



LISTED COMPANY
CORPORATE TAX CODE (CNPJ) # 33,592,510/0001-54
BOARD OF TRADE REGISTRATION (NIRE) # 33,300,019,766

**THE MINUTES OF THE ORDINARY BOARD OF DIRECTORS MEETING OF VALE
HELD ON JUNE 25, 2009.**

On June 25, 2009, at 10:30 am, Messrs. Sérgio Ricardo Silva Rosa – Chairman, José Ricardo Sasseron, Jorge Luiz Pacheco, Sandro Kohler Marcondes and Eduardo Fernando Jardim Pinto, directors and Messrs. João Moisés de Oliveira, Hidehiro Takahashi, Wanderlei Viçoso Fagundes and Paulo Sérgio Moreira da Fonseca, alternates, met, ordinarily, at the Company's head office, at Avenida Graça Aranha, 26, 19th floor, Rio de Janeiro, having, with the attendance of Messrs. Srs. Antonio José de Figueiredo Ferreira and Aníbal Moreira dos Santos, members of the Fiscal Council, unananimously resolved the following: **“3.2.3 HIRING VALE'S EXTERNAL AUDITOR – 2009/2011 –** The Board of Directors, based on the Fiscal Council's recommendation, resolved to select PricewaterhouseCoopers to render professional services related to the audit of Vale and its subsidiaries' financial statements, either in Brazil and abroad, as well as the certification of Vale's internal controls (SOX §404), for the fiscal years of 2009 up to 2011.” I hereby attest that the deliberations above were excerpted from the Minutes taken from the Registry of the Minutes of the Board of Directors Meetings of the Company.

Rio de Janeiro, June 25, 2009.

Fábio Eduardo de Pieri Spina
Secretary