Vale S.A.
Form 6-K
July 30, 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
July 2009
Vale S.A.

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

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

(Check One) Form 20-F þ Form 40-F o

(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 o No þ

(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 o No þ

(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 o No þ

(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
Vale S.A.

We have reviewed the accompanying condensed consolidated balance sheet of Vale S.A. (formerly Companhia Vale do Rio Doce) and its subsidiaries as of June 30, 2009, and the related condensed consolidated statements of income, of cash flows and of stockholders equity for each of the three-month periods ended June 30, 2009, and March 31, 2009 and June 30, 2008 and for the six-month periods ended June 30, 2009 and June 30, 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 iterim 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 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.

Vale S.A.
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. The accompanying December 31, 2008 condensed consolidated financial information reflects this change.

PricewaterhouseCoopers
Auditores Independentes
Rio de Janeiro, Brazil
July 29, 2009

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Condensed Consolidated Balance Sheets
Expressed in millions of United States Dollars

	June 30, 2009 (unaudited)	December 31,2008
Assets		
Current assets		
Cash and cash equivalents	8,192	10,331
Short-term investments	3,000	2,308
Accounts receivable		
Related parties	75	137
Unrelated parties	2,674	3,067
Loans and advances to related parties	65	53
Inventories	4,035	3,896
Deferred income tax	587	583
Advances to suppliers	423	405
Recoverable taxes	838	1,993
Other	639	465
	20,528	**23,238**
Property, plant and equipment, net, and intangible assets	**59,296**	**49,329**
Investments in affiliated companies, joint ventures and other investments	**2,968**	**2,408**
Other assets		
Goodwill on acquisition of subsidiaries	2,095	1,898
Loans and advances		
Related parties	26	
Unrelated parties	95	77
Prepaid pension cost	1,064	622
Prepaid expenses	187	223
Judicial deposits	1,363	1,141
Advances to suppliers energy	472	408
Recoverable taxes	610	394
Unrealized gains on derivative instruments	246	32
Other	106	161
	6,264	**4,956**
TOTAL	**89,056**	**79,931**

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

	June 30, 2009 (unaudited)	**(Continued) December 31, 2008**
Liabilities and stockholders equity		
Current liabilities		
Suppliers	2,142	2,261
Payroll and related charges	604	591
Current portion of long-term debt	610	633
Short-term debt	38	
Loans from related parties	19	77
Provision for income taxes	220	502
Taxes payable and royalties	115	55
Employees postretirement benefits	116	102
Railway sub-concession agreement payable	243	400
Unrealized losses on derivative instruments	60	
Provisions for asset retirement obligations	31	48
Minimum mandatory dividends payable	1,080	2,068
Other	510	500
	5,788	**7,237**
Long-term liabilities		
Employees postretirement benefits	1,608	1,485
Long-term debt	18,826	17,535
Provisions for contingencies (Note 17 (c))	1,938	1,685
Unrealized losses on derivative instruments	11	573
Deferred income tax	5,234	4,005
Provisions for asset retirement obligations	968	839
Other	1,681	1,525
	30,266	**27,647**
Redeemable noncontrolling interest (Note 4 (b))	**648**	**599**
Commitments and contingencies (Note 17)		
Stockholders equity		
Preferred class A stock 7,200,000,000 no-par-value shares authorized and 2,108,590,250 (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

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	(6,260)	(11,510)
Undistributed retained earnings	21,930	18,340
Unappropriated retained earnings	8,107	9,616
Total Company stockholders equity	**49,877**	**42,556**
Noncontrolling interests	**2,477**	**1,892**
Total stockholders equity	**52,354**	**44,448**
TOTAL	**89,056**	**79,931**

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)

	Three-month period ended (unaudited)			Six-month period ended (unaudited)	
	June 30, 2009	**March 31, 2009**	**June 30, 2008**	**June 30, 2009**	**June 30, 2008**
Operating revenues, net of discounts, freight, returns and allowances					
Sales of ores and metals	4,156	4,569	9,445	8,725	16,302
Aluminum products	468	442	728	910	1,374
Revenues from logistic services	281	199	462	480	824
Other products and services	179	211	262	390	445
	5,084	**5,421**	**10,897**	**10,505**	**18,945**
Taxes on revenues	(136)	(97)	(297)	(233)	(513)
Net operating revenues	**4,948**	**5,324**	**10,600**	**10,272**	**18,432**
Operating costs and expenses					
Cost of ores and metals sold	(2,295)	(2,169)	(3,834)	(4,464)	(7,274)
Cost of aluminum products	(529)	(452)	(561)	(981)	(1,054)
Cost of logistic services	(178)	(165)	(256)	(343)	(468)
Other	(133)	(114)	(112)	(247)	(209)
	(3,135)	**(2,900)**	**(4,763)**	**(6,035)**	**(9,005)**
Selling, general and administrative expenses	(230)	(233)	(344)	(463)	(666)
Research and development expenses	(265)	(189)	(269)	(454)	(459)
Other	(342)	(317)	11	(659)	(152)
	(3,972)	**(3,639)**	**(5,365)**	**(7,611)**	**(10,282)**
Operating income	**976**	**1,685**	**5,235**	**2,661**	**8,150**
Non-operating income (expenses)					
Financial income	93	125	23	218	78
Financial expenses	(293)	(287)	(349)	(580)	(909)
Gains (losses) on derivatives, net	873	18	655	891	361
Foreign exchange and indexation gains (losses), net	523	16	838	539	926
Gain on sale of investments	157			157	80
	1,353	**(128)**	**1,167**	**1,225**	**536**
Income before income taxes and equity results	**2,329**	**1,557**	**6,402**	**3,886**	**8,686**

Income taxes					
Current	(1,494)	(477)	(1,173)	(1,971)	(1,827)
Deferred	(130)	171	(333)	41	(37)
	(1,624)	**(306)**	**(1,506)**	**(1,930)**	**(1,864)**
Equity in results of affiliates, joint ventures and other investments	135	72	260	207	379
Net income	**840**	**1,323**	**5,156**	**2,163**	**7,201**
Net income (loss) attributable to noncontrolling interests	50	(40)	147	10	171
Net income attributable to Company s stockholders	**790**	**1,363**	**5,009**	**2,153**	**7,030**
Basic and diluted earnings per share attributable to Company s stockholders					
Earnings per preferred share	0.14	0.25	1.01	0.39	1.41
Earnings per common share	0.14	0.25	1.01	0.39	1.41
Earnings per prefered share linked to convertible mandatorily notes (*)	0.63	0.53	1.52	1.16	2.18
Earnings per common share linked to convertible mandatorily notes (*)	0.69	0.57	1.54	1.25	2.28

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

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

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

	Three-month period ended (unaudited)			Six-month period ended (unaudited)	
	June 30, 2009	March 31, 2009	June 30, 2008	June 30, 2009	June 30, 2008
Cash flows from operating activities:					
Net income	840	1,323	5,156	2,163	7,201
Adjustments to reconcile net income to cash from operations:					
Depreciation, depletion and amortization	643	559	760	1,202	1,526
Dividends received	106	37	223	143	271
Equity in results of affiliates, joint ventures and other investments	(135)	(72)	(260)	(207)	(379)
Deferred income taxes	130	(171)	333	(41)	37
Loss on disposal of property, plant and equipment	46	41	86	87	123
Gain on sale of investments	(157)			(157)	(80)
Foreign exchange and indexation losses (gains), net	(817)	(57)	(1,300)	(874)	(1,422)
Unrealized derivative losses (gains), net	(873)	(18)	(655)	(891)	(361)
Unrealized interest (income) expense, net	(54)	3	(45)	(51)	36
Others	(18)	(16)	(3)	(34)	(21)
Decrease (increase) in assets:					
Accounts receivable	271	391	(802)	662	(600)
Inventories	98	119	(283)	217	(347)
Recoverable taxes	1,275	(104)	32	1,171	(119)
Others	(8)	(77)	47	(85)	43
Increase (decrease) in liabilities:					
Suppliers	(227)	(103)	320	(330)	266
Payroll and related charges	62	(139)	177	(77)	(71)
Income taxes	(276)	216	750	(60)	32
Others	160	233	(455)	393	(646)
Net cash provided by operating activities	**1,066**	**2,165**	**4,081**	**3,231**	**5,489**
Cash flows from investing activities:					
Short-term investments	217	(909)		(692)	
Loans and advances receivable					
Related parties					
Loan proceeds	(38)	(23)	(34)	(61)	(34)

Repayments		7		7	25
Others	(14)	4	1	(10)	1
Judicial deposits	(34)	(19)	(2)	(53)	(36)
Investments	(291)	(138)	(11)	(429)	(24)
Additions to, property, plant and equipment	(2,008)	(1,688)	(2,105)	(3,696)	(3,730)
Proceeds from disposal of investments	277			277	134
Acquisition of subsidiaries, net of cash acquired	(300)	(850)		(1,150)	
Net cash used in investing activities	**(2,191)**	**(3,616)**	**(2,151)**	**(5,807)**	**(3,664)**
Cash flows from financing activities:					
Short-term debt, additions	351	103	209	454	1,010
Short-term debt, repayments	(342)	(74)	(449)	(416)	(1,121)
Loans					
Related parties					
Loan proceeds			3		21
Repayments	(155)	(68)	(2)	(223)	(4)
Issuances of long-term debt					
Third parties	296	185	236	481	1,566
Repayments of long-term debt					
Third parties	(52)	(110)	(647)	(162)	(752)
Treasury stock		(10)			
Dividends and interest attributed to Company s stockholders	(1,255)		(1,250)	(1,255)	(1,250)
Dividends and interest attributed to noncontrolling interest			(87)	(10)	(87)
Net cash provided by (used in) financing activities	**(1,157)**	**26**	**(1,987)**	**(1,131)**	**(617)**
Increase (decrease) in cash and cash equivalents	(2,282)	(1,425)	(57)	(3,707)	1,208
Effect of exchange rate changes on cash and cash equivalents	1,477	91	(53)	1,568	(100)
Cash and cash equivalents, beginning of period	8,997	10,331	2,264	10,331	1,046
Cash and cash equivalents, end of period	**8,192**	**8,997**	**2,154**	**8,192**	**2,154**
Cash paid during the period for:					
Interest on short-term debt			(5)		(10)
Interest on long-term debt	(311)	(277)	(357)	(588)	(636)
Income tax	(85)	(143)	(320)	(228)	(1,992)

Non-cash transactions					
Interest capitalized	50	65	14	115	31

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

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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)			Six-month period ended (unaudited)	
	June 30, 2009	**March 31, 2009**	**June 30, 2008**	**June 30, 2009**	**June 30, 2008**
Preferred class A stock (including twelve special shares)					
Beginning and end of the period	**9,727**	**9,727**	**4,953**	**9,727**	**4,953**
Common stock					
Beginning and end of the period	**15,262**	**15,262**	**7,742**	**15,262**	**7,742**
Treasury stock					
Beginning of the period	(1,151)	(1,141)	(389)	(1,141)	(389)
Acquisitions		(10)		(10)	
End of the period	**(1,151)**	**(1,151)**	**(389)**	**(1,151)**	**(389)**
Additional paid-in capital					
Beginning and end of the period	**393**	**393**	**498**	**393**	**498**
Mandatorily convertible notes common shares					
Beginning and end of the period	**1,288**	**1,288**	**1,288**	**1,288**	**1,288**
Mandatorily convertible notes preferred shares					
Beginning and end of the period	**581**	**581**	**581**	**581**	**581**
Other cumulative comprehensive (deficit) income					
Cumulative translation adjustments					
Beginning of the period	(11,597)	(11,493)	1,135	(11,493)	1,340
Change in the period	5,212	(104)	1,707	5,108	1,502
End of the period	**(6,385)**	**(11,597)**	**2,842**	**(6,385)**	**2,842**

Unrealized gain (loss) available-for-sale securities, net of tax					
Beginning of the period	113	17	205	17	211
Change in the period	(64)	96	(94)	32	(100)
End of the period	**49**	**113**	**111**	**49**	**111**
Surplus (deficit) accrued pension plan					
Beginning of the period	(82)	(34)	60	(34)	75
Change in the period	157	(48)	104	109	89
End of the period	**75**	**(82)**	**164**	**75**	**164**
Cash flow hedge					
Beginning of the period			2		29
Change in the period	1		6	1	(21)
End of the period	**1**		**8**	**1**	**8**
Total other cumulative comprehensive (deficit) income	**(6,260)**	**(11,566)**	**3,125**	**(6,260)**	**3,125**
Undistributed retained earnings					
Beginning of the period	18,513	18,340	15,508	18,340	15,317
Transfer from unappropriated retained earnings	3,417	173	1,513	3,590	1,704
End of the period	**21,930**	**18,513**	**17,021**	**21,930**	**17,021**
Unappropriated retained earnings					
Beginning of the period	10,780	9,616	3,435	9,616	1,631
Net income attributable to Company s stockholders	790	1,363	5,009	2,153	7,030
Interest on mandatorily convertible debt					
Preferred class A stock	(15)	(8)	(15)	(23)	(23)
Common stock	(31)	(18)	(30)	(49)	(48)
Appropriation to undistributed retained earnings	(3,417)	(173)	(1,513)	(3,590)	(1,704)
End of the period	**8,107**	**10,780**	**6,886**	**8,107**	**6,886**
Total Company stockholders equity	**49,877**	**43,827**	**41,705**	**49,877**	**41,705**

Noncontrolling interests					
Beginning of the period	2,085	1,892	2,140	**1,892**	**2,180**
Disposals and (acquisitions) of noncontrolling interests	29			29	
Cumulative translation adjustments	313	222	286	**535**	**235**
Cash flow hedge			6		**(16)**
Net income (loss) attributable to noncontrolling interests	50	(40)	147	**10**	**171**
Dividends and interest attributable to noncontrolling interests		(1)	(110)	**(1)**	**(110)**
Capitalization of stockholders advances		12	23	**12**	**32**
End of the period	**2,477**	**2,085**	**2,492**	**2,477**	**2,492**
Total stockholders equity	**52,354**	**45,912**	**44,197**	**52,354**	**44,197**
Number of shares:					
Preferred class A stock (including twelve special shares)	2,108,590,250	2,108,579,618	1,919,516,400	2,108,590,250	1,919,516,400
Common stock	3,256,724,482	3,256,724,482	2,999,797,716	3,256,724,482	2,999,797,716
Buy-backs					
Beginning of the period	(152,623,603)	(151,792,203)	(86,923,052)	(151,792,203)	(86,923,184)
Acquisitions		(831,400)		(831,400)	
Sales					132
End of the period	(152,623,603)	(152,623,603)	(86,923,052)	(152,623,603)	(86,923,052)
	5,212,691,129	5,212,680,497	4,832,391,064	5,212,691,129	4,832,391,064

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

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Notes to the Condensed Consolidated Financial Information
Expressed in millions of United States Dollars, unless otherwise stated

1 The Company and its operation

Vale S.A. formerly 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 June 30, 2009, our principal consolidated operating subsidiaries are the following:

Subsidiary	% ownership	% voting capital	Head office location	Principal activity
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	Kaolin
CVRD Overseas Ltd.	100.00	100.00	Cayman Islands	Trading
Diamond Coal Ltd.	100.00	100.00	Colombia	Coal
Ferrovia Centro-Atlântica S. A.	100.00	100.00	Brazil	Logistics
Pará Pigmentos S.A. (PPSA)	86.17	85.57	Brazil	Kaolin
PT International Nickel Indonesia Tbk (PT Inco)	61.16	61.16	Indonesia	Nickel
Rio Doce Manganése Norway RDMN	100.00	100.00	Norway	Ferroalloys
Vale Manganês S.A. (formely Rio Doce Manganês S.A.)	100.00	100.00	Brazil	Manganese and Ferroalloys
Vale Manganèse France (formely 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 some of our 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 June 30, 2009, March 31, 2009 and June 30, 2008 and for the six-month periods ended June 30, 2009 and 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 and six-month periods ended June 30, 2009, are not necessarily indicative of the actual results expected for the full fiscal year ending December 31, 2009.

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 June 30, 2009 and December 31, 2008, were R$1.9516 and R$2.3370, respectively.

The Company has performed an evaluation of subsequent events through July 29, 2009 which is the date the financial statements were issued.

4 Accounting pronouncements

(a) New accounting standards

In June 2009, the FASB issued SFAS 167, Amendments to FASB Interpretation No. 46(R) (SFAS 167). SFAS 167 changes how a company determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. It is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2009. Early application is not permitted. We are currently studying the effects of this pronouncement.

In June 2009, the FASB issued SFAS 166, Accounting for Transfers of Financial Assets , the Board s objective in issuing this Statement is to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets. This Statement shall be effective as of the beginning of each reporting entity s first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. Earlier application is prohibited. We are currently assessing the potential impact, if any, on our condensed financial statements.

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(b) Accounting standards recently adopted

From 2009, we fully adopted the accounting standards addressed by the following pronouncements:
SFAS 165, Subsequent Events (SFAS 165). This statement establishes general standards of accounting for and disclosures of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. In particular, this statement sets forth (1) the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements; (2) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements; and (3) the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. SFAS 165 is effective for interim or annual periods ending after June 15, 2009. The Company already adopts this statement.

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. The required information is disclosed in Note 18 (d).

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, retroactive 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. Cash payment was made during the quarter ending June 30, 2009.

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.

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

	Preliminary Valuation
Purchase price	300
Book value of assets acquired	(112)
Adjustment to fair value of property, plant and equipment	**188**

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 closing 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.

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

	Preliminary Valuation
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	**753**

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

(c) Other transactions

In April 2009, we concluded the sale of all common shares we held in, Usiminas Siderúrgicas de Minas Gerais S.A. Usiminas, for US$273 generating a gain of US$153.

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.

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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:

	Three-month period ended (unaudited)								
	June 30, 2009			March 31, 2009			June 30, 2008		
	Brazil	**Foreign**	**Total**	**Brazil**	**Foreign**	**Total**	**Brazil**	**Foreign**	**Total**
Income before income taxes, equity results and noncontrolling interests	**5,302**	**(2,973)**	**2,329**	**1,409**	**148**	**1,557**	**4,067**	**2,335**	**6,402**
Tax at Brazilian composite rate	(1,803)	1,011	(792)	(479)	(50)	(529)	(1,383)	(794)	(2,177)
Adjustments to derive effective tax rate:									
Tax benefit on interest attributed to stockholders							7		7
Difference on tax rates of foreign income		338	338		154	154		602	602
Exchange gains/losses not taxable		(1,279)	(1,279)		(9)	(9)		(287)	(287)
Tax incentives	59		59	18		18	72		72
Tax deductible amortization of goodwill	23		23	20		20			
Other non-taxable, income/non deductible expenses	62	(35)	27	(3)	43	40	358	(81)	277
Income taxes per consolidated statements of income	**(1,659)**	**35**	**(1,624)**	**(444)**	**138**	**(306)**	**(946)**	**(560)**	**(1,506)**

	Six-month period ended (unaudited)					
	June 30, 2009			June 30, 2008		
	Brazil	**Foreign**	**Total**	**Brazil**	**Foreign**	**Total**
Income before income taxes, equity results and noncontrolling interests	**6,711**	**(2,825)**	**3,886**	**4,589**	**4,097**	**8,686**
Tax at Brazilian composite rate	(2,282)	961	(1,321)	(1,560)	(1,393)	(2,953)
Adjustments to derive effective tax rate:						
Tax benefit on interest attributed to stockholders				176		176
Difference on tax rates of foreign income		492	492		860	860
Exchange gains/losses not taxable		(1,288)	(1,288)		(307)	(307)

Tax incentives	77		77	87		87
Tax deductible amortization of goodwill	43		43	53		53
Other non-taxable, income/non deductible expenses	59	8	67	246	(26)	220
Income taxes per consolidated statements of income	**(2,103)**	**173**	**(1,930)**	**(998)**	**(866)**	**(1,864)**

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.

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:

	June 30, 2009 (unaudited)	December 31, 2008
Beginning of the period	**657**	**1,046**
Increase resulting from tax positions taken	21	103
Decrease resulting from tax positions taken	(1)	(261)
Changes in tax legislation		2
Cumulative translation adjustments	84	(233)
End of the period	**761**	**657**

7 Cash and cash equivalents

	June 30, 2009 (unaudited)	December 31, 2008
Cash	503	767
Short-term investments	7,689	9,564
	8,192	**10,331**

All the above mentioned short term investments are done through the use of low risk fixed income securities, in a way that: the ones denominated in Brazilian Reais are concentrated on investments indexed to CDI, and the ones denominated in US dollars are mainly time deposits.

8 Short-term investments

	June 30, 2009 (unaudited)	December 31, 2008
Time deposit (*)	3,000	2,308

(*) Also represent low risk investments with original due date over 90 days.

9 Inventories

	June 30, 2009 (unaudited)	December 31, 2008
Finished products		
Nickel (co-products and by-products)	1,448	1,514
Iron ore and pellets	838	728
Manganese and ferroalloys	158	199
Aluminum products	129	150
Kaolin	35	40
Copper concentrate	18	26
Coal	57	43
Others	146	80
Spare parts and maintenance supplies	1,206	1,116
	4,035	**3,896**

At June 30, 2009, no adjustments were required, to reduce inventories to its market values (US$77 were adjusted in December 31, 2008).

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10 Investments in affiliated companies and joint ventures

	June 30, 2009				Investments		Equity in earnings (losses) of investee adjustments					Dividends re		
							Three-month period ended (unaudited)			Six-month period ended (unaudited)		Three-month period ended (unaudited)		
	Participation in capital (%)		Net equity	Net income (loss) for the period	June 30, 2009 (unaudited)	December 31, 2008	June 30, 2009	March 31, 2009	June 30, 2008	June 30, 2009	June 30, 2008	June 30, 2009	March 31, 2009	June 30, 2008
	Voting	Total												
Nipo-Brasileira de Pelotização (1)	51.11	51.00	273	15	139	110	3	5	34	8	30		20	
Hispano Brasileira de Pelotização RÁS (1)	51.00	50.89	104	(15)	53	73	(5)	(3)	33	(8)	35			
Coreano-Brasileira de Pelotização) (1)	50.00	50.00	162	29	81	55	3	11	19	14	21			
talo Brasileira de Pelotização) (1)	51.00	50.90	143	6	73	58		3	1	3	2			
ra Geral S.A. MSG	50.00	50.00	53	2	26	21	1			1	1			
Mineração S.A. SAMARCO (2)	50.00	50.00	1,076	264	593	412	90	42	148	132	196	50		138
eração S.A. BAOVALE	50.00	50.00	53		26	26	(1)	(3)	1	(4)	3			
Pellet e Co.,Ltd. ZHUHAI	25.00	25.00	42	(6)	11	13	2	(4)		(2)				
					1,002	**768**	**93**	**51**	**236**	**144**	**288**	**50**	**20**	**138**
gística Intermodal S.A.	31.33	31.33	333	5	112	94		2	6	2	11	3		3
ca S.A.	37.86	41.50	898	104	372	326	24	19	(47)	43	(18)	33		34
					484	**420**	**24**	**21**	**(41)**	**45**	**(7)**	**36**		**37**
eel Industries Inc. CSI	50.00	50.00	296	(24)	148	160	(1)	(11)	22	(12)	28			
RUPP CSA Companhia Cost $595) (5)	10.53	10.53			682	443								
úrgicas de Minas Gerais S.A. (4)						164	7		10	7	10	7		10
					830	**767**	**6**	**(11)**	**32**	**(5)**	**38**	**7**		**10**

io do Norte S.A. MRN	40.00	40.00	362	31	146	140	13	(1)	8	12	22	13	17	38
					146	**140**	**13**	**(1)**	**8**	**12**	**22**	**13**	**17**	**38**
yu Resources Co. Ltd	25.00	25.00	829	125	207	176	13	18	19	31	36			
ankuang International Company	25.00	25.00	(2)	(46)	(1)	11	(5)	(7)	1	(12)				
					206	**187**	**8**	**11**	**20**	**19**	**36**			
s Incorpored (3)	50.00	50.00	177	(18)	88		(9)			(9)				
					88		**(9)**			**(9)**				
rces Inc (cost $24) -sale					3	2								
ckel Ltd (cost $25) -sale					24	8								
erals (cost $17) available for sale					23	9								
l Corp					21	21		1		1				
iable-for-sale					17	13								
					88	**53**		**1**		**1**				
tes and joint ventures					**124**	**73**			**5**		**2**			
					124	**73**			**5**		**2**			
					1,482	**1,220**	**18**		**65**	**18**	**98**	**20**	**17**	**48**
					2,968	**2,408**	**135**	**72**	**260**	**207**	**379**	**106**	**37**	**223**

(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$55 in June, 2009 and US$46 in December, 2008;

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

(4) Sold in April, 2009, equity refers to dividends received;

(5) See Note 21

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11 Short-term debt

Short-term borrowings outstanding on June 30, 2009 are from commercial banks for export financing denominated in U.S. Dollars, with average annual interest rates of 0.81%.

12 Long-term debt

	Current liabilities		**Long-term liabilities**	
	June 30, 2009 (unaudited)	**December 31, 2008**	**June 30, 2009 (unaudited)**	**December 31, 2008**
Foreign debt				
Loans and financing denominated in the following currencies:				
U.S. Dollars	204	210	5,809	5,905
Others	25	23	185	167
Fixed Rate Notes U.S. Dollar denominated			6,501	6,510
Debt securities export sales (*) U.S. Dollar denominated	56	55	122	149
Perpetual notes			83	83
Accrued charges	180	217		
	465	**505**	**12,700**	**12,814**
Brazilian debt				
Brazilian Reais indexed to Long-Term Interest Rate TJLP/CDI and General Price Index-Market (IGPM)	52	33	2,653	1,990
Basket of currencies	2	1	4	4
Non-convertible debentures			3,075	2,562
U.S. Dollars Denominated			394	165
Accrued charges	91	94		
	145	**128**	**6,126**	**4,721**
Total	**610**	**633**	**18,826**	**17,535**

(*) Secured by receivables from future export sales.

The long-term portion at June 30, 2009 falls due as follows:

2010	2,280
2011	2,636
2012	1,175
2013	2,957
2014 and thereafter	9,438
No due date (Perpetual notes and non-convertible debentures)	340

	18,826

At June 30, 2009 annual interest rates on long-term debt were as follows:

Up to 3%	6,125
3.1% to 5%	353
5.1% to 7% (*)	5,816
7.1% to 9% (*)	2,520
9.1% to 11%	3,466
Over 11% (*)	1,072
Variable (Perpetual notes)	84
	19,436

(*) 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$5,406 of which US$4,363 has original interest rate above 9%. The average cost after taking into account the derivative

transactions is
4.72%.

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

	Three-month period ended		
	June 30, 2009	March 31, 2009	June 30, 2008
TJLP Long-Term Interest Rate (effective rate)	1.6	1.5	1.5
IGP-M General Price Index Market	(0.3)	(0.9)	4.3
Appreciation (Devaluation) of Real against U.S. Dollar	18.6	0.9	9.9

In January 2008 we entered into a trade finance agreement with a Brazilian bank in the amount of US$1,024 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 June 30, 2009, Vale had drawn down US$587 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 June 30, 2009, the total amount available under revolving credit lines was US$1,900, of which US$1,150 was granted to Vale International and the balance to Vale Inco. As of June 30, 2009, neither Vale International nor Vale Inco had drawn any amounts under these facilities.

Through June 30, 2009, Vale Inco had drawn down US$91 of letters of credit.

At June 30, 2009 the U.S. Dollar denominated fixed rate notes of US$6,501 (December 31, 2008 US$6,510) and other debt of US$12,436 (December 31, 2008 US$11,102) are unsecured. The export securitization of US$180 (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$46 (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$273 (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 June 30, 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, 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 were effective at the starting of trading on Monday, May 4, 2009.

In April 2009 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.

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Basic and diluted earnings per share

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

	Three-month period ended (unaudited)			Six-month period ended (unaudited)	
	June 30, 2009	March 31, 2009	June 30, 2008	June 30, 2009	June 30, 2008
Net income attributable to Company s stockholders	**790**	**1,363**	**5,009**	**2,153**	**7,030**
Interest attributed to preferred convertible notes	(15)	(8)	(15)	(23)	(23)
Interest attributed to common convertible notes	(31)	(18)	(30)	(49)	(48)
Net income for the period adjusted	744	1,337	4,964	2,081	6,959
Basic and diluted earnings per share					
Income available to preferred stockholders	285	512	1,906	797	2,672
Income available to common stockholders	447	803	2,970	1,250	4,163
Income available to convertible notes linked to preferred shares	4	8	31	12	43
Income available to convertible notes linked to common shares	8	14	57	22	81
Weighted average number of shares outstanding (thousands of shares) preferred shares	2,030,954	2,031,027	1,889,175	2,030,805	1,889,173
Weighted average number of shares outstanding (thousands of shares) common shares	3,181,727	3,181,732	2,943,216	3,181,715	2,943,216
Treasury preferred shares linked to mandatorily convertible notes	30,295	30,295	30,295	30,295	30,295
Treasury common shares linked to mandatorily convertible notes	56,582	56,582	56,582	56,582	56,582
Total	**5,299,558**	**5,299,636**	**4,919,268**	**5,299,397**	**4,919,266**
Earnings per preferred share	0.14	0.25	1.01	0.39	1.41
Earnings per common share	0.14	0.25	1.01	0.39	1.41
Earnings per convertible notes linked to preferred share (*)	0.63	0.53	1.52	1.16	2.18
Earnings per convertible notes linked to common share (*)	0.69	0.57	1.54	1.25	2.28

(*) 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:

	Three-month period ended (unaudited)			Six-month period ended (unaudited)	
	June 30, 2009	March 31, 2009	June 30, 2008	June 30, 2009	June 30, 2008
Income available to preferred stockholders	304	528	1,952	832	2,738
Income available to common stockholders	486	835	3,057	1,321	4,292
Weighted average number of shares outstanding (thousands of shares) preferred shares	2,061,249	2,061,322	1,919,470	2,061,100	1,919,468
Weighted average number of shares outstanding (thousands of shares) common shares	3,238,309	3,238,314	2,999,798	3,238,297	2,999,798
Earnings per preferred share	0.15	0.26	1.02	0.40	1.43
Earnings per common share	0.15	0.26	1.02	0.40	1.43

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14 Other cumulative comprehensive income (deficit)

	Three-month period ended (unaudited)			Six-month period ended (unaudited)	
	June 30, 2009	March 31, 2009	June 30, 2008	June 30, 2009	June 30, 2008
Comprehensive income (deficit) is comprised as follows:					
Net income attributable to Company s stockholders	790	1,363	5,009	2,153	7,030
Cumulative translation adjustments	5,212	(104)	1,707	5,108	1,502
Unrealized gain (loss) available-for-sale securities, net of tax	(64)	96	(94)	32	(100)
Surplus (deficit) accrued pension plan	157	(48)	104	109	89
Cash flow hedge	1		6	1	(21)
Noncontrolling interests:					
Disposals and (acquisitions) of noncontrolling interests	29			29	
Cumulative translation adjustments	313	222	286	535	235
Cash flow hedge			6		(16)
Net income (loss) attributable to noncontrolling interests	50	(40)	147	10	171
Dividends and interest attributable to noncontrolling interests		(1)	(110)	(1)	(110)
Capitalization of stockholders advances		12	23	12	32
Total comprehensive income (deficit)	**6,488**	**1,500**	**7,084**	**7,988**	**8,812**
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	64	173	152	64	152
Tax (expense) benefit	(15)	(60)	(41)	(15)	(41)
Net balance as of the period end	49	113	111	49	111
Surplus accrued pension plan					
Gross balance as of the period end	143	(93)	289	143	289
Tax (expense) benefit	(68)	11	(125)	(68)	(125)
Net balance as of the period end	75	(82)	164	75	164

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 June 30, 2009, total contributions of US$153 had been made. We do not expect any significant change in our previous estimate.

	Three-month period ended (unaudited) June 30, 2009		
	Overfunded pension plans	**Underfunded pension plans**	**Underfunded other benefits**
Service cost benefits earned during the period	3	11	4
Interest cost on projected benefit obligation	71	60	20
Expected return on assets	(98)	(49)	
Amortization of initial transition obligation	3		
Net deferral		1	(6)
Net periodic pension cost	**(21)**	**23**	**18**

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