ARACRUZ CELLULOSE S A Form 6-K January 11, 2008

United States Securities and Exchange Commission Washington, D.C. 20549

## FORM 6-K

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

For the month of January 2008

## **Aracruz Celulose S.A.**

### Aracruz Cellulose S.A.

(Translation of Registrant\( \sigma\) name into English)

Av. Brigadeiro Faria Lima, 2,277 $\square$ 4th floor

São Paulo, SP 01452-000, Brazil

(Address of principal executive office)

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

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

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

(Check One) Yes o No b

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

(Check One) Yes o No b

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

(Check One) Yes o No b

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

## Aracruz Celulose S.A.

Consolidated Financial Statements For the Years ended December 31, 2007, 2006 and 2005 and Report of Independent Registered Public Accounting Firm

#### **Consolidated Financial Statements**

Management s Report on Internal Control Over Financial Reporting

Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting

Report of Independent Registered Public Accounting Firm,

Consolidated Balance Sheet as of December 31, 2006 and 2007.

Consolidated Statements of Operations for the years ended December 31, 2005, 2006 and 2007.

Consolidated Statements of Cash Flows for the years ended December 31, 2005, 2006 and 2007.

Consolidated Statements of Changes in Stockholders Equity for the years ended December 31, 2005, 2006 and 2007.

Notes to the Consolidated Financial Statements for the years ended December 31, 2005, 2006 and 2007.

#### MANAGEMENT S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Aracruz Celulose S.A. and subsidiaries ( the Company ) is responsible for establishing and maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting.

The Company s internal control over financial reporting is a process designed by, or under the supervision of, the Company s Audit Committee, principal executive and principal financial officers, and effected by the Company s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States. The Company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company s assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect material misstatements on a timely basis. Therefore even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company s internal control over financial reporting as of December 31, 2007, based on the criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations COSO of the Treadway Commission. Based on that assessment management has concluded that as of December 31, 2007 the Company s internal control over financial reporting is effective.

Management s assessment of the effectiveness of the Company s internal control over financial reporting as of December 31, 2007 has been audited by Deloitte Touche Tohmatsu Auditores Independentes, the Company s independent registered public accounting firm, which opinion is stated in their report, dated January 10, 2008, included herein.

/s/ Carlos Augusto Lira Aguiar

/s/ Isac Roffé Zagury

Carlos Augusto Lira Aguiar Chief Executive Officer January 10, 2008 Isac Roffé Zagury Chief Financial Officer January 10, 2008

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, ON INTERNAL CONTROL OVER FINANCIAL REPORTING

To the Board of Directors and Stockholders of

#### Aracruz Celulose S.A.

We have audited the internal control over financial reporting of Aracruz Celulose S.A. and subsidiaries (the "Company") as of December 31, 2007, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on the criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2007 of the Company and our report dated January 10, 2008 expressed an unqualified opinion on those consolidated financial statements.

/s/Deloitte Touche Tohmatsu Auditores Independentes

Deloitte Touche Tohmatsu Auditores Independentes Rio de Janeiro, Brazil January 10, 2008

#### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

Aracruz Celulose S.A.

We have audited the accompanying consolidated balance sheets of Aracruz Celulose S.A. and subsidiaries (the Company) as of December 31, 2007 and 2006, and the related consolidated statements of operations, changes in stockholders equity and cash flows for each of the three years in the period ended December 31, 2007. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on the consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2007 and 2006, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company s internal control over financial reporting as of December 31, 2007, based on the criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated January 10, 2008 expressed an unqualified opinion on management s assessment of the effectiveness of the Company s internal control over financial reporting and an unqualified opinion on the effectiveness of the Company s internal control over financial reporting.

/s/Deloitte Touche Tohmatsu Auditores Independentes

Deloitte Touche Tohmatsu Auditores Independentes Rio de Janeiro, Brazil January 10, 2008

#### Aracruz Celulose S.A.

#### **Consolidated Balance Sheets**

**Expressed in thousands of United States dollars** (Except number of shares)

	D	ecember 31,		De
Assets	2006	2007 L	2006	
Current assets		C	urrent liabilities	
Cash and cash equivalents	48,414	53,321	Suppliers	95,574
Short-term investments	531,229	439,940	Payroll and related charges	25,246
Accounts receivable, net	285,795	361,603	Income and other taxes	38,391
Inventories	202,704	225,023	Short-term borrowings	4,677
Deferred income tax	15,375	12,280	Current portion of long-term debt	
Recoverable taxes	109,165	140,390	Related party	65,360
Prepaid expenses and other current assets	8,242	18,843	Other	1,854
			Accrued finance charges	17,896
Total current assets	1,200,924	1,251,400	Accrued dividends - interest payable on stockholders equity	36,545
			Other accruals	1,276

Property, plant and equipment, net	2,151,212	2,518,700	
		Total current liabilities	286,819
Investment in affiliated company	324,736	415,394	
Goodwill	192,035	192,035 Long-term liabilities	
		Long-term debt	
		Related party	232,191
		Other	922,859
		Tax assessments and litigation contingencies	101,772
		Liabilities associated with unrecognized tax benefits	71,727
		Interest and penalties on liabilities associated with	47,996
Other assets		Deferred income tax, net	96,035
Long-term investments	2,669	33,149 Other	33,231
Advances to suppliers	81,485	100,922	
Accounts receivable		24,671 Total long-term liabilities	1,505,811
Deposits for tax assessments	26,778	22,520	
Recoverable taxes	15,093	64,899 Commitments and contingencies (Note 3 and 14)	
Other	996	1,173	
Total other assets	127,021	247,334 Minority interest	875

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## **Aracruz Celulose S.A.**

#### **Consolidated Balance Sheets**

**Expressed in thousands of United States dollars** 

(Except number of shares)				(Con
	December 31,	•		Decen
2006	6 2007	1	2006	
		Stockholders' equity		
		Share capital - no-par-value shares authorized and		
		issued		
		Common stock - 2006 and 2007 - 455,390,699 shares	297,265	
		Preferred stock		
		Class A - 2006 37,962,555 shares 2007		
		27,958,116 shares	31,056	
		Class B - 2006 - 539,200,866 shares; 2007 -		
		549,205,305 shares;	583,440	
		Treasury stock		
		Class B preferred stock 2006 and 2007 -		
		1,483,200 shares;		ľ
		Common stock 2006 and 2007 -		
		483,114 shares	(2,639)	
		Total share capital	909,122	1,
		Appropriated retained earnings	1,419,079	1,
		Unappropriated retained earnings (deficit)	(125,778)	(
		Total stockholders' equity	2,202,423	2,
Total assets 3,995,928	4,624,863	3 Total liabilities and stockholders' equity	3,995,928	4.

## Aracruz Celulose S.A.

#### **Consolidated Statements of Operations**

**Expressed in thousands of United States dollars** 

(Except number of shares and per-share amounts)

Operating revenues	2005	2006	2005
Operating revenues		2000	2007
Domestic	62,019	77,431	137,086
Export	1,469,646	1,845,026	2,007,017
Gross operating revenues	1,531,665	1,922,457	2,144,103
Sales taxes and other deductions	(186,432)	(241,624)	(260,328)
Net operating revenues	1,345,233	1,680,833	1,883,775
Operating costs and expenses			
Cost of sales	783,578	1,037,896	1,190,957
Selling	64,430	74,005	78,832
Administrative	33,820	57,020	58,708
Other, net	16,313	12,514	(38,624)
Total operating costs and expenses	898,141	1,181,435	1,289,873
Operating income	447,092	499,398	593,902
Non-operating (income) expenses, net			
Financial income	(125,439)	(181,733)	(168,037)
Financial expenses	137,276	149,719	100,864
Gain on currency remeasurement, net	(21,386)	(7,641)	(908)
Other, net	(778)	(7)	(61)
Total non-operating (income) expenses, net	(10,327)	(39,662)	(68,142)
Income before income taxes, minority interest			
and equity in results of affiliated companies	457,419	539,060	662,044
Income tax expense			
Current	71,086	30,754	41,343
Deferred	1,142	38,740	155,969
Total income tax expense	72,228	69,494	197,312
Minority interest	(31)	(544)	(10,522)
Equity in results of affiliated companies	(44,062)	(13,705)	(32,141)
Net income	341,098	455,317	422,069

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### Aracruz Celulose S.A.

## **Consolidated Statements of Operations**

**Expressed in thousands of United States dollars** 

(Except number of shares and per-share amounts)

(Continued)

		Year en	ded December 31,
	2005	2006	2007
Basic and diluted earnings per share			
Common stock	0.31	0.42	0.39
Class A preferred stock	0.34	0.46	0.43
Class B preferred stock	0.34	0.46	0.43
Weighted-average number of shares			

vicignicu-average number of shares

outstanding (thousands) - basic and diluted

Common stock	454,908	454,908	454,908
Class A preferred stock	38,022	38,015	36,933
Class B preferred stock	537,739	537,665	538,747

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

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## **Aracruz Celulose S.A.**

#### **Consolidated Statements of Cash Flows**

**Expressed in thousands of United States dollars** 

Emp-costa in violatinas of Cinica States dollars		Year ended December		
	2005	2006	2007	
Cash flows from operating activities				
Net income	341,098	455,317	422,069	
Adjustments to reconcile net income to net cash				
provided by operating activities:				
Depreciation and depletion	211,615	217,842	217,641	
Equity in results of affiliated companies	44,062	13,705	32,141	
Deferred income tax	1,142	38,740	155,969	
Gain on currency remeasurement, net	(21,386)	(7,641)	(908)	
Loss (gain) on sale of equipment	1,005	(46)	1,967	
Decrease (increase) in assets				
Accounts receivable, net	(58,514)	(47,366)	(110,469)	
Inventories, net	(47,653)	(28,831)	(22,319)	
Interest receivable on short-term investments	(45,206)	(6,281)	(33,244)	
Recoverable taxes	(45,170)	(22,093)	(59,549)	
Other	(3,609)	(1,902)	72	
Increase (decrease) in liabilities				
Suppliers	26,825	(614)	13,237	
Payroll and related charges	3,782	4,606	5,941	
Income and other tax assessments				
and litigation contingencies	38,953	5,725	16,194	
Accrued finance charges	(811)	10,697	(9,049)	
Other	(391)	3,010	12,011	
Net cash provided by operating activities	445,742	634,868	641,704	
Cash flows from investing activities				
Short-term investments:				
Applications	(141,736)	(175,913)	(108,398)	
Redemptions	143,750	223,331	298,304	
Proceeds from sale of equipment	724	565	531	
Investments in affiliate	(69,097)	(24,500)	(122,800)	
Additions to property, plant and equipment	(147,884)	(301,009)	(589,677)	
Net cash used in investing activities	(214,243)	(277,526)	(522,040)	

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

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## **Aracruz Celulose S.A.**

## **Consolidated Statements of Cash Flows**

Expressed in thousands of United States dollars	(Continued)
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		Year ended		
	2005	2006	2007	
Cash flows from financing activities				
Short-term debt, net	86,962	(73,649)	12,264	
Long-term debt				
Issuances				
Related parties	60,205	72,776	138,151	
Other	25,000	809,000	285,000	
Repayments				
Related parties	(56,245)	(63,693)	(71,276)	
Other	(209,319)	(834,042)	(251,854)	
Treasury stock acquired	(351)			
Dividends and interest on stockholders´ equity paid	(139,420)	(251,758)	(232,740)	
Net cash used in financing activities	(233,168)	(341,366)	(120,455)	
Effect of changes in exchange rates on cash and cash				
equivalents	(691)	(1,676)	5,698	
Increase (decrease) in cash and cash equivalents	(2,360)	14,300	4,907	
Cash and cash equivalents, beginning of year	36,474	34,114	48,414	
Cash and cash equivalents, end of year	34,114	48,414	53,321	
Supplementary cash flow information				
Interest paid	80,919	76,030	91,304	
Income taxes paid	95,359	41,450	51,500	
Non-cash transaction:				
Capital increase with balances from investment reserves			501,368	
Unpaid accrued dividends and interest on				
stockholders equity	65,947	36,545	45,495	

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

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## **Aracruz Celulose S.A.**

# **Consolidated Statements of Changes in Stockholders Equity**

**Expressed in thousands of United States dollars** 

(except number of shares and per-share amounts)

					Year ended Dec	cember 31,
		2005		2006		2007
	Shares	US\$	Shares	US\$	Shares	US\$
Share Capital						
Common stock						
Balance, January 1	455,390,699	297,265	455,390,699	297,265	455,390,699	297,265
Capital increase						221,120
Balance, December 31	455,390,699	297,265	455,390,699	297,265	455,390,699	518,385
Preferred stock Class A						
Balance, January 1	38,022,178	31,105	38,022,178	31,105	37,962,555	31.056

Capital increase						18,433
Conversion to Class B stock			(59,623)	(49)	(10,004,439)	(8,184)
Balance, December 31	38,022,178	31,105	37,962,555	31,056	27,958,116	41,305
Preferred stock - Class B						
Balance, January 1	539,141,243	583,391	539,141,243	583,391	539,200,866	583,440
Capital increase						261,815
Conversion from Class A stock			59,623	49	10,004,439	8,184
Balance, December 31	539,141,243	583,391	539,200,866	583,440	549,205,305	853,439
Treasury stock						
Balance, January 1 Preferred and common stock	(1,861,114)	(2,288)	(1,966,314)	(2,639)	(1,966,314)	(2,639)
Treasury stock acquired Class B Preferred stock	(105,200)	(351)				
Balance, December 31	(1,966,314)	(2,639)	(1,966,314)	(2,639)	(1,966,314)	(2,639)
Total share capital	1,030,587,806	909,122	1,030,587,806	909,122	1,030,587,806	1,410,490

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## Aracruz Celulose S.A.

# Consolidated Statements of Changes in Stockholders Equity

**Expressed in thousands of United States dollars** (except number of shares and per-share amounts)

(Continued)

Year ended December 31,

		2005		2006		2007
	Shares	US\$	Shares	US\$	Shares	US\$
Balance brought forward - total share capital	1,030,587,806	909,122	1,030,587,806	909,122	1,030,587,806	1,410,490
Appropriated Retained Earnings						
Fiscal-incentive reserve						
Balance, January 1		53,819		69,300		75,870
Transfer from unappropriated retained earnings		15,481		6,570		15,706
Balance, December 31		69,300		75,870		91,576
Investments reserve						
Balance, January 1		482,013		823,434		1,184,905
Transfer to share capital - capital						(501,368)
Dividends cancelled						1,126
Transfer from unappropriated retained earnings		341,421		361,471		438,102
Balance, December 31		823,434		1,184,905		1,122,765
Legal reserve						
Balance, January 1		83,695		120,065		158,304
Transfer from unappropriated retained earnings		36,370		38,239		61,583
Balance, December 31		120,065		158,304		219,887
Total appropriated retained earnings		1,012,799		1,419,079		
Balance carried forward	1,030,587,806	1,921,921	1,030,587,806	2,328,201	1,030,587,806	2,844,718

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## Aracruz Celulose S.A.

## Consolidated Statements of Changes in Stockholders equity

Expressed in thousands of United States dollars

(except number of shares and per-share amounts)

(Contin

				Year ended	Decemb
		2005	2006		
	Shares	US\$	Shares US\$	Shares	
Balance brought forward	1,030,587,806	1,921,921	1,030,587,806 2,328,201	1,030,587,806	2,84
Unappropriated retained earnings					
Balance, January 1		285,287	42,502		(125
Net income		341,098	455,317		42
Cash dividends (per share: 2005 - US\$ 0.06 to Class A preferred stock					
and US\$ 0.05 to both Class B preferred and common stock;					
2006 - US\$ 0.07 to Class A preferred stock and US\$ 0.06 to					
both Class B preferred and common stock; 2007 - US\$ 0.08 to					
both Class A preferred and Class B preferred stock and US\$ 0.08					
to common stock)		(59,484)	(70,969)		(82
Interest on Stockholders' Equity (per share: 2005 - US\$ 0.13 to both					
Class A and B preferred stock and US\$ 0.12 to common stock;					
2006 - US\$ 0.15 to both Class A and B preferred stock and US\$ 0.13					
to common stock)					
2007 - US\$ 0.16 to both Class A and B preferred stock and US\$ 0.14					
to common stock)		(131,127)	(146,348)		(156
Transfer to reserves		(393,272)	(406,280)		(515
Balance, December 31		42,502	(125,778)		(457
Total stockholders equity	1,030,587,806	1,964,423	1,030,587,806 2,202,423	1,030,587,806	2,38
Comprehensive income is comprised as follows:					
Net income		341,098	455,317		42
Total comprehensive income		341,098	455,317		42

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## Aracruz Celulose S.A.

#### **Notes to Consolidated Financial Statements**

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

**Expressed in thousands of United States dollars** (unless otherwise stated)

#### 1. Operations and summary of significant accounting policies

#### 1.1. Operations

Aracruz Celulose S.A. and its subsidiaries (the "Company") produces eucalyptus pulp, which is a high-quality variety of hardwood pulp used by paper manufacturers to produce a wide range of products, including premium tissue, printing and writing papers, liquid packaging board and specialty papers. Eucalyptus pulp s distinguishing characteristics are its softness, opacity, porosity, and suitability for printing. Market pulp is the pulp sold to producers of paper products, as opposed to pulp produced by an integrated paper producer, for use in paper production facilities.

#### 1.2. Summary of significant accounting policies

The consolidated financial statements of Aracruz Celulose S.A. and its subsidiaries (the Company) have been prepared in conformity with accounting principles generally accepted in the United States of America (US GAAP), which require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses during the reporting periods and require the disclosure of contingent assets and liabilities as of the date of the financial statements. The Company's consolidated financial statements therefore include estimates concerning such matters as the selection of useful lives of property, plant and equipment, provisions necessary for asset impairments, contingent liabilities, employee postretirement benefits and other similar evaluations; actual results may vary from estimates.

#### (a) Basis of presentation

The consolidated financial statements have been prepared in accordance with US GAAP, which differ in certain respects from the Brazilian accounting principles applied by the Company in its statutory financial statements prepared in accordance with Brazilian corporate legislation.

The Company has reported its financial statements in U.S. dollars since 1994 when the U.S. Securities and Exchange Commission permitted foreign registrants to report in U.S. dollars rather than in the currency of the country in which they are incorporated. The U.S. Dollar is used as the Company's functional currency as this has been, and remains, in the opinion of the Company s Board of Directors and Management, the currency in which it principally operates as well as being the Company s primary unit of economic measure. The U.S. dollar amounts have been remeasured from Brazilian Reais (R\$) in accordance with the criteria set forth in Statement of Financial Accounting Standards N° 52 - "Foreign Currency Translation" (SFAS 52). Remeasurement gains and losses are recognized in the income statement and non-monetary assets and liabilities (such as inventory and fixed assets) are converted at the historical exchange rate rather than at the end of period exchange rate.

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## Aracruz Celulose S.A.

#### **Notes to Consolidated Financial Statements**

# **Expressed in thousands of United States dollars** (unless otherwise stated)

The impact of the exchange variation of the Brazilian Real in relation to the U.S. dollar on the Company s monetary assets and liabilities denominated in Brazilian Reals in 2007 was a net gain of US\$ 1 million (US\$ 8 million in 2006 and US\$ 21 million in 2005). The exchange rates at December 31, 2007, 2006 and 2005 were, respectively: US\$ 1: R\$ 1.7713, R\$ 2.1380 and R\$ 2.3407.

Stockholders' equity included in the consolidated financial statements presented herein differs from that included in the Company's statutory accounting records as a result of the variations in the U.S. dollar exchange rate, the indexation mandated over the years up to December 31, 1995 for statutory financial statements and adjustments made to reflect the requirements of US GAAP (note 11).

#### (b) Basis of consolidation

The financial statements of all majority-owned subsidiaries, Private Investment Fund, have been consolidated, and all significant intercompany accounts and transactions have been eliminated. Accordingly, the following companies were consolidated: Aracruz Trading S.A., Aracruz Celulose (USA) Inc., Portocel Terminal Especializado de Barra do Riacho S.A., Mucuri Agroflorestal S.A., Riocell Limited, Ara Pulp - Com. de Importação e Exportação, Unipessoal Ltda. and Aracruz Trading International Commercial and Servicing Limited Liability Company ("Aracruz Trading International Ltd."), the Private Investments Funds Pulp and Lyptus and the Arcel Finance Limited (dissolved in

November 27, 2007).

#### (c) Cash and cash equivalents

Cash and cash equivalents represent cash, bank accounts and short-term financial investments with a ready market and original maturities when purchased of 90 days or less, and are stated at cost plus accrued interest, which approximates market value due to the short-term nature of the investments.

#### (d) Concentration of risk

Financial instruments which potentially subject the Company to concentrations of credit and performance risk are cash and cash equivalents, short-term investments and trade accounts receivable. The Company limits its credit and performance risk associated with cash and cash equivalents and short-term investments by placing its investments with highly-rated financial institutions. An allowance for doubtful accounts is established to the extent the Company s trade receivables are estimated not to be fully collectible.

The Company's pulp sales are made substantially to the paper industry; consequently, its performance is dependent upon that industry's worldwide demand for pulp and the related supply, as well as fluctuations in the market price for pulp which can be significant.

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## Aracruz Celulose S.A.

#### **Notes to Consolidated Financial Statements**

**Expressed in thousands of United States dollars** (unless otherwise stated)

#### (e) Inventories

Inventories are stated at the lower of the average cost of purchase or production, and replacement or market values. Cost is determined principally on the average-cost method. Cost is adjusted for slow-moving or obsolete inventories when considered appropriate.

#### (f) Investments in affiliated companies and other investments

The Company uses the equity method of accounting for its long-term investment (Veracel Celulose S.A.) in which it owns 50% of the investee s voting stock and has the ability to exercise significant influence over operating and financial policies of the investee and for its long-term investment in Aracruz Produtos de Madeira S.A. ("APM") in which it owns 33.3% of the investee s voting stock and also has the ability to exercise significant influence over operating and financial policies. The equity method requires periodic adjustments to the investment account to recognize the Company s proportionate share in the investee s results, reduced by receipt of investee dividends and, up to January 1, 2002, amortization of goodwill.

The Company accounts for its investment securities having a quoted market price (other than those accounted for under the equity method) in accordance with SFAS No. 115 Accounting for Certain Investments in Debt and Equity Securities (SFAS 115).

#### (g) Impairment testing of goodwill

The Company annually evaluates the carrying value of goodwill during and between annual evaluations if events occur or circumstances change that would more likely than not reduce the fair value of the reporting unit below its

carrying amount. Such circumstances could include, but are not limited to: (1) a significant adverse change in legal factors or in business climate, (2) unanticipated competition, or (3) an adverse action or assessment by a regulator. When evaluating whether goodwill is impaired, the Company compares the fair value of the reporting unit to which the goodwill is assigned to the reporting unit s carrying amount, including goodwill. The fair value of the reporting unit is estimated using a discounted cash flows approach. If the carrying amount of the reporting unit exceeds its fair value, then the amount of the impairment loss must be measured. The impairment loss would be calculated by comparing the implied fair value of reporting unit goodwill to its carrying amount. In calculating the implied fair value of reporting unit goodwill, the fair value of the reporting unit is allocated to all of the other assets and liabilities of that unit based on their fair values. The excess of the fair value of a reporting unit over the amount assigned to its other assets and liabilities is the implied fair value of goodwill. An impairment loss would be recognized when the carrying amount of goodwill exceeds its implied fair value. The Company s evaluation of goodwill completed during the year resulted in no impairment losses. The Goodwill registered in the Company s financial statements mainly refers to the acquisition of Riocell S.A.

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## Aracruz Celulose S.A.

#### **Notes to Consolidated Financial Statements**

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#### (h) Property, plant and equipment

Timber resources are stated at cost, less accumulated depletion. Forest development and maintenance cost including costs related to site preparation, planting, fertilization, herbicide application and thinning, together with related taxes, are capitalized as timber resources. Depletion is determined on stand by stand basis, excluding from the amount to be depleted the portion of development costs that benefit future harvests; such costs remain capitalized and are included in the future depletion cost of those harvests.

Other property, plant and equipment are recorded at cost, including interest incurred on financing during the construction period of major new facilities. Interest on borrowings are capitalized exclusive of the foreign currency translation effects.

Depreciation is computed on the straight-line basis at rates, which take into consideration the useful lives of the assets, principally an average of 25 years for buildings, 10 years for improvements and installations, and 4 to 25 years for machinery and equipment and other assets.

The costs of logging roads and related facilities included in property, plant and equipment, under the heading Buildings, improvements and installations are depreciated over their useful lives.

Maintenance expenses, including those related to programmed maintenance of the Company s facilities, are charged to the cost of production as incurred.

#### (i) Environmental costs

Expenditures relating to ongoing programs for compliance with environmental regulations are generally expensed but may be capitalized under certain circumstances. Capitalization is considered appropriate when the expenditures relate to the acquisition and installation of pollution control equipment. These ongoing programs are designed to minimize the environmental impact of the Company's pulp-producing activities.

#### (j) Research and development

Expenditures for research and development were US\$ 10.0 million, US\$ 8.6 million and US\$ 6.3 million for the years ended December 31, 2007, 2006 and 2005, respectively. All such costs are expensed as incurred.

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## Aracruz Celulose S.A.

#### **Notes to Consolidated Financial Statements**

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#### (k) Recoverability of long-lived assets

Management reviews long-lived assets to be held and used in the Company s business activities, for the purpose of determining and measuring impairment on a recurring basis or when events or changes in circumstances indicate that the carrying value of an asset or group of assets may not be recoverable. Write-down of the carrying value of assets or groups of assets is made if and when appropriate in accordance with Statement of Financial Accounting Standards N° 144, Accounting for the Impairment or Disposal of Long-Lived Assets, or SFAS 144. SFAS 144 addresses financial accounting and reporting for the impairment or disposal of long-lived assets. In accordance with SFAS 144, the carrying value of long-lived asset is considered impaired when the anticipated undiscounted cash flow from such asset is separately identifiable and is less than its carrying value. In that event, a loss is recognized based on the amount by which the carrying value exceeds the fair value of the assets. Fair value is determined primarily by using a discounted cash flow analysis. During 2007, as a consequence of the devaluation of the US dollar against Brazilian Reais, we have performed the anticipated undiscounted cash flow test and we have concluded that the carrying amount of our assets is still recoverable.

#### (l) Advances to suppliers

Advances to suppliers represent amounts advanced (either in cash, seeds, technical assistance or other assets that will be used to grow eucalyptus plants) to small private producers in the states of Espírito Santo, Bahia, Minas Gerais and Rio Grande do Sul, as part of a program called Programa Produtor Florestal . In exchange, the Company receives wood produced by these small private producers. The allocation between current and non-current asset is calculated based on the estimated timing of future harvest.

#### (m) Employee retirement and post-employment benefits

The cost of the employee retirement benefits is accrued currently. Employee postretirement and post-employment benefits as defined by SFAS 106 - Employers Accounting for Postretirement Benefits other than Pensions and SFAS 112 - Employers Accounting for Post-employment Benefits , respectively, are not significant. The Company is required by law to provide severance benefits to employees terminated without just cause.

#### (n) Compensated absences

The liability for employees' future vacation compensation is accrued as vacation vests during the year.

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#### **Notes to Consolidated Financial Statements**

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#### (o) Revenues and expenses

Revenues arise from annual and long-term sales contracts and from spot sales and are recognized on an accrual basis when the products have been delivered or shipped to the customer and the risk of ownership has passed to the customer. The Company s selling prices are fixed or determinable and collectibility is reasonably assured. Expenses and costs are accrued as incurred.

The Company reflects rebates, discounts and value-added taxes as a reduction of gross operating revenues.

#### (p) Shipping and handling fees

Amounts billed to customers in a sale transaction related to shipping and handling are classified as revenue. The related costs incurred for related to shipping and handling are classified as costs of sale.

#### (q) Accounting for derivatives and hedging activities

The Company accounts for derivative financial instruments pursuant to SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities , as amended. This standard requires that all derivative instruments be recognized in the financial statements and measured at fair value regardless of the purpose or intent for holding them. Changes in the fair value of derivative instruments are recognized periodically in income as the Company accounts for all derivative financial instruments as non-hedge transactions. Gain and losses are classified as financial income and expense in the statements of operations.

#### (r) Income taxes

The Company recognizes deferred income tax assets and liabilities for the expected future tax consequences of temporary differences between the tax bases and financial reporting bases of assets and liabilities, as well as on tax losses carryforward. A valuation allowance is provided to reduce deferred income tax assets when management considers that realization is not more likely than not.

The Company adopted the provisions of FASB Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes, on January 1, 2007. Beginning January 1, 2007, the Company records the financial statement effects of an income tax position when it is more likely than not, based on the technical merits, that it will be sustained upon examination. A tax position that meets the more-likely-than-not recognition threshold is measured and recorded as the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement with a taxing authority. Previously recognized tax positions are derecognized in the

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## Aracruz Celulose S.A.

## **Notes to Consolidated Financial Statements**

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first period in which it is no longer more likely than not that the tax position will be sustained. The benefit associated with previously unrecognized tax positions are generally recognized in the first period in which the more-likely-than-not threshold is met at the reporting date, the tax matter is ultimately settled through negotiation or litigation or when the related statute of limitations for the relevant taxing authority to examine and challenge the tax position has expired. The recognition, derecognition and measurement of tax positions are based on management s best judgment given the facts, circumstance and information available at the reporting date.

Differences between a tax position taken or expected to be taken in the Company s tax returns and the amount of benefit recognized and measured in the financial statements result in unrecognized tax benefits, which are recorded 'in the balance sheet as a either a liability for unrecognized tax benefits or reductions to recorded tax assets, as applicable. The liability for unrecognized tax benefits expected to be realized within one year are classified as current in the balance sheet.

Interest and penalties are accrued with respect to unrecognized tax benefits in accordance with the legislation of the respective taxing jurisdictions.

The adoption of FIN 48 did not have a material impact in the Company s statements of operations and financial position and did not result in a cumulative adjustment to retained earnings at adoption.

#### (s) Basic and diluted earnings per share

Basic and diluted earnings per share are computed by dividing net income by the weighted average number of all classes of shares outstanding during the year, net of treasury stock, after taking into consideration the dividend preferences applicable to the Company's Class A and Class B preferred stocks, assuming that all earnings for the year are fully distributed. There were no dilutive securities outstanding in 2005, 2006 and 2007 (see Note 11).

#### (t) Segment information

SFAS No. 131 Disclosures about Segments of Enterprise and Related Information (SFAS 131) requires that a business enterprise supplementally disclose certain financial information among its various and distinct operating activities. Such information is to be presented from the point of view of how operating and financial decisions are made for each business sector. See presentation of exports by geographic information in note 18.

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#### **Notes to Consolidated Financial Statements**

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#### (u) Guarantees

The Company has disclosed its guarantees to third parties in accordance with FASB Interpretation No. 45 Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (FIN 45) in Note 15. FIN 45 requires certain disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under certain guarantees that it has issued. FIN 45 also requires a guarantor to recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. The initial recognition and measurement requirements of FIN 45 are effective for guarantees issued or modified after December 31, 2002.

#### 2 Recently issued accounting pronouncements

In September 2006, the FASB issued SFAS No. 157 Fair value measurements , which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, this Statement does not require any new fair value measurements.

This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The adoption of such pronouncement will not generate a material impact on the Company's financial position.

In February 2007, the Financial Accounting Standards Board (FASB) issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of SFAS No. 115 (SFAS 159). SFAS 159 permits companies to choose to measure many financial instruments and certain other items at fair value in order to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement shall be effective as of the beginning of each reporting entity s first fiscal year that begins after November 15, 2007. The adoption of such pronouncement will not generate a material impact on the Company s financial position.

In December 2007, the Financial Accounting Standards Board (FASB) issued SFAS No. 141 (revised 2007), Business Combination, which replaces FASB Statement No. 141, Business Combinations. This Statement retains the fundamental requirements in Statement 141 that the acquisition method of accounting (which Statement 141 called the purchase method) be used for all business combinations and for an acquirer to be identified for each business combination. This Statement defines the acquirer as the entity that obtains control of one or more businesses in the business combination and establishes the acquisition date as the date that the acquirer achieves control. Statement 141 did not define the acquirer, although it included guidance on

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#### **Notes to Consolidated Financial Statements**

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identifying the acquirer, as does this Statement. This Statement s scope is broader than that of Statement 141, which applied only to business combinations in which control was obtained by transferring consideration. The result of applying Statement 141 s guidance on recognizing and measuring assets and liabilities in a step acquisition was to measure them at a blend of historical costs and fair values, a practice that provided less relevant, representationally faithful, and comparable information than will result from applying this Statement. In addition, this Statement s requirement to measure the noncontrolling interest in the acquiree at fair value will result in recognizing the goodwill attributable to the noncontrolling interest in addition to that attributable to the acquirer, which improves the completeness of the resulting information and makes it more comparable across entities. By applying the same method of accounting, the acquisition method to all transactions and other events in which one entity obtains control over one or more other businesses, this Statement improves the comparability of the information about business combinations provided in financial reports. This Statement applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. An entity may not apply it before that date. The effective date of this Statement is the same as that of the related FASB

Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements. The Company will apply such pronouncement on a prospective basis for each new business combination.

In December 2007, the Financial Accounting Standards Board (FASB) issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51, which clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. This Statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008 (that is, January 1, 2009, for entities with calendar year-ends). Earlier adoption is prohibited. The effective date of this Statement is the same as that of the related Statement 141(R). This Statement shall be applied prospectively as of the beginning of the fiscal year in which this Statement is initially applied, except for the presentation and disclosure requirements. The presentation and disclosure requirements shall be applied retrospectively for all periods presented. The Company is currently evaluating the impact of such new pronouncement in its consolidated financial statements.

#### 3 Taxes

#### 3.1 Income taxes

Income taxes in Brazil comprise federal income tax and social contribution. The deferred income tax balances at each period are computed at the rates to be in force in the subsequent years and the current tax balances at each period include taxes to be paid currently. The statutorily enacted rates applicable for federal income tax and social contribution were 25% and 9%, respectively, which represented an aggregate rate of 34%, for 2007, 2006 and 2005.

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### Aracruz Celulose S.A.

#### **Notes to Consolidated Financial Statements**

# **Expressed in thousands of United States dollars** (unless otherwise stated)

The amounts reported as income tax expense in the consolidated statements of income are reconciled to the statutory rates as follows:

		Year ended December 31,	
	2005	2006	2007
Income before income taxes, minority interest			
and equity in results of affiliated companies	457,419	539,060	662,044
Federal income tax and social			
contribution at statutory rates	155,522	183,280	225,095
Adjustments to derive effective tax rate:			
Effects of differences in remeasurement			
from reais to U.S. dollars, using			
historical exchange rates and indexing			
for tax purposes:	59,976	35,295	80,546
Fiscal incentive income tax (a)	(8,708)		
Fiscal incentive - Technological innovation			(4,714)
Results in subsidiaries with different tax rates	(90,574)	(101,644)	(36,030)
Interest on stockholders' equity	(46,584)	(50,570)	(57,374)

Other	2,596	3,133	(10,211)
Income tax expense reported in the consolidated			
Statements of income	72,228	69,494	197,312

#### (a) Fiscal incentives

As a result of the Barra do Riacho operations being located within the geographic area of ADENE (Agency for the Development of the Northeast) and since Decree No. 4213, of April 16, 2002, which recognizes the pulp and paper sector as a priority in the development of the region, Aracruz requested and was granted by the Federal Revenue Service in December 2002 the right to benefit from reductions in corporate income tax.

On January 9, 2004, the Company was notified by the Liquidator of the former Superintendência de Desenvolvimento do Nordeste (SUDENE) of its decision to revoke the fiscal benefits previously granted to the Company based on an opinion of the Legal Counsel to the National Integration Ministry on the definition of the geographical area eligible for the recognition of such benefit.

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## Aracruz Celulose S.A.

#### **Notes to Consolidated Financial Statements**

## Expressed in thousands of United States dollars

(unless otherwise stated)

During 2004 and 2005, ADENE issued several acts with the objective of annulling the tax benefit used by the Company. Such acts were always challenged by the Company and no final decision on the merits was issued at this point. Nevertheless, in December 2005 the Company was notified by the Federal Revenue Service (SRF) to pay the amount corresponding to the tax incentive it had recorded, plus interest, in the total amount of US\$ 97 million.

The Company presented its defense in January 2006 but its arguments have not been accepted by Federal Revenue Service. The Company appealed to the Federal Taxpayers Council and is currently awaiting a decision.

The Company's management, based on the advice of external legal counsel, believes that the cancellation of the tax incentive is mistaken and shall not prevail, both with respect to the amounts already recorded and with respect to the remaining period. In respect of the tax incentive recorded until 2004 (US\$66.8 million on December 31, 2004), it is the management's understanding, based on advice of external legal counsel, that tax assessment shall be overruled, since the tax incentive was recorded pursuant to strict legal requirements and acts of SRF and ADENE. The Company's management also believes, based on external legal counsel's opinion, that the cancellation of the tax incentive regarding future years (up to 2012 for Fiberlines A and B and 2013 to Fiberline C) is illegal due to the fact that the incentive was granted upon compliance of predetermined conditions (implantation, expansion and modernization of industrial plants). Therefore, the Company has vested right to use the tax incentive until the date set forth in the Law and in the acts issued by ADENE.

Notwithstanding the confidence in the robustness of its right, the Company, considering the facts occurred during the years 2004 and 2005, which indicate ADENE's and SRF's intention to cancel the tax incentive, decided to be conservative and ceased to recognize the incentive in the calculation of incorme tax payable from 2005 on and until a final Court decision has been granted.

Based on the opinion of its legal advisors, Company s management believes that the ultimate resolution of this matter may be in favor of the Company's arguments, both with respect to the tax incentive recorded up to 2004 and with respect to those to be recorded from 2005 on. Thus, no provisions for loss were booked for the amounts of the benefits already recognized.

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## Aracruz Celulose S.A.

#### **Notes to Consolidated Financial Statements**

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(unless otherwise stated)

The major components of the deferred income tax accounts in the consolidated balance sheets are as follows:

	2006	December 31, 2007
Deferred Tax Asset - Current Assets		
Unrealized profits on intercompany inventory		
transactions	15,375	12,280
Net Deferred Tax Liability Long-Term		
Taxation of foreign exchange variation payable		
on cash basis	71,607	189,224
Difference in basis of accounting for		
Property, plant and equipment	67,963	59,171
Tax loss carryfowards from operations	(11,512)	(13,918)
Deductible temporary differences - other provisions	(32,023)	14,402
Net deferred tax liability long-term	96,035	248,879

Although realization of net deferred tax assets is not assured, management believes that such realization is more likely than not to occur and, therefore, has not recognized any valuation allowances.

#### 3.2 Liabilities associated with unrecognized tax benefits

As discussed in note 1.2 (r), the adoption of FIN 48 did not have a material impact in the Company s statements of operations and financial position and did not result in a cumulative adjustment to retained earnings at adoption.

As a consequence of adoption, on January 1, 2007 the Company did reclassify certain recorded liabilities related to unrecognized tax benefits of US\$ 71,727, previously recorded as part of litigations, contingencies and commitments line in the consolidated balance sheet at December 31, 2006. At December 31, 2007, the Company s recorded liability for unrecognized tax benefits was US\$ 92,449, reflecting increases resulting from current year tax positions and the effects of currency remeasurement. These unrecognized tax benefits primarily refer to tax positions taken by the Company related to the deductibility of social contribution taxes in the determination of federal income taxes on profits generated by export sales and related to the timing of utilization of historical tax loss carryforwards used to offset income tax and social contribution payable. Included in the balance at December 31, 2007 are approximately US\$13 million of tax positions for which there is uncertainty as to the timing of such benefits. As a result of deferred tax

### Aracruz Celulose S.A.

### **Notes to Consolidated Financial Statements**

## ${\bf Expressed\ in\ thousands\ of\ United\ States\ dollars}$

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accounting, the disallowance of a shorter benefit period would not affect the annual effective tax rate but could accelerate the payment of cash to the taxing authority to an earlier period.

The Company or its subsidiaries file income tax returns in Brazil and other foreign federal and state jurisdictions. Generally, the tax years 2002 through 2007 remain open and subject to examination by the relevant tax authorities.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Balance at January 1, 2007	71,727
Additions based on tax positions related to the current year	6,536
Additions for tax positions of prior years	_
Reductions for tax positions of prior years	-
Settlements	_
Effects of translation from Brazilian R\$ into US dollar	14,186
Balance at December 31, 2007	92,449

The Company recognizes interest and penalties accrued on unrecognized tax benefits as a component of interest expense and other non-operating expenses, respectively. The Company has recorded US\$ 69,046 of accrued interest and penalties associated with unrecognized tax benefits at December 31, 2007, recorded as a component of long-term liabilities. As a consequence of adopting FIN 48 and consistent with the Company s classification of interest and penalties, the corresponding interest and penalties of US\$ 47,996 accrued at December 31, 2006 with respect to the previously recorded liabilities associated with unrecognized tax benefits have also been reclassified from the litigations, contingencies and commitments line to the line of interest and penalties on liabilities associated with unrecognized tax benefits, in the long-term liabilities. The Company recognized approximately US\$ 10,192 in accrued interest for the year ended December 31, 2007, respectively US\$ 11,677 for the year ended December 31, 2006, respectively).

#### (i) Social Contribution on profits generated by export sales

On September 10, 2003, the Company obtained a Court Order giving it the right not to pay Social Contribution on profits generated by export sales from January 2002 as well as the right to recognize the amounts of tax credits previously compensated in this regard. Pending final determination, the Company has accrued a provision of US\$ 79.0 million as of December 31, 2007 (US\$ 89.6 million to December 2006).

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## Aracruz Celulose S.A.

#### **Notes to Consolidated Financial Statements**

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#### (ii) Income Tax - Deductibility of Social Contribution on the net profit

On June 29, 2005, the Company received a tax assessment notice relating to the deductibility of social contribution in the calculation basis of income tax for 2000 and 2001. The existing provision was increased by US\$ 1.5 million, resulting in a final provision of US\$ 16.2 million.

In July 2005, the Company reviewed the base of calculation of the income tax for the periods covered in the assessment and decided to partially pay US\$ 10.1 million of the requested amount. The Company challenged the balance of the tax assessment via an administrative appeal and therefore the ability of the authorities to charge the tax debt is currently suspended. The Company has also initiated a judicial proceeding with the purpose of assuring its right to deduct the social contribution in the calculation basis of income tax.

#### (iii) Income tax and social contribution - offsetting of tax losses

On June 29, 2005, the Company received a tax assessment notice relating to the offsetting of tax losses against taxable income of 2000 and 2001. The Company also received a tax assessment notice relating to 2000, regarding tax losses generated during the period in which the Company took advantage of the BEFIEX tax benefit program.

In July 2006 a Court decision did not recognize the Company's right to offset tax losses against taxable income. The Company challenged such decision. Notwithstanding, with the purpose of avoiding penalty charges the Company paid the amount of US\$ 23.1 million

The existing accrual at December 31, 2007 for the period in which the Company took advantage of the BEFIEX tax benefit program is US\$ 37.8 million.

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## Aracruz Celulose S.A.

#### **Notes to Consolidated Financial Statements**

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#### 3.3 Recoverable taxes

	2006	December 31, 2007
Recoverable taxes	2000	2007
Prepaid income tax and social contribution	76,533	91,829
Withholding income tax on financial investments	20,021	20,792
Value-Added Tax Credit - ICMS (*)	145,264	154,854
Valuation allowance on Value-Added Tax Credit	(140,204)	(109,993)
Pis and COFINS contribution on acquisition of goods	21,720	46,721
Other	924	1,086
Total recoverable taxes	124,258	205,289
Current	109,165	140,390
Long-term	15,093	64,899
Total	124,258	205,289

(\*) Since the promulgation of the Federal Law no. 87 on September 13, 1996, the Company has been accumulating ICMS (state sales tax) credits resulting from ICMS paid on purchases, credited to its books and not compensated against ICMS on sales because export sales are exempt from ICMS. The Company has the legal right, not contested by the state authorities, to claim those credits against the state of Espírito Santo, and has been able to recover part of these credits by selling them to third parties, pursuant to the provisions of current legislation. Considering the history of such transactions during the year 2007, when the Company sold approximately US\$ 50 million (R\$ 95 million) in ICMS tax credits and the perspective of successfully closing other sales transactions, the Company believes it will be able to recover part of the ICMS credits recorded in its books against the state of Espírito Santo. Therefore, it has decided to revert on December 31, 2007 approximately US\$ 40,100 of the provision previously accrued, so that the balance of this provision is US\$ 110,000.

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#### **Notes to Consolidated Financial Statements**

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#### 4 Cash and cash equivalents

	D	December 31,	
	2006	2007	
Brazilian reais	816	34,647	
United States dollars	47,103	17,995	
Other European currencies	495	679	
	48,414	53,321	

Cash equivalents denominated in Brazilian Reais and in United States dollars represent principally investments in certificates of deposit placed with major financial institutions and with original maturities of 90 days or less.

#### 5 Short-term investments

Short-term investments represent principally investments included in one private investment fund which is entirely owned by the Company. The investments are represented principally by certificates of deposits and debt securities issued by the Brazilian government with final maturities ranging from January 2008 to April 2011. Those debt securities are classified as available for sale. The securities included in the portfolio of the private investment funds have daily liquidity with interest recognized in the Company s results of operations. The interest is linked to the daily interbank rate. The marked to market adjustments relating to these debt securities were immaterial for all periods presented.

These private investment funds do not have significant financial obligations. Any financial obligations are limited to service fees to the asset management company employed to execute investment transactions, audit fees and other similar expenses. There are no consolidated assets of the Company that are collateral for these obligations and the creditors of the funds do not have recourse against the Company.

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## **Aracruz Celulose S.A.**

**Notes to Consolidated Financial Statements** 

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**Expressed in thousands of United States dollars** (unless otherwise stated)

#### 6 Accounts receivable, net

	December 31,	
	2006	2007
Customers - pulp sales		
Domestic	8,540	18,161
Export	261,608	319,220
Advances to suppliers	2,048	2,919
Other	18,233	25,621
	290,429	365,921
Allowance for doubtful accounts	(4,634)	(4,318)
Total, net	285,795	361,603
Changes in allowance for doubtful accounts are as follows:		
	2006	2007
Balance as of January 1	(4,067)	(4,634)
Provision for doubtful accounts	(592)	(117)
Write-offs	25	433
Balance as of December 31	(4,634)	(4,318)

At December 31, 2007, two customers accounted for 31% and 13%, respectively (at December 31, 2006, two customers accounted for 38% and 11%, respectively), of total customer receivables and no other accounted for more than 10%.

Export receivables are denominated in the following currencies:		
	Decei	nber 31,
	2006	2007