

Vale S.A.
Form 6-K
November 06, 2013
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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

November, 2013

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, 2013

IFRS

Filed with the CVM, SEC and HKEx on

November 6, 2013

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Condensed consolidated interim financial statements at September 30, 2013 and

Report of independent registered public accounting firm

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Report of independent registered public accounting firm

To the Board of Directors and Stockholders

Vale S.A.

We have reviewed the accompanying condensed consolidated balance sheet of Vale S.A. (the Company) and its subsidiaries as of September 30, 2013, and the related condensed consolidated statements of income, of comprehensive income, of cash flows and of stockholders' equity for the three-month and nine-month periods ended September 30, 2013 and September 30, 2012. These interim financial statements are the responsibility of the Company's management.

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

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial statements for them to be in conformity with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

As discussed in Note 4 to the accompanying condensed consolidated interim financial statements, the Company changed its method of accounting to reflect the revised employee benefits standard effective January 1, 2013 and, retrospectively, adjusted the financial statements as of December 31, 2012 and for the period ended September 30, 2012.

Rio de Janeiro, November 6, 2013

PricewaterhouseCoopers

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Audidores Independentes

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

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In millions of United States Dollars

	Notes	September 30, 2013 (unaudited)	December 31, 2012 (i)	January 1st, 2012 (i)
Assets				
Current assets				
Cash and cash equivalents	8	7,121	5,832	3,531
Short-term investments		81	246	
Derivative financial instruments	24	221	281	595
Accounts receivable	9	5,381	6,795	8,505
Related parties	31	852	384	82
Inventories	10	4,561	5,052	5,251
Prepaid income tax		541	720	464
Recoverable taxes	11	1,530	1,540	1,771
Advances to suppliers		287	256	393
Others		1,034	963	946
		21,609	22,069	21,538
Non-current assets held for sale and discontinued operation				
	12	3,137	457	
		24,746	22,526	21,538
Non-current assets				
Related parties	31	242	408	509
Loans and financing agreements to receive		269	246	210
Judicial deposits	18	1,493	1,515	1,464
Recoverable income tax		315	440	336
Deferred income tax and social contribution	20	4,692	4,058	1,900
Recoverable taxes	11	559	218	246
Financial instruments - investments	13	1,877	7	7
Derivative financial instruments	24	148	45	60
Deposit on incentive and reinvestment		221	160	229
Others		564	482	531
		10,380	7,579	5,492
Investments	14	3,962	6,384	8,013
Intangible assets, net	15	7,132	9,211	9,521
Property, plant and equipment, net	16	85,057	84,882	82,342
		106,531	108,056	105,368
Total assets		131,277	130,582	126,906

(i) Period adjusted according to note 4.

Table of Contents**Condensed Consolidated Balance Sheet**

In millions of United States Dollars

(continued)

	Notes	September 30, 2013 (unaudited)	December 31, 2012 (i)	January 1st, 2012 (i)
Liabilities				
Current liabilities				
Suppliers and contractors		3,980	4,529	4,814
Payroll and related charges		1,197	1,481	1,307
Derivative financial instruments	24	513	347	73
Current portion of long-term debt	17	3,073	3,471	1,495
Short-term debt				22
Related parties	31	111	207	24
Taxes and royalties payable		309	324	524
Provision for income tax and social contribution		1,328	641	507
Employee post-retirement benefits obligations		190	205	169
Asset retirement obligations	19	63	70	73
Dividends and interest on capital				1,181
Others		734	1,127	904
		11,498	12,402	11,093
Liabilities directly associated with non-current assets held for sale and discontinued operation				
	12	454	180	
		11,952	12,582	11,093
Non-current liabilities				
Derivative financial instruments	24	1,441	783	663
Long-term debt	17	26,445	26,799	21,538
Related parties	31	66	72	91
Employee post-retirement benefits obligations		3,189	3,244	2,428
Provisions for litigation	18	1,603	2,065	1,686
Deferred income tax and social contribution	20	3,107	3,386	5,447
Asset retirement obligations	19	2,376	2,678	1,849
Stockholders' Debentures	30(d)	1,851	1,653	1,336
Redeemable noncontrolling interest		482	487	505
Goldstream transaction	29	1,510		
Others		1,654	1,907	2,398
		43,724	43,074	37,941
Total liabilities		55,676	55,656	49,034
Stockholders' equity				
	25	22,907	22,907	22,907

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Preferred class A stock - 7,200,000,000 no-par-value shares authorized and 2,108,579,618 (2012 - 2,108,579,618) issued			
Common stock - 3,600,000,000 no-par-value shares authorized and 3,256,724,482 (2012 - 3,256,724,482) issued	37,671	37,671	37,671
Mandatorily convertible notes - common shares			191
Mandatorily convertible notes - preferred shares			422
Treasury stock - 140,857,692 (2012 - 140,857,692) preferred and 71,071,482 (2012 - 71,071,482) common shares	(4,477)	(4,477)	(5,662)
Results from operations with noncontrolling stockholders	(400)	(400)	7
Results in the translation/issuance of shares	(152)	(152)	
Unrealized fair value gain (losses)	(2,114)	(1,859)	(523)
Cumulative translation adjustments	(19,208)	(18,816)	(20,665)
Retained earnings	39,968	38,464	41,809
Total company stockholders equity	74,195	73,338	76,157
Noncontrolling interests	1,406	1,588	1,715
Total stockholders equity	75,601	74,926	77,872
Total liabilities and stockholders equity	131,277	130,582	126,906

(i) Period adjusted according to note 4.

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

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

In millions of United States Dollars, except as otherwise stated

	Notes	(unaudited)			
		Three-month period ended September 30, 2013	September 30, 2012 (i)	September 30, 2013	September 30, 2012 (i)
Continued operations					
Net operating revenue	26	12,333	11,083	33,642	34,582
Cost of goods sold and services rendered	27	(6,266)	(6,502)	(17,587)	(18,702)
Gross profit		6,067	4,581	16,055	15,880
Operating (expenses) income					
Selling and administrative expenses	27	(300)	(500)	(964)	(1,600)
Research and evaluation expenses		(202)	(357)	(529)	(1,012)
Other operating expenses, net	27	(277)	(879)	(644)	(1,317)
Pre operating and stoppage operation		(551)	(189)	(1,388)	(1,002)
Net loss on non-current assets held for sales					(377)
		(1,330)	(1,925)	(3,525)	(5,308)
Operating income		4,737	2,656	12,530	10,572
Financial income	28	435	320	1,911	1,413
Financial expenses	28	(936)	(1,239)	(6,087)	(4,820)
Equity results from associates and joint controlled entities	14	128	154	353	559
Net income before income tax and social contribution		4,364	1,891	8,707	7,724
Income tax and social contribution					
Current income tax	20	(1,410)	(1,064)	(2,759)	(1,887)
Deferred income tax	20	510	711	1,003	851
Reversal of deferred income tax liabilities	20				1,236
		(900)	(353)	(1,756)	200
Net income from continued operations		3,464	1,538	6,951	7,924
Loss attributable to noncontrolling interests		(50)	(82)	(141)	(209)
Net income attributable to the Company's stockholders		3,514	1,620	7,092	8,133
Discontinued Operations					
Net income (loss) from discontinued operations	12	(12)	18	(57)	(62)
		(12)	18	(57)	(62)

Net income (loss) attributable to the Company's stockholders				
Net income	3,452	1,556	6,894	7,862
Loss attributable to noncontrolling interests	(50)	(82)	(141)	(209)
Net income attributable to the Company's stockholders	3,502	1,638	7,035	8,071
Earnings per share attributable to the Company's stockholders:				
	25(c)			
Basic and diluted earnings per share:				
Common share	0.68	0.32	1.37	1.58
Preferred share	0.68	0.32	1.37	1.58

(i) Period adjusted according to note 4.

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

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

In millions of United States Dollars

	(unaudited)			
	Three-month period ended September 30, 2013	September 30, 2012 (i)	September 30, 2013	September 30, 2012 (i)
Net income	3,452	1,556	6,894	7,862
Other comprehensive income				
Item will not be reclassified subsequently for income				
Cumulative translation adjustments	216	(1,444)	(6,418)	(6,507)
Retirement benefit obligations				
Gross balance as of the period	102	173	(58)	237
Effect of tax	(34)	(54)	27	(77)
	68	119	(31)	160
Total items will not be reclassified subsequently for income	284	(1,325)	(6,449)	(6,347)
Item will be reclassified subsequently for income				
Cumulative translation adjustments	63	1,360	2,771	4,695
Unrealized gain (loss) on available-for-sale investments	50	2	(236)	
Cash flow hedge				
Gross balance as of the period	43	31	(75)	(87)
Effect of tax	(8)	(16)	6	(1)
	35	15	(69)	(88)
Total items will be reclassified subsequently for income	148	1,377	2,466	4,607
Total other comprehensive income	3,884	1,608	2,911	6,122
Other comprehensive income attributable to noncontrolling interests	(50)	(35)	(196)	8
Other comprehensive income attributable to the Company's stockholders	3,934	1,643	3,107	6,114
	3,884	1,608	2,911	6,122

(i) Period adjusted according to note 4.

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 United States Dollars

	Nine-month period ended (unaudited)										
	Capital	Results in the translation of shares	Mandatorily convertible notes	Revenue reserves	Treasury stock	Unrealized fair value gain (losses)	Results from operation with noncontrolling stockholders	Cumulative translation adjustments	Retained earnings	Total Company's stockholders equity	Noncontrolling stockholders interests
January 1st, 2013 (i)	60,578	(152)		38,390	(4,477)	(1,859)	(400)	(18,816)	74	73,338	1,588
Net income								7,035	7,035		(141)
Other comprehensive income:											
Retirement benefit obligations						(31)				(31)	
Cash flow hedge						(69)				(69)	
Unrealized results on valuation at market						(236)				(236)	
Cumulative Translation adjustments				(3,210)		81		(392)	(71)	(3,592)	(55)
Contribution and destination to stockholders:											
Capitalization of noncontrolling stockholders advances											8
Redeemable noncontrolling stockholders interest											61
Dividends to noncontrolling stockholders											(55)
Dividends and interest on capital to Company's stockholders								(2,250)	(2,250)		
September 30, 2013	60,578	(152)		35,180	(4,477)	(2,114)	(400)	(19,208)	4,788	74,195	1,406

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January 1st, 2012 (i)	60,578		613	41,806	(5,662)	(523)	7	(20,665)	3	76,157	1,715
Net income									8,071	8,071	(209)
Other comprehensive income:											
Retirement benefit obligations						160				160	
Cash flow hedge						(88)				(88)	
Cumulative Translation adjustments				(3,254)		(66)		1,635	(344)	(2,029)	217
Contribution and destination to stockholders:											
Capitalization of noncontrolling stockholders advances											21
Result on conversion of shares		(152)	(545)		1,185	(488)					
Remuneration for mandatorily convertible notes			(68)							(68)	
Dividends to noncontrolling stockholders											(97)
Redeemable noncontrolling stockholders interest											137
Acquisitions and disposal of noncontrolling stockholders							(219)			(219)	(264)
Dividends and interest on capital to Company's stockholders									(1,765)	(1,765)	
September 30, 2012 (i)	60,578	(152)	38,552	(4,477)	(1,005)	(212)	(19,030)	5,965	80,219	1,520	

(i) Period adjusted according to note 4.

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

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

In millions of United States Dollars

	Nine-month period ended (unaudited)	
	September 30, 2013	September 30, 2012 (i)
Cash flow from operating activities:		
Net income	6,894	7,862
Adjustments to reconcile net income to cash from operations		
Equity results from associates	(353)	(559)
Realized gains on assets	(244)	
Depreciation, amortization and depletion	3,172	3,088
Deferred income tax and social contribution	(1,024)	(852)
Reversal of deferred income tax		(1,236)
Foreign exchange and indexation, net	779	587
Loss on disposal of property, plant and equipment	239	354
Unrealized derivative losses, net	911	623
Loss on sale of assets available for sale	58	377
Stockholders' Debentures	355	157
Others	76	(211)
Decrease (increase) in assets:		
Accounts receivable from customers	835	1,775
Inventories	71	(464)
Recoverable taxes	(163)	404
Others	120	390
Increase (decrease) in liabilities:		
Suppliers and contractors	(49)	108
Payroll and related charges	(190)	(237)
Taxes and contributions	1,005	225
Gold stream transaction	1,319	
Others	(687)	715
Net cash provided by operating activities	13,124	13,106
Cash flow from investing activities:		
Short-term investments	281	(685)
Loans and advances	(60)	287
Guarantees and deposits	(74)	(98)
Additions to investments	(351)	(301)
Additions to property, plant and equipment	(10,073)	(11,173)
Dividends and interest on capital received from Joint controlled entities and associates	335	197
Proceeds from disposal of assets\ Investments	95	366
Proceeds from Gold stream transaction	581	
Net cash used in investing activities	(9,266)	(11,407)

Cash flow from financing activities:		
Short-term debt		
Additions	500	593
Repayments	(500)	(43)
Long-term debt		
Additions	829	6,721
Repayments	(978)	(929)
Repayments:		
Dividends and interest on capital paid to stockholders	(2,250)	(3,000)
Dividends and interest on capital attributed to noncontrolling interest	(10)	(35)
Transactions with noncontrolling stockholders		(503)
Net cash provided by (used in) financing activities	(2,409)	2,804
Increase in cash and cash equivalents	1,449	4,503
Cash and cash equivalents of cash, beginning of the period	5,832	3,531
Effect of exchange rate changes on cash and cash equivalents	(160)	(83)
Cash and cash equivalents, end of the period	7,121	7,951
Cash paid during the period for:		
Interest on short-term debt (ii)		(1)
Interest on long-term debt (ii)	(1,160)	(987)
Income tax and social contribution	(1,594)	(991)
Non-cash transactions:		
Additions to property, plant and equipment - interest capitalization	205	159

(i) Period adjusted according to note 4.

(ii) Interests paid are classified flow from operating activities.

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

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Selected Notes to Interim Financial Statements

Expressed in millions of United States Dollars, unless otherwise stated

1. Operational Context

Vale S.A. (Vale , Group , Company or we) is a publicly-listed company with its headquarters at number 26 of Graça Aranha Avenue, in downtown of Rio de Janeiro, Brazil with shares traded on the stock exchanges of Sao Paulo (BM&F BOVESPA), New York (NYSE), Paris (NYSE Euronext) and Hong Kong (HKEx).

Company is 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. Company also operates with of energy and steel.

The information by business segment is presented in note 26.

2. Summary of the Main Accounting Practices and Accounting Estimates

a) Basis of preparation

The condensed consolidated interim financial statements of Vale (Interim financial statements) have been prepared in accordance with the standard IAS 34 - Interim Financial Reporting issued by the International Financial Reporting Standards Foundation (IFRS).

The interim financial statements has been measured using the historical cost convention adjusted to reflect the fair value of available for sale financial assets, and financial assets and liabilities (including derivative financial instruments) measured at fair value through the profit or loss.

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These condensed interim financial statements have been reviewed, not audited. However, principles, estimates, accounting practices, measurement methods and standards adopted are consistent with those presented in the financial statements as of December 31, 2012, except as otherwise disclosed. These interim financial statements were prepared by Vale to update users about relevant information presented in the period and should be read with the financial statements for the year ended December 31, 2012.

We evaluated subsequent events through November 4, 2013, which is the date of approval by the executive board, the interim financial statements.

b) Functional currency and presentation currency

The interim financial statements of each 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 (R\$ or BRL).

Transactions in foreign currencies are translated into the functional currency, using the rate of exchange prevailing on the date of the transaction or the measurements. Gains and losses resulting from the settlement of such transactions and from the translation at the exchange rate of the end of the period of monetary assets and liabilities in foreign currencies are recognized in the income statement, as financial income or expense.

The net 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 Statement of Balance Sheet presented are translated at the closing rate at the Statement of Balance Sheet date; (ii) income and expenses for each Statement of Income are translated at the average exchange rates, except in specific transactions that, considering their relevance, are translated at the rate at the dates of transactions and; (iii) the components capital, capital reserves and treasury stock of Stockholders' equity are translated at the rate at the dates of transactions. All resulting exchange differences are recognized in a separate component of the Stockholders' equity, named Cumulative Translation Adjustment, transferred to the income statement when the sale of investments.

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For purposes of presentation these interim financial statements are presented in US Dollar (US\$ or USD) once this is the way our international investors are analyze our interim financial statements in order to take their decisions. The exchange rates most impact our operations against the presentation currency were:

	Exchange rates used for conversions in Brazilian Reais	
	September 30, 2013	December 31, 2012
US dollar - US\$	2.2300	2.0435
Canadian dollar - CAD	2.1684	2.0546
Australian dollar - AUD	2.0833	2.1197
Euro - EUR or	3.0181	2.6954

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, 2012.

4. Changes in accounting policies

On 2013 Vale starts to apply the IAS 19 Employee benefits IAS 19 amends to accounting employment benefits. The Company has applied the standard retrospectively in accordance with the transition provisions of the standard. The standard eliminated the method of "corridor"; simplify the changes between the assets and liabilities of plans, recognizing as financial cost in the income statement and the expected return on plan assets and the remeasurement of gains and losses, and return on assets in other comprehensive income (excluding the amount of interest on return of assets recognized in statement of income); and the effect of changes on the ceiling of the plan.

The impact on the Company has been in the following areas:

Balance Sheet	Original balance	December 31, 2012 Effect of changes	Adjusted balance
Assets			
Current assets			
Cash and cash equivalents	5,832		5,832
Others	16,694		16,694
	22,526		22,526
Non-current			

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Deferred income tax and social contribution	3,981	77	4,058
Others	104,113	(115)	103,998
	108,094	(38)	108,056
Total assets	130,620	(38)	130,582
Liabilities and stockholders equity			
Current			
Employee post-retirement benefits obligations	205		205
Liabilities directly associated with non-current assets held for sale	160	20	180
Others	12,197		12,197
	12,562	20	12,582
Non-current			
Employee post-retirement benefits obligations	1,660	1,584	3,244
Deferred income tax and social contribution	3,795	(409)	3,386
Others	36,444		36,444
	41,899	1,175	43,074
Stockholders equity			
Capital	60,578		60,578
Unrealized fair value gain (losses)	(553)	(1,306)	(1,859)
Cumulative translation adjustments	(18,816)		(18,816)
Retained earnings	38,391	73	38,464
Others	(5,029)		(5,029)
Total Company stockholders equity	74,571	(1,233)	73,338
Noncontrolling interests	1,588		1,588
Total of stockholders equity	76,159	(1,233)	74,926
Total liabilities and stockholders equity	130,620	(38)	130,582

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Balance Sheet	Original balance	January 1st, 2012 Effect of changes	Adjusted balance
Assets			
Current assets			
Cash and cash equivalents	3,531		3,531
Others	18,007		18,007
	21,538		21,538
Non-current			
Deferred income tax and social contribution	1,894	6	1,900
Others	103,468		103,468
	105,362	6	105,368
Total assets	126,900	6	126,906
Liabilities and stockholders' equity			
Current			
Employee post-retirement benefits obligations	169		169
Others	10,924		10,924
	11,093		11,093
Non-current			
Employee post-retirement benefits obligations	1,550	878	2,428
Deferred income tax and social contribution	5,681	(234)	5,447
Others	30,066		30,066
	37,297	644	37,941
Stockholders' equity			
Capital	60,578		60,578
Unrealized fair value gain (losses)	118	(641)	(523)
Cumulative translation adjustments	(20,665)		(20,665)
Retained earnings	41,806	3	41,809
Others	(5,042)		(5,042)
Total Company stockholders' equity	76,795	(638)	76,157
Noncontrolling interests	1,715		1,715
Total of stockholders' equity	78,510	(638)	77,872
Total liabilities and stockholders' equity	126,900	6	126,906

Statement of income	Three-month period ended (unaudited)		
	Original balance (i)	September 30, 2012 Effect of changes	Adjusted balance
Net operating revenue	11,083		11,083
Cost of goods sold and services rendered	(6,503)	1	(6,502)
Gross operating profit	4,580	1	4,581
Operational expenses	(1,925)		(1,925)
Financial expenses, net	(912)	(7)	(919)
Equity results	154		154
Earnings before taxes	1,897	(6)	1,891
Current and deferred Income tax and social contribution, net	(355)	2	(353)
Net income from continued operations	1,542	(4)	1,538
Loss attributable to noncontrolling interests	(82)		(82)
Net income attributable to stockholders	1,624	(4)	1,620

Discontinued Operations (note 12)	18		18
Net income	1,560	(4)	1,556
Net loss attributable to noncontrolling interests	(82)		(82)
Net income attributable to stockholders	1,642	(4)	1,638

(i) Period adjusted according to note 12.

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Statement of income	Nine-month period ended (unaudited) September 30, 2012		
	Original balance (i)	Effect of changes	Adjusted balance
Net operating revenue	34,582		34,582
Cost of goods sold and services rendered	(18,705)	3	(18,702)
Gross operating profit	15,877	3	15,880
Operational expenses	(5,308)		(5,308)
Financial expenses, net	(3,395)	(12)	(3,407)
Equity results	559		559
Earnings before taxes	7,733	(9)	7,724
Current and deferred Income tax and social contribution, net	197	3	200
Net income from continued operations	7,930	(6)	7,924
Loss attributable to noncontrolling interests	(209)		(209)
Net income attributable to stockholders	8,139	(6)	8,133
Discontinued Operations (note 12)	(62)		(62)
Net income	7,868	(6)	7,862
Net loss attributable to noncontrolling interests	(209)		(209)
Net income attributable to stockholders	8,077	(6)	8,071

(i) Period adjusted according to note 12.

Other comprehensive income	Three-month period ended (unaudited) September 30, 2012		
	Original balance	Effect of changes	Adjusted balance
Net income	1,560	(4)	1,556
Translation adjustment	(83)	(1)	(84)
	1,477	(5)	1,472
Unrealized results on valuation at market	2		2
Retirement benefit obligations, net		119	119
Cash flow hedge, net	15		15
Total other comprehensive income	1,494	114	1,608
Attributable to noncontrolling interests	(35)		(35)
Attributable to the Company's stockholders	1,529	114	1,643

Other comprehensive income	Nine-month period ended (unaudited) September 30, 2012		
	Original balance	Effect of changes	Adjusted balance
Net income	7,868	(6)	7,862
Translation adjustment	(1,811)	(1)	(1,812)
	6,057	(7)	6,050
Retirement benefit obligations, net		160	160
Cash flow hedge, net	(88)		(88)
Total other comprehensive income	5,969	153	6,122
Attributable to noncontrolling interests	8		8
Attributable to the Company's stockholders	5,961	153	6,114

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5. Accounting Standards

Standards, interpretations or amendments issued by the IASB for adoption after June 30, 2013

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 do not terminate or expire when as consequence of law or regulation, a derivative financial instrument replace their original counterparty to become the new counterparty to each of the parties. The adoption of the amendment will be required from January 1st, 2014 and we are analyzing potential impacts regarding this update on our financial statements.

IFRIC 21 Levies In May 2013 IASB issued an interpretation that treat about recognize of a government imposition (levies). The adoption of the interpretation will be required from January 1st, 2014 and we are analyzing potential impacts regarding this update on our 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. The adoption of the amendment will be required from January 1st, 2014 and we are analyzing potential impacts regarding this update on our financial statements.

6. Risk Management

During the period, no significant change in relation to risk management policies disclosed in the financial statements for the year ended December 31, 2012.

7. Acquisitions and Divestitures

a) Divestitures of Araucaria

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In December 2012, we executed an agreement with Petróleo Brasileiro S.A. (Petrobras) to sell Araucária, operation for production of nitrogens based fertilizes, located in Araucária, in the Brazilian state of Paraná, and recognized a loss of US\$114 recorded within gain (loss) on sale assets in the fourth quarter of 2012. The purchase price will be paid by Petrobras through installments accrued quarterly, adjusted by 100% of the Brazilian Interbank Interest rate (CDI), in amounts equivalent to the royalties due by Vale related to the leasing of potash assets and mining of Taquari-Vassouras and of the Carnalita project.

	(unaudited)
Non-current assets held for sale	479
Non-current liabilities held for sale	(181)
Net intercompany transaction	(36)
Total amount to receive	262

	(unaudited)
Sale price	234
Working capital adjustments	28
Total amount to receive	262

During 2013, Vale concluded the sale of assets previously classified as assets held for sale to Petrobras.

b) Acquisition of additional participation in the Belvedere

During 2012, Vale concluded the purchase option on additional 24.5% participation in the Belvedere Coal Project owned by Aquila Resources Limited (Aquila) in the amount of AUD150 million (US\$156). In 2013, after the approval of the local government, Vale has paid the total amount of US\$338 for 100% of Belvedere.

8. Cash and Cash Equivalents

	September 30, 2013	December 31, 2012
	(unaudited)	
Cash at bank and in hand	1,827	1,194
Short-term investments (maturities of less than three month)	5,294	4,638
	7,121	5,832

Table of Contents**9. Accounts Receivables**

	September 30, 2013 (unaudited)	December 31, 2012
Denominated in BRL	646	849
Denominated in other currencies, mainly US\$	4,835	6,060
	5,481	6,909
Allowance for doubtful accounts	(100)	(114)
	5,381	6,795

Accounts receivables related to the steel industry market represent 79.94% and 71.26% of receivables on September 30, 2013 and December 31, 2012, respectively.

In September 30, 2013, no individual customer represents over 10% of receivables or revenues.

The estimated losses for accounts receivable recorded in the statement of income as at September 30, 2013 and December 30, 2012 totaled US\$18 and US\$22, respectively. Write offs as at September 30, 2013 and December 31, 2012, totaled US\$13 and US\$16, respectively.

10. Inventories

	September 30, 2013 (unaudited)	December 31, 2012
Finished products	2,185	2,244
Products in process	1,092	1,353
Inventory of products	3,277	3,597
Maintenance supplies	1,284	1,455
Total of Inventories	4,561	5,052

The inventories of products are comprised as follows:

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	September 30, 2013 (unaudited)	December 31, 2012
Inventories of products		
Bulk Material		
Iron ore	733	860
Pellets	102	94
Manganese and ferroalloys	83	88
Coal	384	248
	1,302	1,290
Base Metals		
Nickel and other products	1,607	1,895
Copper	57	29
	1,664	1,924
Fertilizers		
Potash	15	20
Phosphates	273	332
Nitrogen	13	20
	301	372
Others		
	10	11
	3,277	3,597

On September 30, 2013 inventory balances include a provision for adjustment to market value of manganese, copper and coal in the amount of US\$3, US\$0 and US\$116, (on December 31, 2012 was US\$3, US\$3 and US\$0), respectively.

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	(unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Inventories of product				
Balance at beginning of period	3,742	3,999	3,597	3,975
Production/acquisition	4,759	5,533	14,799	16,397
Transfer from maintenance supplies inventory	1,055	1,164	2,971	3,267
Sales	(6,266)	(6,780)	(17,587)	(19,477)
Write-off by inventory adjustment			(124)	
Translation adjustments for the period	(13)	(84)	(379)	(330)
Balance at end of period	3,277	3,832	3,277	3,832

	(unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Inventory of spare parts and maintenance supplies				
Balance at beginning of period	1,278	1,282	1,455	1,276
Acquisition	1,062	1,217	2,935	3,404
Transfer to use	(1,055)	(1,164)	(2,971)	(3,267)
Translation adjustments for the period	(1)	(23)	(135)	(101)
Balance at end of period	1,284	1,312	1,284	1,312

11. Recoverable Taxes

	September 30, 2013 (unaudited)	December 31, 2012
Value-added tax	1,484	1,023
Brazilian Federal Contributions	540	670
Others	65	65
Total	2,089	1,758
Current	1,530	1,540
Non-current	559	218
Total	2,089	1,758

12. Discontinued operations

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In September 2013, Vale announced its intention to dispose the control over its subsidiary VLI S.A. (VLI), which since the third quarter of 2013, aggregate all operations of the general cargo logistics segment. Consequently the general cargo logistic segment is being treated as a discontinued operation.

In this period, we executed agreement to transfer 20% of participation in the capital of VLI to Mitsui & Co. in the amount of US\$677 million and 15.9% to the Guarantee for Time of Service Fund (FGTS) for US\$538 million. It is being negotiated with the consortium led by Brookfield Brasil Ltda. to transfer approximately 26 % of its share in VLI. The completion of the transaction subject to review of the Brazilian Council for Economic Defense (CADE).

On September 30, 2013, the following assets and liabilities have been reclassified as discontinued operations, net of adjustments of fair value of US\$58 recognized in income from discontinued operations.

	Consolidated September 30, 2013
Assets associated with discontinued operations	
Accounts receivable	120
Other current assets	262
Intangible, net	1,712
Property, plant and equipment, net	1,043
Total assets	3,137
Liabilities associated with discontinued operations	
Suppliers and contractors	67
Other current liabilities	101
Long-term debt	82
Other non-current Liabilities	204
Total Liabilities	454
Non-current assets and liabilities held for sale and discontinued operation	2,683

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The discontinued net income represents the income generated by the General Cargo Logistic segment in the period indicated, which differ from the results generated by VLI in such period. The net income from discontinued operations is presented as follow:

	Consolidated			
	Three-month period ended September 30, 2013	September 30, 2012 (i)	September 30, 2013	September 30,2012 (i)
Discontinued operations				
Net service revenue	344	332	1,002	854
Cost of services rendered	(285)	(278)	(907)	(775)
Operating expense	(19)	(25)	(90)	(111)
Operating profit	40	29	5	(32)
Financial Results	(2)		1	(3)
Income (loss) before income tax and social contribution	38	29	6	(35)
Income tax and social contribution	(12)	(11)	(25)	(27)
Income (loss) after income tax and social contribution	26	18	(19)	(62)
Gross income from fair value measurement	(58)		(58)	
Income tax and social contribution of fair value measurement	20		20	
Net income (loss) from discontinued operations	(12)	18	(57)	(62)

(i) Period adjusted according to note 4.

Cash flow provided (used) by discontinued operation is presented as follow:

	(unaudited)			
	Three-month period ended September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Operating activities	67	175	425	380
Investing activities	(139)	(159)	(620)	(387)
Financing activities			87	
Net cash provided (used) by discontinued operations	(72)	16	(108)	(7)

13. Financial instruments - investments

The lock-up period for trading Norsk Hydro shares ended in the first quarter of 2013. From this period on the shares of Norsk Hydro can be traded in the market and therefore we ended the equity method measurement and start classifying this investment as a financial asset available for sale. The fair value of financial instruments investment in stock classified as available for sale in September 30, 2013 was US\$1,877.

14. Investments

The main consolidated operating subsidiaries are:

Entities	% ownership	% voting capital	Location	Principal activity
Compañia Minera Miski Mayo S.A.C	40.00	51.00	Peru	Fertilizers
Mineração Corumbaense Reunida S.A.	100.00	100.00	Brazil	Iron ore and Manganese
PT Vale Indonesia Tbk	59.20	59.20	Indonesia	Nickel
Sociedad Contractual Minera Tres Valles	90.00	90.00	Chile	Copper
Vale Australia Pty Ltd.	100.00	100.00	Australia	Coal
Vale Canada Limited	100.00	100.00	Canada	Nickel
Vale Fertilizantes S.A	100.00	100.00	Brazil	Fertilizers
Vale International Holdings GmbH	100.00	100.00	Austria	Holding and Research
Vale International S.A	100.00	100.00	Switzerland	Trading
Vale Manganês S.A.	100.00	100.00	Brazil	Manganese and Ferroalloys
Vale Mina do Azul S.A.	100.00	100.00	Brazil	Manganese
Vale Moçambique S.A.	95.00	95.00	Mozambique	Coal
Vale Nouvelle-Calédonie SAS	80.50	80.50	New Caledonia	Nickel
Vale Oman Pelletizing Company LLC	70.00	70.00	Oman	Pellet
Vale Shipping Holding PTE Ltd.	100.00	100.00	Singapore	Logistics of iron ore

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The following entities are involved in General Cargo Logistics:

Entities	% ownership	% voting capital	Location	Principal activity
Ferrovias Centro-Atlântica S. A.	100.00	100.00	Brazil	General cargo logistics
Ferrovias Norte Sul S.A.	100.00	100.00	Brazil	General cargo logistics
VLI Multimodal S.A.	100.00	100.00	Brazil	General cargo logistics
VLI Operações de Terminais S.A.	100.00	100.00	Brazil	General cargo logistics
VLI Operações Portuárias S.A.	100.00	100.00	Brazil	General cargo logistics
VLI Participações S.A.	100.00	100.00	Brazil	General cargo logistics
VLI S.A.	100.00	100.00	Brazil	General cargo logistics
Ultrafértil S.A.	100.00	100.00	Brazil	General cargo logistics
TUF empreendimentos e participações S.A.	100.00	100.00	Brazil	General cargo logistics
SL Serviços Logísticos S.A.	100.00	100.00	Brazil	General cargo logistics

The movement of investments in associate and joint ventures are as follow:

	(unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Balance at beginning of period	3,775	8,062	6,384	8,013
Additions	78	56	351	301
Disposals			(21)	(33)
Translation adjustment for the period	20	(64)	(378)	(283)
Equity results	128	154	353	559
Equity other comprehensive income	1	9	(205)	38
Dividends declared	(40)	(23)	(585)	(401)
Transfers to assets financial instruments - investments			(1,937)	
Balance at end of period	3,962	8,194	3,962	8,194

Table of Contents**Investments (Continued)**

Location	Relationship	% ownership	% voting capital	Investments		Equity results (unaudited)				Received d	
				As of	September	Three-month period ended	Three-month period ended	Three-month period			
				September 30, 2013 (unaudited)	December 31, 2012 (i)	September 30, 2013	September 30, 2012 (i)	September 30, 2013	September 30, 2012 (i)	September 30, 2013	
Bulk Material											
Iron Ore and pellets											
Baovale Mineração S.A. - BAOVALE Companhia Nipo-Brasileira de Pelotização - NIBRASCO (c)	Brazil	Joint venture	50.00	50.00	28	28	2	3	4	1	
Companhia Hispano-Brasileira de Pelotização - HISPANOBRÁS (c)	Brazil	Joint Venture	51.00	51.11	155	178	2	13	7	22	
Companhia Coreano-Brasileira de Pelotização - KOBRASCO (c)	Brazil	Joint Venture	50.00	50.00	86	107	5	7	9	22	
Companhia Ítalo-Brasileira de Pelotização - ITABRASCO (c)	Brazil	Joint Venture	50.90	51.00	61	64	3		3	7	
MRS Logística S.A. (e)	Brazil	Joint Venture	47.59	46.75	581	586	32	36	68	95	22
Minas da Serra Geral S.A. - MSG Samarco Mineração S.A. (d)	Brazil	Joint Venture	50.00	50.00	488	630	144	169	376	522	
Tecnored Desenvolvimento Tecnológico S.A. (b)	Brazil	Associate	49.21	49.21	40	38	(2)	(6)	(7)	(15)	
Zhuhai YPM Pellet Co	China	Associate	25.00	25.00	23	23					
					1,570	1,784	185	225	459	692	23
Coal											
Henan Longyu Energy Resources CO., LTD. Shandong Yankuang International Company Ltd.	China	Associate	25.00	25.00	350	341	15	10	36	44	40
					(73)	(60)	(4)	(3)	(13)	(10)	
					277	281	11	7	23	34	40

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Base Metals

Copper

Teal Minerals Incorporated	Zambia	Associate	50.00	50.00	237	252	(9)	(15)	(3)
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Nickel

Korea Nickel Corp	Korea	Associate	25.00	25.00	22	24	(1)	(1)	(2)
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Others

Aluminium

Norsk Hydro ASA	Norway	Associate				2,237		(63)	(35)
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Bauxite

Mineração Rio Grande do Norte S.A. - MRN	Brazil	Associate	40.00	40.00	112	136	4	8	7	19
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Steel

California Steel Industries, INC	USA	Joint Venture	50.00	50.00	182	167	4	2	14	17
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CSP- Companhia Siderúrgica do PECEM	Brazil	Joint Venture	50.00	50.00	727	499	(1)	(2)	(4)	(4)
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Thyssenkrupp CSA Companhia Siderúrgica do Atlântico	Brazil	Associate	26.87	26.87	404	534	(59)	(19)	(112)	(104)
					1,313	1,200	(56)	(19)	(102)	(91)

Other affiliates and joint ventures

Norte Energia S.A.	Brazil	Joint Venture	9.00	9.00	148	120	(1)	(1)	(1)	(2)
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LOG-IN - Logística Intermodal S/A (a)	Brazil	Associate	31.33	31.33	84	94	(5)	6	(1)	(8)
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Others					199	256		(8)	(15)	(47)
					431	470	(6)	(3)	(17)	(57)
					3,962	6,384	128	154	353	559
										63

(i) Period adjusted according to note 4.

(a) Market value on September 30, 2013 was US\$131 and on December 31, 2012 was US\$120. Investment recorded at equity;

(b) Investment balance includes the values of advances for future capital increase;

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

(d) Main data of Samarco: Operational Result US\$1,179, Financial Result US\$(264), Income tax US\$(167); and

(e) Market value on September 30, 2013 was US\$1,173 and on December 31, 2012 was US\$1,051, but its stock has no trading.

Table of Contents**15. Intangible Assets**

	September 30, 2013 (unaudited)			December 31, 2012		
	Cost	Amortization	Net	Cost	Amortization	Net
Indefinite useful lifetime						
Goodwill	4,315		4,315	4,603		4,603
Finite useful lifetime						
Concession and subconcession	3,137	(1,205)	1,932	5,375	(1,618)	3,757
Right of use	341	(70)	271	358	(56)	302
Others	1,326	(712)	614	1,225	(676)	549
	4,804	(1,987)	2,817	6,958	(2,350)	4,608
Total	9,119	(1,987)	7,132	11,561	(2,350)	9,211

The useful life of the concessions and sub-concessions did not change during the quarter.

The rights of use refers basically to the usufruct contract entered into with noncontrolling stockholders to use the Empreendimentos Brasileiros de Mineração S.A. shares (owner of the shares of MBR) and intangible identified in business combination of Vale Canada. The amortization of the right of use will expires in 2037 and Vale Canada's intangible will end in September 2046.

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

	Three-month period ended (unaudited)					September 30, 2012
	September 30, 2013					
	Goodwill	Concessions and Subconcessions	Right to use	Others	Total	Total
Balance at beginning of period	4,296	3,608	274	513	8,691	9,090
Addition		109		131	240	287
Disposals		(5)			(5)	(4)
Amortization		(68)	(8)	(33)	(109)	(106)
Transfer to non-current assets held for sale		(1,669)			(1,669)	
Translation adjustments for the period	19	(43)	5	3	(16)	(56)
Balance at end of period	4,315	1,932	271	614	7,132	9,211

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Nine-month period ended (unaudited)

	September 30, 2013					September 30, 2012
	Goodwill	Concessions and Subconcessions	Right to use	Others	Total	Total
Balance at beginning of period	4,603	3,757	302	549	9,211	9,521
Addition		441		208	649	755
Disposals		(10)		(2)	(12)	(236)
Amortization		(215)	(19)	(99)	(333)	(308)
Transfer to non-current assets held for sale		(1,669)			(1,669)	
Translation adjustments for the period	(288)	(372)	(12)	(42)	(714)	(521)
Balance at end of period	4,315	1,932	271	614	7,132	9,211

Table of Contents**16. Property, plant and equipment**

	September 30, 2013 (unaudited)			December 31, 2012		
	Cost	Accumulated Depreciation	Net	Cost	Accumulated Depreciation	Net
Land	905		905	676		676
Buildings	8,819	(1,922)	6,897	7,710	(1,617)	6,093
Facilities	17,006	(4,930)	12,076	16,320	(4,564)	11,756
Computer equipment	829	(636)	193	985	(609)	376
Mineral assets	22,163	(5,291)	16,872	23,705	(4,838)	18,867
Others	26,172	(8,346)	17,826	26,754	(8,576)	18,178
Construction in progress	30,288		30,288	28,936		28,936
	106,182	(21,125)	85,057	105,086	(20,204)	84,882

In March 2013, Company suspended the implementation of the Rio Colorado project in Argentina. The Company will continue honoring its commitments related to the concessions and reviewing alternatives to enhance the project outcome in order to determine prospects for future project development. Based on an analysis of current expected returns and projected investments, the Company has concluded that no impairment provision is required at this time.

The net property, plant and equipment given in guarantees for judicial claims in September 30, 2013 and December 31, 2012 correspond to US\$83 and US\$96, respectively.

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The table below shows the movement of property, plant and equipment during the period:

	Three-month period ended (unaudited) September 30, 2013							September 30, 2012	
	Land	Building	Facilities	Computer equipment	Mineral assets	Others	Constructions in progress	Total	Total
Balance at beginning of period	916	6,295	10,938	201	16,817	17,943	30,427	83,537	84,038
Addition							2,992	2,992	6,800
Disposals			(4)			(15)	(50)	(69)	(549)
Transfer to non-current assets held for sale		(45)	(8)	(6)	(3)	(862)	(94)	(1,018)	(584)
Depreciation and amortization		(63)	(71)	(19)	(129)	(223)		(505)	(1,337)
Translation adjustment for the period	(1)	6	28		279	16	(208)	120	(2,318)
Transfers	(10)	704	1,193	17	(92)	967	(2,779)		
Balance at end of period	905	6,897	12,076	193	16,872	17,826	30,288	85,057	86,050

	Nine-month period ended (unaudited) September 30, 2013							September 30, 2012	
	Land	Building	Facilities	Computer equipment	Mineral assets	Others	Constructions in progress	Total	Total
Balance at beginning of period	676	6,093	11,756	376	18,867	18,178	28,936	84,882	82,342
Addition							9,629	9,629	10,577
Disposals			(53)	(1)	(31)	(40)	(110)	(235)	(937)
Transfer to non-current assets held for sale		(45)	(8)	(6)	(3)	(862)	(94)	(1,018)	(625)
Depreciation and amortization		(186)	(520)	(59)	(573)	(1,344)		(2,682)	(2,975)
Translation adjustment for the period	(107)	(501)	(792)	(177)	(769)	(904)	(2,269)	(5,519)	(2,332)
Transfers	336	1,536	1,693	60	(619)	2,798	(5,804)		
Balance at end of period	905	6,897	12,076	193	16,872	17,826	30,288	85,057	86,050

Table of Contents**17. Loans and Financing****a) Long term debts**

	Current Liabilities		Non-current liabilities	
	September 30, 2013 (unaudited)	December 31, 2012	September 30, 2013 (unaudited)	December 31, 2012
Long-term contracts abroad				
Loans and financing in:				
United States dollars	318	604	3,304	3,380
Others currencies	17	14	240	261
Fixed rates:				
Notes indexed in United States dollars	3	124	13,523	13,457
Euro			2,030	1,979
Accrued charges	260	324		
	598	1,066	19,097	19,077
Long-term contracts in Brazil				
Indexed to TJLP, TR, IGP-M e CDI	320	175	5,666	6,066
Basket of currencies	3	2	8	10
Loans in United States dollars	182	170	1,298	1,267
Non-convertible debentures	1,794	1,957	376	379
Accrued charges	176	101		
	2,475	2,405	7,348	7,722
	3,073	3,471	26,445	26,799

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

The long-term portion as at September 30, 2013 has maturities as follows:

	(unaudited)
2014	655
2015	1,256
2016	2,000
2017	2,357
2018 onwards	20,177
	26,445

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As at September 30, 2013, the annual interest rates on the long-term debts were as follows:

	(unaudited)
Up to 3%	5,104
3,1% to 5% (a)	5,702
5,1% to 7%	12,488
7,1% to 9% (b)	1,156
9,1% to 11% (b)	2,455
Over 11% (b)	2,559
Variable	54
	29,518

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

(b) Includes non-convertible debentures and other Brazilian Real denominated debt that bears interest at the CDI and Brazilian Government Long-term Interest Rates (TJLP), plus spread. For these operations, we have entered into derivative transactions to mitigate our exposure to the floating rate debt denominated in Brazilian Real, totaling US\$7,951 of which US\$4,533 has an original interest rate above 7.1% per year. The average cost of debts not denominated in U.S. Dollars after derivatives contracting is 2.59% per year.

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b) Funding and revolving credit lines

In June 2013 Vale entered into a new facility with Banco Nacional de Desenvolvimento Econômico Social (BNDES) for a total amount of R\$109 million (US\$49), to finance the acquisition of domestic equipment.

In July 2013 the company contracted a new 5 years revolving credit facility in the amount of US\$2 billion. This new revolving credit line will be added to the already existing US\$3 billion revolving credit line, under which amounts can be drawdown and repaid at the option of the borrower.

Revolving Credit Lines						
Revolving Credit Facility - Vale/ Vale International/ Vale Canada						
	US\$	July 2013	5 years	2,000		
BNDES	R\$	April 2008(a)	10 years	3,274	1,810	1,753
Export-Import Bank of China and Bank of China Limited						
	US\$	September 2010(b)	13 years	1,229	971	837
BNDES						
Investment Sustainance Program (PSI) 2,50%						
	R\$	December 2012(e)	10 years	82	82	

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

(b) Acquisition of twelve large ore carriers from Chinese shipyards.

(c) Financing investments in Canada and Canadian exports.

(d) CLN 150 Project.

- (e) Acquisition of wagons by VLI Multimodal.
- (f) Acquisition of domestic equipment.

The currency of total amount available and disbursed different from reporting currency is affected by exchange rate variation among periods.

These credit lines from Nexi, JBIC, K-Sure, BNDES: Vale Fertilizantes, PSI 4.50% and 5.50% were taken off this note, because they have been used in its entirety.

c) Guarantee

On September 30, 2013, US\$1,441 of the total aggregate outstanding debt was secured by property, plant and equipment and receivables.

d) Covenants

Our principal covenants require us to maintain certain ratios, such as debt to EBITDA (Earnings Before Interest Taxes, Depreciation and Amortization) and interest coverage. We have not identified any events of noncompliance as of September 30, 2013.

18. Provision for litigation

Vale is a party to labor, civil, tax and other ongoing lawsuits and is discussing these issues both administratively and in 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 the legal advice of the legal board of the Company and by its legal consultants.

	Three-month period ended (unaudited)				Total of litigation provision	September 30, 2012 Total of litigation provision
	Tax litigation	Civil litigation	Labor litigation	Environmental litigation		
Balance at beginning of period	678	234	704	41	1,657	1,748
Additions	2	45	51		98	653
Reversals	(11)	(5)	(44)	(1)	(61)	(67)
Payments	(54)	(12)	(17)		(83)	(4)
Monetary adjustment	(15)	12	26	1	24	(2)
Translation adjustment for the period	3	5	(5)		3	
Transfer to non-current assets held		(10)	(26)	1	(35)	(36)

for sale

**Balance at end of
period**

603

269

689

42

1,603

2,292

25

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	Nine-month period ended (unaudited)					September 30, 2012 Total of litigation provision
	Tax litigation	Civil litigation	Labor litigation	Environmental litigation	Total of litigation provision	
Balance at beginning of period	996	287	748	34	2,065	1,686
Additions	94	87	208	13	402	892
Reversals	(58)	(53)	(158)	(6)	(275)	(183)
Payments	(336)	(17)	(63)	(2)	(418)	(32)
Monetary adjustment	(61)	11	45	5		80
Transfer to non-current assets held for sale		(10)	(26)	1	(35)	
Translation adjustment for the period	(32)	(36)	(65)	(3)	(136)	(151)
Balance at end of period	603	269	689	42	1,603	2,292

In this quarter we paid US\$74 of CFEM. During the Nine-month period ended on September 30, 2013, we paid US\$340 and as at September 30, 2013 and December 31, 2012, the total liability in relation to CFEM presented in the tax litigation on the table above was US\$240 and US\$519, respectively.

Judicial deposits are as follows:

	September 30, 2013 (unaudited)	December 31, 2012
Tax litigations	449	435
Civil litigations	161	172
Labor litigations	878	903
Environmental litigations	5	5
Total	1,493	1,515

The Company is also involved in administrative and judicial litigations in which the expectation of loss is considered possible, and accordingly, no provision has been recorded. These contingent liabilities are classified as follows:

	September 30, 2013 (unaudited)	December 31, 2012
Tax litigation	17,194	16,492
Civil litigation	1,142	1,124

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Labor litigation	1,747	1,728
Environmental litigation	1,203	1,672
Total	21,286	21,016

The collection of Income Tax and Social Contribution on equity gain of foreign subsidiaries, and the deductibility of the social contribution payments on the Income Tax Bases are the most relevant among tax litigations classified as possible loss. The update amount for these litigations including interest and penalties totaled at September 30, 2013 and December 31, 2012 US\$13,776 and US\$15,210, respectively.

In October 2013 the Brazilian tax authority has created a tax settlement program (REFIS), related to the collection of Income tax and social contribution on equity gain of foreign subsidiaries earned by Brazilian companies with limit date for join on November 29, 2013.

Under the conditions of this REFIS, the debts due until December 31, 2012 may be paid as follows: (i) lump sum payment with 100% reduction of fines and other legal charges or (ii) in 120 monthly installments, with 20% down payment at the time of joining the program, with 80% reduction of fines, 40% reduction of interest and 100% reduction of legal charges.

As previously mentioned, Vale is involved in lawsuits related to the collection of Income Tax and Social Contribution on equity gain on foreign subsidiaries whose prognosis of possible loss remains unchanged, as a consequence, no provision has been recorded.

Vale is assessing the potential financial benefits of joining the REFIS.

Table of Contents**19. Asset retirement obligation**

Company uses substantially the same criteria used in the financial statements of December 31, 2012 to measure the obligations concerning the retirement of used fixed assets. Interest rates on long-term used to discount to present value and update the provision was 5.03% p.a. for September 30, 2013 and December 31, 2012.

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

	(unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Balance at beginning of period	2,392	1,945	2,748	1,922
Increase expense	62	54	153	137
Transfer to available for sale	(4)		(4)	
Settlement in the current period	(8)	(5)	(20)	(9)
Revisions in estimated cash flows	8	4	(261)	41
Translation adjustments for the period	(11)	(2)	(177)	(95)
Balance at end of period	2,439	1,996	2,439	1,996
Current	63	64	63	64
Non-current	2,376	1,932	2,376	1,932
	2,439	1,996	2,439	1,996

20. Deferred Income Tax and Social Contribution

We review the potential tax impact associated with undistributed earnings of each our subsidiaries and affiliates. For those subsidiaries in which undistributed earnings are intended to be reinvested indefinitely, no deferred tax is recognized. Undistributed earnings of foreign consolidated subsidiaries and affiliates for which no deferred income tax has been recognized for possible future remittances to the parent company totaled approximately US\$27 billion at September 30, 2013 and US\$27 billion at December 31, 2012. These amounts are considered to be permanently reinvested in the Company's international business. It is not practicable to determine the amount of the unrecognized deferred tax liability associated with these amounts. If we did determine to repatriate these earnings, there would be methods available to us, each with different tax consequences. There would also be uncertainty as to timing and amount, if any, of foreign tax credits that would be available, as the calculation of the available foreign tax credit is dependent upon the timing of the repatriation and projections of significant future and uncertain events. The wide range of potential outcomes that could result due to these factors, among others, makes it impracticable to calculate the amount of tax that hypothetically would be recognized on these earnings if they were repatriated.

The deferred balances were as follows:

	Three-month period ended (unaudited)					
	September 30, 2013			September 30, 2012 (i)		
	Assets	Liabilities	Total	Assets	Liabilities	Total
Balance at beginning of period	4,246	3,214	1,032	1,884	3,822	(1,938)
Net income effect	459	(51)	510	602	(109)	711
Transfer to non-current assets held for sale		(84)	84		(2)	2
Subsidiary acquisition (sale)				(5)	(8)	3
Translation adjustment for the period	(16)	(17)	1	3	119	(116)
Other comprehensive income	3	45	(42)	(53)	17	(70)
Balance at end of period	4,692	3,107	1,585	2,431	3,839	(1,408)

	Nine-month period ended (unaudited)					
	September 30, 2013			September 30, 2012 (i)		
	Assets	Liabilities	Total	Assets	Liabilities	Total
Balance at beginning of period	4,058	3,386	672	1,900	5,447	(3,547)
Net income effect	872	(131)	1,003	691	(160)	851
Transfer to non-current assets held for sale		(86)	86		(1)	1
Subsidiary acquisition (sale)				(5)	(106)	101
Translation adjustment for the period	(315)	(106)	(209)	(91)	(119)	28
Reversal of deferred income tax					(1,236)	1,236
Other comprehensive income	77	44	33	(64)	14	(78)
Balance at end of period	4,692	3,107	1,585	2,431	3,839	(1,408)

(i) Period adjusted according to note 4.

There were no changes in tax rates in the countries where we operate. The table below shows the total income tax and social contribution shown in the income:

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	(unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2013	September 30, 2012 (i)	September 30, 2013	September 30, 2012 (i)
Net income before tax and social contribution	4,364	1,891	8,707	7,724
Results of equity investments	(128)	(154)	(353)	(559)
	4,236	1,737	8,354	7,165
Income tax and social contribution at statutory rates - 34%	(1,440)	(591)	(2,840)	(2,436)
Adjustments that affects the basis of taxes:				
Income tax benefit from interest on stockholders' equity	274	313	891	1,033
Tax incentive	94	84	206	174
Results of overseas companies taxed by different rates which differs from the parent company rate	132	(163)	46	240
Constitution/reversal for tax loss carryforward	(46)		119	
Reversal of deferred income tax liabilities				1,236
Others	86	4	(178)	(47)
Income tax and social contribution on the profit for the period	(900)	(353)	(1,756)	200

(i) Period adjusted according to note 4.

During the period, there were no changes in tax incentives received by the Company.

21. Employee Benefits Obligations

a) Retirement Benefits Obligations

In its 2012 financial statements the Company had announced that it expects to contribute US\$407 to its pension plan in 2013. Through September 30, 2013 it had contributed US\$273. No significant changes are expected in relation to the estimative disclosed in December 31, 2012 financial statement.

Costs recognized in the income statements for the period:

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	Three-month period ended (unaudited)					
	September 30, 2013		September 30, 2012 (i)			
	Overfunded pension plans (ii)	Underfunded pension plans	Others underfunded pension plans	Overfunded pension plans (ii)	Underfunded pension plans	Others underfunded pension plans
Current service cost		30	10		19	10
Interest on expense on liabilities	68	94	24	74	99	25
Interest income on plan assets	(84)	(81)		(113)	(76)	
Interest expense on effect of (asset ceiling)/onerous liability	16			39	3	
Total of cost, net		43	34		45	35

	Nine-month period ended (unaudited)					
	September 30, 2013		September 30, 2012 (i)			
	Overfunded pension plans (ii)	Underfunded pension plans	Underfunded pension plans	Overfunded pension plans (ii)	Underfunded pension plans	Underfunded pension plans
Current service cost		95	33		65	27
Interest on expense on liabilities	222	310	75	236	308	77
Interest income on plan assets	(276)	(253)		(359)	(272)	
Interest expense on effect of (asset ceiling)/onerous liability	54			123	10	
Total of cost, net		152	108		111	104

(i) Period adjusted according note 4.

(ii) Company has not recorded in its balance sheet the assets and their counterparts arising from actuarial valuation of overfunded plan as there is no clear evidence of asset realization.

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Costs recognized in the statements of other comprehensive income for the period:

	Three-month period ended (unaudited)				September 30, 2012 (i)			
	Overfunded pension plans (ii)	September 30, 2013 Underfunded pension plans	Others underfunded pension plans	Total	Overfunded pension plans (ii)	Underfunded pension plans	Others underfunded pension plans	Total
Return on plan assets (excluding interest income)	51	97	5	153	309	176		485
Changes in asset ceiling/ onerous liability (excluding interest income)	(51)			(51)	(309)	(3)		(312)
		97	5	102		173		173
Income tax		(30)	(4)	(34)		(54)		(54)
Total OCI, net		67	1	68		119		119

	Nine-month period ended (unaudited)				September 30, 2012 (i)			
	Overfunded pension plans (ii)	September 30, 2013 Underfunded pension plans	Others underfunded pension plans	Total	Overfunded pension plans (ii)	Underfunded pension plans	Others underfunded pension plans	Total
Effect of experience adjustments						(4)		(4)
Return on plan assets (excluding interest income)	(195)	(68)	10	(253)	513	286		799
Changes in asset ceiling/ onerous liability (excluding interest income)	195			195	(513)	(45)		(558)
		(68)	10	(58)		237		237
Income tax		33	(6)	27		(77)		(77)
Total OCI, net		(35)	4	(31)		160		160

(i) Period adjusted according note 4.

(ii) Company has not recorded in its balance sheet the assets and their counterparts arising from actuarial valuation of overfunded plan, because there is no clear evidence of asset realization.

100% of overfunded pension plans are located in Brazil and 90% of underfunded pension plans are located abroad of Brazil.

b) Incentive plan in results

Company, based on the profit sharing program (PPR) allows define, monitor, evaluate and recognize the individual and collective performance of their employees. The measurement method adopted in the period was the same used in December 31, 2012 financial statements. Company accrued expenses/costs related to participation in the results as follows:

	(unaudited)			
	Three-month period ended		Nine-month period ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Operational expenses	66	62	147	275
Cost of goods sold and services rendered	123	91	309	284
Total	189	153	456	559

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 the financial statements of December 31, 2012. The total number of shares subject to the Long Term Compensation Plan on September 30, 2013 and December 31, 2012 are 6,117,958 and 4,426,046, and total liability recorded of US\$68 and US\$87, respectively.

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

The classification of financial assets and liabilities is shown in the following tables:

	September 30, 2013 (unaudited)				
	Loans and receivables (a)	At fair value through profit or loss (b)	Derivatives designated as hedge (c)	Available for sale (d)	Total
Financial assets					
Current					
Cash and cash equivalents	7,121				7,121
Short-term investments	81				81
Derivative financial instruments		221			221
Accounts receivable	5,381				5,381
Related parties	852				852
	13,435	221			13,656
Non-current					
Related parties	242				242
Loans and financing agreements to receive	269				269
Financial instruments - investments				1,877	1,877
Derivative financial instruments		148			148
	511	148		1,877	2,536
Total of Assets	13,946	369		1,877	16,192
Financial liabilities					
Current					
Suppliers and contractors	3,980				3,980
Derivative financial instruments		470	43		513
Current portion of long-term debt	3,073				3,073
Related parties	111				111
	7,164	470	43		7,677
Non-current					
Derivative financial instruments		1,427	14		1,441
Long-term debt	26,445				26,445
Related parties	66				66
Stockholders' Debentures (note 30d)		1,851			1,851
	26,511	3,278	14		29,803
Total of Liabilities	33,675	3,748	57		37,480

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

(b) Financial instruments for trading in short-term.

(c) See note 24(a).

(d) See note 13.

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	Loans and receivables (a)	At fair value through profit or loss (b)	December 31, 2012 Derivatives designated as hedge (c)	Available for sale	Total
Financial assets					
Current					
Cash and cash equivalents	5,832				5,832
Short-term investments		246			246
Derivative financial instruments		265	16		281
Accounts receivable	6,795				6,795
Related parties	384				384
	13,011	511	16		13,538
Non-current					
Related parties	408				408
Loans and financing agreements to receive	246				246
Financial instrument - Investments				7	7
Derivative financial instruments		40	5		45
	654	40	5	7	706
Total of Assets	13,665	551	21	7	14,244
Financial liabilities					
Current					
Suppliers and contractors	4,529				4,529
Derivative financial instruments		346	1		347
Current portion of long-term debt	3,471				3,471
Related parties	207				207
	8,207	346	1		8,554
Non-current					
Derivative financial instruments		783			783
Long-term debt	26,799				26,799
Related parties	72				72
Stockholder s debentures		1,653			1,653
	26,871	2,436			29,307
Total of Liabilities	35,078	2,782	1		37,861

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

(b) Financial instruments for trading in short-term.

(c) See note 24(a).

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

The Company considered the same assumptions and calculation methods presented in the financial statements of December 31, 2012, to measure the fair value of assets and liabilities in the period.

The tables below present the assets and liabilities measured at fair value in the period.

	September 30, 2013 (unaudited)			December 31, 2012		
	Level 1	Level 2	Total (i)	Level 1	Level 2	Total (i)
Financial Assets						
Current						
Derivatives at fair value through profit or loss	4	217	221		265	265
Derivatives designated as hedges					16	16
	4	217	221		281	281
Non-Current						
Financial assets investments		1,877	1,877	7		7
Derivatives at fair value through profit or loss	1	147	148		40	40
Derivatives designated as hedges					5	5
	1	2,024	2,025	7	45	52
Total of Assets	5	2,241	2,246	7	326	333
Financial Liabilities						
Current						
Derivatives at fair value through profit or loss	3	467	470	2	344	346
Derivatives designated as hedges		43	43		1	1
	3	510	513	2	345	347
Non-Current						
Derivatives at fair value through profit or loss		1,427	1,427		783	783
Derivatives designated as hedges		14	14			
Stockholders debentures		1,851	1,851		1,653	1,653
		3,292	3,292		2,436	2,436
Total of Liabilities	3	3,802	3,805	2	2,781	2,783

(i) No classification according to level 3.

The Company measured its loans and debt securities at market value and compared to the carrying amount. The assumptions and calculation methods applied are also the same as those presented in the financial statements as of December 31, 2012. The fair values and carrying amounts of non-current loans (net of interest) are shown in the table below:

September 30, 2013 (unaudited)				
Financial liabilities				
Loans (long term) (ii)	29,082	29,935	23,613	6,322
Perpetual notes (iii)	66	66		66

(i) No classification according to level 3.

(ii) Net interest of US\$436

(iii) Classified as Related parties (Non-current liabilities)

	December 31, 2012			
	Balance	Fair value (i)	Level 1	Level 2
Financial liabilities				
Loans (long term) (ii)	29,845	32,724	25,817	6,907
Perpetual notes (iii)	72	72		72

(i) No classification according to level 3.

(ii) Net interest of US\$425

(iii) Classified as Related parties (Non-current liabilities)

Table of Contents**24. Derivatives financial instruments****a) Derivatives effects on balance sheet**

	September 30, 2013 (unaudited)		December 31, 2012	
	Current	Non-current	Current	Non-current
Assets				
Derivatives not designated as hedge				
Foreign exchange and interest rate risk				
CDI & TJLP vs. US\$ fixed and floating rate swap	210		249	1
Eurobonds Swap				39
Pre dollar swap	6	82	16	
	216	82	265	40
Commodities price risk				
Nickel fixed price program	4	1		
Bunker Oil	1			
	5	1		
Warrants				
SLW Option (Note 29)		65		
		65		
Derivatives designated as hedge				
Strategic Nickel			13	
Foreign exchange cash flow hedge			3	5
			16	5
Total	221	148	281	45

	September 30, 2013 (unaudited)		December 31, 2012	
	Current	Non-current	Current	Non-current
Liabilities				
Derivatives not designated as hedge				
Foreign exchange and interest rate risk				
CDI & TJLP vs. US\$ fixed and floating rate swap	429	1,327	340	700
Eurobonds Swap	2		4	18
Pre dollar swap		99		63
	431	1,426	344	781
Commodities price risk				
Nickel fixed price program	3		2	
Bunker Oil	36			
	39		2	
Embedded derivatives				
Gas		1		2
		1		2

Derivatives designated as hedge

Bunker Oil Hedge	31	7	1
Foreign exchange cash flow hedge	12		