



One Firm WorldwideSM



CONSUMER PRODUCTS & RETAIL MERGERS & ACQUISITIONS

Jones Day's Mergers & Acquisitions Practice is the largest single component of our nondisputes business and is among the largest M&A practices in the world. A significant number of our M&A transactions involve the consumer products and retail industries. We have a broad and diverse client base, which includes industry participants, private equity firms that specialize in consumer products and retail, and investment banks.

Our continuous interaction with these clients and their advisors has enabled us to develop in-depth industry knowledge and experience, shared among lawyers practicing across the entire spectrum of legal disciplines implicated in significant M&A transactions.

For example, our antitrust lawyers have extensive experience in addressing competition issues and securing antitrust clearances for substantial transactions in the consumer products and retail industries. Similarly, our lawyers practicing in the areas of tax, labor and employment, executive compensation and employee benefits, real estate, intellectual property, and environmental, among others, are well versed in applying their highly focused skills to address and resolve issues that arise in M&A transactions in these industries. Consistent with our overall emphasis on efficiency and client service, we make sure that these resources are brought together seamlessly to form the right global team for any transaction.

Jones Day consistently ranks among the top law firms for the representation of principals in M&A transactions in all published league tables. We handle a wide range of transactions — from small, privately negotiated transfers of shares or assets to leveraged buyouts and public-company combinations (both domestic and cross-border). Our M&A lawyers also work on joint ventures and strategic alliances, distressed M&A transactions, going-private transactions, and contested takeovers.

Parties to M&A transactions are increasingly likely to be based in two or more countries. Jones Day's global presence is a great benefit to companies involved in such transactions. With more than 30 locations in centers of business and finance throughout the world, Jones Day is positioned to do business where our clients do business.

On the following pages, you will find representative examples of M&A deals in the consumer products and retail sectors on which Jones Day acted as legal advisor.



\$17 billion

advice to
ALBERTSON'S, INC.

in its acquisition by a consortium including SUPERVALU INC., CVS Corporation, and an investor group led by Cerberus Capital Management, L.P.

June 2006

\$17 billion

advice to
FEDERATED DEPARTMENT STORES, INC.

in its acquisition of The May Department Stores Company

August 2005

\$15 billion

advice to
R.J. REYNOLDS TOBACCO HOLDINGS, INC.

in its acquisition of Nabisco Group Holdings Corp.

December 2000

\$10 billion

advice to
R.J. REYNOLDS TOBACCO HOLDINGS, INC.

in the combination of its business with the U.S. assets and operations of British American Tobacco p.l.c.

July 2004

\$5 billion

advice to
J.C. PENNEY COMPANY, INC.

in the sale of its Eckerd drugstore operations to The Jean Coutu Group (PJC) Inc. and CVS Corporation

July 2004

\$5 billion

advice to
FLOWERS INDUSTRIES, INC.

in the sale of its controlling interest in Keebler Foods Company to Kellogg Company and the spin-off of its Flowers Bakeries and Mrs. Smith's Bakeries businesses

March 2001

\$4 billion

advice to
RUBBERMAID, INC.

in its merger with Newell Companies

March 1999

\$3 billion

advice to
THE PROCTER & GAMBLE COMPANY

in its divestiture of the Folgers coffee business to The J.M. Smucker Company

June 2008

\$3 billion

advice to
PIPER JAFFRAY & CO., INC.

in the acquisition of OSI Restaurants Inc. (parent of Outback Steakhouse) by affiliates of Bain Capital

June 2007

\$2.1 billion

advice to
OSPRAIE MANAGEMENT, LLC

in its acquisition of ConAgra Trade Group

June 2008

\$2 billion

advice to
ALBERTSON'S, INC.

in its acquisition of Shaw's Supermarkets, Inc. from J Sainsbury plc

April 2004

\$2 billion

advice to
the independent directors of
KINKO'S, INC.

in its acquisition by FedEx Corporation

February 2004

\$2 billion

advice to
DOLE FOOD COMPANY, INC.

in its acquisition by David Murdock, the company's chairman and chief executive officer

March 2003

\$1.75 billion

advice to
U.S. SUGAR CORPORATION

in its sale to the State of Florida

June 2008

\$1 billion

advice to
BANCO SANTANDER CENTRAL HISPANO, ROYAL BANK OF SCOTLAND, AND CCF CHARTERHOUSE PLC
majority shareholders of Superdiplo, a leading Spanish supermarket chain, in the acquisition of the company by Royal Ahold N.V.

January 2001



Our antitrust lawyers have extensive experience in addressing competition issues and securing antitrust clearances for substantial transactions in the consumer products and retail industries.

\$1 billion

advice to
FOSTER'S BREWING GROUP LIMITED
 in its acquisition of Beringer Wine Estates Holdings, Inc.

October 2000

\$965 million

advice to
PIPER JAFFRAY & CO., INC.
 in the acquisition of the Hard Rock Cafe restaurant business by the Seminole Gaming Tribe of Florida

December 2006

\$830 million

advice to
THE J.M. SMUCKER COMPANY
 in its acquisition of International Multifoods Corp.

June 2004

\$750 million

advice to
FEDERATED DEPARTMENT STORES, INC.
 in the sale of its David's Bridal business

April 2007

\$750 million

advice to
PEPSICO, INC.
 in its acquisition of a 40.5% ownership interest in Snack Ventures Europe from joint venture partner General Mills, Inc.

February 2005

\$671 million

advice to
THE J.M. SMUCKER COMPANY
 in its acquisition of the Jif peanut butter and Crisco cooking oils businesses from The Procter & Gamble Company

June 2002

\$614 million

advice to
BURLINGTON INDUSTRIES, INC.
 in the sale of its assets to WL Ross & Co. LLC

November 2003

\$600 million

advice to
THE PROCTER & GAMBLE COMPANY
 in the sale of its Sunny Delight and Punica juice-based drink businesses to J.W. Childs Associates, L.P.

April 2004

\$593 million

advice to
PERNOD RICARD S.A.
 in the sale of its Orangina-Pampryl soft drinks business to Cadbury Schweppes plc

October 2001

\$568 million

advice to
PIPER JAFFRAY & CO., INC.
 in the acquisition of Lone Star Steakhouse by affiliates of Lone Star Funds

December 2006

\$437 million

advice to

FTD, INC.

in its acquisition by
Leonard Green & Partners, L.P.

February 2004

\$351 million

advice to

PURINA MILLS, INC.

in its acquisition by
Land O'Lakes, Inc.

October 2001

\$333 million

advice to

PIPER JAFFRAY & CO., INC.

in the acquisition of Dave & Buster's,
Inc. by affiliates of Wellspring Capital
Management

March 2006

\$265 million

advice to

PIPER JAFFRAY & CO., INC.

in the acquisition of Jamba Juice
by Service Acquisition Corp.
International

November 2006

\$260 million

advice to

WASSERSTEIN & CO., L.P.

in its acquisition of Bear Creek
Corporation, parent company of
Harry & David, from Yamanouchi
Pharmaceutical Co., Ltd.

June 2004

\$250 million

advice to

PIPER JAFFRAY & CO., INC.

in the acquisition of Claim Jumper
Restaurants LLC by affiliates of
Leonard Green & Partners, L.P.

October 2005

\$200 million

advice to

FEDERATED DEPARTMENT STORES, INC.

in its acquisition of Liberty House,
Inc., Hawaii's largest retailer

July 2001

\$177 million

advice to

SAUNDERS KARP & MEGRUE, L.P.

in the sale of Hat World Corporation
to Genesco Inc.

April 2004

\$132 million

advice to

INTERBREW S.A.

in its acquisition of a 50% interest
in the Chinese brewing business
of Malaysia's Lion Diversified
Holdings Berhad

January 2004

\$125 million

advice to

ULTRAFRAME PLC

in its acquisition of Four Seasons
Solar Products Corp.

July 2001



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We handle a wide range of transactions — from small, privately negotiated transfers of shares or assets to leveraged buyouts and public-company combinations (both domestic and cross-border).

\$100 million

advice to
FEDERATED DEPARTMENT STORES, INC.

in the sale of its men's formalwear business to Men's Wearhouse

April 2007

\$81 million

advice to
PIPER JAFFRAY & CO., INC.

in the management buyout of Mossimo, Incorporated

April 2006

\$75 million

advice to
ABBOTT LABORATORIES

in the sale of its Selsun Blue shampoo business to Chattem, Inc.

March 2002

Undisclosed

advice to
TSG CONSUMER PARTNERS

in its investment in Yard House Restaurants

September 2007

Undisclosed

advice to
TSG CONSUMER PARTNERS

in its sale of Alexia Foods to ConAgra Foods, Inc.

August 2007

Undisclosed

advice to
GOODE PARTNERS

in its investment in specialty retailer Intermix

July 2007

Undisclosed

advice to
TSG CONSUMER PARTNERS

in its sale of PureOlogy Research, LLC to L'Oréal USA, Inc.

May 2007

Undisclosed

advice to
PARALLEL INVESTMENT PARTNERS

in its acquisition of Mealey's Furniture and Mattress

January 2007

Undisclosed

advice to
PARALLEL INVESTMENT PARTNERS

in the leveraged recapitalization of Moosejaw Mountaineering

January 2007

Undisclosed

advice to
GOODE PARTNERS

in its acquisition of Chuy's Restaurants

November 2006

<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to GOODE PARTNERS</p> <p>in its investment in Rachel Ashwell Designs to finance expansion of Shabby Chic retail stores</p> <p style="text-align: center;">September 2006</p>	<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to TSG CONSUMER PARTNERS</p> <p>in its investment in Radio Systems Corp. to finance the acquisition of Invisible Technologies, Inc.</p> <p style="text-align: center;">September 2006</p>	<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to PARALLEL INVESTMENT PARTNERS</p> <p>in the leveraged recapitalization of Marmalade Cafe</p> <p style="text-align: center;">March 2006</p>
<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to TSG CONSUMER PARTNERS</p> <p>in its acquisition of N.V. Perricone M.D. Cosmeceuticals</p> <p style="text-align: center;">March 2006</p>	<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to PARALLEL INVESTMENT PARTNERS</p> <p>in its acquisition of Weisman Discount Home Centers</p> <p style="text-align: center;">January 2006</p>	<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to PARALLEL INVESTMENT PARTNERS</p> <p>in the leveraged recapitalization of Quartermaster Inc.</p> <p style="text-align: center;">December 2005</p>
<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to TSG CONSUMER PARTNERS</p> <p>in its acquisition of Alterna Inc.</p> <p style="text-align: center;">April 2005</p>	<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to PARALLEL INVESTMENT PARTNERS</p> <p>in its investment in the convertible preferred and Class B common stock of Teavana Corporation</p> <p style="text-align: center;">December 2004</p>	<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to TSG CONSUMER PARTNERS</p> <p>in its acquisition of PureOlogy Research, LLC</p> <p style="text-align: center;">November 2004</p>
<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to GENERAL MILLS, INC.</p> <p>in its acquisition of the remaining 50% of Häagen-Dazs Taiwan Limited from joint venture partner Namchow Chemical Industrial Co., Ltd.</p> <p style="text-align: center;">July 2003</p>	<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to TSG CONSUMER PARTNERS</p> <p>in its acquisition of Alexia Foods, Inc.</p> <p style="text-align: center;">July 2003</p>	<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to TSG CONSUMER PARTNERS</p> <p>in its acquisition of Meguiar's, Inc.</p> <p style="text-align: center;">April 2003</p>
<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to LVMH MOÛT HENNESSY- LOUIS VUITTON S.A.</p> <p>in the sale of various assets related to its Pommery champagne brand to the Vranken Monopole Group</p> <p style="text-align: center;">May 2002</p>	<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to HACHETTE DISTRIBUTION SERVICES S.A.</p> <p>in its acquisition of Virgin Megastores S.A. and related trademarks from Virgin Group Ltd.</p> <p style="text-align: center;">July 2001</p>	<p style="text-align: center;">Undisclosed</p> <p style="text-align: center;">advice to UBS AG</p> <p>in the acquisition of Spanish cosmetics company Cosmética General, S.A. (COGESA) by private equity unit UBS Capital</p> <p style="text-align: center;">July 2001</p>

ADDITIONAL INFORMATION

For additional information regarding our Consumer Products & Retail Mergers & Acquisitions Practice, please contact your principal Jones Day representative or one of the lawyers listed in this publication. General email messages may be sent using our “Contact Us” form, which can be found at www.jonesday.com.

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SAN FRANCISCO

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