



COMPANHIA VALE DO RIO DOCE
PUBLICLY LISTED COMPANY
CNPJ 33.592.510/0001-54

EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
SECOND CONVENING NOTICE

Shareholders of Companhia Vale do Rio Doce (“Vale”) are hereby invited to convene, at a second call, on May 22nd, 2009 at 4:30 P.M. at Avenida Graça Aranha, 26, 19º floor, in the city of Rio de Janeiro, Brazil for the Extraordinary General Shareholders Meeting to be held for the purpose of discussing and deciding upon the matters set forth in the agenda below:

1. To change the legal name of the company to “Vale S.A.”, with the consequent amendment of article 1 of Vale’s By-laws in accordance with the new global brand unification; and
2. To adjust article 5 of Vale’s By-Laws to reflect the capital increase resolved in the Board of Directors meetings held on July 22, 2008 and August 05, 2008.

To shareholders who shall be represented by proxy, we request that you send your power of attorney document to our offices 72 (seventy-two) hours in advance of the meeting to be convened, in order to be able to confirm the legitimacy of the proxy being exercised.

Rio de Janeiro, April 20, 2009.

Sérgio Ricardo Silva Rosa
President of the Board of Directors