

Vale S.A.  
Form 6-K  
October 30, 2014  
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**United States  
Securities and Exchange Commission**

Washington, D.C. 20549

**FORM 6-K**

**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the  
Securities Exchange Act of 1934**

**For the month of**

**October, 2014**

**Vale S.A.**

**Avenida Graça Aranha, No. 26  
20030-900 Rio de Janeiro, RJ, Brazil**

(Address of principal executive office)

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

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

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

(Check One) Yes  No

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

(Check One) Yes  No

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

(Check One) Yes  No

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

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**Interim Financial Statements**

**September 30, 2014**

**BR GAAP**

Filed with the CVM, SEC and HKEx on

October 30, 2014



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Vale S.A.

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**Report on the review of quarterly information - ITR**

(A free translation of the original report in Portuguese, as filed with the Brazilian Securities and Exchange Commission (CVM), prepared in accordance with the accounting practices adopted in Brazil, rules of the CVM and of the International Financial Reporting Standards - IFRS)

To

The Board of Directors and Stockholders of

Vale S.A.

Rio de Janeiro - RJ

**Introduction**

We have reviewed the individual and consolidated interim accounting information of Vale S.A. ( the Company ), included in the quarterly information form - ITR for the quarter ended September 30, 2014, which comprises the balance sheet as of September 30, 2014 and the respective statements of income and comprehensive income for the three and nine-month periods ended on September 30, 2014 and the respective statements of changes in stockholders' equity and of cash flows for the nine-month period then ended, including the explanatory notes.

The Company's Management is responsible for the preparation of the individual interim accounting information in accordance with the Accounting Pronouncement CPC 21(R1) - Interim Statement and consolidated interim accounting information in accordance with CPC 21(R1) and the international accounting rule IAS 34 - Interim Financial Reporting, issued by the IASB, as well as the presentation of these information in accordance with the standards issued by the Brazilian Securities and Exchange Commission (CVM), applicable to the preparation of quarterly information - ITR. Our responsibility is to express our conclusion on this interim accounting information based on our review.

**Scope of the review**

We conducted our review in accordance with Brazilian and International Interim Information Review Standards (*NBC TR 2410 - Revisão de Informações Intermediárias Executada pelo Auditor da Entidade* and ISRE 2410 - Review of Interim Financial Information Performed by the Independent Auditor of the Entity, respectively). A review of interim information consists of making inquiries primarily of the management

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responsible for financial and accounting matters and applying analytical procedures and other review procedures. The scope of a review is significantly less than an audit conducted in accordance with auditing standards and, accordingly, it did not enable us to obtain assurance that we were aware of all the material matters that would have been identified in an audit. Therefore, we do not express an audit opinion.

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**Conclusion on the individual interim accounting information**

Based on our review, we are not aware of any fact that might lead us to believe that the individual interim accounting information included in the aforementioned quarterly information was not prepared, in all material respects, in accordance with CPC 21(R1), applicable to the preparation of the quarterly review - ITR, and presented in accordance with the standards issued by the Brazilian Securities and Exchange Commission.

**Conclusion on the consolidated interim accounting information**

Based on our review, we are not aware of any fact that might lead us to believe that the consolidated interim accounting information included in the aforementioned quarterly information was not prepared, in all material respects, in accordance with CPC 21(R1) and IAS 34, applicable to the preparation of the quarterly review - ITR, and presented in accordance with the standards issued by the Brazilian Securities and Exchange Commission.

**Other matters**

*Statements of added value*

We have also reviewed the individual and consolidated interim information of added value for the nine-month period ended September 30, 2014, prepared under the responsibility of the Company's Management, for which presentation is required in the interim information in accordance with the standards issued by the CVM applicable to the preparation of quarterly information - ITR, and considered as supplementary information by IFRS, which does not require the presentation of the statements of added value. These statements were submitted to the same review procedures described previously and, based on our review, we are not aware of any fact that might lead us to believe that they were not prepared, in all material respects, in accordance with the individual and consolidated interim accounting information, taken as a whole.

*Previous year and quarters accounting information*

The individual and consolidated interim accounting information corresponding to the year ended December 31, 2013 and to the quarter ended September 30, 2013 presented for comparison purposes, were previously audited and reviewed by other independent auditors who issued reports dated February 26, 2014 and November 6, 2013, respectively, without any change.



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Rio de Janeiro, October 27, 2014

KPMG Auditores Independentes

CRC SP-014428/O-6 F-RJ

*(Original report in portuguese signed by)*

Manuel Fernandes Rodrigues de Sousa

Accountant CRC RJ-052.428/O-2

Table of Contents**Condensed Balance Sheet**

In millions of Brazilian Reais

	Notes	Consolidated September 30, 2014 (unaudited)	December 31, 2013	Parent Company September 30, 2014 (unaudited)	December 31, 2013
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	8	19,319	12,465	3,902	3,635
Short-term investments		1,103	8		8
Derivative financial instruments	24	353	471	316	378
Accounts receivable	9	8,232	13,360	27,868	14,167
Related parties	31	700	611	1,235	1,684
Inventories	10	11,829	9,662	3,792	3,287
Prepaid income taxes		2,750	5,563	2,493	4,629
Recoverable taxes	11	4,500	3,698	2,578	2,295
Advances to suppliers		362	292	185	130
Others		1,482	2,151	783	898
		<b>50,630</b>	<b>48,281</b>	<b>43,152</b>	<b>31,111</b>
<b>Non-current assets held for sale and discontinued operations</b>					
	6	1,494	8,822	1,494	7,051
		<b>52,124</b>	<b>57,103</b>	<b>44,646</b>	<b>38,162</b>
<b>Non-current assets</b>					
Related parties	31	456	253	904	864
Loans and financing agreements receivable		602	564	102	192
Judicial deposits	18	3,706	3,491	3,093	2,888
Recoverable income taxes		1,049	899		
Deferred income taxes	20	10,552	10,596	7,405	7,418
Recoverable taxes	11	961	668	569	258
Derivative financial instruments	24	284	329	20	
Deposit on incentive and reinvestment		158	447	130	418
Others		3,439	1,730	199	159
		<b>21,207</b>	<b>18,977</b>	<b>12,422</b>	<b>12,197</b>

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Investments	12	11,420	8,397	122,716	123,370
Intangible assets, net	13	16,916	16,096	16,493	15,636
Property, plant and equipment, net	14	199,428	191,308	77,368	70,705
		<b>248,971</b>	<b>234,778</b>	<b>228,999</b>	<b>221,908</b>
<b>Total</b>		<b>301,095</b>	<b>291,881</b>	<b>273,645</b>	<b>260,070</b>

Table of Contents**Condensed Balance Sheet**

In millions of Brazilian Reais

(continued)

	Notes	Consolidated September 30, 2014 (unaudited)	December 31, 2013	Parent Company September 30, 2014 (unaudited)	December 31, 2013
<b>Liabilities</b>					
<b>Current liabilities</b>					
Suppliers and contractors		9,968	8,837	5,206	3,640
Payroll and related charges		2,915	3,247	1,976	2,228
Derivative financial instruments	24	1,706	556	1,112	435
Loans and financing	16	5,004	4,158	3,471	3,181
Related parties	31	320	479	7,456	6,453
Income Taxes Settlement Program	19	1,184	1,102	1,160	1,079
Taxes and royalties payable		1,490	766	609	356
Provision for income taxes		868	886		
Employee postretirement obligations	21(a)	239	227	63	52
Asset retirement obligations	17	349	225	89	90
Others		1,441	985	484	756
		<b>25,484</b>	<b>21,468</b>	<b>21,626</b>	<b>18,270</b>
Liabilities directly associated with non-current assets held for sale and discontinued operation	6		1,050		
		<b>25,484</b>	<b>22,518</b>	<b>21,626</b>	<b>18,270</b>
<b>Non-current liabilities</b>					
Derivative financial instruments	24	3,205	3,496	2,954	3,188
Loans and financing	16	66,777	64,819	35,011	32,896
Related parties	31	275	11	34,579	32,013
Employee postretirement obligations	21(a)	4,852	5,148	454	464
Provisions for litigation	18	3,338	2,989	2,372	2,008
Income taxes Settlement program	19	15,491	15,243	15,174	14,930
Deferred income taxes	20	7,977	7,562		
Asset retirement obligations	17	6,259	5,969	1,973	1,856

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Participative stockholders debentures	30(b)	4,934	4,159	4,934	4,159
Redeemable noncontrolling interest		624	646		
Gold stream transaction	29	3,556	3,508		
Others		2,968	3,692	2,363	1,940
		<b>120,256</b>	<b>117,242</b>	<b>99,814</b>	<b>93,454</b>
<b>Total liabilities</b>		<b>145,740</b>	<b>139,760</b>	<b>121,440</b>	<b>111,724</b>
<b>Stockholders equity</b>	25				
Preferred class A stock - 7,200,000,000 no-par-value shares authorized and 2,027,127,718 (in 2013 - 2,108,579,618) issued		29,879	29,475	29,879	29,475
Common stock - 3,600,000,000 no-par-value shares authorized and 3,217,188,402 (in 2013 - 3,256,724,482) issued		47,421	45,525	47,421	45,525
Treasury stock - 59,405,792 (in 2013 - 140,857,692) preferred and 31,535,402 (in 2013 - 71,071,482) common shares		(2,746)	(7,838)	(2,746)	(7,838)
Results from operations with noncontrolling stockholders		(840)	(840)	(840)	(840)
Results on conversion of shares		50	50	50	50
Unrealized fair value gain (losses)		(2,695)	(2,815)	(2,695)	(2,815)
Cumulative translation adjustments		18,183	15,527	18,183	15,527
Retained earnings and revenue reserves		62,953	69,262	62,953	69,262
<b>Total company stockholders equity</b>		<b>152,205</b>	<b>148,346</b>	<b>152,205</b>	<b>148,346</b>
Noncontrolling stockholders interests		3,150	3,775		
<b>Total stockholders equity</b>		<b>155,355</b>	<b>152,121</b>	<b>152,205</b>	<b>148,346</b>
<b>Total liabilities and stockholders equity</b>		<b>301,095</b>	<b>291,881</b>	<b>273,645</b>	<b>260,070</b>

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

Table of Contents**Condensed Consolidated Statement of Income**

In millions of Brazilian Reais, except as otherwise stated

	Notes	(unaudited)			
		Three-month period ended September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
<b>Continuing operations</b>					
Net operating revenue	26	20,630	28,191	65,123	71,526
Cost of goods sold and services rendered	27(a)	(14,810)	(14,292)	(41,548)	(37,332)
<b>Gross profit</b>		<b>5,820</b>	<b>13,899</b>	<b>23,575</b>	<b>34,194</b>
<b>Operating (expenses) income</b>					
Selling and administrative expenses	27(b)	(621)	(683)	(1,816)	(2,031)
Research and evaluation expenses		(442)	(461)	(1,141)	(1,123)
Pre operating and stoppage operation		(644)	(1,273)	(1,819)	(2,973)
Other operating expenses, net	27(c)	(398)	(612)	(1,268)	(1,339)
		<b>(2,105)</b>	<b>(3,029)</b>	<b>(6,044)</b>	<b>(7,466)</b>
Impairment of non-current assets				(1,730)	
<b>Operating income</b>		<b>3,715</b>	<b>10,870</b>	<b>15,801</b>	<b>26,728</b>
Financial income	28	2,576	921	8,408	3,940
Financial expenses	28	(10,366)	(2,171)	(15,999)	(12,866)
Equity results from associates and joint ventures	12	74	293	1,075	739
Results on sale or disposal of investments from associates and joint ventures		(100)		(139)	
<b>Net income (loss) before income taxes</b>		<b>(4,101)</b>	<b>9,913</b>	<b>9,146</b>	<b>18,541</b>
<b>Income taxes</b>					
	20				
Current tax		138	(3,215)	(3,282)	(5,939)
Deferred tax		612	1,168	(541)	2,207
		<b>750</b>	<b>(2,047)</b>	<b>(3,823)</b>	<b>(3,732)</b>
<b>Net income (loss) from continuing operations</b>		<b>(3,351)</b>	<b>7,866</b>	<b>5,323</b>	<b>14,809</b>
Net income (loss) attributable to noncontrolling interests		30	(112)	(392)	(294)
<b>Net income (loss) attributable to the Company's stockholders</b>		<b>(3,381)</b>	<b>7,978</b>	<b>5,715</b>	<b>15,103</b>
<b>Discontinued Operations</b>					
Loss from discontinued operations			(29)		(121)
			<b>(29)</b>		<b>(121)</b>

**Net loss attributable to the Company's stockholders**

<b>Net income (loss)</b>	<b>(3,351)</b>	<b>7,837</b>	<b>5,323</b>	<b>14,688</b>
Net income (loss) attributable to noncontrolling interests	30	(112)	(392)	(294)
<b>Net income (loss) attributable to the Company's stockholders</b>	<b>(3,381)</b>	<b>7,949</b>	<b>5,715</b>	<b>14,982</b>

**Earnings per share attributable to the Company's stockholders:**

<b>Basic and diluted earnings per share:</b>	25(c)			
Preferred share (in Brazilian reais)	(0.66)	1.54	1.11	2.91
Common share (in Brazilian reais)	(0.66)	1.54	1.11	2.91

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

Table of Contents**Condensed Statement of Income of Parent Company**

In millions of Brazilian Reais, except as otherwise stated

	Notes	(unaudited)			
		Three-month period ended September 30, 2014	September 30, 2013	Nine-month period ended September 30, 2014	September 30, 2013
Net operating revenue		12,144	17,001	41,878	45,567
Cost of goods sold and services rendered	27(a)	(6,612)	(6,203)	(18,499)	(15,987)
<b>Gross profit</b>		<b>5,532</b>	<b>10,798</b>	<b>23,379</b>	<b>29,580</b>
<b>Operating (expenses) income</b>					
Selling and administrative expenses	27(b)	(357)	(400)	(980)	(1,163)
Research and evaluation expenses		(284)	(263)	(664)	(642)
Pre operating and stoppage operation		(121)	(294)	(316)	(823)
Equity results from subsidiaries	12	(2,796)	1,614	(7,480)	660
Other operating expenses, net	27(c)	(56)	(458)	(829)	(813)
		<b>(3,614)</b>	<b>199</b>	<b>(10,269)</b>	<b>(2,781)</b>
Gain (loss) on measurement or sale of non-current assets			(131)		(131)
<b>Operating income</b>		<b>1,918</b>	<b>10,866</b>	<b>13,110</b>	<b>26,668</b>
Financial income	28	1,923	205	7,238	3,077
Financial expenses	28	(8,250)	(1,809)	(12,910)	(11,535)
Equity results from associates and joint ventures	12	74	293	1,075	739
Results on sale or disposal of investments from associates and joint ventures		(100)		(139)	
<b>Net income (loss) before income taxes</b>		<b>(4,435)</b>	<b>9,555</b>	<b>8,374</b>	<b>18,949</b>
<b>Income taxes</b>					
	20				
Current tax		393	(3,000)	(2,582)	(5,463)
Deferred tax		661	1,394	(77)	1,496
		<b>1,054</b>	<b>(1,606)</b>	<b>(2,659)</b>	<b>(3,967)</b>
<b>Net income (loss) attributable to the Company's stockholders</b>		<b>(3,381)</b>	<b>7,949</b>	<b>5,715</b>	<b>14,982</b>
<b>Earnings per share attributable to the Company's stockholders:</b>					
<b>Basic and diluted earnings per share:</b>					
	25(c)				
Preferred share (in Brazilian reais)		(0.66)	1.54	1.11	2.91
Common share (in Brazilian reais)		(0.66)	1.54	1.11	2.91



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

Table of Contents**Condensed Statement of Comprehensive Income**

In millions of Brazilian Reais

	Consolidated (unaudited)			
	Three-month period ended September 30, 2014	September 30, 2013	Nine-month period ended September 30, 2014	September 30, 2013
<b>Net income (loss)</b>	<b>(3,351)</b>	<b>7,837</b>	<b>5,323</b>	<b>14,688</b>
<b>Other comprehensive income</b>				
<b>Item that will not be reclassified subsequently to income</b>				
<b>Retirement benefit obligations</b>				
Gross balance for the period	10	210	248	(118)
Effect of taxes	(8)	(70)	(54)	54
Equity results from associates and joint ventures, net taxes			3	
	<b>2</b>	<b>140</b>	<b>197</b>	<b>(64)</b>
<b>Total items that will not be reclassified subsequently to income</b>	<b>2</b>	<b>140</b>	<b>197</b>	<b>(64)</b>
<b>Item that will be reclassified subsequently to income</b>				
<b>Cumulative translation adjustments</b>				
Gross balance for the period	<b>8,250</b>	<b>516</b>	<b>2,778</b>	<b>5,905</b>
<b>Unrealized loss on available-for-sale investments</b>				
Gross balance for the period	(8)	113	(8)	(469)
Transfer results realized to the net income	8		8	
		<b>113</b>		<b>(469)</b>
<b>Cash flow hedge</b>				
Gross balance for the period	(127)	141	18	(97)
Effect of taxes	4	(17)	(4)	14
Equity results from associates and joint ventures, net taxes	5	2	11	(3)
Transfer of realized results to income, net of taxes	(27)	(48)	(98)	(49)
	<b>(145)</b>	<b>78</b>	<b>(73)</b>	<b>(135)</b>
<b>Total items that will be reclassified subsequently to income</b>	<b>8,105</b>	<b>707</b>	<b>2,705</b>	<b>5,301</b>
<b>Total comprehensive income</b>	<b>4,756</b>	<b>8,684</b>	<b>8,225</b>	<b>19,925</b>
Comprehensive income attributable to noncontrolling interests	347	(109)	(266)	(116)
<b>Comprehensive income attributable to the Company's stockholders</b>	<b>4,409</b>	<b>8,793</b>	<b>8,491</b>	<b>20,041</b>

Parent company (unaudited)

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	Three-month period ended		Nine-month period ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
<b>Net income (loss)</b>	<b>(3,381)</b>	<b>7,949</b>	<b>5,715</b>	<b>14,982</b>
<b>Other comprehensive income</b>				
<b>Item that will not be reclassified subsequently to income</b>				
<b>Retirement benefit obligations</b>				
Gross balance for the period	(62)	(27)	(189)	(492)
Effect of taxes	21	9	64	166
Equity results from entities, net taxes	43	158	322	262
	<b>2</b>	<b>140</b>	<b>197</b>	<b>(64)</b>
<b>Total items that will not be reclassified subsequently to income</b>	<b>2</b>	<b>140</b>	<b>197</b>	<b>(64)</b>
<b>Item that will be reclassified subsequently to income</b>				
<b>Cumulative translation adjustments</b>				
Gross balance for the period	7,933	513	2,652	5,727
<b>Unrealized loss on available-for-sale investments</b>				
Equity results from entities, net taxes		113		(469)
<b>Cash flow hedge</b>				
Equity results from entities, net taxes	(145)	78	(73)	(146)
Transfer of realized results to income, net of taxes				11
	<b>(145)</b>	<b>78</b>	<b>(73)</b>	<b>(135)</b>
<b>Total items that will be reclassified subsequently to income</b>	<b>7,788</b>	<b>704</b>	<b>2,579</b>	<b>5,123</b>
<b>Total comprehensive income</b>	<b>4,409</b>	<b>8,793</b>	<b>8,491</b>	<b>20,041</b>

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

Table of Contents**Condensed Statement of Changes in Stockholders' Equity**

In millions of Brazilian Reals

	Nine-month period ended									
	Capital	Results on conversion of shares	Results from operation with noncontrolling stockholders	Revenue reserves	Treasury stock	Unrealized fair value gain (losses)	Cumulative translation adjustments	Retained earnings	Total Company stockholders' equity	Noncontrolling stockholders' interests
<b>December 31, 2012</b>	<b>75,000</b>	<b>50</b>	<b>(840)</b>	<b>78,450</b>	<b>(7,838)</b>	<b>(4,176)</b>	<b>9,002</b>	<b>16</b>	<b>149,664</b>	<b>3,245</b>
<b>Net income</b>								<b>14,982</b>	<b>14,982</b>	<b>(294)</b>
<b>Other comprehensive income:</b>										
Retirement benefit obligations						(64)			(64)	
Cash flow hedge						(135)			(135)	
Unrealized fair value results						(469)			(469)	
Translation adjustments						(250)	5,977		5,727	178
<b>Contribution and distribution to stockholders:</b>										
Capitalization of noncontrolling stockholders advances										13
Redeemable noncontrolling stockholders interest										125
Dividends to noncontrolling stockholders										(132)
Dividends and interest on capital to Company's stockholders								(4,453)	(4,453)	
	<b>75,000</b>	<b>50</b>	<b>(840)</b>	<b>78,450</b>	<b>(7,838)</b>	<b>(5,094)</b>	<b>14,979</b>	<b>10,545</b>	<b>165,252</b>	<b>3,135</b>

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September 30,  
2013  
(unaudited)

December 31,

2013

Net income  
Other  
comprehensive  
income:

Retirement  
benefit

obligations

Cash flow hedge

Translation

adjustments

Contribution  
and  
distribution to  
stockholders:

Acquisitions  
and disposal of  
noncontrolling  
stockholders

Capitalization of  
reserves

Capitalization of  
noncontrolling  
stockholders  
advances

Cancellation of  
treasury stock

Dividends to  
noncontrolling  
stockholders

Dividends and  
interest on  
capital to

Company's  
stockholders

September 30,  
2014

(unaudited)

75,000

50

(840)

69,262

(7,838)

(2,815)

15,527

5,715

148,346

3,775

5,715

5,715

(392)

197

197

(73)

(73)

(4)

2,656

2,652

126

(553)

2,300

(2,300)

209

(5,092)

5,092

(15)

(4,632)

(4,632)

77,300

50

(840)

61,870

(2,746)

(2,695)

18,183

1,083

152,205

3,150

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

Table of Contents**Condensed Statement of Cash Flow**

In millions of Brazilian Reais

	Consolidated (unaudited)			
	Three-month period ended September 30, 2014	September 30, 2013	Nine-month period ended September 30, 2014	September 30, 2013
<b>Cash flow from continuing operating activities:</b>				
Net income (loss) from continuing operations	(3,351)	7,866	5,323	14,809
<b>Adjustments to reconcile net income with cash from continuing operations</b>				
Equity results from associates and joint ventures	(74)	(293)	(1,075)	(739)
Results on sale or disposal of investments from associates and joint ventures entities	100		139	
Loss on disposal of property, plant and equipment	89	66	783	306
Impairment on non-current assets			1,730	
Depreciation, amortization and depletion	2,548	2,294	6,949	6,456
Deferred income taxes	(612)	(1,168)	541	(2,207)
Foreign exchange and indexation, net	2,002	217	980	967
Unrealized derivative losses, net	2,001	(289)	914	1,879
Participative stockholders' debentures	201	249	848	765
Other	424	186	1,221	236
<b>Decrease (increase) in assets:</b>				
Accounts receivable	1,474	(1,290)	5,024	1,600
Inventories	262	(336)	(1,485)	(117)
Recoverable taxes	(975)	44	1,728	(182)
Other	147	(5)	419	250
<b>Increase (decrease) in liabilities:</b>				
Suppliers and contractors	991	168	1,157	(47)
Payroll and related charges	586	577	(377)	(307)
Taxes and contributions	(477)	1,883	(526)	2,027
Gold stream transaction				2,899
Other	1,326	(340)	739	(811)
<b>Net cash provided by operating activities from continuing operations</b>	<b>6,662</b>	<b>9,829</b>	<b>25,032</b>	<b>27,784</b>
Net cash provided by operating activities from discontinued operations		550		482
<b>Net cash provided by operating activities</b>	<b>6,662</b>	<b>10,379</b>	<b>25,032</b>	<b>28,266</b>

<b>Cash flow from continuing investing activities:</b>				
Short-term investments	(983)	642	(980)	324
Loans and advances	635	3	751	(131)
Guarantees and deposits	(129)	(73)	(241)	(159)
Additions to investments	(51)	(138)	(507)	(724)
Additions to property, plant and equipment and intangible assets	(5,893)	(7,871)	(17,573)	(20,251)
Dividends and interest on capital received from associates and joint ventures	591	137	1,081	691
Proceeds from disposal of fixed assets\ Investments	2,000		2,709	190
Proceeds from Gold stream transaction				1,161
<b>Net cash used in investing activities from continuing operations</b>	<b>(3,830)</b>	<b>(7,300)</b>	<b>(14,760)</b>	<b>(18,899)</b>
Net cash used in investing activities from discontinued operations		(370)		(1,282)
<b>Net cash used in investing activities</b>	<b>(3,830)</b>	<b>(7,670)</b>	<b>(14,760)</b>	<b>(20,181)</b>
<b>Cash flow from continuing financing activities:</b>				
<b>Loans and financing</b>				
Additions	1,891	398	3,464	2,569
Repayments	(1,451)	(1,068)	(2,677)	(3,202)
<b>Repayments to stockholders:</b>				
Dividends and interest on capital paid to stockholders			(4,632)	(4,453)
Dividends and interest on capital attributed to noncontrolling interest	(24)		(24)	(23)
<b>Net cash provided by (used in) financing activities from continuing operations</b>	<b>416</b>	<b>(670)</b>	<b>(3,869)</b>	<b>(5,109)</b>
Net cash provided by financing activities from discontinued operations				182
<b>Net cash provided by (used in) financing activities</b>	<b>416</b>	<b>(670)</b>	<b>(3,869)</b>	<b>(4,927)</b>
Increase in cash and cash equivalents	3,248	2,039	6,403	3,158
Cash and cash equivalents of beginning of the period	15,560	13,126	12,465	11,918
Effect of exchange rate changes on cash and cash equivalents	511	714	451	803
<b>Cash and cash equivalents at end of the period</b>	<b>19,319</b>	<b>15,879</b>	<b>19,319</b>	<b>15,879</b>
<b>Cash paid during the period for (i):</b>				
Interest on loans and financing	(920)	(826)	(2,758)	(2,436)
Income taxes	(187)	(950)	(713)	(3,368)
Income taxes - Settlement program	(294)		(860)	
<b>Non-cash transactions:</b>				
Additions to property, plant and equipment - interest capitalization	488	132	901	451

(i) Amounts paid are classified as cash flows from operating activities

Table of Contents**Condensed Statement of Cash Flow**

In millions of Brazilian Reais

	Parent company (unaudited) Nine-month period ended	
	September 30, 2014	September 30, 2013
<b>Cash flow from operating activities:</b>		
Net income from continuing operations	5,715	14,982
<b>Adjustments to reconcile net income with cash from continuing operations</b>		
Equity results from entities	6,405	(1,399)
Loss on measurement or sales of non-current assets		131
Results on sale or disposal of investments from associates and joint ventures entities	139	
Loss on disposal of property, plant and equipment	158	317
Depreciation, amortization and depletion	2,577	1,963
Deferred income taxes	77	(1,496)
Foreign exchange and indexation, net	2,643	4,109
Unrealized derivative losses, net	485	1,803
Dividends and interest on capital received from subsidiaries	19	1,072
Participative stockholders' debentures	848	750
Other	1,959	324
<b>Decrease (increase) in assets:</b>		
Accounts receivable	(13,711)	(612)
Inventories	19	296
Recoverable taxes	1,478	137
Other	197	222
<b>Increase (decrease) in liabilities:</b>		
Suppliers and contractors	1,566	(529)
Payroll and related charges	(252)	(213)
Taxes and contributions	(543)	1,605
Other	1	(802)
<b>Net cash provided by operating activities</b>	<b>9,780</b>	<b>22,660</b>
<b>Cash flow from investing activities:</b>		
Short-term investments	8	26
Loans and advances	652	(96)
Guarantees and deposits	(214)	(167)
Additions to investments	(2,130)	(4,836)
Additions to property, plant and equipment and intangible assets	(10,349)	(10,753)
Dividends and interest on capital received from associates and joint ventures	1,039	451
Proceeds from disposal of fixed assets\ Investments	2,709	
<b>Net cash used in investing activities</b>	<b>(8,285)</b>	<b>(15,375)</b>
<b>Cash flow from continuing financing activities:</b>		



<b>Loans and financing</b>		
Additions	7,426	2,749
Repayments	(4,023)	(4,415)
<b>Repayments to stockholders:</b>		
Dividends and interest on capital paid to stockholders	(4,632)	(4,453)
<b>Net cash used in financing activities</b>	<b>(1,229)</b>	<b>(6,119)</b>
Increase in cash and cash equivalents	266	1,166
Cash and cash equivalents of beginning of the period	3,635	688
<b>Cash and cash equivalents at end of the period</b>	<b>3,901</b>	<b>1,854</b>
<b>Cash paid during the period for (i):</b>		
Interest on loans and financing	(2,116)	(1,986)
Income taxes	(60)	(2,770)
Income taxes - Settlement program	(842)	
<b>Non-cash transactions:</b>		
Additions to property, plant and equipment - interest capitalization	462	19
Dividends received	181	

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(i) Amounts paid are classified as cash flows from operating activities

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

Table of Contents**Condensed Statement of Added Value**

In millions of Brazilian Reais

	Nine-month period ended (unaudited)			
	Consolidated September 30, 2014	September 30, 2013	Parent Company September 30, 2014	September 30, 2013
<b>Generation of added value from continued operations</b>				
<b>Gross revenue</b>				
Revenue from products and services	66,366	72,730	42,537	46,455
Gain (loss) on sale of assets	(139)		(139)	
Other revenue	372	1,446	226	521
Revenue from the construction of own assets	17,573	13,369	10,349	7,052
Allowance for doubtful accounts	(48)	(31)	23	(5)
<b>Less:</b>				
Acquisition of products	(2,852)	(2,077)	(813)	(591)
Outsourced services	(21,801)	(10,609)	(13,552)	(6,057)
Materials	(7,133)	(11,056)	(3,722)	(3,282)
Oil and gas	(2,960)	(2,849)	(1,898)	(1,716)
Energy	(1,049)	(1,018)	(519)	(531)
Freight	(5,621)	(4,612)		
Impairment of non-current assets	(1,730)			
Gain (loss) on measurement or sale of non-current assets				(131)
Other costs and expenses	(4,836)	(7,669)	(428)	(3,719)
<b>Gross added value</b>	<b>36,142</b>	<b>47,624</b>	<b>32,064</b>	<b>37,996</b>
Depreciation, amortization and depletion	(6,949)	(6,456)	(2,577)	(1,963)
<b>Net added value</b>	<b>29,193</b>	<b>41,168</b>	<b>29,487</b>	<b>36,033</b>
<b>Received from third parties</b>				
Equity results	1,075	739	(6,405)	1,399
Financial income	1,039	1,276	740	548
Monetary and exchange variation of assets	1,156	983	1,664	1,016
<b>Total added value to be distributed from continued operations</b>	<b>32,463</b>	<b>44,166</b>	<b>25,486</b>	<b>38,996</b>
Added value to be distributed from discontinued operations		843		
<b>Total added value to be distributed</b>	<b>32,463</b>	<b>45,009</b>	<b>25,486</b>	<b>38,996</b>
Personnel	6,780	6,043	3,444	2,800
Taxes, rates and contribution	6,090	7,933	5,092	6,909
Current income tax	3,282	5,939	2,582	5,463

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Deferred income tax	541	(2,207)	77	(1,496)
Financial expense (includes capitalized interest)	6,070	5,847	4,571	4,516
Monetary and exchange variation of liabilities	3,362	5,338	2,672	4,969
Other remunerations of third party funds	1,015	464	1,333	853
Net income from continued operations attributable to controlling interest	5,715	15,103	5,715	14,982
Net loss attributable to noncontrolling interest	(392)	(294)		
<b>Distribution of added value from continued operations</b>	<b>32,463</b>	<b>44,166</b>	<b>25,486</b>	<b>38,996</b>
Distribution of added value from discontinued operations		843		
<b>Distribution of added value</b>	<b>32,463</b>	<b>45,009</b>	<b>25,486</b>	<b>38,996</b>

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

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**Selected Notes to Condensed Consolidated Interim Financial Statements**

**Expressed in millions of Brazilian Reais, unless otherwise stated**

**1. Operational Context**

Vale S.A. (the Parent Company) is a public company headquartered at 26, Av. Graça Aranha, Rio de Janeiro, Brazil with securities traded on the Brazilian ( BM&F BOVESPA ), New York ( NYSE ), Paris ( NYSE Euronext ) and Hong Kong ( HKEx ) stock exchanges.

Vale S.A. and its direct and indirect subsidiaries ( Vale , Group , Company or we ) are principally engaged in the research, production and sale of iron ore and pellets, nickel, fertilizer, copper, coal, manganese, ferroalloys, cobalt, platinum group metals and precious metals. The Company also operates in the segments of energy and steel. The information by segment is presented in Note 26.

**2. Summary of the Main Accounting Practices and Accounting Estimates**

**a) Basis of presentation**

The consolidated condensed financial statements of the Company ( Interim Financial Statements ) have been prepared in accordance with IAS 34 of International Financial Reporting Standards ( IFRS ), related to CPC 21 issued by the Brazilian Accountant Pronouncements Committee ( CPC ) and approved by the Brazilian Securities Exchange Commission ( CVM ) and Brazilian Federal Accounting Council ( CFC ).

The individual interim financial statements of the Parent Company ( individual financial statements ) has been prepared in accordance with accounting practices adopted in Brazil ( BR GAAP ) issued by CPC and approved by CVM and CFC, and they are disclosed with the consolidated interim financial statements.

The condensed consolidated interim financial statements have been prepared under the historical cost convention as adjusted to reflect: (i) the fair value of held for trade financial instruments measured at fair value through the Statement of Income and also available for sale financial instruments measured at fair value through the Statement of Comprehensive Income; and (ii) the impairment loss.

These condensed consolidated interim financial statements have been reviewed, not audited. However, principles, estimates, accounting practices, measurement methods and standards adopted are consistent with those presented on the financial statements for the year ended December 31, 2013, except as otherwise disclosed. These condensed consolidated interim financial statements were prepared by Vale to update users about relevant information presented in the period and should be read in conjunction with the financial statements for the year ended December 31, 2013.

We evaluated subsequent events through October 27, 2014, which was the date when the condensed consolidated interim financial statement were approved by the Executive officers.

**b) Functional currency and presentation currency**

The condensed consolidated interim financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ( functional currency ), which in the case of the Parent Company is the Brazilian Real (BRL or R\$ ). For presentation purposes, these condensed consolidated financial statements are presented in Brazilian Real.

Operations in other currencies are translated into the functional currency of each entity using the actual exchange rates in force on the respective transactions dates. The foreign exchange gains and losses resulting from the translation at the exchange rates in force at the end of the period are recognized in the Statement of Income as financial expense or income. The exceptions are transactions for which gains and losses are recognized in the Statement of Comprehensive Income.

Statement of Income and Balance Sheet of all Group entities whose functional currency is different from the presentation currency are translated into the presentation currency as follows: (i) Assets, liabilities and Stockholders' equity (except components described in item (iii)) for each Balance Sheet presented are translated at the closing rate at the Balance Sheet date; (ii) income and expenses for each Statement of Income are translated at the average exchange rates, except for specific transactions that, considering their significance, are translated at the rate at the transaction date and; (iii) capital, capital reserves and treasury stock are translated at the rate at the dates of each transaction. All resulting exchange differences are recognized in a separate component of the Statement of Comprehensive Income, the Cumulative Translation Adjustment account, and subsequently transferred to the Statement of Income when the assets are realized.

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The exchange rates of the major currencies that impact our operations against the functional currency were:

	Exchange rates used for conversions in Brazilian Reais			
	Exchange rate on September 30, 2014 (unaudited)	December 31, 2013	Average rate for the nine-months period ended September 30, 2014 (unaudited)	September 30, 2013 (unaudited)
US Dollar - US\$	2.4510	2.3426	2.2893	2.1222
Canadian Dollar - CAD	2.1870	2.2031	2.0933	2.0715
Australian Dollar - AUD	2.1409	2.0941	2.1016	2.0733
Euro - EUR or	3.0954	3.2265	3.1010	2.7956

### 3. Critical Accounting Estimates

The critical accounting estimates are the same as those adopted in preparing the financial statements for the year ended December 31, 2013, with the exception of the following standards and interpretations adopted in 2014 (as described in Note 4).

### 4. Accounting Standards

#### a) Standards, interpretations or amendments issued by the IASB and effective from January 1, 2014

**Novation of Derivatives and Continuation of Hedge Accounting** In June 2013 IASB issued an amendment to IAS 39 Financial Instruments: Recognition and Measurement, that document conclude that hedge accounting does not terminate or expire a derivative financial instrument replaces their original counterparty to become the new counterparty to each of the parties as consequence of law or regulation. This standard had no material effect on these financial statements.

**IFRIC 21 Levies** In May 2013 IASB issued an interpretation about the recognition of a government imposition (levies). We adopted this standard beginning January 1, 2014. This standard had no material effect on these financial statements.

**Recoverable Amount Disclosures for Non-Financial Assets** In May 2013 IASB issued an amendment to IAS 36 Impairment of Asset that clarifies the IASB intention about the disclosure of non financial assets impairment. This standard has no material effect on these financial

statements.

**b) Standards, interpretations or amendments issued by the IASB in the period and effective after January 1, 2014**

**Sale or Contribution of Assets between an Investor and its Associate or Joint Venture** - In September 2014 the IASB issued narrow-scope amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures (2011). The amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. The adoption of the amendment will be required from January 1, 2016 and we are analyzing potential impacts regarding this update on our financial statements

**Equity Method in Separate Financial Statements** - In August 2014 the IASB issued an amendment to IAS 27, which allows an entity to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements. The IASB clarifies that the changes will help some jurisdictions to register in their separate IFRS financial statements, reducing compliance costs without reducing the information available to investors. The adoption will be required for annual periods beginning from January 1, 2016 with retrospective application. The Vale group already uses in its individual financial statements the equity method of accounting to record investments in subsidiaries, joint ventures and associates.

**Accounting for Acquisitions of Interests in Joint Operations** In May 2014 the IASB issued an amendment to IFRS 11 - Joint Arrangements, to provide guidance on the accounting for acquisitions of interests in joint operations in which the activity constitutes a business. The adoption of the amendment will be required from January 1, 2016 and we are analyzing potential impacts regarding this update on our financial statements.

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**Clarification of Acceptable Methods of Depreciation and Amortization** In May 2014 the IASB issued an amendment to IAS 16 - Property, Plant and Equipment and IAS 38 - Intangible Assets, established the pattern of consumption of an asset's expected future economic benefits as acceptable methods of depreciation and amortization of assets. The IASB clarifies that the use of methods based on revenues to calculate depreciation of an asset and also to measure the consumption of the economic benefits embodied in an intangible asset, are not appropriate. The adoption of the amendment will be required from January 1, 2016 and we are analyzing potential impacts regarding this update on our financial statements.

**IFRS 15 Revenue from Contracts with Customers** - In May 2014 the IASB issued IFRS 15 statement - Revenue from Contracts with customers, sets out the requirements for revenue recognition that apply to all contracts with customer (except for contracts that are within the scope of the Standards on leases, insurance contracts and financial instruments), and replaces the current pronouncements IAS 18 - revenue, IAS 11 - Construction contracts and interpretations related to revenue recognition. The principle core in that framework is that a company should recognize revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The adoption will be required from January 1, 2017 and is worth analyzing potential impacts regarding this pronouncement on our financial statements.

## 5. Risk Management

During the period there was no significant change in relation to risk management policies disclosed in the financial statements for the year ended December 31, 2013.

## 6. Non-current assets and liabilities held for sale and discontinued operations

Described below assets and liabilities held for sale and discontinued operations reclassified during the period:

	Consolidated			
	September 30, 2014 (unaudited)	December 31, 2013		Total
	Energy	General Cargo - Logistic	Energy	
<b>Assets held for sale and discontinued operation</b>				
Accounts receivable		330		330
Other current assets		634		634
Investments	214		186	186



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Intangible, net		3,951		3,951
Property, plant and equipment, net	1,280	2,406	1,315	3,721
<b>Total assets</b>	<b>1,494</b>	<b>7,321</b>	<b>1,501</b>	<b>8,822</b>
<b>Liabilities associated with assets held for sale and discontinued operation</b>				
Suppliers and contractors		198		198
Payroll and related charges		144		144
Other current liabilities		262		262
Other non-current liabilities		446		446
<b>Total liabilities</b>		<b>1,050</b>		<b>1,050</b>
<b>Assets and liabilities from discontinued operation</b>	<b>1,494</b>	<b>6,271</b>	<b>1,501</b>	<b>7,772</b>

**Energy Generation Assets**

In December 2013, the company signed agreements with CEMIG Geração e Transmissão S.A. ( CEMIG GT ), as follow : (i) to sell 49% of its stakes of 9% in over Norte Energia S.A.( Norte Energia ), the company in charge of the construction, operation and exploration of the Belo Monte Hydroelectric ( Belo Monte ) facility, and (ii) to create a joint venture named Aliança Geração de Energia S/A ( Aliança ) to be constituted by Vale and CEMIG GT through contribution of the holdings to the following power generation assets: Porto Estrela, Igarapava, Funil, Capim Branco I and II, Aimorés and Candonga. No cash will be disbursed as part of the transaction. Vale and CEMIG GT will hold respectively 55% and 45% of the new company, which will supply energy to Vale operations, previously guaranteed by its own generation plant, ensured by a long-term contract.

The operation above is still pending of approval from Brazilian Electricity Regulatory Agency ( Agência Nacional de Energia Elétrica or ANEEL ). The assets were transferred to assets held for sale with no impact in the Statement of Income.

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**7. Acquisitions and Divestitures**

**a) Vale Florestar**

Vale signed an agreement with a subsidiary of Suzano Papel e Celulose S.A ( Suzano ), a Company that produces eucalyptus pulp, for the sale of this entire stake in Vale Florestar Fundo de Investimento em Participações ( FIP Vale Florestar ) for R\$205. The approval of this transaction by the Conselho Administrativo de Defesa Econômica ( CADE ) was in July, 2014.

The loss of this transaction, of R\$68 was recorded in the statement of income in the line Results on sale or disposal of investments from associates and joint ventures .

**b) General Cargo Logistic**

At the end of 2013, Vale entered to an agreement to dispose of control over its subsidiary VLI S.A. ( VLI ), which aggregates all operations of the General Cargo logistic segment. As a consequence, on beginning of January 1, 2014, the investment in VLI has been accounted as an investment in associate (Note 12).

In April 2014, Vale finalized the sale of its 35.9% of its stake in VLI capital to Mitsui & Co., Ltd and to Fundo de Investimento do Fundo de Garantia de Tempo de Serviço ( FGTS ) for the amount of R\$2,709 of, which R\$2,000 was settled through capital contribution directly in VLI.

In August 2014, Vale completed the transaction of sale of 26.5% of its stake VLI to a fund of Brookfield Asset Management Inc. ( Brookfield ) for R\$2,000. As a result of the completion of this transaction, Vale now holds 37.6% of VLI s total stockholder s equity.

**8. Cash and Cash Equivalents**

Consolidated

Parent Company

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	September 30, 2014 (unaudited)	December 31, 2013	September 30, 2014 (unaudited)	December 31, 2013
Cash and bank accounts	7,021	3,649	23	28
Short-term investments	12,298	8,816	3,879	3,607
	<b>19,319</b>	<b>12,465</b>	<b>3,902</b>	<b>3,635</b>

Cash and cash equivalents includes cash, immediately redeemable deposits net and short-term investments with an insignificant risk of changes in value and readily convertible to cash, part in Brazilian Real, indexed to the Brazilian Interbank Interest rate ( DI Rate or CDI ) and part denominated in US Dollar, mainly time deposits.

**9. Accounts Receivables**

	Consolidated		Parent Company	
	September 30, 2014 (unaudited)	December 31, 2013	September 30, 2014 (unaudited)	December 31, 2013
Denominated in Reais Brazilian Reais	1,855	1,193	1,324	1,275
Denominated in other currencies, mainly US\$	6,611	12,375	26,613	12,984
	<b>8,466</b>	<b>13,568</b>	<b>27,937</b>	<b>14,259</b>
Allowance for credit losses	(234)	(208)	(69)	(92)
	<b>8,232</b>	<b>13,360</b>	<b>27,868</b>	<b>14,167</b>

In consolidated the accounts receivable related to the steel sector represented 62,80% and 79.70%, of total receivable on September 30, 2014 and December 31, 2013, respectively. In the parent company the steel sector represents on September 30, 2014 and December 31, 2013, 92,95% and 91.77% of the accounts receivable, respectively.

No individual customer represents over 10% of receivables or revenues.

The estimated losses related to accounts receivable recorded in the consolidated statements of Income in three-month period ended on September 30, 2014 and September 30, 2013 totaled R\$5 and R\$41 and Nine-month period ended totaled R\$48 and R\$31, respectively. Write-offs in three-month period ended at September 30, 2014 and September 30, 2013 totaled R\$5 and R\$4 and Nine-month period ended totaled R\$57 and R\$62, respectively.

Table of Contents**10. Inventory**

Inventories are comprised as follows:

	Consolidated		Parent Company	
	September 30, 2014 (unaudited)	December 31, 2013	September 30, 2014 (unaudited)	December 31, 2013
<b>Inventories of products</b>				
<b>Bulk Material</b>				
Iron ore	3,056	1,513	1,861	1,574
Pellets	308	206	278	162
Manganese and ferroalloys	216	177	33	
	<b>3,580</b>	<b>1,896</b>	<b>2,172</b>	<b>1,736</b>
Coal	592	746		
	<b>4,172</b>	<b>2,642</b>	<b>2,172</b>	<b>1,736</b>
<b>Base Metals</b>				
Nickel and other products	3,642	3,276	340	351
Copper	122	53		23
	<b>3,764</b>	<b>3,329</b>	<b>340</b>	<b>374</b>
<b>Fertilizers</b>				
Potash	17	19		
Phosphates	635	734		
Nitrogen	43	45		
	<b>695</b>	<b>798</b>		
<b>Other products</b>	<b>23</b>	<b>15</b>	<b>3</b>	<b>4</b>
<b>Total inventories of products</b>	<b>8,654</b>	<b>6,784</b>	<b>2,515</b>	<b>2,114</b>
<b>Inventory of material supplies</b>	<b>3,175</b>	<b>2,878</b>	<b>1,277</b>	<b>1,173</b>
<b>Total</b>	<b>11,829</b>	<b>9,662</b>	<b>3,792</b>	<b>3,287</b>

On September 30, 2014 and December 31, 2013 the balances included a provision to adjust inventories to market value for nickel, in the amount of R\$0 and R\$28, respectively; and manganese in the amount of R\$2 and R\$2, respectively; and coal in the amount of R\$413 and R\$228, respectively.

Consolidated (unaudited)			
Three-month period ended		Nine-month period ended	
September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013

<b>Inventories of products</b>				
<b>Balance at beginning of the period</b>	<b>7,897</b>	<b>8,343</b>	<b>6,784</b>	<b>7,351</b>
Production/acquisition	13,207	10,846	37,979	31,233
Transfer from inventory of materials supplies	1,822	2,409	5,556	6,302
Cost of goods sold	(14,810)	(14,292)	(41,548)	(37,332)
Provision/ reversal of the disposal of lower cost or market value adjustment (a)	(85)		(415)	(248)
Translation adjustments	623		298	
<b>Balance at end of the period</b>	<b>8,654</b>	<b>7,306</b>	<b>8,654</b>	<b>7,306</b>

(a) Includes provision for market value adjustments

	<b>Parent company (unaudited)</b>	
	<b>Nine-month period ended</b>	
	<b>September 30, 2014</b>	<b>September 30, 2013</b>
<b>Inventories of products</b>		
<b>Balance at beginning of the period</b>	<b>2,114</b>	<b>2,080</b>
Production/acquisition	16,145	13,596
Transfer from inventory of materials supplies	2,755	2,555
Cost of goods sold	(18,499)	(15,987)
<b>Balance at end of the period</b>	<b>2,515</b>	<b>2,244</b>

	<b>Consolidated (unaudited)</b>			
	<b>Three-month period ended</b>		<b>Nine-month period ended</b>	
	<b>September 30, 2014</b>	<b>September 30, 2013</b>	<b>September 30, 2014</b>	<b>September 30, 2013</b>
<b>Inventories of materials supplies</b>				
<b>Balance at beginning of the period</b>	<b>3,084</b>	<b>2,849</b>	<b>2,878</b>	<b>2,969</b>
Acquisition	1,831	2,425	5,766	6,198
Transfer to inventories of products	(1,822)	(2,409)	(5,556)	(6,302)
Translation adjustments	82		87	
<b>Balance at ended of the period</b>	<b>3,175</b>	<b>2,865</b>	<b>3,175</b>	<b>2,865</b>

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	Parent Company Nine-month period ended	
	September 30, 2014	September 30, 2013
<b>Inventories of materials supplies</b>		
<b>Balance at beginning of the period</b>	<b>1,173</b>	<b>1,202</b>
Acquisition	2,859	2,627
Transfer to inventories of products	(2,755)	(2,555)
<b>Balance at ended of the period</b>	<b>1,277</b>	<b>1,274</b>

**11. Recoverable Taxes**

	Consolidated		Parent Company	
	September 30, 2014 (unaudited)	December 31, 2013	September 30, 2014 (unaudited)	December 31, 2013
Value-added tax	3,282	2,643	1,613	1,348
Brazilian Federal Contributions (PIS - COFINS)	2,058	1,594	1,480	1,156
Others	121	129	54	49
<b>Total</b>	<b>5,461</b>	<b>4,366</b>	<b>3,147</b>	<b>2,553</b>
Current	4,500	3,698	2,578	2,295
Non-current	961	668	569	258
<b>Total</b>	<b>5,461</b>	<b>4,366</b>	<b>3,147</b>	<b>2,553</b>

**12. Investments**

The changes of investments in subsidiaries, associates and joint ventures are as follow:

	Consolidated (unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
<b>Balance on beginning of the period</b>	<b>11,251</b>	<b>8,417</b>	<b>8,397</b>	<b>13,044</b>
Additions	40	138	477	725
Disposals	(71)		(71)	
Cumulative translation adjustment	176	75	80	(81)
Equity results	74	293	1,075	739
Equity on other comprehensive income	3	2	6	(408)

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Dividends declared	(25)	(90)	(1,321)	(1,274)
Transfer- Control acquisition			181	
Transfer to held for sale/ financial instruments - investments (a)	(28)		(244)	(3,910)
Transfers from held for sale (b)			2,840	
<b>Balance on ended of the period</b>	<b>11,420</b>	<b>8,835</b>	<b>11,420</b>	<b>8,835</b>

	Parent company (unaudited) Nine-month period ended	
	September 30, 2014	September 30, 2013
<b>Balance on beginning of the period</b>	<b>123,370</b>	<b>121,629</b>
Additions	2,102	4,836
Disposals	(71)	
Cumulative translation adjustment	2,745	5,118
Equity results	(6,405)	1,399
Equity on other comprehensive income	198	(368)
Dividends declared	(1,819)	(2,033)
Transfer to held for sale (a)	(244)	(5,189)
Transfers from held for sale (b)	2,840	
<b>Balance on ended of the period</b>	<b>122,716</b>	<b>125,392</b>

(a) Consolidated transfers to held for sale refers to investments in Vale Florestar R\$244 in 2014 and investments in Hydro R\$3.910 in 2013 and the Parent Company transfers refers to investments in Vale Florestar R\$244 in 2014 and VLI R\$5.189 in 2013.

(b) Consolidated transfers from held for sale refers to investments in VLI R\$2.840

Table of Contents**Investments (Continued)**

	Location	Principal activity	% ownership	% voting capital	Investments As of		Equity results (unaudited)		
					September 30, 2014 (unaudited)	December 31, 2013	Three-month period ended September 30, 2014	September 30, 2013	September 30, 2014
<b>Entities</b>									
<b>Direct and indirect subsidiaries</b>									
Aços Laminados do Pará S.A.	Brazil	Steel	100.00	100.00	328	321		(1)	
Biopalma da Amazônia S.A. (a)	Brazil	Energy	70.00	70.00	730	559	(110)	(53)	
Companhia Portuária da Baía de Sepetiba - CPBS	Brazil	Iron ore	100.00	100.00	419	377	65	88	
Compañía Minera Miski Mayo S.A.C (a)	Peru	Fertilizers	40.00	51.00	491	493	(12)	22	
Mineração Corumbaense Reunida S.A.	Brazil	Iron ore and Manganese	100.00	100.00	1,255	1,306	92	154	
Minerações Brasileiras Reunidas S.A. - MBR (b)	Brazil	Iron ore	98.32	98.32	4,834	4,500	86	103	
Potasio Rio Colorado S.A. (a)	Argentina	Fertilizers	100.00	100.00	1,500	1,530	(6)	(511)	
Salobo Metais S.A. (a)	Brazil	Copper	100.00	100.00	7,564	7,120	19	(19)	
Sociedad Contractual Minera Tres Valles (c)	Chile	Copper						(19)	
Tecnored Desenvolvimento Tecnológico S.A. (a) (i)	Brazil	Iron ore	100.00	100.00	96		(20)		
Vale International Holdings GMBH (b)	Austria	Holding and research	100.00	100.00	8,855	14,026	(593)	63	(2)
Vale Canada Holdings Limited (b)	Canada	Holding	100.00	100.00	4,504	1,075	(7)	(2)	
Vale Canada Limited (b)	Canada	Nickel	100.00	100.00	16,981	19,312	138	(659)	
Vale Fertilizantes S.A. (antiga Mineração Naque S.A.) (a) (b)	Brazil	Fertilizers	100.00	100.00	13,913	13,751	(55)	6	
	Switzerland		100.00	100.00	23,658	29,058	(2,394)	2,482	(5)



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Vale International S.A. (b)		Trading and holding							
Vale Malaysia Minerals	Malaysia	Iron ore	100.00	100.00	2,953	2,321	(21)	(15)	
Vale Manganês S.A.	Brazil	Manganese and Ferroalloys	100.00	100.00	660	665	5	(22)	
Vale Mina do Azul S.A.	Brazil	Manganese	100.00	100.00	338	351	8	64	
Vale Moçambique	Mozambique	Coal	100.00	100.00	13,472	10,060	(111)	(253)	
Vale Shipping Holding Pte. Ltd.	Singapore	Logistic of iron ore	100.00	100.00	7,172	6,482	77	101	
VLI S.A. (g)	Brazil	General Cargo Logistics						46	
Others					1,573	1,666	43	39	
					<b>111,296</b>	<b>114,973</b>	<b>(2,796)</b>	<b>1,614</b>	
<b>Joint Ventures</b>									
California Steel Industries, INC	USA	Steel	50.00	50.00	464	425	6	9	
Companhia Coreano-Brasileira de Pelotização - KOBRASCO	Brazil	Pellets	50.00	50.00	223	213	14	12	
Companhia Hispano-Brasileira de Pelotização - HISPANOBRÁS (f)	Brazil	Pellets	50.89	51.00	199	196	12	1	
Companhia Ítalo-Brasileira de Pelotização - ITABRASCO (f)	Brazil	Pellets	50.90	51.00	163	145	13	7	
Companhia Nipo-Brasileira de Pelotização - NIBRASCO (f)	Brazil	Pellets	51.00	51.11	419	372	51	5	
Companhia Siderúrgica do Pecém - CSP (h)	Brazil	Steel	50.00	50.00	1,909	1,608	(98)	(3)	
MRS Logística S.A. (d)	Brazil	Iron ore	47.59	46.75	1,350	1,322	44	74	
Norte Energia S.A. Samarco	Brazil	Energy	4.59	4.59	222	193	(1)	(1)	
Mineração S.A. (e)	Brazil	Pellets	50.00	50.00	875	1,023	71	328	
Others					107	109	7	1	
					<b>5,931</b>	<b>5,606</b>	<b>119</b>	<b>433</b>	
<b>Direct and indirect associate</b>									
Henan Longyu Energy Resources Co., Ltd.	China	Coal	25.00	25.00	936	835	18	34	
Logística Intermodal S.A. - LOG-IN (c)	Brazil	Logistics						(12)	
Mineração Rio Grande do Norte S.A. - MRN	Brazil	Bauxite	40.00	40.00	248	259	(8)	9	
Teal Minerals Incorporated	Zambia	Copper	50.00	50.00	500	535	(29)	(20)	
Tecnored Desenvolvimento Tecnológico S.A. (a) (i)	Brazil	Iron ore				91		(5)	
Thyssenkrupp Companhia Siderúrgica do Atlântico Ltd - CSA	Brazil	Steel	26.87	26.87	644	752	(47)	(134)	
VLI S.A. (g)	Brazil	General Cargo Logistics	37.61	37.61	2,909		30		
	China	Pellets	25.00	25.00	55	58			

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Zhuhai YPM Pellet  
Co

Others	197	261	(9)	(12)	
	<b>5,489</b>	<b>2,791</b>	<b>(45)</b>	<b>(140)</b>	
<b>Total of associates and joint ventures</b>	<b>11,420</b>	<b>8,397</b>	<b>74</b>	<b>293</b>	<b>1</b>
<b>Total</b>	<b>122,716</b>	<b>123,370</b>	<b>(2,722)</b>	<b>1,907</b>	<b>(6)</b>

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- (a) Investment balance includes the amounts of advances for future capital increase;
- (b) Stockholder equity is excluded of other investments presented in the table.
- (c) Company sold in December 2013;
- (d) Main data of MRS in 2014: Total Assets R\$7.095, Liabilities R4.258, Operational results R\$542, Financial results R(116), Income taxes R\$(146);
- (e) Main data of Samarco in 2014: total Assets R\$15.494, Liabilities R\$13.744, Operational results R\$2.710, Financial results R\$(549), Income taxes R\$(409);
- (f) Although Vale held majority of the voting interest of investees accounted for under the equity method, we do not consolidate due to existing veto rights held by noncontrolling shareholders prevents consolidation;
- (g) Considering the updated interest after the transaction conclusion and the respective shareholders agreement, as described in Note 7b;
- (h) Pre-operational stage, and
- (i) Consolidated since March 2014.

Dividends received by the Parent Company during the Nine-month period ended on September 30, 2014 and September 30, 2013 were R\$1,239 and R\$1,523, respectively.

### 13. Intangible Assets

	September 30, 2014 (unaudited)			Consolidated		
	Cost	Amortization	Net	Cost	Amortization	Net
<b>Indefinite useful life</b>						
Goodwill	9,693		9,693	9,698		9,698
<b>Finite useful life</b>						
Concessions and subconcessions	8,217	(3,087)	5,130	7,259	(2,793)	4,466
Right of use	1,179	(626)	553	769	(175)	594
Others	3,565	(2,025)	1,540	3,033	(1,695)	1,338
	<b>12,961</b>	<b>(5,738)</b>	<b>7,223</b>	<b>11,061</b>	<b>(4,663)</b>	<b>6,398</b>
<b>Total</b>	<b>22,654</b>	<b>(5,738)</b>	<b>16,916</b>	<b>20,759</b>	<b>(4,663)</b>	<b>16,096</b>

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	Parent Company					
	September 30, 2014 (unaudited)			December 31, 2013		
	Cost	Amortization	Net	Cost	Amortization	Net
<b>Indefinite useful life</b>						
Goodwill	9,693		9,693	9,698		9,698
<b>Finite useful life</b>						
Concessions and subconcessions	8,217	(3,087)	5,130	7,259	(2,793)	4,466
Right of use	223	(93)	130	223	(89)	134
Others	3,565	(2,025)	1,540	3,033	(1,695)	1,338
	<b>12,005</b>	<b>(5,205)</b>	<b>6,800</b>	<b>10,515</b>	<b>(4,577)</b>	<b>5,938</b>
<b>Total</b>	<b>21,698</b>	<b>(5,205)</b>	<b>16,493</b>	<b>20,213</b>	<b>(4,577)</b>	<b>15,636</b>

Rights of use refers basically to the usufruct contract entered into with noncontrolling stockholders to use the shares of Empreendimentos Brasileiros de Mineração S.A. (owner of Minerações Brasileiras Reunidas S.A. shares) and intangible assets identified in business combination of Vale Canada Limited ( Vale Canada ). The amortization of the right of use will expire in 2037 and Vale Canada s intangible will end in September 2046. The concessions and sub-concessions refer to the agreements with the Brazilian government for the exploration and the development of ports and railways.

The table below shows the changes of intangible assets during the period:

	Consolidated				
	Three-month period ended (unaudited)				
	Goodwill	Concessions and Subconcessions	Right of use	Others	Total
<b>Balance on June 30, 2013</b>	<b>9,578</b>	<b>8,042</b>	<b>611</b>	<b>1,146</b>	<b>19,377</b>
Addition		119		301	420
Disposals		(11)			(11)
Amortization		(99)	(18)	(77)	(194)
Translation adjustment of the period	44		11		55
Net effect of discontinued operation in the period		73			73
Transfers to held for sale		(3,818)			(3,818)
<b>Balance on September 30, 2013</b>	<b>9,622</b>	<b>4,306</b>	<b>604</b>	<b>1,370</b>	<b>15,902</b>
<b>Balance on June 30, 2014</b>	<b>9,439</b>	<b>4,721</b>	<b>532</b>	<b>1,194</b>	<b>15,886</b>
Addition		520		522	1,042
Disposals		(3)			(3)
Amortization		(108)	(19)	(176)	(303)
Translation adjustment of the period	254		40		294
Transfers to held for sale					
<b>Balance on September 30, 2014</b>	<b>9,693</b>	<b>5,130</b>	<b>553</b>	<b>1,540</b>	<b>16,916</b>

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	Consolidated (unaudited) Nine-month period ended				
	Goodwill	Concessions and Subconcessions	Right of use	Others	Total
<b>Balance on December 31, 2012</b>	<b>9,407</b>	<b>7,674</b>	<b>619</b>	<b>1,122</b>	<b>18,822</b>
Addition		618		461	1,079
Disposals		(21)		(4)	(25)
Amortization		(286)	(40)	(209)	(535)
Translation adjustment	215		25		240
Net effect of year from discontinued operations		139			139
Transfers to held for sale		(3,818)			(3,818)
<b>Balance on September 30, 2013 (unaudited)</b>	<b>9,622</b>	<b>4,306</b>	<b>604</b>	<b>1,370</b>	<b>15,902</b>
<b>Balance on December 31, 2013</b>	<b>9,698</b>	<b>4,466</b>	<b>594</b>	<b>1,338</b>	<b>16,096</b>
Addition		1,125		534	1,659
Disposals		(11)			(11)
Amortization		(450)	(51)	(332)	(833)
Translation adjustment	(5)		10		5
<b>Balance on September 30, 2014 (unaudited)</b>	<b>9,693</b>	<b>5,130</b>	<b>553</b>	<b>1,540</b>	<b>16,916</b>

	Parent Company Nine-month period ended				
	Goodwill	Concessions and Subconcessions	Right of use	Others	Total
<b>Balance on December 31, 2012</b>	<b>9,407</b>	<b>3,996</b>	<b>139</b>	<b>1,122</b>	<b>14,664</b>
Addition		619		461	1,080
Disposals		(20)		(4)	(24)
Amortization		(289)	(4)	(209)	(502)
Translation adjustment	215				215
<b>Balance on September 30, 2013 (unaudited)</b>	<b>9,622</b>	<b>4,306</b>	<b>135</b>	<b>1,370</b>	<b>15,433</b>
<b>Balance on December 31, 2013</b>	<b>9,698</b>	<b>4,466</b>	<b>134</b>	<b>1,338</b>	<b>15,636</b>
Addition		1,125		534	1,659
Disposals		(11)			(11)
Amortization		(450)	(4)	(332)	(786)
Translation adjustment	(5)				(5)
<b>Balance on September 30, 2014 (unaudited)</b>	<b>9,693</b>	<b>5,130</b>	<b>130</b>	<b>1,540</b>	<b>16,493</b>

## 14. Property, plant and equipment

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	Consolidated					
	September 30, 2014 (unaudited)			December 31, 2013		
	Cost	Accumulated Depreciation	Net	Cost	Accumulated Depreciation	Net
Land	2,667		2,667	2,215		2,215
Buildings	27,177	(6,058)	21,119	23,228	(4,992)	18,236
Facilities	41,562	(12,565)	28,997	36,683	(11,061)	25,622
Computer equipment	1,341	(908)	433	1,592	(1,163)	429
Mineral properties	49,645	(14,119)	35,526	50,608	(12,479)	38,129
Others	70,210	(21,926)	48,284	63,600	(19,698)	43,902
Construction in progress	62,402		62,402	62,775		62,775
	<b>255,004</b>	<b>(55,576)</b>	<b>199,428</b>	<b>240,701</b>	<b>(49,393)</b>	<b>191,308</b>

	Parent Company					
	September 30, 2014 (unaudited)			December 31, 2013		
	Cost	Accumulated Depreciation	Net	Cost	Accumulated Depreciation	Net
Land	1,421		1,421	1,322		1,322
Buildings	13,058	(1,981)	11,077	11,167	(1,718)	9,449
Facilities	23,001	(5,129)	17,872	18,884	(4,534)	14,350
Computer equipment	654	(498)	156	695	(512)	183
Mineral properties	2,906	(785)	2,121	3,188	(822)	2,366
Others	25,521	(9,413)	16,108	22,953	(8,815)	14,138
Construction in progress	28,613		28,613	28,897		28,897
	<b>95,174</b>	<b>(17,806)</b>	<b>77,368</b>	<b>87,106</b>	<b>(16,401)</b>	<b>70,705</b>

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	Consolidated Three-month period ended (unaudited)							Total
	Land	Building	Facilities	Computer equipment	Mineral properties	Others	Constructions in progress	
<b>Balance on June 30, 2013</b>	<b>2,043</b>	<b>14,037</b>	<b>24,389</b>	<b>447</b>	<b>37,495</b>	<b>40,007</b>	<b>67,845</b>	<b>186,263</b>
Acquisitions (i)							7,583	7,583
Disposals			(8)			(9)	(43)	(60)
Depreciation and amortization		(144)	(548)	(42)	(523)	(829)		(2,086)
Translation adjustment	(3)	12	63	1	639	35	(471)	276
Transfers	(41)	1,578	3,053	35	17	2,439	(7,081)	
Net effect of discontinued operation in the period	20			1		81	(75)	27
Transfers to held for sale		(102)	(18)	(13)	(7)	(1,971)	(215)	(2,326)
<b>Balance on September 30, 2013</b>	<b>2,019</b>	<b>15,381</b>	<b>26,931</b>	<b>429</b>	<b>37,621</b>	<b>39,753</b>	<b>67,543</b>	<b>189,677</b>
<b>Balance on June 30, 2014</b>	<b>2,561</b>	<b>18,207</b>	<b>27,294</b>	<b>458</b>	<b>36,006</b>	<b>43,448</b>	<b>60,358</b>	<b>188,332</b>
Acquisitions (i)							5,339	5,339
Disposals	(1)		(3)	(1)	(20)		(61)	(86)
Depreciation and amortization		(185)	(622)	(37)	(721)	(1,036)		(2,601)
Translation adjustment	(26)	602	(274)	(19)	2,530	2,926	2,705	8,444
Transfers	133	2,495	2,602	32	(2,269)	2,946	(5,939)	
<b>Balance on September 30, 2014</b>	<b>2,667</b>	<b>21,119</b>	<b>28,997</b>	<b>433</b>	<b>35,526</b>	<b>48,284</b>	<b>62,402</b>	<b>199,428</b>

	Consolidated Nine-month period ended							Total
	Land	Building	Facilities	Computer equipment	Mineral properties	Others	Constructions in progress	
<b>Balance on December 31, 2012</b>	<b>1,381</b>	<b>12,451</b>	<b>24,024</b>	<b>769</b>	<b>38,553</b>	<b>37,147</b>	<b>59,130</b>	<b>173,455</b>
Acquisitions (i)							19,623	19,623
Disposals		(1)	(108)	(1)	(680)	(286)	(233)	(1,309)
Depreciation and amortization		(392)	(1,460)	(122)	(1,424)	(2,709)		(6,107)
Translation adjustment	(42)	148	420	(325)	2,213	1,741	2,097	6,252
Transfers	660	3,278	4,073	122	(1,034)	5,242	(12,341)	
Net effect of discontinued operation in the period	20	(1)		(1)		589	(518)	89
Transfers to held for sale		(102)	(18)	(13)	(7)	(1,971)	(215)	(2,326)
<b>Balance on September 30, 2013 (unaudited)</b>	<b>2,019</b>	<b>15,381</b>	<b>26,931</b>	<b>429</b>	<b>37,621</b>	<b>39,753</b>	<b>67,543</b>	<b>189,677</b>
	<b>2,215</b>	<b>18,236</b>	<b>25,622</b>	<b>429</b>	<b>38,129</b>	<b>43,902</b>	<b>62,775</b>	<b>191,308</b>

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<b>Balance on December 31, 2013</b>								
Acquisitions (i)							16,815	16,815
Disposals	(3)	(110)	(10)	(7)	(224)	(78)	(340)	(772)
Impairment			(1)		(1,715)	(4)	(10)	(1,730)
Depreciation and amortization		(823)	(1,360)	(101)	(1,629)	(3,018)		(6,931)
Translation adjustment	112	50	(1,329)	(56)	333	1,416	212	738
Transfers	343	3,766	6,075	168	632	6,066	(17,050)	
<b>Balance on September 30, 2014 (unaudited)</b>	<b>2,667</b>	<b>21,119</b>	<b>28,997</b>	<b>433</b>	<b>35,526</b>	<b>48,284</b>	<b>62,402</b>	<b>199,428</b>

	Parent Company Nine-month period ended							
	Land	Building	Facilities	Computer equipment	Mineral properties	Others	Constructions in progress	Total
<b>Balance on December 31, 2012</b>	<b>1,162</b>	<b>4,376</b>	<b>12,300</b>	<b>218</b>	<b>3,814</b>	<b>9,288</b>	<b>30,073</b>	<b>61,231</b>
Acquisitions (i)							9,692	9,692
Disposals			(3)			(91)	(198)	(292)
Depreciation and amortization		(145)	(487)	(63)	(217)	(796)		(1,708)
Transfers	172	2,712	3,988	40	(1,475)	3,232	(8,669)	
<b>Balance on September 30, 2013 (unaudited)</b>	<b>1,334</b>	<b>6,943</b>	<b>15,798</b>	<b>195</b>	<b>2,122</b>	<b>11,633</b>	<b>30,898</b>	<b>68,923</b>
<b>Balance on December 31, 2013</b>	<b>1,322</b>	<b>9,449</b>	<b>14,350</b>	<b>183</b>	<b>2,366</b>	<b>14,138</b>	<b>28,897</b>	<b>70,705</b>
Acquisitions (i)							9,152	9,152
Disposals		(23)	(1)	(4)		(19)	(100)	(147)
Depreciation and amortization		(258)	(636)	(67)	(256)	(1,125)		(2,342)
Transfers	99	1,909	4,159	44	11	3,114	(9,336)	
<b>Balance on September 30, 2014 (unaudited)</b>	<b>1,421</b>	<b>11,077</b>	<b>17,872</b>	<b>156</b>	<b>2,121</b>	<b>16,108</b>	<b>28,613</b>	<b>77,368</b>



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(i) Total amount of Capital Expenditures recognized as addition to consolidated construction in progress in the period of three-month ended on September 30, 2014 and September 30, 2013 corresponds to R\$5.095 and R\$4.889 and nine-month period ended on September 30, 2014 and September 30, 2013 corresponds to R\$12.745 and R\$15.166, respectively; to the parent company, in the period of nine-month ended on September 30, 2014 and September 30, 2013, corresponds to R\$8.179 and R\$6.677.

Property, plant and equipment (net book value) pledged as guarantees for judicial claims on September 30, 2014 and December 31, 2013 corresponds to R\$190 and R\$180 on consolidated amounts; to the parent company on September 30, 2014 and December 31, 2013 corresponds to R\$189 and R\$147, respectively.

**15. Impairment**

During the second quarter of 2014, the Company has identified evidence and recognized impairment in relation to certain operations as follows:

**Coal mine Australia**

In May 2014, the Company announced that is taking the necessary steps to place its Integra Mine and Isaac Plains Complex, both in Australia, into care and maintenance since the operation is not economically feasible under current market conditions. As a consequence we recognized an impairment of R\$612.

**Guinea Iron ore projects**

Our 51%-owned subsidiary VBG-Vale BSGR Limited ( VBG ) holds iron ore concession rights in Simandou South (Zogota) and iron ore exploration permits in Simandou North (Blocks 1 & 2) in Guinea. On April 25, 2014 the government of Guinea revoked VBG S mining concessions, based on the recommendation of a technical committee established pursuant to Guinean legislation, revoked VBG S mining concessions. The decision is based on the allegations of fraudulent conduct in connection with the acquisition of licenses by BSGR (Vale's current partner in VBG) more than one year before Vale had made any investment in VBG. The decision does not indicate any involvement by Vale and therefore does not prohibit Vale to participate in any reallocation of the mining titles.

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Vale is actively considering its legal rights towards the Guinean Government and its partner at VBG and addressing options to guarantee the value of both the investments made in Guinea project development as well as the initial investment made in the VBG. Considering the uncertainties in this process for the recoverable of the initial payment related to the acquisition of our participation in VBG, in the amount of R\$1.118, the company recognized an impairment of this initial payment. The Company will continue to reassess the net value of the assets, in the amount of US\$635 (approximately R\$1,556) depending on the development of the negotiations with Guinea Government.

### 16. Loans and financing

#### a) Total debt

	Consolidated		Parent Company	
	September 30, 2014 (unaudited)	December 31, 2013	September 30, 2014 (unaudited)	December 31, 2013
<b>Debt contracts abroad</b>				
<b>Loans and financing in:</b>				
United States Dollars	1,363	783	605	536
Others currencies		4		
<b>Fixed rates:</b>				
Notes indexed in United States Dollars	267	28		
<b>Accrued charges</b>	642	820	199	312
	<b>2,272</b>	<b>1,635</b>	<b>804</b>	<b>848</b>
<b>Debt contracts in Brazil</b>				
<b>Loans and financing in:</b>				
Indexed to TJLP, TR, IGP-M e CDI	1,787	1,756	1,734	1,603
Basket of currencies, LIBOR	476	411	470	405
<b>Fixed rates:</b>				
Loans in United States Dollars		14		14
Loans in Reais	118	111	113	106
<b>Accrued charges</b>	351	231	350	205
	<b>2,732</b>	<b>2,523</b>	<b>2,667</b>	<b>2,333</b>
	<b>5,004</b>	<b>4,158</b>	<b>3,471</b>	<b>3,181</b>

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	Consolidated		Parent Company	
	September 30, 2014 (unaudited)	December 31, 2013	September 30, 2014 (unaudited)	December 31, 2013
<b>Debt contracts abroad</b>				
<b>Loans and financing in:</b>				
United States Dollars	12,836	10,921	10,752	8,930
Others currencies	7	6		
<b>Fixed rates:</b>				
Notes indexed in United States				
Dollars	32,193	32,347	3,677	3,514
Euro	4,643	4,840	4,643	4,840
	<b>49,679</b>	<b>48,114</b>	<b>19,072</b>	<b>17,284</b>
<b>Debt contracts in Brazil</b>				
<b>Loans and financing in:</b>				
Indexed to TJLP, TR, IGP-M e CDI	11,180	11,714	11,033	11,529
Basket of currencies, LIBOR	3,249	3,198	3,235	3,180
Non-convertible debentures into shares	1,970	870	1,039	
<b>Fixed rates:</b>				
Loans in United States Dollars		186		186
Loans in Reais	699	737	632	717
	<b>17,098</b>	<b>16,705</b>	<b>15,939</b>	<b>15,612</b>
	<b>66,777</b>	<b>64,819</b>	<b>35,011</b>	<b>32,896</b>

All securities issued through our 100% finance subsidiary Vale Overseas Limited, are fully and unconditionally guaranteed by Vale.

In October the Company decided to redeem the bonds issued by Vale Canada with maturity in 2015. As a result, we reclassified the principal debt amount of R\$735 to current liability.

The long-term portion on September 30, 2014 has maturities as follows:

	Consolidated	Parent Company
2015	495	429
2016	4,824	2,135
2017	5,896	2,172
2018	9,754	9,370
2019 onwards	45,808	20,905
	<b>66,777</b>	<b>35,011</b>

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On September 30, 2014, the annual interest rates on the long-term debts are as follows:

	<b>Consolidated</b>	<b>Parent Company</b>
Up to 3%	17,209	15,220
3,1% to 5% (a)	13,745	5,355
5,1% to 7% (b)	29,286	10,436
7,1% to 9% (b)	2,670	
9,1% to 11% (b)	191	
Over 11% (b)	8,423	7,471
Variable	257	
	<b>71,781</b>	<b>38,482</b>

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(a) Includes Eurobonds. For this we have entered into derivative transactions at a coupon of 4.42% per year in US dollars.

(b) Includes Brazilian Real denominated debt that bears interest at the CDI or TJLP, plus spread. For these, we have entered into derivative transactions to mitigate our exposure to the floating rate debt denominated in Brazilian Real, totaling R\$15,106 of which R\$14,427 has an original interest rate above 5.1% per year. After entering derivatives transactions the average cost of other than denominated U.S. Dollars debt is 2.37% per year.

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Non-convertible Debentures	Issued	41912		Interest	Balance	
		Outstanding	Maturity		September 30, 2014 (unaudited)	December 31, 2013
Tranche B - Salobo			No date		930	870
Infrastructure Debenture 1st serie	Feb/14	600	Jan/21	6,46%p.a+IPCA	623	
Infrastructure Debenture 2nd serie	Feb/14	150	Jan/24	6,57%p.a+IPCA	157	
Infrastructure Debenture 3rd serie	Feb/14	100	Jan/26	6,71%p.a+IPCA	103	
Infrastructure Debenture 4th serie	Feb/14	150	Jan/29	6,78%p.a+IPCA	157	
					<b>1,970</b>	<b>870</b>
Long-term portion					1,970	870
					<b>1,970</b>	<b>870</b>

**b) Revolving credit lines**

Type	Contractual Currency	Date of agreement	Available until	Total amount available	Amounts drawn on	
					September 30, 2014 (unaudited)	December 31, 2013
<b>Revolving Credit Lines</b>						
Revolving Credit Facility - Vale/ Vale International/ Vale Canada	US\$	April 2011	5 years	7,353		
Revolving Credit Facility - Vale/ Vale International/ Vale Canada	US\$	July 2011	5 years	4,902		
<b>Credit Lines</b>						
Export-Import Bank of China e Bank of China Limited	US\$	September 2010(a)	13 years	3,012	2,475	2,308
BNDES	R\$	April 2008(b)	10 years	7,300	4,862	4,626
<b>Financing</b>						
BNDES - CLN 150	R\$	September 2012(c)	10 years	3,883	3,079	3,079
BNDES - Investment Sustaining Program ( PSI ) 3.0%	R\$	June 2013(d)	10 years	109	87	87
BNDES - Tecnored 3.5%	R\$	December 2013(e)	8 years	136	51	
BNDES - S11D e S11D Logística	R\$	May 2014(f)	10 years	6,164		87
Canadian Agency Export Development ( EDC )	US\$	January 2014(g)	5 and 7 years	1,900	1,900	

(a) Acquisition of twelve large ore carriers from chinese shipyards.

(b) Memorandum of understanding signature date, however projects financing term is considered from the signature date of each projects contract amendment.

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- (c) Capacitação Logística Norte 150 Project ( CLN 150 ).
- (d) Acquisition of domestic equipment.
- (e) Support to Tecnoed s investment plan from 2013 to 2015.
- (f) Implementation the iron ore project S11D and S11D Logística.
- (g) General corporate purpose.

Total amounts available and disbursed, different from reporting currency, are affected by exchange rate variation among periods.

### c) **Guarantees**

As at September 30, 2014, R\$3,086 of the total aggregate outstanding debt was secured by property, plant and equipment and receivables.

Table of Contents**17. Asset retirement obligations**

The Company applies judgments and assumptions when measuring its obligations related to asset retirement. The accrued amounts of these obligations are not deducted from the potential costs covered by insurance or indemnities.

Long term interest rate used to discount these obligations to present values and to update the provisions on September 30, 2014 and December 31, 2013 was 6,39% p.a. The liability is periodically updated based on this discount rate plus the inflation index (IGPM) for the period in reference.

Changes in the provision for asset retirement obligation are as follows:

	Consolidated		Parent Company	
	September 30, 2014 (unaudited)	December 31, 2013	September 30, 2014 (unaudited)	December 31, 2013
<b>Balance at beginning of the period</b>	<b>6,194</b>	<b>5,615</b>	<b>1,946</b>	<b>1,625</b>
Increase expense (i)	310	414	129	174
Settlement in the current period	(57)	(90)	(13)	(35)
Revisions in estimated cash flows	67	102		182
Translation adjustments	94	162		
Transfer held for sale		(9)		
<b>Balance at end of the period</b>	<b>6,608</b>	<b>6,194</b>	<b>2,062</b>	<b>1,946</b>
Current	349	225	89	90
Non-current	6,259	5,969	1,973	1,856
	<b>6,608</b>	<b>6,194</b>	<b>2,062</b>	<b>1,946</b>

(i) In nine-month ended of 2013, R\$304 in Consolidated and R\$122 in Parent Company

**18. Provision for litigation**

Vale is party to labor, civil, tax and other ongoing lawsuits and is discussing these issues both administratively and on court. When applicable, these lawsuits are supported by judicial deposits. Provisions for losses resulting from these processes are estimated and updated by the Company, supported by legal advice of the legal board of the Company and by its legal consultants.

	Consolidated				Total of litigation provision
	Three-month period ended (unaudited)				
	Tax litigation	Civil litigation	Labor litigation	Environmental litigation	
<b>Balance on June 30, 2013</b>	<b>1,488</b>	<b>443</b>	<b>1,671</b>	<b>93</b>	<b>3,695</b>
Additions	3	40	117		160
Reversals	43	(208)	(83)	(2)	(250)
Payments	(190)	(27)	(54)	(1)	(272)
Indexation and interest	(193)	286	61	2	156
Translation adjustments	163				163
<b>Effect of discontinued operations</b>					
Net changes of the year	(1)	2	2		3
Transfer to held for sale		(24)	(59)	2	(81)
<b>Balance on September 30, 2013</b>	<b>1,313</b>	<b>512</b>	<b>1,655</b>	<b>94</b>	<b>3,574</b>
<b>Balance on June 30, 2014</b>	<b>891</b>	<b>478</b>	<b>1,840</b>	<b>97</b>	<b>3,306</b>
Additions	135	44	140	11	330
Reversals	(54)	(236)	(86)		(376)
Payments	(9)		(42)	(2)	(53)
Indexation and interest	(118)	58	67	84	91
Translation adjustments	30			10	40
<b>Balance on September 30, 2014</b>	<b>875</b>	<b>344</b>	<b>1,919</b>	<b>200</b>	<b>3,338</b>



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	Consolidated Nine-month period ended				Total of litigation provision
	Tax litigation	Civil litigation	Labor litigation	Environmental litigation	
<b>Balance on December 31, 2012</b>	<b>2,039</b>	<b>575</b>	<b>1,534</b>	<b>70</b>	<b>4,218</b>
Additions	105	82	345	23	555
Reversals	(143)	(369)	(295)	(10)	(817)
Payments	(577)	(92)	(74)	(2)	(745)
Indexation and interest	(126)	342	202	11	429
Translation adjustments	16	(4)			12
<b>Effect of discontinued operations</b>					
Net changes of the year	(1)	4	(2)		1
Transfer to held for sale		(26)	(55)	2	(79)
<b>Balance on September 30, 2013 (unaudited)</b>	<b>1,313</b>	<b>512</b>	<b>1,655</b>	<b>94</b>	<b>3,574</b>
<b>Balance on December 31, 2013</b>	<b>771</b>	<b>498</b>	<b>1,653</b>	<b>67</b>	<b>2,989</b>
Additions	237	62	389	54	742
Reversals	(92)	(217)	(183)	(9)	(501)
Payments	(25)	(16)	(74)	(6)	(121)
Indexation and interest	(28)	17	133	91	213
Translation adjustments	12		1	3	16
<b>Balance on September 30, 2014 (unaudited)</b>	<b>875</b>	<b>344</b>	<b>1,919</b>	<b>200</b>	<b>3,338</b>
	Parent Company Nine-month period ended				Total of litigation provision
	Tax litigation	Civil litigation	Labor litigation	Environmental litigation	
<b>Balance on December 31, 2012</b>	<b>1,213</b>	<b>247</b>	<b>1,364</b>	<b>43</b>	<b>2,867</b>
Additions	106	50	274	10	440
Reversals	(18)	(22)	(240)	(1)	(281)
Payments	(596)	(29)	(56)	(3)	(684)
Monetary adjustment	24	7	92	9	132
<b>Balance on September 30, 2013 (unaudited)</b>	<b>729</b>	<b>253</b>	<b>1,434</b>	<b>58</b>	<b>2,474</b>
<b>Balance on December 31, 2013</b>	<b>280</b>	<b>221</b>	<b>1,472</b>	<b>35</b>	<b>2,008</b>
Additions	166	5	344	39	554
Reversals	(26)	(39)	(162)	(9)	(236)
Payments	(15)	(13)	(64)	(4)	(96)
Monetary adjustment / Translation adjustments	7	9	124	2	142

<b>Balance on September 30, 2014 (unaudited)</b>	<b>412</b>	<b>183</b>	<b>1,714</b>	<b>63</b>	<b>2,372</b>
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**Provisions for tax litigation** - The nature of tax contingencies balances refer basically to discussions on the basis of calculation of the Financial Compensation for Exploiting Mineral Resources ( CFEM ) as well as denials of compensation claims of credits in the settlement of federal taxes in Brazil, and mining taxes at our foreign subsidiaries. The other causes refer to the charges of Additional Port Workers Compensation ( AITP ) and questioning about the location for the purpose of assessment of Service Tax ( ISS ).

**Provisions for civil litigation** - Relates to the demands concerning contracts between Vale and unrelated service suppliers companies, requiring differences in amounts due to alleged losses that have occurred due to various economic plans, while other demands are related to accidents, actions damages and other demands.

**Provisions for labor and social security litigation** - Consist of lawsuits filed by employees and service suppliers, from employment relationships. The most recurring claims are related to payment of overtime, hours in itinere, and health and safety. The social security ( INSS ) contingencies are related to legal and administrative disputes between INSS and Vale due to applicability of compulsory social security charges.

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In addition to those provisions and contingent liabilities, there are also judicial deposits. These court-ordered deposits are legally required and are monetarily updated and reported in non-current assets until a judicial decision to draw the deposit occurs, in case of a non-favorable decision to Vale. Judicial deposits are as follows:

	Consolidated		Parent Company	
	September 30, 2014 (unaudited)	December 31, 2013	September 30, 2014 (unaudited)	December 31, 2013
Tax litigations	973	1,014	685	590
Civil litigations	588	411	403	359
Labor litigations	2,143	2,039	2,005	1,913
Environmental litigations	2	27		26
<b>Total</b>	<b>3,706</b>	<b>3,491</b>	<b>3,093</b>	<b>2,888</b>

The Company discusses, at administrative and judicial levels, claims where the expectation of loss is classified as possible and considers that there is no need to recognize a provision, based on legal support.

These possible contingent liabilities are as follows:

	Consolidated		Parent Company	
	September 30, 2014 (unaudited)	December 31, 2013	September 30, 2014 (unaudited)	December 31, 2013
Tax litigations	12,191	8,877	9,477	4,842
Civil litigations	3,557	2,855	2,857	2,701
Labor litigations	5,119	5,320	3,630	3,579
Environmental litigations	2,933	3,146	2,889	3,135
<b>Total</b>	<b>23,800</b>	<b>20,198</b>	<b>18,853</b>	<b>14,257</b>

The categories of contingent liabilities summarized in the table above, include the following:

**Tax litigation** The most significant claims relate to pending challenges by the Brazilian federal tax authority concerning the deductibility of Brazilian social contribution payments for income tax purposes (approximately US\$2,067) and demands by Brazilian state tax authorities for additional payments of the value-added tax on services and circulation of goods ( ICMS ) in relation to our use of ICMS credits from sales and energy transmission.

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**Civil litigation** Most of these claim have been filed by suppliers for indemnification under construction contracts, primarily relating to certain alleged damages, payments and contractual penalties. A number of other claims involve disputed contractual terms for inflation indexation.

**Labor litigation** These claims represent a very large number of individual claims by (i) employees and service providers, primarily involving demands for additional compensation for overtime work, time spent commuting or health and safety conditions; and (ii) the Brazilian federal social security administration ( INSS ) regarding contributions on compensation programs based on our profits.

**Environmental litigation** The most significant claims concern alleged procedural deficiencies in licensing processes, non-compliance with existing environmental licenses or damage to the environment.

The proceedings referred to above are subject to significant uncertainty in relation to the amount in dispute and the timing for resolution.

Table of Contents**19. Income Taxes Settlement Program ( REFIS )**

In November 2013, The Company elected to participate in a corporate Income Tax Settlement Program ( REFIS ) for payment of amounts relating to income tax and social contribution on the net income of its non-Brazilian subsidiaries and affiliates from 2003 to 2012.

During, we paid R\$860 in consolidated and R\$842 in parent company due amount to be paid in 169 monthly installments, and this balance in September 30, 2014 as bearing interest at Selic rate, are R\$16.675 (R\$1.184 in current and R\$15.491 in non-current) and R\$16.333 (R\$1.160 in current and R\$15.174 in non-current) respectively.

**20. Income Tax**

We analyze the potential tax impact associated with undistributed earnings of each of our subsidiaries and affiliates. As described in Note 19, in 2013 we entered into the Brazilian REFIS program to pay the amounts related to the collection of income taxes on equity gain on foreign subsidiaries and affiliates from 2003 to 2012 and therefore, the repatriation of these earnings would have no Brazilian tax consequences. In 2013, we recognized an equity loss on foreign subsidiaries.

The income of the Company is subject to the common system of taxation applicable to companies in general. The net deferred balances were as follows:

	<b>Consolidated</b>		
	<b>Three-month period ended (unaudited)</b>		
	<b>Assets</b>	<b>Liabilities</b>	<b>Total</b>
<b>Balance on June 30, 2013</b>	<b>9,468</b>	<b>7,167</b>	<b>2,301</b>
Net income effect	1,039	(129)	1,168
Translation adjustment for the period	(53)	(18)	(35)
Other comprehensive income	9	96	(87)
<b>Net effect of discontinued operations</b>			
Transfer to held for sale		(188)	188
<b>Balance on September 30, 2013</b>	<b>10,463</b>	<b>6,928</b>	<b>3,535</b>
<b>Balance on June 30, 2014</b>	<b>9,670</b>	<b>7,406</b>	<b>2,264</b>
Net income effect	492	(120)	612
Translation adjustment for the period	369	666	(297)
Other comprehensive income	21	25	(4)

<b>Balance on September 30, 2014</b>	<b>10,552</b>	<b>7,977</b>	<b>2,575</b>
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	Assets	Consolidated Nine-month period ended Liabilities	Total
<b>Balance on December 31, 2012</b>	<b>8,291</b>	<b>6,918</b>	<b>1,373</b>
Net income effect	1,896	(311)	2,207
Translation adjustment for the period	115	421	(306)
Other comprehensive income	160	92	68
Transfer to held for sale		(192)	192
<b>Balance on September 30, 2013 (unaudited)</b>	<b>10,462</b>	<b>6,928</b>	<b>3,534</b>
<b>Balance on December 31, 2013</b>	<b>10,596</b>	<b>7,562</b>	<b>3,034</b>
Net income effect	(383)	158	(541)
Transfer from held for sale	154		154
Translation adjustment for the period	120	134	(14)
Other comprehensive income	65	123	(58)
<b>Balance on September 30, 2014 (unaudited)</b>	<b>10,552</b>	<b>7,977</b>	<b>2,575</b>

	Parent Company Nine-month period ended Assets
<b>Balance on December 31, 2012</b>	<b>5,715</b>
Net income effect	1,496
Other comprehensive income	159
<b>Balance on September 30, 2013 (unaudited)</b>	<b>7,370</b>
<b>Balance on December 31, 2013</b>	<b>7,418</b>
Net income effect	(77)
Other comprehensive income	64
<b>Balance on September 30, 2014 (unaudited)</b>	<b>7,405</b>

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Deferred tax assets arising from tax losses, negative social contribution basis and temporary differences are registered, taking into consideration the analysis of future performance, based on economic and financial projections, prepared based on internal assumptions and macroeconomic, trade and tax scenarios that may suffer changes in future.

The income taxes in Brazil comprise the taxation on income and social contribution on profit. The statutory rate applicable in the periods presented is 34%. In other countries where we have operations, we are subject to various rates depending on jurisdiction.

The total amount presented the results in the financial Statements of Income is reconciled to the rates established by law, as follows:

	Consolidated (unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
<b>Net income before income taxes</b>	<b>(4,101)</b>	<b>9,913</b>	<b>9,146</b>	<b>18,541</b>
<b>Income taxes at statutory rates - 34%</b>	<b>1,394</b>	<b>(3,370)</b>	<b>(3,110)</b>	<b>(6,304)</b>
<b>Adjustments that affect the basis of taxes:</b>				
Income taxes benefit from interest on stockholders' equity	659	628	1,976	1,881
Tax incentives	(97)	212	315	438
Results of overseas companies taxed by different rates which differs from the parent company rate	(971)	311	(1,946)	127
Constitution/Reversal for tax loss carryforward		(107)	(255)	258
Results of equity investments	26	99	366	251
Undeductible - impairment			(382)	
Other	(261)	180	(787)	(383)
<b>Income taxes on the profit for the period</b>	<b>750</b>	<b>(2,047)</b>	<b>(3,823)</b>	<b>(3,732)</b>

	Parent company (unaudited)	
	Nine-month period ended	
	September 30, 2014	September 30, 2013
<b>Net income before income taxes</b>	<b>8,374</b>	<b>18,949</b>
<b>Income taxes at statutory rates - 34%</b>	<b>(2,847)</b>	<b>(6,443)</b>
<b>Adjustments that affect the basis of taxes:</b>		
Income taxes benefit from interest on stockholders' equity	1,976	1,881
Tax incentives	315	438
Results of equity investments	(2,178)	476
Other	75	(319)

**Income taxes on the profit for the period**

**(2,659)**

**(3,967)**



Table of Contents**21. Employee Benefits Obligations**

The Company had announced on its year end 2013 financial statements that it expects to contribute R\$829 to its pension plan during 2014. As of September 30, 2014 it had contributed R\$635. No significant changes are expected in relation to the estimate disclosed in the financial statements for the year ended December 31, 2013.

**a) Employee Postretirement Obligations****Reconciliation of assets and liabilities in Balance Sheet**

	September 30, 2014 (unaudited)		Total Consolidated		December 31, 2013	
	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans
<b>Ceiling recognition of an asset (ceiling) / onerous liability</b>						
<b>Beginning of the period</b>	<b>2,790</b>			<b>1,725</b>		
Interest income				154		
Changes in asset ceiling/ onerous liability	655			911		
<b>Ended of the period</b>	<b>3,445</b>			<b>2,790</b>		
<b>Amount recognized in the balance sheet</b>						
Present value of actuarial liabilities	(9,948)	(10,259)	(4,028)	(9,557)	(10,320)	(3,966)
Fair value of assets	13,393	9,196		12,347	8,911	
Effect of the asset ceiling	(3,445)			(2,790)		
<b>Assets (liabilities) to be provisioned</b>		<b>(1,063)</b>	<b>(4,028)</b>		<b>(1,409)</b>	<b>(3,966)</b>
Current liabilities		(17)	(222)		(22)	(205)
Non-current liabilities		(1,046)	(3,806)		(1,387)	(3,761)
<b>Assets (liabilities) to be provisioned</b>		<b>(1,063)</b>	<b>(4,028)</b>		<b>(1,409)</b>	<b>(3,966)</b>

## Costs recognized in the Statements of Income for the period:

	Consolidated						
	September 30, 2014			Three-month period ended (unaudited)		September 30, 2013	
	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans	
Current service cost	17	45	18		69	23	
Interest on expense on liabilities	279	67	57	157	216	54	
Interest income on plan assets	(368)	(88)		(195)	(186)		
Effect of the asset ceiling	84			38			
<b>Total costs, net</b>	<b>12</b>	<b>24</b>	<b>75</b>		<b>99</b>	<b>77</b>	

	Consolidated						
	September 30, 2014			Nine-month period ended (unaudited)		September 30, 2013	
	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans	
Current service cost	51	116	53		201	70	
Interest on expense on liabilities	837	308	167	471	655	158	
Interest income on plan assets	(1,104)	(266)		(586)	(536)		
Effect of the asset ceiling	252			115			
<b>Total costs, net</b>	<b>36</b>	<b>158</b>	<b>220</b>		<b>320</b>	<b>228</b>	

Table of Contents**Costs recognized in the Statement of Comprehensive Income for the period**

	Consolidated					
	September 30, 2014			Three-month period ended (unaudited)		
	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans
Beginning of the period	(274)	(629)	(438)	(7)	(2,313)	(814)
Return on plan assets (excluding interest income)	(22)	32	27	86	198	12
Change of asset ceiling / costly liabilities (excluding interest income)	3	(30)		(86)		
	(19)	2	27		198	12
Income tax	6	(7)	(7)		(60)	(10)
<b>Others comprehensive income</b>	<b>(13)</b>	<b>(5)</b>	<b>20</b>		<b>138</b>	<b>2</b>
Conversion of Effect		(69)	(37)		(3)	
<b>Accumulated other comprehensive income</b>	<b>(287)</b>	<b>(703)</b>	<b>(455)</b>	<b>(7)</b>	<b>(2,178)</b>	<b>(812)</b>

	Consolidated					
	September 30, 2014			Nine-month period ended (unaudited)		
	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans
Beginning of the period	(219)	(926)	(460)	(7)	(1,970)	(778)
Return on plan assets (excluding interest income)	12	439	27	(413)	(140)	22
Change of asset ceiling / costly liabilities (excluding interest income)	(112)	(118)		413		
	(100)	321	27		(140)	22
Income tax	34	(81)	(7)		67	(13)
<b>Others comprehensive income</b>	<b>(66)</b>	<b>240</b>	<b>20</b>		<b>(73)</b>	<b>9</b>
Conversion of effect		(17)	(15)		(135)	(43)
<b>Accumulated other comprehensive income</b>	<b>(285)</b>	<b>(703)</b>	<b>(455)</b>	<b>(7)</b>	<b>(2,178)</b>	<b>(812)</b>

**b) Incentive Plan in Results**

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The Company has a Participation in Results Program ( PPR ) measured on the evaluation of individual and collective performance of its employees.

The PPR is calculated individually according to the achievement of goals previously established using indicators for the performances of the Company, business unit, team and individual. The contribution of each performance unit to the performance scores of the employees is discussed and agreed each year, between the Company and the unions.

The Company accrued expenses/costs related to participation in the results as follow:

	Consolidated (unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Operational expenses	148	152	260	316
Cost of good sold and services rendered	242	277	719	659
<b>Total</b>	<b>390</b>	<b>429</b>	<b>979</b>	<b>975</b>

	Parent company (unaudited)	
	Nine-month period ended	
	September 30, 2014	September 30, 2013
Operational expenses	198	261
Cost of good sold and services rendered	576	569
<b>Total</b>	<b>774</b>	<b>830</b>

### c) Long-term stock option compensation plan

The terms, assumptions, calculation methods and the accounting treatment applied to the Long-term Incentive Plan ( ILP ) is the same as presented in financial statements for the year end December 31, 2013. The total number of shares subject to the Long Term Compensation Plan on September 30, 2014 and December 31, 2013 are 7.379.058 and 6,214,288, and total expense/cost recorded of R\$255 and R\$198, respectively on result.

Table of Contents**22. Classification of financial instruments**

The classification of financial assets and liabilities is as follows:

	Consolidated				Parent Company		
	September 30, 2014 (unaudited)						
Financial assets	Loans and receivables (a)	At fair value through profit or loss (b)	Derivatives designated as hedge (c)	Total	Loans and receivables (a)	At fair value through profit or loss (b)	Total
<b>Current</b>							
Cash and cash equivalents	19,319			19,319	3,902		3,902
Short-term investments	1,103			1,103			
Derivative financial instruments		353		353		316	316
Accounts receivable	8,232			8,232	27,868		27,868
Related parties	700			700	1,235		1,235
	<b>29,354</b>	<b>353</b>		<b>29,707</b>	<b>33,005</b>	<b>316</b>	<b>33,321</b>
<b>Non current</b>							
Related parties	456			456	904		904
Loans and financing agreements	602			602	102		102
Derivative financial instruments		284		284		20	20
	<b>1,058</b>	<b>284</b>		<b>1,342</b>	<b>1,006</b>	<b>20</b>	<b>1,026</b>
<b>Total of Assets</b>	<b>30,412</b>	<b>637</b>		<b>31,049</b>	<b>34,011</b>	<b>336</b>	<b>34,347</b>
<b>Financial liabilities</b>							
<b>Current</b>							
Suppliers and contractors	9,968			9,968	5,206		5,206
Derivative financial instruments		1,525	181	1,706		1,112	1,112
Loans and financing agreements	5,004			5,004	3,471		3,471
Related parties	320			320	7,456		7,456

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	15,292	1,525	181	16,998	16,133	1,112	17,245
<b>Non current</b>							
Derivative financial instruments		3,196	9	3,205		2,954	2,954
Loans and financing agreements	66,777			66,777	35,011		35,011
Related parties	275			275	34,579		34,579
Participative stockholders debentures		4,934		4,934		4,934	4,934
Others (d)		324		324		324	324
	<b>67,052</b>	<b>8,454</b>	<b>9</b>	<b>75,515</b>	<b>69,590</b>	<b>8,212</b>	<b>77,802</b>
<b>Total of Liabilities</b>	<b>82,344</b>	<b>9,979</b>	<b>190</b>	<b>92,513</b>	<b>85,723</b>	<b>9,324</b>	<b>95,047</b>

(a) Non-derivative financial instruments with identifiable cash flow.

(b) Financial instruments for trading in short term.

(c) See note 24a.

(d) See note 23a.

	Consolidated				Parent Company			
	December 31, 2013				December 31, 2013			
Financial assets	Loans and receivables (a)	At fair value through profit or loss (b)	Derivatives designated as hedge (c)	Available for sale	Total	Loans and receivables (a)	At fair value through profit or loss (b)	Total
<b>Current</b>								
Cash and cash equivalents	12,465				12,465	3,635		3,635
Short-term investments	8				8	8		8
Derivative financial instruments		459	12		471		378	378
Accounts receivable	13,360				13,360	14,167		14,167
Related parties	611				611	1,684		1,684
	<b>26,444</b>	<b>459</b>	<b>12</b>		<b>26,915</b>	<b>19,494</b>	<b>378</b>	<b>19,872</b>
<b>Non current</b>								
Related parties	253				253	864		864
Loans and financing agreements	564				564	192		192
Derivative financial instruments		329			329			
Others				11	11			
	<b>817</b>	<b>329</b>		<b>11</b>	<b>1,157</b>	<b>1,056</b>		<b>1,056</b>
<b>Total of Assets</b>	<b>27,261</b>	<b>788</b>	<b>12</b>	<b>11</b>	<b>28,072</b>	<b>20,550</b>	<b>378</b>	<b>20,928</b>
<b>Financial liabilities</b>								
<b>Current</b>								
Suppliers and contractors	8,837				8,837	3,640		3,640
Derivative financial instruments		464	92		556		435	435

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Loans and financing agreements	4,158			4,158	3,181		3,181
Related parties	479			479	6,453		6,453
	<b>13,474</b>	<b>464</b>	<b>92</b>	<b>14,030</b>	<b>13,274</b>	<b>435</b>	<b>13,709</b>
<b>Non current</b>							
Derivative financial instruments		3,469	27	3,496		3,188	3,188
Loans and financing agreements	64,819			64,819	32,896		32,896
Related parties	11			11	32,013		32,013
Stockholders							
Debentures		4,159		4,159		4,159	4,159
	<b>64,830</b>	<b>7,628</b>	<b>27</b>	<b>72,485</b>	<b>64,909</b>	<b>7,347</b>	<b>72,256</b>
<b>Total of Liabilities</b>	<b>78,304</b>	<b>8,092</b>	<b>119</b>	<b>86,515</b>	<b>78,183</b>	<b>7,782</b>	<b>85,965</b>

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(a) Non-derivative financial instruments with identifiable cash flow.

(b) Financial instruments for trading in short term.

(c) See note 24a.

Table of Contents**23. Fair Value Estimate**

The Company considered the same assumptions and calculation methods as presented on the financial statements for the year ended December 31, 2013, to measure the fair value of assets and liabilities for the period.

**a) Assets and liabilities measured and recognized at fair value****b)**

	September 30, 2014 (unaudited) Level 2 (i)	Consolidated	December 31, 2013 Level 2 (i)
<b>Financial Assets</b>			
<b>Current</b>			
Derivatives at fair value through profit or loss	353		459
Derivatives designated as hedge			12
	<b>353</b>		<b>471</b>
<b>Non-Current</b>			
Derivatives at fair value through profit or loss	284		329
	<b>284</b>		<b>329</b>
<b>Total of Assets</b>	<b>637</b>		<b>800</b>
<b>Financial Liabilities</b>			
<b>Current</b>			
Derivatives at fair value through profit or loss	1,525		464
Derivatives designated as hedge	181		92
	<b>1,706</b>		<b>556</b>
<b>Non-Current</b>			
Derivatives at fair value through profit or loss	3,196		3,469
Derivatives designated as hedge	9		27
Participative stockholders' debentures	4,934		4,159
Others (ii)	324		
	<b>8,463</b>		<b>7,655</b>
<b>Total of Liabilities</b>	<b>10,169</b>		<b>8,211</b>

(i) No classification according to levels 1 and 3.



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(ii) Refers to the minimum return instrument held by Brookfield that under certain conditions, can generate a disbursement obligation to Vale at the end of the sixth year of the completion of the acquisition of interest in VLI (Note 7).

	September 30, 2014 (unaudited) Level 2 (i)	Parent Company	December 31, 2013 Level 2 (i)
<b>Financial Assets</b>			
<b>Current</b>			
Derivatives at fair value through profit or loss	316		378
	<b>316</b>		<b>378</b>
<b>Non-Current</b>			
Derivatives at fair value through profit or loss	20		
	<b>20</b>		
<b>Total of Assets</b>	<b>336</b>		<b>378</b>
<b>Financial Liabilities</b>			
<b>Current</b>			
Derivatives at fair value through profit or loss	1,112		435
	<b>1,112</b>		<b>435</b>
<b>Non-Current</b>			
Derivatives at fair value through profit or loss	2,954		3,188
Participative stockholders' debentures	4,934		4,159
Others (ii)	324		
	<b>8,212</b>		<b>7,347</b>
<b>Total of Liabilities</b>	<b>9,324</b>		<b>7,782</b>

(i) No classification according to levels 1 and 3.

Table of Contents**b) Fair value measurement compared to book value**

For loans allocated to Level 1 market approach to the contracts listed on the secondary market is the evaluation method used to estimate debt fair value. For loans allocated Level 2, the fair value for both fixed-indexed rate debt and floating rate debt is determined by the discounted cash flow using the future values of the LIBOR and the curve of Vale's Bonds (income approach).

The fair values and carrying amounts of non-current loans (net of interest) are shown in the table below:

	Consolidated				Parent Company			
	Balance	Fair value (i)	Level 1	Level 2	Balance	Fair value (i)	Level 1	Level 2
<b>Financial liabilities</b>								
<b>December 31, 2013</b>								
Loans (long term)(ii)	67,926	70,289	37,397	32,892	35,560	36,377	7,889	28,488
<b>September 30, 2014 (unaudited)</b>								
Loans (long term)(ii)	70,788	76,484	41,586	34,898	37,933	40,451	9,799	30,652

(i) No classification according to the level 3.

(ii) Net interest of R\$993 in consolidated and R\$549 at parent company on September 30, 2014 and net interest of R\$1,051 in consolidated and R\$517 at parent company on December 31, 2013.

**24. Derivative financial instruments****a) Derivatives effects on Balance Sheet**

	Consolidated Assets			
	September 30, 2014 (unaudited)		December 31, 2013	
	Current	Non-current	Current	Non-current
<b>Derivatives not designated as hedge</b>				
<b>Foreign exchange and interest rate risk</b>				
	299	18	408	

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<b>CDI &amp; TJLP vs. US\$ fixed and floating rate swap</b>				
IPCA swap	19	2		
Eurobonds Swap		191	30	236
Pre dollar swap	7		12	
	<b>325</b>	<b>211</b>	<b>450</b>	<b>236</b>
<b>Commodities price risk</b>				
<b>Nickel:</b>				
Fixed price program	28	4	9	
	<b>28</b>	<b>4</b>	<b>9</b>	
<b>Warrants</b>				
SLW options (note 29)		69		93
<b>Derivatives designated as hedge (cash flow hedge)</b>				
Bunker Oil			12	
			<b>12</b>	
<b>Total</b>	<b>353</b>	<b>284</b>	<b>471</b>	<b>329</b>

	September 30, 2014 (unaudited)		December 31, 2013	
	Current	Non-current	Current	Non-current
<b>Consolidated Liabilities</b>				
<b>Derivatives not designated as hedge</b>				
<b>Foreign exchange and interest rate risk</b>				
<b>CDI &amp; TJLP vs. US\$ fixed and floating rate swap</b>				
	1,351	2,695	434	3,207
IPCA swap	17	79		
Eurobonds Swap		149	2	
Pre dollar swap	10	269	1	259
	<b>1,378</b>	<b>3,192</b>	<b>437</b>	<b>3,466</b>
<b>Commodities price risk</b>				
<b>Nickel:</b>				
Fixed price program	33	4	6	
Bunker Oil	114		20	
	<b>147</b>	<b>4</b>	<b>26</b>	
<b>Embedded derivatives</b>				
Gas Oman			1	3
<b>Derivatives designated as hedge (cash flow hedge)</b>				
Bunker Oil	117		29	
Foreign exchange	64	9	63	27
	<b>181</b>	<b>9</b>	<b>92</b>	<b>27</b>
<b>Total</b>	<b>1,706</b>	<b>3,205</b>	<b>556</b>	<b>3,496</b>

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	Parent Company Assets			
	September 30, 2014 (unaudited)		December 31, 2013	
	Current	Non-current	Current	Non-current
<b>Derivatives not designated as hedge</b>				
<b>Foreign exchange and interest rate risk</b>				
CDI & TJLP vs. US\$ fixed and floating rate swap	298	18	366	
IPCA swap	11	2		
Pre dollar swap	7		12	
<b>Total</b>	<b>316</b>	<b>20</b>	<b>378</b>	

	Parent Company Liabilities			
	September 30, 2014 (unaudited)		December 31, 2013	
	Current	Non-current	Current	Non-current
<b>Derivatives not designated as hedge</b>				
<b>Foreign exchange and interest rate risk</b>				
CDI & TJLP vs. US\$ fixed and floating rate swap	1,102	2,663	434	2,929
IPCA swap		22		
Pre dollar swap	10	269	1	259
<b>Total</b>	<b>1,112</b>	<b>2,954</b>	<b>435</b>	<b>3,188</b>

b) **Effects of derivatives in the Statement of Income**

	Consolidated (unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
<b>Derivatives not designated as hedge</b>				
<b>Foreign exchange and interest rate risk</b>				
CDI & TJLP vs. US\$ fixed and floating rate swap	(1,317)	14	(122)	(1,389)
IPCA swap	(91)		(55)	
Eurobonds Swap	(228)	128	(210)	133
Pre dollar swap	(83)	(2)	(8)	(82)
	<b>(1,719)</b>	<b>140</b>	<b>(395)</b>	<b>(1,338)</b>
<b>Commodities price risk</b>				
Nickel:				
Fixed price program	17	(4)	8	2
Purchased scrap protection program				1
Bunker Oil	(134)	109	(94)	(130)

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	(117)	105	(86)	(127)
<b>Warrants</b>				
SLW Options (note 29)	(59)	45	(25)	(67)
	(59)	45	(25)	(67)
<b>Embedded derivatives</b>				
Gas Oman	1	6	3	4
	1	6	3	4
<b>Derivatives designated as hedge (cash flow hedge)</b>				
Bunker Oil	(4)	(37)	(23)	(64)
Strategic Nickel				26
Foreign exchange	(23)	(11)	(75)	(11)
	(27)	(48)	(98)	(49)
<b>Total</b>	<b>(1,921)</b>	<b>248</b>	<b>(601)</b>	<b>(1,577)</b>

	Parent company (unaudited) Nine-month period ended	
	September 30, 2014	September 30, 2013
<b>Derivatives not designated as hedge</b>		
<b>Foreign exchange and interest rate risk</b>		
CDI & TJLP vs. US\$ fixed and floating rate swap	(136)	(1,332)
IPCA swap	(8)	
Pre dollar swap	(8)	(82)
	(152)	(1,414)
<b>Derivatives designated as hedge (cash flow hedge)</b>		
Foreign exchange		11
		11
<b>Total</b>	<b>(152)</b>	<b>(1,403)</b>

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## c) Effects of derivatives as Cash Flow hedge

	Consolidated (unaudited) Inflows/ (Outflows)			
	Three-month period ended		Nine-month period ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
<b>Derivatives not designated as hedge</b>				
<b>Exchange risk and interest rates</b>				
CDI & TJLP vs. US\$ fixed and floating rate swap	83	60	362	419
Eurobonds Swap			24	(10)
Pre dollar swap	4	9	16	27
	<b>87</b>	<b>69</b>	<b>402</b>	<b>436</b>
<b>Risk of product prices</b>				
Fixed price program	8	(3)	17	(4)
Purchased scrap protection program				1
Bunker Oil Hedge	12	(59)	(8)	(82)
	<b>20</b>	<b>(62)</b>	<b>9</b>	<b>(85)</b>
<b>Derivatives designated as hedge (cash flow hedge)</b>				
Bunker Oil	(4)	(38)	(23)	(64)
Strategic Nickel				26
Foreign exchange	(23)	(10)	(75)	(11)
	<b>(27)</b>	<b>(48)</b>	<b>(98)</b>	<b>(49)</b>
<b>Total</b>	<b>80</b>	<b>(41)</b>	<b>313</b>	<b>302</b>
<b>Gains (losses) unrealized derivatives</b>	<b>(2,001)</b>	<b>289</b>	<b>(914)</b>	<b>(1,879)</b>

	Parent company (unaudited) Inflows/ (Outflows)	
	September 30, 2014	September 30, 2013
<b>Derivatives not designated as hedge</b>		
<b>Exchange risk and interest rates</b>		
CDI & TJLP vs. US\$ fixed and floating rate swap	318	361
Pre dollar swap	15	28
	<b>333</b>	<b>389</b>
<b>Risk of product prices</b>		
<b>Derivatives designated as hedge (cash flow hedge)</b>		
Foreign exchange		11
		<b>11</b>
<b>Total</b>	<b>333</b>	<b>400</b>

Gains (losses) unrealized derivatives (485) (1,803)

d) Effects of derivatives designated as hedge

i. Cash Flow Hedge

The effects of cash flow hedge impact the stockholders' equity and are presented in the following tables:

	Foreign exchange	Three-month period ended (unaudited) Parent Company			noncontrolling stockholders	Consolidated Total
		Nickel	Bunker Oil	Total		
Fair value measurements	39		(11)	28		28
Reclassification to results due to realization	11		37	48		48
<b>Net change as of September 30, 2013</b>	<b>50</b>		<b>26</b>	<b>76</b>		<b>76</b>
Fair value measurements	(36)		(141)	(177)		(177)
Reclassification to results due to realization	23		4	27		27
<b>Net change as of September 30, 2014</b>	<b>(13)</b>		<b>(137)</b>	<b>(150)</b>		<b>(150)</b>

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	Nine-month period ended (unaudited)				noncontrolling stockholders	Consolidated Total
	Foreign exchange	Parent Company		Total		
		Nickel	Bunker Oil	Total		
Fair value measurements	(47)		(134)	(181)		(181)
Reclassification to results due to realization	11	(26)	64	49		49
<b>Net change as of September 30, 2013</b>	<b>(36)</b>	<b>(26)</b>	<b>(70)</b>	<b>(132)</b>		<b>(132)</b>
Fair value measurements	(63)		(119)	(182)		(182)
Reclassification to results due to realization	75		23	98		98
<b>Net change as of September 30, 2014</b>	<b>12</b>		<b>(96)</b>	<b>(84)</b>		<b>(84)</b>

	Maturities dates
Currencies/ Interest Rates	July 2023
Gas Oman	April 2016
Nickel	June 2016
Copper	December 2014
Warrants	February 2023
Bunker Oil	September 2015

**Additional information about derivatives financial instruments****Value at risk computation methodology**

The value at risk of the positions was measured using a delta-Normal parametric approach, which considers that the future distribution of the risk factors - and its correlations - tends to present the same statistic properties verified in the historical data. The value at risk of Vale's derivatives current positions was estimated considering one business day time horizon and a 95% confidence level.

**Contracts subjected to margin calls**

Vale has contracts subject to margin calls only for part of nickel trades executed by its wholly-owned subsidiary Vale Canada. There was not cash amount subject to margin calls on September 30, 2014.



### Initial cost of contracts

The financial derivatives negotiated by Vale and its controlled companies described in this document didn't have initial costs (initial cash flow) associated.

The following tables show as of September 30, 2014, the derivatives positions for Vale and controlled companies with the following information: notional amount, fair value (considering counterparty credit risk)(1), gains or losses in the period, value at risk and the fair value for the remaining years of the operations per each group of instruments.

### Foreign exchange and interest rates derivative positions

#### Protection program for the Real denominated debt indexed to CDI

- **CDI vs. US\$ fixed rate swap** In order to reduce the cash flow volatility, Vale entered into swap transactions to convert the cash flows from debt instruments denominated in BRL linked to CDI to US\$. In those swaps, Vale pays fixed rates in US\$ and receives payments linked to CDI.
- **CDI vs. US\$ floating rate swap** In order to reduce the cash flow volatility, Vale entered into swap transactions to convert the cash flows from debt instruments denominated in BRL linked to CDI to US\$. In those swaps, Vale pays floating rates in US\$ (Libor - London Interbank Offered Rate) and receives payments linked to CDI.

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(1) The Adjusted net/total for credit risk considers the adjustments for credit (counterparty) risk calculated for the instruments, in accordance with International Financial Reporting Standard 13 (CPC 46).

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Flow	Notional (\$ million)				R\$ Million			Value at Risk				
	September 30,		December 31, 2014		Fair value		Realized Gain/Loss	September 30,		Fair value by year		
	2014	2014	Index	Average rate	September 30, 2014	December 31, 2013		2014	2014	2015	2016	2017
<b>CDI vs. fixed rate swap</b>												
Receivable	R\$ 5,496	R\$ 5,096	CDI	108.35%	5,814	5,601	469					
Payable	US\$ 2,768	US\$ 2,603	US\$ +	3.71%	(6,992)	(6,557)	(273)					
<b>Net</b>					<b>(1,178)</b>	<b>(956)</b>	<b>196</b>	<b>76</b>	<b>(54)</b>	<b>(304)</b>	<b>(676)</b>	<b>(144)</b>
<b>Adjusted Net for credit risk</b>					<b>(1,184)</b>	<b>(963)</b>			<b>(54)</b>	<b>(305)</b>	<b>(680)</b>	<b>(145)</b>
<b>CDI vs. floating rate swap</b>												
Receivable	R\$ 428	R\$ 428	CDI	103.50%	436	446	42					
Payable	US\$ 250	US\$ 250	Libor +	0.99%	(616)	(596)	(8)					
<b>Net</b>					<b>(180)</b>	<b>(150)</b>	<b>34</b>	<b>6</b>		<b>(180)</b>		
<b>Adjusted Net for credit risk</b>					<b>(180)</b>	<b>(150)</b>				<b>(180)</b>		

**Type of contracts:** OTC Contracts

**Protected item:** Debts linked to BRL

The protected items are the debt instruments linked to BRL once the objective of this protection is to transform the obligations linked to BRL into obligations linked to US\$ so as to achieve a currency offset by matching Vale's receivables (mainly linked to US\$) with Vale's payables.

**Protection program for the real denominated debt indexed to TJLP**

- **TJLP vs. US\$ fixed rate swap** In order to reduce the cash flow volatility, Vale entered into swap transactions to convert the cash flows of the loans with Banco Nacional de Desenvolvimento Econômico e Social (BNDES) from TJLP(2) to US\$. In those swaps, Vale pays fixed rates in US\$ and receives payments linked to TJLP.

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- **TJLP vs. US\$ floating rate swap** In order to reduce the cash flow volatility, Vale entered into swap transactions to convert the cash flows of the loans with BNDES from TJLP to US\$. In those swaps, Vale pays floating rates in US\$ and receives payments linked to TJLP.

Flow	Notional (\$ million)		Index	Average rate	R\$ Million		Realized Gain/Loss	Value at Risk	Fair value by year			
	September 30, 2014	December 31, 2014			September 30, 2014	December 31, 2013			September 30, 2014	September 30, 2014	2014	2015
<b>Swap TJLP vs. fixed rate swap</b>												
Receivable			<b>TJLP</b>									
	R\$ 6,079	R\$ 6,456	+	1.37%	5,429	5,626	713					
Payable			<b>USD</b>									
	US\$ 3,089	US\$ 3,310	+	1.98%	(7,420)	(7,431)	(595)					
<b>Net</b>					<b>(1,991)</b>	<b>(1,805)</b>	<b>118</b>	<b>233</b>	<b>(142)</b>	<b>(173)</b>	<b>(308)</b>	
<b>Adjusted Net for credit risk</b>					<b>(2,106)</b>	<b>(1,881)</b>			<b>(142)</b>	<b>(174)</b>	<b>(313)</b>	
											<b>(1,477)</b>	
<b>Swap TJLP vs. floating rate swap</b>												
Receivable			<b>TJLP</b>									
	R\$ 608	R\$ 615	+	0.88%	526	525	45					
Payable			<b>Libor</b>									
	US\$ 346	US\$ 350	+	-1.15%	(781)	(760)	(31)					
<b>Net</b>					<b>(255)</b>	<b>(235)</b>	<b>14</b>	<b>19</b>	<b>(108)</b>	<b>4</b>	<b>(5)</b>	
<b>Adjusted Net for credit risk</b>					<b>(258)</b>	<b>(238)</b>			<b>(108)</b>	<b>4</b>	<b>(5)</b>	
											<b>(149)</b>	

**Type of contracts:** OTC Contracts

**Protected item:** Debts linked to BRL

The protected items are the debt instruments linked to BRL once the objective of this protection is to transform the obligations linked to BRL into obligations linked to US\$ so as to achieve a currency offset by matching Vale's receivables (mainly linked to US\$) with Vale's payables.

**Protection program for the Real denominated fixed rate debt**

- **BRL fixed rate vs. US\$ fixed rate swap:** In order to reduce the cash flow volatility, Vale entered into a swap transactions to convert the cash flows from loans rate with Banco Nacional de Desenvolvimento Econômico e Social (BNDES) in BRL linked to fixed rate to US\$ linked to fixed. In those swaps, Vale pays fixed rates in US\$ and receives fixed rates in BRL.

(2) Due to TJLP derivatives market liquidity constraints, some swap trades were done through CDI equivalency.



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Flow	Notional (\$ million)				R\$ Million			Value at Risk					
	September 30,		October 31, 2013		Fair value		Realized Gain/Loss	September 30,		Fair value by year			
	2014	2013	2014	2013	September 30,	December 31, 2013	September 30, 2014	2014	2014	2015	2016	2017 - 2023	
			Average rate										
<b>R\$ fixed rate vs. US\$ fixed rate swap</b>													
Receivable	R\$ 764	R\$ 824	Fix	4.48%	672	723	109						
Payable	US\$ 411	US\$ 446	US\$ -	-1.15%	(936)	(963)	(94)						
<b>Net</b>					<b>(264)</b>	<b>(240)</b>	<b>15</b>	<b>22</b>	<b>1</b>	<b>(56)</b>	<b>(154)</b>	<b>(55)</b>	
<b>Adjusted Net for credit risk</b>					<b>(273)</b>	<b>(249)</b>				<b>1</b>	<b>(57)</b>	<b>(156)</b>	<b>(61)</b>

Type of contracts: OTC Contracts

Protected item: Debts linked to BRL

The protected items are the debt instruments linked to BRL once the objective of this protection is to transform the obligations linked to BRL into obligations linked to US\$ so as to achieve a currency offset by matching Vale's receivables (mainly linked to US\$) with Vale's payables.

**Protection program for the Real denominated debt indexed to IPCA**

- **IPCA vs. US\$ fixed rate swap** In order to reduce the cash flow volatility, Vale entered into swap transactions to convert the cash flows from debt instruments denominated in BRL linked to IPCA into US\$ on the debenture contracts issued by Vale in 2014 with a notional amount of BRL 1 billion. In those swaps, Vale pays fixed rates in US\$ and receives payments linked to IPCA.

Flow	Notional (\$ million)				R\$ Million			Value at Risk				
	September 30,		October 31, 2013		Fair value		Realized Gain/Loss	September 30,		Fair value by year		
	2014	2013	2014	2013	September 30,	December 31, 2013	September 30, 2014	2014	2014	2015	2016	2017 - 2021
			Average rate									
<b>IPCA vs. US\$ fixed rate swap</b>												
Receivable	R\$ 1,000		6.55%		1,095							

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			IPCA						
Payable	US\$	434	US\$ +	3.98%	(1,151)				
<b>Net</b>					<b>(56)</b>		<b>239</b>	<b>19</b>	<b>21</b>
<b>Adjusted Net for credit risk</b>					<b>(58)</b>			<b>19</b>	<b>21</b>
									<b>(96)</b>
									<b>(98)</b>

**Type of contracts:** OTC Contracts

**Protected item:** Debts linked to BRL

The protected items are the debt instruments linked to BRL once the objective of this protection is to transform the obligations linked to BRL into obligations linked to US\$ so as to achieve a currency offset by matching Vale's receivables (mainly linked to US\$) with Vale's payables.

**Protection program for Euro denominated debt**

- **EUR fixed rate vs. US\$ fixed rate swap:** In order to hedge the cash flow volatility, Vale entered into a swap transaction to convert the cash flows from debts in Euros linked to fixed rate to US\$ linked to fixed rate. This trade was used to convert the cash flows of part of debts in Euros, each one with a notional amount of 750 million, issued in 2010 and 2012 by Vale. Vale receives fixed rates in Euros and pays fixed rates in US\$.

Flow	Notional (\$ million)		Currency	Average rate	Fair value		Realized Gain/Loss	Value at Risk		Fair value by year	
	September 30, 2014	December 31, 2013			September 30, 2014	December 31, 2013		September 30, 2014	September 30, 2014	2014	2015
Receivable	1,000	1,000	EUR	4.063%	3,616	3,585	1,731				
Payable	US\$302	US\$288	US\$	4.511%	(3,580)	(3,306)	(1,707)				
<b>Net</b>					<b>36</b>	<b>279</b>	<b>24</b>	<b>53</b>			<b>(17)</b>
<b>Adjusted Net for credit risk</b>					<b>25</b>	<b>264</b>					<b>(17)</b>
											<b>42</b>

**Type of contracts:** OTC Contracts

**Protected item:** Vale's Debt linked to EUR

The P&L shown in the table above is offset by the hedged items' P&L due to EUR/US\$ exchange rate.



Table of Contents**Foreign exchange hedging program for disbursements in Canadian dollars**

- **Canadian Dollar Forward** In order to reduce the cash flow volatility, Vale entered into forward transactions to mitigate the foreign exchange exposure that arises from the currency mismatch between the revenues denominated in US\$ and the disbursements denominated in Canadian Dollars.

Flow	Notional (\$ million)			Average rate (CAD/USD)	R\$ million Fair value		Realized Gain/Loss September 30, 2014	Value at Risk September 30, 2014	Fair value by year		
	September 30, 2014	December 31, 2014	Buy/Sell		September 30, 2014	December 31, 2013			2014	2015	2016
Forward	CAD 327	CAD 786	B	1.022	(73)	(90)		5	(21)	(49)	(3)
Adjusted total for credit risk					(73)	(90)			(21)	(49)	(3)

**Type of contracts:** OTC Contracts

**Hedged item:** part of disbursements in Canadian Dollars

The P&L shown in the table above is offset by the hedged items P&L due to CAD/US\$ exchange rate.

**Commodity derivative positions**

The Company's cash flow is also exposed to several market risks associated to global commodities price volatilities. To offset these volatilities, Vale contracted the following derivatives transactions:

**Nickel purchase protection program**



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In order to reduce the cash flow volatility and eliminate the mismatch between the pricing of the purchased nickel (concentrate, cathode, sinter and others) and the pricing of the final or original product sold to our clients, hedging transactions were implemented. The trades are usually implemented by the sale and/or buy of nickel forward or future contracts at LME or over-the-counter operations.

Flow	Notional (ton)		Buy/ Sell	Average Strike (US\$/ton)	R\$ million Fair value		Realized Gain/Loss September 30, 2014	Value at Risk		
	September 30, 2014	December 31, 2013			September 30, 2014	December 31, 2013		September 30, 2014	Fair value by year 2014	
Nickel Futures	132	168	S	18,582	0.7	0.1	(2.9)	0.1		0.7
<b>Adjusted total for credit risk</b>					<b>0.7</b>	<b>0.1</b>				<b>0.7</b>

**Type of contracts:** LME contracts and OTC contracts

**Protected item:** part of Vale's revenues linked to nickel price.

The P&L shown in the table above is offset by the protected items' P&L due to nickel price.

### Nickel fixed price program

In order to maintain the revenues exposure to nickel price fluctuations, we entered into derivatives to convert to floating prices all contracts with clients that required a fixed price. These trades aim to guarantee that the prices of these operations would be the same of the average prices negotiated in LME in the date the product is delivered to the client. It normally involves buying nickel forwards (over-the-counter) or futures (exchange negotiated). Those operations are usually reverted before the maturity in order to match the settlement dates of the commercial contracts in which the prices are fixed.

Flow	Notional (ton)		Buy/ Sell	Average Strike (US\$/ton)	R\$ million Fair value		Realized Gain/Loss September 30, 2014	Value at Risk				
	September 30, 2014	December 31, 2013			September 30, 2014	December 31, 2013		September 30, 2014	Fair value by year 2014			
Nickel Futures	9,506	6,317	B	17,920	(37)	(5)	25	9	(6)	(28)	(3)	
<b>Adjusted total for credit risk</b>					<b>(37)</b>	<b>(5)</b>				<b>(6)</b>	<b>(28)</b>	<b>(3)</b>

**Type of contracts:** LME contracts and OTC contracts

**Protected item:** part of Vale's revenues linked to fixed price sales of nickel.



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The P&L shown in the table above is offset by the protected items P&L due to nickel price.

**Copper scrap purchase protection program**

This program was implemented in order 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, as the copper scrap combined with other raw materials or inputs to produce copper for the final clients. This program usually is implemented by the sale of forwards or futures at LME or over-the-counter operations.

Forward	601,200	1,101,029	S	3.16	0.2	(0.3)	0.1	0.1	0.2	

**Type of contracts:** OTC contracts

**Protected item:** of Vale's revenues linked to copper price.

The P&L shown in the table above is offset by the protected items P&L due to copper price.

**Bunker Oil purchase protection program**

In order to reduce the impact of bunker oil price fluctuation on Vale's maritime freight hiring/supply and consequently reducing the company's cash flow volatility, bunker oil derivatives were implemented. These transactions are usually executed through forward purchases and *zero cost-collars*.

Forward	1,287,500	B	586	(105)	5	15
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**Type of contracts:** OTC Contracts

**Protected item:** part of Vale's costs linked to bunker oil price

The P&L shown in the table above is offset by the protected items' P&L due to bunker oil price.

### Bunker Oil purchase hedging program

In order to reduce the impact of bunker oil price fluctuation on Vale's maritime freight hiring/supply and consequently reducing the company's cash flow volatility, bunker oil derivatives were implemented. These transactions are usually executed through forward purchases and *zero cost-collars*.

Flow	Notional (ton)		Buy/ Sell	Average Strike (US\$/mt)	R\$ million Fair value		Realized Gain/Loss		Value at Risk Fair value	
	September 30, 2014	December 31, 2013			September 30, 2014	December 31, 2013	September 30, 2014	September 30, 2014	September 30, 2014	September 30, 2014
Forward	1,276,500	1,590,000	B	588	(101)	(8)	(29)	14	(93)	
<b>Adjusted total for credit risk</b>					<b>(101)</b>	<b>(8)</b>			<b>(93)</b>	

**Type of contracts:** OTC contracts

**Protected item:** part of Vale's costs linked to bunker oil price

The P&L shown in the table above is offset by the protected items' P&L due to bunker oil price.

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**Sell of part of future gold production (copper subproduct)**

The company has definitive contracts with Silver Wheaton Corp. (SLW), a Canadian company with stocks negotiated in Toronto Stock Exchange and New York Stock Exchange, to sell 25% of gold payable flows produced as a sub product from Salobo copper mine during its life and 70% of gold payable flows produced as a sub product from some nickel mines in Sudbury during 20 years. For this transaction the payment was realized part in cash (US\$ 1.9 billion) and part as 10 million of SLW warrants, where this last part configures an American call option.

Flow	R\$ million								Fair value
	Notional (quantity)		Buy/ Sell	Average Strike (US\$/stock)	Fair value		Realized Gain/Loss September 30, 2014	Value at Risk September 30, 2014	
	September 30, 2014	December 31, 2013			September 30, 2014	December 31, 2013			
Call Option	10,000,000	10,000,000	B	65	70	93		6	
<b>Adjusted total for credit risk</b>					<b>69</b>	<b>93</b>			

**Embedded derivative positions**

The Company's cash flow is also exposed to several market risks associated to contracts that contain embedded derivatives or derivative-like features. From Vale's perspective, it may include, but is not limited to, commercial contracts, procurement contracts, rental contracts, bonds, insurance policies and loans. The following embedded derivatives were observed in September 30, 2014:

**Raw material and intermediate products purchase**

Nickel concentrate and raw materials purchase agreements, in which there are provisions based on nickel and copper future prices behavior. These provisions are considered as embedded derivatives.

Flow	R\$ million								Fair value
	Notional (ton)		Buy/ Sell	Average Strike (US\$/ton)	Fair value		Realized Gain/Loss September 30, 2014	Value at Risk September 30, 2014	
	September 30, 2014	December 31, 2013			September 30, 2014	December 31, 2013			

Nickel Forwards	3,356	2,111		18,564	(4.0)	0.1	26	
			S					
Copper Forwards	5,449	6,277		6,974	(1.8)	0.8	1	
<b>Total</b>					<b>(5.8)</b>	<b>0.9</b>	<b>27</b>	<b>4</b>

#### Gas purchase for pelletizing company in Oman

Our subsidiary Vale Oman Pelletizing Company LLC has a natural gas purchase agreement in which there's a clause that defines that a premium can be charged if pellet prices trades above a pre-defined level. This clause is considered as an embedded derivative.

Flow	Notional (volume/month)		Buy/ Sell	Average Strike (US\$/ton)	R\$ million Fair value		Realized Gain/Loss September 30, 2014	Value at Risk September 30, 2014
	September 30, 2014	December 31, 2013			September 30, 2014	December 31, 2013		
Call Options	746,667	746,667	S	179.36	(0.5)	(3.6)		1

#### a) Market curves

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

Table of Contents**1. Commodities****Nickel**

<b>Maturity</b>	<b>Price (US\$/ton)</b>	<b>Maturity</b>	<b>Price (US\$/ton)</b>	<b>Maturity</b>	<b>Price (US\$/ton)</b>
SPOT	16,505.00	MAR15	16,384.78	SEP15	16,459.80
OCT14	16,266.11	APR15	16,406.65	SEP16	16,410.92
NOV14	16,291.46	MAY15	16,424.57	SEP17	16,299.97
DEC14	16,315.97	JUN15	16,436.36	SEP18	16,237.79
JAN15	16,340.42	JUL15	16,446.14		
FEB15	16,361.57	AUG15	16,456.00		
		SEP15			

**Copper**

<b>Maturity</b>	<b>Price (US\$/lb)</b>	<b>Maturity</b>	<b>Price (US\$/lb)</b>	<b>Maturity</b>	<b>Price (US\$/lb)</b>
SPOT	3.01	MAR15	3.02	SEP15	3.01
OCT14	3.04	APR15	3.02	SEP16	2.99
NOV14	3.03	MAY15	3.01	SEP17	2.97
DEC14	3.03	JUN15	3.01	SEP18	2.95
JAN15	3.02	JUL15	3.01		
FEB15	3.02	AUG15	3.01		

**Bunker Oil**

<b>Maturity</b>	<b>Price (US\$/ton)</b>	<b>Maturity</b>	<b>Price (US\$/ton)</b>	<b>Maturity</b>	<b>Price (US\$/ton)</b>
SPOT	560.89	MAR15	544.29	SEP15	546.34
OCT14	550.97	APR15	544.51	SEP16	547.49
NOV14	542.10	MAY15	544.75	SEP17	546.14
DEC14	540.79	JUN15	545.19	SEP18	549.78
JAN15	542.74	JUL15	545.65		
FEB15	543.53	AUG15	546.11		

Table of Contents**2. Rates****US\$-Brazil Interest Rate**

<b>Maturity</b>	<b>Rate (% p.a.)</b>	<b>Maturity</b>	<b>Rate (% p.a.)</b>	<b>Maturity</b>	<b>Rate (% p.a.)</b>
11/03/14	0.98	01/02/17	2.27	07/01/19	3.44
12/01/14	0.95	04/03/17	2.39	10/01/19	3.54
01/02/15	1.19	07/03/17	2.52	01/02/20	3.60
04/01/15	1.27	10/02/17	2.66	04/01/20	3.68
07/01/15	1.47	01/02/18	2.77	07/01/20	3.76
10/01/15	1.62	04/02/18	2.90	01/04/21	3.91
01/04/16	1.78	07/02/18	3.05	07/01/21	4.11
04/01/16	1.92	10/01/18	3.13	01/03/22	4.32
07/01/16	2.02	01/02/19	3.24	01/02/23	4.66
10/03/16	2.16	04/01/19	3.34	01/02/24	4.88

**US\$ Interest Rate**

<b>Maturity</b>	<b>Rate (% p.a.)</b>	<b>Maturity</b>	<b>Rate (% p.a.)</b>	<b>Maturity</b>	<b>Rate (% p.a.)</b>
1M	0.16	6M	0.32	11M	0.36
2M	0.20	7M	0.34	12M	0.37
3M	0.24	8M	0.35	2Y	0.83
4M	0.28	9M	0.35	3Y	1.33
5M	0.31	10M	0.36	4Y	1.75

**TJLP**

<b>Maturity</b>	<b>Rate (% p.a.)</b>	<b>Maturity</b>	<b>Rate (% p.a.)</b>	<b>Maturity</b>	<b>Rate (% p.a.)</b>
11/03/14	5.00	01/02/17	5.00	07/01/19	5.00
12/01/14	5.00	04/03/17	5.00	10/01/19	5.00
01/02/15	5.00	07/03/17	5.00	01/02/20	5.00
04/01/15	5.00	10/02/17	5.00	04/01/20	5.00
07/01/15	5.00	01/02/18	5.00	07/01/20	5.00
10/01/15	5.00	04/02/18	5.00	01/04/21	5.00
01/04/16	5.00	07/02/18	5.00	07/01/21	5.00
04/01/16	5.00	10/01/18	5.00	01/03/22	5.00
07/01/16	5.00	01/02/19	5.00	01/02/23	5.00
10/03/16	5.00	04/01/19	5.00	01/02/24	5.00

**BRL Interest Rate**



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Maturity	Rate (% p.a.)	Maturity	Rate (% p.a.)	Maturity	Rate (% p.a.)
11/03/14	10.84	01/02/17	12.24	07/01/19	12.29
12/01/14	10.87	04/03/17	12.28	10/01/19	12.30
01/02/15	10.94	07/03/17	12.28	01/02/20	12.22
04/01/15	11.24	10/02/17	12.30	04/01/20	12.24
07/01/15	11.52	01/02/18	12.29	07/01/20	12.25
10/01/15	11.78	04/02/18	12.30	01/04/21	12.22
01/04/16	11.95	07/02/18	12.30	07/01/21	12.23
04/01/16	12.07	10/01/18	12.31	01/03/22	12.24
07/01/16	12.20	01/02/19	12.29	01/02/23	12.22
10/03/16	12.23	04/01/19	12.35	01/02/24	12.24

Implicit Inflation (IPCA)

Maturity	Rate (% p.a.)	Maturity	Rate (% p.a.)	Maturity	Rate (% p.a.)
11/03/14	6.76	01/02/17	6.58	07/01/19	6.10
12/01/14	6.79	04/03/17	6.49	10/01/19	6.09
01/02/15	6.86	07/03/17	6.40	01/02/20	6.01
04/01/15	7.15	10/02/17	6.33	04/01/20	6.01
07/01/15	7.42	01/02/18	6.27	07/01/20	6.02
10/01/15	7.66	04/02/18	6.23	01/04/21	5.97
01/04/16	7.31	07/02/18	6.20	07/01/21	5.97
04/01/16	7.08	10/01/18	6.17	01/03/22	5.96
07/01/16	6.92	01/02/19	6.13	01/02/23	5.92
10/03/16	6.73	04/01/19	6.17	01/02/24	5.91

EUR Interest Rate

Maturity	Rate (% p.a.)	Maturity	Rate (% p.a.)	Maturity	Rate (% p.a.)
1M	0.01	6M	0.14	11M	0.17
2M	0.03	7M	0.15	12M	0.18
3M	0.06	8M	0.16	2Y	0.19
4M	0.10	9M	0.16	3Y	0.25
5M	0.12	10M	0.17	4Y	0.33

CAD Interest Rate

Maturity	Rate (% p.a.)	Maturity	Rate (% p.a.)	Maturity	Rate (% p.a.)
1M	1.26	6M	1.37	11M	1.30
2M	1.26	7M	1.35	12M	1.29
3M	1.28	8M	1.33	2Y	1.46
4M	1.33	9M	1.32	3Y	1.69
5M	1.35	10M	1.31	4Y	1.90

Currencies - Ending rates

CAD/US\$	0.8920	US\$/BRL	2.4510	EUR/US\$	1.2629
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Table of Contents**Sensitivity analysis(3)**

We present below the sensitivity analysis for all derivatives outstanding positions as of September 30, 2014 given predefined scenarios for market risk factors behavior. The scenarios were defined as follows:

- Fair Value: the fair value of the financial instruments position as at September 30, 2014;
- Scenario I: Potential change in fair value considering a 25% deterioration of market curves for main underlying market risk factors;
- Scenario II: Potential change in fair value considering a 25% evolution of market curves for main underlying market risk factors;
- Scenario III: Potential change in fair value considering a 50% deterioration of market curves for main underlying market risk factors;
- Scenario IV: Potential change in fair value considering a 50% evolution of market curves for main underlying market risk factors;

**Sensitivity analysis Summary of the US\$/BRL fluctuation debt, cash investments and derivatives****Sensitivity analysis - Summary of the US\$/BRL fluctuation***Amounts in R\$ million*

<b>Program</b>	<b>Instrument</b>	<b>Risk</b>	<b>Scenario I</b>	<b>Scenario II</b>	<b>Scenario III</b>	<b>Scenario IV</b>
Funding	Debt denominated in BRL	BRL fluctuation				
Funding	Non hedged debt denominated in US\$	BRL fluctuation	13,565	(13,565)	27,129	(27,129)
Cash Investments	Cash denominated in BRL	BRL fluctuation				
Cash Investments	Cash denominated in US\$	BRL fluctuation	2	(2)	5	(5)
Derivatives	Consolidated derivatives portfolio	BRL fluctuation	(4,474)	4,474	(8,947)	8,947
Net result			9,093	(9,093)	18,187	(18,187)

**Sensitivity analysis Consolidated derivatives portfolio****Sensitivity analysis - Foreign Exchange and Interest Rate Derivative Positions***Amounts in R\$ million*

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		BRL fluctuation		(1,748)	1,748	(3,496)	3,496
		USD interest rate inside Brazil variation					
		Brazilian interest rate fluctuation	(1,184)	(47)	46	(95)	91
Protection program for the Real denominated debt indexed to CDI	CDI vs. US\$ fixed rate swap	USD Libor variation		(20)	19	(42)	36
		BRL fluctuation		(0.06)	0.06	(0.11)	0.11
		Brazilian interest rate fluctuation		(154)	154	(308)	308
	CDI vs. US\$ floating rate swap	USD Libor variation	(180)	(0.13)	0.12	(0.25)	0.24
		Protected Items - Real denominated debt		(0.14)	0.14	(0.28)	0.28
		BRL fluctuation	n.a.				
		BRL fluctuation		(1,855)	1,855	(3,710)	3,710
		USD interest rate inside Brazil variation					
		Brazilian interest rate fluctuation	(2,106)	(120)	114	(248)	221
Protection program for the Real denominated debt indexed to TJLP	TJLP vs. US\$ fixed rate swap	TJLP interest rate fluctuation		346	(306)	739	(577)
		BRL fluctuation		(157)	154	(316)	303
		USD interest rate inside Brazil variation		(195)	195	(390)	390
		Brazilian interest rate fluctuation		(12)	11	(25)	21
	TJLP vs. US\$ floating rate swap	TJLP interest rate fluctuation	(258)	26	(23)	56	(42)
		USD Libor variation		(12)	12	(24)	23
		Protected Items - Real denominated debt		8	(8)	15	(15)
		BRL fluctuation	n.a.				
Protection program for the Real denominated fixed rate debt	BRL fixed rate vs. US\$ fixed rate swap	BRL fluctuation		(234)	234	(468)	468
		USD interest rate inside Brazil variation	(273)	(10)	10	(21)	19
		Brazilian interest rate fluctuation		33	(30)	70	(57)
	Protected Items - Real denominated debt	BRL fluctuation	n.a.				
Protection program for the Real denominated debt indexed to IPCA	IPCA vs. US\$ fixed rate swap	BRL fluctuation		(288)	288	(575)	575
		USD interest rate inside Brazil variation		(28)	25	(58)	49
		Brazilian interest rate fluctuation	(58)	148	(125)	324	(231)
		IPCA index fluctuation		(69)	74	(135)	152
		USD Libor variation		(10)	9	(20)	18
	Protected Items - Real denominated debt	BRL fluctuation	n.a.				
Protection Program for the Euro denominated debt	EUR fixed rate vs. US\$ fixed rate swap	EUR fluctuation	25	(904)	904	(1,808)	1,808
		EUR Libor variation		33	(31)	66	(62)
		USD Libor variation		(77)	70	(161)	135
	Protected Items - Euro denominated debt	EUR fluctuation	n.a.	904	(904)	1,808	(1,808)
Foreign Exchange hedging program for disbursements in Canadian dollars (CAD)	CAD Forward	CAD fluctuation		(196)	196	(391)	391
		CAD Libor variation	(73)	1	(1)	3	(3)
		USD Libor variation		(0.4)	0.4	(0.8)	0.8
	Protected Items - Disbursement in Canadian dollars	CAD fluctuation	n.a.	196	(196)	391	(391)

(3) The deterioration scenario of BRL fluctuation on the tables of this section means the depreciation of BRL against the USD. The same is applicable for the other currencies fluctuations as risk factors. Specifically on Sensitivity analysis - cash investments in other currencies table, we have the depreciation of each currency as a risk factor against another currencies in general, not only USD.



Table of Contents**Sensitivity analysis - Commodity Derivative Positions***Amounts in R\$ million*

Nickel purchase protection program	Purchase / sale of nickel future/forward contracts	Nickel price fluctuation	0.7	1	(1)	3	(3)
		CAD fluctuation		0.2	(0.2)	0.4	(0.4)
	Protected Item: Part of Vale's revenues linked to Nickel price	Nickel price fluctuation	n.a.	(1)	1	(3)	3
Nickel fixed price program	Purchase of nickel future/forward contracts	Nickel price fluctuation	(37)	(95)	95	(190)	190
		CAD fluctuation		(9)	9	(18)	18
	Protected Item: Part of Vale's nickel revenues from sales with fixed prices	Nickel price fluctuation	n.a.	95	(95)	190	(190)
Copper Scrap Purchase Protection Program	Sale of copper future/forward contracts	Copper price fluctuation	0.2	1.11	(1.11)	2.22	(2.22)
		CAD fluctuation		0.06	(0.06)	0.11	(0.11)
	Protected Item: Part of Vale's revenues linked to Copper price	Copper price fluctuation	n.a.	(1)	1	(2)	2
Bunker Oil Protection Program	Bunker Oil forward	Bunker Oil price fluctuation	(105)	(378)	378	(756)	756
	Protected Item: part of Vale's costs linked to Bunker Oil price	Bunker Oil price fluctuation	n.a.	378	(378)	756	(756)
Bunker Oil Hedge Program	Bunker Oil forward	Bunker Oil price fluctuation	(101)	(352)	352	(704)	704
	Protected Item: part of Vale's costs linked to Bunker Oil price	Bunker Oil price fluctuation	n.a.	352	(352)	704	(704)
Sell of part of future gold production (subproduct) from Vale		SLW stock price fluctuation		(33)	41	(56)	90
	10 million of SLW warrants	Libor USD fluctuation	69	(4)	4	(8)	8
	Sell of part of future gold production (subproduct) from Vale	SLW stock price fluctuation	n.a.	33	(41)	56	(90)

**Sensitivity analysis - Embedded Derivative Positions***Amounts in R\$ million*

Program	Instrument	Main Risks	Fair Value	Scenario I	Scenario II	Scenario III	Scenario IV
Embedded derivatives - Raw material purchase (Nickel)	Embedded derivatives - Raw material purchase	Nickel price fluctuation	(4.0)	33	(33)	67	(67)
		CAD fluctuation		5	(5)	9	(9)
Embedded derivatives - Raw material purchase (Copper)	Embedded derivatives - Raw material purchase	Copper price fluctuation	(1.8)	22	(22)	45	(45)
		CAD fluctuation		1	(1)	2	(2)
			(0.5)	0.4	(1.5)	0.5	(5.0)

Embedded derivatives - Gas purchase for Pelletizing Company in Oman      Embedded derivatives - Gas purchase      Pellet price fluctuation

**Sensitivity analysis - cash investments**

The cash investments are subjected to foreign exchange risk as the investment currency is other than the functional currency of the investor company.

**Sensitivity analysis - Cash Investments (Other currencies)**

*Amounts in R\$ million*

Program	Instrument	Risk	Scenario I	Scenario II	Scenario III	Scenario IV
Cash Investments	Cash denominated in EUR	EUR	(24)	24	(48)	48
Cash Investments	Cash denominated in CAD	CAD	(0.01)	0.01	(0.02)	0.02
Cash Investments	Cash denominated in GBP	GBP	(15)	15	(31)	31
Cash Investments	Cash denominated in AUD	AUD	(3)	3	(5)	5
Cash Investments	Cash denominated in Other Currencies*	Others	(96)	96	(192)	192

(\*) Includes investments in other currencies and investments in USD as the functional currency of the investor is not USD or BRL.

Table of Contents**Financial counterparties ratings**

Derivatives transactions are executed with financial institutions whose exposure limits are proposed annually for the Executive Risk Committee and approved by the Executive Board. The financial institutions credit risk tracking is performed making use of a methodology which considers, among other information, published ratings provided by international rating agencies. In the table below, we present the ratings in foreign currency published by Moody's and S&P agencies for the financial institutions that we had outstanding trades as of September 30, 2014.

<b>Counterparties Long Term Ratings</b>	<b>Moody's*</b>	<b>S&amp;P*</b>
ANZ Australia and New Zealand Banking	Aa2	AA-
Banco Bradesco	Baa2	BBB-
Banco de Credito del Peru	Baa1	BBB+
Banco do Brasil	Baa2	BBB-
Banco do Nordeste	Baa3	BBB-
Banco Safra	Baa2	BBB-
Banco Santander	Baa2	BBB-
Banco Votorantim	Baa2	BB+
Bank of America	Baa2	A-
Bank of Nova Scotia	Aa2	A+
Banpara	Baa3	BB
Barclays	A3	A-
BBVA	Baa2	BBB
BNP Paribas	A1	A+
BTG Pactual	Baa3	BB+ *
Caixa Economica Federal	Baa2	BBB-
Citigroup	(P)Baa2	A-
Credit Agricole	A2	A
Deutsche Bank	A3	A
Goldman Sachs	Baa1	A-
HSBC	Aa3	A+
Intesa Sanpaolo Spa	Baa2	BBB
Itau Unibanco	Baa2	BBB-
JP Morgan Chase & Co	A3	A
Morgan Stanley	Baa2	A-
National Australia Bank NAB	Aa2	AA-
Rabobank	Aa2	AA-
Royal Bank of Canada	Aa3	AA-
Societe Generale	A2	A
Standard Bank Group	Baa2 *-	
Standard Chartered	A2	A+





Table of Contents**25. Stockholders Equity****a) Capital**

Stockholders Equity is represented by common shares ( ON ) and preferred non-redeemable shares ( PNA ) without par value. Preferred shares have the same rights as common shares, with the exception of voting for election of members of the Board of Directors. The Board of Directors may, regardless of changes to bylaws, issue new shares (authorized capital), including the capitalization of profits and reserves to the extent authorized.

In May 2014 the Stockholders approved at the Extraordinary General Shareholders Meeting, the proposed increase in capital without issuance of shares, in the total amount of R\$2,300, by the capitalization of revenue reserves.

On September 30, 2014, the capital was US\$77,300 corresponding to 5,244,316,120 shares without par value.

	ON	September 30, 2014 (unaudited) PNA	Total
<b>Stockholders</b>			
Valepar S.A.	1,716,435,045	20,340,000	1,736,775,045
Brazilian Government (Golden Share)		12	12
Foreign investors - ADRs	732,842,132	602,350,481	1,335,192,613
FMP - FGTS	82,160,258		82,160,258
PIBB - BNDES	1,622,806	2,414,736	4,037,542
BNDESPar	206,378,882	66,185,272	272,564,154
Foreign institutional investors in local market	281,821,978	585,136,496	866,958,474
Institutional investors	114,987,291	259,145,556	374,132,847
Retail investors in Brazil	49,404,608	432,149,373	481,553,981
Treasury stock	31,535,402	59,405,792	90,941,194
<b>Total</b>	<b>3,217,188,402</b>	<b>2,027,127,718</b>	<b>5,244,316,120</b>

**b) Treasury stocks**

In May 2014, the Stockholders approved, at the Extraordinary General Shareholders Meeting, the proposed cancellation of 39,536,080 common shares and 81,452,900 preferred shares class A issued of the Vale held in treasury, arising from the buy-back program approved in June 2011.

On September 30, 2014, there were 90,941,194 treasury stocks, in the total amount of R\$2,746, as follows:

	Preferred	Shares Common	Total
<b>Balance on December 31, 2013 and 2012</b>	<b>140,857,692</b>	<b>71,071,482</b>	<b>211,929,174</b>
Reduction	(81,451,900)	(39,536,080)	(120,987,980)
<b>Balance on September 30, 2014 (unaudited)</b>	<b>59,405,792</b>	<b>31,535,402</b>	<b>90,941,194</b>

c) **Basic and diluted earnings per share**

Basic and diluted earnings per shares were calculated as follows:

	Consolidated (unaudited)			
	Three-month period ended September 30, 2014	September 30, 2013	Nine-month period ended September 30, 2014	September 30, 2013
<b>Net income (loss) from continuing operations attributable to the Company's stockholders</b>	<b>(3,381)</b>	<b>7,978</b>	<b>5,715</b>	<b>15,103</b>
<b>Basic and diluted earnings per share:</b>				
Income (loss) available to preferred stockholders	(1,291)	3,046	2,182	5,767
Income (loss) available to common stockholders	(2,090)	4,932	3,533	9,336
<b>Total</b>	<b>(3,381)</b>	<b>7,978</b>	<b>5,715</b>	<b>15,103</b>
Weighted average number of shares outstanding (thousands of shares) - preferred shares	1,967,722	1,967,722	1,967,722	1,967,722
Weighted average number of shares outstanding (thousands of shares) - common shares	3,185,653	3,185,653	3,185,653	3,185,653
<b>Total</b>	<b>5,153,375</b>	<b>5,153,375</b>	<b>5,153,375</b>	<b>5,153,375</b>
<b>Basic and diluted earnings per share from continuing operations</b>				
Preferred share	(0.66)	1.55	1.11	2.93
Common share	(0.66)	1.55	1.11	2.93

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	Consolidated (unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
<b>Loss from discontinuing operations attributable to the Company's stockholders</b>		(29)		(121)
<b>Basic and diluted earnings per share:</b>				
Loss available to preferred stockholders		(11)		(46)
Loss available to common stockholders		(18)		(75)
<b>Total</b>		<b>(29)</b>		<b>(121)</b>
Weighted average number of shares outstanding (thousands of shares) - preferred shares		1,967,722		1,967,722
Weighted average number of shares outstanding (thousands of shares) - common shares		3,185,653		3,185,653
<b>Total</b>		<b>5,153,375</b>		<b>5,153,375</b>
<b>Basic and diluted earnings per share from discontinuing operations</b>				
Preferred share		(0.01)		(0.02)
Common share		(0.01)		(0.02)
	Parent company (unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
<b>Net income (loss) attributable to the Company's stockholders</b>	(3,381)	7,949	5,715	14,982
<b>Basic and diluted earnings per share:</b>				
Income (loss) available to preferred stockholders	(1,291)	3,035	2,182	5,721
Income (loss) available to common stockholders	(2,090)	4,914	3,533	9,261
<b>Total</b>	<b>(3,381)</b>	<b>7,949</b>	<b>5,715</b>	<b>14,982</b>
Weighted average number of shares outstanding (thousands of shares) - preferred shares	1,967,722	1,967,722	1,967,722	1,967,722
Weighted average number of shares outstanding (thousands of shares) - common shares	3,185,653	3,185,653	3,185,653	3,185,653
<b>Total</b>	<b>5,153,375</b>	<b>5,153,375</b>	<b>5,153,375</b>	<b>5,153,375</b>
<b>Basic and diluted earnings per share</b>				
Preferred share	(0.66)	1.54	1.11	2.91
Common share	(0.66)	1.54	1.11	2.91

d) **Remuneration of stockholders**

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The amounts paid to stockholders, by nature of remuneration, are as follows:

	Remuneration attributed to Stockholders			Amount per outstanding preferred or common share
	Dividends	Interest on capital	Total	
<b>Amounts paid on 1st half-year of 2012</b>				
First installment - April	792	3,661	4,453	0.864045420
	<b>792</b>	<b>3,661</b>	<b>4,453</b>	
<b>Amounts paid on 1st half-year of 2013</b>				
First installment - April		4,632	4,632	0.898904129
		<b>4,632</b>	<b>4,632</b>	

In October, 2014, the board of directors approved the payment of the second installment of the 2014 remuneration in amount of R\$5.106.

Table of Contents**26. Information by Business Segment and Consolidated Revenues by Geographic Area**

The information presented to the Executive Board on the performance of each segment is derived from the accounting records, adjusted for reallocations between segments.

**a) Results by segment**

	<b>Consolidated</b>				<b>Total</b>
	<b>Three-month period ended (unaudited)</b>				
	<b>September 30, 2014</b>				
	<b>Bulk Materials</b>	<b>Basic Metals</b>	<b>Fertilizers</b>	<b>Others</b>	
<b>Results</b>					
Net operating revenue	13,704	4,846	1,589	491	20,630
Cost and expenses	(9,143)	(3,053)	(1,368)	(803)	(14,367)
Depreciation, depletion and amortization	(1,284)	(990)	(260)	(14)	(2,548)
<b>Operating income (loss)</b>	<b>3,277</b>	<b>803</b>	<b>(39)</b>	<b>(326)</b>	<b>3,715</b>
Financial results, net	(7,546)	(149)	(71)	(24)	(7,790)
Results on sale or disposal of investments from associates and joint ventures				(100)	(100)
Equity results from associates and joint venture	229	(29)		(126)	74
Income taxes	911	(130)	29	(60)	750
<b>Net income (loss) of the period</b>	<b>(3,129)</b>	<b>495</b>	<b>(81)</b>	<b>(636)</b>	<b>(3,351)</b>
Loss attributable to noncontrolling interests	138	(43)	(18)	(47)	30
<b>Income (loss) attributable to the company's stockholders</b>	<b>(3,267)</b>	<b>538</b>	<b>(63)</b>	<b>(589)</b>	<b>(3,381)</b>
<b>Sales classified by geographic area:</b>					
America, except United States and Brazil	345	871	15	63	1,294
United States of America	20	731		4	755
Europe	2,080	1,464	49	8	3,601
Middle East/Africa/Oceania	976	90			1,066
Japan	1,497	565		4	2,066
China	5,917	450			6,367
Asia, except Japan and China	1,295	605	38		1,938
Brazil	1,574	70	1,487	412	3,543
<b>Net revenue</b>	<b>13,704</b>	<b>4,846</b>	<b>1,589</b>	<b>491</b>	<b>20,630</b>



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	Consolidated Three-month period ended (unaudited) September 30, 2013					Discontinued operations (General Cargo)	Total
	Bulk Materials	Basic Metals	Fertilizers	Others	Total of continued operations		
<b>Results</b>							
Net operating revenue	21,876	4,245	1,771	299	28,191	788	28,979
Cost and expenses	(9,278)	(3,549)	(1,928)	(272)	(15,027)	(610)	(15,637)
Gain (loss) on measurement or sale of non-currents assets						(131)	(131)
Depreciation, depletion and amortization	(1,105)	(927)	(243)	(19)	(2,294)	(86)	(2,380)
<b>Operating income (loss)</b>	<b>11,493</b>	<b>(231)</b>	<b>(400)</b>	<b>8</b>	<b>10,870</b>	<b>(39)</b>	<b>10,831</b>
Financial results, net	(1,331)	(61)	(16)	158	(1,250)	(5)	(1,255)
Equity results from associates and joint venture	449	(20)		(136)	293		293
Income taxes	(2,007)	56	(79)	(17)	(2,047)	15	(2,032)
<b>Net income (loss) of the period</b>	<b>8,604</b>	<b>(256)</b>	<b>(495)</b>	<b>13</b>	<b>7,866</b>	<b>(29)</b>	<b>7,837</b>
Loss attributable to noncontrolling interests	(39)	(81)	33	(25)	(112)		(112)
<b>Income (loss) attributable to the company's stockholders</b>	<b>8,643</b>	<b>(175)</b>	<b>(528)</b>	<b>38</b>	<b>7,978</b>	<b>(29)</b>	<b>7,949</b>
<b>Sales classified by geographic area:</b>							
America, except United States and Brazil	432	565	37		1,034		1,034
United States of America	51	592		53	696		696
Europe	3,475	1,607	59		5,141		5,141
Middle East/Africa/Oceania	1,033	52			1,085		1,085
Japan	2,329	371			2,700		2,700
China	11,485	492			11,977		11,977
Asia, except Japan and China	1,405	554	55		2,014		2,014
Brazil	1,666	12	1,620	246	3,544	788	4,332
<b>Net revenue</b>	<b>21,876</b>	<b>4,245</b>	<b>1,771</b>	<b>299</b>	<b>28,191</b>	<b>788</b>	<b>28,979</b>



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	Consolidated				Total
	Nine-month period ended (unaudited)				
	September 30, 2014				
	Bulk Materials	Basic Metals	Fertilizers	Others	
<b>Results</b>					
Net operating revenue	46,022	13,135	4,218	1,748	65,123
Cost and expenses	(26,137)	(8,718)	(3,756)	(2,032)	(40,643)
Impairment of assets	(1,730)				(1,730)
Depreciation, depletion and amortization	(3,353)	(2,792)	(757)	(47)	(6,949)
<b>Operating income (loss)</b>	<b>14,802</b>	<b>1,625</b>	<b>(295)</b>	<b>(331)</b>	<b>15,801</b>
Financial results, net	(6,882)	(614)	(53)	(42)	(7,591)
Results on sale or disposal of investments from associates and joint ventures				(139)	(139)
Equity results from associates and joint venture	1,303	(55)		(173)	1,075
Income taxes	(3,466)	(352)	90	(95)	(3,823)
<b>Net income (loss) of the period</b>	<b>5,757</b>	<b>604</b>	<b>(258)</b>	<b>(780)</b>	<b>5,323</b>
Loss attributable to noncontrolling interests	40	(331)	(34)	(67)	(392)
<b>Income (loss) attributable to the company's stockholders</b>	<b>5,717</b>	<b>935</b>	<b>(224)</b>	<b>(713)</b>	<b>5,715</b>
<b>Sales classified by geographic area:</b>					
America, except United States and Brazil	1,235	2,266	65	90	3,656
United States of America	25	1,937		537	2,499
Europe	7,194	4,396	168	22	11,780
Middle East/Africa/Oceania	2,962	266			3,228
Japan	4,887	1,469		12	6,368
China	20,660	1,184			21,844
Asia, except Japan and China	3,987	1,542	71		5,600
Brazil	5,072	75	3,914	1,087	10,148
<b>Net revenue</b>	<b>46,022</b>	<b>13,135</b>	<b>4,218</b>	<b>1,748</b>	<b>65,123</b>

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	Consolidated Nine-month period ended (unaudited) September 30, 2013					Discontinued operations (General Cargo)	Total
	Bulk Materials	Basic Metals	Fertilizers	Others	Total of continued operations		
<b>Results</b>							
Net operating revenue	54,067	11,412	4,774	1,273	71,526	2,125	73,651
Cost and expenses	(23,658)	(8,489)	(4,696)	(1,499)	(38,342)	(1,858)	(40,200)
Gain (loss) on measurement or sale of non-currents assets						(131)	(131)
Depreciation, depletion and amortization	(2,932)	(2,770)	(696)	(58)	(6,456)	(247)	(6,703)
<b>Operating income (loss)</b>	<b>27,477</b>	<b>153</b>	<b>(618)</b>	<b>(284)</b>	<b>26,728</b>	<b>(111)</b>	<b>26,617</b>
Financial results, net	(9,118)	82	(116)	226	(8,926)	2	(8,924)
Equity results from associates and joint venture	1,022	(32)		(251)	739		739
Income taxes	(3,779)	59	55	(67)	(3,732)	(12)	(3,744)
<b>Net income (loss) of the period</b>	<b>15,602</b>	<b>262</b>	<b>(679)</b>	<b>(376)</b>	<b>14,809</b>	<b>(121)</b>	<b>14,688</b>
Loss attributable to noncontrolling interests	(99)	(140)	33	(88)	(294)		(294)
<b>Income (loss) attributable to the company's stockholders</b>	<b>15,701</b>	<b>402</b>	<b>(712)</b>	<b>(288)</b>	<b>15,103</b>	<b>(121)</b>	<b>14,982</b>
<b>Sales classified by geographic area:</b>							
America, except United States and Brazil	1,189	1,678	86	21	2,974		2,974
United States of America	57	1,738		275	2,070		2,070
Europe	9,113	4,101	199		13,413		13,413
Middle East/Africa/Oceania	2,930	131	23		3,084		3,084
Japan	5,223	950			6,173		6,173
China	26,868	1,377			28,245		28,245
Asia, except Japan and China	4,059	1,330	95	1	5,485		5,485
Brazil	4,629	107	4,371	976	10,083	2,125	12,208
<b>Net revenue</b>	<b>54,068</b>	<b>11,412</b>	<b>4,774</b>	<b>1,273</b>	<b>71,527</b>	<b>2,125</b>	<b>73,652</b>

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Three-month period ended (unaudited)  
September 30, 2014

	Net revenues	Cost	Expenses	Research and Development	Pre operating and stopped operation	Margin before depreciation	Depreciation, depletion and amortization	Operating income	Property, plant and equipment and intangible	Additions to property, plant and equipment and intangible (c)	Investment
<b>Bulk Material</b>											
<b>Ferrous minerals</b>											
Iron ore	9,683	(5,473)	(455)	(180)	(143)	3,432	(959)	2,473	87,010	3,250	
Pellets	2,979	(1,585)	(24)		(14)	1,356	(165)	1,191	4,378	99	
Ferroalloys and manganese	191	(141)	(10)	(1)	(13)	26	(19)	7	647	14	
Others											
Ferrous products and services	394	(296)		(11)		87	(69)	18	787	51	
	<b>13,247</b>	<b>(7,495)</b>	<b>(489)</b>	<b>(192)</b>	<b>(170)</b>	<b>4,901</b>	<b>(1,212)</b>	<b>3,689</b>	<b>92,822</b>	<b>3,414</b>	
Coal	457	(644)	(117)	(11)	(25)	(340)	(72)	(412)	16,811	1,412	
	<b>13,704</b>	<b>(8,139)</b>	<b>(606)</b>	<b>(203)</b>	<b>(195)</b>	<b>4,561</b>	<b>(1,284)</b>	<b>3,277</b>	<b>109,633</b>	<b>4,826</b>	
<b>Base Metals</b>											
Nickel and other products (a)	4,028	(2,332)	182	(69)	(273)	1,536	(881)	655	69,569	532	
Copper (b)	818	(537)	(6)	(3)	(15)	257	(109)	148	9,539	296	
	<b>4,846</b>	<b>(2,869)</b>	<b>176</b>	<b>(72)</b>	<b>(288)</b>	<b>1,793</b>	<b>(990)</b>	<b>803</b>	<b>79,108</b>	<b>828</b>	
<b>Fertilizers</b>											
Potash	99	(86)	(25)	(6)	12	(6)	(15)	(21)	397		
Phosphates	1,214	(1,027)	(24)	(27)	(27)	109	(218)	(109)	16,941	151	
Nitrogen	211	(145)	(8)	(3)	(2)	53	(27)	26			
Others											
Fertilizers products	65					65		65			
	<b>1,589</b>	<b>(1,258)</b>	<b>(57)</b>	<b>(36)</b>	<b>(17)</b>	<b>221</b>	<b>(260)</b>	<b>(39)</b>	<b>17,338</b>	<b>151</b>	
<b>Others</b>	491	(286)	(380)	(130)	(7)	(312)	(14)	(326)	10,265	88	
<b>Total</b>	<b>20,630</b>	<b>(12,552)</b>	<b>(867)</b>	<b>(441)</b>	<b>(507)</b>	<b>6,263</b>	<b>(2,548)</b>	<b>3,715</b>	<b>216,344</b>	<b>5,893</b>	

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

(b) Includes copper concentrate and does not include the copper by-product of nickel.

(c) Includes only additions realized with cash and cash equivalents.

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	Three-month period ended (unaudited)									
	September 30, 2013									
	Net revenues	Cost	Expenses	Research and Development	Pre operating and stopped operation	Margin before depreciation	Depreciation, depletion and amortization	Gain (loss) on measurement or sale of non-current assets	Operating income	Property, plant and equipment and intangible
<b>Bulk Material</b>										
<b>Ferrous minerals</b>										
Iron ore	17,408	(5,519)	(946)	(174)	(152)	10,617	(788)		9,829	85,182
Pellets	3,392	(1,288)	(57)	(6)	(72)	1,969	(118)		1,851	4,442
Ferroalloys and manganese	369	(180)	(19)	(1)	(27)	142	(26)		116	609
Others										
Ferrous products and services	226	(99)	(4)			123	(78)		45	1,269
	<b>21,395</b>	<b>(7,086)</b>	<b>(1,026)</b>	<b>(181)</b>	<b>(251)</b>	<b>12,851</b>	<b>(1,010)</b>		<b>11,841</b>	<b>91,502</b>
<b>Coal</b>	481	(577)	(108)	(47)	(2)	(253)	(95)		(348)	9,319
	<b>21,876</b>	<b>(7,663)</b>	<b>(1,134)</b>	<b>(228)</b>	<b>(253)</b>	<b>12,598</b>	<b>(1,105)</b>		<b>11,493</b>	<b>100,821</b>
<b>Base Metals</b>										
Nickel and other products (a)	3,281	(2,335)	(70)	(85)	(369)	422	(826)		(404)	67,308
Copper (b)	964	(628)	(32)	(24)	(6)	274	(101)		173	9,741
	<b>4,245</b>	<b>(2,963)</b>	<b>(102)</b>	<b>(109)</b>	<b>(375)</b>	<b>696</b>	<b>(927)</b>		<b>(231)</b>	<b>77,049</b>
<b>Fertilizers</b>										
Potash	131	(82)	(25)	(6)	(500)	(482)	(15)		(497)	5,620
Phosphates	1,388	(1,076)	(45)	(18)	(18)	231	(200)		31	17,240
Nitrogen	203	(156)	2	(2)	(2)	45	(28)		17	
Others										
fertilizers products	49					49			49	
	<b>1,771</b>	<b>(1,314)</b>	<b>(68)</b>	<b>(26)</b>	<b>(520)</b>	<b>(157)</b>	<b>(243)</b>		<b>(400)</b>	<b>22,860</b>
<b>Others</b>	299	(283)	115	(98)	(6)	27	(19)		8	4,853
	<b>28,191</b>	<b>(12,223)</b>	<b>(1,189)</b>	<b>(461)</b>	<b>(1,154)</b>	<b>13,164</b>	<b>(2,294)</b>		<b>10,870</b>	<b>205,583</b>
<b>Discontinued operations (General Cargo)</b>	788	(566)	(37)	(7)		178	(86)	(131)	(39)	6,143
<b>Total</b>	<b>28,979</b>	<b>(12,789)</b>	<b>(1,226)</b>	<b>(468)</b>	<b>(1,154)</b>	<b>13,342</b>	<b>(2,380)</b>	<b>(131)</b>	<b>10,831</b>	<b>211,726</b>

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

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(b) Includes copper concentrate and does not include the cooper by-product of nickel.

(c) Includes only addictions realized with cash and cash equivalents.

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Nine-month period ended (unaudited)  
September 30, 2014

	Net revenues	Cost	Expenses	Research and Development	Pre operating and stopped operation	Margin before depreciation	Depreciation, depletion and amortization	Impairment on assets	Operating income	Property, plant and equipment and intangible	Addit prop plan equip and int
<b>Bulk Material</b>											
<b>Ferrous minerals</b>											
Iron ore	33,693	(15,291)	(1,695)	(473)	(274)	15,960	(2,498)	(1,118)	12,344	87,010	
Pellets	9,154	(4,418)	(64)	(1)	(80)	4,591	(411)		4,180	4,378	
Ferroalloys and manganese	596	(420)	(33)	(1)	(42)	100	(55)		45	647	
Others											
Ferrous products and services	1,352	(1,053)	11	(11)		299	(194)		105	787	
	<b>44,795</b>	<b>(21,182)</b>	<b>(1,781)</b>	<b>(486)</b>	<b>(396)</b>	<b>20,950</b>	<b>(3,158)</b>	<b>(1,118)</b>	<b>16,674</b>	<b>92,822</b>	
Coal	1,227	(1,876)	(334)	(18)	(64)	(1,065)	(195)	(612)	(1,872)	16,811	
	<b>46,022</b>	<b>(23,058)</b>	<b>(2,115)</b>	<b>(504)</b>	<b>(460)</b>	<b>19,885</b>	<b>(3,353)</b>	<b>(1,730)</b>	<b>14,802</b>	<b>109,633</b>	
<b>Base Metals</b>											
<b>Nickel and other</b>											
products (a)	10,761	(6,355)	159	(219)	(869)	3,477	(2,520)		957	69,569	
Copper (b)	2,374	(1,408)	10	(6)	(30)	940	(272)		668	9,539	
	<b>13,135</b>	<b>(7,763)</b>	<b>169</b>	<b>(225)</b>	<b>(899)</b>	<b>4,417</b>	<b>(2,792)</b>		<b>1,625</b>	<b>79,108</b>	
<b>Fertilizers</b>											
Potash	259	(236)	(28)	(25)	(10)	(40)	(47)		(87)	397	
Phosphates	3,211	(2,728)	(107)	(80)	(97)	199	(627)		(428)	16,941	
Nitrogen	587	(405)	(17)	(13)	(10)	142	(83)		59		
Others											
fertilizers products	161					161			161		
	<b>4,218</b>	<b>(3,369)</b>	<b>(152)</b>	<b>(118)</b>	<b>(117)</b>	<b>462</b>	<b>(757)</b>		<b>(295)</b>	<b>17,338</b>	
<b>Others</b>	1,748	(1,120)	(614)	(292)	(6)	(284)	(47)		(331)	10,265	
<b>Total</b>	<b>65,123</b>	<b>(35,310)</b>	<b>(2,712)</b>	<b>(1,139)</b>	<b>(1,482)</b>	<b>24,480</b>	<b>(6,949)</b>	<b>(1,730)</b>	<b>15,801</b>	<b>216,344</b>	

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

(b) Includes copper concentrate and does not include the cooper by-product of nickel.

(c) Includes only additions realized with cash and cash equivalents.



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	Nine-month period ended (unaudited)										
	September 30, 2013										
	Net revenues	Cost	Expenses	Research and Development	Pre operating and stopped operation	Margin before depreciation	Depreciation, depletion and amortization	Gain (loss) on measurement or sale of non-current assets	Operating income	Property, plant and equipment and intangible	Addition property plant and equipment and intangible
<b>Bulk Material</b>											
<b>Ferrous minerals</b>											
Iron ore	41,906	(13,745)	(2,137)	(441)	(407)	25,176	(2,086)		23,090	85,182	10
Pellets	9,213	(3,408)	(137)	(18)	(214)	5,436	(296)		5,140	4,442	
Ferroalloys and manganese	801	(491)	(59)	(1)	(28)	222	(47)		175	609	
Others Ferrous products and services	717	(298)	2			421	(225)		196	1,269	
	<b>52,637</b>	<b>(17,942)</b>	<b>(2,331)</b>	<b>(460)</b>	<b>(649)</b>	<b>31,255</b>	<b>(2,654)</b>		<b>28,601</b>	<b>91,502</b>	<b>11</b>
<b>Coal</b>	1,430	(1,630)	(528)	(75)	(43)	(846)	(278)		(1,124)	9,319	1
	<b>54,067</b>	<b>(19,572)</b>	<b>(2,859)</b>	<b>(535)</b>	<b>(692)</b>	<b>30,409</b>	<b>(2,932)</b>		<b>27,477</b>	<b>100,821</b>	<b>12</b>
<b>Base Metals</b>											
Nickel and other products (a)	9,246	(5,834)	46	(254)	(1,140)	2,064	(2,497)		(433)	67,308	3
Copper (b)	2,166	(1,571)	(119)	(86)	(15)	375	(273)		102	9,741	
Others base metals products			484			484			484		
	<b>11,412</b>	<b>(7,405)</b>	<b>411</b>	<b>(340)</b>	<b>(1,155)</b>	<b>2,923</b>	<b>(2,770)</b>		<b>153</b>	<b>77,049</b>	<b>4</b>
<b>Fertilizers</b>											
Potash	329	(206)	(58)	(13)	(655)	(603)	(63)		(666)	5,620	
Phosphates	3,514	(2,756)	(196)	(29)	(59)	474	(500)		(26)	17,240	
Nitrogen	803	(679)	(24)	(7)	(10)	83	(133)		(50)		
Others fertilizers products	128			(4)		124			124		
	<b>4,774</b>	<b>(3,641)</b>	<b>(278)</b>	<b>(53)</b>	<b>(724)</b>	<b>78</b>	<b>(696)</b>		<b>(618)</b>	<b>22,860</b>	<b>1</b>
<b>Others</b>	1,273	(939)	(359)	(195)	(6)	(226)	(58)		(284)	4,853	
	<b>71,526</b>	<b>(31,557)</b>	<b>(3,085)</b>	<b>(1,123)</b>	<b>(2,577)</b>	<b>33,184</b>	<b>(6,456)</b>		<b>26,728</b>	<b>205,583</b>	<b>20</b>
<b>Discontinued operations (General Cargo)</b>	2,125	(1,671)	(165)	(22)		267	(247)	(131)	(111)	6,143	1
<b>Total</b>	<b>73,651</b>	<b>(33,228)</b>	<b>(3,250)</b>	<b>(1,145)</b>	<b>(2,577)</b>	<b>33,451</b>	<b>(6,703)</b>	<b>(131)</b>	<b>26,617</b>	<b>211,726</b>	<b>21</b>

- 
- (a) Includes nickel co-products and by-products (copper, precious metal, cobalt and others).
  - (b) Includes copper concentrate and does not include the cooper by-product of nickel.
  - (c) Includes only additions realized with cash and cash equivalents.

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27. **Cost of goods sold and services rendered, and selling and administrative expenses and other operational expenses (income), net, by nature**

a) **Costs of goods sold and services rendered**

	Consolidated (unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Personnel	1,545	1,875	4,627	5,016
Material and Service	2,972	3,576	8,731	9,330
Fuel oil and gas	950	1,014	2,917	2,809
Maintenance	1,881	1,179	4,429	3,012
Energy	390	394	1,031	1,018
Acquisition of products	875	656	2,851	2,077
Depreciation and depletion	2,257	2,069	6,238	5,775
Freight	2,078	1,990	5,621	4,612
Others	1,862	1,539	5,103	3,683
<b>Total</b>	<b>14,810</b>	<b>14,292</b>	<b>41,548</b>	<b>37,332</b>

	Parent company (unaudited)	
	Nine-month period ended	
	September 30, 2014	September 30, 2013
Personnel	2,233	2,158
Material and Services	4,401	4,223
Fuel oil and gas	1,874	1,716
Maintenance	2,979	2,022
Energy	510	531
Acquisition of products	813	591
Depreciation and depletion	2,317	1,724
Others	3,372	3,022
<b>Total</b>	<b>18,499</b>	<b>15,987</b>

b) **Selling and administrative expenses**

	Consolidated (unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Personnel	246	247	727	797
	117	212	330	479

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Services (consulting, infrastructure and others)

Advertising and publicity	34	11	59	53
Depreciation and amortization	155	105	369	296
Travel expenses	10	8	36	34
Taxes and rents	15	7	34	41
Incentive				
Sales	9	55	148	174
Others	35	38	113	157
<b>Total</b>	<b>621</b>	<b>683</b>	<b>1,816</b>	<b>2,031</b>

Parent company (unaudited)

Nine-month period ended

	September 30, 2014	September 30, 2013
Personnel	413	534
Services (consulting, infrastructure and others)	194	303
Advertising and publicity	52	43
Depreciation and amortization	243	213
Travel expenses	20	19
Taxes and rents	7	15
Incentive		
Sales	(23)	5
Others	74	31
<b>Total</b>	<b>980</b>	<b>1,163</b>

Table of Contentsc) **Others operational expenses (incomes), net**

	Consolidated (unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Provision for litigation	(47)		240	
Provision for loss with VAT credits (ICMS)	35	118	219	216
PPR	148	152	260	316
Provision for disposal of materials/inventories	43	149	140	698
Other	219	193	409	109
<b>Total</b>	<b>398</b>	<b>612</b>	<b>1,268</b>	<b>1,339</b>

	Parent company (unaudited)	
	Nine-month period ended	
	September 30, 2014	September 30, 2013
Provision for loss with VAT credits (ICMS)	35	205
PPR	198	261
Provision for disposal of materials/inventories	16	222
Other	580	125
<b>Total</b>	<b>829</b>	<b>813</b>

**28. Financial result**

The financial results, by nature, are as follows:

	Consolidated (unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
<b>Financial expenses</b>				
Interest	(234)	(706)	(1,918)	(2,062)
Labor, tax and civil contingencies	(62)	(75)	(161)	(207)
Derivatives	(1,943)	(54)	(2,037)	(2,310)
Indexation and exchange rate variation (a)	(6,664)	(786)	(8,393)	(6,919)
Participative stockholders debentures	(201)	(249)	(848)	(765)

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Expenses of REFIS	(410)		(1,190)	
Others	(852)	(301)	(1,452)	(603)
	<b>(10,366)</b>	<b>(2,171)</b>	<b>(15,999)</b>	<b>(12,866)</b>
<b>Financial income</b>				
Short-term investments	135	63	351	144
Derivatives	22	302	1,436	733
Indexation and exchange rate variation (b)	2,160	450	6,173	2,579
Others	259	106	448	484
	<b>2,576</b>	<b>921</b>	<b>8,408</b>	<b>3,940</b>
<b>Financial results, net</b>	<b>(7,790)</b>	<b>(1,250)</b>	<b>(7,591)</b>	<b>(8,926)</b>
<b>Summary of indexation and exchange rate variation</b>				
Loans and financing	(6,188)	29	(2,757)	(4,496)
Related parties		1	1	23
Others	1,684	(366)	536	133
<b>Net (a) + (b)</b>	<b>(4,504)</b>	<b>(336)</b>	<b>(2,220)</b>	<b>(4,340)</b>

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	Parent company (unaudited)	
	Nine-month period ended	
	September 30, 2014	September 30, 2013
<b>Financial expenses</b>		
Interest	(2,079)	(2,183)
Labor, tax and civil contingencies	(136)	(122)
Derivatives	(1,398)	(1,697)
Indexation and exchange rate variation (a)	(6,525)	(6,482)
Participative stockholders debentures	(848)	(765)
Expenses of REFIS	(1,166)	
Others	(758)	(286)
	<b>(12,910)</b>	<b>(11,535)</b>
<b>Financial income</b>		
Short-term investments	268	104
Derivatives	1,246	294
Indexation and exchange rate variation (b)	5,518	2,529
Others	206	150
	<b>7,238</b>	<b>3,077</b>
<b>Financial results, net</b>	<b>(5,672)</b>	<b>(8,458)</b>
<b>Summary of indexation and exchange rate variation</b>		
Loans and financing	(785)	(1,616)
Related parties	(2,437)	(2,035)
Others	2,215	(302)
<b>Net (a) + (b)</b>	<b>(1,007)</b>	<b>(3,953)</b>

**29. Gold stream transaction**

In February 2013, the Company entered into a gold stream transaction with Silver Wheaton Corp. ( SLW ) to sell 25% of the gold extracted during the life of the mine as a by-product of Salobo copper mine ( Salobo transaction ) and 70% of the gold extracted during the next 20 years as a by-product of the Sudbury nickel mines ( Sudbury transaction ).

In March 2013, we received up-front cash proceeds of US\$1.9 billion (R\$3.8 billion) in March 2013, plus ten million warrants of SLW with exercise price of US\$65 exercisable in the next ten years, which fair value was determined to be US\$100 (R\$199). The amount of US\$1,330 (R\$2.64 billion) was received for the Salobo transaction and US\$570 (R\$1,133) plus the ten warrants of SLW were received for the Sudbury transaction.

As the gold is delivered to SLW, Vale will receive a payment equal to the lesser of: (i) US\$400 per ounce of refined gold delivered, subject to an annual increase of 1% per year commencing on January 1, 2016 and each January 1 thereafter; and (ii) the reference market price on the date of delivery.

This transaction was bifurcated into two identifiable components: (i) the sale of the mineral rights for US\$337 and, (ii) the services for gold extraction on the portion in which Vale operates as an agent for SLW gold extraction.

The result of the sale of the mineral rights, of US\$244 (R\$492) was recognized in the Statement of Income under Other operating expenses, net, while the portion related to the provision of future services for gold extraction, was estimated at US\$1,393 (R\$2,812) and is recorded as deferred revenue (liability) and will be recognized in the statement of income as the service is rendered and the gold extracted. During the three-month period ended on September 30, 2014 and 2013, the Company recognized R\$37 and R\$39, respectively, and nine-month period ended on September 30, 2014 and 2013 the amount of R\$144 and R\$89, respectively, in Statement of Income related to rendered services.



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**30. Commitments**

**a) Nickel projects**

There have been no material changes to commitments and contingencies disclosed in our financial statements as at March 31, 2014, except for the value of letters of credit and guarantees in the amount of R\$2.3 billion that we have provided and are associated with items such as environment reclamation, asset retirement obligation commitments, insurance, electricity commitments, post-retirement benefits, community service commitments and import and export duties.

In October 2014 (subsequent period), our subsidiary PT Vale Indonesia Tbk (PTVI), a public company in Indonesia, signed the renewal of its license for the Contract of Work (CoW). The renegotiation included the following main points: (i) Royalty- The royalty rate will be 2% of sales of nickel matte and will increase to 3% based on defined nickel price threshold in order to reflect the economic reality of the market; (ii) Divestment The Company agrees to further divest 20% of interest within five years. (iii) Extension of operations Under some local investments conditions the Company has the ability to apply for an extension of the right to operate until the year 2045; and (iv) PTVI will reduce its concession area by 72 ha which will not impact the implementation of its growth strategy.

The impact on the assets value is expected to not be relevant.

**b) Participative stockholders debentures**

During the period, there was no issuance of new debentures, or any change in the par value or the indicators affecting debentures issued.

On September 30, 2014 and December 31, 2013 the value of the debentures at fair value totaled R\$4.954 and R\$4.159, respectively. The Company made available for withdrawal on October 2014 (subsequent event) the amount of R\$161 as semi-annual compensation.

**c) Operating lease - Pelletize Operations**

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Vale has operating lease agreements with its joint ventures Hispanobras, Nibrasco, Itabasco, and Kobrasco, in which Vale leases its pelletizing plants. These renewable operating lease agreements last between 3 and 10 years.

The total amount of operational leasing expenses related to pelletizing operations on nine-month period ended in September 30, 2014 and 2013 were R\$593 and R\$159, respectively.

### **d) Concession and Sub-concession Agreements**

The contractual basis and deadlines for completion of concessions railways and port terminals are unchanged in the period.

### **e) Guarantee issued to affiliates**

The Company provided corporate guarantees, within the limits of its interest, a credit line acquired by its associate Norte Energia S.A. from BNDES, Caixa Econômica Federal and Banco BTG Pactual. On September 30, 2014 the amount guaranteed by Vale was R\$1,250. After the conclusion of the transaction of our Energy Generations Assets (Note 6) our guarantee will be shared with CEMIG GT.

On September 30, 2014, the total amount guaranteed by the Company to CSP's bridge loan equals to R\$1,103, within its participation threshold on CSP.

Table of Contents**31. Related parties**

Transactions with related parties are made by the Company at arm's-length, observing the price and usual market conditions and therefore do not generate any undue benefit to their counterparties or loss to the Company.

In the normal course of operations, Vale contracts rights and obligations with related parties (subsidiaries, associated companies, jointly controlled entities and Stockholders), derived from operations of sale and purchase of products and services, leasing of assets, sale of raw material, so as railway transportation services, through prices agreed between the parties.

The balances of these related party transactions and their effects on the financial statements may be identified as follows:

	<b>Consolidated Assets</b>			
	<b>September 30, 2014 (unaudited)</b>		<b>December 31, 2013</b>	
	<b>Customers</b>	<b>Related parties</b>	<b>Customers</b>	<b>Related parties</b>
Baovale Mineração S.A.	10	8	10	
Mitsui Co.	80		110	
MRS Logística S.A.	14	74	15	15
Samarco Mineração S.A.	69	472	67	380
Teal Minerals Incorporated		496		409
VLI Multimodal S.A.	59			
VLI S.A.	44			
VLI Operações Portuárias S.A.	54			
Others	353	106	71	60
<b>Total</b>	<b>683</b>	<b>1,156</b>	<b>273</b>	<b>864</b>
Current	683	700	273	611
Non-current		456		253
<b>Total</b>	<b>683</b>	<b>1,156</b>	<b>273</b>	<b>864</b>

	<b>Consolidated Liabilities</b>			
	<b>September 30, 2014 (unaudited)</b>		<b>December 31, 2013</b>	
	<b>Suppliers</b>	<b>Related parties</b>	<b>Suppliers</b>	<b>Related parties</b>
Baovale Mineração S.A.	35		35	
Companhia Coreano-Brasileira de Pelotização - KOBRASCO	160	45	7	138

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Companhia Hispano-Brasileira de Pelotização - HISPANOBRÁS	79		34	
Companhia Ítalo-Brasileira de Pelotização - ITABRASCO	81	18	7	39
Companhia Nipo-Brasileira de Pelotização - NIBRASCO	259	134		299
Ferrovias Centro-Atlântica S.A.		248		
MRS Logística S.A.			51	
VLI Multimodal S.A.		99		
Others	64	51	22	14
<b>Total</b>	<b>678</b>	<b>595</b>	<b>156</b>	<b>490</b>
Current	678	320	156	479
Non-current		275		11
<b>Total</b>	<b>678</b>	<b>595</b>	<b>156</b>	<b>490</b>

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	Parent Company Assets			
	September 30, 2014 (unaudited)		December 31, 2013	
	Customers	Related parties	Customers	Related parties
Baovale Mineração S.A.	10	8	10	
Biopalma da Amazônia		904		834
Mineração Brasileiras reunidas S.A. - MBR		205		204
Mineração Corumbaense Reunidas S.A.	35	456	32	132
MRS Logística S.A.	9	30	15	13
Salobo Metais S.A.	24		36	
Samarco Mineração S.A.	69	472	67	380
Vale International S.A.	26,494		13,477	272
Vale Mina do Azul	38		140	15
Others	436	64	277	698
<b>Total</b>	<b>27,115</b>	<b>2,139</b>	<b>14,054</b>	<b>2,548</b>
Current	27,115	1,235	14,054	1,684
Non-current		904		864
<b>Total</b>	<b>27,115</b>	<b>2,139</b>	<b>14,054</b>	<b>2,548</b>

	Parent Company Liabilities			
	September 30, 2014 (unaudited)		December 31, 2013	
	Suppliers	Related parties	Suppliers	Related parties
Baovale Mineração S.A.	35		35	
Companhia Coreano-Brasileira de Pelotização - KOBRASCO	160		7	
Companhia Hispano-Brasileira de Pelotização - HISPANOBRÁS	79		34	
Companhia Ítalo-Brasileira de Pelotização - ITABRASCO	81		7	
Companhia Nipo-Brasileira de Pelotização - NIBRASCO	259			
Companhia Portuária Baía de Sepetiba - CPBS	215		178	
Ferrovias Centro-Atlântica S.A.		248		363
Mineração Brasileiras reunidas S.A. - MBR			248	
MRS Logística S.A.			51	
Vale International S.A.		41,455		37,728
Others	125	332	197	375
<b>Total</b>	<b>954</b>	<b>42,035</b>	<b>757</b>	<b>38,466</b>
Current	954	7,456	757	6,453
Non-current		34,579		32,013
<b>Total</b>	<b>954</b>	<b>42,035</b>	<b>757</b>	<b>38,466</b>

Consolidated (unaudited)  
Three-month period ended

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	Income		Cost/Expenses		Revenues (expenses) Financial	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Baovale Mineração S.A. Companhia			(12)	(11)		
Coreano-Brasileira de Pelotização - KOBRASCO Companhia			(44)	(44)		
Hispano-Brasileira de Pelotização - HISPANOBRÁS Companhia			(33)	(5)		
Companhia Ítalo-Brasileira de Pelotização - ITABRASCO			(33)	(23)		
Companhia Nipo-Brasileira de Pelotização - NIBRASCO			(78)	(10)		
Companhia Siderúrgica do Atlântico				(56)		
Ferrovias Centro Atlântica S.A.	34		(32)			
Ferrovias Norte Sul	14					
Mitsui & Co Ltd	62	64				
MRS Logística S.A.			(373)	(355)		
Samarco Mineração S.A.	112	232				
California Steel Industries		53				
VLI Multimodal S.A.	80					
VLI S.A.	98					
Others	46	44	(11)	(9)	7	16
<b>Total</b>	<b>446</b>	<b>393</b>	<b>(616)</b>	<b>(513)</b>	<b>7</b>	<b>16</b>

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	Income		Consolidated (unaudited) Nine-month period ended Cost/Expenses		Financial (expenses) income	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Baovale Mineração S.A. Companhia			(35)	(33)		
Coreano-Brasileira de Pelotização - KOBRASCO Companhia			(156)	(72)		
Hispano-Brasileira de Pelotização - HISPANOBRÁS Companhia			(101)	(14)		
Companhia Ítalo-Brasileira de Pelotização - ITABRASCO			(86)	(52)		
Companhia Nipo-Brasileira de Pelotização - NIBRASCO			(250)	(21)		
Companhia Siderúrgica do Atlântico			(495)	(305)		
Ferrovia Centro Atlântica S.A.	111		(96)			
Mitsui & Co Ltd	209	175				
MRS Logística S.A.			(945)	(1,012)		
Samarco Mineração S.A.	394	679				
California Steel Industries	420	275				
VLI S.A.	211				21	
VLI Multimodal S.A.	380				6	
Others	162	94	(70)	(29)	25	40
<b>Total</b>	<b>1,887</b>	<b>1,223</b>	<b>(2,234)</b>	<b>(1,538)</b>	<b>52</b>	<b>40</b>

	Income		Parent company (unaudited) Nine-month period ended Cost/Expenses		Financial (expenses) income	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Baovale Mineração S.A. Companhia			(35)	(33)		
Coreano-Brasileira de Pelotização - KOBRASCO Companhia			(156)	(72)		
Hispano-Brasileira de Pelotização - HISPANOBRÁS Companhia			(101)	(14)		
Companhia Ítalo-Brasileira de Pelotização - ITABRASCO			(86)	(21)		
Companhia Nipo-Brasileira de Pelotização - NIBRASCO			(250)	(52)		

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Companhia Portuária Baía de Sepetiba - CPBS			(430)	(316)		
Ferrovias Centro Atlântica S.A.	111		(94)			
Mineração Brasileiras Reunidas S.A. - MBR			(544)	(535)		
MRS Logística S.A.			(945)	(999)		
Samarco Mineração S.A.	394	679				
Vale International S.A.	37,109	40,298			(902)	(869)
VLI S.A.	211					
VLI Multimodal	380					
Vale Energia S. A.			(116)	(161)		
Others	111	929	(23)	(117)	122	111
<b>Total</b>	<b>38,316</b>	<b>41,906</b>	<b>(2,780)</b>	<b>(2,320)</b>	<b>(780)</b>	<b>(758)</b>

Balance Sheet

Statement of income (unaudited)

	Balance Sheet		Three-month period ended		Nine-month period ended	
	September 30, 2014 (unaudited)	December 31, 2013	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
<b>Cash and cash equivalents</b>						
Brasdesco	26	58	3	1	5	3
	<b>26</b>	<b>58</b>	<b>3</b>	<b>1</b>	<b>5</b>	<b>3</b>
<b>Loan payable</b>						
BNDES	9,623	10,065	(112)	(107)	(333)	(278)
BNDESPar	1,621	1,681	(24)	(24)	(72)	(75)
	<b>11,244</b>	<b>11,746</b>	<b>(136)</b>	<b>(131)</b>	<b>(405)</b>	<b>(353)</b>

Remuneration of key management personnel:

	(unaudited)		(unaudited)	
	Three-month period ended		Nine-month period ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
<b>Short-term benefits:</b>	<b>9</b>	<b>9</b>	<b>59</b>	<b>48</b>
Wages or pro-labor	6	6	19	17
Direct and indirect benefits	3	3	13	12
Bonus			27	19
<b>Long-term benefits:</b>			<b>2</b>	<b>2</b>
Based on stock			2	2
<b>Termination of position</b>				<b>1</b>
	<b>9</b>	<b>9</b>	<b>61</b>	<b>51</b>



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**Board of Directors, Fiscal Council, Advisory Committees and Executive Officers**

**Board of Directors**

Dan Antônio Marinho Conrado

**Chairman**

Mário da Silveira Teixeira Júnior

**Vice-President**

Hiroyuki Kato

João Batista Cavaglieri

José Mauro Mettrau Carneiro da Cunha

Luciano Galvão Coutinho

Marcel Juviniانو Barros

Oscar Augusto de Camargo Filho

Paulo Rogério Caffarelli

Robson Rocha

Sérgio Alexandre Figueiredo Clemente

**Alternate**

Laura Bedeschi Rego de Mattos

Eduardo de Oliveira Rodrigues Filho

Eduardo Fernando Jardim Pinto

Francisco Ferreira Alexandre

Hayton Jurema da Rocha

Isao Funaki

Luiz Carlos de Freitas

Luiz Maurício Leuzinger

Marco Geovanne Tobias da Silva

Sandro Kohler Marcondes

**Advisory Committees of the Board of Directors**

**Controlling Committee**

Eduardo Cesar Pasa

Luiz Carlos de Freitas

Paulo Roberto Ferreira de Medeiros

**Executive Development Committee**

Laura Bedeschi Rego de Mattos

Luiz Maurício Leuzinger

Marcel Juviniانو Barros

Oscar Augusto de Camargo Filho

**Governance and Sustainability Committee**

Gilmar Dalilo Cezar Wanderley

Luiz Maurício Leuzinger

Ricardo Simonsen

Tatiana Boavista Barros Heil

**Fiscal Council**

Marcelo Amaral Moraes

**Chairman**

Aníbal Moreira dos Santos

Arnaldo José Vollet

Dyogo Henrique de Oliveira

**Alternate**

Oswaldo Mário Pêgo de Amorim Azevedo

Paulo Fontoura Valle

Valeriano Durval Guimarães Gomes

**Executive Officers**

Murilo Pinto de Oliveira Ferreira

**Chief Executive Officer**

Vânia Lucia Chaves Somavilla

**Executive Officer (Human Resources, Health & Safety, Sustainability and Energy)**

Luciano Siani Pires

**Chief Financial Officer and Investors Relations**

Roger Allan Downey

**Executive Officer (Fertilizers and Coal)**

José Carlos Martins

**Executive Officer (Ferrous and Strategy)**

Galib Abrahão Chaim

**Executive Officer (Capital Projects Implementation)**

Humberto Ramos de Freitas

**Executive Officer (Logistics and Mineral Research)**

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**Strategic Committee**

Murilo Pinto de Oliveira Ferreira  
Dan Antônio Marinho Conrado  
Luciano Galvão Coutinho  
Mário da Silveira Teixeira Júnior  
Oscar Augusto de Camargo Filho

**Finance Committee**

Luciano Siani Pires  
Eduardo de Oliveira Rodrigues Filho  
Gilmar Dalilo Cezar Wanderley  
Luiz Maurício Leuzinger

Gerd Peter Poppinga  
**Executive Officer (Base Metals and Information Technology)**

Marcelo Botelho Rodrigues  
**Global Controller Director**

Marcus Vinicius Dias Severini  
**Chief Officer of Accounting and Control Department**  
**CRC-RJ - 093982/O-3**

Murilo Muller  
**Chief Accountant**  
**CRC-PR - 046788/O-5 S RJ**

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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.

Vale S.A.  
(Registrant)

Date: October 30, 2014

By:

/s/ Rogerio T. Nogueira  
Rogerio T. Nogueira  
Director of Investor Relations

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