

VALLEY OF THE RIO DOCE CO

Form 6-K

April 27, 2004

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**United States  
Securities and Exchange Commission**

**Washington, D.C. 20549**

**FORM 6-K**

Report of Foreign Private Issuer  
Pursuant To Rule 13a-16 or 15d-16  
of the  
Securities Exchange Act of 1934

For the month of

April 2004

**Valley of the Rio Doce Company**

(Translation of Registrant's name into English)

Avenida Graça Aranha, No. 26  
20005-900 Rio de Janeiro, RJ, Brazil  
(Address of principal executive office)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

(Check One) Form 20-F  Form 40-F

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1))

(Check One) Yes  No

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7))

(Check One) Yes  No

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

(Check One) Yes  No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b). 82- )



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This current report on Form 6-K is hereby incorporated by reference into the Registration Statement on Form F-4 of Vale Overseas Limited, File No. 333-109610; the Registration Statement on Form F-4 of Companhia Vale do Rio Doce, File No. 333-109610-01; the Registration Statement on Form F-3 of Vale Overseas Limited, File No. 333-110867-01; and the Registration Statement on Form F-3 of Companhia Vale do Rio Doce, File No. 333-110867.

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**CVRD 1Q04 Production Report**

**Strong production increase**

Rio de Janeiro, April 22, 2004 Companhia Vale do Rio Doce (CVRD), aiming to meet global demand growth, achieved significant YoY production growth in 1Q04, in almost all of its products.

In Brazil, the rainy season takes place in the first three months of the year generating seasonality to mining activities in this period. In 2004, heavy rains restricted especially iron ore and bauxite production. Nevertheless, when compared to the same period of last year, 1Q04 production strongly expanded.

***Highlights***

***Iron Ore***

Under US GAAP (generally accepted accounting principles in the United States) consolidation, iron ore production increased 7.3%, from 43.350 million tons in 1Q03 to 46.517 million tons in 1Q04. This relatively high growth rate was achieved despite the fact that production was discontinued in the Capanema mine since the end of 2003 as the mine reached exhaustion. In 1Q03, Capanema produced 1.480 million tons of iron ore.

Excluding CAEMI, consolidated from September 2003 onwards, CVRD's production in 1Q04 reached 37.261 million tons *vis-à-vis* 35.230 million tons in 1Q03.

Due to a maintenance stoppage of the beneficiation plant, production at Carajás was 14.484 million tons in 1Q04. Planned production for 2004 is 70 million tons, in accordance with the capacity expansion project.

***Pellets***

Under US GAAP consolidation, which does not include the pelletizing joint ventures (Samarco, GIIC, Nibrasco, Kobrasco, Hispanobras and Itabrasco), production increased 44% against 1Q03, mainly due to production increases at the São Luís plant, which produced three times more YoY.

Under BR GAAP (generally accepted accounting principles in Brazil) consolidation, where the production volumes of the pelletizing joint ventures are included proportionally to CVRD's ownership share in these companies, 1Q04 production reached 8.445 million tons, increasing 19.2% YoY.

***Manganese Ore and Ferro Alloys***

Manganese ore production reached 556,000 tons in 1Q04, an increase of 26.4% YoY. The Azul mine, located in Carajás, was responsible for about 75% of CVRD's manganese ore production in 1Q04.

CVRD's ferro alloy production increased strongly in 1Q04, up 44.8% against 1Q03, driven not only by the operations of Rio Doce Manganese Norway, but also due to higher production at RDM and RDME.

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As announced in January 2004, RDME, which produced 38,000 tons of ferro alloys in 1Q04, is undergoing a maintenance stoppage of its electric furnace for a period of 45 days beginning April 7, 2004. Therefore, production and sales are expected to decrease in 2Q04. During this period, RDME's electric furnace will be relined for the first time since 1991, when it started operations.

***Bauxite***

CVRD's attributable share of MRN production was 1.567 million tons in 1Q04. In 1Q03, when the capacity expansion was not yet operational, the corresponding figure was 965,000 tons.

***Alumina***

On an annualized basis, Alunorte's production in 1Q04 achieved 2.592 million tons, surpassing the nominal capacity of the plant, of 2.4 million tons per year. This result was possible due to productivity gains.

***Primary Aluminum***

Production at Albras, of 102,000 tons, was approximately equal to 1Q03, when it reached 104,000 tons. Some temporary operational adjustments limited production activity in 1Q04. However, Albras resumed its normal operational pace in April 2004.

***Potash***

Potash was the only product that presented production decrease, of 11.9%, in 1Q04 against 1Q03. The reduction is explained by the restrictions imposed on the Taquari-Vassouras mine by the requirements of the expansion project, which will increase its nominal capacity to 850,000 tons by July 2005. Therefore, production in 2004 should be around 40,000 tons lower than the record high level of 658,000 tons achieved last year. However, 2004 production will be higher than the current nominal capacity of 600,000 tons per year.

***Kaolin***

Total kaolin production reached 299,000 tons in 1Q04, a 4.7% increase YoY. Considering only PPSA, production reached 108,000 tons, an increase of 8.8% YoY. PPSA is, therefore, in the process to eliminate idle capacity, which should be achieved during 2004/2005.

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This press release may contain statements that express management's expectations about future events or results rather than historical facts. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected in forward-looking statements, and CVRD cannot give assurance that such statements will prove correct. These risks and uncertainties include factors: relating to the Brazilian economy and securities markets, which exhibit volatility and can be adversely affected by developments in other countries; relating to the iron ore business and its dependence on the global steel industry, which is cyclical in nature; and relating to the highly competitive industries in which CVRD operates. For additional information on factors that could cause CVRD's actual results to differ from expectations reflected in forward-looking statements, please see CVRD's reports filed with the Brazilian Comissão de Valores Mobiliários and the U.S. Securities and Exchange Commission.

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**Table of Contents****CVRD 1Q04 Production Report US GAAP\***

000 tons

	1Q03	4Q03	2003	1Q04	% Change 1Q04/1Q03	% Change 1Q04/4Q03
<b>IRON ORE</b>	43,350	49,024	188,522	46,517	7.3%	-5.1%
<b>PELLETS</b>	2,605	3,968	12,990	3,751	44.0%	-5.5%
<b>MANGANESE</b>	440	540	2,244	556	26.4%	3.0%
<b>FERRO-ALLOYS</b>	105	130	482	152	44.8%	17.3%
<b>ALUMINA</b>	470	625	2,323	648	37.9%	3.8%
<b>POTASH</b>	160	170	658	141	-11.9%	-17.0%
<b>KAOLIN</b>	286	285	1,134	299	4.7%	4.9%

\* Under US GAAP, CVRD consolidates the total production volumes of companies in which it has more than 50% of the voting capital and effective control.

Table of Contents**CVRD 1Q04 Production Report US GAAP\***

000 tons

<b>IRON ORE</b>	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>% Change 1Q04/1Q03</b>	<b>% Change 1Q04/4Q03</b>
Southern System	21,318	23,993	92,841	22,557	5.8%	-6.0%
Itabira Complex	10,545	11,091	43,162	10,314	-2.2%	-7.0%
Mariana Complex	3,727	4,085	16,086	4,448	19.3%	8.9%
Middle Mines Complex	1,824	2,764	10,050	3,334	82.8%	20.6%
Western Mines Complex	3,742	4,577	17,161	4,460	19.2%	-2.5%
Capanema	1,480	1,476	6,382	0	n.m.	n.m.
Carajás	13,681	15,702	58,929	14,484	5.9%	-7.8%
Urucum	231	189	802	220	-4.7%	16.7%
Caemi	8,120	9,140	35,950	9,256	14.0%	1.3%
<b>Total iron ore production</b>	<b>43,350</b>	<b>49,024</b>	<b>188,522</b>	<b>46,517</b>	<b>7.3%</b>	<b>-5.1%</b>
<b>PELLETS</b>	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>% Change 1Q04/1Q03</b>	<b>% Change 1Q04/4Q03</b>
CVRD I and CVRD II	1,213	1,292	4,948	1,243	2.4%	-3.8%
Fábrica	922	1,191	4,452	1,137	23.3%	-4.6%
São Luís	469	1,484	3,590	1,371	192.0%	-7.6%
<b>Total pellet production</b>	<b>2,605</b>	<b>3,968</b>	<b>12,990</b>	<b>3,751</b>	<b>44.0%</b>	<b>-5.5%</b>
<b>MANGANESE</b>	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>% Change 1Q04/1Q03</b>	<b>% Change 1Q04/4Q03</b>
Azul	290	379	1,548	413	42.1%	8.9%
Urucum	84	87	414	75	-10.9%	-13.9%
Other mines	65	73	282	68	4.4%	-7.0%
<b>Total manganese production</b>	<b>440</b>	<b>540</b>	<b>2,244</b>	<b>556</b>	<b>26.4%</b>	<b>3.0%</b>
<b>FERRO-ALLOYS</b>	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>% Change 1Q04/1Q03</b>	<b>% Change 1Q04/4Q03</b>
RDM	70	81	313	82	16.5%	1.2%
RDME	30	30	129	38	24.8%	25.0%
RDMN		14	21	28	n.m.	97.5%
Urucum	5	5	18	4	-2.7%	-1.6%
<b>Total ferro-alloy production</b>	<b>105</b>	<b>130</b>	<b>482</b>	<b>152</b>	<b>44.8%</b>	<b>17.3%</b>
<b>ALUMINA</b>					<b>% Change</b>	<b>% Change</b>

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	1Q03	4Q03	2003	1Q04	1Q04/1Q03	1Q04/4Q03
Alunorte	470	625	2,323	648	37.9%	3.8%
<b>Total alumina production</b>	<b>470</b>	<b>625</b>	<b>2,323</b>	<b>648</b>	<b>37.9%</b>	<b>3.8%</b>
<b>POTASH</b>					<b>% Change</b>	<b>% Change</b>
	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>1Q04/1Q03</b>	<b>1Q04/4Q03</b>
Taquari-Vassouras	160	170	658	141	-11.9%	-17.0%
<b>Total potash production</b>	<b>160</b>	<b>170</b>	<b>658</b>	<b>141</b>	<b>-11.9%</b>	<b>-17.0%</b>
<b>KAOLIN</b>					<b>% Change</b>	<b>% Change</b>
	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>1Q04/1Q03</b>	<b>1Q04/4Q03</b>
PPSA	99	127	423	108	8.8%	-15.3%
Caemi	187	158	711	191	2.6%	21.0%
<b>Total kaolin production</b>	<b>286</b>	<b>285</b>	<b>1,134</b>	<b>299</b>	<b>4.7%</b>	<b>4.9%</b>

\* Under US GAAP, CVRD consolidates the total production volumes of companies in which it has more than 50% of the voting capital and effective control.

**Table of Contents****CVRD 1Q04 Production Report Consolidated BR GAAP\***

000 tons

	1Q03	4Q03	2003	1Q04	% Change 1Q04/1Q03	% Change 1Q04/4Q03
<b>IRON ORE</b>	<b>45,047</b>	<b>50,744</b>	<b>195,266</b>	<b>48,158</b>	<b>6.9%</b>	<b>-5.1%</b>
<b>PELLETS</b>	<b>7,086</b>	<b>8,564</b>	<b>31,150</b>	<b>8,445</b>	<b>19.2%</b>	<b>-1.4%</b>
<b>MANGANESE</b>	<b>440</b>	<b>540</b>	<b>2,244</b>	<b>556</b>	<b>26.4%</b>	<b>3.0%</b>
<b>FERRO-ALLOYS</b>	<b>105</b>	<b>130</b>	<b>482</b>	<b>152</b>	<b>44.8%</b>	<b>17.3%</b>
<b>BAUXITE</b>	<b>965</b>	<b>1,721</b>	<b>5,762</b>	<b>1,567</b>	<b>62.4%</b>	<b>-9.0%</b>
<b>ALUMINA</b>	<b>470</b>	<b>625</b>	<b>2,323</b>	<b>648</b>	<b>37.9%</b>	<b>3.8%</b>
<b>ALUMINUM</b>	<b>65</b>	<b>68</b>	<b>268</b>	<b>64</b>	<b>-0.8%</b>	<b>-5.4%</b>
<b>POTASH</b>	<b>160</b>	<b>170</b>	<b>658</b>	<b>141</b>	<b>-11.9%</b>	<b>-17.0%</b>
<b>KAOLIN</b>	<b>286</b>	<b>285</b>	<b>1,134</b>	<b>299</b>	<b>4.7%</b>	<b>4.9%</b>

- \* 1) Under Consolidated BR GAAP, CVRD consolidates the total production of all the companies in which CVRD has more than 50% of the voting capital and effective control.
- 2) For the companies in which CVRD has shared control, consolidation is proportional to CVRD's stake in the company.
- 3) The production volumes of companies in which CVRD has minority interests are not consolidated.

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000 tons

<b>IRON ORE</b>	<b>Consolidation Methodology</b>	<b>CVRD's Stake</b>	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>% Change 1Q04/1Q03</b>	<b>% Change 1Q04/4Q03</b>
Southern System	Total	100%	21,318	23,993	92,841	22,557	5.8%	-6.0%
Itabira Complex			10,545	11,091	43,162	10,314	-2.2%	-7.0%
Mariana Complex			3,727	4,085	16,086	4,448	19.3%	8.9%
Middle Mines Complex			1,824	2,764	10,050	3,334	82.8%	20.6%
Western Mines Complex			3,742	4,577	17,161	4,460	19.2%	-2.5%
Capanema			1,480	1,476	6,382	0	-100.0%	-100.0%
Carajás	Total	100%	13,681	15,702	58,929	14,484	5.9%	-7.8%
Urucum	Total	100%	231	189	802	220	-4.7%	16.7%
Caemi	Total	60%	8,120	9,140	35,950	9,256	14.0%	1.3%
Samarco	Proportional	50%	1,696	1,720	6,744	1,641	-3.3%	-4.6%
<b>Total iron ore production</b>			<b>45,047</b>	<b>50,744</b>	<b>195,266</b>	<b>48,158</b>	<b>6.9%</b>	<b>-5.1%</b>
<b>PELLETS</b>	<b>Consolidation Methodology</b>	<b>CVRD's Stake</b>	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>% Change 1Q04/1Q03</b>	<b>% Change 1Q04/4Q03</b>
CVRD I and CVRD II	Total	100%	1,213	1,292	4,948	1,243	2.4%	-3.8%
Nibrasco	Proportional	51%	924	1,084	3,927	1,097	18.7%	1.1%
Kobrasco	Proportional	50%	553	565	2,203	555	0.3%	-1.8%
Hispanobrás	Proportional	51%	459	398	1,832	438	-4.6%	10.0%
Itabrasco	Proportional	51%	445	356	1,693	415	-6.6%	16.6%
Fábrica	Total	100%	922	1,191	4,452	1,137	23.3%	-4.6%
São Luís	Total	100%	469	1,484	3,590	1,371	192.0%	-7.6%
Samarco	Proportional	50%	1,597	1,743	6,633	1,730	8.3%	-0.8%
GIIC	Proportional	50%	504	450	1,872	460	-8.7%	2.2%
<b>Total pellet production</b>			<b>7,086</b>	<b>8,564</b>	<b>31,150</b>	<b>8,445</b>	<b>19.2%</b>	<b>-1.4%</b>
<b>MANGANESE</b>	<b>Consolidation Methodology</b>	<b>CVRD's Stake</b>	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>% Change 1Q04/1Q03</b>	<b>% Change 1Q04/4Q03</b>
Azul	Total	100%	290	379	1,548	413	42.1%	8.9%
Urucum	Total	100%	84	87	414	75	-10.9%	-13.9%
Outras minas	Total	100%	65	73	282	68	4.4%	-7.0%
<b>Total manganese production</b>			<b>440</b>	<b>540</b>	<b>2,244</b>	<b>556</b>	<b>26.4%</b>	<b>3.0%</b>

<b>FERRO-ALLOYS</b>	<b>Consolidation Methodology</b>	<b>CVRD's Stake</b>	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>% Change 1Q04/1Q03</b>	<b>% Change 1Q04/4Q03</b>
RDM	Total	100%	70	81	313	82	16.5%	1.2%
RDME	Total	100%	30	30	129	38	24.8%	25.0%
RDMN	Total	100%		14	21	28	n.m.	97.5%
Urucum	Total	100%	5	5	18	4	-2.7%	-1.6%
<b>Total ferro-alloy production</b>			<b>105</b>	<b>130</b>	<b>482</b>	<b>152</b>	<b>44.8%</b>	<b>17.3%</b>
<b>BAUXITE</b>	<b>Consolidation Methodology</b>	<b>CVRD's Stake</b>	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>% Change 1Q04/1Q03</b>	<b>% Change 1Q04/4Q03</b>
MRN	Proportional	40%	965	1,721	5,762	1,567	62.4%	-9.0%
<b>Total bauxite production</b>			<b>965</b>	<b>1,721</b>	<b>5,762</b>	<b>1,567</b>	<b>62.4%</b>	<b>-9.0%</b>
<b>ALUMINA</b>	<b>Consolidation Methodology</b>	<b>CVRD's Stake</b>	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>% Change 1Q04/1Q03</b>	<b>% Change 1Q04/4Q03</b>
Alunorte	Total	57%	470	625	2,323	648	37.9%	3.8%
<b>Total alumina production</b>			<b>470</b>	<b>625</b>	<b>2,323</b>	<b>648</b>	<b>37.9%</b>	<b>3.8%</b>
<b>ALUMINUM</b>	<b>Consolidation Methodology</b>	<b>CVRD's Stake</b>	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>% Change 1Q04/1Q03</b>	<b>% Change 1Q04/4Q03</b>
Albras	Proportional	51%	53	56	220	52	-1.9%	-6.0%
Valesul	Proportional	55%	12	12	48	12	4.4%	-2.5%
<b>Total aluminum production</b>			<b>65</b>	<b>68</b>	<b>268</b>	<b>64</b>	<b>-0.8%</b>	<b>-5.4%</b>
<b>POTASH</b>	<b>Consolidation Methodology</b>	<b>CVRD's Stake</b>	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>% Change 1Q04/1Q03</b>	<b>% Change 1Q04/4Q03</b>
Taquari-Vassouras	Total	100%	160	170	658	141	-11.9%	-17.0%
<b>Total potash production</b>			<b>160</b>	<b>170</b>	<b>658</b>	<b>141</b>	<b>-11.9%</b>	<b>-17.0%</b>
<b>KAOLIN</b>	<b>Consolidation Methodology</b>	<b>CVRD's Stake</b>	<b>1Q03</b>	<b>4Q03</b>	<b>2003</b>	<b>1Q04</b>	<b>% Change 1Q04/1Q03</b>	<b>% Change 1Q04/4Q03</b>
PPSA	Total	82%	99	127	423	108	8.8%	-15.3%
Caemi	Total	60%	187	158	711	191	2.6%	21.0%
<b>Total kaolin production</b>			<b>286</b>	<b>285</b>	<b>1,134</b>	<b>299</b>	<b>4.7%</b>	<b>4.9%</b>

- \* 1) Under Consolidated BR GAAP, CVRD consolidates the total production of all the companies in which CVRD has more than 50% of the voting capital and effective control.
  - 2) For the companies in which CVRD has shared control, consolidation is proportional to CVRD's stake in the company.
  - 3) The production volumes of companies in which CVRD has minority interests are not consolidated.
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMPANHIA VALE DO RIO DOCE  
(Registrant)

Date: April 27, 2004

By: /s/ Fabio de Oliveira Barbosa

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Fabio de Oliveira Barbosa  
Chief Financial Officer