



**NYSE Euronext**

*CERTNYS  
001-32660*

Edwin Mecabe  
DIRECTOR  
CORPORATE ACTIONS AND  
MARKET WATCH



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Received SEC

SEP 23 2009

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September 23, 2009

Ms. Velma T. Smith  
Branch Chief  
Securities and Exchange Commission  
Branch of Filer Support 2  
Room 2531  
100 F Street, NE  
Washington, DC 20549

Dear Ms. Smith:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, **VALE OVERSEAS LIMITED 5 5/8% Guaranteed Notes due 2019** (and the Guarantee related thereto), and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on September 15, 2009. Tentative listing date – September 24, 2009.

Sincerely,

*Edwin Mecabe*