

(A free translation of the original in Portuguese)

**Usinas Siderúrgicas de Minas  
Gerais S.A. - USIMINAS**  
Quarterly Information (ITR) at  
September 30, 2011  
and Report on Review of  
Quarterly Information



(A free translation of the original in Portuguese)

## **Report on Review of Quarterly Information**

To the Board of Directors and Shareholders  
Usinas Siderúrgicas de Minas Gerais S.A. - USIMINAS

### **Introduction**

We have reviewed the accompanying parent company and consolidated interim accounting information of Usinas Siderúrgicas de Minas Gerais S.A. - USIMINAS, included in the Quarterly Information Form (ITR) for the quarter ended September 30, 2011, comprising the balance sheet as at that date and the statements of income and comprehensive income for the quarter and nine-month periods then ended, and the statements of changes in equity and cash flows, for the nine-month period then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of the parent company interim accounting information in accordance with the accounting standard CPC 21, Interim Financial Reporting, of the Brazilian Accounting Pronouncements Committee (CPC), and of the consolidated interim accounting information in accordance with accounting standard CPC 21 and International Accounting Standard (IAS) 34 - Interim Financial Reporting issued by the International Accounting Standards Board (IASB), as well as the presentation of this information in accordance with the standards issued by the Brazilian Securities Commission (CVM), applicable to the preparation of the Quarterly Information (ITR). Our responsibility is to express a conclusion on this interim accounting information based on our review.

### **Scope of review**

We conducted our review in accordance with Brazilian and International Standards on Reviews of Interim Financial Information (NBC TR 2410 – Review of Interim Financial Information Performed by the Independent Auditor of the Entity 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 persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Brazilian and International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Usinas Siderúrgicas de Minas Gerais S.A. - USIMINAS

**Conclusion on the parent company interim information**

Based on our review, nothing has come to our attention that causes us to believe that the accompanying parent company interim accounting information included in the quarterly information referred to above has not been prepared, in all material respects, in accordance with CPC 21 applicable to the preparation of the Quarterly Information, and presented in accordance with the standards issued by the Brazilian Securities Commission (CVM).

**Conclusion on the consolidated interim information**

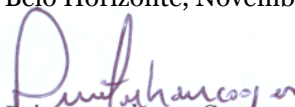
Based on our review, nothing has come to our attention that causes us to believe that the accompanying consolidated interim accounting information included in the quarterly information referred to above has not been prepared, in all material respects, in accordance with CPC 21 and IAS 34 applicable to the preparation of the Quarterly Information, and presented in accordance with the standards issued by the Brazilian Securities Commission (CVM).

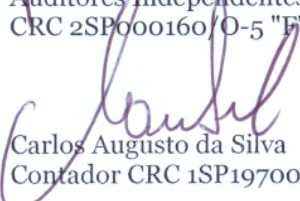
**Other matters**

**Interim statements of value added**

We have also reviewed the parent company and consolidated interim statements of value added for the nine-month period ended September 30, 2011, which are required to be presented in accordance with standards issued by the Brazilian Securities Commission (CVM) applicable to the preparation of Quarterly Information (ITR) and are considered supplementary information under IFRS, which does not require the presentation of the statement of value added. These statements have been submitted to the same review procedures described above and, based on our review, nothing has come to our attention that causes us to believe that they have not been properly prepared, in all material respects, in relation to the parent company and consolidated interim accounting information taken as a whole.

Belo Horizonte, November 7, 2011.

  
PricewaterhouseCoopers  
Auditores Independentes  
CRC 2SP000160/O-5 "F" MG

  
Carlos Augusto da Silva  
Contador CRC 1SP197007/O-2 "S" MG

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## Company Data / Capital Composition

**Number of Shares**                      **Current Quarter**  
**(Units)**    **09/30/2011**

**Paid-up Capital**

**Common**    505,260,684

**Preferred**    508,525,506

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**Total**    1,013,786,190

**In Treasury**

**Common**    2,526,654

**Preferred**    24,060,356

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**Total**    26,587,010

## Individual Financial Statements / Balance Sheet Assets

(In Thousands of Reais )

Account Code	Account Description	09/30/2011	12/31/2010
1	Total Assets	30,187,986	29,334,772
1.01	Current Assets	7,096,253	8,141,419
1.01.01	Cash and Cash Equivalents	290,156	1,526,767
1.01.02	Financial Investments	235,071	237,134
1.01.03	Accounts Receivable	910,429	1,332,014
1.01.03.01	Trade Receivables	910,429	1,332,014
1.01.04	Inventories	4,671,510	4,165,982
1.01.08	Other Current Assets	989,087	879,522
1.01.08.03	Other	989,087	879,522
1.01.08.03.01	Taxes Recoverable	795,416	696,774
1.01.08.03.02	Advances to suppliers and services	25,992	28,199
1.01.08.03.03	Financial Instruments	6,941	4,476
1.01.08.03.04	Dividends receivable	2,148	56,324
1.01.08.03.05	Other accounts receivable	158,590	93,749
1.02	Non Current Assets	23,091,733	21,193,353
1.02.01	Long Term Receivables	1,683,725	1,333,824
1.02.01.08	Credits with Related Parties	59,281	55,693
1.02.01.09	Other Non Current Assets	1,624,444	1,278,131
1.02.01.09.03	Deferred Income Tax and Social Contribution	574,612	283,446
1.02.01.09.04	Judicial Deposits	413,494	420,393
1.02.01.09.05	Deposits for tax incentives	5,490	5,490
1.02.01.09.06	Properties for sale	6,905	6,905
1.02.01.09.07	Financial Instruments	439,453	356,899
1.02.01.09.08	Taxes Recoverable	142,453	161,628
1.02.01.09.09	Prepaid Expenses	15,620	11,805
1.02.01.09.10	Other Accounts Receivable	26,417	31,565
1.02.02	Investments	7,883,522	7,098,606
1.02.02.01	Investments	7,883,522	7,098,606
1.02.02.01.01	Interest in Associated Companies	149,668	146,575
1.02.02.01.02	Interest in Subsidiaries	7,016,982	6,260,545
1.02.02.01.03	Interest in Jointly Controlled Subsidiaries	716,872	691,486
1.02.03	Property, plant and equipment	13,378,829	12,615,069
1.02.03.01	Property, plant and equipment in Operation	8,388,179	8,735,502
1.02.03.01.01	Property, plant and equipment in Operation	17,360,295	17,185,190
1.02.03.01.02	Depreciation	-8,972,116	-8,449,688
1.02.03.03	Construction in Progress	4,990,650	3,879,567
1.02.04	Intangible Assets	145,657	145,854

**Individual Financial Statements / Balance Sheet Liabilities**

(In Thousands of Reais)

Account Code	Account Description	09/30/2011	12/31/2010
2	Total Liabilities	30,187,986	29,334,772
2.01	Current Liabilities	3,692,396	3,029,790
2.01.01	Social Security and Labor Obligations	212,706	176,155
2.01.02	Suppliers	1,604,038	1,174,054
2.01.03	Tax Obligations	72,109	80,013
2.01.04	Loans and Financing	1,237,819	865,200
2.01.04.01	Loans and Financing	977,570	842,784
2.01.04.02	Debentures	260,249	22,416
2.01.05	Other Obligations	565,724	734,368
2.01.05.01	Liabilities with Related Parties	352,481	332,025
2.01.05.02	Other	213,243	402,343
2.01.05.02.01	Dividends and Interest on Own Capital Payable	1,828	145,175
2.01.05.02.04	Taxes Payable in Installments	58,090	55,402
2.01.05.02.05	Financial Instruments	53,861	73,027
2.01.05.02.06	Advance from Customers	20,762	17,752
2.01.05.02.07	Other Accounts Payable	78,702	110,987
2.02	Non Current Liabilities	9,139,502	8,872,383
2.02.01	Loans and Financing	7,449,155	6,995,538
2.02.01.01	Loans and Financing	7,199,155	6,495,538
2.02.01.02	Debentures	250,000	500,000
2.02.02	Other Obligations	138,908	217,456
2.02.02.01	Liabilities with Related Parties	16,209	41,899
2.02.02.02	Other	122,699	175,557
2.02.02.02.03	Taxes Payable in Installments	41,216	63,007
2.02.02.02.04	Financial Instruments	29,908	22,249
2.02.02.02.05	Other Accounts Payable	51,575	90,301
2.02.04	Provisions	1,551,439	1,659,389
2.02.04.01	Tax Social Security Labor and Civil Provisions	166,309	277,471
2.02.04.01.05	Contingent Liabilities	166,309	277,471
2.02.04.02	Other Provisions	1,385,130	1,381,918
2.02.04.02.03	Provisions for Environmental Liabilities and Retirement Obligations	68,828	79,978
2.02.04.02.04	Provisions for Retirement Benefits	1,316,302	1,301,940
2.03	Net Equity	17,356,088	17,432,599
2.03.01	Realized Capital	12,150,000	12,150,000
2.03.01.01	Common Shares	6,055,436	6,055,436
2.03.01.02	Preferred Shares	6,094,564	6,094,564
2.03.01.03	Additional paid-in-capital	105,295	105,295
2.03.01.04	Treasury Stock	-105,295	-105,295
2.03.04	Revenue Reserves	4,316,992	4,316,992
2.03.04.01	Legal Reserve	687,934	687,934
2.03.04.02	Statutory Reserve	2,910,274	2,910,274
2.03.04.10	For Investment and Working Capital	718,784	718,784
2.03.05	Retained Earnings/ Accumulated Deficit	205,538	0
2.03.06	Equity Valuation Adjustments	682,627	1,039,673
2.03.06.01	Capital Transaction Result	893,228	893,228
2.03.06.02	Reversal of Goodwill Amortization	15,763	100,289

## Individual Financial Statements / Balance Sheet Liabilities

(In Thousands of Reais)

Account Code	Account Description	09/30/2011	12/31/2010
2.03.06.03	Actuarial Gains and Losses	-317,432	-187,552
2.03.06.04	Fair value adjustment of Property, Plant and Equipment	217,187	233,708
2.03.06.07	Fair value of Property, Plant and Equipment of Associated Companies	16,686	0
2.03.06.07	Hedge Accounting	-142,805	0
2.03.07	Cumulative Translation Adjustments	931	-250,899
2.03.07.01	Currency conversion loss on foreign entity	931	-245,121
2.03.07.02	Cash Flow Hedge Reserve	0	-5,778
2.03.08	Other Comprehensive Results	0	176,833
2.03.08.01	Unappropriate Dividends	0	176,833



**Individual Financial Statements / Statement of Income****(In Thousands of Reais)**

Account Code	Account description	Current Quarter 07/01/2011 to 09/30/2011	Current YTD 01/01/2011 to 09/30/2011	Prior Year Quarter 07/01/2010 to 09/30/2010	Prior YTD 01/01/2010 to 09/30/2010
3.01	Revenue from sale of assets and/or Services	2,631,696	8,041,864	2,735,774	8,621,069
3.02	Cost of Assets and/or Services Sold	-2,601,847	-7,888,176	-2,238,432	-6,942,073
3.03	Gross Result	29,849	153,688	497,342	1,678,996
3.04	Operating Income/Expenses	454,246	539,559	100	13,409
3.04.01	Selling Expenses	-44,488	-163,011	-74,141	-190,898
3.04.02	General and Administrative Expenses	-73,053	-210,948	-83,648	-244,043
3.04.04	Other Operating Income	19,136	102,393	17,722	109,837
3.04.05	Other Operating Expenses	65,391	118,410	-6,817	-21,310
3.04.06	Equity in the Results	487,260	692,715	146,984	359,823
3.04.06.01	In associate and subsidiaries	488,370	668,403	145,950	324,079
3.04.06.02	Net capital deficiency	-1,110	24,312	1,034	35,744
3.05	Result Before Financial Result and Taxes	484,095	693,247	497,442	1,692,405
3.06	Financial Result	-579,470	-540,844	131,444	-83,043
3.07	Result Before Taxes on Income	-95,375	152,403	628,886	1,609,362
3.08	Income Tax and Social Contribution on Net Income	198,339	161,022	-162,819	-463,367
3.08.01	Current	-1	-11,751	-228,408	-486,093
3.08.02	Deferred	198,340	172,773	65,589	22,726
3.09	Net Result from Continuing Operations	102,964	313,425	466,067	1,145,995
3.10	Net Result from Discontinued Operations	0	-124,919	47,974	140,073
3.11	Net Income/Loss for the Period	102,964	188,506	514,041	1,286,068
3.99	Earnings per Share - (Reais / Share)				
3.99.01	Basic Earnings per Share				
3.99.01.01	Common shares	0.10000	0.18000	0.49000	1.24000
3.99.01.02	Preferred shares	0.11000	0.20000	0.55000	1.37000
3.99.02	Diluted Earnings per Share				
3.99.02.01	Common shares	0.10000	0.18000	0.49000	1.24000
3.99.02.02	Preferred shares	0.11000	0.20000	0.55000	1.37000

**Individual Financial Statements / Comprehensive Statement of Income****(In Thousands of Reais )**

Account Code	Account Description	Current Quarter 06/01/2011 to 09/30/2011	Current YTD 01/01/2011 to 09/30/2011	Prior Year Quarter 06/01/2010 to 09/30/2010	Prior YTD 01/01/2010 to 09/30/2010
4.01	Net Income for the Period	102,964	188,506	514,041	1,286,068
4.02	Other Comprehensive Income	-178,560	-88,695	-126,898	-156,586
4.02.01	Actuarial gain (loss) with Retirement Benefits	-38,239	-129,880	-18,704	-133,075
4.02.02	Goodwill write-off	0	-84,526	0	0
4.02.03	Cumulative Translation Adjustment of Foreign Subsidiary	2,484	246,052	-108,995	-25,383
4.02.04	Cash Flow Hedge in Subsidiary	0	5,778	801	1,872
4.02.05	Hedge Accounting	-142,805	-142,805	0	0
4.02.06	Fair Value of Property, Plant and Equipment of Associated Company	0	16,686	0	0
4.03	Comprehensive Income for the Period	-75,596	99,811	387,143	1,129,482

**Individual Financial Statements / Statement of Cash Flow – Indirect Method**

(In Thousands of Reais )

Account Code	Account Description	Current YTD 01/01/2011 to 09/30/2011	Prior YTD 01/01/2010 to 09/30/2010
6.01	Cash Flows from Operating Activities	196,585	421,871
6.01.01	Cash Generated from Operations	437,259	2,061,518
6.01.01.01	Net income (loss) for the period	188,506	1,286,068
6.01.01.02	Indexation charges and foreign exchange gains/losses, net	462,268	-3,653
6.01.01.03	Interest expenses	382,822	268,544
6.01.01.04	Depreciation and amortization	564,456	548,424
6.01.01.05	Result from sale of property, plant and equipment/investment	-22,389	3,164
6.01.01.06	Result from disposal of discontinued operations	124,919	-140,073
6.01.01.07	Equity in the results	-668,403	-324,079
6.01.01.08	Negative equity	-24,312	-35,744
6.01.01.09	Deferred income tax and social contribution	-161,022	463,367
6.01.01.10	Constitution (reversal) of provisions	-76,072	-31,536
6.01.01.11	Actuarial losses (gains)	-65,159	-60,126
6.01.01.12	Unrealized profit	-51,984	87,162
6.01.01.13	Hedge accounting	-216,371	0
6.01.02	Changes in Assets and Liabilities	-240,674	-1,639,647
6.01.02.01	Marketable securities	2,063	-974
6.01.02.02	Trade receivables	409,898	-160,389
6.01.02.03	Inventories	-523,533	-1,164,683
6.01.02.04	Taxes recoverable	-69,136	-75,067
6.01.02.05	Judicial deposits	-10,796	-12,129
6.01.02.06	Receivables from related companies	-3,588	856
6.01.02.07	Other (increase) decrease in assets	-61,303	52,688
6.01.02.08	Suppliers	579,247	295,539
6.01.02.09	Payables to related companies	-30,070	89,439
6.01.02.10	Advances from customers	3,010	107,390
6.01.02.11	Taxes payable	-7,904	-45,004
6.01.02.12	Payment of actuarial liability	-117,267	-109,410
6.01.02.13	Other increase (decrease) in liabilities	-85,919	-94,582
6.01.02.14	Interest paid	-325,376	-260,723
6.01.02.15	Income tax and social contribution	0	-262,598
6.02	Cash Flow from Investing Activities	-1,275,249	-1,782,326
6.02.01	Amount received/paid on disposal (acquisition) of investments	35,953	-47,238
6.02.02	Purchases of property, plant and equipment	-1,402,849	-1,772,838
6.02.03	Dividends received	92,305	38,639
6.02.04	Purchase of intangible assets	-658	-889
6.03	Cash Flow from Financing Activities	-147,764	2,427,997
6.03.01	New borrowings, financing and debentures	896,396	3,388,875
6.03.02	Repayment of borrowings and financing and debentures	-656,429	-513,692
6.03.03	Taxes paid in installments	-23,050	-35,356
6.03.04	Settlement of swap transactions	-45,012	-31,662
6.03.05	Dividends and interest on own capital paid	-319,669	-380,168
6.04	Effects of Exchange Rate Changes on Cash and Cash Equivalents	-10,183	16,337
6.05	Increase (Decrease) in Cash and Cash Equivalents	-1,236,611	1,083,879
6.05.01	Opening Balance of Cash and Cash Equivalents	1,526,767	1,322,381
6.05.02	Closing Balance of Cash and Cash Equivalents	290,156	2,406,260

**Individual Financial Statements / Statements of Changes in Equity - 01/01/2011 to 09/30/2011****(In Thousands of Reais )**

Account Code	Account Description	Paid up Capital	Capital Reserves, Options Granted and Treasury Stock	Revenue Reserve	Retained Earnings/ Accumulated Deficit	Other Comprehensive Results	Net Equity
5.01	Opening Balances	12,150,000	0	4,316,992	0	965,607	17,432,599
5.03	Adjusted Opening Balances	12,150,000	0	4,316,992	0	965,607	17,432,599
5.04	Capital Transactions with Shareholders	0	0	0	511	-176,833	-176,322
5.04.07	Interest on Own Capital	0	0	0	0	-176,833	-176,833
5.04.08	Prescribed Dividends	0	0	0	511	0	511
5.05	Total Comprehensive Result	0	0	0	205,027	-105,216	99,811
5.05.01	Net Income for the Period	0	0	0	188,506	0	188,506
5.05.02	Other Comprehensive Results	0	0	0	16,521	-105,216	-88,695
5.05.02.06	Cash Flow Hedge	0	0	0	0	5,778	5,778
5.05.02.07	Hedge Accounting Reserve	0	0	0	0	-143,797	-143,797
5.05.02.08	Hedge Accounting Reversal	0	0	0	0	992	992
5.05.02.09	Actuarial Loss (gain)	0	0	0	0	-129,880	-129,880
5.05.02.10	Cumulative Translation Adjustment – Foreign Subsidiary	0	0	0	0	246,052	246,052
5.05.02.11	Fair value adjustment - Property, Plant and Equipment	0	0	0	16,521	-16,521	0
5.05.02.12	Fair value of subsidiaries fixed assets	0	0	0	0	16,686	16,686
5.05.02.13	Goodwill	0	0	0	0	-84,526	-84,526
5.07	Closing Balances	12,150,000	0	4,316,992	205,538	683,558	17,356,088

**Individual Financial Statements / Statements of Changes in Equity - 01/01/2010 to 09/30/2010****(In Thousands of Reais )**

Account Code	Account Description	Paid up Capital	Capital Reserves, Options Granted and Treasury Stock	Revenue Reserves	Retained Earnings/ Accumulated Deficit	Other Comprehensive Results	Net Equity
5.01	Opening Balances	12,150,000	0	3,315,028	-41,277	221,901	15,645,652
5.03	Adjusted Opening Balances	12,150,000	0	3,315,028	-41,277	221,901	15,645,652
5.04	Capital Transactions with Shareholders	0	0	0	-229,128	-72,367	-301,495
5.04.06	Dividends	0	0	0	0	-72,367	-72,367
5.04.07	Interest on Own Capital	0	0	0	-230,182	0	-230,182
5.04.08	Prescribed Dividends	0	0	0	1,054	0	1,054
5.05	Total Comprehensive Result	0	0	0	1,170,070	-40,588	1,129,482
5.05.01	Net Income for the Period	0	0	0	1,286,068	0	1,286,068
5.05.02	Other Comprehensive Results	0	0	0	-115,998	-40,588	-156,586
5.05.02.07	Cash Flow Hedge	0	0	0	0	1,872	1,872
5.05.02.08	Cumulative Translation Adjustment – Foreign Subsidiary	0	0	0	0	-25,383	-25,383
5.05.02.09	Fair value adjustment - Property, Plant and Equipment	0	0	0	17,077	-17,077	0
5.05.02.10	Actuarial loss (gain)	0	0	0	-133,075	0	-133,075
5.07	Closing Balances	12,150,000	0	3,315,028	899,665	108,946	16,473,639

## Individual Financial Statements / Statement of Value Added

(In Thousands of Reais)

Account Code	Account Description	Current YTD 01/01/2011 to 09/30/2011	Prior YTD 01/01/2010 to 09/30/2010
7.01	Revenues	10,779,521	11,691,701
7.01.01	Sales of Goods, Products and Services	10,761,861	11,685,089
7.01.02	Other Revenues	26,765	6,612
7.01.04	Provision/Reversal of Allowance for Doubtful Accounts	-9,105	0
7.02	Inputs Acquired from Third Parties	-9,786,063	-8,097,628
7.02.01	Cost Products, Goods and Services Sold	-9,430,370	-7,577,580
7.02.02	Materials, Energy, Outsourced Services and Other	-355,693	-520,048
7.03	Gross Value Added	993,458	3,594,073
7.04	Retentions	-564,456	-548,424
7.04.01	Depreciation, Amortization and Depletion	-564,456	-548,424
7.05	Net Value Added	429,002	3,045,649
7.06	Value Added Received in Transfer	1,004,386	786,627
7.06.01	Equity in the Results	692,715	499,896
7.06.02	Financial Income	246,512	226,605
7.06.03	Other	65,159	60,126
7.06.03.01	Actuarial Gains and Losses	65,159	60,126
7.07	Total Value Added to be Distributed	1,433,388	3,832,276
7.08	Distribution of Value Added	1,433,388	3,832,276
7.08.01	Personnel	648,186	539,663
7.08.01.01	Direct Remuneration	502,276	450,289
7.08.01.02	Benefits	77,944	39,427
7.08.01.03	Severance Fund F.G.T.S.	67,966	49,947
7.08.02	Taxes, Fees and Contributions	-315,579	1,696,897
7.08.02.01	Federal	17,419	970,073
7.08.02.02	State	-358,397	706,101
7.08.02.03	Municipal	25,399	20,723
7.08.03	Remuneration of Third Party Capital	787,356	309,648
7.08.03.01	Interest	508,431	318,217
7.08.03.03	Other	278,925	-8,569
7.08.04	Remuneration of Own Capital	313,425	1,286,068
7.08.04.01	Interest on Own Capital	0	0
7.08.04.03	Retained Earnings / Accumulated deficit	313,425	1,286,068

## Consolidated Financial Statements / Balance Sheet - Assets

(In Thousands of Reais)

Account Code	Account Description	09/30/2011	12/31/2010
1	Total Assets	32,990,883	31,784,751
1.01	Current Assets	13,692,473	12,270,576
1.01.01	Cash and Cash Equivalents	3,137,325	4,145,779
1.01.02	Financial Investments	2,365,787	397,787
1.01.03	Accounts Receivable	1,384,575	1,735,127
1.01.03.01	Trade Receivables	1,384,575	1,735,127
1.01.04	Inventories	5,528,118	4,898,311
1.01.08	Other Current Assets	1,276,668	1,093,572
1.01.08.03	Other	1,276,668	1,093,572
1.01.08.03.01	Taxes Recoverable	929,772	823,271
1.01.08.03.02	Advance to Suppliers and Services	70,551	70,065
1.01.08.03.03	Financial Instruments	24,485	24,294
1.01.08.03.05	Other Accounts Receivable	251,860	175,942
1.02	Non Current Assets	19,298,410	19,514,175
1.02.01	Long Term Receivables	1,798,394	1,436,133
1.02.01.08	Credits with Related Parties	5,775	5,960
1.02.01.09	Other Non Current Assets	1,792,619	1,430,173
1.02.01.09.03	Judicial Deposits	440,614	443,879
1.02.01.09.04	Financial Instruments	443,797	356,899
1.02.01.09.05	Taxes Recoverable	161,994	174,970
1.02.01.09.06	Deferred Income Tax and Social Contribution	691,170	398,223
1.02.01.09.07	Other Accounts Receivable	55,044	56,202
1.02.02	Investments	436,121	2,061,186
1.02.02.01	Interest Corporation	436,121	2,061,186
1.02.03	Property, plant and equipment	15,343,202	14,275,006
1.02.03.01	Property, plant and equipment in Operation	10,053,038	9,744,385
1.02.03.01.01	Property, plant and equipment in Operation	19,752,724	18,869,091
1.02.03.01.02	Depreciation	-9,699,686	-9,124,706
1.02.03.02	Leased property, plant and equipment	5,290,164	4,530,621
1.02.04	Intangible assets	1,720,693	1,741,850

**Consolidated Financial Statements / Balance Sheet - Liabilities**

(In Thousands of Reais)

Account Code	Account Description	09/30/2011	12/31/2010
2	Total Liabilities	32,990,883	31,784,751
2.01	Current Liabilities	4,313,812	3,497,015
2.01.01	Social and Labor Obligations	362,443	287,209
2.01.02	Suppliers	1,832,838	1,288,109
2.01.03	Tax Obligations	289,749	309,034
2.01.03.01	Federal Tax Obligations	289,749	309,034
2.01.03.01.01	Income Tax and Social Contribution Payable	174,053	178,593
2.01.03.01.02	Taxes Payable	115,696	130,441
2.01.04	Loans and Financing	1,267,620	812,976
2.01.04.01	Loans and Financing	1,007,371	790,560
2.01.04.02	Debentures	260,249	22,416
2.01.05	Other Obligations	561,162	799,687
2.01.05.01	Liabilities with Related Parties	61,540	72,621
2.01.05.02	Other	499,622	727,066
2.01.05.02.01	Dividends and Interest on Own Capital Payable	1,830	159,819
2.01.05.02.04	Taxes Payable in Installments	60,759	57,555
2.01.05.02.05	Financial Instruments	53,861	73,027
2.01.05.02.06	Advances from Customers	190,627	180,728
2.01.05.02.07	Other Accounts Payable	192,545	255,937
2.02	Non Current Liabilities	9,592,705	9,258,299
2.02.01	Loans and Financing	7,267,073	6,904,124
2.02.01.01	Loans and Financing	7,017,073	6,404,124
2.02.01.02	Debentures	250,000	500,000
2.02.02	Other Obligations	649,093	602,371
2.02.02.01	Liabilities with Related Parties	16,209	41,898
2.02.02.02	Other	632,884	560,473
2.02.02.02.03	Taxes Payable in Installments	58,450	70,538
2.02.02.02.04	Financial Instruments	541,402	437,195
2.02.02.02.05	Other Accounts Payable	33,032	52,740
2.02.04	Provisions	1,676,539	1,751,804
2.02.04.01	Tax, Social Security Labor and Civil Provisions	235,728	314,954
2.02.04.01.05	Contingent liabilities	235,728	314,954
2.02.04.02	Other Provisions	1,440,811	1,436,850
2.02.04.02.03	Provisions for Environmental Liabilities and Retirement Obligation	124,509	134,910
2.02.04.02.04	Provisions for Post-Retirement Benefits	1,316,302	1,301,940
2.03	Consolidated Net Equity	19,084,366	19,029,437
2.03.01	Realized Capital	12,150,000	12,150,000
2.03.01.01	Common Shares	6,055,436	6,055,436
2.03.01.02	Preferred Shares	6,094,564	6,094,564
2.03.01.03	Treasury Stock	-105,295	-105,295
2.03.01.04	Additional paid-in capital	105,295	105,295
2.03.04	Revenue Reserves	4,316,992	4,316,992
2.03.04.01	Legal Reserve	687,934	687,934
2.03.04.02	Statutory Reserve	2,910,274	2,910,274
2.03.04.10	Investment for Working Capital	718,784	718,784
2.03.05	Retained Earnings/ Accumulated Deficit	205,538	0



## Consolidated Financial Statements / Balance Sheet Liabilities

In Thousands of Reais)

Account Code	Account Description	09/30/2011	12/31/2010
2.03.06	Equity Valuation Adjustments	682,627	1,039,673
2.03.06.01	Capital Transaction Result	893,228	893,228
2.03.06.02	Reserve for Goodwill amortization	15,763	100,289
2.03.06.03	Actuarial Gains and Losses	-317,432	-187,552
2.03.06.04	Fair value adjustment of Property, Plant and Equipment	217,187	233,708
2.03.06.05	Fair value of Property, Plant and Equipment of Associated Companies	16,686	0
2.03.06.06	Hedge Accounting	-142,805	0
2.03.07	Cumulative Translation Adjustments – Foreign Subsidiary	931	-250,899
2.03.07.01	Reserve from Investments Conversion	931	-245,121
2.03.07.02	Cash Flow Hedge Reserve	0	-5,778
2.03.08	Other Comprehensive Results	0	176,833
2.03.08.01	Unappropriate Dividends	0	176,833
2.03.09	Non-controlling interest	1,728,278	1,596,838

**Consolidated Financial Statements / Statement of Income****(In Thousands of Reais)**

Account Code	Account Description	Current Quarter 07/01/2011 to 09/30/2011	Current YTD 01/01/2011 to 09/30/2011	Prior Year Quarter 07/01/2010 09/30/2010	Prior YTD 01/01/2010 to 09/30/2010
3.01	Revenue from Sale of Assets and/or Services	2,998,154	9,087,289	3,240,501	9,869,935
3.02	Cost of Assets and/or Services Sold	-2,650,104	-8,020,468	-2,437,079	-7,540,286
3.03	Gross Result	348,050	1,066,821	803,422	2,329,649
3.04	Operating Expenses/ Income	-103,189	-407,318	-242,126	-523,734
3.04.01	Selling Expenses	-88,339	-294,721	-111,059	-283,095
3.04.02	General and Administrative Expenses	-130,904	-392,427	-132,609	-378,542
3.04.04	Other Operating Income	71,791	171,035	116,203	222,970
3.04.05	Other Operating Expenses	31,000	63,835	-125,590	-125,036
3.04.06	Equity in the Results	13,263	44,960	10,929	39,969
3.05	Result Before Financial Result and Taxes	244,861	659,503	561,296	1,805,915
3.06	Financial Result	-195,766	-106,678	144,152	-28,097
3.07	Result Before taxes on Income	49,095	552,825	705,448	1,777,818
3.08	Income Tax and Social Contribution on Net Income	104,937	-101,254	-239,588	-614,118
3.08.01	Current	-84,775	-272,546	-294,845	-608,036
3.08.02	Deferred	189,712	171,292	55,257	-6,082
3.09	Net Result from Continued Operations	154,032	451,571	465,860	1,163,700
3.10	Net Result from Discontinued Operations	0	-124,919	47,974	140,073
3.11	Consolidated Net Income/Loss for the Period	154,032	326,652	513,834	1,303,773
3.11.01	Attributed to Parent Company shareholders	102,964	188,506	514,041	1,286,068
3.11.02	Attributed to Noncontrolling interest	51,068	138,146	-207	17,705
3.99.01	Earnings per Share - (Reais / Share)				
3.99.01	Basic Earnings per Share				
3.99.01.01	Common shares	0.10000	0.18000	0.49000	1.24000
3.99.01.02	Preferred shares	0.11000	0.20000	0.55000	1.37000
3.99.02	Diluted Earnings per Share				
3.99.02.01	Common shares	0.10000	0.18000	0.49000	1.24000
3.99.02.02	Preferred shares	0.11000	0.20000	0.55000	1.37000

**Consolidated Financial Statements /Comprehensive Statement of Income****(In Thousands of Reais)**

Account Code	Account Description	Current Quarter 07/01/2011 to 09/30/2011	Current YTD 01/01/2011 to 09/30/2011	Prior Year Quarter 07/01/2010 09/30/2010	Prior YTD 01/01/2010 to 09/30/2010
4.01	Consolidated Net Income for the Period	154,032	326,652	513,834	1,303,773
4.02	Other Comprehensive Income	-178,560	-88,695	-126,897	-156,585
4.02.01	Actuarial gain (loss) from Post-Retirement Benefits	-38,239	-129,880	-18,703	-133,074
4.02.02	Goodwill Disposal	0	-84,526	0	0
4.02.03	Exchange variation on foreign subsidiary	2,484	246,052	-108,995	-25,383
4.02.04	Cash Flow Hedge in Subsidiary	0	5,778	801	1,872
4.02.05	Fair Value Adjustment of Property, Plant and Equipment	0	16,686	0	0
4.02.07	Constitution/Reversal of Hedge Accounting	-142,805	-142,805	0	0
4.03	Consolidated Comprehensive Income for the Period	-24,528	237,957	386,937	1,147,188
4.03.01	Attributed to Parent Company Shareholders	-75,596	99,811	387,144	1,129,483
4.03.02	Attributed to Non-controlling interest	51,068	138,146	-207	17,705

**Consolidated Financial Statements / Statement of Cash Flow – Indirect Method**  
(In Thousands of Reais )

Account Code	Account Description	Current YTD 01/01/2011 to 09/30/2011	Prior YTD 01/01/2010 to 09/30/2010
6.01	Cash Flow from Operating Activities	-814,991	442,506
6.01.01	Cash Generated in Operations	1,602,524	2,464,663
6.01.01.01	Net Income (loss) for the period	326,652	1,303,773
6.01.01.02	Indexation charges and foreign exchange gain/losses, net	445,212	-77,152
6.01.01.03	Interest expenses	405,025	290,996
6.01.01.04	Depreciation and amortization	642,417	604,977
6.01.01.05	Result from sale of property, plant and equipment/investment	-43,648	3,166
6.01.01.06	Result on disposal of discontinued operations	124,919	-140,073
6.01.01.07	Equity in the results	-44,960	-39,969
6.01.01.08	Deferred income tax and social contribution	101,254	614,118
6.01.01.09	Constitution (reversal) of provisions	-72,817	-35,047
6.01.01.10	Actuarial losses (gains)	-65,159	-60,126
6.01.01.11	Hedge Accounting	-216,371	0
6.01.02	Changes in Assets and Liabilities	-2,417,515	-2,022,157
6.01.02.01	Marketable Securities	-1,968,000	-21,901
6.01.02.02	Trade Receivables	376,176	-137,380
6.01.02.03	Inventories	-629,807	-1,373,257
6.01.02.04	Taxes recoverable	-106,483	-46,074
6.01.02.05	Judicial deposits	-12,105	-18,468
6.01.02.06	Receivables from related companies	185	1,052
6.01.02.07	Other (increases) decreases in assets	-82,233	-32,408
6.01.02.08	Suppliers	741,266	303,779
6.01.02.09	Payables to related companies	-36,771	-21,102
6.01.02.10	Advances from customers	9,899	161,682
6.01.02.11	Taxes payable	-14,745	-23,738
6.01.02.13	Payment of actuarial liability	-117,267	-109,410
6.01.02.14	Other increase (decrease) in liabilities	-55,627	-94,487
6.01.02.15	Interest paid	-354,250	-289,901
6.01.02.16	Income tax and social contribution payable	-165,753	-320,544
6.02	Cash Flow from Investing Activities	-124,985	-2,203,331
6.02.01	Amount received/paid on disposal (acquisition) of investments	1,656,740	0
6.02.02	Purchases of property, plant and equipment	-1,843,275	-2,199,896
6.02.03	Proceeds from sale of fixed assets	-863	-32,400
6.02.04	Dividends received	14,077	43,239
6.02.05	Purchase of intangible assets	-4,146	-14,274
6.02.06	Amount received from sale of property, plant and equipment	52,482	0
6.03	Cash Flow from Financing Activities	-58,295	2,567,846
6.03.01	New borrowings, financing and debentures	948,756	3,589,667
6.03.02	Repayment of borrowings, financing and debentures	-617,558	-595,344
6.03.03	Taxes paid in installments	-24,531	-36,364
6.03.04	Settlement of swap transactions	-23,945	-9,906
6.03.05	Dividends and interest on own capital paid	-341,017	-380,207
6.04	Exchange gains/losses on Cash and Cash Equivalents	-10,183	16,337
6.05	Increase (Decrease) in Cash and Cash Equivalents	-1,008,454	823,358
6.05.01	Opening Balance of Cash and Cash Equivalents	4,145,779	2,098,196
6.05.02	Closing Balance of Cash and Cash Equivalents	3,137,325	2,921,554

**Consolidated Financial Statements / Statements of Changes in Equity - 01/01/2011 to 09/30/2011****(In Thousands of Reais )**

Account Code	Account Code	Paid up Capital	Capital Reserves, Options Granted and Treasury Stock	Revenue Reserves	Retained Earnings/ Accumulated Deficit	Other Comprehensive Results	Net Equity	Noncontrolling Interest	Consolidated Net Equity
5.01	Opening Balances	12,150,000	0	4,316,992	0	965,607	17,432,599	1,596,838	19,029,437
5.03	Adjusted Opening Balances	12,150,000	0	4,316,992	0	965,607	17,432,599	1,596,838	19,029,437
5.04	Capital Transactions with Shareholders	0	0	0	511	-176,833	-176,322	-6,706	-183,028
5.04.06	Dividends	0	0	0	0	0	0	-6,706	-6,706
5.04.07	Interest on Own Capital	0	0	0	0	-176,833	-176,833	0	-176,833
5.04.08	Prescribed Dividends	0	0	0	511	0	511	0	511
5.05	Total Comprehensive Result	0	0	0	205,027	-105,216	99,811	138,146	237,957
5.05.01	Net Income for the Period	0	0	0	188,506	0	188,506	138,146	326,652
5.05.02	Other Comprehensive Results	0	0	0	16,521	-105,216	-88,695	0	-88,695
5.05.02.06	Cash Flow Hedge	0	0	0	0	5,778	5,778	0	5,778
5.05.02.07	Hedge Accounting Constitution	0	0	0	0	-143,797	143,797	0	143,797
5.05.02.08	Hedge Accounting Reversal	0	0	0	0	992	992	0	992
5.05.02.07	Actuarial loss (gain)	0	0	0	0	-129,880	-129,880	0	-129,880
5.05.02.08	Cumulative Translation Adjustment - Foreign Subsidiary	0	0	0	0	246,052	246,052	0	246,052
5.05.02.09	Fair value adjustment of Property, Plant and Equipment	0	0	0	16,521	-16,521	0	0	0
5.05.02.10	Cumulative Translation Adjustment – Foreign Subsidiary	0	0	0	0	16,686	16,686	0	16,686
5.05.02.11	Goodwill Disposal	0	0	0	0	-84,526	-84,526	0	-84,526
5.07	Closing Balances	12,150,000	0	4,316,992	205,538	683,558	17,356,088	1,728,278	19,084,366

**Consolidated Financial Statements / Statements of Changes in Equity - 01/01/2010 to 09/30/2010****(In Thousands of Reais)**

Account Code	Account Description	Paid up Capital	Capital Reserves, Options Granted and Treasury Stock	Revenue Reserves	Retained Earnings/ Accumulated Deficit	Other Comprehensive Results	Net Equity	Noncontrolling Interest	Consolidated Net Equity
5.01	Opening Balances	12,150,000	0	3,315,028	-41,277	221,901	15,645,652	355,406	16,001,058
5.03	Adjusted Opening Balances	12,150,000	0	3,315,028	-41,277	221,901	15,645,652	355,406	16,001,058
5.04	Capital Transactions with shareholders	0	0	0	-229,128	-72,367	-301,495	230	-301,265
5.04.06	Dividends	0	0	0	0	-72,367	-72,367	0	-72,367
5.04.07	Interest on Own Capital	0	0	0	-230,182	0	-230,182	0	-230,182
5.04.08	Prescribed Dividends	0	0	0	1,054	0	1,054	0	1,054
5.04.09	Changes in Participations that do not Result in Loss of Control	0	0	0	0	0	0	230	230
5.05	Total Comprehensive Result	0	0	0	1,170,070	-40,588	1,129,482	17,705	1,147,187
5.05.01	Net Income for the Period	0	0	0	1,286,068	0	1,286,068	17,705	1,303,773
5.05.02	Other Comprehensive Results	0	0	0	-115,998	-40,588	-156,586	0	-156,585
5.05.02.07	Correction of Property, Plant and Equipment	0	0	0	17,077	-17,077	0	0	0
5.05.02.09	Actuarial loss (gain)	0	0	0	-133,075	0	-133,075	0	-133,075
5.05.02.10	Cash flow hedge	0	0	0	0	1,872	1,872	0	1,872
5.05.02.11	Cumulative Translation Adjustment - Foreign Subsidiary	0	0	0	0	-25,383	-25,383	0	-25,383
5.07	Closing Balances	12,150,000	0	3,315,028	899,665	108,946	16,473,639	373,341	16,846,980

## Consolidated Financial Statements / Statement of Value Added

(In Thousands of Reais )

Account Code	Account Description	Current YTD 01/01/2011 to 09/30/2011	Prior YTD 01/01/2010 to 09/30/2010
7.01	Revenues	12,103,816	12,883,201
7.01.01	Sales of Goods, Products and Services	12,086,803	12,877,442
7.01.02	Other Revenues	27,665	7,183
7.01.04	Provision/Reversal of Allowance for Doubtful Accounts	-10,652	-1,424
7.02	Inputs Acquired from Third Parties	-9,999,985	-8,965,884
7.02.01	Costs of Products, Goods and Services Sold	-9,414,254	-8,328,094
7.02.02	Materials, Energy, Third Party Services and Other	-585,731	-637,790
7.03	Gross Value Added	2,103,831	3,917,317
7.04	Retentions	-642,417	-604,977
7.04.01	Depreciation, Amortization and Depletion	-642,417	-604,977
7.05	Net Value Added	1,461,414	3,312,340
7.06	Value Added Received in Transfer	589,634	614,104
7.06.01	Equity in the Results	44,960	180,042
7.06.02	Financial Income	484,155	267,770
7.06.03	Other	60,519	166,292
7.06.03.01	Actuarial Gains and Losses	0	60,126
7.06.03.02	Net Foreign Exchange Variations	60,519	106,166
7.07	Total Value Added to be Distributed	2,051,048	3,926,444
7.08	Distribution of Value Added	2,051,048	3,926,444
7.08.01	Personnel	1,353,602	1,161,215
7.08.01.01	Direct Remuneration	1,147,900	1,019,584
7.08.01.02	Benefits	97,823	56,556
7.08.01.03	Severance Fund - F.G.T.S.	107,879	85,075
7.08.02	Taxes, Fees and Contributions	-334,958	1,059,423
7.08.02.01	Federal	214,195	761,809
7.08.02.02	State	-600,333	261,031
7.08.02.03	Municipal	41,180	36,583
7.08.03	Remuneration of Third Party Capital	590,833	402,033
7.08.03.01	Interest	548,158	356,199
7.08.03.03	Other	42,675	45,834
7.08.04	Remuneration of Own Capital	451,571	1,303,773
7.08.04.01	Interest on Own Capital	0	0
7.08.04.03	Retained Earnings / Loss for the Period	313,425	1,286,068
7.08.04.04	Non-controlling interest in Retained Earnings	138,146	17,705

## Management Report / Discussion on Performance

### CONSOLIDATED PERFORMANCE REPORT 3RD. QUARTER 2011

The consolidated net income in the nine months through September 2011 was R\$ 326,652 thousand against R\$ 1,303,773 thousand in the same period in 2010. The weaker performance in 2011 is due to:

- The lower volume sold by 410 thousand tons;
- the impacts on production costs from increases in raw material costs, outsourced services and labor; and
- the loss on the sale of Ternium shares of R\$ 125 million.

In comparison with the net income of R\$ 156,599 thousand for the 2<sup>nd</sup> quarter of 2011, the net income for the 3<sup>rd</sup> quarter was stable, totaling R\$ 154,032 thousand. The result for the current quarter is negatively impacted by foreign exchange losses (net of swap and hedge accounting results) of R\$ 138 million

#### Net Revenue

The consolidated net revenue up to September 2011 totaled R\$ 9,087,289 thousand, 7.9% lower than the revenue achieved in the same period in 2010, mainly due to the lower volume of steel products sold, in addition to the lower effective prices of about 1.5%.

When compared to the 2<sup>nd</sup> quarter of 2011 of R\$ 3,025,659 thousand, the net revenue for the 3<sup>rd</sup> quarter was stable, totaling R\$ 2,998,154 thousand, in spite of the lower quantity of laminates sold, and of the slight reduction of 0.9% in the sales prices practiced by the company. Sales of coke totalled R\$ 65,980 thousand in the period,. The Steel Transformation and Capital Assets segments presented higher net revenue of R\$ 20.2 million and R\$ 13.9 million, respectively.

Volume sold (steel mill)	Up to Sept/11	Up to Sept/10	3 <sup>rd</sup> . quarter 11	2 <sup>nd</sup> . quarter 11
Total volume sold	4,576,364	4,985,966	1,405,861	1,582,643
Volume sold - Internal market	3,734,865	3,844,656	1,162,498	1,342,503
Volume sold - External market	841,499	1,1410,310	243,363	240,140
Difference in volume (ton)	(409,602)		(176,782)	
<b>Variation</b>	<b>-8.2%</b>		<b>-11.2%</b>	
Difference in volume	(717,323)		(311,062)	

Average price (steel mill)	Up to Sept/11	Up to Sept/10	3 <sup>rd</sup> . quarter 11	2 <sup>nd</sup> . quarter 11
Total average price	1,725	1,751	1,744	1,760
Average price- Internal market	1,832	1,962	1,856	1,842
Average price- External market	1,250	1,041	1,208	1,301
Average price EM - in US\$	765	584	740	816
Invoicing EM	1,051,523	1,187,834	293,953	312,457
<b>Variation</b>	<b>-1.5%</b>		<b>-0.9%</b>	
Price difference	(23,295)		(29,009)	
Foreign Exchange difference	(96,811)		6,646	
Total price	<b>(120,106)</b>		<b>(22,363)</b>	



### **Cost of products sold**

The consolidated cost of products sold was R\$ 8,020,468 thousand in the current period, 6.4% higher than the same 2010 period, mainly due to higher costs of raw materials, outsourced services and labor.

In the 3<sup>rd</sup>. quarter of 2011, the cost of products sold totaled R\$2,605,607 thousand, slightly higher at 1.7% or R\$ 44,497 thousand in relation to the prior quarter. The Steel Transformation segment costs increased by R\$ 38,541 thousand.

### **Operating Expenses**

The consolidated operating expenses (Selling, Administrative and Other operating expenses) were R\$ 452,278 thousand up to September 2011, R\$ 111,425 thousand less than the R\$ 563,703 thousand for the same 2010 period. This decrease is mainly due to reversal of judicial contingencies and recovery of taxes in the current period.

In the current quarter, the operating expenses amounted to R\$ 198,338 thousand, R\$ 81,886 thousand less than the prior quarter. This decrease is mainly due to gains from judicial contingencies and sale of a property of Soluções Usiminas.

### **Financial Income (Expenses)**

The consolidated net financial result was an expense of R\$ 106,678 thousand up to September 2011, compared to R\$ 28,097 thousand in the same 2010 period. Such variation was due basically to foreign exchange losses arising from a depreciation of the Brazilian real against the US dollar of 11.3% in 2011 (same period in 2010 - a appreciation of 2.7%), which represented an expense of R\$ 33,452 thousand in 2011, net of hedge accounting of R\$ 217,363 thousand. In 2010 the net result was an income of R\$ 106,166 thousand.

The 3<sup>rd</sup> quarter of 2011 presents a net expenses of R\$ 195,766 thousand, against R\$ 45,615 thousand of net income in the 2<sup>nd</sup> quarter of 2011. The increase in expenses are attributed to foreign exchanges losses arising from the 18.79% devaluation of the Brazilian real against the US dollar in the current quarter in comparison to the 4.15% real appreciation in the prior quarter. The net result is an expense of R\$ 158,298 thousand in the 3<sup>rd</sup> quarter, net of hedge accounting of R\$ 217,363 thousand, against a net income of R\$ 81,180 thousand in the prior quarter.

### **Investment in subsidiaries**

The equity in the earnings in investees was R\$ 44,960 thousand up to September 2011, against R\$ 39,969 thousand in the same 2010 period, an increase of 12.5%, reflecting the gains in the equity of MRS Logística of R\$ 44,040 in 2010 and R\$ 27,661 in 2010.

In comparison to the 2<sup>nd</sup> quarter of 2011, in which the equity earnings were R\$ 13,721 thousand, the 3<sup>rd</sup> quarter was R\$ 13,263 thousand, remaining stable.

### **Ebitda**

The consolidated Ebitda in year to date 2011 totaled R\$ 1,045,588 thousand, a decrease of 54.9% in relation to the same prior year period of R\$ 2,317,767 thousand, mainly due to the lower volume sold by the steel mill and to the increase in the production costs. The Ebitda margin decreased from 23.5% in 2010 to 11.5% in the current period.

In comparison to the 2<sup>nd</sup> quarter of 2011, when the Ebitda was R\$ 365,260 thousand and its margin was 12.1%, the Ebitda for the 3<sup>rd</sup> quarter decreased 6.0%, to R\$ 343,322 thousand and - margin of 11.5%. The weaker margin is basically due to the lower sales volume of the steel mill.

### **Indebtedness**

The total consolidated indebtedness (loans and financing, debentures, taxes in installments and Femco) was R\$ 8,943,106 thousand on September 30, 2011 against R\$ 8,107,275 thousand on December 31, 2010. The indebtedness in foreign currency represented 47.3% of total indebtedness on September 30, 2011 and 50.0% on December 31, 2010.

**Changes in indebtedness - In  
R\$ thousands**

<b>Balance at December 31, 2010</b>	<b>8,107,275</b>
New loans and financing	958,517
Interest and charges provisioned	450,287
Indexation charges and foreign exchange losses	423,663
Payment of interest and charges	-366,359
Payment of principal	-614,966
Other	-15,311
<b>Balance at September 30, 2011</b>	<b>8,943,106</b>

**Production Data**

<b>Ipatinga and Cubatão mills</b>	<b>Up to September 2011</b>	<b>Up to September 2010</b>	<b>3<sup>rd</sup>. quarter 2011</b>	<b>2<sup>nd</sup>. quarter 2011</b>
Liquid steel	5,301	5,825	1,586	1,893
Crude steel	5,190	5,710	1,549	1,858
Coke	2,309	2,294	785	791
Rolled steel	4,513	5,238	1,391	1,504

**Mining Data**

	<b>Up to September 2011</b>	<b>Up to September 2010</b>	<b>3<sup>rd</sup>. quarter 2011</b>	<b>2<sup>nd</sup>. quarter 2011</b>
Production	4,665	5,113	1,575	1,536
Sales to third parties	865	596	329	323
Transferred/ sold to plants	3,310	4,006	1,105	1,170

## **1 Operations**

Usinas Siderúrgicas de Minas Gerais S.A. – USIMINAS (“Usiminas” or the “Company”), headquartered in Belo Horizonte, State of Minas Gerais, operates in the steel industry and related activities. The Company produces flat rolled carbon steel at the Intendente Câmara plant in Ipatinga, State of Minas Gerais and the José Bonifácio de Andrada e Silva plant in Cubatão, State of São Paulo, for the Brazilian domestic and foreign markets.

The Company, through its subsidiaries, jointly-controlled and associated companies (collectively, “theUsiminas Companies”), has several service and distribution centers in Brazil, in addition to the Cubatão and Praia Mole ports located in the states of São Paulo and Espírito Santo, respectively, as strategic ports for disposal of its production.

The activities of the Usiminas Companies are described in Note 1 to the annual financial statements for the year ended December 31, 2010, filed with the Brazilian Securities Commission (CVM).

The Company's shares are listed for trading on the Brazilian stock exchange in São Paulo (“BM&FBovespa”:ticker USIM3).

## **2 Approval of the interim financial statements**

The interim financial statements included in this Quarterly Information Form (ITR) of the parent company and consolidated were approved for issue by the Company’s Board of Directors on November 07, 2011.

## **3 Presentation of the interim financial information and summary of significant accounting practices**

The accounting policies have been uniformly applied in all the periods presented, unless otherwise indicated.

For comparison purposes, some figures may have been altered in relation to the Company’s reports previously issued.

The accounting policies applied in this interim financial information are consistent with the policies described in Note 3 to the Company’s financial statements for the year ended December 31, 2010, filed with the CVM, except for the accounting practices adopted and/or adapted due to hedging activities carried out in the period as follows:

**(a) Derivative financial instruments and hedging activities**

**1) Cash flow hedge**

The Company uses foreign currency variation of certain liabilities as foreign exchange risk associated with highly probably forecast export transactions (cash flow hedge).

The Company documents the hedging relationship, as well as the risk management purposes and the strategy to carry out various hedging transactions. The Company also documents the purpose at the inception of a hedging transaction and on a continuous basis, confirming that the financial instruments used in the hedging transactions are highly efficient to offset variations in cash flows of the hedged items.

The effective portion of changes in the fair value of the financial instruments designated and qualified as cash flow hedge is recognized in equity. The gain or loss relating to the ineffective portion is recognized in the statement of income as “Adjustment Foreign Exchange Variation Hedge Accounting”, under the caption financial result.

The accumulated amounts in equity are realized in the statement of income in the periods in which the hedged item affects results (when the hedged forecast sale occurs). The gain or loss related to the effective portion of financial instruments hedging the exchange rate associated with highly probably forecast export transactions is recognized in the statement of income as “Exports revenue (Recognition - Hedge Accounting)”. The gain or loss related to the ineffective portion is recognized in the statement of income as “Adjustment Foreign Exchange Variation Hedge Accounting”, under the caption financial result.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting any cumulative gain or loss existing in equity at that time remains in equity and is recognized when the forecast transaction is ultimately recognized in the statement of income. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the statement of income as “Adjustment Foreign Exchange Variation Hedge Accounting”, under the caption financial result.

### **3.1 Preparation basis**

#### **(a) Individual interim financial statements – Parent Company**

The individual interim financial statements of Usiminas, presented as Parent Company, have been prepared in accordance with CPC 21, “Interim Statements”, based on the rules and regulations of the CVM.

These interim financial statements should be read together with the Company’s annual financial statements for the year ended on December 31, 2010.

#### **(b) Consolidated interim financial statements - Consolidated**

The consolidated interim statements, herein presented as Consolidated, have been prepared and are being presented in accordance with the CPC 21, “Interim Statements”, in accordance with CVM regulations

The consolidated interim financial statements, herein presented as Consolidated, have also been prepared in accordance with IAS 34, “Presentation of Interim Financial Reports”, based on CVM rules.

These interim financial statements should be read together with the Company’s annual financial statements for the year ended on December 31, 2010.

### **3.2 Accounting standards, amendments and interpretations that are not yet effective**

In the nine month period ended September 30, 2011 no standards, amendments and interpretations, besides those disclosed in Note 3.25 of the Company’s financial statements for the year ended December 31, 2010, have been issue, which could impact the interim financial information. In addition, no amendments occurred in relation to expected impacts which have been disclosed in the said financial statements that could affect the interim financial statements.

## 4 Financial Risk Management

At September 30, 2011, there have been no alterations to the policies and management of financial risks in relation to those disclosed in the Company's financial statements for the year ended December 31, 2010.

The information related to: (a) cash flow of financial instruments; (b) assets and liabilities linked to foreign exchange variation; (c) opening of loans and financing and debentures by currency and interest rate; (d) financial leverage index and (e) classification of assets and liabilities measured at fair value are not significantly different from those disclosed in the Company financial statements at December 31, 2010 and accordingly, have not been repeated in these interim financial statements.

### 4.1 Fair value estimates

#### (a) Fair value of loans and financing

The carrying amount of loans and financing, except for transactions quoted in the capital market, approximates their fair value. For capital market transactions, such as debentures and bonds, the fair value reflects the value traded in the market. The difference between the carrying amount and market value is calculated in accordance with the rates disclosed in the websites of the Futures and Commodities Exchange (BM&F), Broadcast and Bloomberg, summarized as follows:

	09/30/2011		Parent Company 12/31/2010	
	Carrying amount	Market value	Carrying amount	Market value
Bank loans- foreign currency	2,916,394	2,916,394	2,965,974	2,965,974
Bank Loans –domestic currency	3,659,983	3,659,983	3,004,711	3,004,711
Debentures	510,249	510,249	522,416	522,416
Bonds	1,600,348	1,600,348	1,367,637	1,367,637
	<b>8,686,974</b>	<b>8,686,974</b>	<b>7,860,738</b>	<b>7,860,738</b>

	09/30/2011		Consolidated 12/31/2010	
	Carrying amount	Market value	Carrying amount	Market value
Bank loans- foreign currency	3,100,079	3,100,079	3,030,211	3,030,211
Bank Loans –domestic currency	3,791,876	3,791,876	3,141,711	3,141,711
Debentures	510,249	510,249	522,416	522,416
Bonds	1,132,489	1,126,316	1,022,762	1,017,164
	<b>8,534,693</b>	<b>8,528,520</b>	<b>7,717,100</b>	<b>7,711,502</b>

At September 30, 2011 and December 31, 2010, the market values of loans and financing do not differ significantly from their carrying amounts, since they were contracted and are recorded based on rates and conditions which approximate those in the market for transactions of similar nature, risk and terms.

## Other financial assets and liabilities

The fair values of other financial assets and liabilities do not significantly differ from their carrying amounts, inasmuch as they were negotiated and are recorded at rates and conditions traded in the market for transactions of similar nature, risk and term.

### 4.2 Sensitivity analysis

In preparing the sensitivity analysis for derivative financial instruments, the Company used the quotations available in the financial market, to determine estimated future amounts of swap transactions for the probable scenario. Scenarios II and III were stressed based on factors of 25% and 50% from the base risk level deemed as probable by management.

#### (a) Exchange rate risk

##### (i) Parent Company

		<b>09/30/2011</b>		
		<b>Gain (loss)</b>		
Transaction	Risk	Probable Scenario I	Scenario II	Scenario III
Swap	Increase in CDI	(13,803)	(18,526)	(23,186)
Swap	Decrease in LIBOR	(10,879)	(11,615)	(12,350)
Swap	Decrease in LIBOR	(32,863)	(34,986)	(37,109)
Swap	Decrease in the price of aluminum	542	(2,855)	(6,253)
Swap	Decrease in the price of cooper	(66)	(187)	(308)
Swap	Decrease in the price of zinc	(3,688)	(7,145)	(10,603)
Swap	Increase in CDI	1,001	(15,283)	(31,769)
Swap	Decrease in LIBOR	(9,518)	(12,384)	(15,250)
NDF	Increase in US\$	(4,153)	(38,769)	(73,386)
		<b>12/31/2010</b>		
		<b>Gain (loss)</b>		
Transaction	Risk	Probable Scenario I	Scenario II	Scenario III
Swap	Increase in CDI	(135,576)	(160,368)	(185,708)
Swap	Decrease in LIBOR	(12,870)	(14,676)	(16,482)
Swap	Decrease in LIBOR	(25,574)	(31,187)	(36,800)
Swap	Decrease in the price of aluminum	4,119	(9,976)	(24,071)
Swap	Decrease in the price of nickel	127	67	6
Swap	Decrease in the price of cooper	284	(325)	(933)
Swap	Decrease in the price of zinc	1,668	(2,824)	(7,316)
Swap	Increase in CDI	10,396	(11,440)	(33,911)
Swap	Decrease in LIBOR	1,418	(4,949)	(11,316)
Swap	Increase in CDI	(2,112)	(2,650)	(3,178)

(ii) **Consolidated**

		<b>09/30/2011</b>		
		<b>Gain (loss)</b>		
<u>Transaction</u>	<u>Risk</u>	<u>Probable Scenario I</u>	<u>Scenario II</u>	<u>Scenario III</u>
Swap	Increase in CDI	(13,803)	(18,526)	(23,186)
Swap	Decrease in LIBOR	(10,879)	(11,615)	(12,350)
Swap	Decrease in LIBOR	(32,863)	(34,986)	(37,109)
Swap	Decrease in the price of aluminum	542	(2,855)	(6,253)
Swap	Decrease in the price of cooper	(66)	(187)	(308)
Swap	Decrease in the price of zinc	(3,688)	(7,145)	(10,603)
Swap	Increase in CDI	1,001	(15,283)	(31,769)
Swap	Decrease in LIBOR	(9,518)	(12,384)	(15,250)
NDF	Increase in US\$	(4,153)	(38,769)	(73,386)
Swap	Increase in CDI	(3,652)	(7,202)	(10,951)

		<b>12/31/2010</b>		
		<b>Gain (loss)</b>		
<u>Transaction</u>	<u>Risk</u>	<u>Probable Scenario I</u>	<u>Scenario II</u>	<u>Scenario III</u>
Swap	Increase in CDI	(135,576)	(160,368)	(185,708)
Swap	Decrease in LIBOR	(12,870)	(14,676)	(16,482)
Swap	Decrease in LIBOR	(25,574)	(31,187)	(36,800)
Swap	Decrease in the price of aluminum	4,119	(9,976)	(24,071)
Swap	Decrease in the price of nickel	127	67	6
Swap	Decrease in the price of cooper	284	(325)	(933)
Swap	Decrease in the price of zinc	1,668	(2,824)	(7,316)
Swap	Increase in CDI	10,396	(11,440)	(33,911)
Swap	Decrease in LIBOR	1,418	(4,949)	(11,316)
Swap	Increase in CDI	(2,112)	(2,650)	(3,178)



**(b) Sensitivity analysis of loans and financing**

**(i) Parent Company**

**Table of Sensitivity Analysis of Loans and Financing**

09/30/2011

		09/30/2011		
		Probable Scenario I	Scenario II	Scenario III
Dollar		1.8544	2.3180	2.7816
EUR		2.4938	3.1173	3.7407
JPY		0.0241	0.0301	0.0361
Operation	Risk	Probable Scenario I	Scenario II	Scenario III
Loans and financing linked to US\$	Appreciation of USD	2,880,383	3,600,479	4,320,575
Loans and financing linked to EUR	Appreciation of EUR	36,011	45,014	54,017
Loans and financing linked to JPY	Appreciation of JPY	1,600,348	2,200,435	2,400,522

**Table of Sensitivity Analysis of Loans and Financing**

12/31/2010

		12/31/2010		
		Probable Scenario I	Scenario II	Scenario III
Dollar		1.6662	2.0828	2.4993
EUR		2.2280	2.7850	3.3420
JPY		0.0205	0.0256	0.0308
Operation	Risk	Probable Scenario I	Scenario II	Scenario III
Loans and financing linked to US\$	Appreciation of USD	2,925,294	3,656,618	4,387,941
Loans and financing linked to EUR	Appreciation of EUR	40,680	50,850	61,020
Loans and financing linked to JPY	Appreciation of JPY	1,367,637	1,709,546	2,051,456

**(ii) Consolidated**

**Table of Sensitivity Analysis of Loans and Financing**

09/30/2011

		09/30/2011		
		Probable Scenario I	Scenario II	Scenario III
Dollar		1.8544	2.3180	2.7816
EUR		2.4938	3.1173	3.7407
JPY		0.0241	0.0301	0.0361
Operation	Risk	Probable Scenario I	Scenario II	Scenario III
Loans and financing linked to US\$	Appreciation of USD	4,194,345	5,242,931	6,291,518
Loans and financing linked to EUR	Appreciation of EUR	36,011	45,014	54,017
Loans and financing linked to JPY	Appreciation of JPY	2,212	2,765	3,318

**Table of Sensitivity Analysis of Loans and Financing**

12/31/2010

		12/31/2010		
		Probable Scenario I	Scenario II	Scenario III
Dollar		1.6662	2.0828	2.4993
EUR		2.2280	2.7850	3.3420
JPY		0.0205	0.0256	0.0308
Operation	Risk	Probable Scenario I	Scenario II	Scenario III
Loans and financing linked to US\$	Appreciation of USD	4,009,827	5,012,284	6,014,741
Loans and financing linked to EUR	Appreciation of EUR	40,680	50,850	61,020
Loans and financing linked to JPY	Appreciation of JPY	2,466	3,083	3,699

The net balance of trade receivables, financial investments and payables in foreign currency are not material and therefore, do not represent significant risks arising from the foreign exchange volatility.

## **5 Derivative financial instruments**

The Company carries out swap transactions with the objective of mitigating and managing risks inherent to volatility of foreign currencies, interest rates, prices and others. These transactions aim at mitigating exposure to foreign exchange risks and abrupt changes in the prices of commodities (aluminum, nickel, zinc, copper and coal). Usiminas Companies do not enter into financial instruments transactions for speculative purposes. Usiminas Companies generally do not settle their transactions prior to their respective original due dates and do not prepay their derivative financial instruments.

The transactions with derivative financial instruments are summarized as follows:

### **(a) Parent Company**

ITR – Quarterly Information 09/30/2011 – USINAS SIDERURGICAS DE MINAS GERAIS S A - USIMINAS  
Version : 1

Maturity month/year	INDEX		NOTIONAL VALUE (contracted value - Notional)				FAIR VALUE (MARKET) - BOOK				Gain (loss) in 09/30/2011	
	09/30/2011		09/30/2011		12/31/2010		09/30/2011		12/31/2010			
	Asset position	Liability position	Asset position	Liability position	Asset position	Liability position	Asset position	Liability position	Asset position	Liability position		
<b>EXCHANGE RATES HEDGE (SWAP)</b>												
Credit Suisse	02/09 to 02/14	US dollar at 2.3784 + libor	100% CDI	US\$ 70,000	US\$ 70,000	US\$ 70,000	US\$ 70,000	6,211	(15,601)	11,427	(40,671)	7,914
Pre payment Citibank	07/10 to 03/13	US dollar at 2,0261 + libor	US dollar at 2,0261 + 4,23%	US\$ 300,000	US\$ 300,000	US\$ 300,000	US\$ 300,000	29,931	(61,696)	42,248	(65,588)	(14,329)
Pre payment HSBC	09/10 to 03/13	US dollar at 2,0261 + libor	US dollar at 2,0261 + 3.3375%	US\$ 300,000	US\$ 300,000	US\$ 300,000	US\$ 300,000	11,880	(22,937)	16,690	(28,359)	(3,122)
Banco do Brasil S.A	04/10 to 03/13	Pre fixed rate 11.48% p.a.	98% CDI	R\$ 300,000	R\$ 300,000	R\$ 300,000	R\$ 300,000	354,857	(348,368)	314,851	(320,154)	11,792
MERRILL LYNCH	09/10 to 09/16	libor + 0.83%	3.05% p.a.	US\$ 96,000	US\$ 96,000	US\$ 96,000	US\$ 96,000	13,836	(21,929)	23,331	(24,610)	(9,811)
ABN AMRO	01/08 to 01/18	Yen to 0.0163307	US dollar at 1,7536	JPY 42,952,000	US\$ 400,000	JPY 42,952,000	US\$ 400,000	1,192,659	(925,472)	1,064,486	(853,396)	44,205
ABN AMRO	06/13/2016	Yen to 0.019887	US dollar at 2,2672	JPY 22,800,000	US\$ 200,000	JPY 22,800,000	US\$ 200,000	619,438	(463,034)	547,608	(422,423)	27,830
								2,228,811	(1,859,038)	2,020,641	(1,755,801)	64,477
Accounting balance (net asset position liability position)								369,774		264,840		64,477
										Result from settled transactions		(289)
										Result for the period - Financial expenses		64,188
<b>HEDGING OF PRODUCT PRICE - NDF</b>												
HSBC Bank	12/15/2011	US dollar at 1.8445	Sale PTAX	USD 9,189	USD 9,189			16,581	(16,958)			(377)
HSBC Bank	12/29/2011	US dollar at 1.841	Sale PTAX	USD 24,920	USD 24,920			44,713	(45,937)			(1,224)
HSBC Bank	01/17/2012	US dollar at 1.843	Sale PTAX	USD 3,410	USD 3,410			6,094	(6,276)			(182)
MERRILL LYNCH	02/15/2012	US dollar at 1.843	Sale PTAX	USD 35,378	USD 35,378			62,688	(64,923)			(2,235)
								130,076	(134,094)	-	-	(4,018)
Accounting balance (net asset position liability position)								(4,018)				(4,018)
										Result from settled transactions		-
										Result for the period - Operating Income (Expenses)		(4,018)
<b>HEDGING OF PRODUCT PRICE - COMMODITIES</b>												
SANTANDER SA (ALUMINIUM)	02/02/2011				USD 2,445	USD 2,271				4,076	(3,784)	
SANTANDER SA (ALUMINIUM)	03/02/2011				USD 2,450	USD 2,276				4,084	(3,792)	
SANTANDER SA (ALUMINIUM)	04/04/2011				USD 2,447	USD 2,285				4,079	(3,807)	
SANTANDER SA (ALUMINIUM)	05/03/2011				USD 2,461	USD 2,293				4,102	(3,821)	
SANTANDER SA (ALUMINIUM)	06/03/2011				USD 2,465	USD 2,298				4,108	(3,829)	
SANTANDER SA (ALUMINIUM)	07/04/2011				USD 2,469	USD 2,305				4,115	(3,841)	
SANTANDER SA (ALUMINIUM)	08/02/2011				USD 2,474	USD 2,313				4,122	(3,853)	
SANTANDER SA (ALUMINIUM)	09/02/2011				USD 2,479	USD 2,319				4,129	(3,864)	
SANTANDER SA (ALUMINIUM)	10/04/2011				USD 2,484	USD 2,323				4,136	(3,871)	
VOTORANTIM S.A. (ALUMINIUM)	11/03/2011	Average price(Al) x Ptax	Call position(Al) x Ptax	USD 2,488	USD 2,330	USD 2,488	USD 2,330	4,496	(4,321)	4,142	(3,882)	(86)
SANTANDER SA (ALUMINIUM)	12/02/2011	Average price(Al) x Ptax	Call position(Al) x Ptax	USD 2,492	USD 2,492	USD 2,492	USD 2,335	4,487	(4,330)	4,149	(3,891)	(102)
SANTANDER SA (ALUMINIUM)	01/03/2012	Average price(Al) x Ptax	Call position(Al) x Ptax	USD 2,505	USD 2,339	USD 2,505	USD 2,339	4,539	(4,337)	4,172	(3,897)	(72)
SANTANDER SA (COPPER)	03/02/2011				USD 206	USD 207				342	(345)	
Citibank (COPPER)	04/04/2011				USD 99	USD 99				164	(166)	
SANTANDER SA (COPPER)	06/02/2011				USD 205	USD 207				342	(344)	
Citibank (COPPER)	08/02/2011				USD 98	USD 98				163	(165)	
Citibank (COPPER)	09/02/2011				USD 98	USD 98				163	(165)	
SANTANDER SA (COPPER)	10/04/2011				USD 204	USD 205				339	(342)	
Citibank (COPPER)	11/03/2011	Average price(Cu) x Ptax	Call position(Cu) x Ptax	USD 97	USD 98	USD 97	USD 98	161	(182)	162	(164)	(20)
Citibank (COPPER)	12/02/2011	Average price(Cu) x Ptax	Call position(Cu) x Ptax	USD 97	USD 98	USD 97	USD 98	161	(184)	162	(165)	(20)
Citibank (COPPER)	01/04/2012	Average price(Cu) x Ptax	Call position(Cu) x Ptax	USD 97	USD 98	USD 97	USD 98	162	(181)	162	(163)	(19)
SANTANDER SA (ZINC)	02/02/2011				USD 831	USD 754				1,385	(1,256)	
Citibank (ZINC)	03/02/2011				USD 845	USD 755				1,410	(1,258)	
SANTANDER SA (ZINC)	04/04/2011				USD 839	USD 758				1,399	(1,263)	
SANTANDER SA (ZINC)	05/03/2011				USD 842	USD 763				1,403	(1,271)	
Citibank (ZINC)	06/02/2011				USD 844	USD 765				1,406	(1,275)	
Citibank (ZINC)	07/05/2011				USD 846	USD 769				1,410	(1,281)	
SANTANDER SA (ZINC)	08/02/2011				USD 848	USD 771				1,413	(1,284)	
SANTANDER SA (ZINC)	09/02/2011				USD 850	USD 772				1,415	(1,287)	
Citibank (ZINC)	10/04/2011				USD 851	USD 775				1,417	(1,291)	
SANTANDER SA (ZINC)	11/03/2011	Average price (Zn) x Ptax	Call position (Zn) x Ptax	USD 852	USD 776	USD 852	USD 776	1,241	(1,439)	1,418	(1,293)	(323)
SANTANDER SA (ZINC)	12/02/2011	Average price (Zn) x Ptax	Call position (Zn) x Ptax	USD 852	USD 773	USD 852	USD 773	1,246	(1,434)	1,418	(1,289)	(318)
Citibank (ZINC)	01/04/2012	Average price (Zn) x Ptax	Call position (Zn) x Ptax	USD 852	USD 777	USD 852	USD 777	1,252	(1,441)	1,419	(1,295)	(594)
Citibank (ZINC)		Average price (Zn) x Ptax	Call position (Zn) x Ptax					1,988	(2,598)			(610)
Citibank (ZINC)		Average price (Zn) x Ptax	Call position (Zn) x Ptax					1,997	(2,610)			(613)
SANTANDER SA (ZINC)		Average price (Zn) x Ptax	Call position (Zn) x Ptax					2,063	(2,685)			(622)
SANTANDER SA (ZINC)		Average price (Zn) x Ptax	Call position (Zn) x Ptax					1,984	(2,572)			(589)
Citibank (ZINC)		Average price (Zn) x Ptax	Call position (Zn) x Ptax					2,029	(2,619)			(588)
MERRILL LYNCH (COAL)	03/23/2011				USD 21,779	R\$ 37,485				36,142	(37,485)	
MERRILL LYNCH (COAL)	04/15/2011				USD 5,504	R\$ 9,473				9,173	(9,473)	
MERRILL LYNCH (COAL)	03/24/2011				USD 6,544	R\$ 11,254				10,858	(11,254)	
MERRILL LYNCH (COAL)	03/28/2011				USD 7,070	R\$ 12,158				11,724	(12,158)	
HSBC (COAL)	04/11/2011				USD 11,766	R\$ 20,086				19,617	(20,086)	
MERRILL LYNCH (COAL)	04/12/2011				USD 8,695	R\$ 14,842				14,495	(14,842)	
MERRILL LYNCH (COAL)	04/14/2011				USD 7,693	R\$ 13,132				12,823	(13,132)	
SANTANDER SA (NICKEL)	08/10 to 02/11				US\$ 140	US\$ 130				238	(216)	
TOTAL								27,804	(30,934)	183,396	(182,137)	(4,576)
Accounting balance (net asset position liability position)								(3,130)		1,259		(4,576)
										Result from settled transactions		(4,079)
										Result for the period - Cost of Sales		(8,655)
Accounting balance (net asset position liability position)								362,626		266,099		55,883
										Result from settled transactions		(4,368)
										Result in the total with Financial Instruments		51,515



The transactions with derivative financial instruments are summarized as follows:

	<b>Parent Company</b>		<b>Consolidated</b>	
	<b>09/30/2011</b>	<b>12/31/2010</b>	<b>09/30/2011</b>	<b>12/31/2010</b>
Current assets	6,941	4,476	24,485	24,294
Non-current assets	439,453	356,899	443,797	356,899
Current liabilities	(53,861)	(73,027)	(53,861)	(73,027)
Non-current liabilities	(29,908)	(22,249)	(541,402)	(437,195)
	<u>362,625</u>	<u>266,099</u>	<u>(126,981)</u>	<u>(129,029)</u>

	<b>Parent Company</b>		<b>Consolidated</b>	
	<b>09/30/2011</b>	<b>09/30/2010</b>	<b>09/30/2011</b>	<b>09/30/2010</b>
<b>Results of operations</b>				
In cost of assets and/or services sold	(8,655)	1,113	(8,655)	1,113
In other operating income (expenses), net	(4,018)	1,091	(4,018)	1,091
In financial results	<u>64,188</u>	<u>10,120</u>	<u>(9,223)</u>	<u>(45,993)</u>
	<u>51,515</u>	<u>12,324</u>	<u>(21,896)</u>	<u>(43,789)</u>

**(c) Hedging activities – cash flow hedge (*hedge accounting*)**

On August 1, 2011, the Company designated some export pre payment transactions as hedges against the foreign exchange risk arising from highly probable forecast export transactions (exports). The purpose of the hedge accounting adoption is consistent with the risk management strategy to mitigate risk from the foreign exchange rate volatility on the financial statements as a result of the accounting mismatch generated by future transactions not recognized in books.

The application of the hedge accounting involves the recognition of net effect on the result of gains and losses from the changes of fair value of the hedge instrument and hedge object

Presented below are the export pre payment transactions designated as hedge instrument:

	<b>Parent Company and Consolidated</b>			
	<b>09/30/2011</b>			
	<b>Nominal value thousands of US\$</b>	<b>Interest rate</b>	<b>Maturity</b>	<b>Principal balance</b>
BNP Paribas	7,273	LIBOR + 1.25% p.a.	2011 to 2012	13,487
Club Deal (Mizuho, Tokio Mitsubishi, West LB)	60,000	LIBOR + 0.65% p.a.	2011 to 2013	111,264
Credit Suisse	50,000	LIBOR + 4% p.a.	2014	92,720
Bawag PSK	7,215	LIBOR + 2.317% p.a.	2012	13,379
Union (HSBC)	600,000	LIBOR + 1.1% to 1.35% p.a.	2011 to 2015	1,112,640
	<u>724,488</u>			<u>1,343,490</u>
In current liabilities				<u>437,483</u>
In non current liabilities				<u>906,007</u>

The hedge accounting recognition in equity was as follows:

	<b>Parent Company and Consolidated 09/30/2011</b>
Amount recognized in equity	(143,797)
Amount reverted from equity to export revenue	<u>992</u>
Balance of hedge accounting in equity	<u>(142,805)</u>

At September 30, 2011, the Company carried out retrospective and prospective effectiveness tests in conformity with IAS 39/CPC 38 Standard. The tests presented 100% of effectiveness for the export pre payment transactions defined as hedge instrument as well as for the exports defined as hedge object.

## 6 Cash and Cash Equivalents

	<b>Parent Company</b>					
	<b>09/30/2011</b>			<b>12/31/2010</b>		
	<b>Loans and receivables</b>	<b>Fair value through results</b>	<b>Total</b>	<b>Loans and receivables</b>	<b>Fair value through results</b>	<b>Total</b>
Current account	34,116		34,116	29,862		29,862
Offshore current account	20,562		20,562	2,678		2,678
Certificates of deposits – CDBs		235,478	235,478		1,344,008	1,344,008
Offshore time deposit				150,219		150,219
	<u>54,678</u>	<u>235,478</u>	<u>290,156</u>	<u>182,759</u>	<u>1,344,008</u>	<u>1,526,767</u>

	<b>Consolidated</b>					
	<b>09/30/2011</b>			<b>12/31/2010</b>		
	<b>Loans and receivables</b>	<b>Fair value through results</b>	<b>Total</b>	<b>Loans and receivables</b>	<b>Fair value through results</b>	<b>Total</b>
Current account	69,520		69,520	54,271		54,271
Offshore current account	33,391		33,391	20,891		20,891
Certificates of deposits – CDBs		3,002,001	3,002,001		3,916,342	3,916,342
Offshore time deposit	32,413		32,413	150,219	4,056	154,275
	<u>135,324</u>	<u>3,002,001</u>	<u>3,137,325</u>	<u>225,381</u>	<u>3,920,398</u>	<u>4,145,779</u>

At September 30, 2011 and December 31, 2010, the average yield of certificates of deposits was from 101% to 106% of the Interbank Deposit Certificate (CDI).

## 7 Marketable securities

	<b>Parent Company</b>					
	<b>09/30/2011</b>			<b>12/31/2010</b>		
	<b>Held up to maturity</b>	<b>Loans and receivables</b>	<b>Total</b>	<b>Held up to maturity</b>	<b>Loans and receivables</b>	<b>Total</b>
Financial investments abroad		196,736	196,736		202,011	202,011
Bank deposits certificates – CDBs	38,335		38,335	35,123		35,123
	<u>38,335</u>	<u>196,736</u>	<u>235,071</u>	<u>35,123</u>	<u>202,011</u>	<u>237,134</u>

	<b>Consolidated</b>					
	<b>09/30/2011</b>			<b>12/31/2010</b>		
	<b>Held up to maturity</b>	<b>Loans and receivables</b>	<b>Total</b>	<b>Held up to maturity</b>	<b>Loans and receivables</b>	<b>Total</b>
Financial investments abroad		2,327,452	2,327,452		362,664	362,664
Bank deposits certificates – CDBs	38,335		38,335	35,123		35,123
	<u>38,335</u>	<u>2,327,452</u>	<u>2,365,787</u>	<u>35,123</u>	<u>362,664</u>	<u>397,787</u>

Although the investments have immediate liquidity, they were classified as marketable securities as they are mostly subject to foreign exchange variation and/or pre fixed interest rates.

At September 30, 2011 and December 31, 2010, yields from the financial investments in bank deposit certificates are between 101% and 106% CDI. Offshore financial investments are denominated in foreign currency and remunerated at fixed interest rates.

## 8 Trade Receivables

	<b>Parent</b>		<b>Consolidated</b>	
	<b>09/30/2011</b>	<b>12/31/2010</b>	<b>09/30/2011</b>	<b>12/31/2010</b>
Brazilian customers	679,618	857,925	1,233,023	1,492,515
Foreign customers	118,572	199,487	215,398	296,603
Provision for losses on trade receivables	<u>(50,275)</u>	<u>(51,233)</u>	<u>(71,613)</u>	<u>(71,156)</u>
Trade receivables, net	<u>747,915</u>	<u>1,006,179</u>	<u>1,376,808</u>	<u>1,717,962</u>
Receivables from related parties	<u>162,514</u>	<u>325,835</u>	<u>7,767</u>	<u>17,165</u>
	<u>910,429</u>	<u>1,332,014</u>	<u>1,384,575</u>	<u>1,735,127</u>

## 9 Inventories

	<b>Parent Company</b>		<b>Consolidated</b>	
	<b>09/30/2011</b>	<b>12/31/2010</b>	<b>09/30/2011</b>	<b>12/31/2010</b>
Finished goods	1,181,009	1,444,002	1,507,424	1,684,163
Work in progress	1,712,426	1,099,710	1,758,846	1,152,323
Raw materials	681,853	538,583	1,076,667	907,861
Supplies and spare parts	808,217	738,177	887,056	811,903
Imports in transit	199,214	248,815	200,114	248,977
Other	<u>88,791</u>	<u>96,695</u>	<u>98,011</u>	<u>93,084</u>
	<u>4,671,510</u>	<u>4,165,982</u>	<u>5,528,118</u>	<u>4,898,311</u>

As of September 30, 2011, the Company held inventories of R\$18,117 (December 31, 2010 - R\$17,338) given in guarantee to judicial processes.



## 10 Taxes Recoverable

	<b>Parent Company</b>			
	<b>09/30/2011</b>		<b>12/31/2010</b>	
	<b>Current</b>	<b>Non-current</b>	<b>Current</b>	<b>Non-current</b>
Prepayments of income tax	180,515		133,565	
Prepayments of social contribution	68,340		60,136	
Social Integration Program (PIS)	69,138	3,252	53,071	6,928
Social Contribution on Revenues (COFINS)	360,363	14,978	292,955	31,917
Value-added Tax on Sales and Services (ICMS)	102,907	110,160	142,313	108,697
Excise Tax (IPI)	2,825		1,972	
Other	11,328	14,063	12,762	14,086
	<u>795,416</u>	<u>142,453</u>	<u>696,774</u>	<u>161,628</u>

	<b>Consolidated</b>			
	<b>09/30/2011</b>		<b>12/31/2010</b>	
	<b>Current</b>	<b>Non-current</b>	<b>Current</b>	<b>Non-current</b>
Prepayments of income tax	199,824		156,384	
Prepayments of social contribution	74,348		67,044	
Social Integration Program (PIS)	81,841	3,803	57,208	7,485
Social Contribution on Revenues (COFINS)	376,516	17,517	312,067	34,482
Value-added Tax on Sales and Services (ICMS)	146,975	126,368	169,751	118,674
Excise Tax (IPI)	25,573		40,044	
Other	24,695	14,306	20,773	14,329
	<u>929,772</u>	<u>161,994</u>	<u>823,271</u>	<u>174,970</u>

## 11 Income tax and social contribution

### (a) Income tax and social contribution expense

The effective income tax and the social contribution expenses differ from the amount which would be obtained using the statutory income tax and social contribution nominal rates, as follows:

	<b>Parent Company</b>		<b>Consolidated</b>	
	<b>09/30/2011</b>	<b>09/30/2010</b>	<b>09/30/2011</b>	<b>09/30/2010</b>
Profit before income tax and social contribution	152,403	1,609,362	552,825	1,777,818
Statutory rates of tax	34%	34%	34%	34%
IRPJ and CSLL at statutory rates	(51,817)	(547,183)	(187,961)	(604,459)
Adjustments to determine the effective IRPJ and CSLL expense:				
Equity in the results (34%)	235,523	122,340	15,286	13,589
Interest on own capital (34%)		78,262		78,262
Permanent differences (34%)	(10,933)	(120,678)	(11,584)	(120,312)
Tax incentive		10,015	2,478	10,395
Foreign subsidiary profits			89,126	12,441
Exchange gain in foreign subsidiary				(181)
DIPJ adjustment	(11,751)	(18,505)	(9,263)	(18,505)
Other		12,382	664	14,652
Taxes on profits assessed	<u>161,022</u>	<u>(463,367)</u>	<u>(101,254)</u>	<u>(614,118)</u>
Current	(11,751)	(486,093)	(272,546)	(608,036)
Deferred	<u>172,773</u>	<u>22,726</u>	<u>171,292</u>	<u>(6,082)</u>
Taxes on profit in the result	<u>161,022</u>	<u>(463,367)</u>	<u>(101,254)</u>	<u>(614,118)</u>

(\*) Federal Income Tax Return

There are no current tax items presented in equity in this interim financial information.

### (b) Changes in deferred income tax and social contribution

The changes in deferred income tax and social contribution for the nine month period ended September 30, 2011 are as follows:

	<b>Parent Company</b>	<b>Consolidated</b>
At December 31,2010 - net	283,446	398,223
Deferred taxes charged to results	351,529	396,992
Reversal of deferred taxes	(178,756)	(225,700)
Deferred taxes charged to comprehensive results (actuarial liability)	66,908	66,908
Deferred taxes charged to comprehensive results (hedge accounting)	73,566	73,566
Other	<u>(22,081)</u>	<u>(18,819)</u>
At September 30, 2011 - net	<u>574,612</u>	<u>691,170</u>

At September 30, 2011, there were no changes in the projections related to the realization of deferred income tax and social contribution. These projections will be reviewed at December 31, 2011.

## 12 Judicial Deposits

	09/30/2011			12/31/2010		
	Contingencies / Taxes payable in installments		Net balance	Contingencies / Taxes payable in installments		Net balance
	Judicial deposits			Judicial deposits		
IPI	229,693	(105,190)	124,503	209,125	(100,079)	109,046
ICMS	16,095		16,095	15,225		15,225
IR and CSLL	165,291	(96,422)	68,869	168,401	(94,740)	73,661
INSS	140,110	(13,305)	126,805	167,714	(7,264)	160,450
CIDE	26,174	(22,255)	3,919	24,409	(24,409)	
PIS				4,834		4,834
Labor	108,080	(80,410)	27,670	80,238	(62,576)	17,662
Civil	26,613	(7,528)	19,085	25,678	(8,131)	17,547
Other	26,548		26,548	32,183	(10,215)	21,968
	<u>738,604</u>	<u>(325,110)</u>	<u>413,494</u>	<u>727,807</u>	<u>(307,414)</u>	<u>420,393</u>

	09/30/2011			12/31/2010		
	Contingencies / Taxes payable in installments		Net balance	Contingencies / Taxes payable in installments		Net balance
	Judicial deposits			Judicial deposits		
IPI	229,693	(105,190)	124,503	209,125	(100,079)	109,046
ICMS	16,095		16,095	15,225		15,225
IR and CSLL	178,876	(106,324)	72,552	184,522	(107,178)	77,344
INSS	140,138	(13,333)	126,805	167,742	(7,292)	160,450
CIDE	32,034	(28,115)	3,919	29,208	(29,208)	
COFINS	17,840	(17,840)		17,475	(17,475)	
PIS	2,375	(2,375)		8,402	(3,568)	4,834
Labor	120,211	(86,976)	33,235	90,293	(68,775)	21,518
Civil	42,986	(7,528)	35,458	40,235	(8,131)	32,104
Other	28,750	(703)	28,047	35,086	(11,728)	23,358
	<u>808,998</u>	<u>(368,384)</u>	<u>440,614</u>	<u>797,313</u>	<u>(353,434)</u>	<u>443,879</u>

The changes in judicial deposits for the nine month period ended September 30, 2011 are as follows:

	<u>Parent Company</u>	<u>Consolidated</u>
At December 31, 2010, before offsetting provisions for contingencies	727,807	797,313
Additions	23,280	26,631
Interest/indexation	43,652	46,555
Reversals	(56,136)	(61,081)
Other		(420)
	<u>738,603</u>	<u>808,998</u>
Deposits linked to provisions for contingencies (Note 17) and tax installments	<u>(325,109)</u>	<u>(368,384)</u>
At September 30, 2011	<u><u>413,494</u></u>	<u><u>440,614</u></u>

### 13 Investments

#### (a) Change in investments

##### (i) Parent Company

	<u>12/31/2010</u>	<u>Additions (disposals)</u>	<u>Equity in the results</u>	<u>Translation adjustments</u>	<u>Dividends</u>	<u>Unrealized profits</u>	<u>Others</u>	<u>09/30/2011</u>
<b>Subsidiaries</b>								
Automotiva Usiminas S.A.	100,269		9,138			1,179		110,586
Cosipa Commercial			104					104
Cosipa Overseas Ltd.	14,178		3,417					17,595
Mineração Usiminas S.A.	2,885,532		325,487		(12,344)			3,198,675
Rios Unidos Logística e Transporte de Aço Ltda. ("Rios Unidos")	11,432		(180)					11,252
Soluções em Aço Usiminas S.A.	729,401		(2,986)			44,814		771,229
Usiminas Europa Ltd.	1,626,208	54,528	82,690	173,325				1,936,751
Usiminas International Ltd.	186,868		26,304					213,172
Usiminas Mecânica S.A.	656,442		45,323		(6,950)	5,991		700,806
Usiminas Participações e Logística (UPL)	38,622		7,355					45,977
Goodwill in subsidiaries	<u>11,593</u>	<u>(758)</u>						<u>10,835</u>
	6,260,545	53,770	496,652	173,325	(19,294)	51,984		7,016,982
<b>Jointly controlled subsidiaries</b>								
Fasal Trading Corporation	8,484		529	1,036	(333)			9,716
Unigal Ltda.	673,728		44,990		(17,500)			701,218
Usiminas Court Tecnologia em Acabamento Superficial Ltda. ("Usiroll")	5,306		632					5,938
Goodwill in jointly controlled subsidiaries	<u>3,968</u>	<u>(3,968)</u>						
	691,486	(3,968)	46,151	1,036	(17,833)			716,872
<b>Associated companies</b>								
Codeme Engenharia S.A.	37,785		(198)				11,440	49,027
Metform S.A.	16,291		641		(1,002)		5,246	21,176
Usifast Logística Industrial S.A.	10,706	(10,944)	238					
Goodwill in associated companies	<u>81,793</u>	<u>(2,328)</u>						<u>79,465</u>
	146,575	(13,272)	681		(1,002)		16,686	149,668
	<u>7,098,606</u>	<u>36,530</u>	<u>543,484</u>	<u>174,361</u>	<u>(38,129)</u>	<u>51,984</u>	<u>16,686</u>	<u>7,883,522</u>

**(ii) Consolidated**

	<u>12/31/2010</u>	<u>Additions (disposals)</u>	<u>Equity in the results</u>	<u>Dividends</u>	<u>Others</u>	<u>09/30/2011</u>
Codeme Engenharia S.A.	37,785		(198)		11,440	49,027
Metform S.A.	16,291		641	(1,002)	5,246	21,176
MRS Logística S.A.	234,410		44,040	(22,238)		256,212
Ternium S.A.	1,373,675	(1,373,675)				
Terminal de Cargas Sarzedo Ltda.	4,233		1,302	(1,956)		3,579
Usifast Logística Industrial S.A.	10,706	(10,944)	238			
Other	3,466	433	(1,063)			2,836
Goodwill	<u>380,620</u>	<u>(277,329)</u>				<u>103,291</u>
Total	<u>2,061,186</u>	<u>(1,661,515)</u>	<u>44,960</u>	<u>(25,196)</u>	<u>16,686</u>	<u>436,121</u>

**(b) Other significant information on investments**

**(i) Ternium S.A.**

At February 21, 2011, the public offering of 21,628,728 *American Depositary Shares* (“ADSs”) representing Ternium S.A. (“Ternium”) shares (NYSE ticker: TX) held by its wholly owned subsidiary, Usiminas Europa A/S (“Usiminas Europa”), was concluded and a supplementary lot was fully exercised by the offering underwriters. In addition to the public offering, Ternium and Techint Holdings S.àr.l (“Techint”), controlling shareholder of Ternium, acquired, respectively, 41,666,666 and 27,777,780 shares issued by Ternium held by Usiminas Europa. Accordingly, the operations totaled US\$ 1,028,634,213.60 of which US\$778,634,208 from the public offering and US\$ 250,000,005.60 from the transaction with Ternium and Techint.

Upon closing the public tender and the sales transaction of Ternium shares, Usiminas no longer holds any shareholding interest in that company.

**(ii) Usifast Logística Industrial S.A.**

At March 16, 2011, the Company sold its 25% interest in Usifast Logística Industrial S.A. for R\$35,953.

**(iii) Usiminas Galvanized Steel ApS and Usiminas Electrogalvanized Steel ApS**

At March 31, 2011, two trading companies were incorporated, Usiminas Galvanized Steel ApS and Usiminas Electrogalvanized Steel ApS headquartered in Copenhagen, Denmark. The main activity of the companies is, respectively, to promote trading with clients abroad, of galvanized and electro galvanized steel produced by the Company. Both companies are jointly controlled subsidiaries of Usiminas Europa A/S (Denmark).

#### 14 Property, Plant and Equipment

Changes in property, plant and equipment in the nine month period ended September 30, 2011, are as follows:

	<u>Parent Company</u>	<u>Consolidated</u>
At December 31, 2010	12,615,069	14,275,006
Additions	1,402,849	1,843,275
Disposals	(2,617)	(27,307)
Depreciation	(555,523)	(617,716)
Capitalized indexation charges	76,393	77,495
Transfers to intangible assets	(8,078)	(11,014)
Disposal of advances	(149,264)	(196,537)
At September 30, 2011	<u>13,378,829</u>	<u>15,343,202</u>

#### 15 Intangible assets

The changes in intangible assets, for the nine month period ended September 30, 2011, are as follows:

	<u>Parent Company</u>	<u>Consolidated</u>
At December 31,2010	145,854	1,741,850
Additions	658	4,146
Disposals		(6,891)
Amortization	(8,933)	(24,701)
Transfers from property, plant and equipment	8,078	11,014
Other		(4,725)
At September 30, 2011	<u>145,657</u>	<u>1,720,693</u>
Total cost	307,680	1,946,543
Accumulated amortization	(162,023)	(225,850)
Residual value	<u>145,657</u>	<u>1,720,693</u>

**16 Loans and financing**

**(i) Parent Company**

**(a) Local currency**

	Currency/ index	Maturity of principal	Annual interest rate (%)	09/30/2011		12/31/2010	
				Current	Non-current	Current	Non-current
BNDES	URTJLP	2013	TJLP + 2.50% to 3% p.a.	23,897	19,788	23,970	37,594
BNDES	URTJLP	2012 to 2015	TJLP + 1.36% to 2.9% p.a.	108,265	129,328	108,049	209,952
BNDES	URTJLP	2015	TJLP + 1.76% p.a.	73,139	228,720	21,359	82,316
BNDES	URTJLP	2018	TJLP + 1.88% and 2.88% p.a.	932	54,293		
BNDES	URTJLP	2018	TJLP + 5.50% p.a.	23	2,000		
FINAME	URTJLP	2012 to 2014	TJLP + 1.0% to 1.3% p.a.	1,401	1,017	1,582	2,017
FINAME	R\$	2011 to 2020	4.5% a 10.9% p.a.	19,393	5,948	12,119	568
Banco do Brasil	R\$	2013, 2015 and 2018	11.464% p.a. 98% CDI and 108.15% CDI	148,619	2,700,000	45,022	2,300,000
HP Financial – Leasing	R\$	2011 to 2013	3.21% p.a. + 100% CDI	2,897	746	5,105	2,639
BNDES/ EXIM	R\$	2011	7.0% p.a.	150,422		150,452	
Commissions and Other Costs				432	100	1,698	269
				(2,562)	(8,815)		
				<u>526,858</u>	<u>3,133,125</u>	<u>369,356</u>	<u>2,635,355</u>



**(b) In foreign currency**

	Currency/ index	Maturity of principal	Annual interest rate (%)	09/30/2011		12/31/2010	
				Current	Non-current	Current	Non-current
BNDES	US\$	2013 to 2018	Currency basket (US\$) + 1.76% to 2.40% p.a.	15,274	42,905	13,418	30,880
BNDES	US\$	2013	Currency basket (US\$) + 2.50% p.a.	2,265	1,878	2,041	3,207
BNDES	US\$	2016 to 2018	Currency basket (US\$) + 1.76% to 1.88%p.a.	32,688	107,956	13,077	54,493
Nippon Usiminas	US\$	2014 and 2017	LIBOR + 0.83% and 1.23%p.a.	63,644	286,106	58,775	314,197
JBIC/Nippon Usiminas	US\$	2013 and 2016	LIBOR + 1.475% and 2.35% p.a..	26,134	89,554	24,581	103,461
JBIC	US\$	2018	LIBOR + 0.546% and 0.885%p.a.	380	1,019,921	2,887	833,880
Credit Suisse - Export pre payment	US\$	2014	LIBOR + 4% p.a.	37,457	55,632	35,166	83,310
Eurobonds	JPY	2018	4.1165% p.a.	9,728	1,033,855	18,641	880,517
Syndicated export pre payment	US\$	2011 to 2015	LIBOR + 1.1% to 1.35% p.a.	327,077	794,743	75,434	928,311
Syndicated export pre payment				(162,598)		(10,319)	
Commercial Paper	US\$	2011	LIBOR + 0.5% p.a.			91,783	
Eurobonds	JPY	2016	4.275% p.a.	7,969	548,796	1,079	467,400
KFW	US\$	2012	LIBOR + 0.75% p.a.	4,788		8,689	4,243
KFW	EUR	2015	3.59% p.a.	4,501	31,510	8,509	32,171
Bawag PSK - Export pre payment	US\$	2012	LIBOR + 2.317% p.a.	13,445		24,489	12,022
BNP – Export pre payment	US\$	2011 to 2012	LIBOR+ 1.25% p.a.	13,498		12,245	12,119
Club Deal - Export pre payment	US\$	2011 to 2013	LIBOR + 0.65% p.a.	55,924	55,632	51,045	99,972
Safra - Export pre payment	US\$	2010 and 2011	LIBOR + 2.65% and 2.75% p.a.			41,888	
Commissions and Other Costs				(1,462)	(2,458)		
				<u>450,712</u>	<u>4,066,030</u>	<u>473,428</u>	<u>3,860,183</u>
<b>In local currency</b>				<u>526,858</u>	<u>3,133,125</u>	<u>369,356</u>	<u>2,635,355</u>
				<u>977,570</u>	<u>7,199,155</u>	<u>842,784</u>	<u>6,495,538</u>

(ii) Consolidated

(a) Local currency

	Currency/ index	Maturity of principal	Annual interest rate (%)	09/30/2011		12/31/2010	
				Current	Non- current	Current	Non- current
BNDES	URTJLP	2013	TJLP + 2.50% to 3.00% p.a.	23,897	19,788	23,970	37,594
BNDES	URTJLP	2012 to 2015	TJLP + 1.36% to 2.90% p.a.	108,265	129,328	108,049	209,952
BNDES	URTJLP	2015	TJLP + 1.76% p.a.	73,139	228,720	21,359	82,316
BNDES	URTJLP	2018	TJLP + 1.88% and 2.88% p.a.	932	54,293		
BNDES	URTJLP	2018	TJLP + 5.50% p.a.	23	2,000		
BNDES	URTJLP	2011	TJLP + 1,6% to 3.5% p.a.	79		2,088	
BDMG	URTJLP	2014	TJLP+ 6% p.a.	17,021	26,160	20,713	35,583
FINAME	URTJLP	2012 to 2014	TJLP + 1.0% to 1.3% p.a.	1,401	1,017	1,582	2,017
FINAME	R\$	2011 to 2020	4.5% to 10.9% p.a.	19,393	5,948	12,119	568
FINAME	URTJLP	2011 to 2012	TJLP+ 1.0% to 4% p.a.	309		471	191
Banco do Brasil	R\$	2013, 2015 and 2018	11.464% p.a., 98% CDI+ 108.15% CDI	148,619	2,700,000	45,022	2,300,000
BNDES/EXIM	R\$	2011	7% p.a.	150,422		150,452	
Other				17,725	74,774	20,908	66,757
Commissions and Other Costs				(2,562)	(8,815)		
				<u>558,663</u>	<u>3,233,213</u>	<u>406,733</u>	<u>2,734,978</u>

**(b) In foreign currency**

	Currency/ index	Maturity of principal	Annual interest rate (%)	09/30/2011		12/31/2010	
				Current	Non-current	Current	Non-current
BNDES	US\$	2013 to 2015	Currency basket (US\$) + 1.76% to 2.40% p.a.	15,274	42,905	13,418	30,880
BNDES	US\$	2013	Currency basket (US\$) + 2.50% p.a.	2,265	1,878	2,041	3,207
BNDES	US\$	2016	Currency basket (US\$) + 1.76% p.a.	32,688	107,956	13,077	54,493
JBIC/ Nippon Usiminas	US\$	2014 and 2017	LIBOR + 0.83% and 1.23% p.a.	63,644	286,106	58,775	314,197
JBIC/ Nippon Usiminas	US\$	2013 and 2016	LIBOR + 1.475% and 2.35% p.a.	26,134	89,554	24,581	103,461
JBIC	US\$	2018	LIBOR + 0.546% and 0.885% p.a.	380	1,019,921	2,887	833,880
JBIC	US\$	2018	LIBOR + 1.2225% and 0.65% p.a.	26,707	155,758	11,768	151,624
Credit Suisse - Export pre payment	US\$	2014	LIBOR + 4% p.a.	37,457	55,632	35,166	83,310
KFW	US\$	2012	LIBOR + 0.75% p.a.	4,788		8,689	4,243
KFW	EUR	2015	3.59% p.a.	4,501	31,510	8,509	32,171
Bawag PSK - Export pre payment	US\$	2012	LIBOR + 2.317% p.a.	13,446		24,488	12,022
Bawag PSK - Export pre payment - <i>Escrow Account</i>				(13,446)		(24,488)	
BNP – Export pre payment	US\$	2011 to 2012	LIBOR+ 1.25% p.a.	13,498		12,245	12,119
Banco Itaú Export pre payment	US\$	2012	LIBOR + 1.45% p.a.	4,081	2,023	3,642	3,635
Club Deal - Export pre payment	US\$	2011 to 2013	LIBOR + 0.65% p.a.	55,924	55,632	51,045	99,972
Club Deal - Export pre payment <i>Escrow Account</i>				(31,169)			
UBS Eurobonds	US\$	2016	8.25%	9,094	370,880	1,298	333,240
UBS Eurobonds	US\$	2018	7.25%	10,755	741,760	21,744	666,480
Syndicated export pre payment	US\$	2011 to 2015	LIBOR + 1.1% to 1.35% p.a.	327,077	794,743	75,434	928,311
Syndicated export pre payment				(162,598)		(10,319)	
Safra - Export pre payment	US\$	2011	LIBOR + 2.75% p.a.			41,888	
Other				9,670	30,060	7,939	1,901
Commissions and Other Costs				(1,462)	(2,458)		
				<u>448,708</u>	<u>3,783,860</u>	<u>383,827</u>	<u>3,669,146</u>
<b>In local currency</b>				<u>558,663</u>	<u>3,233,213</u>	<u>406,733</u>	<u>2,734,978</u>
				<u>1,007,371</u>	<u>7,017,073</u>	<u>790,560</u>	<u>6,404,124</u>

Long-term amounts by maturity are as follows:

	<b>Parent Company</b>		<b>Consolidated</b>	
	<b>09/30/2011</b>	<b>12/31/2010</b>	<b>09/30/2011</b>	<b>12/31/2010</b>
2012	189,082	715,791	226,192	764,445
2013	1,241,695	1,071,083	1,304,015	1,119,058
2014	1,342,205	1,192,486	1,394,103	1,233,171
2015	1,185,574	1,052,769	1,226,945	1,088,496
2016	1,413,392	876,165	1,275,339	777,725
2017 to 2020	1,827,207	1,587,244	1,590,479	1,421,229
	<b>7,199,155</b>	<b>6,495,538</b>	<b>7,017,073</b>	<b>6,404,124</b>

### (c) Changes in loans and financing

The changes in loans and financing are as follows:

	<b>Parent Company</b>	<b>Consolidated</b>
At December 31 , 2010	<u>7,338,322</u>	<u>7,194,684</u>
New loans and financing	896,396	948,756
Charges provisioned	355,464	378,769
Indexation charges and foreign exchange	516,017	421,726
Payment of charges	(257,748)	(286,622)
Payment of principal	(656,429)	(617,558)
Other	<u>(15,297)</u>	<u>(15,311)</u>
At September 30, 2011	<u><u>8,176,725</u></u>	<u><u>8,024,444</u></u>

### (d) Covenants

The Company has loans and financing with certain contractual conditions, which require compliance with covenants based on specific financial ratios, as follows:

- Consolidated Interest Coverage Ratio – capacity of payment the interest of loans and financing in relation to EBITDA;
- Total Debt to EBITDA and Net Debt to EBITDA – capacity of debt payment in relation to EBITDA;
- Total Capitalization Ratio – relation between own capital and third party capital;
- Liquidity Level – capacity of payment of short term obligations;
- Capitalization Level – relation between the net Equity and total Assets;
- Collection History – relation between the payments of principal and interest of ACC contracts and export pre-payment and the export net revenue.

The ratios described above are calculated on a consolidated basis. Non compliance may result in accelerated prepayments of obligations to local and foreign creditors.

At September 30, 2011 the Company was in compliance with the mandatory liquidity level and capitalization ratio .

**(e) Revolving credit facility**

On July 28, 2011, the Board of Directors approved the proposal for Revolving Credit Facility of US\$ 750 million. The transaction was completed on September 22, 2011 and the revolving credit facility may be used within five years. The transaction follows the Club Deal format through a syndicate of five banks, each one of which made US\$150 million available.

**17 Provision for contingencies**

	<b>Parent Company</b>					
	<b>09/30/2011</b>			<b>12/31/2010</b>		
	<b>Contingencies</b>	<b>Judicial deposits</b>	<b>Net balance</b>	<b>Contingencies</b>	<b>Judicial deposits</b>	<b>Net balance</b>
IR and CSLL	43,506	(39,332)	4,174	128,137	(37,650)	90,487
INSS	61,347	(4,900)	56,447	41,646		41,646
CIDE				24,409	(24,409)	
Labor	123,818	(80,411)	43,407	123,541	(62,576)	60,965
Civil	69,809	(7,528)	62,281	66,482	(8,131)	58,351
Other				35,097	(9,075)	26,022
	<u>298,480</u>	<u>(132,171)</u>	<u>166,309</u>	<u>419,312</u>	<u>(141,841)</u>	<u>277,471</u>

	<b>Consolidated</b>					
	<b>09/30/2011</b>			<b>12/31/2010</b>		
	<b>Contingencies</b>	<b>Judicial deposits</b>	<b>Net balance</b>	<b>Contingencies</b>	<b>Judicial deposits</b>	<b>Net balance</b>
IR and CSLL	82,073	(49,234)	32,839	151,046	(50,088)	100,958
INSS	61,375	(4,928)	56,447	41,674	(28)	41,646
CIDE	5,860	(5,860)		29,208	(29,208)	
COFINS	31,386	(17,841)	13,545	29,760	(17,475)	12,285
PIS	2,375	(2,375)		6,241	(3,568)	2,673
Labor	152,710	(86,977)	65,733	140,366	(68,775)	71,591
Civil	71,922	(7,528)	64,394	66,482	(8,131)	58,351
Other	3,473	(703)	2,770	38,038	(10,588)	27,450
	<u>411,174</u>	<u>(175,446)</u>	<u>235,728</u>	<u>502,815</u>	<u>(187,861)</u>	<u>314,954</u>

At September 30, 2011, the Usiminas Companies have judicial deposits recorded in non-current assets, for which no provisions were recorded, in the amount of R\$ 413,494 in the Parent Company and R\$440,614 in Consolidated (December 31,2010 – R\$420,393 and R\$443,879, respectively).

The changes in the provisions for contingencies for the nine month period ended September 30, 2011 were as follows:

	<u>Parent Company</u>	<u>Consolidated</u>
Balances at December 31,2010 before the offset of judicial deposits	419,312	502,815
Additions	41,419	45,505
Interest/indexation	31,930	35,754
Amortization/disposals	(60,468)	(60,468)
Reversals	(133,713)	(144,139)
Other	31,706	31,706
Offset of judicial deposits	(132,171)	(175,445)
Balances at September 30 , 2011	166,309	235,728

The provisions for contingencies were recorded to cover probable losses on administrative and judicial litigation relating to tax, labor and civil issues, in amounts deemed sufficient by management, based on the advice and evaluation of internal and external legal counsel.

At September 30, 2011, the information related to the progress of processes, expectation of success, possible contingencies and contingencies on assets did not change significantly in relation to the position disclosed in the Company financial statements for December 31, 2010, and have not been repeated in these interim financial statements.

At September 30, 2011, the Company reversed a provision for contingencies related to income tax on the balance of inflationary profit relating to the monetary restatement of the difference between IPC and BTNF indices in 1990 and amounts paid in 1993. The provision was reversed due to the change in the Higher Courts rulings, which confirmed that no tax is due on inflationary profit.

## 18 Retirement Benefit Obligations

At September 30, 2011, there were no changes in the nature and conditions of the post-retirement benefit plans in relation to those detailed in Note 28 to the Company's annual financial statements for the year ended December 31, 2010.

The balances of post-retirement benefits are as follows:

	<b>Parent Company and Consolidated</b>	
	<b>09/30/2011</b>	<b>12/31/2010</b>
Balance sheet obligations for:		
Pension benefits	1,263,995	1,253,430
Post-employment medical benefits	52,307	48,510
	<u>1,316,302</u>	<u>1,301,940</u>
	<b>Parent Company e Consolidated</b>	
	<b>09/30/2011</b>	<b>09/30/2010</b>
Income (expenses) recognized in income statement for		
Pension benefits	68,955	63,824
Pension benefits Post-employment medical benefits	(3,796)	(3,698)
	<u>65,159</u>	<u>60,126</u>
Actuarial gains(losses) recognized immediately in Other comprehensive income	(122,907)	(114,337)
Actuarial gains(losses) of the debt recognized immediately in Other comprehensive income – CPC 33 and IFRIC 14	(72,661)	(78,444)
(Increase)/decrease in asset ceiling in other comprehensive income - paragraph 58 CPC 33 and IAS 19	65,688	59,706
	<u>(129,880)</u>	<u>(133,075)</u>
Cumulative actuarial losses recognized in the statement of Other comprehensive income	<u>(317,432)</u>	<u>(133,075)</u>

As described in Note 28 to the Company's financial statements for the year ended December 31, 2010, the actuarial gains and losses are recognized, in the period in which they occur, in Other comprehensive results pursuant to CPC 33 and IAS 19 guidelines.

For comparison purposes the balances for 2010 were adjusted to reflect a change in accounting practices.

## 18.1 Change in the defined benefit obligations

The actuarial study in conformity with CPC 33, conducted by an independent actuary for the base date of December 31, 2010, presented a liability of R\$1,301,940. This actuarial study will be reviewed at December 31, 2011. The change in the defined benefit obligations is as follows:

	<b>Parent Company and Consolidated 09/30/2011</b>
Balance at December 31, 2010	<u>1,301,940</u>
Amortization	(117,268)
Amounts recognized in the result	(65,159)
Actuarial losses directly recognized in other comprehensive results	<u>196,789</u>
Balance at September 30, 2011	<u><u>1,316,302</u></u>

## 19 Equity

### (a) Share Capital

At September 30, 2011, share capital is as follows:

	<b>Common</b>	<b>Class A preferred</b>	<b>Class B preferred</b>	<b>Total</b>
At December 31, 2010				
Total shares	<u>505,260,684</u>	<u>508,438,832</u>	<u>86,674</u>	<u>1,013,786,190</u>
Total treasury stock	<u>(2,526,654)</u>	<u>(24,060,356)</u>		<u>(26,587,010)</u>
Total shares except treasury stocks	<u>502,734,030</u>	<u>484,378,476</u>	<u>86,674</u>	<u>987,199,180</u>
Conversion of shares		880	(880)	
At September 30, 2011				
Total shares except treasury stocks	<u>502,734,030</u>	<u>484,379,356</u>	<u>85,794</u>	<u>987,199,180</u>
Total treasury stock	<u>2,526,654</u>	<u>24,060,356</u>		<u>26,587,010</u>
Total shares	<u><u>505,260,684</u></u>	<u><u>508,439,712</u></u>	<u><u>85,794</u></u>	<u><u>1,013,786,190</u></u>

Each common share entitles the holder to one vote in the General Meeting deliberations. The preferred shares have no voting right, but (i) will receive dividends 10% higher than those paid to common shares; (ii) are entitled to participate, in equal conditions to the common shares, of any bonuses voted in the General meeting; (iii) the priority in the capital reimbursement, with no premium right, in the event of the Company's liquidation; (iv) will acquire voting right in the meetings, if the Company does not pay preferred dividends during three consecutive years.



The preferred shares may not be converted into common shares.

The holders of Class B preferred shares rank in priority in capital reimbursement, without any premium, in the event of the Company’s liquidation. The holders of class A preferred shares enjoy the same priority, but only after meeting the priority given to the class B preferred shares. The Class B preferred shares may, at any time and the sole discretion of the shareholder, be converted into class A preferred shares.

The shareholders are assured a minimum dividend of 25% of net income for the year calculated pursuant to the Corporate Law.

**(b) Reserves**

- Additional paid-in capital - constituted in the merger process, pursuant to article 14, sole § of Law 6,404/76. This reserve may be used to absorb losses exceeding the retained earnings and revenue reserves, redemption, reimbursement or purchase of shares, redemption of beneficiary parties, incorporation to capital and payment of dividends to preferred shares, when this advantage is assured to them ( article 200 of Law 6,404/76)
- Treasury stock – At September 30, 2011 the Company held (2,526,654) common shares and (24,060,356) class A preferred shares in treasury.
- Legal reserve – Constituted based on 5% of net income for each year up to 20% of capital.
- The reserve for investments and working capital comprises:
  - (i) appropriation of 50% of net income for the year adjusted by legal reserve, as set forth in the Company’s By Laws. The investments and working capital reserve cannot exceed 95% of capital, and its balance, may be used to absorb losses, dividends distribution, redemptions, reimbursement or purchase of shares, or, capitalized.
  - (ii) appropriation to the statutory reserve, pursuant to article 196 of Law 6,404/76, based on capital budget approved at the Board of Directors meeting.

**(c) Dividends and interest on capital**

Dividends and interest on own capital distribution were as follow:

	<u>Parent Company</u>	<u>Consolidated</u>
Balance at December 31, 2010	145,175	159,819
Dividends paid	(319,669)	(341,017)
Dividends in the period	176,833	183,539
Prescribed dividends	(511)	(511)
Balance at September 30, 2011	<u>1,828</u>	<u>1,830</u>

## 20 Segment Information

Management has identified the Usiminas Companies' operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. The Board of Directors analyses the products sold by business by segment .

Although the Mining and Logistics segment does not meet the quantitative thresholds required by CPC 22 and IFRS 8, Management has concluded that this segment should be reported separately as it is closely monitored by the Board of Directors as an emerging business with growth potential and is expected to significantly contribute to the Usiminas Companies' revenues in the future. The revenue generated by the operating segments arises mainly from the manufacture and sale of steel products and related services.

### Information on operating profit, assets and liabilities by reportable segment

The information by business segment, reviewed by Management related to the nine month period ended September 30, 2011 is as follows:

	<b>Mining and Logistics</b>	<b>Steel Metallurgy</b>	<b>Steel Transformation</b>	<b>Capital Assets</b>	<b>Subtotal</b>	<b>Eliminations and Adjustments</b>	<b>Total</b>
Revenue	733,037	7,995,408	1,630,278	1,050,251	11,408,974	(2,321,685)	9,087,289
Cost of sales	(192,316)	(7,791,353)	(1,483,003)	(923,976)	(10,390,648)	2,370,180	(8,020,468)
Gross profit/ <u>Operating income</u>	540,721	204,055	147,275	126,275	1,018,326	48,495	1,066,821
<u>(Expenses)</u>	(88,194)	(163,155)	(129,906)	(75,435)	(456,690)	4,412	(452,278)
Selling expenses	(39,135)	(163,099)	(74,835)	(17,652)	(294,721)		(294,721)
General and Administrative expenses	(44,161)	(221,694)	(78,232)	(54,479)	(398,566)	6,139	(392,427)
Other (expenses)and Net operating income	(4,898)	221,638	23,161	(3,304)	236,597	(1,727)	234,870
<u>Operating profit (i)</u>	452,527	40,900	17,369	50,840	561,636	52,907	614,543
Depreciation and amortization	20,454	573,837	32,024	16,102	642,417		642,417
Other Additions/deductions	1,410	(225,732)	12,950	4,412	(206,960)	(4,412)	(211,372)
EBITDA	474,391	389,005	62,343	71,354	997,093	48,495	1,045,588
EBITDA Margin	64.7%	4.9%	3.8%	6.8%	8.7%		11.5%
Assets	5,305,644	34,997,709	1,628,192	1,225,676	43,157,221	(10,166,338)	32,990,883
Total assets include: Investments in associated companies	512,947	149,731	25	2,749	665,452	(229,331)	436,121
Additions to non-current assets (other than financial instruments and deferred tax assets)	195,152	1,610,741	58,333	54,839	1,919,065	(44,150)	1,874,915
Current and noncurrent liabilities	460,800	14,785,533	357,183	521,479	16,124,995	(2,218,478)	13,906,517

The information by business segment, reviewed by Management related to the nine month period ended September 30, 2010 is as follows:

	<b>Mining and Logistics</b>	<b>Steel metallurgy</b>	<b>Steel transformation</b>	<b>Capital assets</b>	<b>Subtotal</b>	<b>Eliminations and adjustments</b>	<b>Total</b>
Revenue	725,871	8,943,354	1,841,694	1,056,501	12,567,420	(2,697,485)	9,869,935
Cost of sales	(204,575)	(7,407,254)	(1,614,665)	(919,131)	(10,145,625)	2,605,339	(7,540,286)
Gross profit	521,296	1,536,100	227,029	137,370	2,421,795	(92,146)	2,329,649
<u>(Expenses)/operating income</u>							
<u>Operating</u>	(59,672)	(302,546)	(118,744)	(82,741)	(563,703)		(563,703)
Selling expenses	(51,420)	(144,572)	(72,527)	(14,576)	(283,095)		(283,095)
General and administrative expenses	(7,324)	(246,698)	(71,689)	(52,831)	(378,542)		(378,542)
Other (expenses) and net operating revenues	(928)	88,724	25,472	(15,334)	97,934		97,934
<u>Operating profit (i)</u>	<u>461,624</u>	<u>1,233,554</u>	<u>108,285</u>	<u>54,629</u>	<u>1,858,092</u>	<u>(92,146)</u>	<u>1,765,946</u>
Depreciation and amortization	22,078	538,968	28,862	15,069	604,977		604,977
Other Additions/deductions		(61,454)	2,172	6,126	(53,156)		(53,156)
EBITDA	483,702	1,711,068	139,319	75,824	2,409,913	(92,146)	2,317,767
EBITDA margin	66.64%	19.13%	7.56%	7.18%	19.18%		23.48%

(i) The reconciliation of operating profit is as follows:

	<u>09/30/2011</u>	<u>09/30/2010</u>
Operating profit of information by business segment	614,543	1,765,946
Financial result	(106,678)	(28,097)
Equity in the results	<u>44,960</u>	<u>39,969</u>
Operating result before taxation on net income	<u>552,825</u>	<u>1,777,818</u>

Sales between segments were treated as sales between independent parties.

## 21 Statement of Adjusted EBITDA (Unaudited)

Management evaluates the performance of operating segments based on a measure of adjusted EBITDA (unaudited).

Adjusted EBITDA is not an accounting measure in accordance with IFRS, and does not represent the cash flows of the periods presented. Accordingly, it should not be used as an alternative measurement to profit, as an indicator of the Company's operating performance, or as an alternative for cash flows as a liquidity source.

Management's definition of adjusted EBITDA is not necessarily comparable with the definition of adjusted EBITDA of other companies.

The EBITDA - Result before taxes on net income, equity in the results, financial income (expenses) plus depreciation, amortization and additions and deductions comprised mainly of the results of operations that are not part of the Company's production cycle, as well as events which occurred in prior years - was calculated as follows:

	09/30/2011	Parent Company 09/30/2010	09/30/2011	Consolidated 09/30/2010
Profit before income tax and social contribution	152,403	1,609,362	552,825	1,777,818
(+/-) Equity in the results	(692,715)	(359,823)	(44,960)	(39,969)
(+) Finance income	540,844	83,043	106,678	28,097
(+) Depreciation and amortization	564,456	548,424	642,417	604,977
(+/-) Other additions/deductions	(223,419)	(61,455)	(211,372)	(53,156)
EBITDA	<u>341,569</u>	<u>1,819,551</u>	<u>1,045,588</u>	<u>2,317,767</u>
EBITDA / Net revenue (margin %)	<u>4.25%</u>	<u>21.11%</u>	<u>11.51%</u>	<u>23.48%</u>

**22 Expenses by Nature**

	<b>Parent Company</b>		<b>Consolidated</b>	
	<b>09/30/2011</b>	<b>09/30/2010</b>	<b>09/30/2011</b>	<b>09/30/2010</b>
Depreciation and amortization	(564,456)	(548,424)	(642,417)	(604,977)
Employee benefit expenses	(692,007)	(587,490)	(1,519,410)	(1,318,123)
Raw materials and consumables	(5,690,678)	(4,882,684)	(4,742,789)	(4,356,059)
Distribution cost	(61,392)	(80,570)	(115,454)	(120,639)
Third-party services	(897,654)	(941,265)	(809,692)	(812,760)
Judicial contingencies, net (additions and disposals)	219,046	(7,450)	208,577	(11,498)
Other revenues (expenses)	(354,191)	(240,604)	(851,561)	(879,933)
	<u>(8,041,332)</u>	<u>(7,288,487)</u>	<u>(8,472,746)</u>	<u>(8,103,989)</u>
Cost of assets and/or services sold	(7,888,176)	(6,942,073)	(8,020,468)	(7,540,286)
Selling expenses	(163,011)	(190,898)	(294,721)	(283,095)
General and administrative expenses	(210,948)	(244,043)	(392,427)	(378,542)
Other operating income (expenses), net	220,803	88,527	234,870	97,934
	<u>(8,041,332)</u>	<u>(7,288,487)</u>	<u>(8,472,746)</u>	<u>(8,103,989)</u>

## 23 Financial income (expenses)

The financial income (expenses) are summarized as follows:

	<b>Parent Company</b>		<b>Consolidated</b>	
	<b>09/30/2011</b>	<b>09/30/2010</b>	<b>09/30/2011</b>	<b>09/30/2010</b>
<b>Financial income</b>				
Interest from customers	9,153	13,974	10,890	17,515
Income from financial investments	60,284	178,403	299,150	211,828
Indexation credits	46	22	3,136	1,901
Discounts	115	2,628	480	2,807
Interest from judicial deposits	43,597	21,184	43,597	21,184
Adjustment to present value	75,988		75,988	2,202
Reversal of provision for losses/restatement of judicial deposits	16,342		16,342	
Interest from tax credits	23,759	9,838	23,759	9,894
Other financial income	17,228	556	10,813	439
	<u>246,512</u>	<u>226,605</u>	<u>484,155</u>	<u>267,770</u>
<b>Financial expenses</b>				
Interest and commissions on financing	(360,118)	(264,103)	(389,881)	(291,826)
Results of swap transactions	64,188	10,120	(9,223)	(45,993)
Indexation charges	(6,070)	(7,697)	(10,892)	(8,911)
Interest, commissions and expenses on arrears	(15,237)	(1,689)	(17,588)	(4,489)
Tax on Financial Transactions (IOF)	(7,994)	(774)	(8,122)	(1,389)
Funding expenses	(1,292)	(8,736)	(1,292)	(8,736)
Interest on contingent liabilities	(31,924)	(24,007)	(34,189)	(26,323)
Adjustment to present value	(45,244)		(47,570)	(246)
Commissions and other costs	(27,643)	(9,357)	(27,702)	(11,148)
Other financial expenses	(12,909)	(1,321)	(10,922)	(2,972)
	<u>(444,243)</u>	<u>(307,564)</u>	<u>(557,381)</u>	<u>(402,033)</u>
Foreign exchange gains and losses, net	<u>(343,113)</u>	<u>(2,084)</u>	<u>(33,452)</u>	<u>106,166</u>
	<u>(540,844)</u>	<u>(83,043)</u>	<u>(106,678)</u>	<u>(28,097)</u>

Foreign exchange differences charged or credited to the income statements arise from the foreign exchange gains/losses on loans and financing, and foreign suppliers, current accounts, financial investments and customers.

## 24 Earnings per share

Basic and diluted earnings per share is calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of common shares in issue during the period excluding common shares purchased by the Company and held as treasury shares. The Company does not have debt convertible into shares or share purchase options and, accordingly, it does not have potentially dilutable common and preferred shares.

	Parent Company and Consolidated					
	09/30/2011			09/30/2010		
	Common	Preferred	Total	Common	Preferred	Total
<b>Basic</b>						
<b>Numerator</b>						
Net income available to the stockholders	91,507	96,999	188,506	624,296	661,772	1,286,068
<b>Denominator</b>						
Weighted average of shares, excluding treasury shares	502,734,030	484,465,150	987,199,180	502,734,030	484,465,150	987,199,180
Earnings per share in R\$	0,18	0,20		1,24	1,37	

## 25 Related parties transactions

At September 30, 2011, the Company shareholding position of record was as follows:

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Nippon Usiminas Co. Ltd. ("Nippon Usiminas")	119,969,788	23.74	2,830,832	0.56	122,800,620	12.11
Caixa de Previdência dos Funcionários do Banco do Brasil	52,769,590	10.44	6,542,150	1.29	59,311,740	5.85
Caixa dos Empregados da Usiminas – ("CAIXA")	51,164,642	10.13			51,164,642	5.05
Companhia Siderúrgica Nacional ("CSN")	28,764,300	5.69	56,584,800	11.13	85,349,100	8.42
Votorantim Industrial S.A.	65,606,930	12.98			65,606,930	6.47
VBC Energia S.A.	65,606,926	12.98			65,606,926	6.47
Nippon Steel Corporation Co. Ltd.	18,820,356	3.72	307,926	0.06	19,128,282	1.89
BNDES Participações S.A.			18,549,230	3.65	18,549,230	1.83
Shares in treasury	2,526,654	0.50	24,060,356	4.73	26,587,010	2.62
Other shareholders	100,031,498	19.82	399,650,212	78.58	499,681,710	49.29
<b>Total</b>	<b>505,260,684</b>	<b>100.00</b>	<b>508,525,506</b>	<b>100.00</b>	<b>1,013,786,190</b>	<b>100.00</b>



The main balances and transactions with related parties are as follows:

## 25.1 Parent Company

### (a) Current assets

	09/30/2011			12/31/2010		
	Trade accounts receivable	Dividends receivable	Other accounts receivable	Trade accounts receivable	Dividends receivable	Other accounts receivable
<b>Shareholders</b>						
CAIXA	15			47		583
Camargo Corrêa S.A. ("Camargo Correa")				3,858		
Construções e Comércio Camargo Corrêa S.A.				1		
Nippon Steel Corporation Co. Ltd.				1,160		
Metal One Corporation			9			8
<b>Non Controllers</b>						
CSN	6,035					
<b>Subsidiaries</b>						
Automotiva Usiminas S.A.	43,241	1,290		1,119	1,290	
Cosipa Overseas Ltd.	33,326			128,768		
Mineração Usiminas S.A.	74		9,563		30,865	3,424
Rios Unidos			9,222			8,072
Soluções em Aço Usiminas S.A.	27,193			164,387	6,268	
Usiminas Eletro galvanizado APS	4,279					
Usiminas Galvanized APS	17,809					
Usiminas Mecânica S.A.	29,534		2,938	11,708	17,376	6,365
Usiminas Participações e Logística - UPL		525			525	
<b>Jointly controlled</b>						
Fasal Trading Brasil		333				
Fasal Trading Corporation	374			9,680		
Unigal Ltda	68			117		
Usiroll			9,000	31		5,000
<b>Associates</b>						
Codeme Engenharia S.A.	496			4,577		
Metform S.A.	70			382		
MRS Logística S.A.						3,636
Usifast Logística Industrial S.A..						1,606
	<u>162,514</u>	<u>2,148</u>	<u>30,732</u>	<u>325,835</u>	<u>56,324</u>	<u>28,694</u>

Trade accounts receivable classified as related parties mainly arise from sales transactions which fall due within 30 days. The accounts receivable have no guarantees and accrue late interest charges. At September 30 2011 and December 31, 2010, no provisions for accounts receivable from related parties were set up.

**(b) Non current assets - receivables from related parties**

	<u>09/30/2011</u>	<u>12/31/2010</u>
<b>Shareholders</b>		
CAIXA (a)	5,775	5,291
<b>Subsidiaries</b>		
Usiminas Europa A/S	61	
Usiminas International Ltd. (b)	1,268	1,139
Usiminas Mecânica S.A. (c)	52,177	48,594
<b>Associates</b>		
Usifast Logística Industrial S.A. (d)		669
	<u>59,281</u>	<u>55,693</u>

(a) Related to actuarial deficit.

(b) Related to premium of imported coal.

(c) Related to actuarial deficit and sale of property, plant and equipment.

(d) Related to sale of property.

**(c) Current liabilities**

	<b>09/30/2011</b>		
	<b>Liabilities with related parties</b>		
	<b>Suppliers</b>	<b>Other payables</b>	<b>Loans and financing</b>
<b>Shareholders</b>			
CAIXA		185	
Camargo Corrêa S.A.			
Construções e Comércio Camargo Corrêa S.A.			
Nippon Steel Corporation Co. Ltd.	4		
Nippon Usiminas Co. Ltd.(a)			89,778
<b>Non controlling shareholder</b>			
CSN	8,145		
<b>Subsidiaries</b>			
Automotiva Usiminas S.A.	393	2	
Cosipa Commercial Ltd.			7,969
Cosipa Overseas Ltd.			13,446
Mineração Usiminas S.A.	43,158	1	
Rios Unidos	1,702		
Soluções em Aço Usiminas S.A.	2,222	97	
Usiminas Commercial Ltd.			9,728
Usiminas Mecânica S.A.	213,627	15	
<b>Jointly controlled subsidiaries</b>			
Unigal Ltda.	48,863		
Usiroll	427		
<b>Associates</b>			
Codeme Engenharia S.A.		24,709	
Metform S.A.		7,776	
MRS Logística S.A.	1,155		
	<b>319,696</b>	<b>32,785</b>	<b>120,921</b>

	<b>12/31/2010</b>		
	<b>Liabilities with related parties</b>		
	<b>Suppliers</b>	<b>Other payables</b>	<b>Loans and financing</b>
<b>Shareholders</b>			
CAIXA		336	
Camargo Corrêa		1,609	
Construções e Comércio Camargo Corrêa S.A.	5,457		
Nippon Steel Corporation Co. Ltd.	4	809	
Nippon Usiminas Co. Ltd. (a)			83,357
<b>Subsidiaries</b>			
Automotiva Usiminas S.A.	421		
Cosipa Commercial Ltd.			1,078
Cosipa Overseas Ltd.			24,489
Mineração Usiminas S.A.	81,408	1	
Rios Unidos	1,274		
Soluções em Aço Usiminas S.A.	1,002	507	
Usiminas International Ltd.			91,784
Usiminas Commercial Ltd.			18,641
Usiminas Mecânica S.A.	134,052	396	
<b>Jointly controlled subsidiaries</b>			
Unigal Ltda.	62,519		
Usiroll	371		
<b>Associates</b>			
Codeme Engenharia S.A.		24,624	
Metform S.A.	121	7,776	
MRS Logística S.A.	1,894		
Usifast Logística Industrial S.A.	5,885	1,559	
	<u>294,408</u>	<u>37,617</u>	<u>219,349</u>

(a) Loans in US dollars, bearing charges varying from 0.83% to 2.35% per annum + LIBOR.

The amounts payable to related companies classified as suppliers mainly arise from purchase transactions and fall due within 45 days. The accounts payable are not subject to interest.

**(d) Non current liabilities**

	09/30/2011		12/31/2010	
	Loans and financing	Liabilities with related parties	Loans and financing	Liabilities with related parties
<b>Shareholders</b>				
Nippon Usiminas Co. Ltd. (a)	375,660		417,659	
<b>Subsidiaries</b>				
Cosipa Commercial Ltd.	548,796		467,400	
Cosipa Overseas Ltd.			12,022	
Usiminas Commercial Ltd.	1,033,855		880,516	
<b>Associates</b>				
Codeme Engenharia S.A.		12,319		31,843
Metform S.A.		3,890		10,056
	<u>1,958,311</u>	<u>16,209</u>	<u>1,777,597</u>	<u>41,899</u>

(a) Loans in US dollars, bearing charges varying from 0.83% to 2.35% per annum + LIBOR.

(e) **Sales and purchases**

	<b>Sales</b>		<b>Purchases</b>	
	<b>09/30/2011</b>	<b>09/30/2010</b>	<b>09/30/2011</b>	<b>09/30/2010</b>
<b>Shareholders</b>				
Camargo Corrêa Cimentos S.A.		30,198		1,013
Construções e Comércio Camargo Corrêa S.A.				5,897
Metal One Corporation			12,987	173,794
Nippon Steel Corporation Co. Ltd.		72,935	8,054	7,042
<b>Non controlling shareholder</b>				
CSN	4,800	116,508	230,792	133,656
<b>Subsidiaries</b>				
Automotiva Usiminas S.A.	85,304	90,299	6,793	6,715
Cosipa Overseas Ltd.	250,004	468,544		
Mineração Usiminas S.A.			861,029	221,843
Rios Unidos	3	203	43,355	40,973
Soluções em Aço Usiminas S.A.	1,341,926	1,926,175	19,090	20,441
Usiminas Eletro galvanizado APS	7,900			
Usiminas Galvanized APS	20,123			
Usiminas Mecânica S.A.	190,311	176,249	558,917	555,166
<b>Jointly controlled subsidiaries</b>				
Fasal Trading Corporation	84,812	88,639	285	225
Modal Terminal de Granéis Ltd. ("Modal")			139	2,929
Unigal Ltda.	666	844	230,086	301,465
Usiroll			4,083	4,027
<b>Associates</b>				
Codeme Engenharia S.A.	29,177	35,236	2,465	
Metform S.A.	15,497	12,787	1,091	2,641
MRS Logística S.A.			124,081	215,551
Terminal de Cargas Sarzedo Ltda.			52	6,583
Usifast Logística Industrial S.A.				89,883
	<u>2,030,523</u>	<u>3,018,617</u>	<u>2,103,299</u>	<u>1,789,844</u>

The main Company transactions with related parties are summarized as follows:

- Sales of granulated slag to Camargo Corrêa for use in the manufacture of cement;
- Purchase of services from Nippon Steel Corporation Co Ltd., including the provision of advanced industrial technology, technical assistance services and training for employees;
- Sales of products to Automotiva Usiminas used in the manufacture of automobile parts;
- Purchase of iron ore from Minerações Usiminas for use in the Ipatinga and Cubatão plants;
- Purchase from Rios Unidos of railroad transportation services of iron and steel products and sundry materials;
- Sales of products to Soluções Usiminas for transformation and distribution. Soluções Usiminas also renders technical services to steel clients of the Usiminas Companies;

- Sales of products to Usiminas Mecânica and purchase of services, including steel products and equipment;
- Purchase of Modal of storage services and loading of ore;
- Purchase from Unigal of hot-dip galvanized steel sheets and cold-rolled steel sheets and coils;
- Purchase from Usiroll of services of texturing and chrome plating of cylinders used in laminations;
- Purchase of railroad transportation services from MRS for the transportation of products, iron ore, imported coals and other raw materials;
- Purchase of Terminal de Cargas Sarzedo Ltda. of storage services and loading of ore; and
- Purchase of road transportation services of steel products and sundry materials from Usifats Logística S.A.

Sales between related parties are carried out based on the effective price list and based in the terms and conditions similar to those that would be available for third parties under the same commercial conditions.

Prices and terms of their related party transactions are mainly contracted at market conditions.

**(f) Financial results**

	<u>09/30/2011</u>	<u>09/30/2010</u>
<b>Shareholders</b>		
CAIXA	482	
Metal One Corporation		3,832
Nippon Steel Corporation Co. Ltd.	(12)	(1,347)
Nippon Usiminas Co. Ltd.	(56,724)	(7,393)
<b>Subsidiaries</b>		
Automotiva Usiminas S.A.	268	
Cosipa Commercial Ltd.	(99,309)	(51,175)
Cosipa Overseas Ltd.	4,321	(6,139)
Mineração Usiminas S.A.	2,022	
Rios Unidos	(442)	
Soluções em Aço Usiminas S.A.	9,455	2
Usiminas Commercial Ltd.	(184,918)	(94,636)
Usiminas Eletro galvanizado APS	556	
Usiminas Galvanized APS	1,868	
Usiminas International Ltd.	4,270	1,802
Usiminas Mecânica S.A.	91	269
<b>Jointly –controlled subsidiaries</b>		
Fasal Trading Corporation	538	381
Modal Terminal de Granéis Ltd.	(1)	
Unigal Ltda.	(1,519)	
Usiroll	(46)	
<b>Associates</b>		
Codeme Engenharia S.A.	110	
Metform S.A.	41	
MRS Logística S.A.	(284)	
Terminal de Cargas Sarzedo Ltda.	(1)	
Usifast Logística Industrial S.A.		130
	<u>(319,234)</u>	<u>(154,274)</u>

The financial results with related parties refer mainly to charges on loans and financing ((c) and (d) above).

**(g) Key Management Compensation**

The compensation paid or payable to key Management, for employee' services, was as below:

	<u>09/30/2011</u>	<u>09/30/2010</u>
Fees	15,424	14,541
Profit sharing	6,468	5,686
Retirement and pension plans	205	290
	<u>22,097</u>	<u>20,517</u>



## 25.2 Consolidated

### (a) Current assets

	09/30/2011			12/31/2010	
	Trade accounts receivable	Dividends	Other accounts receivable	Trade accounts receivable	Other accounts receivable
<b>Shareholders</b>					
CAIXA	15			47	583
Camargo Corrêa S.A.				3,858	
Construções e Comércio Camargo Corrêa S.A.				1	
Nippon Steel Corporation Co. Ltd.				1,160	
Metal One Corporation			9		8
Votorantim Industrial S.A.	105				
<b>Non controlling shareholders</b>					
CSN	6,035				
<b>Jointly -controlled subsidiaries</b>					
Fasal Trading Corporation	187			4,840	
Unigal Ltda.	150			2,285	
Usiroll			4,500	15	2,500
<b>Associates</b>					
Codeme Engenharia S.A.	530			4,577	
Metform S.A.	70			382	
MRS Logística S.A.	675	11,119			3,636
Usifast Logística Industrial S.A.					1,606
	<u>7,767</u>	<u>11,119</u>	<u>4,509</u>	<u>17,165</u>	<u>8,333</u>

Trade accounts receivable classified as related parties mainly arise from Sales transactions and fall due within 30 days. The accounts receivable have no guarantees and are subject to interest. At September 30, 2011 and December 31, 2010, there was no provision for accounts receivable from related parties.

The other accounts receivable from related parties refer basically to loan agreements.

### (b) Non current assets - credits with related parties

	09/30/2011	12/31/2010
<b>Shareholders</b>		
CAIXA (a)	5,775	5,291
<b>Associates</b>		
Usifast Logística Industrial S.A. (b)		669
	<u>5,775</u>	<u>5,960</u>

(a) Related to actuarial deficit.

(b) Related to sale of property

(c) **Current liabilities**

	<b>09/30/2011</b>		
	<b>Liabilities with related parties</b>		<b>Loans and financing</b>
	<b>Suppliers</b>	<b>Other payables</b>	
<b>Shareholders</b>			
CAIXA	39	203	
Nippon Steel Corporation Co. Ltd.	4		
Nippon Usiminas Co. Ltd. (a)			89,778
Votorantin Industrial S.A.		12	
<b>Non controlling shareholders</b>			
CSN	8,146		
<b>Jointly-controlled subsidiaries</b>			
Modal	128		
Unigal Ltda.	14,659		
Usiroll	213		
<b>Associates</b>			
Codeme Engenharia S.A.		24,709	
Metform S.A.		7,776	
MRS Logística S.A.	3,578	1,500	
Terminal de Cargas Sarzedo Ltda.	573		
	<u>27,340</u>	<u>34,200</u>	<u>89,778</u>
			<b>12/31/2010</b>
	<b>Liabilities with related parties</b>		<b>Loans and financing</b>
	<b>Suppliers</b>	<b>Other payables</b>	
<b>Shareholders</b>			
CAIXA		355	
Camargo Corrêa S.A.	92	1,609	
Construções e Comércio Camargo Corrêa S.A.	5,457		
Nippon Steel Corporation Co. Ltd.	4	809	
Nippon Usiminas Co. Ltd (a)			83,357
<b>Jointly-controlled subsidiaries</b>			
Modal	1,116		
Unigal Ltda.	18,756		
Usiroll	185		
<b>Associates</b>			
Codeme Engenharia S.A.		24,624	
Metform S.A.	132	7,776	
MRS Logística S.A.	4,726		
Terminal de Cargas Sarzedo Ltda.	306		
Usifast Logística Industrial S.A.	5,115	1,559	
	<u>35,889</u>	<u>36,732</u>	<u>83,357</u>

(a) Loans are denominated in US dollars and bear charges varying from 0.83% to 2.35% per annum.

The amounts payable to related parties classified as suppliers mainly arise from purchase transactions and fall due within 45 days. The accounts payable are not subject to interest.

The other payables to related parties refer basically to loan agreements and amounts payable for the acquisition of investments.

**(d) Non current liabilities**

	09/30/2011		12/31/2010	
	Loans and financing	Liabilities with related parties	Loans and financing	Liabilities with related parties
<b>Shareholders</b>				
Nippon Usiminas Co. Ltd. (a)	375,660		417,659	
<b>Associates</b>				
Codeme Engenharia S.A.		12,319		31,843
Metform S.A.		3,890		10,056
	<u>375,660</u>	<u>16,209</u>	<u>417,659</u>	<u>41,899</u>

(a) Loans are denominated in US dollars and bear charges varying from 0.83% to 2.35% per annum.

**(e) Sales and purchases**

	Sales		Purchases	
	09/30/2011	09/30/2010	09/30/2011	09/30/2010
<b>Shareholders</b>				
CAIXA				10,769
Camargo Corrêa S.A.		30,198		4,254
Construções e Comércio Camargo Corrêa S.A.				5,897
Metal One Corporation			12,987	173,794
Nippon Steel Corporation Co. Ltd.		72,935	8,577	7,042
Votorantim Industrial S.A.	7,331			
<b>Non controlling shareholders</b>				
CSN	6,080	116,508	230,792	133,656
<b>Jointly-controlled subsidiaries</b>				
Fasal Tading Corporation	42,406	44,320	143	113
Modal			4,279	2,160
Unigal Ltda	9,967	17,134	69,026	90,440
Usiroll			2,042	2,014
<b>Associates</b>				
Codeme Engenharia S.A.	29,213	35,236	2,465	
Metform S.A.	15,497	12,787	1,794	2,880
MRS Logística S.A.	469		227,550	228,610
Terminal de Cargas Sarzedo Ltda.			7,803	8,501
Usifast Logística Industrial S.A.				103,311
	<u>110,963</u>	<u>329,118</u>	<u>567,458</u>	<u>773,441</u>

The main transactions with related parties are summarized as follows:

- Sale of granulated slags to Camargo Corrêa, used in the manufacture of cement;
- Purchase of Nippon Steel Corporation Co Ltd. services, including the provision of advanced industrial technology, technical assistance services and training for employees;
- Purchase from Modal of ore storage and loading services;
- Purchase from Usiroll of texturing and chrome plating of cylinders used for laminations;
- Purchase of railroad services from MRS for the transportation of products, iron ore, imported coal and other raw materials;
- Purchase from Terminal de Cargas Sarzedo of ore storage and loading services; and
- Purchase of road transportation services of steel products and sundry material from Usifast Logística Industrial Ltda;

The sales among related parties are carried out based on the effective price list and in the terms that would be available for third parties under the the same commercial conditions.

Prices and and terms of other related party transactions are mainly contracted at market conditions.

**(f) Financial income (expenses)**

	<u>09/30/2011</u>	<u>09/30/2010</u>
<b>Shareholders</b>		
CAIXA	482	
Metal One Corporation		3,832
Nippon Steel Corporation Co Ltd.	(12)	(1,347)
Nippon Usiminas Co Ltd.	(56,724)	(7,393)
<b>Jointly controlled</b>		
Fasal Trading Corporation	269	381
Modal	(37)	
Unigal Ltda.	(456)	
Usiroll	(23)	
<b>Associates</b>		
Codeme Engenharia S.A.	110	
Metform S.A.	41	
MRS Logística S.A.	(496)	
Terminal de Cargas Sarzedo Ltda.	(29)	
Usifast		130
	<u>(56,875)</u>	<u>(4,397)</u>

The financial result with related parties refers mainly to charges on loans and financing listed in items )(c) and (d) above ).

**(g) Key Management Compensation**

The compensation of key management is disclosed in Note 25.1 (g)

**26 Notes presented in the annual financial statements that are not presented in these interim financial statements.**

Pursuant to Circular Letter CVM/SNC/SEP/N°003/2011, “Basic Accounting Pronouncement – Conceptual Structure for the Preparation and Presentation of the Financial Statements”, all information omitted from these interim financial statement disclosures which might affect a users economic decisions are provided in the annual financial statements for December 31, 2010.

The explanatory notes which have not been repeated in these interim financial information are as follows:

Note 04 - Critical accounting estimates and judgments

Note 07 – Financial instruments by category

Note 08 – Credit quality of financial assets

Note 15 – Other accounts receivable

Note 21 – Debentures

Note 22 – Taxes payable

Note 23 – Taxes payable in installments

Note 24 – Other payables

Note 25 – Payables – Codesp

Note 27 – Provision for environmental recovery

Note 32 – Revenue

Note 34 – Employment benefit expenses

Note 35 – Operating income (expenses)

Note 38 – Commitments

Note 39 – Business combination

Note 41 – Statements of cash flows

Note 42 – Insurance coverage

## 27 Stock Option Plan

At the Extraordinary General Meeting, held on April 14, 2011, the shareholders approved the Company's Stock Option Plan. The main purposes of the Plan are:

- Align interests between officers and shareholders;
- Incentivize the creation of sustainable value;
- Attract and retain talents;
- Maintain competitiveness with market practices.

The Company Board of Directors will manage the Plan, with the Human Resources Committee advisory, subject to the Plan guidelines.

The main characteristics of the Plan are as below:

- All the employees are potentially eligible to the Plan. The potential beneficiaries for each stock option grant shall be submitted for assessment and approval of the Board of Directors.
- The Board of Directors will define every year, which employees are considered eligible to the Plan, after consulting with the Human Resources Committee.
- All the shares resulting from the exercise of the options granted in accordance with the Plan will be Preferred Shares.
- The Company may: (i) issue new Preferred Shares, within the limit of its authorized capital; or (ii) use Preferred Shares issued held in Treasury.
- Any Preferred Shares underlying an option granted in accordance with this Plan which, for any reason, is cancelled or extinguished without being exercised, shall be available again for the options. The options exercised must not result in the issuance or attribution of fractions of shares, and the Board of Directors may determine how fractions of shares will be treated.
- In the event of issuance of new shares by the Company following splits, reverse splits or stock bonuses, the Board of Directors may, at its own discretion, replace or adjust as deemed necessary (i) the number of shares that may result from the options exercise pursuant to this Plan; (ii) the number of shares related to previously granted options which were not exercised; and (iii) the exercise price of such options.

## 28 Net income from Discontinued Operations

In February 2011, the Company sold its shares in Ternium. The net financial result from such sale is presented in “Net Result from Continuing Operations” in the income statement. The 2010 balances were reclassified for comparison purposes.

	<u>09/30/2011</u>	<u>09/30/2010</u>
Investment balance	(1,373,675)	
Goodwill	(274,997)	
Goodwill write-off in Net Equity	77,468	
Exchange loss- foreign subsidiaries	(245,017)	
Cash flow hedge - foreign subsidiary	(5,778)	
Revenue from sale of investment	1,619,858	
Tax on sale	77,222	
Equity in the results	<u>                    </u>	<u>140,073</u>
	<u>(124,919)</u>	<u>140,073</u>

## 29 Subsequent Events

### (a) Funding –National Bank for Social and Economic Development – BNDES

On October 28, 2011, the Board of Directors approved the Company’s participation, as Beneficiary in the Financing Agreement with the National Bank for Social and Economic Development (“BNDES”), in the amount of R\$318,500.

### (b) Contract of revolving credit limit – Brazilian Bank for Social and Economic Development – BNDES

On October 28, 2011, the Board of Directors approved the Company’s participation, as Beneficiary in the Financing Agreement through the Opening of Revolving Credit to be executed with the Brazilian Bank for Social and Economic Development (“BNDES”), in the amount of R\$2,018,597.



### **Board of Directors**

Israel Vainboim  
President

Albano Chagas Vieira  
Counselor

Aloísio Macário Ferreira de Souza  
Counselor

Francisco Caprino Neto  
Counselor

Fumihiko Wada  
Counselor

Luiz Aníbal de Lima Fernandes  
Counselor

Rita Rebelo Horta de Assis Fonseca  
Counselor

Rômel Erwin de Souza  
Counselor

Toru Obata  
Counselor

### **Fiscal Council**

Lúcio de Lima Pires  
President

Adalgiso Fragoso de Faria  
Counselor

Heloísa Regina Guimarães de Menezes  
Counselor

Marco Antônio Bersiani  
Counselor

Masato Ninomiya  
Counselor

### **Executive Board**

Wilson Nélio Brumer  
President-Director

Ronald Seckelmann  
Finance Vice-President, Investors Relation  
Officer

Omar Silva Júnior  
Vice-President of Development and  
Competitiveness

Sérgio Leite de Andrade  
Vice-President of Steel

Vanderlei Raffi Schiller  
Human Resources and Organization  
Development Vice-President

Yasuo Takeda  
Vice-President of Special Relations

Antônio Geraldo Vilela de Moraes  
General Manager of Accounting  
TC CRC-MG 57.658

## 1 – Differentiated Corporate Governance Practices – Level 1

In compliance with the Regulation of Differentiated Corporate Governance Practices – Level 1, the shareholding position of the holders of more than 5% of the Company's shares, segregated by type and class, up to the individual level is presented below:

### USINAS SIDERÚRGICAS DE MINAS GERAIS S.A. – USIMINAS - CNPJ 60.894.730/0001-05 SHARES IN UNITS BASE DATE : 09/30/2011

Shareholder	Common Shares		Pref. "A" Shares		Pref. "B" Shares		Total	
	Number	%	Number	%	Number	%	Number	%
Caixa de Previdência dos Funcionários do Banco do Brasil	52,769,590	10.44	5,542,150	1.29	-	-	59,311,740	5.85
Caixa dos Empregados da Usiminas	51,164,642	10.13	-	-	-	-	51,164,642	5.05
Companhia Siderúrgica Nacional	28,764,300	5.69	56,584,800	11.13	-	-	85,349,100	8.42
Nippon Steel Corporation	18,820,356	3.72	307,926	0.06	-	-	19,128,282	1.89
Nippon Usiminas Co., Ltd.	119,969,788	23.74	2,830,832	0.56	-	-	122,800,620	12.11
Usiminas S.A. em Tesouraria	2,526,654	0.5	24,060,356	4.73	-	-	26,587,010	2.62
VBC Energia S.A.	65,606,926	12.98	-	-	-	-	65,606,926	6.47
Votorantim Industrial S.A.	65,606,930	12.99	-	-	-	-	65,606,930	6.47
Other	100,031,498	19.81	419,113,648	82.23	86,194	100	518,230,940	51.12
<b>Total</b>	<b>505,260,684</b>	<b>100</b>	<b>508,439,712</b>	<b>100</b>	<b>86,194</b>	<b>100</b>	<b>1,013,786,190</b>	<b>100</b>

### VBC ENERGIA S.A. – CNPJ 00.095.147/0001-02 SHARES IN UNITS BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Átila Holdings S.A.	2,405,393	44.93	70,530	-	2,475,923	48.48
Camargo Corrêa S.A.	1,056,630	19.73	23,512	-	1,080,142	21.15
Camargo Corrêa Energia S.A.	1,504,095	28.09	47,018	-	1,551,113	30.37
Camargo Corrêa Investimento em Infra-Estrutura S.A.	388,107	7.25	-	-	388,107	7.25
Carlos Pires Oliveira Dias	1	-	-	-	-	-
Luiz Roberto Ortiz Nascimento	1	-	-	-	-	-
Albrecht Curt Reuter-Domenech	1	-	-	-	-	-
Vitor Sarquis Hallack	1	-	-	-	-	-
Francisco Caprino Neto	1	-	-	-	-	-
<b>Total</b>	<b>5,354,230</b>	<b>100.00</b>	<b>141,060</b>	<b>-</b>	<b>5,495,290</b>	<b>100.00</b>

ÁTILA HOLDINGS S.A. – CNPJ 07.305.671/0001-00  
 SHARES IN UNITS – BASE DATE 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Camargo Corrêa S.A.	440,877,607	61.09	-	-	440,877,607	61.09
Construções e Comércio Camargo Corrêa S.A.	380,575,180	38.91	-	-	380,575,180	38.91
<b>Total</b>	<b>821,452,787</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>821,452,787</b>	<b>100.00</b>

CAMARGO CORRÊA S.A. – CNPJ 01.098.905/0001-09  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Participações Morro Vermelho S.A	48,941	99.99	93,099	99.99	142,040	99.99
Carlos Pires Oliveira Dias	1	0.01	1	0.01	2	0.01
Fernando de Arruda Botelho	1	-	-	-	1	-
Luíz Roberto Ortiz Nascimento	1	-	-	-	1	-
Albrecht Curt Reuter-Domenech	1	-	-	-	1	-
Vitor Sarquis Hallack	1	-	-	-	1	-
<b>Total</b>	<b>48,946</b>	<b>100.00</b>	<b>93,100</b>	<b>100.00</b>	<b>142,046</b>	<b>100.00</b>

CONSTRUÇÕES E COMÉRCIO CAMARGO CORREA S.A. – CNPJ 61.522.512/0001-02  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
CAMARGO CORRÊA CONSTRUÇÕES E PARTICIPAÇÕES S.A.	405,222	99.99	87,772	99.99	492,994	99.99
Carlos Pires Oliveira Dias	1	0.01	4	0.01	5	0.01
Fernando de Arruda Botelho	1	-	-	-	1	-
Luiz Roberto Ortiz Nascimento	1	-	-	-	1	-
Pietro F. Giavina-Bianchi	1	-	-	-	1	-
Manoel B.M. Paes de Barros	1	-	-	-	1	-
Albrecht Curt Reuter-Domenech	-	-	1	-	1	-
Vitor Sarquis Hallack	-	-	1	-	1	-
Marcelo Pires Oliveira Dias	-	-	1	-	1	-
Antônio Miguel Marques	-	-	1	-	1	-
<b>Total</b>	<b>405,227</b>	<b>100.00</b>	<b>87,780</b>	<b>100.00</b>	<b>493,007</b>	<b>100.00</b>

CAMARGO CORREA INVEST. EM INFRAESTRUTURA S.A. – CNPJ 02.372.232/0001-04  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
CAMARGO CORRÊA S.A.	685,162,736	99.94	-	-	685,162,736	99.94
Carlos Pires Oliveira Dias	1	0.01	-	-	1	0.01
Fernando de Arruda Botelho	1	0.01	-	-	1	0.01
Luiz Roberto Ortiz Nascimento	1	0.01	-	-	1	0.01
Albrecht Curt Reuter-Domenech	1	0.01	-	-	1	0.01
Vitor Sarquis Hallack	1	0.01	-	-	1	0.01
Francisco Caprino Neto	1	0.01	-	-	1	0.01
<b>Total</b>	<b>685,162,742</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>685,162,742</b>	<b>100.00</b>

CAMARGO CORRÊA CONSTRUÇÕES E PARTICIPAÇÕES S.A. – CNPJ  
 11.196.609/0001-02  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Camargo Corrêa S.A.	2,998,125,577	99.0000			2,998,125,577	99.0000
Antonio Miguel Marques	1	0.2000			1	0.2000
Carlos Pires O. Dias	1	0.2000			1	0.2000
Luiz Roberto O. Nascimento	1	0.2000			1	0.2000
Albrecht Curt Reuter Domenech	1	0.2000			1	0.2000
Vitor Sarquis Hallack	1	0.2000			1	0.2000
<b>Total</b>	<b>2,998,125,582</b>	<b>100.00</b>			<b>2,998,125,582</b>	<b>100.00</b>

PARTICIPAÇÕES MORRO VERMELHO S.A. – CNPJ 43.080.225/0001-08  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
RCABON Empreendimentos e Participações S.A	749,998	33.33			749,998	11.11
RCNON Empreendimentos e Participações S.A	749,998	33.33			749,998	11.11
RCPODON Empreendimentos e Participações S.A	749,998	33.33			749,998	11.11
RCABPN Empreendimentos e Participações S.A			1,498,080	33.29	1,498,080	22.19
RCNPN Empreendimentos e Participações S.A			1,498,080	33.29	1,498,080	22.19
RCPODPN Empreendimentos e Participações S.A			1,498,080	33.29	1,498,080	22.19
RRRPN Empreendimentos e Participações S.A			5,760	0.13	5,760	0.09
Other	6	0.01			6	0.01
<b>Total</b>	<b>2,250,000</b>	<b>100.00</b>	<b>4,500,000</b>	<b>100.00</b>	<b>6,750,000</b>	<b>100.00</b>

RCABON EMPREENDIMENTOS E PARTICIPAÇÕES S.A. –  
 CNPJ nº 09.594.448/0001-55  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Rosana Camargo de Arruda Botelho	749,850	100	40	27	749,890	99.99
Other	-		110	73	110	0.01
<b>Total</b>	<b>749,850</b>	<b>100</b>	<b>150</b>	<b>100</b>	<b>750,000</b>	<b>100</b>

RCABPN EMPREENDIMENTOS E PARTICIPAÇÕES S.A. -  
 CNPJ nº 09.594.459/0001-35  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Rosana Camargo de Arruda Botelho	1,499,890	99.99	-	-	1,499,890	99.99
Other	110	0.01	-	-	110	0.01
<b>Total</b>	<b>1,500,000</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>1,500,000</b>	<b>100</b>

RCNON EMPREENDIMENTOS E PARTICIPAÇÕES S.A. -  
 CNPJ nº 09.594.570/0001-21  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Renata de Camargo Nascimento	749,850	100	40	27	749,890	99.98
Other			110	73	110	0.02
<b>Total</b>	<b>749,850</b>	<b>100</b>	<b>150</b>	<b>100</b>	<b>750,000</b>	<b>100</b>

RCNPN EMPREENDIMENTOS E PARTICIPAÇÕES S.A. -  
 CNPJ nº 09.594.480/0001-30  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Renata de Camargo Nascimento	1,499,890	99.99	-	-	1,499,890	99.99
Other	110	0.01	-	-	110	0.01
<b>Total</b>	<b>1,500,000</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>1,500,000</b>	<b>100</b>

RCPODON EMPREENDIMENTOS E PARTICIPAÇÕES S.A. -  
 CNPJ nº 09.594.541/0001-60  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Regina de Camargo Pires Oliveira Dias	749,850	100			749,850	99.98
Other	-	-	150	100	150	0.02
<b>Total</b>	<b>749,850</b>	<b>100</b>	<b>150</b>	<b>100</b>	<b>750,000</b>	<b>100</b>

RCPODPN EMPREENDIMENTOS E PARTICIPAÇÕES S.A. -  
 CNPJ nº 09.594.468/0001-26  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Regina de Camargo Pires Oliveira Dias	1,499,850	99.99	-	-	1,499,890	99.99
Other	150	0.01	-	-	110	0.01
<b>Total</b>	<b>1,500,000</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>1,500,000</b>	<b>100</b>

RRRPN EMPREENDIMENTOS E PARTICIPAÇÕES S.A. -  
 CNPJ nº 09.608.284/0001-78  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Rosana Camargo de Arruda Botelho	1,980	33.33	-	-	1,980	33.33
Renata de Camargo Nascimento	1,980	33.33	-	-	1,980	33.33
Regina de Camargo Pires Oliveira Dias	1,980	33.34	-	-	1,980	33.34
<b>Total</b>	<b>5,940</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>5,940</b>	<b>100</b>

COMPANHIA SIDERÚRGICA NACIONAL  
 CNPJ nº 33.042.730/0001-04  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Rio Iaco Participações S.A.	58,193,503	3.92	-	-	58,193,503	3.92
Vicunha Siderurgia S.A.	697,719,990	47.05	-	-	697,719,990	47.05
Other	702,056,615	47.34	-	-	702,056,615	47.34
Ações em Tesouraria	25,063,577	1.69	-	-	25,063,577	1.69
<b>Total</b>	<b>1,483,033,685</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>1,483,033,685</b>	<b>100</b>

RIO IACO PARTICIPAÇÕES S.A.  
 CNPJ nº 06.990.482/0001-50  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Rio Purus Participações S.A.	499	99.80	-	-	499	99.80
Other	1	0.20	-	-	1	0.20
<b>Total</b>	<b>500</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>500</b>	<b>100</b>

VICUNHA SIDERURGIA S.A.  
 CNPJ nº 02.871.007/0001-04  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Vicunha Aços S.A.	580,634,272	99.99	468,298,605	100	1,048,932,877	99.99
Other	6	0.01	-	-	6	0.01
<b>Total</b>	<b>580,634,278</b>	<b>100</b>	<b>468,298,605</b>	<b>100</b>	<b>1,048,932,883</b>	<b>100</b>

RIO PURUS PARTICIPAÇÕES S.A.  
 CNPJ nº 60.078.060/0001-59  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Dorothea Steinbruch	702,046,223	99.99	702,046,223	99.99	1,404,092,446	99.99
Other	1,500	0.01	1,500	0.01	3,000	0.01
<b>Total</b>	<b>702,047,723</b>	<b>100</b>	<b>702,047,723</b>	<b>100</b>	<b>1,404,095,446</b>	<b>100</b>

VICUNHA AÇOS S.A.  
 CNPJ nº 04.213.131/0001-08  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
National Steel S.A.	-	-	110,521,137	100	110,521,137	33.04
Vicunha Steel S.A.	223,982,553	99.99	-	-	223,982,553	66.95
Other	9	0.01	-	-	9	0.01
<b>Total</b>	<b>223,982,562</b>	<b>100</b>	<b>110,521,137</b>	<b>100</b>	<b>334,503,699</b>	<b>100</b>

NATIONAL STEEL S.A.  
 CNPJ nº 07.634.811/0001-93  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
CFL Participações S.A.	124	40	-	-	124	40
Rio Purus Participações S.A.	186	60	-	-	186	60
<b>Total</b>	<b>310</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>310</b>	<b>100</b>

VICUNHA STEEL S.A.  
 CNPJ nº 04.169.992/0001-36  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
CFL Participações S.A.	88,994,550	39.99	-	-	88,994,550	39.99
Rio Purus Participações S.A.	133,491,823	60	-	-	133,491,823	60
Other	9	0.01	-	-	9	0.01
<b>Total</b>	<b>222,486,382</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>222,486,382</b>	<b>100</b>

CFL PARTICIPAÇÕES S.A.  
 CNPJ nº 60.078.045/0001-00  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Espólio de Eliezer Steinbruch	982,186,288	99.99	-	-	982,186,288	99.99
Other	3,000	0.01	-	-	3,000	0.01
<b>Total</b>	<b>982,189,288</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>982,189,288</b>	<b>100</b>



NIPPON USIMINAS CO., LTD.  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Nippon Steel Corporation - NSC	268,874	89.35	-	-	268,874	89.35
Japan International Cooperation Agency - JICA	30,092	10.00	-	-	30,092	10.00
Mitsubishi Corporation	1,948	0.65	-	-	1,948	0.65
<b>Total</b>	<b>300,914</b>	<b>100.00</b>	-	-	<b>300,914</b>	<b>100.00</b>

- (1) NSC – Nippon Steel Corporation is a publicly held company, listed on the Tokyo Stock Exchange – Japan. It is the parent company of Nippon Steel Group, whose main business is steel production, in addition to providing the Engineering, Construction, Chemistry, Systems Technology and others, services through different subsidiaries.
  
- (2) JICA - Japan International Cooperation Agency, is a Japanese Government Agency responsible for the implementation of technical cooperation, ODA (Official Development Assistance) Loan and Japan Non Reimbursable Financial Cooperation with developing countries aiming to improve social economic conditions. JICA has offices in almost 100 countries, in addition to the head office in Tokyo and training centers in different regions of Japan.

VOTORANTIM INDUSTRIAL S.A. – CNPJ 03.407.049/0001-51  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
VOTORANTIM PARTICIPAÇÕES S.A.	17,111,093,956	100.00	-	-	17,111,093,956	100.00
<b>Total</b>	<b>17,111,093,956</b>	<b>100.00</b>	-	-	<b>17,111,093,956</b>	<b>100.00</b>

VOTORANTIM PARTICIPAÇÕES S.A. – CNPJ 61.082.582/0001-07  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Hejoassu Administração S.A.	5,380,879,050	100.00	-	-	5,380,879,050	100.00
Carlos Ermírio de Moraes	1	-	-	-	1	-
José Ermírio de Moraes Neto	1	-	-	-	1	-
José Roberto Ermírio de Moraes	1	-	-	-	1	-
Carlos Eduardo Moraes Scripilliti	1	-	-	-	1	-
Cláudio Ermírio de Moraes	1	-	-	-	1	-
Clóvis Ermírio de Moraes Scripilliti	1	-	-	-	1	-
Fabio Ermírio de Moraes	1	-	-	-	1	-
Luís Ermírio de Moraes	1	-	-	-	1	-
<b>Total</b>	<b>5,380,879,058</b>	<b>100.00</b>	-	-	<b>5,380,879,058</b>	<b>100.00</b>

HEJOASSU ADMINISTRAÇÃO S.A. – CNPJ 61.194.148/0001-07  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
JEMF Participações S.A .	400,000	25.00	-	-	400,000	25.00
AEM Participações S.A .	400,000	25.00	-	-	400,000	25.00
ERMAN Participações S.A .	400,000	25.00	-	-	400,000	25.00
MRC Participações S. A .	400,000	25.00	-	-	400,000	25.00
<b>Total</b>	<b>1,600,000</b>	<b>100.00</b>	-	-	<b>1,600,000</b>	<b>100.00</b>

JEMF PARTICIPAÇÕES S.A. – CNPJ 05.062.394/0001-26  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
José Ermírio de Moraes Neto	228,243,033	33.33	-	-	228,243,033	33.33
José Roberto Ermírio de Moraes	228,243,033	33.33	-	-	228,243,033	33.33
Neide Helena de Moraes	228,243,034	33.34	-	-	228,243,034	33.34
AEM Participações S.A .	-	-	300	33.33	300	-
ERMAN Participações S.A .	-	-	300	33.33	300	-
MRC Participações S.A .	-	-	300	33.33	300	-
<b>Total</b>	<b>684,729,100</b>	<b>100.00</b>	<b>900</b>	<b>100.00</b>	<b>684,730,000</b>	<b>100.00</b>

AEM PARTICIPAÇÕES S.A. – CNPJ 05.062.403/0001-89  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Antonio Ermírio de Moraes, lifetime holder of the voting right of total common shares	684,729,100	100.00	-	-	684,729,100	100.00
JEMF Participações S.A .	-	-	300	33.33	300	-
ERMAN Participações S.A .	-	-	300	33.33	300	-
MRC Participações	-	-	300	33.33	300	-
<b>Total</b>	<b>684,729,100</b>	<b>100.00</b>	<b>900</b>	<b>100.00</b>	<b>684,730,000</b>	<b>100.00</b>

ERMAN PARTICIPAÇÕES S.A. – CNPJ 05.062.376/0001-44  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Ermírio Pereira de Moraes, lifetime holder of the voting right of total common shares	684,729,100	100.00	-	-	684,729,100	100.00
JEMF Participações S.A .	-	-	300	33.33	300	-
AEM Participações S.A .	-	-	300	33.33	300	-
MRC Participações	-	-	300	33.33	300	-
<b>Total</b>	<b>684,729,100</b>	<b>100.00</b>	<b>900</b>	<b>100.00</b>	<b>684,730,000</b>	<b>100.00</b>

MRC PARTICIPAÇÕES S.A. – CNPJ 05.062.355/0001-29  
 SHARES IN UNITS  
 BASE DATE : 09/30/2011

Shareholder	Common Shares		Preferred Shares		Total	
	Number	%	Number	%	Number	%
Maria Helena Moraes Scipilliti, lifetime holder of the voting right of total common shares	684,729,100	100.00	-	-	684,729,100	100.00
JEMF Participações S.A .	-	-	300	33.33	300	-
AEM Participações S.A .	-	-	300	33.33	300	-
ERMAN Participações	-	-	300	33.34	300	-
<b>Total</b>	<b>684,729,100</b>	<b>100.00</b>	<b>900</b>	<b>100.00</b>	<b>684,730,000</b>	<b>100.00</b>

In compliance with the Regulation of Differentiated Corporate Governance Practices – Level 1, the table presents the number and characteristics of the marketable securities issued by the Company, owned, directly or indirectly, by the Controlling Shareholder, Officers, Members of the Fiscal Council and of the Board of Directors. In this same table, we show the outstanding shares and their percentage in relation to the total number of shares issued, is provided below:

Position at 09/30/2011

Shareholder	Ordinárias		Preferenciais classe A		Preferenciais classe B		Total	
	Units	%	Units	%	Units	%	Units	%
<b>Controlling Shareholders</b>	<b>329,377,434</b>	<b>65.19</b>	<b>3,138,758</b>	<b>0.62</b>			<b>332,516,192</b>	<b>32.80</b>
<b>Officers</b>								
Board of Directors	4,024		4,006				8,030	
Executive Board	10		1,182				1,192	
<b>Fiscal Council</b>			<b>8,100</b>				<b>8,100</b>	
<b>Treasury Shares</b>	<b>2,526,654</b>	<b>0.50</b>	<b>24,060,356</b>	<b>4.73</b>			<b>26,587,010</b>	<b>2.62</b>
<b>Other Shareholders</b>	<b>173,352,562</b>	<b>34.31</b>	<b>481,227,310</b>	<b>94.65</b>	<b>85,794</b>	<b>100.00</b>	<b>654,665,666</b>	<b>64.58</b>
<b>Total</b>	<b>505,260,684</b>	<b>100.00</b>	<b>508,439,712</b>	<b>100.00</b>	<b>85,794</b>	<b>100.00</b>	<b>1,013,786,190</b>	<b>100.00</b>
<b>Outstanding shares</b>	<b>173,352,562</b>	<b>34.31</b>	<b>481,235,410</b>	<b>94.65</b>	<b>85,794</b>	<b>100.00</b>	<b>654,673,766</b>	<b>64.58</b>

Position at 09/30/2010

Shareholder	Common		Preferred Class A		Preferred Class B		Total	
	Units	%	Units	%	Units	%	Units	%
<b>Controlling Shareholders</b>	<b>329,377,434</b>	<b>65.19</b>	<b>3,138,758</b>	<b>0.62</b>			<b>332,516,192</b>	<b>32.80</b>
<b>Officers</b>								
Board of Directors	4,026		5,232				9,258	
Executive Board	8		1,182				1,190	
<b>Fiscal Council</b>			<b>8,100</b>				<b>8,100</b>	
<b>Treasury Shares</b>	<b>2,526,654</b>	<b>0.50</b>	<b>24,060,356</b>	<b>4.73</b>			<b>26,587,010</b>	<b>2.62</b>
<b>Other Shareholders</b>	<b>173,352,562</b>	<b>34.31</b>	<b>481,225,104</b>	<b>94.65</b>	<b>86,774</b>	<b>100.00</b>	<b>654,664,440</b>	<b>64.58</b>
<b>Total</b>	<b>505,260,684</b>	<b>100.00</b>	<b>508,438,732</b>	<b>100.00</b>	<b>86,774</b>	<b>100.00</b>	<b>1,013,786,190</b>	<b>100.00</b>
<b>Outstanding shares</b>	<b>173,352,562</b>	<b>34.31</b>	<b>481,233,204</b>	<b>94.65</b>	<b>86,774</b>	<b>100.00</b>	<b>654,672,540</b>	<b>64.58</b>