

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

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| 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

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).

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. 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).

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