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Companhia Vale do Rio Doce

Form 6-K

May 08, 2009

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**United States**  
**Securities and Exchange Commission**  
**Washington, D.C. 20549**  
**FORM 6-K**  
**Report of Foreign Private Issuer**  
**Pursuant to Rule 13a-16 or 15d-16 of the**  
**Securities Exchange Act of 1934**  
**For the month of**  
**May 2009**  
**Companhia Vale do Rio Doce**  
Avenida Graça Aranha, No. 26  
20030-900 Rio de Janeiro, RJ, Brazil  
(Address of principal executive office)

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

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

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

(Check One) Yes  No

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

(Check One) Yes  No

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

(Check One) Yes  No

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



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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders

Companhia Vale do Rio Doce

We have reviewed the accompanying condensed consolidated balance sheet of Companhia Vale do Rio Doce and its subsidiaries as of March 31, 2009, and the related condensed consolidated statements of income, of cash flows and of changes in stockholders' equity for each of the three-month periods ended March 31, 2009, December 31, 2008 and March 31, 2008. 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, 2008, and the related consolidated statements of income, of cash flows and of changes in stockholders' equity for the year then ended (not presented herein), and in our report dated February 19, 2009, 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, 2008, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

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Companhia Vale do Rio Doce

As discussed in Note 4 (b) to the condensed consolidated interim financial information, the Company changed the manner in which it reports non-controlling interest in 2009.

PricewaterhouseCoopers

Auditores Independentes

Rio de Janeiro, Brazil

May 6, 2009

**Table of Contents****Condensed Consolidated Balance Sheets  
Expressed in millions of United States Dollars**

	<b>March 31, 2009 (unaudited)</b>	<b>December 31, 2008</b>
Assets		
Current assets		
Cash and cash equivalents	8,997	10,331
Short-term investments	3,217	2,308
Accounts receivable		
Related parties	53	137
Unrelated parties	2,715	3,067
Loans and advances to related parties	53	53
Inventories	3,752	3,896
Deferred income tax	597	583
Recoverable taxes	1,657	1,993
Other	992	870
	<b>22,033</b>	<b>23,238</b>
Property, plant and equipment, net, and intangible assets	<b>51,774</b>	<b>49,329</b>
Investments in affiliated companies, joint ventures and other investments	<b>2,734</b>	<b>2,408</b>
Other assets		
Goodwill on acquisition of subsidiaries	1,888	1,898
Loans and advances		
Related parties	11	
Unrelated parties	88	77
Prepaid pension cost	687	622
Prepaid expenses	192	223
Judicial deposits	1,183	1,141
Advances to suppliers - energy	405	408
Recoverable taxes	516	394
Unrealized gains on derivative instruments	66	32
Other	153	161
	<b>5,189</b>	<b>4,956</b>
<b>TOTAL</b>	<b>81,730</b>	<b>79,931</b>



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**Condensed Consolidated Balance Sheets**  
**Expressed in millions of United States Dollars**  
**(Except number of shares)**

	<b>March 31, 2009 (unaudited)</b>	<b>(Continued) December 31, 2008</b>
Liabilities and stockholders' equity		
Current liabilities		
Suppliers	1,829	2,261
Payroll and related charges	456	591
Current portion of long-term debt	650	633
Short-term debt	48	
Loans from related parties	68	77
Provision for income taxes	304	502
Taxes payable and royalties	86	55
Employees postretirement benefits	104	102
Railway sub-concession agreement payable	412	400
Unrealized losses on derivative instruments	3	
Provisions for asset retirement obligations	38	48
Minimum mandatory dividends payable	2,088	2,068
Other	838	500
	<b>6,924</b>	<b>7,237</b>
Long-term liabilities		
Employees postretirement benefits	1,485	1,485
Long-term debt	17,648	17,535
Provisions for contingencies (Note 17 (c))	1,709	1,685
Unrealized losses on derivative instruments	615	573
Deferred income tax	4,197	4,005
Provisions for asset retirement obligations	839	839
Other	1,773	1,525
	<b>28,266</b>	<b>27,647</b>
Redeemable noncontrolling interest (Note 4 (b))	<b>628</b>	<b>599</b>
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 (2008 2,108,579,618) issued	9,727	9,727
Common stock 3,600,000,000 no-par-value shares authorized and 3,256,724,482 (2008 3,256,724,482)	15,262	15,262

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issued		
Treasury stock 77,625,704 (2008 76,854,304) preferred and 74,997,899 (2008 74,937,899) common shares	(1,151)	(1,141)
Additional paid-in capital	393	393
Mandatorily convertible notes common shares	1,288	1,288
Mandatorily convertible notes preferred shares	581	581
Other cumulative comprehensive loss	(11,566)	(11,510)
Undistributed retained earnings	18,513	18,340
Unappropriated retained earnings	10,780	9,616
<b>Total Company stockholders equity</b>	<b>43,827</b>	<b>42,556</b>
<b>Noncontrolling interests</b>	<b>2,085</b>	<b>1,892</b>
<b>Total stockholders equity</b>	<b>45,912</b>	<b>44,448</b>
<b>TOTAL</b>	<b>81,730</b>	<b>79,931</b>

The accompanying notes are an integral part of this condensed consolidated financial information.

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**Condensed Consolidated Statements of Income**  
**Expressed in millions of United States Dollars**  
**(Except per share amounts)**

	<b>Three-month period ended (unaudited)</b>		
	<b>March 31, 2009</b>	<b>December 31, 2008</b>	<b>March 31, 2008</b>
Operating revenues, net of discounts, freight, returns and allowances			
Sales of ores and metals	4,569	6,052	6,857
Aluminum products	442	779	362
Revenues from logistic services	199	310	646
Other products and services	211	301	183
	<b>5,421</b>	<b>7,442</b>	<b>8,048</b>
Taxes on revenues	(97)	(187)	(216)
Net operating revenues	<b>5,324</b>	<b>7,255</b>	<b>7,832</b>
Operating costs and expenses			
Cost of ores and metals sold	(2,169)	(2,730)	(3,440)
Cost of aluminum products	(452)	(529)	(212)
Cost of logistic services	(165)	(190)	(493)
Other	(114)	(71)	(97)
	<b>(2,900)</b>	<b>(3,520)</b>	<b>(4,242)</b>
Selling, general and administrative expenses	(233)	(708)	(322)
Research and development expenses	(189)	(295)	(190)
Impairment of goodwill		(950)	
Other	(317)	(719)	(163)
	<b>(3,639)</b>	<b>(6,192)</b>	<b>(4,917)</b>
Operating income	<b>1,685</b>	<b>1,063</b>	<b>2,915</b>
Non-operating income (expenses)			
Financial income	125	247	55
Financial expenses	(287)	(399)	(560)
Gains (losses) on derivatives, net	18	(586)	(294)
Foreign exchange and indexation gains (losses), net	16	(241)	88
Gain on sale of investments			80
	<b>(128)</b>	<b>(979)</b>	<b>(631)</b>
Income before income taxes and equity results	<b>1,557</b>	<b>84</b>	<b>2,284</b>

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Income taxes			
Current	(477)	966	(654)
Deferred	171	219	296
	<b>(306)</b>	<b>1,185</b>	<b>(358)</b>
Equity in results of affiliates, joint ventures and other investments	72	125	119
Net income	<b>1,323</b>	<b>1,394</b>	<b>2,045</b>
Net (income) loss attributable to noncontrolling interests	40	(27)	(24)
Net income attributable to Company's stockholders	<b>1,363</b>	<b>1,367</b>	<b>2,021</b>
Basic and diluted earnings per share attributable to Company's stockholders			
Earnings per preferred share	0.25	0.25	0.41
Earnings per common share	0.25	0.25	0.41
Earnings per preferred share linked to convertible mandatorily notes (*)	0.53	0.76	0.66
Earnings per common share linked to convertible mandatorily notes (*)	0.57	0.81	0.74

(\*) Basic earnings per share only, as dilution assumes conversion.

The accompanying notes are an integral part of this condensed consolidated financial information.

**Table of Contents****Condensed Consolidated Statements of Cash Flows  
Expressed in millions of United States Dollars**

	<b>Three-month period ended (unaudited)</b>		
	<b>March 31, 2009</b>	<b>December 31, 2008</b>	<b>March 31, 2008</b>
Cash flows from operating activities:			
Net income attributable to Company's stockholders	1,363	1,367	2,021
Net income (loss) attributable to noncontrolling interests	(40)	27	24
Net income	1,323	1,394	2,045
Adjustments to reconcile net income to cash from operations:			
Depreciation, depletion and amortization	559	568	766
Dividends received	37	116	48
Equity in results of affiliates, joint ventures and other investments	(72)	(125)	(119)
Deferred income taxes	(171)	(219)	(296)
Impairment of goodwill		950	
Loss on disposal of property, plant and equipment	41	10	37
Gain on sale of investments			(80)
Foreign exchange and indexation losses (gains), net	(57)	740	(122)
Unrealized derivative losses (gains), net	(18)	586	294
Unrealized interest (income) expense, net	3	(3)	81
Others	(16)	17	(18)
Decrease (increase) in assets:			
Accounts receivable	391	1,615	202
Inventories	119	(43)	(64)
Others	(181)	(171)	(155)
Increase (decrease) in liabilities:			
Suppliers	(103)	200	(54)
Payroll and related charges	(139)	(25)	(248)
Income taxes	216	119	(718)
Others	233	564	(191)
<b>Net cash provided by operating activities</b>	<b>2,165</b>	<b>6,293</b>	<b>1,408</b>
Cash flows from investing activities:			
Short-term investments	(909)	(1,674)	
Loans and advances receivable			
Related parties			
Loan proceeds	(23)	(3)	
Repayments	7	18	25
Others	4	24	
Judicial deposits	(19)	(71)	(34)
Investments	(138)	(19)	(13)
Additions to, property, plant and equipment	(1,688)	(3,689)	(1,625)
Proceeds from disposal of investments			134
Acquisition of subsidiaries, net of cash acquired	(850)		
<b>Net cash used in investing activities</b>	<b>(3,616)</b>	<b>(5,414)</b>	<b>(1,513)</b>

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Cash flows from financing activities:			
Short-term debt, additions	103	1	801
Short-term debt, repayments	(74)	(125)	(672)
Loans			
Related parties			
Loan proceeds		33	18
Repayments	(68)		(2)
Issuances of long-term debt			
Third parties	185	253	1,330
Repayments of long-term debt			
Third parties	(110)	(65)	(105)
Treasury stock	(10)	(752)	
Dividends and interest attributed to Company's stockholders		(1,600)	
Dividends to noncontrolling interest		(56)	
Net cash provided by (used in) financing activities	<b>26</b>	<b>(2,311)</b>	<b>1,370</b>
Increase (decrease) in cash and cash equivalents			
Increase (decrease) in cash and cash equivalents	(1,425)	(1,432)	1,265
Effect of exchange rate changes on cash and cash equivalents	91	(2,863)	(47)
Cash and cash equivalents, beginning of period	10,331	14,626	1,046
Cash and cash equivalents, end of period	<b>8,997</b>	<b>10,331</b>	<b>2,264</b>
Cash paid during the period for:			
Interest on short-term debt			(5)
Interest on long-term debt	(277)	(314)	(279)
Income tax	(143)	(149)	(1,672)
Non-cash transactions			
Interest capitalized	65	185	17

The accompanying notes are an integral part of this condensed consolidated financial information.

**Table of Contents****Condensed Consolidated Statements of Changes in Stockholders Equity  
Expressed in millions of United States Dollars (Except  
number of shares and per-share amounts)**

	Three-month period ended (unaudited)		
	March 31, 2009	December 31, 2008	March 31, 2008
Preferred class A stock (including twelve special shares)			
Beginning and end of the period	9,727	9,727	4,953
Common stock			
Beginning and end of the period	15,262	15,262	7,742
Treasury stock			
Beginning of the period	(1,141)	(389)	(389)
Acquisitions	(10)	(752)	
End of the period	(1,151)	(1,141)	(389)
Additional paid-in capital			
Beginning and end of the period	393	393	498
Mandatorily convertible notes – common shares			
Beginning and end of the period	1,288	1,288	1,288
Mandatorily convertible notes – preferred shares			
Beginning and end of the period	581	581	581
Other cumulative comprehensive (deficit) income			
Cumulative translation adjustments			
Beginning of the period	(11,493)	(3,993)	1,340
Change in the period	(104)	(7,500)	(205)
End of the period	(11,597)	(11,493)	1,135
Unrealized gain (loss) – available-for-sale securities, net of tax			
Beginning of the period	17	(79)	211
Change in the period	96	96	(6)
End of the period	113	17	205
Surplus (deficit) accrued pension plan			
Beginning of the period	(34)	(304)	75
Change in the period	(48)	270	(15)
End of the period	(82)	(34)	60

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Cash flow hedge			
Beginning of the period		28	29
Change in the period		(28)	(27)
End of the period			<b>2</b>
Total other cumulative comprehensive (deficit) income	<b>(11,566)</b>	<b>(11,510)</b>	<b>1,402</b>
Undistributed retained earnings			
Beginning of the period	18,340	14,183	15,317
Transfer from unappropriated retained earnings	173	4,157	191
End of the period	<b>18,513</b>	<b>18,340</b>	<b>15,508</b>
Unappropriated retained earnings			
Beginning of the period	9,616	14,521	1,631
Net income attributable to Company's stockholders	1,363	1,367	2,021
Interest on mandatorily convertible debt			
Preferred class A stock	(8)	(15)	(8)
Common stock	(18)	(32)	(18)
Dividends and interest attributed to Company's stockholders			
Preferred class A stock		(806)	
Common stock		(1,262)	
Appropriation to undistributed retained earnings	(173)	(4,157)	(191)
End of the period	<b>10,780</b>	<b>9,616</b>	<b>3,435</b>
Total Company stockholders' equity	<b>43,827</b>	<b>42,556</b>	<b>35,018</b>
Noncontrolling interests			
Beginning of the period	1,892	2,211	2,180
Cumulative translation adjustments	222	(343)	(51)
Cash flow hedge		(26)	(22)
Net income (loss) attributable to noncontrolling interests	(40)	27	24
Dividends and interest attributable to noncontrolling interests	(1)	(1)	
Capitalization of stockholders' advances	12	24	9
End of the period	<b>2,085</b>	<b>1,892</b>	<b>2,140</b>
Total stockholders' equity	<b>45,912</b>	<b>44,448</b>	<b>37,158</b>
Number of shares:			
Preferred class A stock (including twelve special shares)	2,108,579,618	2,108,579,618	1,919,516,400
Common stock	3,256,724,482	3,256,724,482	2,999,797,716
Buy-backs			



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Beginning of the period	(151,792,203)	(86,922,944)	(86,923,184)
Acquisitions	(831,400)	(64,869,259)	
Sales			132
End of the period	(152,623,603)	(151,792,203)	(86,923,052)
	5,212,680,497	5,213,511,897	4,832,391,064

The accompanying notes are an integral part of this condensed consolidated financial information.

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

Expressed in millions of United States Dollars, unless otherwise stated

**1 The Company and its operation**

*Companhia Vale do Rio Doce* ( Vale , the 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, non-ferrous metal production, logistics and steel activities.

At March 31, 2009, our principal consolidated operating subsidiaries are the following:

<b>Subsidiary</b>	<b>% ownership</b>	<b>% voting capital</b>	<b>Head office location</b>	<b>Principal activity</b>
Alumina do Norte do Brasil S.A. Alunorte ( Alunorte )	57.03	59.02	Brazil	Alumina
Alumínio Brasileiro S.A. Albras ( Albras )	51.00	51.00	Brazil	Aluminum
CADAM S.A (CADAM)	61.48	100.00	Brazil Cayman Islands	Kaolin Trading
CVRD Overseas Ltd.	100.00	100.00	Brazil	Logistics
Ferrovia Centro-Atlântica S. A.	100.00	100.00	Brazil	Kaolin
Pará Pigmentos S.A. ( PPSA )	86.17	85.57	Brazil	Nickel
PT International Nickel Indonesia Tbk ( PT Inco )	61.16	61.16	Indonesia	Ferroalloys
Rio Doce Manganês Norway RDMN	100.00	100.00	Norway	Manganese and Ferroalloys
Vale Manganês S.A. (formerly Rio Doce Manganês S.A.)	100.00	100.00	Brazil	Ferroalloys
Vale Manganèse France (formerly Rio Doce Manganèse Europe RDME)	100.00	100.00	France	Ferroalloys
Vale Australia Pty Ltd.	100.00	100.00	Australia	Coal
Vale Inco Limited	100.00	100.00	Canada	Nickel
Vale International S.A (formerly CVRD International S.A)	100.00	100.00	Switzerland	Trading

**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. Our variable interest entities in which we are the primary beneficiary are consolidated. Investments in unconsolidated affiliates and joint ventures are accounted for under the equity method (Note 10).

We evaluate the carrying value of our equity accounted investments in relation to publicly quoted market prices when available. If the quoted market price is below book value, and such decline is considered other than temporary, we write-down our equity investments to 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 shareholders agreement. We define affiliates as businesses in which we participate as a noncontrolling stockholder but with significant influence over the operating and financial policies of the investee.

Our participation in hydroelectric projects are 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 Brazilian law. Accordingly, we recognize our proportionate share of costs and our undivided interest in assets relating to hydroelectric projects.

**3 Basis of presentation**

Our condensed consolidated interim financial information for the three-month periods ended March 31, 2009, December 31, 2008 and March 31, 2008, prepared in accordance with accounting principles generally accepted in the United States of America ( U.S. GAAP ), are unaudited. However, in our opinion, such condensed consolidated financial information includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for interim periods. The results of operations for the three-month periods ended March 31, 2009, are not necessarily indicative of the actual results expected for the full fiscal year ending December 31, 2009.

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This condensed consolidated financial information should be read in conjunction with our audited consolidated financial statements as of and for the year ended December 31, 2008, prepared in accordance with U.S. GAAP.

In preparing the condensed consolidated financial information, 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 U.S. Dollar as our reporting currency. The financial statements have been translated in accordance with the criteria set forth in Statement of Financial Accounting Standards (SFAS) 52 - Foreign Currency Translation.

All assets and liabilities have been translated to U.S. 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 U.S. 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 U.S. Dollar have been translated in accordance with SFAS 52.

The exchange rates used to translate the assets and liabilities of the Brazilian operations at March 31, 2009 and December 31, 2008, were R\$2.3152 and R\$2.3370, respectively.

**4 Accounting pronouncements**

**(a) New accounting standards**

In April 2009, The FASB issued FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. This FSP also amends APB Opinion 28, Interim Financial Reporting, to require those disclosures in summarized financial information at interim reporting periods. This FSP shall be effective for interim reporting periods ending after June 15, 2009, we have not early adopted this pronouncement for the three-month period ended March 31, 2009. The application of FSP FAS 107-1 and APB 28-1 will expand the Company's disclosures regarding the use of fair value in interim periods.

**(b) Accounting standards recently adopted**

From 2009, we fully adopted the accounting standards addressed by the following pronouncements.

FAS 141(R) 1, Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies. The FSP applies to all assets acquired and liabilities assumed in a business combination that arise from contingencies that would be within the scope of Statement 5 if not acquired or assumed in a business combination, except for assets or liabilities arising from contingencies that are subject to specific guidance in Statement 141(R).

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SFAS 161, Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement 133 ( SFAS 161 ). SFAS 161 expands the current disclosure requirements of SFAS 133, Accounting for Derivative Instruments and Hedging Activities, such that entities must now provide qualitative disclosure about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of and gain and losses on derivative instruments and disclosures about credit-risk related contingent features in derivative agreements on a quarterly basis regarding how and why the entity uses derivatives, how derivatives and related hedged items are accounted for under SFAS 133 and how derivatives and related hedged items affect the entity's financial position, performance and cash flow. The required information is disclosed in Note 20.

SFAS 160, which clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements, as showed on Note 14 and condensed consolidated statements of changes in stockholders' equity. Noncontrolling interests that could be redeemed upon the occurrence of certain events outside the Company's control have been classified as redeemable noncontrolling interest using the mezzanine presentation on the balance sheet between liabilities and stockholders' equity, retroactively to all periods presented.

SFAS 141(R), that applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008.

**5 Major acquisitions and disposals**

**(a) Diamond Coal Ltd**

In March 2009, we acquired 100% of the company Diamond Coal Ltd that owns coal assets in Colombia for US\$300, from Cement Argos.

The primary reason for the acquisition was that the coal assets are an important part of our growth strategy. Therefore, Vale is seeking to build a coal asset platform in Colombia, as it is the world's third largest exporter of high-quality thermal coal, given its low level of sulfur and high calorific value.

Due to the recent conclusion of the transaction, we are still in the process of identifying assets acquired and liabilities assumed.

As a result, the condensed information presented below reflects our preliminary analysis of the expected purchase price allocation:

	<b>Preliminary Valuation</b>
Purchase price	300
Book value of assets acquired	(113)
Adjustment to fair value of property, plant and equipment	<b>187</b>

The final accounting is pending conclusion of all identified assets and liabilities which is being internally carried out by us.

Such purchase price allocation will be finalized during next periods, and accordingly the preliminary information presented above is subject to revisions, which may be material.

**(b) Green Mineral Resources**

In February 2009, we concluded the acquisition of Green Mineral Resources that owns Regina Project (Canada) and Colorado Project (Argentina), from Rio Tinto, for US\$850.

The acquisition of potash assets is aligned with Vale's strategy to become a large producer of fertilizers to benefit from the exposure to rising global consumption.

Also due to the recent closure of this transaction, information about the purchase price allocation presented below based on the fair values of identified assets acquired and liabilities assumed is preliminary. Such allocation, currently being performed internally by the Company, will be finalized during next periods, and accordingly, the preliminary purchase price allocation information set forth below are subject to revision, which may be material.

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The condensed preliminary purchase price allocation information for Green Mineral Resources is as follows:

	<b>Preliminary Valuation</b>
Total disbursements	857
Cash acquired	(7)
Purchase price	850
Book value of assets acquired, net of cash acquired	(105)
Book value of liabilities assumed	8
Adjustment to fair value of property, plant and equipment	<b>753</b>

The final accounting is pending conclusion of all identified assets and liabilities which is being internally carried out by us.

**(c) Other transactions**

In March 2009, we acquired 50% of the joint venture with African Rainbow Minerals Limited of Teal Minerals Incorporated for US\$60.

In January 2009, we entered into a purchase and sale agreement with Rio Tinto Plc to acquire iron ore (in Brazil) assets, for an amount of US\$750, this acquisition has not been finalized yet, and it subject to the approval of Administrative Council for Economic Defense.

In February 2008, we sold our interest in Jubilee Mines N.L. (held through Vale Inco), representing 4.83% of its common shares, for US\$134 generating a gain of US\$80.

**6 Income taxes**

Income taxes in Brazil comprise federal income tax and social contribution, which is an additional federal tax. The statutory composite enacted tax rate applicable in the periods presented is 34%. In other countries where we have operations, the applicable tax rates vary from 1.67% to 40%.

The amount reported as income tax expense in our consolidated financial statements is reconciled to the statutory rates as follows:

	<b>Three-month period ended (unaudited)</b>								
	<b>March 31, 2009</b>			<b>December 31, 2008</b>			<b>March 31, 2008</b>		
	<b>Brazil</b>	<b>Foreign</b>	<b>Total</b>	<b>Brazil</b>	<b>Foreign</b>	<b>Total</b>	<b>Brazil</b>	<b>Foreign</b>	<b>Total</b>
Income before income taxes, equity results and noncontrolling interests	<b>1,409</b>	<b>148</b>	<b>1,557</b>	<b>(2,489)</b>	<b>2,573</b>	<b>84</b>	<b>522</b>	<b>1,762</b>	<b>2,284</b>
Tax at Brazilian composite rate	(479)	(50)	(529)	846	(875)	(29)	(177)	(599)	(776)
Adjustments to derive effective tax rate:									
Tax benefit on interest attributed to				238		238	169		169

stockholders									
Difference on tax rates of foreign income		154	154		347	347		258	258
Exchange gains/losses not taxable		(9)	(9)		667	667		(20)	(20)
Tax incentives	18		18	(48)		(48)	15		15
Tax deductible amortization of goodwill	20		20	26		26	27		27
Other non-taxable, income/non deductible expenses	(3)	43	40	(94)	78	(16)	(86)	55	(31)
Income taxes per consolidated statements of income	<b>(444)</b>	<b>138</b>	<b>(306)</b>	<b>968</b>	<b>217</b>	<b>1,185</b>	<b>(52)</b>	<b>(306)</b>	<b>(358)</b>

We have certain Brazilian income tax incentives relating to our manganese operations in *Carajás*, our potash operations in *Rosario do Catete*, our alumina and aluminum operations in *Barcarena* and our kaolin operations in *Ipixuna* and *Mazagão*. The incentives relating to manganese, aluminum and kaolin comprise partial exemption up to 2013. The incentive relating to alumina and potash comprise full income tax exemption on defined production levels, which expires in 2009 and 2013, respectively. An amount equal to the tax saving is appropriated from retained earnings to a reserve account within stockholders' equity and may not be distributed in the form of cash dividends.



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We also have income tax incentives related to our *Goro* project under development in New Caledonia ( The *Goro* Project ). These incentives include an income tax holiday during the construction phase of the project and throughout a 15-year period commencing in the first year in which commercial production, as defined by the applicable legislation, is achieved followed by a five-year, 50 per cent income tax holiday. The *Goro* Project also qualifies for certain exemptions from indirect taxes such as import duties during the construction phase and throughout the commercial life of the project. Certain of these tax benefits, including the income tax holiday, are subject to an earlier phase out should the project achieve a specified cumulative rate of return. We are subject to a branch profit tax commencing in the first year in which commercial production is achieved, as defined by the applicable legislation. To date, we have not recorded any taxable income for New Caledonian tax purposes. The benefits of this legislation are expected to apply with respect to taxes payable once The *Goro* Project is in operation.

We are subject to examination by the tax authorities for up to five years regarding our operations in Brazil, ten years for Indonesia, and five and six years for Canada, except for Newfoundland which has no limit.

Brazilian tax loss carryforwards have no expiration date though offset is restricted to 30% of annual taxable income.

Effective January 1, 2007, the Company adopted the provisions of FASB Interpretation 48, Accounting for Uncertainty in Income Taxes .

The reconciliation of the beginning and ending amounts of unrecognized tax benefits is as follows:

	<b>March 31, 2009 (unaudited)</b>	<b>December 31, 2008</b>
<b>Beginning of the period</b>	<b>657</b>	<b>1.046</b>
Increase resulting from tax positions taken	14	103
Decrease resulting from tax positions taken		(261)
Changes in tax legislation		2
Cumulative translation adjustments	(5)	(233)
<b>End of the period</b>	<b>666</b>	<b>657</b>

**7 Cash and cash equivalents**

	<b>March 31, 2009 (unaudited)</b>	<b>December 31, 2008</b>
Cash	583	767
Short-term investments denominated in Brazilian Reais	7,610	7,548
Short-term investments denominated in other currencies, mainly U.S. dollars	804	2,016
	<b>8,997</b>	<b>10,331</b>

**8 Short-term investments**

	<b>March 31, 2009 (unaudited)</b>	<b>December 31, 2008</b>
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Time deposit (*)	3,217	2,308
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(\*) Represent investments with due date over 90 days.

**Table of Contents****9 Inventories**

<b>Finished products</b>	<b>March 31, 2009 (unaudited)</b>	<b>December 31, 2008</b>
Nickel (co-products and by-products)	1,423	1,514
Iron ore and pellets	677	728
Manganese and ferroalloys	204	199
Aluminum products	145	150
Kaolin	36	40
Copper concentrate	19	26
Coal	37	43
Others	86	80
Spare parts and maintenance supplies	1,125	1,116
	<b>3,752</b>	<b>3,896</b>

At March 31, 2009, we recorded an adjustment of US\$26, to reduce nickel inventory to its market value.

**Table of Contents****10 Investments in affiliated companies and joint ventures**

	March 31, 2009		Investments		Equity in earnings (losses) of investee adjustments			Dividends received			
	Participation in capital (%)	Net equity	Net income (loss) for the year	March 31, 2009 (unaudited)	March 31, 2008	March 31, 2008	March 31, 2008	March 31, 2009	March 31, 2008		
<b>Ferrous</b>											
Companhia Nipo-Brasileira de Pelotização NIBRASCO (1)	51.11	51.00	225	10	115	110	5	18	(4)	20	
Companhia Hispano-Brasileira de Pelotização HISPANOBRÁS (1)	51.00	50.89	96	(6)	48	73	(3)	7	2		
Companhia Coreano-Brasileira de Pelotização KOBRASCO (1)	50.00	50.00	131	22	66	55	11	4	2	13	
Companhia Ítalo-Brasileira de Pelotização ITABRASCO (1)	51.00	50.90	121	6	61	58	3	14	1		
Minas da Serra Geral S.A. MSG	50.00	50.00	43	1	21	21		(1)	1		
SAMARCO Mineração S.A. SAMARCO (2)	50.00	50.00	822	93	457	412	42	37	48	50	
Baovale Mineração S.A. BAOVALE	50.00	50.00	47	3	23	26	(3)	1	2		
Zhuhai YPM Pellet e Co.,Ltd. ZHUHAI	25.00	25.00	35	(17)	9	13	(4)	3			
					<b>800</b>	<b>768</b>	<b>51</b>	<b>83</b>	<b>52</b>	<b>20</b>	<b>63</b>
<b>Logistics</b>											
LOG-IN Logística Intermodal S.A.	31.33	31.33	290	6	97	94	2	6	5		
MRS Logística S.A	37.86	41.50	836	45	347	326	19	87	29		

						<b>444</b>	<b>420</b>	<b>21</b>	<b>93</b>	<b>34</b>			
<b>Holdings</b>													
<b>Steel</b>													
California Steel Industries Inc.	CSI	50.00	50.00	298	(22)	149	160	(11)	(35)	6		13	
THYSSENKRUPP CSA Companhia Siderúrgica (Cost \$431) available-for-sale		10.58	10.58			517	443						
Usinas Siderúrgicas de Minas Gerais S.A. USIMINAS (cost \$120) available-for-sale (5)						257	164						
						<b>923</b>	<b>767</b>	<b>(11)</b>	<b>(35)</b>	<b>6</b>		<b>13</b>	
<b>Bauxite</b>													
Mineração Rio do Norte S.A.	MRN	40.00	40.00	276	(2)	110	140	(1)	22	14	17	13	48
						<b>110</b>	<b>140</b>	<b>(1)</b>	<b>22</b>	<b>14</b>	<b>17</b>	<b>13</b>	<b>48</b>
<b>Coal</b>													
Henan Longyu Resources Co. Ltd		25.00	25.00	777	73	194	176	18	15	17		27	
Shandong Yankuang International Company Ltd		25.00	25.00	16	(27)	4	11	(7)	(17)	(1)			
Teal Minerals Incorporated (4)		50.00	50.00	194		97							
						<b>295</b>	<b>187</b>	<b>11</b>	<b>(2)</b>	<b>16</b>		<b>27</b>	
<b>Nickel</b>													
Heron Resources Inc (cost \$25) available-for-sale						3	2						
Mirabela Nickel Ltd (cost \$24) available-for-sale						13	8						
Hudbay Minerals (cost \$31) available for sale						16	9						
Korea Nickel Corp						24	21	1					
Skye Resources (3)									(38)				
Others						15	13		4				
						<b>71</b>	<b>53</b>	<b>1</b>	<b>(34)</b>				
<b>Other affiliates and joint ventures</b>													
Others						<b>91</b>	<b>73</b>		<b>(2)</b>	<b>(3)</b>			

	91	73	(2)	(3)				
	1,490	1,220	(51)	33	17	53	48	
<b>Total</b>	<b>2,734</b>	<b>2,408</b>	<b>72</b>	<b>125</b>	<b>119</b>	<b>37</b>	<b>116</b>	<b>48</b>

(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 under shareholder agreements preclude consolidation;

(2) Investment includes goodwill of US\$46 in March, 2009 and December, 2008;

(3) Sold in 2008;

(4) Acquired in March, 2009 (Note 5);

(5) Sold in April, 2009 (subsequent period) for US\$254, generating a gain US\$134.

**Table of Contents****11 Short-term debt**

Short-term borrowings outstanding on March 31, 2009 are from commercial banks for export financing denominated in U.S. Dollars, with average annual interest rates of 2.24%.

**12 Long-term debt**

	Current liabilities		Long-term liabilities	
	March 31, 2009 (unaudited)	December 31, 2008	March 31, 2009 (unaudited)	December 31, 2008
Foreign debt				
Loans and financing denominated in the following currencies:				
U.S. Dollars	211	210	5,827	5,905
Others	16	23	164	167
Fixed Rate Notes U.S. Dollar denominated			6,507	6,510
Debt securities export sales (*) U.S. Dollar denominated	56	55	136	149
Perpetual notes			83	83
Accrued charges	169	217		
	<b>452</b>	<b>505</b>	<b>12,717</b>	<b>12,814</b>
Brazilian debt				
Brazilian Reais indexed to Long-Term Interest Rate TJLP/CDI	44	33	2,172	1,989
Brazilian Reais indexed to General Price Index-Market (IGPM)			1	1
Basket of currencies	1	1	4	4
Non-convertible debentures			2,589	2,562
U.S. Dollars Denominated			165	165
Accrued charges	153	94		
	<b>198</b>	<b>128</b>	<b>4,931</b>	<b>4,721</b>
Total	<b>650</b>	<b>633</b>	<b>17,648</b>	<b>17,535</b>

(\*) Secured by receivables from future export sales.

The long-term portion at March 31, 2009 falls due as follows:

2010	2,212
2011	2,630
2012	1,146
2013	2,590
2014 and thereafter	8,773
No due date (Perpetual notes and non-convertible debentures)	297
	<b>17,648</b>

At March 31, 2009 annual interest rates on long-term debt were as follows:

Up to 3%	5,077
3.1% to 5%	1,174
5.1% to 7% (*)	5,764
7.1% to 9% (*)	2,289
9.1% to 11%	91
Over 11% (*)	3,816
Variable (Perpetual notes)	87
	<b>18,298</b>

(\*) Includes non-convertible debentures and other Brazilian Real-denominated debt that bear interest at CDI (Brazilian interbank certificate of deposit) and TJLP (Brazilian government long-term interest) rates 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\$4,608 of which US\$3,739 has original interest



rate above 11%.  
The average cost  
after taking into  
account the  
derivative  
transactions is  
4.97%.

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

	<b>Three-month period ended</b>		
	<b>March 31, 2009</b>	<b>December 31, 2008</b>	<b>March 31, 2008</b>
TJLP Long-Term Interest Rate (effective rate)	1.5	1.5	1.5
IGP-M General Price Index Market	(0.9)	1.2	2.4
Appreciation (Devaluation) of Real against U.S. Dollar	0.9	(18.1)	1.3

In January 2008 we entered into a trade finance agreement with a Brazilian bank in the amount of US\$1,100 with final maturity in 2018.

During 2008, we entered into agreements with *Banco Nacional de Desenvolvimento Econômico e Social BNDES*, (the Brazilian National Development Bank) and with long-term Japanese financing agencies, Japan Bank for International Cooperation JBIC and Nippon Export and Investment Insurance NEXI related to future lines of credit to finance mining, logistics and power generation projects as part of our investment program for 2008-2012. Through March 31, 2009, Vale had drawn down US\$212 of the committed credit facility with *BNDES*.

Additionally, we have revolving credit lines available under which amounts can be drawn down and repaid at the option of the borrower. At March 31, 2009, the total amount available under revolving credit lines was US\$1,900, of which US\$1,150 was granted to Vale International and the balance to Vale Inco. As of March 31, 2009, neither Vale International nor Vale Inco had drawn any amounts under these facilities. Through March 31, 2009, Vale Inco had drawn down US\$99 of letters of credit.

At March 31, 2009 the U.S. Dollar denominated fixed rate notes of US\$6,507 (December 31, 2008 US\$6,510) and other debt of US\$11,254 (December 31, 2008 US\$11,102) are unsecured. The export securitization of US\$194 (December 31, 2008 US\$204) represents debt securities collateralized by receivables from future export sales of CVRD Overseas Ltd. Loans from international lenders of US\$45 (December 31, 2008 US\$57) are guaranteed by the Brazilian Federal Government, to which we have provided like counter guarantees. The remaining long-term debt of US\$298 (December 31, 2008 US\$295) is collateralized mainly by receivables.

Our principal covenants require us to maintain certain ratios, such as debt to EBITDA and interest coverage. We were in full compliance with our financial covenants as of March 31, 2009 and December 31, 2008.

**13 Stockholders equity**

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. For the year ended December 31, 2008, this dividend corresponds to US\$2,068, provided against stockholders equity.

In April 2009 (subsequent period) we paid US\$1,250 as a first installment of the dividend to stockholders. The distribution was made in the form of dividends.

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In July 2008, we issued 80,079,223 common ADS, 176,847,543 common shares, 63,506,751 preferred ADS and 100,896,048 preferred shares through a Global equity offering. Our capital increased by US\$11,666, upon subscription of preferred stock of US\$4,146 corresponding to 164,402,799 shares and common stock of US\$7,520 corresponding to 256,926,766 shares. In August, 2008, we issued an additional 24,660,419 preferred shares, representing an increase of US\$628. After the closing of the operation, our capital stock increased by US\$12,294 in 2008; the transaction costs of US\$105 were recorded as a reduction of the additional paid-in capital account.

In June 2007, we issued US\$1,880 Mandatorily Convertible Notes due June 15, 2010 for total proceeds of US\$1,869, net of commissions. The Notes bear interest at 5.50% per year payable quarterly and additional interest which will be payable based on the net amount of cash distribution paid to ADS holders. A tranche of US\$1,296 Notes are mandatorily convertible into an aggregate maximum of 56,582,040 common shares and a tranche of US\$584 Notes are mandatorily convertible into an aggregate maximum of 30,295,456 preferred class A shares. On the maturity date (whether at stated maturity or upon acceleration following an event of default), the Series RIO Notes will automatically convert into ADSs, each ADS representing one common share of Vale, and the Series RIO P Notes will automatically convert into ADSs, each ADS representing one preferred class A share of Vale. We currently hold the shares to be issued on conversion in treasury. The Notes are not repayable in cash. Holders of notes will have no voting rights. We will pay to the holders of our Series RIO Notes or RIO P Notes additional interest in the event that Vale makes cash distributions to all holders of RIO ADSs or RIO P ADSs, respectively. We determined, using a statistical model, that the potential variability in the number of shares to be converted is not a predominant feature of this hybrid financial instrument and thus classified it as an equity instrument within stockholders' equity. Other than during the cash acquisition conversion period, holders of the notes have the right to convert their notes, in whole or in part, at any time prior to maturity in the case of the Series RIO Notes, into RIO ADSs at the minimum conversion rate of 0.8664 RIO ADSs per Series RIO Note, and in the case of Series RIO P Notes, into RIO P ADSs at the minimum conversion rate of 1.0283 RIO P ADSs per Series RIO P Note.

In April 2009, we announced that the ticker symbols of its ADR will change from Rio and Rio PR to Vale and Vale P. The new ticker symbols will be effective at the starting of trading on Monday, May 4, 2009.

In April 2009 (subsequent period) we paid to holders of the mandatorily convertible notes of series Vale (formely RIO) and of series Vale (formely RIO P), the U.S. Dollar equivalent of US\$0.490922 and US\$0.582658, respectively.

**Table of Contents****Basic and diluted earnings per share**

Basic and diluted earnings per share amounts have been calculated as follows:

	<b>Three-month period ended (unaudited)</b>		
	<b>March 31, 2009</b>	<b>December 31, 2008</b>	<b>March 31, 2008</b>
<b>Net income attributable to Company's stockholders</b>	<b>1,363</b>	<b>1,367</b>	<b>2,021</b>
<b>Interest attributed to preferred convertible notes</b>	(8)	(15)	(8)
<b>Interest attributed to common convertible notes</b>	(18)	(32)	(18)
<b>Net income for the period adjusted</b>	<b>1,337</b>	<b>1,320</b>	<b>1,995</b>
<b>Basic and diluted earnings per share</b>			
Income available to preferred stockholders	512	507	766
Income available to common stockholders	803	791	1,193
Income available to convertible notes linked to preferred shares	8	8	12
Income available to convertible notes linked to common shares	14	14	24
Weighted average number of shares outstanding (thousands of shares) preferred shares	2,031,027	2,042,341	1,889,173
Weighted average number of shares outstanding (thousands of shares) common shares	3,181,732	3,185,750	2,943,216
Treasury preferred shares linked to mandatorily convertible notes	30,295	30,295	30,295
Treasury common shares linked to mandatorily convertible notes	56,582	56,582	56,582
<b>Total</b>	<b>5,299,636</b>	<b>5,314,968</b>	<b>4,919,266</b>
Earnings per preferred share	0.25	0.25	0.41
Earnings per common share	0.25	0.25	0.41
Earnings per convertible notes linked to preferred share (*)	0.53	0.76	0.66
Earnings per convertible notes linked to common share (*)	0.57	0.81	0.74

(\*) Basic earnings per share only, as dilution assumes conversion.

Had the conversion of the convertible notes been included in the calculation of diluted earnings per share they would have generated the following dilutive effect as shown below:

	<b>Three-month period ended (unaudited)</b>		
	<b>March 31, 2009</b>	<b>December 31, 2008</b>	<b>March 31, 2008</b>
Income available to preferred stockholders	528	530	786
Income available to common stockholders	835	837	1,235

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Weighted average number of shares outstanding (thousands of shares) preferred shares	2,061,322	2,072,636	1,919,468
Weighted average number of shares outstanding (thousands of shares) common shares	3,238,314	3,242,332	2,999,798
Earnings per preferred share	0.26	0.26	0.41
Earnings per common share	0.26	0.26	0.41

**Table of Contents****14 Other cumulative comprehensive income (deficit)**

	<b>Three-month period ended (unaudited)</b>		
	<b>March 31, 2009</b>	<b>December 31, 2008</b>	<b>March 31, 2008</b>
Comprehensive income (deficit) is comprised as follows:			
Net income attributable to Company's stockholders	1,363	1,367	2,021
Cumulative translation adjustments	(104)	(7,500)	(205)
Unrealized gain (loss) available-for-sale securities, net of tax	96	96	(6)
Surplus (deficit) accrued pension plan	(48)	270	(15)
Cash flow hedge		(28)	(27)
Noncontrolling interests:			
Cumulative translation adjustments	222	(343)	(51)
Cash flow hedge		(26)	(22)
Net income (loss) attributable to noncontrolling interests	(40)	27	24
Dividends and interest attributable to noncontrolling interests	(1)	(1)	
Capitalization of stockholders advances	12	24	9
<b>Total comprehensive income (deficit)</b>	<b>1,500</b>	<b>(6,114)</b>	<b>1,728</b>

Tax effect on other comprehensive income allocated to each component

Unrealized gain (loss) available-for-sale securities, net of tax			
Gross balance as of the period end	173	42	294
Tax (expense) benefit	(60)	(25)	(89)
Net balance as of the period end	113	17	205
Surplus accrued pension plan			
Gross balance as of the period end	(93)	(63)	108
Tax (expense) benefit	11	29	(48)
Net balance as of the period end	(82)	(34)	60

**15 Pension cost**

We previously disclosed in our consolidated financial statements for the year ended December 31, 2008, that we expected to contribute US\$338 to our defined benefit pension plan in 2009. As of March 31, 2009, total contributions of US\$81 had been made. We do not expect any significant change in our previous estimate.

<b>Three-month period ended (unaudited)</b>		
<b>March 31, 2009</b>		
<b>Overfunded pension plans</b>	<b>Underfunded pension plans</b>	<b>Underfunded other benefits</b>

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Service cost – benefits earned during the period	1	11	4
Interest cost on projected benefit obligation	44	54	18
Expected return on assets	(60)	(43)	
Amortization of initial transition obligation	2	7	
Net deferral		1	(7)
<b>Net periodic pension cost</b>	<b>(13)</b>	<b>30</b>	<b>15</b>

**Three-month period ended (unaudited)  
December 31, 2008**

	<b>Overfunded pension plans</b>	<b>Underfunded pension plans</b>	<b>Underfunded other benefits</b>
Service cost – benefits earned during the period	3	13	5
Interest cost on projected benefit obligation	86	53	21
Expected return on assets	(143)	(57)	(5)
Amortization of initial transition obligation	4	(2)	6
Net deferral	(1)	11	(2)
<b>Net periodic pension cost</b>	<b>(51)</b>	<b>18</b>	<b>25</b>



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	<b>Three-month period ended (unaudited) March 31, 2008</b>		
	<b>Overfunded pension plans</b>	<b>Underfunded pension plans</b>	<b>Underfunded other benefits</b>
Service cost – benefits earned during the period	2	16	6
Interest cost on projected benefit obligation	54	62	23
Expected return on assets	(90)	(65)	
Amortization of initial transition obligation	3		(1)
Net deferral	(1)		
<b>Net periodic pension cost</b>	<b>(32)</b>	<b>13</b>	<b>28</b>

**16 Long-term incentive compensation plan**

In 2008, the Board of Directors approved a long-term incentive compensation plan, which was implemented in April 2008, over a three-year cycle (2008 to 2010).

Under the terms of the 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, the shares must be held for a three-year period and the executive must be 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 market rates. The total shares linked to the plan at March 31, 2009 and December 31, 2008, is 2,029,585 and 711,005, respectively.

Additionally, as 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 of FAS 123(R) – 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 March 31, 2009 and December 31, 2008, we recognized a liability of US\$18 and US\$7, respectively, through the Statement of Income.

**17 Commitments and contingencies**

- (a) At March 31, 2009, we had extended guarantees related to revolving agreement to our affiliate TEAL, in the amount of US\$43, the denominated currency U.S. Dollar with final maturity at August 31, 2009.
- (b) We provided certain guarantees on behalf of The *Goro* Project (*Goro*) pursuant to which we guaranteed payments due from *Goro* of up to a maximum amount of US\$100 ( Maximum Amount ) in connection with an indemnity. We also provided additional guarantees covering the amounts payable by *Goro* regarding (a) amounts exceeding the Maximum Amount in connection with the indemnity and (b) certain other amounts under lease agreements. Sumic Nickel Netherlands B.V. – Sumic, a 21% shareholder of *Goro*, has a put option to sell to Vale Inco 25%, 50%, or 100% of its share in *Goro*. The put option can be exercised if the defined cost of the initial *Goro* project exceeds US\$4,200 at project rates and an agreement cannot be reached on how to proceed with the project.

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We provided guarantees covering certain termination payments by *Goro* to a supplier under an electricity supply agreement ( *ESA* ) entered into in October 2004 for the *Goro* nickel-cobalt project. The amount of the termination payments guaranteed depends upon a number of factors, including whether any termination of the *ESA* occurs as a result of a default by *Goro* and the date of such early termination. If *Goro* defaults under the *ESA* prior to the anticipated start date for electricity supply, the termination payment, which currently is at its maximum amount, would be \$145 million. Once the supply of electricity under the *ESA* to the project begins, the guaranteed amounts will decrease over the life of the *ESA*.

(c) 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 are composed as follows:

	<b>March 31, 2009 (unaudited)</b>		<b>December 31, 2008</b>	
	<b>Provision</b>	<b>Judicial</b>	<b>Provision</b>	<b>Judicial</b>
	<b>for</b>	<b>deposits</b>	<b>for</b>	<b>deposits</b>
	<b>contingencies</b>	<b>contingencies</b>	<b>contingencies</b>	<b>deposits</b>
Labor and social security claims	474	398	458	378
Civil claims	400	247	386	242
Tax related actions	820	534	828	518
Others	15	4	13	3
	<b>1,709</b>	<b>1,183</b>	<b>1,685</b>	<b>1,141</b>

Labor and social security related actions principally comprise claims by Brazilian employees and former employees for (i) payment of time spent traveling 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 related 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 appropriations disputes.

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

Judicial deposits are made by us following the 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; in the case of an unfavorable outcome, the deposits are transferred to the prevailing party.

Contingencies settled during the three-month periods ended March 31, 2009, December 31, 2008 and March 31, 2008 totaled US\$18, US\$7, US\$128, respectively. Provisions recognized in the three-month periods ended March 31, 2009, December 31, 2008 and March 31, 2008, totaled US\$49, US\$100, US\$331, 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 possible but not probable, in the total amount of US\$2,419 at March 31, 2009, and for which no provision has been made (December 31, 2008 US\$2,476).

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(d) At the time of our privatization in 1997, we issued shareholder revenue interest instruments known in Brazil as *debentures participativas* (debentures) to our then-existing shareholders, including the Brazilian Government. The terms of the debentures, were set to ensure that our pre-privatization shareholders, including the Brazilian Government, would participate alongside us in potential future financial benefits that we could be able to derive from exploiting our mineral resources.

In April 2009 (subsequent period) we paid remuneration on these debentures of US\$3.

(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 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:

	<b>Three-month period ended (unaudited)</b>	
	<b>March 31, 2009</b>	<b>December 31, 2008</b>
<b>Beginning of period</b>	<b>887</b>	<b>1,000</b>
Accretion expense	6	50
Liabilities settled in the current period	(3)	(2)
Revisions in estimated cash flows	(9)	(45)
Cumulative translation adjustment	(4)	(116)
<b>End of period</b>	<b>877</b>	<b>887</b>
Current liabilities	38	48
Long-term liabilities	839	839
<b>Total</b>	<b>877</b>	<b>887</b>

**18 Fair value disclosure of financial assets and liabilities**

In September 2006, the FASB issued SFAS 157, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements, but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information.

In February 2007, the FASB issued SFAS 159, *The Fair Value Option for Financial Assets and Financial Liabilities* including an amendment of FASB Statement 115. SFAS 159 permits the choice of measuring financial instruments and certain other items at fair value. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007.

At January 1, 2008, the Company adopted SFAS 159 and elected not to apply the provisions of SFAS 159 to its eligible financial assets and financial liabilities on the date of adoption. Accordingly, the initial application of both SFAS 157 and SFAS 159 had no effect on the Company.

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Under SFAS 157, the inputs used to measure fair value must be classified into one of three levels as follows:

Level 1 Quoted prices in an active market for identical assets or liabilities;

Level 2 Observable inputs other than Level 1, quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, and model-derived prices whose inputs are observable or whose significant value drivers are observable; and

Level 3 Assets and liabilities whose significant value drivers are unobservable.

The valuation of assets measured at fair value in the Company's Consolidated Balance Sheet at March 31, 2009 is summarized below (unaudited):

	Carrying amount	Fair value measurements		
		Quoted prices in active markets for identical assets or liabilities, (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Available-for-sale securities	2,714	2,714		
Unrealized losses on derivatives	(548)		(548)	
Other financial liabilities	(361)		(361)	

During the three-month period ended March 31, 2009, except for the accounting of the purchase of Diamond Coal and Green Mineral Resources, whose are still in process (Note 5), there was no other assets or liabilities measured at fair value on a nonrecurring basis.

Our long-term debt is measured and reported at amortized cost, however its fair value measurement at March 31, 2009 is as follows (unaudited):

	Carrying amount (*)	Fair value	Level 1	Level 2
Long-term debt	17,976	17,355	8,521	8,834

(\*) Less accrued charges US\$322

The carrying amount of our current financial instruments generally approximates fair market value because of the short-term maturity or frequent pricing of these instruments.

The market value of our listed long-term investments, where available, is disclosed in Note 10.

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**19 Segment and geographical information**

We adopt SFAS 131 Disclosures about Segments of an Enterprise and Related Information with respect to the information we present about our operating segments. SFAS 131 introduced a management approach concept for reporting segment information, whereby such information is required to be reported on the basis that the chief decision-maker uses internally for evaluating segment performance and deciding how to allocate resources to segments. We analyze our segment information on aggregated and disaggregated basis as follows:

Consolidated net income and principal assets are reconciled as follows:

**Results by segment before eliminations (aggregated)**

	Three-month period ended (unaudited)															
	March 31, 2009					December 31, 2008						March 31, 2008				
						(*) Non						(*) Non				
	Aluminum	Logistic	Other	Elimination	Consolidated	Ferrous	ferrous	Aluminum	Logistic	Other	Elimination	Consolidated	Ferrous	ferrous	Aluminum	
051	599	5	154	(2,987)	4,810	7,540	1,416	1,001	6	212	(3,848)	6,327	5,578	2,861	859	
107	129	201	58	(136)	611	685	71	179	303	53	(176)	1,115	880	91	193	
028)	(720)	(177)	(138)	3,123	(2,988)	(5,764)	(1,515)	(929)	(217)	(165)	4,024	(4,566)	(4,500)	(1,302)	(925)	
(68)		(16)	(63)		(189)	(107)	(112)		(17)	(59)		(295)	(50)	(70)		
(280)	(49)	(24)	(9)		(559)	(171)	(318)	(38)	(26)	(15)		(568)	(288)	(399)	(42)	
							(950)					(950)				
<b>(218)</b>	<b>(41)</b>	<b>(11)</b>	<b>2</b>		<b>1,685</b>	<b>2,183</b>	<b>(1,408)</b>	<b>213</b>	<b>49</b>	<b>26</b>		<b>1,063</b>	<b>1,620</b>	<b>1,181</b>	<b>85</b>	
163	3	1	1	(703)	125	883	154	10	3	1	(804)	247	665	217	3	
(298)	(14)	(6)	(8)	703	(287)	(825)	(309)	(18)	(10)	(41)	804	(399)	(988)	(379)	(20)	
(16)					18	(635)	(15)	64				(586)	(46)	(123)	(125)	
(16)	10	(1)	(6)		16	35	25	(206)	12	(107)		(241)	112	(28)	18	
															80	
	(1)	21	(2)		72	80	(38)	22	93	(32)		125	52		14	
154	19	(4)	(9)		(306)	968	203	12	4	(2)		1,185	(21)	(331)	(17)	
18	15		(3)		40	(6)	(6)	(20)		5		(27)	2	(46)	20	

(213)	(9)		(25)		1,363	2,683	(1,394)	77	151	(150)		1,367	1,396	571	(22)
120	159		9	(84)	248	335	116	348			(271)	528	323	341	192
182	37		8	(18)	220	44	259	108		9	(70)	350	80	583	104
246	279		4	(884)	814	2,715	464	353	(2)		(1,639)	1,891	1,883	689	373
38	34			(229)	124	543	15	50		54	(304)	358	240	58	44
73	77		81	(258)	484	1,609	230	142		74	(703)	1,352	618	341	136
186	13	5	4	(1,268)	2,423	1,240	127		8		(420)	955	1,874	296	10
206			48	(246)	497	1,054	205			75	(441)	893	560	553	
501	599	5	154	(2,987)	4,810	7,540	1,416	1,001	6	212	(3,848)	6,327	5,578	2,861	859
107	129	201	58	(136)	611	685	71	179	303	53	(176)	1,115	880	91	193
158	728	206	212	(3,123)	5,421	8,225	1,487	1,180	309	265	(4,024)	7,442	6,458	2,952	1,052

(\*) Other than Aluminum.

Table of Contents**Operating segment after eliminations (disaggregated)**

				As of and for the three-month period ended (unaudited) March 31, 2009									
	Revenues	Value added	Net revenues	Cost and expenses	Depreciation, depletion and amortization	Operating income	Intangible assets	Property, plant and equipment, net	Investments	Intangible assets	Investments	Intangible assets	Investments
	Foreign	Domestic	Total	tax added	revenues	expenses	Net	mortization	income	assets	intangible	investments	investments
<b>Ferrous</b>													
Iron ore	2,964	165	3,129	(32)	3,097	(998)	2,099	(181)	1,918	15,044	736	44	
Pellets	241	32	273	(8)	265	(219)	46	(10)	36	645	27	756	
Manganese	13	2	15		15	(18)	(3)	(2)	(5)	18	1		
Ferroalloys	51	27	78	(7)	71	(60)	11	(2)	9	189	18		
Pig iron	11		11		11	(13)	(2)		(2)	144	16		
	<b>3,280</b>	<b>226</b>	<b>3,506</b>	<b>(47)</b>	<b>3,459</b>	<b>(1,308)</b>	<b>2,151</b>	<b>(195)</b>	<b>1,956</b>	<b>16,040</b>	<b>798</b>	<b>800</b>	
<b>Non ferrous</b>													
Nickel and other products (*)	860	3	863		863	(833)	30	(253)	(223)	21,420	425	71	
Potash		65	65	(2)	63	(28)	35	(3)	32	159			
Kaolin	30	9	39	(2)	37	(34)	3	(6)	(3)	209			
Copper concentrate	79	28	107	(6)	101	(106)	(5)	(17)	(22)	3,609	189		
Aluminum products	408	34	442	(8)	434	(426)	8	(50)	(42)	3,837	41	110	
	<b>1,377</b>	<b>139</b>	<b>1,516</b>	<b>(18)</b>	<b>1,498</b>	<b>(1,427)</b>	<b>71</b>	<b>(329)</b>	<b>(258)</b>	<b>29,234</b>	<b>655</b>	<b>181</b>	
<b>Logistics</b>													
Railroads		157	157	(22)	135	(125)	10	(21)	(11)	1,457	21	347	
Ports		42	42	(6)	36	(34)	2	(5)	(3)	1,441	37		
Ships										373		97	
		<b>199</b>	<b>199</b>	<b>(28)</b>	<b>171</b>	<b>(159)</b>	<b>12</b>	<b>(26)</b>	<b>(14)</b>	<b>3,271</b>	<b>58</b>	<b>444</b>	
Others	153	47	200	(4)	196	(186)	10	(9)	1	3,229	177	1,309	
	<b>4,810</b>	<b>611</b>	<b>5,421</b>	<b>(97)</b>	<b>5,324</b>	<b>(3,080)</b>	<b>2,244</b>	<b>(559)</b>	<b>1,685</b>	<b>51,774</b>	<b>1,688</b>	<b>2,734</b>	

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



**Table of Contents****Operating segment after eliminations (disaggregated)**

				As of and for the three-month period ended (unaudited) December 31, 2008									
	Revenues		Value added	Net revenue	Cost and expenses	Depreciation, depletion and amortization		Impairment	Operating income	Addition Property, to plant and property, plant equipment, and net and equipment			
Foreign	Domestic	Total				tax	Net			and	and	intangible assets	intangible investments
<b>Ferrous</b>													
Iron ore	3,105	431	3,536	(64)	3,472	(1,497)	1,975	(147)	1,828	14,595	1,360	47	
Pellets	914	114	1,028	(25)	1,003	(522)	481	(19)	462	645	76	708	
Manganese	19	5	24	(4)	20	(17)	3		3	18	1		
Ferroalloys	92	83	175	(21)	154	(69)	85	(3)	82	166	18		
Pig iron										144	116		
	<b>4,130</b>	<b>633</b>	<b>4,763</b>	<b>(114)</b>	<b>4,649</b>	<b>(2,105)</b>	<b>2,544</b>	<b>(169)</b>	<b>2,375</b>	<b>15,568</b>	<b>1,571</b>	<b>755</b>	
<b>Non ferrous</b>													
Nickel and other products (*)	1,111	7	1,118		1,118	(1,298)	(180)	(295)	(950)	(1,425)	21,729	1,233	53
Potash		23	23	(2)	21	(15)	6	(1)	5	159	35		
Kaolin	35	10	45	(2)	43	(40)	3	(5)	(2)	199	2		
Copper concentrate	73	30	103	(6)	97	(285)	(188)	(17)	(205)	3,543	89		
Aluminum products	713	66	779	(3)	776	(543)	233	(38)	195	3,831	115	140	
	<b>1,932</b>	<b>136</b>	<b>2,068</b>	<b>(13)</b>	<b>2,055</b>	<b>(2,181)</b>	<b>(126)</b>	<b>(356)</b>	<b>(950)</b>	<b>(1,432)</b>	<b>29,461</b>	<b>1,474</b>	<b>193</b>
<b>Logistics</b>													
Railroads		240	240	(40)	200	(152)	48	(22)	26	1,431	10	326	
Ports		70	70	(10)	60	(41)	19	(4)	15	1,441	113		
Ships										374	342	94	
		<b>310</b>	<b>310</b>	<b>(50)</b>	<b>260</b>	<b>(193)</b>	<b>67</b>	<b>(26)</b>	<b>41</b>	<b>3,246</b>	<b>465</b>	<b>420</b>	
Others	265	36	301	(10)	291	(195)	96	(17)	79	1,054	179	1,040	

**6,327 1,115 7,442 (187) 7,255 (4,674) 2,581 (568) (950) 1,063 49,329 3,689 2,408**

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

**Table of Contents****Operating segment after eliminations (disaggregated)**

				As of and for the three-month period ended (unaudited) March 31, 2008									
	Revenues	Value added	Net revenues	Cost and expenses	Depreciation, depletion and amortization	Operating income	Property, plant and equipment, net	Addition to plant and property, plant equipment, and intangible assets	Investments				
	Foreign	Domestic	Total	tax			Net	mortization	income	assets	intangible	Investments	
<b>Ferrous</b>													
Iron ore	2,606	510	3,116	(73)	3,043	(1,467)	1,576	(245)	1,331	17,304	664	61	
Pellets	506	173	679	(40)	639	(470)	169	(29)	140	766	12	798	
Manganese	31	9	40	(2)	38	(20)	18	(1)	17	82	1		
Ferroalloys	177	113	290	(28)	262	(124)	138	(6)	132	160	2		
Pig iron	29		29		29	(14)	15	(2)	13	198			
	<b>3,349</b>	<b>805</b>	<b>4,154</b>	<b>(143)</b>	<b>4,011</b>	<b>(2,095)</b>	<b>1,916</b>	<b>(283)</b>	<b>1,633</b>	<b>18,510</b>	<b>679</b>	<b>859</b>	
<b>Non ferrous</b>													
Nickel and other products (*)	2,378	13	2,391		2,391	(980)	1,411	(372)	1,039	23,376	481	148	
Potash		64	64	(4)	60	(29)	31	(7)	24	218	3		
Kaolin	42	11	53	(2)	51	(56)	(5)	(7)	(12)	264	7		
Copper concentrate	222	1	223		223	(106)	117	(17)	100	1,898	52		
Aluminum products	561	85	646	(17)	629	(510)	119	(42)	77	4,703	104	99	
	<b>3,203</b>	<b>174</b>	<b>3,377</b>	<b>(23)</b>	<b>3,354</b>	<b>(1,681)</b>	<b>1,673</b>	<b>(445)</b>	<b>1,228</b>	<b>30,459</b>	<b>647</b>	<b>247</b>	
<b>Logistics</b>													
Railroads		296	296	(37)	259	(172)	87	(25)	62	1,748	13	375	
Ports	11	55	66	(5)	61	(45)	16	(6)	10	1,677	44		
Ships										34		110	
	<b>11</b>	<b>351</b>	<b>362</b>	<b>(42)</b>	<b>320</b>	<b>(217)</b>	<b>103</b>	<b>(31)</b>	<b>72</b>	<b>3,459</b>	<b>57</b>	<b>485</b>	
Others	101	54	155	(8)	147	(158)	(11)	(7)	(18)	2,951	242	1,351	
	<b>6,664</b>	<b>1,384</b>	<b>8,048</b>	<b>(216)</b>	<b>7,832</b>	<b>(4,151)</b>	<b>3,681</b>	<b>(766)</b>	<b>2,915</b>	<b>55,379</b>	<b>1,625</b>	<b>2,942</b>	

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

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**20 Derivative financial instruments**

**Risk management policy**

Vale risk management strategy encompasses an enterprise risk management approach where we, evaluate not only market risk impacts on the business but also the impacts arising from credit and operating risks. An enterprise wide risk management approach is considered by us to be mandatory for Vale as traditional market risk measures, such as VaR (Value at Risk), is not sufficient to evaluate the group exposures once our main goal is to avoid a possible lack of cash to fulfill our future obligations and needs.

We also consider, when evaluating our exposures, the correlations between different market risk factors. By doing so we are able to evaluate the net impact in cash flows from our corporate strategy, considering the natural economic hedges presented in the Company's portfolio. Using this framework we identify a natural diversification of our portfolio due to the mix of products and currencies. This diversification benefit implies in a natural reduction of the overall risk of the Company. Any risk mitigation strategy is only implemented, whenever necessary, if it contributes significantly for the reduction of the volatility in our cash flows beyond the levels initially observed, and, to acceptable levels of risk.

Vale considers that the effective management of risk is a key objective to support its growth strategy and financial flexibility. The risk reduction on Vale's future cash flow contributes to a better perception of the Company's credit quality, improving its ability to access different markets. As a commitment to the risk management strategy the Board of Directors has established an enterprise-wide risk management policy and a risk management committee. The risk management policy determines that Vale must regularly evaluate its cash flow risks and, risk mitigation strategies. Whenever necessary mitigation strategies should be put in place to reduce cash flow volatility. The executive board is responsible for the evaluation and approval of long term risk mitigation strategies recommended by the risk management committee.

The risk management committee assists our executive officers in overseeing and reviewing our enterprise risk management activities including the principles, policies, process and procedures, and instruments employed to manage risk. The risk management committee reports periodically to the executive board on how risks have been monitored, what are the most important risks we are exposed to and their impact in cash flows.

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

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

The consolidated market risk exposure and the portfolio of derivatives is monthly measured and monitored in order to evaluate the financial results and possible market risk impacts in our cash flow, and guarantee that the initial goals will be achieved. The mark-to-market on the derivatives portfolio is reported weekly to management.

All derivatives positions were recognized in our balance sheet at fair value, and gains or losses in fair value were accrued in Vale's current earnings.

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

Interest rates;

Foreign exchange;

Products prices and input costs

**Foreign exchange and interest rate risk**

Vale's cash flows are exposed to volatility of several different currencies. While most of our product prices are indexed to U.S. Dollars, representing around 94% of the total revenue, most of our costs, disbursements and investments are indexed to currencies other than the U.S. Dollar, mainly Brazilian *Real* and Canadian Dollars.

Derivatives instruments may be used in order to reduce Vale's potential cash flow volatility arising from the currencies mismatch between the currencies with which the debt is denominated and revenues are generated. Vale's foreign exchange and interest rate derivative portfolio consists, basically, of interest rate swaps to convert floating cash flows in Brazilian *Real* to fixed or floating U.S. Dollar cash flows, without any leverage.

Vale is also exposed to interest rate risks on loans and financings. Our U.S. Dollar denominated floating rate debt consists mainly of loans including export pre-payments, commercial banks and multilateral organizations loans. In general, our U.S. Dollars floating rate debt is subject to changes in the LIBOR (London Interbank Offer Rate in U.S. Dollars). To mitigate the impact of the interest rate volatility on its cash flows, Vale takes advantage of natural hedges resulting from the positive correlation of metal prices and U.S. Dollar floating rates. When natural hedges are not present, we may opt to realize the same effect by using financial instruments.

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

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

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

We have other exposures associated with our outstanding debt portfolio. In order to reduce cash flow volatility associated with a financing from KFW (Kreditanstalt Für Wiederaufbau) indexed to Euribor, Vale entered into a swap contract where the cash flows in Euros are converted into cash flows in U.S. Dollars.

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

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**Product price risk**

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

Currently, derivative transactions entered into related to commodities prices are nickel, copper, natural gas and bunker oil derivatives and all have the same purpose of mitigating Vale's cash flow volatility.

**Nickel** The Company has purchased nickel future contracts in the London Metal Exchange (LME), with the purpose of maintaining its exposure to nickel price variation, regarding the fact that, in some cases, the commodity is sold at a fixed price to some customers. Vale has also sold nickel futures in the LME, in order to minimize the risk of mismatch between the pricing on the costs of intermediate products and finished goods.

**Copper** Vale Inco Ltd., Vale's wholly-owned subsidiary, makes use of hedging to reduce the cash flow volatility due to the quotation period mismatch between the pricing period of copper scrap purchase and the pricing period of final products sale to the clients.

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

**Bunker Oil** In order to reduce the impact of bunker oil price fluctuation on Vale's freight hiring and consequently on Vale's cash flow, Vale implemented a hedge program that consists of forward purchases and swaps.

**Embedded derivatives** In addition to the contracts mentioned above, Vale Inco Ltd., Vale's wholly-owned subsidiary, has nickel concentrate and raw materials purchase agreements, where there are provisions based on nickel and copper prices behavior. These provisions are considered embedded derivatives. There is also an embedded derivative related to energy in our subsidiary *Albras* on which we have no unrealized gain as of March 31, 2009 and December 31, 2008.

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The assets and liabilities balances of derivatives measured at fair value and the effects of its recognition in earnings are shown on the following tables:

	<b>March 31, 2009 (unaudited)</b>		<b>December 31, 2008</b>	
	<b>Balance Sheet</b>	<b>Fair Value</b>	<b>Balance Sheet</b>	<b>Fair Value</b>
<b>Outstanding Balances - Assets</b>	<b>Location</b>		<b>Location</b>	
<b>Derivatives not designated as hedge under SFAS 133</b>				
<b>Foreign exchange and interest rate risk</b>				
EURO floating rate vs. USD floating rate swap	long-term	1	long-term	2
AUD floating rate vs. fixed USD rate swap	long-term	3		
<b>Commodities price risk</b>				
Nickel Purchase program	short-term	2		
<b>Embedded derivatives:</b>				
For nickel concentrate customer sales	long-term	62	long-term	69
Customer raw material contracts	short-term	2	long-term	22
<b>Total Assets</b>		<b>70</b>		<b>93</b>

	<b>March 31, 2009 (unaudited)</b>		<b>December 31, 2008</b>	
	<b>Balance Sheet</b>	<b>Fair Value</b>	<b>Balance Sheet</b>	<b>Fair Value</b>
<b>Outstanding Balances - Liabilities</b>	<b>Location</b>		<b>Location</b>	
<b>Derivatives not designated as hedge under SFAS 133</b>				
<b>Foreign exchange and interest rate risk</b>				
CDI vs. USD fixed rate swap	long-term	(406)	long-term	(373)
CDI vs. USD floating rate swap	long-term	(40)	long-term	(95)
TJLP vs. USD fixed rate swap	long-term	(70)	long-term	(62)
TJLP vs. USD floating rate swap	long-term	(39)	long-term	(30)
USD floating rate vs. USD fixed rate swap	long-term	(12)	long-term	(14)
<b>Commodities price risk</b>				
Nickel				



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Fixed price program	long-term	(48)	long-term	(50)
Purchase program			long-term	(7)
Natural gas hedge	short-term	(3)	long-term	(2)
<b>Total Liabilities</b>		<b>(618)</b>		<b>(633)</b>

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The following table presents the unaudited effects of derivatives for the three-month period ended:

	Amount of gain or (loss) recognized in		March 31, 2009	Amount of gain or (loss) recognized in OCI		March 31, 2008	Location of gain or (loss) reclassified from accumulated OCI into earnings	Amount of gain or (loss) reclassified from accumulated OCI into earnings		March 31, 2008
	March 31, 2009	December 31, 2008		March 31, 2008	December 31, 2008			March 31, 2009	December 31, 2008	
<b>Derivatives not designated as hedge under SFAS 133</b>										
<b>Foreign exchange and interest rate risk</b>										
CDI vs. USD fixed rate swap		16								
Swap BRL denominated Brazilian payroll into USD				14						
CDI & TJLP vs. USD fixed and floating rate swap	32	(656)	(28)							
EURO floating rate vs. USD floating rate swap	(1)	2	1							
USD floating rate vs. USD fixed rate swap	(1)	(10)	(7)							
AUD floating rate vs. fixed USD rate swap	3									
<b>Commodities price risk</b>										
<b>Nickel</b>										
Fixed price program	(18)	(39)	26							
Purchase program	10	7	(10)							
<b>Copper</b>										
		10	(72)							

Purchased scrap protection program							
Strategic hedging program		39	(45)				
Platinum		(2)	(16)				
Gold		(12)	(8)				
Natural gas	(3)	(1)	10				
<b>Embedded derivatives:</b>							
For nickel concentrate customer sales	2	(1)	(36)				
Customer raw material contracts	(6)	(3)	(16)				
Energy Aluminum options		21	(28)				
<b>Derivatives designated as hedge under SFAS 133</b>							
Aluminum		43	(79)	1	(43)	Cost of sales	51
	<b>18</b>	<b>(586)</b>	<b>(294)</b>	<b>1</b>	<b>(43)</b>	<b>Cost of sales</b>	<b>51</b>

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Unrealized gains (losses) in the period are included in our income statement under the caption of financial expenses and foreign exchange and monetary gains (losses), net.

Final maturity dates for the above instruments are as follows:

Interest rates/ Currencies	December 2019
Bunker Oil	April 2010
Natural Gas	October 2009
Copper	July 2009
Nickel	May 2011

Under SFAS 133 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 March 31, 2009, we had outstanding cash flow hedges. 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 a cash flow hedge, the effective portions of the changes in the fair value of the derivative are recorded in other comprehensive income and are recognized in earnings when the hedged item affects earnings. Ineffective portions of changes in the fair value of the derivatives designated as hedges are recognized in earnings. If a portion of a derivative contract is excluded for purposes of effectiveness testing, such as time value, the value of such excluded portion is included in earnings. At March 31, 2009, December 31, 2008 and March 31, 2008, the unrealized net gain and (losses) in respect of derivative instruments which were not qualified for hedge accounting amounted to US\$18, US\$(586) and US\$(294), respectively.

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**Supplemental Financial Information (unaudited)**

The following unaudited information provides additional details in relation to certain financial ratios.

EBITDA Earnings Before Financial Income (Expenses), Noncontrolling Interests, Gain on Sale of Investments, Foreign Exchange and Indexation Gains (Losses), Equity in Results of Affiliates and Joint Ventures and Change in Provision for Losses on Equity Investments, Income Taxes, Depreciation and Amortization

- (a) EBITDA represents operating income plus depreciation, amortization and depletion plus impairment plus dividends received from equity investees.
- (b) EBITDA is not a U.S. GAAP measure and does not represent cash flow for the periods presented and should not be considered as an alternative to net income (loss), as an indicator of our operating performance or as an alternative to cash flow as a source of liquidity.
- (c) Our definition of EBITDA may not be comparable with EBITDA as defined by other companies.
- (d) Although EBITDA, as defined above, does not provide a U.S. GAAP measure of operating cash flows, our management uses it to measure our operating performance and financial analysts in evaluating our business commonly use it.

Selected financial indicators for the main affiliates and joint ventures are available on our website, [www.vale.com](http://www.vale.com), under investor relations

**Table of Contents****Indexes on Vale's Consolidated Debt (Supplemental information - unaudited)**

	<b>Three-month period ended</b>		
	<b>March 31, 2009</b>	<b>December 31, 2008</b>	<b>March 31, 2008</b>
<b>Current debt</b>			
Current portion of long-term debt - unrelated parties	650	633	1,301
Short-term debt	48		291
Loans from related parties	68	77	22
	<b>766</b>	<b>710</b>	<b>1,614</b>
<b>Long-term debt</b>			
Long-term debt - unrelated parties	17,648	17,535	18,909
<b>Gross debt (current plus long-term debt)</b>	<b>18,414</b>	<b>18,245</b>	<b>20,523</b>
<b>Interest paid over:</b>			
Short-term debt			(5)
Long-term debt	(277)	314	(279)
<b>Interest paid</b>	<b>(277)</b>	<b>314</b>	<b>(284)</b>
<b>EBITDA</b>	<b>2,281</b>	<b>2,697</b>	<b>3,729</b>
<b>Company stockholders' equity</b>	<b>43,827</b>	<b>42,556</b>	<b>35,018</b>
<b>LTM (1) EBITDA / LTM (1) Interest paid</b>	<b>13.96</b>	<b>15.02</b>	<b>11.52</b>
<b>Gross Debt / LTM (1) EBITDA</b>	<b>1.05</b>	<b>0.96</b>	<b>1.26</b>
<b>Gross debt / Equity Capitalization (%)</b>	<b>30</b>	<b>13</b>	<b>37</b>
<b>Financial expenses</b>			
Interest expense	(239)	(334)	(313)
Labor and civil claims and tax-related actions	(16)	(23)	(45)
Others	(32)	(42)	(202)
	<b>(287)</b>	<b>(399)</b>	<b>(560)</b>
<b>Financial income</b>			
Cash and cash equivalents	114	217	29
Others	11	30	26
	<b>125</b>	<b>247</b>	<b>55</b>
<b>Derivatives</b>	<b>18</b>	<b>(586)</b>	<b>(294)</b>
<b>Financial income (expenses), net</b>	<b>(144)</b>	<b>(738)</b>	<b>(799)</b>

<b>Foreign exchange and indexation gain (losses), net</b>			
Cash and cash equivalents	(69)	1,427	(6)
Loans	113	(2,266)	164
Others	(28)	598	(70)
	16	(241)	88
<b>Financial result, net</b>	<b>(128)</b>	<b>(979)</b>	<b>(711)</b>

**Table of Contents****Calculation of EBITDA (Supplemental information unaudited)**

	<b>Three-month period ended</b>		
	<b>March 31, 2009</b>	<b>December 31, 2008</b>	<b>March 31, 2008</b>
Operating income	1,685	1,063	2,915
Depreciation	559	568	766
Impairment		950	
	<b>2,244</b>	<b>2,581</b>	<b>3,681</b>
Dividends received	37	116	48
<b>EBITDA</b>	<b>2,281</b>	<b>2,697</b>	<b>3,729</b>
Net operating revenues	5,324	7,255	7,832
<b>Margin EBITDA</b>	<b>42.8%</b>	<b>37.2%</b>	<b>47.6%</b>

**Adjusted EBITDA x Operating Cash Flows (Supplemental information unaudited)**

	<b>Three-month period ended</b>					
	<b>March 31, 2009</b>		<b>December 31, 2008</b>		<b>March 31, 2008</b>	
	<b>EBITDA</b>	<b>Operating cash flows</b>	<b>EBITDA</b>	<b>cash flows</b>	<b>EBITDA</b>	<b>cash flows</b>
Net income attributable to Company's stockholders	1,363	1,363	1,367	1,367	2,021	2,021
Income tax - deferred	(171)	(171)	(219)	(219)	(296)	(296)
Income tax - current	477		(966)		654	
Equity in results of affiliates and joint ventures and other investments	(72)	(72)	(125)	(125)	(119)	(119)
Foreign exchange and indexation gains, net	(16)	(57)	241	740	(112)	(122)
Financial expenses, net	144	3	738	(3)	823	81
Noncontrolling interests	(40)	(40)	27	27	24	24
Gain on sale of investments					(80)	(80)
Net working capital		536		2,259		(1,228)
Others		7		613		313
<b>Operating income</b>	<b>1,685</b>	<b>1,569</b>	<b>1,063</b>	<b>4,659</b>	<b>2,915</b>	<b>594</b>
Depreciation, depletion and amortization	559	559	568	568	766	766
Impairment of goodwill			950	950		
Dividends received	37	37	116	116	48	48
	<b>2,281</b>	<b>2,165</b>	<b>2,697</b>	<b>6,293</b>	<b>3,729</b>	<b>1,408</b>



<b>Operating cash flows</b>	<b>2,165</b>	<b>6,293</b>	<b>1,408</b>
Income tax	477	(966)	654
Foreign exchange and indexation gains (losses)	41	(499)	10
Financial expenses	141	741	742
Net working capital	(536)	(2,259)	1,228
Others	(7)	(613)	(313)
<b>EBITDA</b>	<b>2,281</b>	<b>2,697</b>	<b>3,729</b>

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João Moisés de Oliveira  
Luiz Augusto Ckless Silva  
Luiz Carlos de Freitas  
Luiz Felix Freitas  
Paulo Sérgio Moreira da Fonseca  
Raimundo Nonato Alves Amorim  
Rita de Cássia Paz Andrade Robles  
Wanderlei Viçoso Fagundes

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Paulo Ricardo Ultra Soares  
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João Moisés de Oliveira  
José Ricardo Sasseron  
Oscar Augusto de Camargo Filho

**Strategic Committee**

Roger Agnelli

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**Chairman**

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Antônio José de Figueiredo Ferreira  
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**Alternate**

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Oswaldo Mário Pêgo de Amorim Azevedo

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**Chief Executive Officer**

Carla Grasso  
**Executive Officer for Human Resources and Corporate Services**

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**Executive Officer for Logistics, Engineering and Project Management**

Fabio de Oliveira Barbosa  
**Chief Financial Officer and Investor Relations**

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**Executive Officer for Ferrous Minerals**

Tito Botelho Martins  
**Executive Officer for Non Ferrous**

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Marcus Vinícius Dias Severini  
**Chief Officer of Accounting and Control Department**

**Finance Committee**

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Luiz Maurício Leuzinger  
Wanderlei Viçoso Fagundes

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

**Table of Contents****Equity Investee Information 03/31/2009****Aluminum Area Valesul (Additional information unaudited)**

Information		2009				2008				Total	
		As of and for the three-month periods ended				As of and for the three-month periods ended					
		March 31	September 30	October 31	November 30	March 31	June 30	September 30	December 31		
Quantity sold external market	MT (thousand)	2				2	4	7	6	4	21
Quantity sold internal market	MT (thousand)	13				13	16	15	19	16	66
<b>Quantity sold total</b>	MT (thousand)	<b>15</b>				<b>15</b>	<b>20</b>	<b>22</b>	<b>25</b>	<b>20</b>	<b>87</b>
Average sales price external market	US\$	2,392.81				2,392.81	2,653.70	2,846.14	2,679.23	2,818.91	2,861.40
Average sales price internal market	US\$	2,133.06				2,133.06	3,786.95	4,168.23	3,321.93	2,575.30	3,695.60
<b>Average sales price total</b>	US\$	<b>2,167.50</b>				<b>2,167.50</b>	<b>3,560.30</b>	<b>3,747.56</b>	<b>3,148.89</b>	<b>2,624.02</b>	<b>3,494.25</b>
<b>Stockholders equity</b>	US\$	<b>271</b>				<b>271</b>	<b>391</b>	<b>453</b>	<b>330</b>	<b>272</b>	<b>272</b>
Net operating revenues	US\$	26				26	58	70	81	44	253
Cost of products	US\$	(27)				(27)	(48)	(55)	(75)	(38)	(216)
Other expenses / revenues	US\$	(3)				(3)	(4)	(9)	(6)	(5)	(24)
Depreciation, amortization and depletion	US\$	3				3	4	4	4	3	15
<b>EBITDA</b>	US\$	<b>(1)</b>				<b>(1)</b>	<b>10</b>	<b>10</b>	<b>4</b>	<b>4</b>	<b>28</b>

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Depreciation, amortization and depletion	US\$	(3)	(3)	(4)	(4)	(4)	(3)	(15)
<b>EBIT</b>	US\$	<b>(4)</b>	<b>(4)</b>	<b>6</b>	<b>6</b>		<b>1</b>	<b>13</b>
Net financial result	US\$			(1)		7	4	10
<b>Income before income tax and social contribution</b>	US\$	<b>(4)</b>	<b>(4)</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>5</b>	<b>23</b>
Income tax and social contribution	US\$			(2)	(4)	(3)	(2)	(11)
<b>Net income</b>	US\$	<b>(4)</b>	<b>(4)</b>	<b>3</b>	<b>2</b>	<b>4</b>	<b>3</b>	<b>12</b>

**Table of Contents****Aluminum Area MRN (Additional information unaudited)**

Information		2009					2008				
		As of and for the three-month periods ended					As of and for the three-month periods ended				
		March 31	June 30	September 30	December 31	Total	March 31	June 30	September 30	December 31	Total
Quantity sold external market	MT (thousand)	798				798	1,369	1,573	1,496	1,557	5,995
Quantity sold internal market	MT (thousand)	2,640				2,640	2,621	2,949	3,268	3,415	12,253
<b>Quantity sold total</b>	MT (thousand)	<b>3,438</b>				<b>3,438</b>	<b>3,990</b>	<b>4,522</b>	<b>4,764</b>	<b>4,972</b>	<b>18,248</b>
Average sales price external market	US\$	35.19				35.19	61.52	34.93	34.71	36.96	41.47
Average sales price internal market	US\$	30.96				30.96	53.89	31.24	31.96	33.35	36.87
<b>Average sales price total</b>	US\$	<b>31.94</b>				<b>31.94</b>	<b>56.51</b>	<b>32.52</b>	<b>32.83</b>	<b>35.16</b>	<b>38.56</b>
Long-term indebtedness, gross	US\$	84				84	46	115	97	90	90
Short-term indebtedness, gross	US\$	181				181	245	221	226	163	163
<b>Total indebtedness, gross</b>	US\$	<b>265</b>				<b>265</b>	<b>292</b>	<b>336</b>	<b>323</b>	<b>253</b>	<b>253</b>
<b>Stockholders equity</b>	US\$	<b>276</b>				<b>276</b>	<b>493</b>	<b>432</b>	<b>315</b>	<b>347</b>	<b>347</b>
Net operating revenues	US\$	96				96	117	130	139	150	536
Cost of products	US\$	(49)				(49)	(63)	(82)	(81)	(75)	(301)
	US\$	(1)				(1)	(8)	2	(3)		(9)

Other expenses / revenues								
Depreciation, amortization and depletion	US\$	12	12	14	17	10	13	54
<b>EBITDA</b>	US\$	<b>58</b>	<b>58</b>	<b>60</b>	<b>67</b>	<b>65</b>	<b>88</b>	<b>280</b>
Depreciation, amortization and depletion	US\$	(12)	(12)	(14)	(17)	(10)	(13)	(54)
<b>EBIT</b>	US\$	<b>46</b>	<b>46</b>	<b>46</b>	<b>50</b>	<b>55</b>	<b>75</b>	<b>226</b>
Net financial result	US\$	(1)	(1)	(2)	(11)	(3)	1	(15)
<b>Income before income tax and social contribution</b>	US\$	<b>45</b>	<b>45</b>	<b>44</b>	<b>39</b>	<b>52</b>	<b>76</b>	<b>211</b>
Income tax and social contribution	US\$	(15)	(15)	(10)	(19)	(5)	(21)	(55)
<b>Net income</b>	US\$	<b>30</b>	<b>30</b>	<b>34</b>	<b>20</b>	<b>47</b>	<b>55</b>	<b>156</b>

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<b>Aluminum Area</b>		<b>Albras (Additional information unaudited)</b>				<b>Consolidated Subsidiary</b>				
		<b>2009</b>				<b>2008</b>				
<b>Information</b>		<b>As of and for the three-month periods ended</b>				<b>As of and for the three-month periods ended</b>				
		<b>March 31</b>	<b>September 30</b>	<b>October 31</b>	<b>Total</b>	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>	<b>Total</b>
Quantity sold external market	MT (thousand)	107			107	109	99	117	108	433
Quantity sold internal market	MT (thousand)	5			5	7	6	7	6	26
<b>Quantity sold total</b>	MT (thousand)	<b>112</b>			<b>112</b>	<b>116</b>	<b>105</b>	<b>124</b>	<b>114</b>	<b>459</b>
Average sales price external market	US\$	1,388.35			1,388.35	2,486.87	2,939.31	2,888.76	2,150.39	2,589.98
Average sales price internal market	US\$	1,783.09			1,783.09	2,307.59	2,640.89	2,625.72	2,380.23	2,827.94
<b>Average sales price total</b>	US\$	<b>1,405.98</b>			<b>1,405.98</b>	<b>2,476.70</b>	<b>2,920.77</b>	<b>2,874.64</b>	<b>2,162.48</b>	<b>2,603.46</b>
Long-term indebtedness, gross	US\$	250			250	283	301	267	250	250
Short-term indebtedness, gross	US\$	156			156	111	90	128	133	133
<b>Total indebtedness, gross</b>	US\$	<b>406</b>			<b>406</b>	<b>394</b>	<b>391</b>	<b>395</b>	<b>383</b>	<b>383</b>
<b>Stockholders equity</b>	US\$	<b>778</b>			<b>778</b>	<b>973</b>	<b>1,098</b>	<b>948</b>	<b>782</b>	<b>782</b>
Net operating revenues	US\$	156			156	292	310	346	245	1,193
Cost of products	US\$	(161)			(161)	(222)	(222)	(254)	(194)	(892)
	US\$	(13)			(13)	(18)	(20)	(18)	(24)	(80)



Other expenses / revenues								
Depreciation, amortization and depletion	US\$	5	5	8	8	9	6	31
<b>EBITDA</b>	US\$	<b>(13)</b>	<b>(13)</b>	<b>60</b>	<b>76</b>	<b>83</b>	<b>33</b>	<b>252</b>
Depreciation, amortization and depletion	US\$	(5)	(5)	(8)	(8)	(9)	(6)	(31)
<b>EBIT</b>	US\$	<b>(18)</b>	<b>(18)</b>	<b>52</b>	<b>68</b>	<b>74</b>	<b>27</b>	<b>221</b>
Net financial result	US\$	(1)	(1)	(66)	37	(38)	(6)	(73)
<b>Income (loss) before income tax and social contribution</b>	US\$	<b>(19)</b>	<b>(19)</b>	<b>(14)</b>	<b>105</b>	<b>36</b>	<b>21</b>	<b>148</b>
Income tax and social contribution	US\$	8	8	(9)	(37)	(9)	7	(48)
<b>Net income (loss)</b>	US\$	<b>(11)</b>	<b>(11)</b>	<b>(23)</b>	<b>68</b>	<b>27</b>	<b>28</b>	<b>100</b>

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Aluminum Area	Alunorte (Additional information	2009					2008				
		As of and for the three-month periods ended					As of and for the three-month periods ended				
Information		March 31	June 30	September 30	December 31	Total	March 31	June 30	September 30	December 31	Total
Quantity sold external market	MT (thousand)	1,225				1,225	814	832	975	1,336	3,957
Quantity sold internal market	MT (thousand)	216				216	235	258	301	250	1,044
<b>Quantity sold total</b>	MT (thousand)	<b>1,441</b>				<b>1,441</b>	<b>1,049</b>	<b>1,090</b>	<b>1,276</b>	<b>1,586</b>	<b>5,001</b>
Average sales price external market	US\$	192.84				192.84	322.36	372.73	378.60	286.74	334.79
Average sales price internal market	US\$	170.69				170.69	287.59	340.49	342.74	324.54	358.65
<b>Average sales price total</b>	US\$	<b>195.62</b>				<b>195.62</b>	<b>314.57</b>	<b>365.10</b>	<b>370.14</b>	<b>292.70</b>	<b>339.77</b>
Long-term indebtedness, gross	US\$	845				845	740	829	855	855	855
Short-term indebtedness, gross	US\$	53				53	20		29	31	31
<b>Total indebtedness, gross</b>	US\$	<b>898</b>				<b>898</b>	<b>760</b>	<b>829</b>	<b>884</b>	<b>886</b>	<b>886</b>
<b>Stockholders equity</b>	US\$	<b>1,789</b>				<b>1,789</b>	<b>2,287</b>	<b>2,633</b>	<b>2,217</b>	<b>1,794</b>	<b>1,794</b>
Net operating revenues	US\$	278				278	331	399	473	456	1,659
Cost of products	US\$	(304)				(304)	(274)	(288)	(352)	(331)	(1,245)
	US\$	(7)				(7)	(13)	(14)	(12)	(20)	(59)

Other expenses / revenues								
Depreciation, amortization and depletion	US\$	24	24	19	20	16	15	70
<b>EBITDA</b>	US\$	<b>(9)</b>	<b>(9)</b>	<b>63</b>	<b>117</b>	<b>125</b>	<b>120</b>	<b>425</b>
Depreciation, amortization and depletion	US\$	(24)	(24)	(19)	(20)	(16)	(15)	(70)
<b>EBIT</b>	US\$	<b>(33)</b>	<b>(33)</b>	<b>44</b>	<b>97</b>	<b>109</b>	<b>105</b>	<b>355</b>
Net financial result	US\$			(57)	58	(117)	(97)	(213)
<b>Income (loss) before income tax and social contribution</b>		<b>(33)</b>	<b>(33)</b>	<b>(13)</b>	<b>155</b>	<b>(8)</b>	<b>8</b>	<b>142</b>
Income tax and social contribution	US\$							
Income tax and social contribution	US\$	11	11	(7)	(34)	22	7	(12)
<b>Net income (loss)</b>	US\$	<b>(22)</b>	<b>(22)</b>	<b>(20)</b>	<b>121</b>	<b>14</b>	<b>15</b>	<b>130</b>

**Table of Contents****Pelletizing Affiliates Hispanobras (Additional information unaudited)**

Information	2009					2008				
	As of and for the three-month periods ended					As of and for the three-month periods ended				
	March 31	June 30	September 30	December 31	Total	March 31	June 30	September 30	December 31	Total
Quantity sold external market MT (thousand)						404	400	618		1,422
Quantity sold internal market MT (thousand)						710	805	554	396	2,465
<b>Quantity sold total</b> MT (thousand)						<b>1,114</b>	<b>1,205</b>	<b>1,172</b>	<b>396</b>	<b>3,887</b>
Average sales price external market US\$						71.45	203.07	227.18		176.15
Average sales price internal market US\$						75.95	203.58	236.04	146.47	164.94
<b>Average sales price total</b> US\$						<b>74.32</b>	<b>203.41</b>	<b>231.37</b>	<b>146.47</b>	<b>169.04</b>
Short-term indebtedness, gross US\$						75	58	7		
<b>Total indebtedness, gross</b> US\$						<b>75</b>	<b>58</b>	<b>7</b>		
<b>Stockholders equity</b> US\$	<b>96</b>				<b>96</b>	<b>90</b>	<b>166</b>	<b>158</b>	<b>143</b>	<b>143</b>
Net operating revenues US\$						83	248	164	52	547
Cost of products US\$						(75)	(143)	(118)	(36)	(372)
Other expenses / revenues US\$						(7)	(2)	(2)	(2)	(8)
	US\$					2	1	1	1	4

Depreciation,  
amortization  
and depletion

<b>EBITDA</b>	US\$	<b>(5)</b>	<b>(5)</b>	<b>7</b>	<b>104</b>	<b>45</b>	<b>15</b>	<b>171</b>
Depreciation, amortization and depletion	US\$	(2)	(2)	(1)	(1)	(1)	(1)	(4)
<b>EBIT</b>	US\$	<b>(7)</b>	<b>(7)</b>	<b>6</b>	<b>103</b>	<b>44</b>	<b>14</b>	<b>167</b>
Net financial result	US\$	1	1	1	(4)	7	9	13
<b>Income (loss) before income tax and social contribution</b>	US\$	<b>(6)</b>	<b>(6)</b>	<b>7</b>	<b>99</b>	<b>51</b>	<b>23</b>	<b>180</b>
Income before income tax and social contribution	US\$			(3)	(34)	(18)	(8)	(63)
<b>Net income</b>	US\$	<b>(6)</b>	<b>(6)</b>	<b>4</b>	<b>65</b>	<b>33</b>	<b>15</b>	<b>117</b>

**Table of Contents****Pelletizing Affiliates Samarco (Additional information unaudited)**

Information		2009				Total	2008				Total
		As of and for the three-month periods ended					As of and for the three-month periods ended				
		March 31	June 30	September 30	December 31		March 31	June 30	September 30	December 31	
Quantity sold Pellets	MT (thousand)	2,141				2,141	3,010	4,327	5,519	3,413	16,269
Quantity sold Iron ore	MT (thousand)	714				714	168	140	154	202	664
Quantity sold total	MT (thousand)	<b>2,855</b>				<b>2,855</b>	<b>3,178</b>	<b>4,467</b>	<b>5,673</b>	<b>3,615</b>	<b>16,933</b>
Average sales price Pellets	US\$	98.56				98.56	105.51	142.07	152.30	156.17	141.95
Average sales price Iron ore	US\$	62.56				62.56	47.61	98.95	73.86	85.18	76.08
Long-term indebtedness, gross	US\$	769,734				769,734	800	799	800	800	800
Short-term indebtedness, gross	US\$	698,816				698,816	591	846	987	783	783
<b>Total indebtedness, gross</b>	US\$	<b>1,468,550</b>				<b>1,468,550</b>	<b>1,391</b>	<b>1,645</b>	<b>1,787</b>	<b>1,583</b>	<b>1,583</b>
<b>Stockholders equity</b>	US\$	<b>822</b>				<b>822</b>	<b>1,078</b>	<b>1,213</b>	<b>926</b>	<b>732</b>	<b>732</b>
Net operating revenues	US\$	260				260	331	613	843	553	2,340
Cost of products	US\$	(97)				(97)	(164)	(277)	(314)	(155)	(910)
Other expenses / revenues	US\$	(59)				(59)	(43)	(98)	(55)	(67)	(263)
Depreciation, amortization and depletion	US\$	18				18	12	16	30	22	80

<b>EBITDA</b>	US\$	<b>122</b>	<b>122</b>	<b>136</b>	<b>254</b>	<b>504</b>	<b>353</b>	<b>1,247</b>
Depreciation, amortization and depletion	US\$	(18)	(18)	(12)	(16)	(30)	(22)	(80)
<b>EBIT</b>	US\$	<b>104</b>	<b>104</b>	<b>124</b>	<b>238</b>	<b>474</b>	<b>331</b>	<b>1,167</b>
Gain on investments accounted for by the equity method	US\$			3	(3)	1	3	4
Net financial result	US\$	(3)	(3)	4	122	(281)	(244)	(399)
<b>Income (loss) before income tax and social contribution</b>	US\$	<b>101</b>	<b>101</b>	<b>131</b>	<b>357</b>	<b>194</b>	<b>90</b>	<b>772</b>
Income tax and social contribution	US\$	(18)	(18)	66	(162)	(30)	(17)	(143)
<b>Net income (loss)</b>	US\$	<b>83</b>	<b>83</b>	<b>197</b>	<b>195</b>	<b>164</b>	<b>73</b>	<b>629</b>

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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: May 6, 2009

COMPANHIA VALE DO RIO DOCE  
(Registrant)

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