

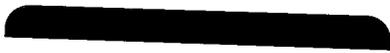


NYSE Euronext

Received SEC
NOV 12 2009
Washington, DC 20549

Edwin Mecabe
DIRECTOR
CORPORATE ACTIONS AND
MARKET WATCH

20 Broad Street 17th Floor
New York, NY 10005
T +1 212 656 5026
F +1 212 656 5893
emecabe@nyx.com



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November 12, 2009

*CERTNYS
001-32660*

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~~, 6.875% Guaranteed Notes due 2039, and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on November 11, 2009. Tentative listing date – November 13, 2009.

Sincerely,