

ARACRUZ CELLULOSE S A
Form 6-K
July 09, 2007

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
July 2007

Aracruz Celulose S.A.

Aracruz Cellulose S.A.

(Translation of Registrant's name into English)

Av. Brigadeiro Faria Lima, 2,277 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 Form 40-F

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

(Check One) Yes No

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

(Check One) Yes No

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

(Check One) Yes No

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

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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To the Directors and Stockholders

Aracruz Celulose S.A.

Aracruz, Espírito Santo, Brazil

1. We have reviewed the accompanying condensed consolidated balance sheet of Aracruz Celulose S.A. and subsidiaries (the Company) as of June 30, 2007 and the related condensed consolidated statements of operations for the three-month and six-month periods ended June 30, 2007 and 2006, changes in stockholders' equity and cash flows for the six-month periods ended June 30, 2007 and 2006, all expressed in United States dollars. These condensed consolidated interim financial statements are the responsibility of the Company's management.

2. We conducted our reviews in accordance with standards of the Public Company Accounting Oversight Board (United States). A review of interim financial statements consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole.

Accordingly, we do not express such an opinion.

3. Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

4. We have previously audited in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of the Company as of December 31, 2006, and the related consolidated statements of operations, changes in shareholders' equity, and cash flows for the year then ended (not presented herein) and, in our report dated January 9, 2007, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2006 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Rio de Janeiro, Brazil, July 5, 2007

/s/Deloitte Touche Tohmatsu Auditores Independentes Deloitte Touche Tohmatsu Auditores Independentes

Aracruz Celulose S.A.

Condensed Consolidated Balance Sheets (Unaudited)

(Expressed in thousands of United States dollars, except number of shares)

	June 30, 2007	December 31, 2006
Assets		
Current assets		
Cash and cash equivalents	97,478	48,414
Short-term investments	399,744	531,229
Accounts receivable, net	309,197	285,795
Inventories, net	213,965	202,704
Deferred income tax	15,070	15,375
Recoverable taxes	120,632	109,165
Prepaid expenses and other current assets	9,550	8,242
	1,165,636	1,200,924
Property, plant and equipment, net	2,294,815	2,151,212
Investment in affiliated companies	398,316	324,736
Goodwill	192,035	192,035
Other assets		
Advances to suppliers	88,820	81,485
Deposits for tax assessments	30,143	26,778
Recoverable taxes	32,584	15,093

Other	4,047	3,665
	155,594	127,021
Total Assets	4,206,396	3,995,928

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Aracruz Celulose S.A.**Condensed Consolidated Balance Sheets (Unaudited)**

(Expressed in thousands of United States dollars, except number of shares)

	June 30, 2007	December 31, 2006
Liabilities and Stockholders' equity		
Current liabilities		
Suppliers	96,654	95,574
Payroll and related charges	23,904	25,246
Income and other taxes	40,118	38,391
Short-term debt - export financing and other		4,677
Current portion of long-term debt		
Related party	71,493	65,360
Other	2,711	1,854
Accrued finance charges	9,227	17,896
Dividends and interest payable on stockholders' equity	41,807	36,545
Other current liabilities	981	1,276
	286,895	286,819
Long-term liabilities		
Long-term debt		
Related party	242,695	232,191
Other	935,520	922,859
Litigation, contingencies and commitments	116,451	101,772
Liabilities associated with unrecognized tax benefits	85,697	71,727
Interest and penalties on liabilities associated with unrecognized tax benefits	58,494	47,996
Deferred income taxes	165,943	96,035
Suppliers	3,260	3,020
Other long-term liabilities	34,185	30,211
	1,642,245	1,505,811
Minority interest	7,771	875
Stockholders' equity		
Share capital - no-par-value shares authorized, issued and outstanding		
Common stock 2007 and 2006 - 455,390,699 shares	518,385	297,265
Preferred stock		
Class A 2007 and 2006 37,962,555 shares	49,489	31,056
Class B - 2007 and 2006 539,200,866 shares	845,255	583,440
Treasury stock		
Class B preferred stock 2007 and 2006 - 1,483,200 shares and		
Common stock 483,114 shares	(2,639)	(2,639)
Total share capital	1,410,490	909,122
Appropriated retained earnings	1,046,992	1,419,079
Unappropriated retained deficit	(187,997)	(125,778)
	2,269,485	2,202,423
Total Liabilities and Stockholders' equity	4,206,396	3,995,928

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

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Aracruz Celulose S.A. Condensed Consolidated Statements of Operations

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

(Unaudited)

Continued

	Three-month period ended June 30		Six-month period ended June 30	
	2007	2006	2007	2006
Operating revenues				
Sales of eucalyptus pulp				
Domestic	32,359	16,842	61,435	33,455
Export	531,818	438,328	958,439	867,336
	564,177	455,170	1,019,874	900,791
Sales taxes and other deductions	69,973	53,154	130,260	109,372
Net operating revenues	494,204	402,016	889,614	791,419
Operating costs and expenses				
Cost of sales	312,988	248,668	553,362	498,351
Selling	21,502	18,908	38,578	37,997
Administrative	15,549	11,259	25,963	20,520
Other, net	(24,012)	5,431	(16,277)	7,401
	326,027	284,266	601,626	564,269
Operating income	168,177	117,750	287,988	227,150
Non-operating (income) expenses				
Financial income	(62,898)	(21,117)	(112,788)	(107,158)
Financial expenses	19,303	36,672	44,904	80,824
(Gain) loss on currency remeasurement, net	(226)	2,067	475	(6,470)
Other	(3)		(3)	(2)
	(43,824)	17,622	(67,412)	(32,806)
Income before income taxes, minority interest and equity in results of affiliated companies	212,001	100,128	355,400	259,956
Income tax expense (benefit)				
Current	12,840	2,277	33,792	37,116
Deferred	54,090	(8,927)	70,229	19,565
	66,930	(6,650)	104,021	56,681
Minority interest	6,434	201	6,896	189
Equity in results of affiliated companies	16,096	649	22,420	18,035
Net income	122,541	105,928	222,063	185,051

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

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Aracruz Celulose S.A.

Condensed Consolidated Statements of Operations(Expressed in thousands of United States dollars, except
number of shares and per-share amounts)

(Unaudited)

Continued

	Three-month period ended June 30		Six-month period ended June 30	
	2007	2006	2007	2006
Basic and diluted earnings per share				
Class A preferred stock	0.124	0.107	0.225	0.187
Class B preferred stock	0.124	0.107	0.225	0.187
Common stock	0.113	0.097	0.204	0.170
Weighted-average number of shares outstanding (thousands)				
Class A preferred stock	37,962	38,018	37,962	38,020
Class B preferred stock	537,718	537,664	537,718	537,660
Common stock	454,908	454,908	454,908	454,908

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

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Aracruz Celulose S.A.**Condensed Consolidated Statements of Cash Flows**

(Expressed in thousands of United States dollars)

(Unaudited)

	2007	Six-month period ended June 30, 2006
Cash flows from operating activities		
Net income	222,063	185,051
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and depletion	104,868	107,756
Equity results of affiliated company	22,420	18,035
Deferred income tax	70,229	19,565
(Gain) loss on currency remeasurement	475	(6,470)
(Gain) loss on sale of equipment	736	(141)
Decrease (increase) in operating assets		
Accounts receivable, net	(27,608)	13,596
Inventories, net	(11,261)	(30,278)
Recoverable taxes	(18,253)	(11,534)
Other	(14,319)	21,162
Increase (decrease) in operating liabilities		
Suppliers	(1,712)	(16,187)
Payroll and related charges	(2,421)	(1,780)
Litigation, contingencies and liabilities associated with unrecognized tax benefits	12,953	34,920
Accrued finance charges	(8,813)	6,610
Other	6,508	16,175

Net cash provided by operating activities	355,865	356,480
Cash flows from investing activities		
Short term investments		
Applications	(1,967)	(99,691)
Redemptions	193,716	172,057
Proceeds from sale of equipment	201	235
Investments in affiliate	(96,000)	
Additions to property, plant and equipment	(249,408)	(117,419)
Net cash provided by (used in) investing activities	(153,458)	(44,818)

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

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Aracruz Celulose S.A.

Condensed Consolidated Statements of Cash Flows

(Expressed in thousands of United States dollars)

(Unaudited)

(Continued)

	2007	Six-month period ended June 30, 2006
Cash flows from financing activities		
Net borrowings (repayments) short-term debt, net	340	(75,278)
Long-term debt		
Borrowings		
Related parties	22,110	
Other	210,000	559,000
Repayments		
Related parties	(33,757)	(31,572)
Other	(201,854)	(479,951)
Dividends and interest on stockholders' equity paid	(150,517)	(180,951)
Net cash used in financing activities	(153,678)	(208,752)
Effect of changes in exchange rates on cash and cash equivalents	335	(1,489)
Increase in cash and cash equivalents	49,064	101,421
Cash and cash equivalents, beginning of the period	48,414	34,114
Cash and cash equivalents, end of the period	97,478	135,535
Supplementary cash flow information		
Interest paid	44,955	35,584
Income taxes paid	32,045	14,700
Non-cash transaction:		
Unpaid accrued dividends and interest on stockholders' equity	41,807	35,570

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

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Aracruz Celulose S.A.**Condensed Consolidated Statement of Changes in Stockholders Equity (Expressed in thousands of United States dollars, except number of shares) (Unaudited)**

	Six-month period ended June 30, 2007		Six-month period ended June 30, 2006	
	Shares	US\$	Shares	US\$
Share capital				
Common stock				
Balance, January 1	455,390,699	297,265	455,390,699	297,265
Capital increase		221,120		
Balance, June 30	455,390,699	518,385	455,390,699	297,265
Preferred stock - Class A				
Balance, January 1	37,962,555	31,056	38,022,178	31,105
Capital increase		18,433		
Conversion to Class B stock			(8,945)	(7)
Balance, June 30	37,962,555	49,489	38,013,233	31,098
Preferred stock - Class B				
Balance, January 1	539,200,866	583,440	539,141,243	583,391
Capital increase		261,815		
Conversion from Class A stock			8,945	7
Balance, June 30	539,200,866	845,255	539,150,188	583,398
Treasury stock				
Balance, January 1 and June 30	(1,966,314)	(2,639)	(1,966,314)	(2,639)
Balance carried forward	1,030,587,806	1,410,490	1,030,587,806	909,122

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

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Aracruz Celulose S.A.**Condensed Consolidated Statements of Changes in Stockholders Equity**

(Expressed in thousands of United States dollars, except number of shares)

(Unaudited)

Continued

	Six-month period ended June 30, 2007		Six-month period ended June 30, 2006	
	Shares	US\$	Shares	US\$
Balance brought forward	<u>1,030,587,806</u>	1,410,490	1,030,587,806	909,122
Appropriated retained earnings				
Investments reserve				
Balance, January 1		1,184,905		823,434
Transfer to share capital - capital increase		(501,368)		
Transfer from unappropriated retained earnings		103,532		67,113

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Balance, June 30	787,069	890,547		
Fiscal-incentive reserve				
Balance, January 1	75,870	69,300		
Transfer from unappropriated retained earnings	8,342	5,648		
Balance, June 30	84,212	74,948		
Legal reserve				
Balance, January 1	158,304	120,065		
Transfer from unappropriated retained earnings	17,407	9,786		
Balance, June 30	175,711	129,851		
Total balance, June 30	2,457,482	1,095,346		
Unappropriated retained earnings				
Balance, January 1	(125,778)	42,502		
Net income	222,063	185,051		
Dividends and interest on stockholders equity	(155,001)	(145,293)		
Transfer to appropriated retained earnings	(129,281)	(82,547)		
Balance, June 30	(187,997)	(287)		
Total stockholders equity	1,030,587,806	2,269,485	1,030,587,806	2,004,181

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

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Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

1 Basis of presentation and summary of significant accounting policies

The unaudited condensed consolidated interim financial statements of Aracruz Celulose S.A. and subsidiaries (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, these interim financial statements include all adjustments, consisting only of normal recurring adjustments that are necessary for a fair presentation of the consolidated financial position, results of operations and cash flows for the interim periods presented. Operating results for the first six months are not necessarily indicative of the results to be expected for the entire year.

The interim financial statements have been prepared in accordance with US GAAP, which differ in certain respects from the statutory financial statements prepared in accordance with accounting practices adopted in Brazil.

Except as disclosed in the notes hereto, the interim financial statements are based upon accounting policies and methods consistent with those used and described in the Company's audited consolidated financial statements and notes thereto as of and for the year ended December 31, 2006. The consolidated balance sheet at December 31, 2006 has been derived from the Company's audited financial statements at that date. These interim financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2006 included in the Company's 2006 Annual Report on Form 20-F filed with the Securities and Exchange Commission (SEC).

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Effective January 1, 2007, the Company adopted the provisions of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes.

Certain reclassifications have been made to the prior period condensed consolidated financial statements to conform to the current period presentation (Note 10).

In preparing the condensed consolidated interim financial statements, the use of estimates is required to account for certain assets, liabilities and other transactions. The Company's condensed consolidated interim financial statements therefore include various estimates concerning the selection of useful lives of property, plant and equipment, carrying values of goodwill, provisions necessary for losses on accounts receivable and for contingent liabilities and other similar evaluations. Actual results may vary from estimates.

The Company has reported its financial statements in U.S. dollars since 1994 when the SEC permitted foreign registrants to report in U.S. dollars rather than in the currency of the country in which they are incorporated.

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Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

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). 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. Translation gains and losses are recognized in the income statement, rather than in shareholders' equity; 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.

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 Company continues to evaluate the impact of this statement on its consolidated financial statements but believes that such pronouncement will not generate a material impact on the Company's consolidated results of operations or 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 FASB 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. SFAS 159 is effective for the Company's fiscal year ending January 31, 2009. The Company is currently assessing the impact of this statement on its consolidated financial statements.

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Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

(Unaudited)

3 Taxes

3.1 Income Taxes

Income taxes in Brazil comprise federal income tax and social contribution (which is an additional federal income tax). The deferred 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 statutory enacted rates applicable for federal income tax and social contribution were 25% and 9%, respectively, which represented a composite statutory rate of 34%, for both 2007 and 2006.

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

	Three-month period		Six-month period	
	ended June 30		ended June 30,	
	2007	2006	2007	2006
Income before income taxes, minority interest and equity in results of affiliated companies	212,001	100,128	355,400	259,956
Federal income tax and social contribution at statutory rates	72,080	34,043	120,836	88,385
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:	24,467	1,332	38,344	27,277
Effects of reduced tax rates on non-Brazilian subsidiaries	(7,735)	(33,103)	(21,619)	(35,170)
Fiscal incentive - Technological innovation	(3,359)		(3,359)	
Deduction of interest on stockholders' equity	(14,308)	(11,677)	(25,418)	(25,606)
Other	(4,215)	2,755	(4,763)	1,795
Income tax expense (benefit) reported in the consolidated statements of income	66,930	(6,650)	104,021	56,681

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Aracruz Celulose S.A.**Notes to Condensed Consolidated Interim Financial Statements**

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

The major components of the deferred tax accounts in the balance sheet are as follows:

	June, 30	December, 31
	2007	2006
Deferred Tax Asset - Current Assets		
Unrealized profits on intercompany inventory transactions	15,070	15,375
Net Deferred Tax Liability - Long-Term		
Taxation of foreign exchange variation payable on cash basis	130,114	71,607
Difference in basis of accounting for Property, plant and equipment	66,299	67,963
Tax loss carryforwards from operations	(12,789)	(11,512)

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Deductible temporary differences - other provisions	(17,681)	(32,023)
Net deferred tax liability long-term	165,943	96,035

Although realization of 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 Fiscal incentive - ADENE

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. 4,213, 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.

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

Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

(Unaudited)

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 the 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 management's understanding, based on the advice of external legal counsel, that the tax assessment shall be overruled, since the tax incentive was recorded pursuant to strict legal requirements and acts of the SRF and ADENE. The Company's management also believes, based on external legal counsel's opinion, that the cancellation of the tax incentive (scheduled to last up to 2012 for Fiberlines A and B and 2013 for Fiberline C) is illegal due to the fact that the incentive was granted upon compliance of predetermined conditions (implementation, expansion and modernization of industrial plants). Therefore, the Company has a vested right to use the tax incentive until the date set forth in the Law and in the acts issued by ADENE.

Notwithstanding its confidence in the robustness of its rights, 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 income tax payable from 2005 on and until a final Court decision has been granted.

Based on the opinion of its legal advisors, the Company's management believes that the ultimate resolution of this matter will 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.

Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

3.3 Recoverable taxes

	June, 30	December, 31
	2007	2006
Recoverable taxes		
Prepaid income tax and social contribution	97,798	76,533
Withholding income tax on financial investments	6,569	20,021
Value-Added Tax Credit - ICMS (*)	169,011	145,264
Valuation allowance on Value-Added Tax Credit	(137,270)	(140,204)
PIS and COFINS contribution on acquisition of goods	16,085	21,720
Other	1,023	924
Total recoverable taxes	153,216	124,258
Current	120,632	109,165
Long-term	32,584	15,093
Total	153,216	124,258

(*) 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. However, the Company cannot determine whether negotiations with the State authorities will result in the utilization of the credits in the foreseeable future. Consequently, the Company has been constituting a valuation allowance of 100% of the total credits outstanding related to the Barra do Riacho Plant.

The amount of US\$ 31,741, not covered by the valuation allowance includes ICMS credits in the amount of US\$ 26,595 ceded to third parties, as duly authorized by tax authorities, for recovery over 60 months. The remainder consists of ICMS credits of the Guaiba Plant that the Company usually recovers in the course of its operations.

Aracruz Celulose S.A.**Notes to Condensed Consolidated Interim Financial Statements**

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

4 Accounts receivable, net

	June, 30	December, 31
	2007	2006
Customers - pulp sales		
Domestic	11,436	8,540
Export	275,840	261,608
Advances to suppliers	2,532	2,048
Other	24,086	18,233
	313,894	290,429
Allowance for doubtful accounts	(4,697)	(4,634)
Total, net	309,197	285,795
At June 30, 2007, there were two customers, one of whom accounted for 32% and the other		

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10% of total customer receivables (December 31, 2006 38% and 11%, respectively). No other customer accounted for more than 10% of total customer receivables.

5 Inventories

	June, 30 2007	December, 31 2006
Finished products	139,496	130,192
Raw materials	27,227	27,027
Spare parts and maintenance supplies	47,242	45,485
	213,965	202,704

6 Investment in affiliated companies

During the first semester of 2007 the Company increased its share capital invested in Veracel Celulose S.A. in the amount of US\$ 96,000. Such capital increase did not affect the Company's interest in Veracel as the other shareholder proportionally increased its share capital investment.

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Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

(Unaudited)

7 Short-term borrowings and long-term debt

(a) Short-term borrowings - export financing and other

At June 30, 2007, there is no outstanding short-term debt.

(b) Long-term debt

	June 30, 2007	December 31, 2006
Denominated in Brazilian currency:		
BNDES term loans with varying interest rates; principally the "Long-term interest Rate" (TJLP) plus 1.8 to 4.5% p.a. (2006 - 1.8% to 4.5% p.a.) due 2007	276,809	258,193
Credit Export Note 100% CDI p.a., due 2008 to 2013	54,231	48,859
BNDES term loans 7.78% to 9.38% p.a. (2006 8.05% to 9.35% p.a.), due 2007 to 2016 and indexed to BNDES basket of currencies	37,379	39,358
	368,419	346,410
Denominated in US Dollars:		
Import financing (2007 5.55% to 6.20% p.a.)		1,854
Pre-export financing 5.67% to 6.20% p.a. (2006 - 5.75% to 6.48% p.a.) due 2010 to 2014	884,000	874,000

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	884,000	875,854
Total	1,252,419	1,222,264
Less current maturities	(74,204)	(67,214)
Total long-term debt	1,178,215	1,155,050

The long-term portion of the Company's debt at June 30, 2007 becomes due in the following years:

2008		37,842
2009		47,476
2010		15,139
2011		15,789
2012 and thereafter		1,061,969
Total		1,178,215

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Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

(Unaudited)

8 Stockholders equity

At June 30, 2007, the Company's principal common stockholders and their common stock ownership interests, either direct or indirect are as follows: Arapar S.A. (an affiliate Group Lorentzen), Arainvest Participações S.A. (an affiliate of Banco Safra S.A.), and Newark Financial Inc (an affiliate of Votorantim Celulose e Papel (VCP)) with 28% each; Banco Nacional de Desenvolvimento Econômico e Social - BNDES with 12.5%.

At June 30, 2007, Arainvest, Treasure Hold Investments Corp (an affiliate of Banco Safra S.A) and the Banco Nacional de Desenvolvimento Econômico e Social - BNDES also owned preferred stocks which in total amounted to 14.9% and 7.7%, respectively, of the total preferred stocks.

Brazilian law permits the payment of cash dividends only from retained earnings and certain reserves registered in the Company's statutory accounting records. At June 30, 2007, after considering appropriated retained earnings which may be transferred to unappropriated retained earnings, the earnings and reserves available for distribution as dividends, upon approval by the Company's stockholders, amounted to the equivalent of US\$ 1,013 million.

Appropriated retained earnings is composed of the following reserves:

- a) Fiscal-incentive reserve - Consists of the appropriations from retained earnings equivalent to the cumulative amounts by which income tax rates have been reduced each year as a result of the Barra do Riacho operations of the Company being located in a development area (see note 3.2). The fiscal-incentive reserve may be used to increase capital and absorb losses, but is not available as cash dividends.

- b) Investment reserve - the investments reserve represents discretionary appropriations, ratified by the stockholders, for plant expansion and other capital projects. The amount of the reserve is based on an approved capital budget presented by management. After completion of the projects, the Company retains the appropriations until the stockholders vote to transfer all or a portion of the reserve to capital or to retained earnings, from which a cash dividend may then be paid.

- c) Legal reserve - legal reserve results from appropriations from retained earnings of 5% of annual net income recorded in the statutory accounting records. Such appropriations are required until the balance reaches 20% of the balance of capital stock, based on the statutory accounting records. The legal reserve may be used to increase capital and to absorb losses, but is not available for distribution as cash

dividends.

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Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

(Unaudited)

The Annual Shareholders' Meeting held on April 24, 2007 approved Management's proposal to increase capital, without issuing new shares, using part of the income reserves, in the amount of R\$ 1,017 million (equivalent to US\$ 501 million), according to Articles 169, first paragraph, and 199 of the Corporate Law (Law 6.404/76, as amended).

Dividends and interest on stockholders' equity

The Company's by-laws guarantee a minimum annual dividend equal to 25% of the adjusted net income for the year, as required by the Brazilian Corporate Law. In accordance with the Company's by-laws and the Brazilian Corporate Law, adjusted net income is represented by the net income for the year less appropriation of the above mentioned legal reserve.

Brazilian law permits the payment of cash dividends only from retained earnings. Since January 1, 1996, Brazilian corporations are allowed to attribute interest on stockholders' equity. The calculation is based on the stockholders' equity amounts as reported in the statutory accounting records. The interest rate applied may not exceed the long-term interest rate (TJLP) determined by the Brazilian Central Bank. Also, such interest may not exceed the greater of 50% of net income for the year or 50% of retained earnings plus reserves out of which dividends may be paid (as discussed above in this note), determined in each case on the basis of the statutory financial statements. The amount of interest attributed to stockholders is considered a deductible charge of the Company for corporate income tax purposes.

The Company paid US\$ 252 million of dividends and interest on stockholders' equity during the year ended December 31, 2006. In the first semester of 2007, the Company paid US\$ 150 million of dividends and interest on stockholders' equity (of which US\$ 117 million related to 2006 results and US\$ 33 million related to the first quarter of 2007), and accrued US\$ 40 million of interest on stockholders' equity to be paid during July 2007.

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Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

(Unaudited)

Basic and diluted earnings per share

Basic and diluted earnings per share ("EPS") as of June 30, 2007 and December 31, 2006, as presented in the Company's statements of operations, have been calculated on the following basis taking into consideration the Dividend Allocation between Class A and Class B preferred stock and common stock as discussed in the following summary of significant rights, terms, privileges and conversion features of the Company's stock:

	Common Stock	Class A Stock	Class B Stock
Voting Rights	Yes	No, except in the event that dividends are not paid for 3 consecutive years. Voting rights will then be granted until the dividends in arrears for those 3 years are paid.	No, except in the event that dividends are not paid for 3 consecutive years. Voting rights will then be granted until the dividends in arrears

			for those 3 years are paid.
Privileges	None	Priority in the return of capital in the liquidation of the Company;	Priority in the return of capital in the liquidation of the Company;
		Right to receive cash dividends in an amount 10% higher than dividends attributable to each common stock.	Right to receive cash dividends in an amount 10% higher than dividends attributable to each common stock.
		Priority in the distribution of a minimum annual cash dividend equivalent to 6% of the capital attributable to it.	
Conversion Features	None	Can be converted into Class B Stock at any time, at the option and cost of the stockholder. Conversion rate 1:1.	Cannot be converted into Class A Stock nor to Common Stocks at any time.

Earnings, if any, in excess of the Class A preferred share minimum dividend will be distributed as dividends to Class B preferred stock and common stock, up to the equivalent on a per-share basis of those paid to Class A preferred stock. Any earnings remaining for distribution thereafter are shared ratably among Class A preferred, Class B preferred and common shares.

Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

The earnings per share calculations:

	Six			
	-month period ended June 30, 2007			
	Class A	Preferred stock Class B	Common Stock	Total
Dividends and interest on stockholders equity	2,790	39,515	30,390	72,295
Undistributed earnings	5,732	81,192	62,444	149,368
Net income for the period	8,522	120,707	92,834	222,063
Weighted average number of shares	37,962	537,718	454,908	
Basic and diluted earnings per share	0.22	0.22	0.20	

	Six			
	-month period ended June 30, 2006			
	Class A	Preferred stock Class B	Common Stock	Total
Dividends and interest on stockholders equity	5,584	78,969	60,740	145,293
Undistributed earnings	1,528	21,609	16,621	39,758
Net income for the period	7,112	100,578	77,361	185,051
Weighted average number of shares	38,020	537,660	454,908	
Basic and diluted earnings per share	0.19	0.19	0.17	

There were no dilutive securities outstanding in 2007 and 2006.

9 Litigations, contingencies and commitments

	June 30, 2007	December 31, 2006
Labor - (i)	16,859	14,102

Tax:

PIS and COFINS obligations - (ii)	84,705	74,329
Other	14,887	13,341
	116,451	101,772

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Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

(a) Litigations and contingencies

(i) Labor proceedings

At June 30, 2007, the Company had a total provision recorded for labor proceedings of US\$

16.8 million (US\$ 14.1 million on December 31 2006) and a corresponding deposit in an escrow account of US\$ 6.6 million (US\$ 5.8 million on December 31, 2006).

Labor proceedings consist principally of those related to the effect of variation in the inflation indexes (economic plans) on the 40% penalty applicable to the Mandatory Fund for Unemployment Benefit (FGTS), and also of additional amounts allegedly owed to certain employees that perform hazardous activities.

(ii) PIS and COFINS contributions

At June 30, 2007, the provision for contingencies included US\$ 84.7 million (US\$ 74.3 at December 31, 2006) related to PIS and COFINS on exchange gains on U.S. dollar denominated debt resulting from the appreciation of the Real against the U.S. dollar that occurred following the significant devaluation in early 1999 until September 2003.

The Company is taking action in court against certain changes in the rates and rules for the calculation of the PIS (Social Integration Program) and COFINS (Social Fund) contributions determined by Law 9.718/98, the basis of calculation of which includes financial income and exchange and monetary variations. In November 2001 the Company was granted a favorable judgment.

After analyzing certain legal decisions on similar legal actions of other companies and their implications for Aracruz's case, the Company decided to cancel, on August 29, 2003, part of the legal action, regarding the rate increase and the basis of calculation modifications (except for foreign exchange variation), and decided to pay the accrued amount in installments according to a special tax collection called PAES program, enacted by Law 10.684/2003. Notwithstanding, due to a judgment issued by the Brazilian Supreme Court in July 2006 which considered the modification in the rules for the calculation of PIS and COFINS to be unconstitutional, the Company requested and was granted a provisional remedy allowing it not to pay the PAES installments related to such modification.

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Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

(Unaudited)

(iii) Social charges proceedings

In March 1997, the Company received notification from the INSS (the Brazilian Social Security System) relating basically to the value of housing allowances paid to certain employees over a period of several years. INSS considered that the reduced amount of housing allowances to the employees represented a fringe benefit and, consequently, the corresponding social charge was underpaid. The Company has been contesting this notification in the amount of US\$ 7.5 million in Court aiming to its annulment. As at June 30, 2007, the Company has placed approximately US\$ 11.7 million in an escrow account to cover this claim. The Brazilian Superior Court of Justice granted a decision in favor of the Company on examination of the first judicial claim related to the matter. Based on the opinion of its legal advisors, Company's management does not believe that the ultimate resolution of this matter will have a material adverse impact on the Company, and accordingly, no provision has been recognized.

(iv) Value-Added Tax Credit

In October 2006, the Company received tax assessments, issued by the government of the State of Espírito Santo, in the total amount of US\$ 35.5 million, related to the alleged non compliance of formal obligations and supposedly inappropriate ICMS credits from fixed assets and other goods acquired for utilization in the process of pulp production. The company has paid a minor part of that value and has been contesting another 17 notifications, in the amount of US\$ 35.3 million. Based on the opinion of its legal advisors, who evaluate the chances of success in court are between possible and probable, no provision has been recognized.

(vi) Environmental Regulations

The Company's forestry and manufacturing operations are subject to both Federal and State government environmental regulations. The Company's management believes that it is in compliance, in all material respects, with all applicable environmental regulations.

(vii) Other

Based on an analysis of the disputes involved and on consultation with its legal counsel, the Company has recorded additional provisions in the amount of US\$ 14.9 million relating to several other legal disputes and has also made deposits in the amount of US\$ 11.8 million in escrow accounts as of June 30, 2007.

Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

(Unaudited)

(b) Commitments

(i) Indian Communities - Terms of settlement

In the first semester of 1998, the Indian communities and the Company entered into Terms of Settlement in which both parties recognized the legitimacy of the Ministry of Justice Edicts 193, 194 and 195, dated March 6, 1998, that determined the enlargement of the Indian reservation by 2,571 hectares of land belonging to the Company. The Company committed itself to a financial aid program to be implemented through social, agricultural, educational, shelter and health projects, up to an amount of approximately R\$ 13.5 million (equivalent to US\$ 7.0 million at June 30, 2007), monetarily restated by one of the official inflation indexes, to be disbursed within a twenty-year period, conditioned to the accomplishment of certain obligations by the Indian communities.

Despite the fact that the Terms of Settlement were in force, in 2005 members of the Indian communities invaded some forestry areas and the industrial premises of the Company. Although the Company had obtained provisional measures to be reintegrated in the possession of the invaded areas, as of the end of the first quarter of 2007, these invaders still occupy approximately 11,000 hectares of land to which the Company is legally entitled. Since the invasion represented the breach of the Terms of Settlement by the Indian communities, the Company - after having notified the communities themselves, the National Indian Foundation - FUNAI and the Federal Public Prosecutor (Ministério Público Federal) in 2005 suspended all its commitments towards the Indian communities under the Terms of Settlement. During the period in which the Terms of Settlement were being complied with, the Company had donated to the Indian Associations the amount of approximately R\$ 9.6 million, equivalent to US\$ 4.7 million.

On February 17, 2006 FUNAI published Dispatches No. 11 and 12 in the Official Federal Gazette, approving the conclusion of the working group set up by FUNAI Edict No. 1.299/05, which recommends the extension of Indian reserves by approximately 11,000

hectares, comprised almost entirely of lands whose title and possession belong to Aracruz. These areas were identified by the working group as being land traditionally occupied by Indians. Confident in the robustness of its rights, the Company presented its challenge of those Dispatches on June 19, 2006. In early 2007 the Ministry of Justice, who shall ultimately decide the matter, returned the administrative procedure to FUNAI, determining that it widen the studies "with a view towards preparing an appropriate recommendation that assuages the interest of both parties".

Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

(ii) Take-or-Pay contract

In connection with the sale of its electrochemical plant to Canexus Química Brasil Ltda (Canexus) in 1999, the Company and Canexus entered into a long-term contract for chemical products supply, amended in 2002 to include additional volumes. According to the "take-or-pay" clause, the company is committed to acquire from Canexus a volume of chemical products conservatively projected. Volumes purchased by the Company in addition to the minimum agreed (take-or-pay) for a given year may be compensated with lower volumes acquired in subsequent years. For the take-or-pay quantities, the Company will pay in accordance with the terms of the contract. There are remaining take-or-pay committed volumes until 2008, regarding the 2002 contractual amendment.

(iii) Wood supply

The Company signed a contract with Suzano Papel e Celulose S.A. with a view to a loan of 1,700 thousand m³ of eucalyptus wood, which were received through September of 2005. The remaining balance as of June 30, 2007 is 1,500 thousand m³ of eucalyptus wood and, based on its present forest formation costs, the Company has booked the amount of US\$ 8,254 under liabilities. The contract calls for return of an equivalent volume on similar operating conditions between 2007 and 2009.

10 Liabilities associated with unrecognized tax benefits

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 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.

Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

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 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.

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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 June 30, 2007, the Company's recorded liability for unrecognized tax benefits was US\$85,697, 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 June 30, 2007 are approximately US\$11 million of tax positions for which there is uncertainty as to the timing of such benefits. As a result of deferred tax 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 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\$58,494 of accrued interest and penalties associated with unrecognized tax benefits at June 30, 2007, recorded as a component of other 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 litigations, contingencies and commitments line to interest and penalties on liabilities associated with unrecognized tax benefits line, in the long-term liabilities. The Company recognized approximately US\$3,634 and US\$4,956 in accrued interest for the three and six months ended June 30, 2007, respectively (US\$2,727 and US\$6,285 for the three and six months ended June 30, 2006, respectively).

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Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

The Company or its subsidiaries file income tax returns in Brazil and other foreign federal and state jurisdictions. Generally, the tax years 2002 through 2006 remain open and subject to examination by the relevant tax authorities.

11 Derivative instruments and risk management activities

The Company's foreign currency risk management strategy may use derivative instruments to protect against foreign exchange rate volatility

During the three-month and six month periods ended June 30, 2007 the Company has recognized, as financial income, gains of US\$ 35.2 million and US\$55.0 million, respectively (for the three-month and six month-month periods ended June 30, 2006 - US\$ 2.7 million and US\$ 64.8 million, respectively) on foreign currency derivative instruments registered in BM&F - Brazilian Mercantile & Futures Exchange.

It also has recognized, as financial income, gains of US\$ 4.3 million and US\$17.5 million on interest rate derivative instruments registered in BM&F - Brazilian Mercantile & Futures Exchange for the three-month and six-month periods ended June 30, 2007, respectively (there were no such derivative instruments for the three-month and six-month periods ended June 30, 2006, respectively). These are marked to market on a daily basis, and at June 30, 2007 the fair value of these contracts were reported as a liability of US\$ 2.3 million (December 31, 2006: US\$1.4 million liability).

During the three-month and six month periods ended June 30, 2007 the Company recognized, in the financial expenses line, gains of US\$ 3.2 million and US\$3.2 million, respectively, on swap transactions (TJLP or interest long-term rate against Dollar) (there were no such derivative instruments for the three-month and six-month periods ended June 30, 2006, respectively). As of June 30, 2007, the notional amounts of these swaps totaled US\$ 179.9 million.

12 Segment information

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The Company has adopted SFAS No. 131 Disclosures about Segments of an Enterprise and Related Information (SFAS 131) with respect to the information it presents about its operating segments and geographical information. SFAS 131 introduces a management approach concept for reporting segment information, whereby financial information is required to be reported on the same basis that the top decision-maker uses such information internally for evaluating segment performance and deciding how to allocate resources to segments. The Company has determined that its operation has only one segment - pulp. Sales by geographic area are determined based on the location of the customers.

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Aracruz Celulose S.A.

Notes to Condensed Consolidated Interim Financial Statements

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

The Company's exports from Brazil, classified by geographic destination, are as follows:

	Three-month period ended June 30		Six-month period ended June 30	
	2007	2006	2007	2006
North America	193,028	154,244	346,148	304,344
Europe	216,305	181,464	393,068	352,786
Asia	119,978	97,643	216,096	201,280
Other	2,507	4,977	3,127	8,926
Total	531,818	438,328	958,439	867,336

In the three-month and six-month periods ended June 30, 2007, one unaffiliated customer accounted for 27% and 16% and 28% and 16% of net sales (31% and 13% and 30 % and 13% for the three-month and six-month periods ended June 30, 2006, respectively). No other individual customers represented more than 10% of net sales.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 6, 2007

ARACRUZ CELULOSE S.A.

By: /s/ Carlos Augusto Lira Aguiar

Name: Carlos Augusto Lira Aguiar

Title: Chief Executive Officer
