

WELLS FARGO & CO/MN
Form SC 13G
January 27, 2009

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)**

CHARLOTTE RUSSE HLDG INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

161048103

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 161048103

Person 1

1. (a) Names of Reporting Persons.
Wells Fargo & Company
(b) Tax ID
41-0449260

-
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

-
3. SEC Use Only

-
4. Citizenship or Place of Organization Delaware

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

5. Sole Voting Power 1,472,761

6. Shared Voting Power 0

7. Sole Dispositive Power 1,411,679

8. Shared Dispositive Power 17,425

-
9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,492,184

-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

-
11. Percent of Class Represented by Amount in Row (9) 7.11 %

12. Type of Reporting Person (See Instructions)

HC

Item 1.

- (a) Name of Issuer
CHARLOTTE RUSSE HLDG
INC.
- (b) Address of Issuer's Principal Executive Offices
4645 MORENA BLVD SAN DIEGO CA 92117

Item 2.

- (a) Name of Person Filing
Wells Fargo & Company
- (b) Address of Principal Business Office or, if none, Residence
420 Montgomery Street, San Francisco, CA 94163
- (c) Citizenship
Delaware
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
161048103

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c)
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 1,492,184
- (b) Percent of class: 7.11%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 1,472,761
 - (ii) Shared power to vote or to direct the vote 0
 - (iii) Sole power to dispose or to direct the disposition of 1,411,679
 - (iv) Shared power to dispose or to direct the disposition of 17,425

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit B

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item Certification

10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 23, 2009

Date

/s/ Jane E. Washington

Signature

Jane E. Washington, VP Trust Operations

Name/Title

Exhibit A

EXPLANATORY NOTE

This Schedule 13G is filed by Wells Fargo & Company on its own behalf and on behalf of any subsidiaries listed in Exhibit B. Aggregate beneficial ownership reported by Wells Fargo & Company under Item 9 on page 2 is on a consolidated basis and includes any beneficial ownership separately reported herein by a subsidiary.

Exhibit B

The Schedule 13G to which this attachment is appended is filed by Wells Fargo & Company on behalf of the following subsidiaries:

Wells Capital Management Incorporated (1)

Wells Fargo Funds Management, LLC (1)

Wells Fargo Bank, National Association (2)

Evergreen Investment Management Company, LLC (1)

Wachovia Securities, LLC. (1)

J.L. Kaplan Associates, LLC (1)

(1) Classified as a registered investment advisor in accordance with Regulation 13d-1(b)(1)(ii)(E).

(2) Classified as a bank in accordance with Regulation 13d 1(b)(1)(ii)(B).

Attention:

SIGNATURE

**Intentional misstatements or omissions of fact constitute Federal criminal violations
(See 18 U.S.C. 1001)**

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(6) (g) Notice of Extension dated July 13, 2006.

2. Informational Legends.

(a) See the inside front cover page of the Offer to Purchase and Circular dated October 24, 2005. (1)

(b) See the inside front cover page of the Notice of Extension dated December 14, 2005. (2)

(c) See the inside front cover page of the Notice of Extension dated January 19, 2006. (3)

(d) See the inside front cover page of the Notice of Extension dated February 27, 2006. (4)

(e) See the inside front cover page of the Notice of Variation dated May 29, 2006. (5)

(f) See the inside front cover page of the Notice of Variation dated June 29, 2006. (6)

(g) See the inside front cover page of the Notice of Extension dated July 13, 2006.

3. Incorporation of Certain Information by Reference.

(a) As required by this Item, the Offer to Purchase and Circular dated October 24, 2005 provides that copies of the documents incorporated by reference regarding the Registrant may be obtained on request without charge from the Secretary of the Registrant at Inco Limited, 145 King Street West, Suite 1500, Toronto, Ontario, Canada, M5H 4B7 or by telephone at 416-361-7511. (1)

(b) As required by this Item, the Notice of Extension dated December 14, 2005 provides that copies of the documents incorporated by reference regarding Falconbridge Limited may be obtained on request without charge from the Secretary of Falconbridge Limited at Falconbridge Limited, 181 Bay Street West, Suite 200, BCE Place, Toronto, Ontario, Canada, M5J 2T3 or by telephone at 416-982-7111. (2)

(c) As required by this Item, the Notice of Variation and Extension dated June 29, 2006 provides that copies of the documents regarding Phelps Dodge Corporation incorporated by reference may be obtained without charge from the Secretary of Phelps Dodge Corporation at Phelps Dodge Corporation, One North Central Avenue, Phoenix, Arizona 85004 or by Telephone at 602-366-8100. (6)

4. List of Documents Filed with the Commission.

(a) See the heading Documents Filed as part of the U.S. Registration Statement in the Offer to Purchase and Circular dated October 24, 2005. (1)

(b) See the heading Registration Statement Filed with the SEC in the Notice of Extension dated December 14, 2005. (2)

(c) See the heading Registration Statement Filed with the SEC in the Notice of Extension dated January 19, 2006. (3)

(d) See the heading Registration Statement Filed with the SEC in the Notice of Extension dated February 27, 2006. (4)

(e) See the heading Registration Statement Filed with the SEC in the Notice of Variation dated May 29, 2006. (5)

(f) See the heading Registration Statement Filed with the SEC in the Notice of Variation dated June 29, 2006. (6)

(g) See the heading Registration Statement Filed with the SEC in the Notice of Extension dated July 13, 2006.

- (1) Previously filed with and incorporated by reference to the Registrant's Form F-8 (Commission File No. 333-129218) filed October 24, 2005.
- (2) Previously filed with and incorporated by reference to the Registrant's Amendment No. 1 to Form F-8 (Commission File No. 333-129218) filed December 15, 2005.
- (3) Previously filed with and incorporated by reference to the Registrant's Amendment No. 2 to Form F-8 (Commission File No. 333-129218) filed January 20, 2006.
- (4) Previously filed with and incorporated by reference to the Registrant's Amendment No. 3 to Form F-8 (Commission File No. 333-129218)

filed February 28,
2006.

(5) Previously filed
with and
incorporated by
reference to the
Registrant's
Amendment
No. 4 to Form
F-8 (Commission
File No.
333-129218)
filed May 31,
2006.

(6) Previously filed
with and
incorporated by
reference to the
Registrant's
Amendment
No. 5 to
Form F-8
(Commission File
No. 333-129218)
filed June 30,
2006.

This document is important and requires your immediate attention. If you are in any doubt as to how to deal with it, you should consult your investment dealer, stockbroker, trust company manager, bank manager, lawyer or other professional advisor. No securities regulatory authority has expressed an opinion about the securities that are the subject of the Offer and it is an offence to claim otherwise.

The Offer has not been approved by any securities regulatory authority nor has any securities regulatory authority passed upon the fairness or merits of the Offer or upon the adequacy of the information contained in this document. Any representation to the contrary is an offence.

July 13, 2006

NOTICE OF EXTENSION

by

INCO LIMITED

in respect of its

OFFER TO PURCHASE

all of the outstanding common shares of

FALCONBRIDGE LIMITED

on the basis of, at the election of each holder,

(a) Cdn.\$53.83 in cash (the Cash Alternative); or

(b) 0.82419 of a common share of Inco Limited and Cdn.\$0.05 in cash

(the Share Alternative),

for each common share of Falconbridge Limited (Falconbridge) subject, in each case,

to proration as described in Inco Limited s Offer dated October 24, 2005

(the Original Offer), as amended or supplemented.

The Expiry Time of the Offer is now midnight (Vancouver time) on Monday, July 24, 2006.

The Offer provides an implied value of Cdn.\$60.01* per share a 1.7% premium over Xstrata s revised offer.

The Offer provides the opportunity to receive an implied value of Cdn.\$61.97* per share, based on the proposed Phelps Dodge combination with Inco a 5.0% premium over Xstrata s revised offer.

The Offer provides both cash now and continued ownership in a world-class metals and mining company.

The Offer has received all regulatory approvals. Xstrata has been advised that its offer for Falconbridge remains under extended review by Industry Canada.

Inco encourages you to carefully review the Offer and TENDER your Falconbridge Shares prior to the Expiry Time of midnight (Vancouver time) on Monday, July 24, 2006, unless the Offer is further extended or withdrawn.

* These implied values are based on various assumptions that are stated in the second and fourth paragraphs of the inside cover page of this Notice of Extension.

Questions and requests for assistance may be directed to RBC Dominion Securities Inc. in Canada or RBC Capital Markets Corporation, in the United States (the Dealer Manager), CIBC Mellon Trust Company (the Depository) or MacKenzie Partners, Inc. (the Information Agent). Additional copies of this Notice of Extension, the First Extension, the Second Extension, the Third Extension, the First Variation, the Second Variation, the Offer and Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery may also be obtained without charge from the Dealer Manager, the Depository or the Information Agent at their respective addresses shown on the last page of this document.

This Notice of Extension does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being made to, nor will deposits be accepted from or on behalf of, Falconbridge shareholders (Shareholders) in any jurisdiction in which the making or acceptance thereof would not be in compliance with the laws of such jurisdiction. However, the Offeror may, in its sole

discretion, take such action as it may deem necessary to extend the Offer to Shareholders in any such jurisdiction.

The Dealer Manager for the Offer is:
RBC Capital Markets

In Canada:

RBC Dominion Securities Inc.

In the United States:

RBC Capital Markets Corporation

On July 13, 2006, Inco Limited (Inco or the Offeror) further varied its Original Offer, as amended or supplemented, to purchase all of the issued and outstanding common shares of Falconbridge (together with associated rights issued and outstanding under the shareholder rights plan of Falconbridge, the Falconbridge Shares) in order to extend the expiry time of the Offer from 8:00 p.m. (Toronto time) on July 13, 2006 to midnight (Vancouver time) on Monday, July 24, 2006.

The implied value of the consideration under the Offer per Falconbridge Share is computed assuming full proration of the consideration under the Offer as of a particular date and means the amount that is equal to (i) Cdn.\$17.50 in cash plus (ii) 0.55676 multiplied by the closing price of the common shares of Inco (the Inco Shares) on that date on the Toronto Stock Exchange (TSX) or the New York Stock Exchange (NYSE) (converted to Canadian dollars), as the case may be. On July 12, 2006, the closing price of the Inco Shares was Cdn.\$76.36 on the TSX and \$67.10 on the NYSE and the closing price of the Falconbridge Shares was Cdn.\$60.75 on the TSX and \$53.49 on the NYSE. As of July 12, 2006, the implied value of the consideration under the Offer was Cdn.\$60.01 per Falconbridge Share based on the TSX closing price and \$59.88 per Falconbridge Share based on the NYSE closing price using an exchange rate of Cdn.\$1.1343, being the closing U.S./Canadian dollar exchange rate of the Bank of Canada on July 12, 2006. This represents a premium of 1.7% over the value of the competing offer from Xstrata (the Xstrata Offer) (being Cdn.\$59.00 in cash per Falconbridge Share) based on Inco's TSX closing price as of July 12, 2006 and a premium of 1.5% over the value of the Xstrata Offer based on Inco's NYSE closing price as of July 12, 2006.

Under the combination agreement (the Combination Agreement) entered into between Inco and Phelps Dodge Corporation (Phelps Dodge) on June 25, 2006, Phelps Dodge has agreed, subject to the satisfaction of certain conditions, to acquire all of the outstanding Inco Shares in exchange for Cdn.\$17.50 in cash and 0.672 of a Phelps Dodge common share (a Phelps Dodge Share) for each Inco Share pursuant to a statutory plan of arrangement (the Arrangement). Shareholders who receive Inco Shares under the Offer and who continue to hold such Inco Shares at the effective time of the Arrangement would receive both the consideration under the Offer and, subsequently, the consideration under the Arrangement if the Arrangement is completed.

The implied look through value of the total consideration per Falconbridge Share (the Implied Look-through Value), assuming the successful completion of both the Offer and the Arrangement, is computed assuming full proration of the consideration under the Offer and, as of a particular date, means the amount that is equal to (i) Cdn.\$27.24 in cash plus (ii) 0.3741 multiplied by the closing price of the Phelps Dodge Shares on that date on the NYSE (converted to Canadian dollars). By way of illustration, the Implied Look-through Value on July 12, 2006 was Cdn.\$61.97 per Falconbridge Share, based on the closing price of the Phelps Dodge Shares on the NYSE on July 12, 2006, being \$81.82, or Cdn.\$92.81 using an exchange rate of Cdn.\$1.1343, being the closing U.S./Canadian dollar exchange rate of the Bank of Canada on July 12, 2006. This represents a premium of 5.0% over the value of the Xstrata Offer. The Implied Look-through Value is based on various assumptions, including the successful completion of both the Offer and the Arrangement, the U.S./Canadian dollar exchange rate as of a given date and the trading price of the Phelps Dodge Shares on a given date which, for the purpose of the illustration, are with reference to July 12, 2006, and is subject to various risks, including changes in the market price of the Phelps Dodge Shares and fluctuations in the U.S./Canadian dollar exchange rate. See CAUTION REGARDING FORWARD-LOOKING INFORMATION . Also see Section 6 of the Circular, Risk Factors Related to the Offer and the section of the notice of variation and extension dated June 29, 2006 entitled Risk Factors Relating to the Proposed Combination Transaction .

This Notice of Extension should be read in conjunction with the Original Offer and accompanying Circular dated October 24, 2005 (which together constitute the Offer and Circular), as amended or supplemented by notices of extension dated December 14, 2005 (the First Extension), January 19, 2006 (the Second Extension) and February 27, 2006 (the Third Extension), respectively, the notice of variation dated May 29, 2006 (the First Variation) and the notice of variation and extension dated June 29, 2006 (the Second Variation), respectively, and the Letter of Transmittal and the Notice of Guaranteed Delivery that accompanied the Second Variation. Unless the context requires otherwise or unless otherwise defined, defined terms used in this Notice of Extension have the same meaning as in the Offer and Circular. All references to the term Offer in the Offer and Circular, the Letter of Transmittal, the Notice of Guaranteed Delivery and this Notice of Extension mean the Original Offer as amended or supplemented by the First Extension, the Second Extension, the Third Extension, the First Variation, the Second Variation and this

Notice of Extension.

The Offer has been extended and is now open for acceptance until midnight (Vancouver time) on Monday, July 24, 2006 (the Expiry Time), unless further extended or withdrawn.

Shareholders who have validly deposited and not withdrawn their Falconbridge Shares need take no further action to accept the Offer. Shareholders who wish to accept the Offer must properly complete and duly execute the Letter of Transmittal (printed on blue paper) that accompanied the Second Variation, or a facsimile thereof, and deposit it, together with certificates representing their Falconbridge Shares and all other documents required by the Letter of Transmittal, in accordance with the instructions in the Letter of Transmittal. Alternatively, Shareholders may follow the procedures for guaranteed delivery set forth in Section 3 of the Offer to Purchase, Manner of Acceptance Procedure for Guaranteed Delivery , using the Notice of Guaranteed Delivery (printed on green paper) that accompanied the Second Variation, or a facsimile thereof. Any Shareholder having Falconbridge Shares registered in the name of a broker, dealer, commercial bank, trust company or other nominee should contact such person or institution if he or she desires to deposit such Falconbridge Shares under the Offer. The Original Offer was accompanied by a Letter of Transmittal (printed on blue paper) and a Notice of Guaranteed Delivery (printed on green paper). Shareholders may continue to use the original Letter of Transmittal or the original Notice of Guaranteed Delivery to accept the Offer, in which case the original Letter of Transmittal or the original Notice of Guaranteed Delivery, as the case may be, shall be deemed to be amended to reflect the terms and conditions of the Offer.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

The Offer is made for the securities of a Canadian issuer by a Canadian issuer that is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare the Offer and Circular, the First Extension, the Second Extension, the Third Extension, the First Variation, the Second Variation and this Notice of Extension in accordance with the disclosure requirements of Canada. Prospective investors should be aware that such requirements are different from those of the United States. The financial statements included or incorporated by reference in the Offer and Circular (other than the financial statements of Phelps Dodge) have been prepared in accordance with Canadian generally accepted accounting principles, and are subject to Canadian auditing and auditor independence standards, and thus may not be comparable to financial statements of United States companies.

Shareholders in the United States should be aware that the disposition of Falconbridge Shares and the acquisition of Inco Shares by them as described herein may have tax consequences both in the United States and in Canada. Such consequences may not be fully described in the Circular and such holders are urged to consult their tax advisors. See Section 21 of the Circular, **Certain Canadian Federal Income Tax Considerations**, and Section 23 of the Circular, **Certain U.S. Federal Income Tax Considerations**.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Offeror is incorporated under the laws of Canada, that some or all of its officers and directors may reside outside the United States, that the Canadian Dealer Manager for the Offer and some or all of the experts named herein may reside outside the United States, and that a substantial portion of the assets of the Offeror and Falconbridge and the above-mentioned persons are located outside the United States.

THE SECURITIES OFFERED PURSUANT TO THE OFFER AND CIRCULAR, AS AMENDED OR SUPPLEMENTED, HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (SEC) OR ANY UNITED STATES STATE SECURITIES COMMISSION NOR HAS THE SEC OR ANY UNITED STATES STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THE OFFER AND CIRCULAR, THE FIRST EXTENSION, THE SECOND EXTENSION, THE THIRD EXTENSION, THE FIRST VARIATION, THE SECOND VARIATION OR THIS NOTICE OF EXTENSION. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

SHAREHOLDERS SHOULD BE AWARE THAT, DURING THE PERIOD OF THE OFFER, THE OFFEROR OR ITS AFFILIATES, DIRECTLY OR INDIRECTLY, MAY BID FOR OR MAKE PURCHASES OF UP TO 5% OF THE FALCONBRIDGE SHARES TO BE EXCHANGED, OR CERTAIN RELATED SECURITIES, AS OF THE DATE OF THE ORIGINAL OFFER, AS PERMITTED BY APPLICABLE LAWS OR REGULATIONS OF CANADA OR ITS PROVINCES OR TERRITORIES AND THE UNITED STATES.

CURRENCY EXCHANGE RATE INFORMATION

In this Notice of Extension, unless otherwise indicated, all references to \$ or dollars refer to United States dollars and references to Cdn.\$ refer to Canadian dollars. On July 12, 2006, the exchange rate for one U.S. dollar expressed in Canadian dollars based upon the closing rate of the Bank of Canada was Cdn.\$1.1343.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This Notice of Extension contains forward-looking information and statements that are subject to risks and based on a number of assumptions and other factors. See CAUTION REGARDING FORWARD-LOOKING INFORMATION in the Second Variation.

NOTE REGARDING GENERALLY ACCEPTED ACCOUNTING PRINCIPLES

The financial statements and other financial information included or incorporated by reference herein in respect of Inco and Falconbridge are prepared in accordance with Canadian generally accepted accounting principles (Canadian GAAP), while the financial statements and other information incorporated by reference herein in respect of Phelps Dodge are prepared in accordance with United States generally accepted accounting principles (U.S. GAAP). There are a number of significant differences between Canadian GAAP and U.S. GAAP, and financial statements prepared in accordance with one type of GAAP may not be comparable to financial statements prepared in accordance with another type of GAAP. Investors are cautioned that Phelps Dodge financial statements and other financial information are not reconciled to Canadian GAAP. Inco's financial statements and Falconbridge's annual financial statements are reconciled to U.S. GAAP in footnotes thereto.

INFORMATION REGARDING FALCONBRIDGE

The information concerning Falconbridge contained in the Offer and Circular, the First Extension, the Second Extension, the Third Extension, the First Variation, the Second Variation and this Notice of Extension, including information contained in Section 2 of the Circular, Falconbridge, and any documents filed by Falconbridge with a securities regulatory authority in Canada that are incorporated by reference therein, has been taken from or based upon publicly available documents and records on file with Canadian securities regulatory authorities and other public sources. See Section 2 of the Circular, Falconbridge Documents Incorporated by Reference, Section 6 of the First Extension, Documents Incorporated by Reference, Section 6 of the Second Extension, Additional Falconbridge Documents Incorporated by Reference and Section 6 of the Third Extension, Falconbridge Documents Incorporated by Reference. Although Inco has no knowledge that would indicate any statements contained therein relating to Falconbridge taken from or based upon such documents and records are untrue or incomplete, neither Inco nor any of its officers or directors assumes any responsibility for the accuracy or completeness of the information relating to Falconbridge taken from or based upon such documents or records, or for any failure by Falconbridge to disclose events that may have occurred or may affect the significance or accuracy of any such information but which are unknown to Inco.

INFORMATION REGARDING PHELPS DODGE

The information concerning Phelps Dodge contained in the Second Variation and any documents filed by Phelps Dodge with the SEC or a securities regulatory authority in Canada that are incorporated by reference therein has been taken from or based upon publicly available documents and records on file with the SEC or Canadian securities regulatory authorities and other public sources. See the Section of the Second Variation entitled Information Concerning Phelps Dodge . Phelps Dodge s financial statements and other financial information are prepared in accordance with U.S. GAAP, which differs in significant respects from Canadian GAAP, so its financial statements and other information may not be comparable to financial statements and other financial information of Inco and Falconbridge, which are prepared in accordance with Canadian GAAP. See Note Regarding Generally Accepted Accounting Principles above. Although Inco has no knowledge that would indicate any statements contained therein relating to Phelps Dodge taken from or based upon such documents and records are untrue or incomplete, neither Inco nor any of its officers or directors assumes any responsibility for the accuracy or completeness of the information relating to Phelps Dodge taken from or based upon such documents or records, or for any failure by Phelps Dodge to disclose events that may have occurred or may affect the significance or accuracy of any such information but which are unknown to Inco.

NOTICE OF EXTENSION

July 13, 2006

TO: THE HOLDERS OF COMMON SHARES OF FALCONBRIDGE

By notice to the Depositary and as set forth in this Notice of Extension, Inco has varied its Original Offer dated October 24, 2005, as amended or supplemented by notices of extension dated December 14, 2005 (the First Extension), January 19, 2006 (the Second Extension) and February 27, 2006 (the Third Extension), respectively, notice of variation dated May 29, 2006 (the First Variation) and notice of variation and extension dated June 29, 2006 (the Second Variation), to purchase all of the issued and outstanding Falconbridge Shares other than any Falconbridge Shares owned directly or indirectly by Inco and including Falconbridge Shares that may become issued and outstanding after the date of the Offer but before the Expiry Time upon the conversion, exchange or exercise of any securities of Falconbridge that are convertible into or exchangeable or exercisable for Falconbridge Shares (other than SRP Rights).

Except as otherwise set forth in this Notice of Extension, the terms and conditions of Inco's offer to purchase the Falconbridge Shares as previously set forth in the Original Offer, as amended or supplemented by the First Extension, the Second Extension, the Third Extension, the First Variation and the Second Variation, respectively, continue to be applicable in all respects and this Notice of Extension should be read in conjunction with the Offer and Circular, the First Extension, the Second Extension, the Third Extension, the First Variation, the Second Variation, the Letter of Transmittal and the Notice of Guaranteed Delivery, the provisions of which are incorporated herein by reference.

Unless the context requires otherwise or unless otherwise defined, defined terms used in this Notice of Extension have the same meaning as in the Offer and Circular. All references to the term Offer in the Offer and Circular, the Letter of Transmittal, the Notice of Guaranteed Delivery and this Notice of Extension mean the Original Offer, as amended or supplemented by the First Extension, the Second Extension, the Third Extension, the First Variation, the Second Variation and this Notice of Extension.

1. Extension of the Expiry Time of the Offer

Inco has extended the Original Offer, as amended or supplemented, by extending the Expiry Time of the Offer from 8:00 p.m. (Toronto time) on July 13, 2006 to midnight (Vancouver time) on Monday, July 24, 2006. Accordingly, each of the definitions of Expiry Date and Expiry Time in the Original Offer, as amended or supplemented, is deleted in its entirety and replaced by the following definition:

Expiry Date means Monday, July 24, 2006 or such other date as is set out in a notice of variation of the Offer issued at any time and from time to time accelerating or extending the period during which Falconbridge Shares may be deposited under the Offer.

Expiry Time means midnight (Vancouver time) on the Expiry Date or such other time as is set out in a notice of variation of the Offer issued at any time and from time to time.

2. Recommendation of the Board of Directors of Falconbridge

On June 29, 2006, in connection with Inco's increased Offer described in the Second Variation, the Board of Directors of Falconbridge, upon consultation with its financial and legal advisors, unanimously determined that the Offer is fair from a financial point of view to all Shareholders (other than Inco) and that it is in the best interests of Falconbridge for the Offer to be made and for the Board of Directors of Falconbridge to support the transactions contemplated by the Support Agreement, as amended.

Accordingly, on June 29, 2006, the Board of Directors of Falconbridge unanimously approved the making of a recommendation that Shareholders accept the Offer and tender their Falconbridge Shares to the Offer.

3. Recent Developments

Recent Developments Concerning the Xstrata Offer

On July 11, 2006, Xstrata announced that it had increased its offer to acquire all of the outstanding Falconbridge Shares not already owned by Xstrata from Cdn.\$52.50 in cash to Cdn.\$59.00 in cash per Falconbridge Share. Xstrata also announced that it had varied its offer by deleting the part of the condition that requires acceptances from at least 66²/₃ % of the outstanding Falconbridge Shares, including the Falconbridge Shares held by Xstrata and its affiliates.

The Xstrata Offer is now subject to the minimum tender condition that, at the expiry time of the Xstrata Offer, Xstrata shall have received acceptances from the holders of at least a majority of the Falconbridge Shares then outstanding on a fully diluted basis (as defined in the Xstrata Offer), the votes attached to which would be included in the minority approval of a second step business combination or going private transaction (or a majority of the approximately 80.2% of the outstanding Falconbridge Shares that Xstrata does not already own). The Xstrata Offer expires on Friday, July 21, 2006 at midnight (Vancouver time), but remains conditional on the approval of Investment Canada and the Falconbridge shareholder rights plan ceasing to apply to the acquisition by Xstrata of Falconbridge Shares, all as described below.

Xstrata announced on July 4, 2006 that it had been informed by the Investment Review Division of Industry Canada that the Minister responsible for the *Investment Canada Act* was unable to complete his review of Xstrata's offer for Falconbridge within the initial 45 day period. As prescribed by the *Investment Canada Act*, the Minister has therefore extended the review period for up to a further 30 days (or such longer period as may be agreed to by Xstrata) from July 3, 2006. It is not known by Inco whether (and if so, when) the Minister will grant the requisite approval under the *Investment Canada Act*.

On June 30, 2006, the Ontario Securities Commission issued an order stating that the shareholder rights plan of Falconbridge will remain in place until the earlier of (a) Xstrata obtaining a majority of the outstanding Falconbridge Shares that it does not already own, or (b) July 28, 2006.

On July 13, 2006, Xstrata announced that it had received clearance from the European Commission (the "EC") in respect of the competition review of the Xstrata Offer that began on June 8, 2006. Xstrata had previously announced clearance of its offer by competition or anti-trust regulatory authorities in Canada and the United States.

U.S. Regulatory Clearance for the proposed Arrangement between Inco and Phelps Dodge

On July 12, 2006, Phelps Dodge announced that it had received anti-trust clearance from the U.S. Department of Justice ("DOJ") relating to its proposed acquisition of Inco pursuant to the Arrangement. The Arrangement remains subject to competition or anti-trust clearance in Canada and Europe, as well as approval under the *Investment Canada Act*.

For more information regarding the proposed Arrangement, see the section of the Second Variation entitled "Inco's Increased Offer and the Proposed Combination of Inco and Phelps Dodge". Also see "CAUTION REGARDING FORWARD-LOOKING INFORMATION" above. Also see Section 6 of the Circular, "Risk Factors Related to the Offer" and the section of the Second Variation entitled "Risk Factors Relating to the Proposed Combination Transaction".

Final Regulatory Clearance for the Inco Offer

On July 4, 2006, Inco announced that the EC had cleared Inco's proposed acquisition of Falconbridge under the EU Merger Regulation. Inco is therefore entitled to proceed with its Offer without further EC review. Inco had previously announced clearance of its Offer by the DOJ and the Canadian Competition

Bureau. Accordingly, Inco has now satisfied all of the regulatory compliance conditions to the acquisition of Falconbridge, subject to the closing of the sale of the Divested Assets as referred to below.

Clearance by the EC and the DOJ is subject to a remedy to address potential competition concerns. This remedy, which was described in the Second Variation, consists of the sale to LionOre Mining International Ltd. of certain assets and related operations of Falconbridge, including its Nikkelverk refinery and the Falconbridge marketing and custom feed organizations that market and sell the finished nickel and other products produced at Nikkelverk and obtain third-party feeds for this facility (the Divested Assets). In addition, the sale will include an agreement to supply Nikkelverk with up to 60,000 tonnes of nickel-in-matte annually. The closing of the sale of the Divested Assets is conditioned on, among other things, Inco having acquired more than 50% (on a fully diluted basis as defined in the Support Agreement) of the Falconbridge Shares pursuant to the Offer or otherwise and certain customary closing conditions.

Management's expectations with respect to the proposed sale of the Divested Assets and the completion of such transactions in a timely manner, is subject to various risks and assumptions. See CAUTION REGARDING FORWARD-LOOKING INFORMATION above.

Recent Developments Concerning Teck's Offer for Inco

The unsolicited offer by Teck Cominco Limited (Teck) to purchase all of the common shares of Inco that it does not already own (the Teck Offer) remains outstanding. On July 7, 2006, Teck announced that the Teck Offer had been cleared by the EC and that it had therefore received all necessary antitrust clearances for its offer to proceed.

Inco's Board of Directors has unanimously recommended that Inco's shareholders reject the Teck Offer and not tender their Inco Shares to the Teck Offer. Inco has delivered a Directors' Circular to its shareholders and filed a Solicitation/ Recommendation Statement on Schedule 14D-9 with the SEC in connection with the Teck Offer.

IMPORTANT INFORMATION FOR INVESTORS CONCERNING THE TECK OFFER

INVESTORS AND SECURITYHOLDERS ARE URGED TO READ INCO'S DIRECTORS' CIRCULAR AND SOLICITATION/ RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 THAT INCO FILED WITH THE SEC ON MAY 31, 2006, AND AMENDMENTS INCO HAS FILED TO SUCH STATEMENT AS WELL AS ADDITIONAL AMENDMENTS THAT INCO MAY FILE THERETO, AS THEY CONTAIN, AND SUCH AMENDMENTS, IF ANY, WILL CONTAIN, IMPORTANT INFORMATION.

Investors and securityholders may obtain copies of the Directors' Circular and Solicitation/ Recommendation Statement and other public filings made from time to time by Inco with the SEC free of charge at the SEC's web site, www.sec.gov. In addition, documents filed with the SEC by Inco may be obtained free of charge by contacting the Dealer Manager or the Information Agent at the toll-free numbers set out on the back cover of this Notice of Extension or by contacting Inco's media or investor relations departments.

Nickel and Copper Market Updates

The London Metal Exchange (LME) benchmark cash nickel price set a new record high of \$29,600 per tonne (\$13.43 per pound) on July 12, 2006. For the second quarter, the average LME cash nickel price rose to a record of \$20,036 per tonne (\$9.09 per pound), as compared with a first quarter 2006 average of \$14,811 per tonne (\$6.72 per pound).

The LME benchmark cash copper price set a record of \$8,788 per tonne (\$3.99 per pound) on May 12, 2006. The LME benchmark cash copper price was \$8,233 per tonne (\$3.73 per pound) on July 12, 2006, reaching a six-week high. For the second quarter, the average LME cash copper price rose to a record of \$7,251 per tonne (\$3.29 per pound), as compared with a first quarter 2006 average of \$4,944 per tonne (\$2.24 per pound).

Management's expectations with respect to prices and the supply and demand for nickel and copper are subject to various risks and assumptions. See **CAUTION REGARDING FORWARD-LOOKING INFORMATION** above.

4. Withdrawal of Deposited Falconbridge Shares

Except as otherwise provided herein or in Section 4 of the Offer to Purchase, **Withdrawal Rights**, all deposits of Falconbridge Shares to the Offer will be irrevocable. Unless otherwise required or permitted by applicable Laws, any Falconbridge Shares deposited in acceptance of the Offer may be withdrawn by or on behalf of the depositing Shareholder:

- (a) at any time before the Falconbridge Shares have been taken up by Inco pursuant to the Offer;
- (b) if the Falconbridge Shares have not been paid for by Inco within three business days after having been taken up; or
- (c) at any time before the expiration of 10 days from the date upon which either:
 - (i) a notice of change relating to a change in the information contained in the Offer, as amended from time to time, that would reasonably be expected to affect the decision of a Shareholder to accept or reject the Offer (other than a change that is not within the control of the Offeror or an affiliate of the Offeror, unless it is a change in a material fact relating to the Inco Shares), in the event that such change occurs at or before the Expiry Time or after the Expiry Time but before the expiry of all rights of withdrawal in respect of the Offer; or
 - (ii) a notice of variation concerning a variation in the terms of the Offer (other than a variation consisting solely of an increase in the consideration offered for the Falconbridge Shares where the Expiry Time is not extended for more than 10 days);is mailed, delivered, or otherwise properly communicated, but subject to abridgement of that period pursuant to such order or orders as may be granted by applicable courts or securities regulatory authorities and only if such Deposited Shares have not been taken up by the Offeror at the date of the notice.

Withdrawals may not be rescinded and any Falconbridge Shares properly withdrawn will thereafter be deemed not validly deposited for the purposes of the Offer. However, withdrawn Falconbridge Shares may be re-deposited at any subsequent time prior to the Expiry Time by again following any of the procedures described in Section 3 of the Offer to Purchase, **Manner of Acceptance**.

Shareholders are referred to Section 4 of the Offer to Purchase, **Withdrawal Rights, for a description of the procedures for exercising the right to withdraw Falconbridge Shares deposited under the Offer.**

5. Take-Up of and Payment for Deposited Falconbridge Shares

Upon the terms and subject to the conditions of the Offer (including, without limitation, the conditions specified in Section 5 of the Offer to Purchase, **Conditions of the Offer**, and, if the Offer is further extended or varied, the terms and conditions of any such extension or variation), Inco will take up Falconbridge Shares validly deposited under the Offer and not withdrawn pursuant to Section 4 of the Offer to Purchase, **Withdrawal Rights**, not later than 10 calendar days after the Expiry Time and will pay for the Falconbridge Shares taken up as soon as possible, but in any event not later than three business days after taking up the Falconbridge Shares. Any Falconbridge Shares deposited under the Offer after the date on which Inco first takes up Falconbridge Shares will be taken up and paid for not later than 10 days after such deposit.

Shareholders are referred to Section 6 of the Offer to Purchase, Take Up of and Payment for Deposited Shares , for details as to the take-up of and payment for Falconbridge Shares under the Offer.

6. Variations to the Original Offer

The Offer and Circular, the First Extension, the Second Extension, the Third Extension, the First Variation, the Second Variation, the Letter of Transmittal and the Notice of Guaranteed Delivery shall be read together with this Notice of Extension in order to give effect to the variations in the terms and conditions of the Offer and the changes in information to the Offer and Circular set forth in this Notice of Extension.

7. Offerees Statutory Rights

Securities legislation in certain of the provinces and territories of Canada provides Shareholders with, in addition to any other rights they may have at law, rights of rescission or damages, or both, if there is a misrepresentation in a circular or a notice that is required to be delivered to such securityholders. However, such rights must be exercised within prescribed time limits. Shareholders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult with a lawyer.

8. Registration Statement Filed with the SEC

A Registration Statement on Form F-8 under the U.S. Securities Act has been filed, which covers the Inco Shares to be issued pursuant to the Offer. The Offer and Circular do not contain all of the information set forth in the Registration Statement. Reference is made to the Registration Statement and the exhibits thereto for further information.

9. Directors Approval

The contents of this Notice of Extension have been approved, and the sending of this Notice of Extension to the Shareholders has been authorized, by the Board of Directors of Inco.

AUDITORS CONSENT

We have read the Notice of Extension of Inco Limited dated July 13, 2006 (the Notice of Extension), relating to the Offer and Circular furnished with Inco Limited s Offer dated October 24, 2005 (the Offer and Circular) as amended by the Notice of Extension dated December 14, 2005, the Notice of Extension dated January 19, 2006, the Notice of Extension dated February 27, 2006, the Notice of Variation dated May 29, 2006, the Notice of Variation and Extension dated June 29, 2006 and the Notice of Extension dated July 13, 2006 to purchase all of the issued and outstanding common shares of Falconbridge Limited. We have complied with Canadian generally accepted standards for an auditor s involvement with offering documents.

We consent to the incorporation by reference in the Offer and Circular, as amended or supplemented, of our report to the shareholders of Inco Limited on the audited consolidated financial statements of Inco Limited as at December 31, 2005, 2004 and 2003 and for each of the years in the three-year period ended December 31, 2005 and management s assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting as at December 31, 2005. Our report is dated February 28, 2006.

We also consent to the incorporation by reference in the Notice of Extension of our compilation report dated June 29, 2006 to the Board of Directors of Inco Limited on the pro forma consolidated balance sheet as at March 31, 2006 and the pro forma consolidated statements of earnings for the three months then ended and for the year ended December 31, 2005.

Toronto, Ontario
July 13, 2006

(Signed) PricewaterhouseCoopers llp
Chartered Accountants

CERTIFICATE

The foregoing, together with the Offer and Circular dated October 24, 2005 and the notices of extension dated December 14, 2005, January 19, 2006 and February 27, 2006, the Notice of Variation dated May 29, 2006, and the Notice of Variation and Extension dated June 29, 2006, respectively, contain no untrue statement of a material fact and do not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made. For the purpose of the Province of Québec, the foregoing, together with the Offer and Circular dated October 24, 2005 and the notices of extension dated December 14, 2005, January 19, 2006 and February 27, 2006, the Notice of Variation dated May 29, 2006, and the Notice of Variation and Extension dated June 29, 2006, respectively, do not contain any misrepresentation likely to affect the value or the market price of the securities to be distributed.

Dated: July 13, 2006

By: (Signed) Scott M. Hand
Chairman and Chief Executive Officer

By: (Signed) Robert D.J. Davies
Executive Vice President and
Chief Financial Officer

By: (Signed) Chaviva Hoek
Director

By: (Signed) Janice K. Henry
Director

C-1

The Depository for the Offer is:
CIBC MELLON TRUST COMPANY

By Mail

P.O. Box 1036
Adelaide Street Postal Station
Toronto, ON M5C 2K4

By Registered Mail, by Hand or by Courier

199 Bay Street
Commerce Court West
Securities Level
Toronto, ON M5L 1G9

Telephone: (416) 643-5500
Toll Free: 1-800-387-0825
E-Mail: inquiries@cibcmellon.com
The Dealer Manager for the Offer is:
RBC CAPITAL MARKETS

In Canada

RBC Dominion Securities Inc.

200 Bay Street, 4th Floor
Royal Bank Plaza, South Tower
Toronto ON M5J 2W7
Canada

Telephone: (416) 842-7519
Toll Free: 1-888-720-1216

In the United States

RBC Capital Markets Corporation

Two Embarcadero Center
Suite 1200
San Francisco, California 94111
U.S.A.

Toll Free: 1-888-720-1216

The Information Agent for the Offer is:
105 Madison Avenue
New York, New York 10016
proxy@mackenziepartners.com
(212) 929-5500 (call collect)

or

Toll-Free: (800) 322-2885 (English)
(888) 405-1217 (French)

Any questions and requests for assistance may be directed by holders of Falconbridge Shares to the Depository, the Dealer Manager or the Information Agent at their respective telephone numbers and locations set out above. Shareholders may also contact their broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer.

PART II

INFORMATION NOT REQUIRED TO BE DELIVERED TO OFFEREEES OR PURCHASERS

Indemnification of Directors and Officers.

Section 3.12 of Part 3 of By-Law No. 1 of the Registrant provides in part as follows:

Indemnity and Insurance. Subject to the limitations contained in the Canada Business Corporations Act but without limit to the right of the Company to indemnify any person under the Act or otherwise, the Company shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Company's request as a director or officer of a body corporate of which the Company is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer or a director or officer of such body corporate, if,

(a) he acted honestly and in good faith with a view to the best interests of the Company, and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Canada Business Corporations Act provides as of right that, in general, an officer or director, as such, shall be entitled to indemnity if (i) he was not judged by a court or competent authority to have committed any fault or omitted to do anything he ought to have done, (ii) he acted honestly and in good faith with a view to the best interests of the corporation and (iii) where a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful. However, under the Act, no officer or director of the Registrant may be indemnified with respect to any security holder's derivative action brought pursuant to such Act unless a court of competent jurisdiction has approved the terms of such indemnification.

The Registrant has an insurance policy that indemnifies directors and officers against certain liabilities incurred by them in their capacities as such, including among other things, certain liabilities under the Securities Act of 1933.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the U.S. Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

Exhibits

A list of exhibits filed as part of this Registration Statement is set forth on the Exhibit Index immediately preceding such exhibits which are incorporated herein by reference.

**PART III
UNDERTAKINGS AND CONSENT TO SERVICE OF PROCESS**

1. Undertaking

- (a) Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to Form F-8 or to transactions in said securities.
- (b) Registrant further undertakes to disclose in the United States, on the same basis as it is required to make such disclosure pursuant to any applicable Canadian federal and/or provincial or territorial law, regulation or policy, information regarding purchases of Registrant's securities or of the subject issuer's securities during the exchange offer. Such information shall be set forth in amendments to this form.

2. Consent to Service of Process

On October 25, 2005 the Registrant filed with the Commission a written irrevocable consent and power of attorney on Form F-X. Any change to the name or address of the agent for service of the Registrant shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the relevant registration statement.

Exhibit Index

Number	Description
1.1	Certificate and Consent of Qualified Person for Robert A. Horn (Goro) (1)
1.2	Certificate and Consent of Qualified Person for Dr. Wm. Gordon Bacon (Goro) (1)
1.3	Certificate and Consent of Qualified Person for Dr. Wm. Gordon Bacon (Voisey's Bay) (1)
1.4	Certificate and Consent of Qualified Person for Lawrence B. Cochrane (Voisey's Bay) (1)
2.1	Support Agreement between the Registrant and Falconbridge Limited dated October 10, 2005, incorporated by reference to Exhibit 2.1 to Form 8-K (Commission File No. 001-01143) filed October 13, 2005
2.2	Soliciting Dealer Manager Agreement between the Registrant and RBC Dominion Securities Inc. dated October 20, 2005 (1)
2.3	Information Agent Agreement dated October 19, 2005 between the Registrant and MacKenzie Partners, Inc. (1)
2.4	Amending Agreement dated January 12, 2006 between the Registrant and Falconbridge Limited (2)
2.5	Second Amending Agreement dated February 20, 2006 between the Registrant and Falconbridge Limited (3)
2.6	Third Amending Agreement dated March 21, 2006 between the Registrant and Falconbridge Limited, incorporated by reference to Exhibit 2.1 to Form 8-K (Commission File No. 001-01143) filed March 24, 2006
2.7	Fourth Amending Agreement dated May 13, 2006 between the Registrant and Falconbridge Limited, incorporated by reference to Exhibit 2.1 to Form 8-K (Commission File No. 001-01143) filed May 15, 2006
2.8	Share purchase agreement dated June 6, 2006 between Falconbridge Limited and LionOre Mining International Ltd., incorporated by reference to Exhibit 99.2 to Form 6-K (Commission File No. 011-11284)

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filed by Falconbridge Limited on June 19, 2006

- 2.9 Combination Agreement dated June 25, 2006 between the Registrant and Phelps Dodge Corporation, incorporated by reference to Exhibit 2.1 to Form 8-K (Commission File No. 001-01143) filed June 30, 2006
 - 2.10 Fifth Amending Agreement dated June 25, 2006 between the Registrant and Falconbridge Limited, incorporated by reference to Exhibit 2.2 to Form 8-K (Commission File No. 001-01143) filed June 30, 2006
 - 2.11 Note Purchase Agreement dated June 25, 2006 between the Registrant and Phelps Dodge Corporation, incorporated by reference to Exhibit 2.3 to Form 8-K (Commission File No. 001-01143) filed June 30, 2006
 - 2.12 Cooperation Agreement dated June 25, 2006 between the Phelps Dodge Corporation and Falconbridge Limited, incorporated by reference to Exhibit 2.4 to Form 8-K (Commission File No. 001-01143) filed June 30, 2006
 - 3.1 Reserved
 - 3.2 Material change report of the Registrant filed October 12, 2005 concerning the entering into by the Registrant and Falconbridge Limited of the Support Agreement (1)
-

Number	Description
3.3	Material change report of the Registrant filed August 9, 2005 concerning the appointment of a new Executive Vice-President and Chief Financial Officer of the Registrant effective November 1, 2005 (1)
3.4	Material change report of the Registrant filed April 19, 2005 concerning the approval of the reinstatement of a quarterly cash dividend on the Registrant's common shares and declaration of a quarterly dividend of \$0.10 per share, payable June 1, 2005 to the Registrant's shareholders of record as of May 16, 2005 (1)

Number	Description
3.5	Report of a Take-Over Bid dated October 24, 2005 (4)
3.6	Annual report of the Registrant on Form 10-K for the year ended December 31, 2005 (Commission File No. 001-01143) filed March 16, 2006
3.7	Audited consolidated financial statements of the Registrant, including the notes thereon, and together with the auditor's report, as at and for each of the financial years ended December 31, 2005, 2004 and 2003, incorporated by reference to Item 8 of Form 10-K (Commission File No. 001-01143) filed March 16, 2006
3.8	Management's discussion and analysis of financial condition and results of operations of the Registrant for the year ended December 31, 2005, incorporated by reference to Item 7 of Form 10-K (Commission File No. 001-01143) filed March 16, 2006
3.9	Proxy circular and statement of the Registrant dated February 17, 2006 in connection with the annual and special meeting of shareholders held on April 20, 2006, incorporated by reference to Exhibit 99 to Form 10-K (Commission File No. 001-01143) filed March 16, 2006
3.10	Audited consolidated financial statements of Falconbridge Limited, including notes thereto, as at December 31, 2005 and 2004 and for each of the years then ended, together with the auditors' report thereon, incorporated by reference to Exhibit 99.1 to Form 6-K (Commission File No. 001-11284) filed by Falconbridge Limited on March 24, 2006
3.11	Management's discussion and analysis of financial condition and results of operations of Falconbridge Limited for the fiscal year ended December 31, 2005, incorporated by reference to Exhibit 99.1 to Form 6-K (Commission File No. 001-11284) filed by Falconbridge Limited on March 24, 2006
3.12	Unaudited consolidated financial statements of Falconbridge Limited, including notes thereto, as at March 31, 2006 and for the three-month periods ended March 31, 2006 and 2005, incorporated by reference to Exhibit 99.1 to Form 6-K (Commission File No. 001-11284) filed by Falconbridge Limited on May 3, 2006

Number	Description
3.13	Management's discussion and analysis of financial condition and results of operations of Falconbridge Limited for the three-month period ended March 31, 2006, incorporated by reference to Exhibit 99.2 to Form 6-K (Commission File No. 001-11284) filed by Falconbridge Limited on May 3, 2006
3.14	Unaudited consolidated financial statements of the Registrant, including the notes thereto, as at March 31, 2006 and December 31, 2005, and for the three-month periods ended March 31, 2006 and 2005, incorporated by reference to Item 1 of Form 10-Q (Commission File No. 001-01143) filed May 10, 2006
3.15	Management's discussion and analysis of financial condition and results of operations of the Registrant for the three-month period ended March 31, 2006, incorporated by reference to Item 2 of Form 10-Q (Commission File No. 001-01143) filed May 10, 2006
3.16	Material change report of the Registrant filed May 15, 2006 concerning the entering into by the Registrant and Falconbridge Limited of the Fourth Amending Agreement (5)
3.17	Material change report of the Registrant filed June 30, 2006 concerning the entering into by the Registrant and Phelps Dodge Corporation of the Combination Agreement, the entering into by the Registrant and Falconbridge Limited of the Fifth Amending Agreement and the entering into by Falconbridge Limited and Phelps Dodge Corporation of the Agreement (6)
3.18	Annual report of Phelps Dodge Corporation on Form 10-K for the year ended December 31, 2005 (Commission File No. 001-00082) filed by Phelps Dodge Corporation on February 27, 2006
3.19	Quarterly report of Phelps Dodge Corporation on Form 10-Q for the quarterly period ended March 31, 2006 (Commission File No. 001-00082) filed by Phelps Dodge Corporation on April 27, 2006
3.20	The sections "Selected Unaudited Pro Forma Financial Data" and "Selected Unaudited Pro Forma Financial Data - Phelps Dodge combines with both Inco and Falconbridge" on page 26 and pages 92-103 of the section "Unaudited Pro Forma Combined Financial Statements" of the Notice of Special Meeting of Shareholders of Phelps Dodge Corporation, incorporated by reference to the preliminary proxy statement on Schedule 14A (Commission File No. 001-00082) filed by Phelps Dodge Corporation on July 5, 2006
4.1	Consent of Osler, Hoskin & Harcourt LLP
4.2	Consent of PricewaterhouseCoopers LLP
4.3	Consent of PricewaterhouseCoopers LLP (relating to Phelps Dodge Corporation)
4.4	Consent of Ernst & Young LLP
4.5	Awareness letter of PricewaterhouseCoopers LLP
4.6	Awareness letter of PricewaterhouseCoopers LLP (relating to Phelps Dodge Corporation)
4.7	Consent of Mr. S. Nicholas Sheard (7)
4.8	Consent of Dr. Olivier Tavchandjian

4.9 Consent of Dr. Lawrence B. Cochrane (8)

5.1 Powers of attorney authorizing certain signatories to execute the Form F-8 (1)

(1) Previously filed with and incorporated by reference to the Registrant's Form F-8 (Commission File No. 333-129218) filed October 24, 2005.

(2) Previously filed with and incorporated by reference to the Registrant's Amendment No. 2 to Form F-8 (Commission File No. 333-129218) filed January 20, 2006.

(3) Previously filed with and incorporated by reference to the Registrant's Amendment No. 3 to Form F-8 (Commission File No. 333-129218) filed February 28, 2006.

(4) Previously filed as and incorporated by reference to Exhibit 3.19 with the Registrant's Amendment No. 1 to Form F-8

(Commission File
No. 333-129218)
filed
December 15,
2005.

(5) Previously filed
with and
incorporated by
reference to the
Registrant's
Amendment
No. 4 to
Form F-8
(Commission File
No. 333-129218)
filed May 31,
2006.

(6) Previously filed
with and
incorporated by
reference to the
Registrant's
Amendment
No. 5 to
Form F-8
(Commission File
No. 333-129218)
filed June 30,
2006.

(7) The Registrant
intends to file
Mr. S. Nicholas
Sheard's consent
with respect to
this Form F-8 as
an exhibit to
Amendment
No. 1 to this
Form F-8. Mr. S.
Nicholas Sheard's
consent with
respect to the
Registrant's
Form F-8
(Commission File
No. 333-129218)
is incorporated by
reference to

Exhibit 23(a) to
Form 10-K
(Commission File
No. 001-01143)
filed March 16,
2006.

- (8) The Registrant
intends to file
Dr. Lawrence B.
Cochrane's
consent with
respect to this
Form F-8 as an
exhibit to
Amendment
No. 1 to this
Form F-8.
Dr. Lawrence B.
Cochrane's
consent with
respect to the
Registrant's Form
F-8 (Commission
File
No. 333-129218)
is incorporated by
reference to
Exhibit 23(a) to
Form 10-K
(Commission File
No. 001-01143)
filed March 16,
2006.
-

SIGNATURE

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Toronto, Ontario, Canada, on July 14, 2006.

INCO LIMITED

By: /s/ Simon A. Fish
Simon A. Fish, Esq.
Executive Vice-President, General
Counsel and Secretary

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Scott M. Hand	Chairman and Chief Executive Officer; Director
Scott M. Hand	(Principal Executive Officer)
July 14, 2006	
/s/ Robert D.J. Davies	Executive Vice-President and Chief Financial Officer
Robert D.J. Davies	(Principal Financial Officer)
July 14, 2006	
/s/ Ronald A. Lehtoavaara	Vice-President and Comptroller
Ronald A. Lehtoavaara	(Principal Accounting Officer)
July 14, 2006	
*	Director
(Glen A. Barton)	
July 14, 2006	
*	Director
(Angus A. Bruneau)	
July 14, 2006	
*	Director
(Ronald C. Cambre)	
July 14, 2006	
*	Director
(Janice K. Henry)	
July 14, 2006	

* (Chaviva M. Hoek) July 14, 2006	Director
* (Peter C. Jones) July 14, 2006	Director
* (John T. Mayberry) July 14, 2006	Director
* (Francis Mer) July ____, 2006	Director
* (David P. O'Brien) July 14, 2006	Director
* (Roger Phillips) July 14, 2006	Director
(Richard E. Waugh) July 14, 2006	
INTERNATIONAL NICKEL INC.	Authorized Representative in the United States

By: /s/ David J. Anderson
Name: David J. Anderson
Title: President

* Pursuant to powers-of-attorney executed by the directors named above whose names are preceded by an asterisk, David McIntyre, as attorney-in-fact, does hereby sign this registration statement on behalf of each such directors, in each case in the capacity of director, on the date indicated.

By: /s/ David McIntyre
David McIntyre, attorney-in-fact