

INCO LTD  
Form SC TO-C  
August 11, 2006

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE TO

**Tender Offer Statement under Section 14 (d) (1) or 13 (e) (1)**

**of the Securities Exchange Act of 1934**

## **INCO LIMITED**

(Name of Subject Company (Issuer))

## **COMPANHIA VALE DO RIO DOCE**

**and**

## **CVRD CANADA INC.**

(Names of Filing Persons (Offerors))

### **Common Shares**

(Title of Class of Securities)

**CUSIP NO. 453258402**

(CUSIP Number of Class of Securities)

**Clovis Torres**

**Companhia Vale do Rio Doce**

**Av. Graça Aranha 26**

**Rio de Janeiro, Brazil**

**(55) 21 3814-4477**

Copies to:

**William J. Braithwaite  
Kenneth G. Pogrin  
Stikeman Elliott LLP  
5300 Commerce Court West  
199 Bay Street  
Toronto, Ontario M5L 1B9  
(416) 869-5500**

**Jeffrey S. Lewis  
David I. Gottlieb  
Cleary Gottlieb Steen & Hamilton LLP  
One Liberty Plaza  
New York, NY 10006  
(212) 225-2000**

**(Name, Address and Telephone Numbers of Person  
Authorized to Receive Notices and Communications on Behalf of Filing Persons)**

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**CALCULATION OF FILING FEE**

**Transaction Valuation\* N/A**

**Amount of Filing Fee\*\* N/A**

- Check the box if any part of the fee is offset as provided by Rule 0-11 (a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: None  
Form or Registration No.: Not applicable

Filing Party: Not applicable  
Date Filed: Not applicable

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

Items 1-11.

N/A

Item 12. Exhibits.

EX-99.1: Press Release issued by Companhia Vale do Rio Doce ( CVRD ) on August 11, 2006.

EX-99.2: Picture of web page available at  
[http://www.cvrld.com.br/cvrld\\_us/cgi/cgilua.exe/sys/start.htm?inford=1568&sid=274](http://www.cvrld.com.br/cvrld_us/cgi/cgilua.exe/sys/start.htm?inford=1568&sid=274)

EX-99.3: CVRD announcement of press conference webcast dated August 11, 2006

EX-99.4: CVRD announcement for Canadian-based media dated August 11, 2006.

EX-99.5: CVRD announcement for Canadian-based media dated August 11, 2006.

EX-99.6: Slide presentation of CVRD dated August 11, 2006.

Item 13. Information Required by Schedule 13E-3.

N/A

**EXHIBIT INDEX**

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