

## Usiminas acquires Zamprogna

USINAS SIDERÚRGICAS DE MINAS GERAIS S.A. – USIMINAS  
Publicly Traded Company  
CNPJ/MF Corporate Taxpayers' ID 60,894,730/0001-05  
NIRE 313,000,1360-0

ZAMPROGNA S.A. – IMPORTAÇÃO, COMÉRCIO E INDÚSTRIA  
Private Company  
CNPJ/MF Corporate Taxpayers' ID 92,691,161/0001-97  
NIRE 433,000,0109-1

### MATERIAL FACT

Usinas Siderúrgicas de Minas Gerais S/A – USIMINAS (“USIMINAS”), along with Zamprogna S.A. – Importação, Comércio e Indústria (“ZAMPROGNA”), in compliance with paragraph 4 of article 157 of Law number 6,404/76 and with Brazil’s Securities Exchange Commission (“CVM”) Instruction number 358/02, announces the celebration of a Memorandum of Understanding with NSG Capital de Administração de Recursos S/A, which establishes the basis to acquire full control of ZAMPROGNA. The acquisition price of 100% of the Company’s shares, estimated based on the financial statements of 09/30/2008, is of R\$ 160 million, which is to be adjusted by the change in the working capital and the consolidated net debt until the closing balance. The celebration of the definitive contracts will occur until 02/28/2009. On 09/30/2008, the working capital was of approximately R\$ 245 million and the consolidated net debt, R\$ 405 million.

ZAMPROGNA – a private company based in the city of Porto Alegre (Rio Grande do Sul state) is one of Brazil’s main consumers of hot-rolled strips that has in steel distribution a long tradition together with innovation profile and strong sales growth. It is the greatest producer of welded steel pipes in Brazil (ABITAM Ranking) and the greatest independent distributor of steel in Brazil (INDA Ranking). With strong market penetration in the Southern region and a relevant share in the domestic market, it has production lines in the Southern and Southeastern regions, in the cities of Porto Alegre, Guarulhos and Campo Limpo Paulista. Its industrial plants allow production, processing, cutting of pipes, shapes and tile (carbon steel and stainless steel). Regarding synergies between the distribution subsidiaries of USIMINAS and ZAMPROGNA, practically there is no client overlap and there is a perfect geographical and product complementarities. USIMINAS did not have significant share in the distribution market nor service centers in the Southern region and, with the acquisition of ZAMPROGNA, shall reach an expressive increase in sales. Until the present date, over 95% of ZAMPROGNA’s flat rolled steel needs was supplied by the remaining Brazilian steel companies.

In 2007, ZAMPROGNA’s sales reached 270 thousand tons and its net revenue totaled R\$ 723 million. By September 2008, its sales totaled 246 thousand tons and its net revenue totaled R\$ 685 million.

The acquisition is in line with USIMINAS’ long-term commercial strategy, since both Companies aim value adding and steel solutions to its clients, allowing the opening of new business fronts. This acquisition reinforces USIMINAS’ presence in service centers and inaugurates its entrance in the pipe production. The new client and product portfolio, integration of sales force, efficient inventory management and operational and administrative optimization reinforce synergies. With this acquisition, USIMINAS increases its leadership position in the steel distribution domestic market and becomes even closer to its clients.

Belo Horizonte, December 18, 2008

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