company is also exposed to market risks associated with contracts that contain embedded derivatives or behave as derivatives. The derivatives may be embedded in, but are not limited to, commercial contracts, purchase agreements, leases, bonds, insurance policies and loans.

Vale's wholly-owned subsidiary Vale Canada Ltd has nickel concentrate and raw materials purchase agreements, in which there are provisions based on the movement of nickel and copper prices. These provisions are considered embedded derivatives.

Table of Contents**Hedge Accounting**

Under the Standard Accounting for Derivative Financial Instruments and Hedging Activities, all derivatives, whether designated in hedging relationships or not, are required to be recorded in the balance sheet at fair value and the gain or loss in fair value is included in current earnings, unless if qualified as hedge accounting. A derivative must be designated in a hedging relationship in order to qualify for hedge accounting. These requirements include a determination of what portions of hedges are deemed to be effective versus ineffective. In general, a hedging relationship is effective when a change in the fair value of the derivative is offset by an equal and opposite change in the fair value of the underlying hedged item. In accordance with these requirements, effectiveness tests are performed in order to assess effectiveness and quantify ineffectiveness for all designated hedges.

At September 30, 2012, Vale had outstanding positions designated as cash flow hedge. A cash flow hedge is a hedge of the exposure to variability in expected future cash flows that is attributable to a particular risk, such as a forecasted purchase or sale. If a derivative is designated as cash flow hedge, the effective portion of the changes in the fair value of the derivative is recorded in other comprehensive income and recognized in earnings when the hedged item affects earnings. However, the ineffective portion of changes in the fair value of the derivatives designated as hedges is recognized in earnings. If a portion of a derivative contract is excluded for purposes of effectiveness testing, the value of such excluded portion is included in earnings.

	Assets				Liabilities			
	September 30, 2012 (unaudited)		December 31, 2011		September 30, 2012 (unaudited)		December 31, 2011	
	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term
<u>Derivatives not designated as hedge</u>								
<u>Foreign exchange and interest rate risk</u>								
CDI & TJLP vs. USD fixed and floating rate swap	203	1	410	60	81	871	49	590
EuroBond Swap					5	36	4	32
Pre Dollar Swap	17		19			61		41
Treasury future							5	
	220	1	429	60	86	968	58	663
<u>Commodities price risk</u>								
Nickel								
Fixed price program			1		6		1	
Bunker Oil	7		4		1			
	7		5		7		1	
<u>Embedded derivatives: Derivatives designated as hedge</u>								
Strategic Nickel	46		161					
Foreign exchange cash flow hedge	8	14			26		14	
	54	14	161		26		14	

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Total	281	15	595	60	119	968	73	663
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	(unaudited)											
	Amount of gain or (loss) recognized as financial income (expense)					Financial settlement (Inflows)/ Outflows					Amount of gain or (loss)	
	Three-month period ended		Nine-month period ended			Three-month period ended		Nine-month period ended			Three-month period ended	
	September 30, 2012	June 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011	September 30, 2012	June 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011	September 30, 2012	June 30, 2012
<u>Derivatives</u>												
<u>not</u>												
<u>designated</u>												
<u>as hedge</u>												
<u>Foreign</u>												
<u>exchange</u>												
<u>and interest</u>												
<u>rate risk</u>												
CDI & TJLP												
vs. USD												
fixed and												
floating rate												
swap												
	(55)	(407)	(685)	(255)	(121)	(29)	(180)	(63)	(338)	(223)		
USD floating												
rate vs. fixed												
USD rate												
swap												
								1		3		
Swap NDF												
			(1)		(1)							
EuroBond												
Swap												
	8	(36)	(59)	(9)	(6)			1	4	1		
Pre Dollar												
Swap												
	(4)	(16)	(21)	(8)	(13)	(6)	(5)		(15)			
Swap USD												
fixed rate vs.												
CDI												
			164		117			31		31		
South African												
Rande												
Forward												
			(10)		(8)			8		8		
AUD floating												
rate vs. fixed												
USD rate												
swap												
										(2)		
Treasury												
Future												
	(51)	(459)	(612)	(263)	(32)	(35)	(185)	(22)	(352)	(182)		
<u>Commodities</u>												
<u>price risk</u>												
Nickel												
Fixed price												
program												
	(7)	8	8	(2)	33	(2)	(5)	(5)	(1)	(25)		
Purchase												
program												
			1		1							
Strategic												
program												
					15							
Aluminum												
Bunker Oil												
	1		1	1	35	(1)		(13)	(5)	(36)		
Coal												
										2		
Maritime												
Freight												
										2		
Hiring												

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Protection Program	(6)	8	10	(1)	84	(3)	(5)	(18)	(6)	(50)			
<u>Embedded derivatives:</u>													
Energy - Aluminum options					(7)								
					(7)								
<u>Derivatives designated as hedge</u>													
Bunker Oil											19	(14)	
Aluminum Strategic Nickel	45	35	15	132	(35)	(44)	(36)	(15)	(131)	35	(51)	(21)	19
Foreign exchange cash flow hedge			19		19	(1)		(19)	(1)	(32)	47	(77)	(4)
	45	35	34	132	(16)	(45)	(36)	(34)	(132)	3	15	(112)	14
Total	(12)	(416)	(568)	(132)	29	(83)	(226)	(74)	(490)	(229)	15	(112)	14

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Unrealized gains (losses) in the period are included in our income statement under the caption of gains (losses) on derivatives, net.

Final maturity dates for the above instruments are as follows:

Interest rates / Currencies	January 2023
Bunker Oil	December 2012
Nickel	January 2013

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22 Board of Directors, Fiscal Council, Advisory committees and Executive Officers

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Luciano Galvão Coutinho

Marcel Juviniانو Barros

Nelson Henrique Barbosa Filho

Oscar Augusto de Camargo Filho

Paulo Soares de Souza

Renato da Cruz Gomes

Robson Rocha

Alternate

Deli Soares Pereira

Governance and Sustainability Committee

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Renato da Cruz Gomes

Ricardo Simonsen

Fiscal Council

Marcelo Amaral Moraes

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Hajime Tonoki

Luiz Carlos de Freitas

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Oscar Augusto de Camargo Filho

Marcus Vinicius Dias Severini

Chief Officer of Accounting and Control Department

Finance Committee

Luciano Siani Pires

Vera Lucia de Almeida Pereira Elias

Eduardo de Oliveira Rodrigues Filho

Chief Accountant

Luciana Freitas Rodrigues

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Luiz Maurício Leuzinger