

Edgar Filing: Companhia Vale do Rio Doce - Form FWP

Companhia Vale do Rio Doce  
Form FWP  
January 06, 2006

Free Writing Prospectus

Filed pursuant to Rule 433

Registration Statement No. 333-110867 and 333-110867-01

Pricing Term Sheet

|                              |  |
|------------------------------|--|
| Issuer:                      | Vale Overseas Limited                            |
| Guarantor:                   | Companhia Vale do Rio Doce                       |
| Size:                        | US\$ 1.0 billion                                 |
| Maturity:                    | January 11, 2016                                 |
| Coupon:                      | 6.250%   |
| Price:                       | 99.97% of face amount                            |
| Yield to maturity:           | 6.254%   |
| US Treasury Spread:          | 190 bps  |
| US Treasury:                 | 4.50% US Treasury due 11/2015                    |
| US Treasury Price and Yield: | 101-5 4.354%                                     |
| Interest Payment Dates:      | January 11 and July 11, commencing July 11, 2006 |
| Settlement:                  | T+3; January 10, 2006                            |
| CUSIP/ISIN:                  | 91911TAF0 / US91911TAF0                          |
| Ratings:                     | Baa3/BBB (Moody/S&P)                             |
| Minimum Denominations:       | US\$100K/US\$1K                                  |
| Listing:                     | NYSE (pending)                                   |
| Sole Bookrunner:             | J.P. Morgan Securities Inc.                      |
| 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 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 underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free (866) 846-2874 (in the United States), or by calling collect (212) 834-7279 (outside the United States).**

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