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**NYSE Euronext**

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January 17, 2012

Ms. Cecile Peters  
Chief, Information Technology  
Division of Corporation Finance  
100 F Street, NE MS 3040  
Washington, DC 20549



CERT NYS  
File No. 001-15030

Dear Ms. Peters:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, VALE S.A. (Guarantor), VALE OVERSEAS LIMITED (Issuer), 4.375% Guaranteed Notes due 2022 and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on January 11, 2012. Tentative listing date – January 18, 2012.

Sincerely,