

Edgar Filing: Companhia Vale do Rio Doce - Form FWP

Companhia Vale do Rio Doce  
Form FWP  
November 17, 2006

Free Writing Prospectus  
Filed Pursuant to Rule 433  
Registration Statements Nos. 333-138617 and 333-138617-01

Pricing Term Sheet for  
6.250% Guaranteed Notes due 2017

Issuer:	Vale Overseas Limited
Guarantor:	Companhia Vale do Rio Doce
Title of Securities:	6.250% Guaranteed Notes due 2017
Aggregate Principal Amount:	US\$1,250,000,000
Price to Public:	99.267% of face amount
Maturity:	January 23, 2017
Coupon:	6.250%
Interest Payment Dates:	January 23 and July 23, commencing July 23, 2007
Yield to maturity:	6.346%
Benchmark:	4.625% US Treasury due 2016
Benchmark Yield:	4.666%
Spread to Treasury:	168 bps
Settlement Date:	T+3; November 21, 2006
CUSIP/ISIN:	91911TAG8 / US91911TAG85
Ratings:	Baa3 / BBB (Moody/S&P)
Minimum Denominations:	US\$2,000/US\$1,000
Optional redemption:	Make-whole provision at T+25 basis points
Listing:	NYSE (pending)
Book-Running Managers:	Credit Suisse Securities (USA) LLC Credit Suisse Securities (Europe) Limited UBS Securities LLC ABN AMRO Incorporated

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Santander Investment Securities Inc.

Senior Co-Managers:

Banc of America Securities LLC  
BNP Paribas Securities Corp.  
Bradesco Securities, Inc.  
Calyon Securities (USA) Inc.  
Citigroup Global Markets Inc.  
HSBC Securities (USA) Inc.  
J.P. Morgan Securities Inc.  
Mitsubishi UFJ Securities International plc  
Scotia Capital (USA) Inc.

Co-Managers:

BB Securities Ltd.  
Banco Itaú Europa S.A. - SFI Branch  
BBVA S.A.  
Daiwa Securities SMBC Europe Limited  
Dresdner Kleinwort Securities LLC  
Fortis Securities LLC

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Mizuho International plc  
Natexis Bleichroeder Inc.  
SG Americas Securities, LLC  
Standard Chartered Bank  
TD Securities (USA) LLC  
WestLB do Brasil Cayman Limited

Format: SEC Registered

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The offer and sale of the Securities to which this final term sheet relates have been registered by Vale Overseas Limited and Companhia Vale do Rio Doce by means of a registration statement on Form F-3 (Registration Nos. 333-138617 and 333-138617-01).**

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**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, the underwriters or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free 1-888-226-3754 (in the United States), or by calling collect 1-212-409-7563 (outside the United States).**

**Any disclaimer or other notice that may appear below is not applicable to this communication and should be disregarded. Such disclaimer or notice was automatically generated as a result of this communication being sent by Bloomberg or another email system.**

