



One Firm WorldwideSM



INTERNATIONAL M&A PRACTICE – MOSCOW

Jones Day's Mergers & Acquisitions Practice is among the largest M&A practices in the world. We represent bidders, targets, financial advisors, and other parties in deals ranging from small, privately negotiated transfers of shares or assets to leveraged buyouts, domestic and cross-border public-company combinations, joint ventures and strategic alliances, bankruptcy buyouts and other distressed M&A transactions, going-private transactions, and contested takeovers. We have been ranked No. 1 in M&A by number of transactions worldwide every year since 2000 by Thomson Reuters and Bloomberg.

We believe we are leading the way to a new, more effective approach to M&A. Mergers, acquisitions, and similar transactions ordinarily involve multidisciplinary teams—including M&A, transactional tax, intellectual property, antitrust, employee/labor, and environmental—and lawyers from other disciplines, depending on the particular transaction.

Because we are integrated across our offices and practices, Jones Day brings seamless access to the specific resources necessary for each transaction, based on its scope and geographical requirements.

Jones Day was introduced to the Russian market in 2004 through our representation of Alfa Group and Access/Renova in the formation of TNK-BP, their \$18 billion 50/50 joint venture with BP and the largest M&A transaction in Russian history, at the time.

Despite the Firm's relatively recent presence in Moscow, we have been involved in some of the most significant and high-profile cross-border M&A transactions in the region. In Thomson Reuters' M&A league tables for year-end 2009, Jones Day ranked No. 1 for value of announced deals involving Russia.

M&A PRACTICE FACTS

- No. 1 for value of announced deals involving Russia in Thomson Reuters' M&A league table for year-end 2009.
- No. 1 for number of deals worldwide every quarter since 2000 in the Thomson Reuters and Bloomberg league tables.
- 6,000+ M&A transactions worldwide.
- Principal representation in 1,000+ deals involving at least \$100 million.
- We are the principal outside M&A lawyers for most of our major clients.
- With our leading Restructuring Practice, we have one of the world's leading distressed M&A practices.

SELECTED REPRESENTATIONS IN RUSSIA

Alfa Group

Advised Alfa Group in connection with the sale of its interest in CTC Media for \$1.1 billion.

Alfa Group

Advised Alfa Group on the formation of the \$3.3 billion Turkcell joint venture with Cukurova Group.

Alfa Group and Access/Renova

Advised Alfa Group and Access/Renova on the sale of their 49.5 percent interest in Slavneft to TNK-BP for \$1.35 billion.

Alfa Group and Access/Renova

Advised Alfa Group and Access/Renova on the formation of their \$18 billion TNK-BP joint venture with BP.

Altimo

Advised Altimo in the \$23.8 billion deal with Telenor to combine their respective holdings in VimpelCom and Kyivstar, leading mobile operators in Russia and Ukraine, respectively, under the newly formed VimpelCom Ltd.

Altimo

Advised Altimo in connection with the \$4.3 billion tender offer by a subsidiary of VimpelCom for 100 percent of the shares of Golden Telecom.

Eldorado Group

Represented Eldorado Group in connection with the formation of the joint venture with PPF Group creating the largest consumer electronics retailer in Russia and in the subsequent sale by Igor Yakovlev, the founder of Eldorado Group, of his 50 percent minus-one-share stake to PPF.

KeyBanc Capital Markets

Counsel to the target's financial advisor in the \$2.3 billion acquisition of Oregon Steel Mills by Evraz Group S.A.

OM Group

Advised OM Group, Inc., on the \$408 million sale of its nickel assets to MMC Norilsk Nickel.

Rosneft

Advised Rosneft in connection with the formation of its \$3.56 billion joint venture with Sinopec.

Sibir Energy

Advised Sibir Energy on its £456 million merger with the Moscow Oil and Gas Company.

Sukhoi Civil Aircraft

Represented Sukhoi Civil Aircraft Company (SCAC) on the formation of its joint venture with Alenia Aeronautica and the sale of a 25 percent equity stake in SCAC to Alenia.

SELECTED RECENT GLOBAL REPRESENTATIONS OVER US\$ 1 BILLION

\$43 billion

Advice to
**POTASH CORPORATION OF
SASKATCHEWAN INC.**

in its successful defense of a hostile takeover
bid by the BHP Billiton Group

August 2010

\$29 billion

Advice to
FIRST DATA CORPORATION

in its acquisition by Kohlberg Kravis
Roberts & Co. where Jones Day acted as
Australian counsel

April 2007

\$24 billion

Advice to
ALTIMO

in the formation of VimpelCom Ltd.
through the combination by Altimo and
Telenor of their respective holdings in
VimpelCom and Kyivstar

October 2009

\$18 billion

Advice to
GOODRICH CORPORATION

in its merger with United Technologies Corp.

September 2011

\$13 billion

Advice to
SPRINT NEXTEL CORPORATION

in its acquisition of next-generation wireless
infrastructure equipment from Samsung,
Alcatel-Lucent, and Ericsson to be used to
upgrade Sprint's nationwide wireless network

December 2010

\$10 billion

Advice to
THE LUBRIZOL CORPORATION

in its acquisition by Berkshire Hathaway Inc.

March 2011

\$10 billion

Advice to
CLIFFS NATURAL RESOURCES INC.

in its proposed acquisition of Alpha Natural
Resources, Inc.

July 2008

\$9 billion

Advice to
CONTINENTAL AIRLINES, INC.

in its all-stock merger of equals with
United Airlines

May 2010

\$9 billion

Advice to
FIRSTENERGY CORPORATION

in its stock-for-stock merger with
Allegheny Energy, Inc.

February 2010

\$8 billion

Advice to
**HARMAN INTERNATIONAL INDUSTRIES,
INCORPORATED**

in its acquisition by affiliates of
Kohlberg Kravis Roberts & Co. and
GS Capital Partners

April 2007

\$7 billion

Advice to
TEXAS INSTRUMENTS INC.

in its acquisition of
National Semiconductor Corporation

April 2011

\$6 billion

Advice to
SAP AG

in its acquisition of Sybase, Inc.

May 2010

\$6 billion

Advice to
NATIONAL CITY CORPORATION

in its acquisition by
The PNC Financial Services Group, Inc.

October 2008

\$6 billion

Advice to
OGE ENERGY CORP.

in the formation of ETP Enogex Partners
LLC, a joint venture with Energy Transfer
Partners, L.P. (ETP), by combining
OGE's Enogex midstream business
with ETP's interstate operations and
midstream operations

September 2008

\$6 billion

Advice to
IDEMITSU KOSAN CO., LTD.

in the formation of Nghi Son Refinery
& Petrochemical Limited Liability
Company, a joint venture with Petro
Vietnam, Kuwait Petroleum Europe, and
Mitsui Chemicals, Inc.

April 2008

\$6 billion

Advice to
LAZARD FRERES & CO. LLC

in the unsolicited tender offer for Affiliated Computer Services Inc. by Chairman Darwin Deason and Cerberus Capital Management, L.P., where Jones Day acted as counsel to the target's financial advisor

March 2007

NT\$172 billion

Advice to
INNOLUX DISPLAY CORP.

in its merger with Chi Mei Optoelectronics and TPO Displays

November 2009

\$5 billion

Advice to
DAIICHI SANKYO COMPANY, LIMITED

in its acquisition of
Ranbaxy Laboratories Limited

June 2008

\$4 billion

Advice to
CITIGROUP INC.

in the acquisition of Solectron Corporation by Flextronics International Ltd. where Jones Day acted as counsel to the acquiror's financial advisor

June 2007

\$3 billion

Advice to
INTERNATIONAL COAL GROUP, INC.

in its acquisition by Arch Coal, Inc.

May 2011

\$3 billion

Advice to
CELGENE CORPORATION

in its agreement to acquire
Abraxis BioScience, Inc.

June 2010

\$3 billion

Advice to
OSPRAIE MANAGEMENT, LLC

in its acquisition of ConAgra Trade Group

March 2008

\$3 billion

Advice to
**WASHINGTON GROUP
INTERNATIONAL, INC.**

in its acquisition by URS Corporation

November 2007

\$3 billion

Advice to
GOLDMAN, SACHS & CO.

in the sale by Eastman Kodak Co. of its health-imaging business to Onex Healthcare Holdings, Inc., a subsidiary of Onex Corp., where Jones Day acted as counsel to the seller's financial advisor

January 2007

\$2 billion

Advice to
ATTACHMATE CORPORATION

in its acquisition of Novell, Inc., and the related \$450 million sale of intellectual property assets to a consortium led by Microsoft Corporation

November 2010

\$2 billion

Advice to
CHRYSLER GROUP LLC

in its group restructuring and the implementation of the Fiat alliance through a Section 363 sale in bankruptcy proceedings, with U.S. government financing

April 2009

\$2 billion

Advice to
**NATIONWIDE MUTUAL INSURANCE
COMPANY**

in its acquisition of
Nationwide Financial Services, Inc.

August 2008

\$2 billion

Advice to
OMI CORPORATION

in its acquisition by Teekay Corporation and A/S Dampskibsselskabet TORM

April 2007

\$2 billion

Advice to
**SPECIAL COMMITTEE OF THE BOARD
OF DIRECTORS OF STATS CHIPPAC LTD.**

in its tender offer for the remaining 64.7% interest in the company by Singapore Technologies Semiconductors Pte Ltd, a subsidiary of Temasek Holdings Ltd

March 2007

\$2 billion

Advice to
NATIONAL CITY CORPORATION

in a Dutch auction self-tender offer to acquire 40 million shares of the company's Common Stock

January 2007

CAD\$5 billion

Advice to
CLIFFS NATURAL RESOURCES INC.
in its acquisition of Consolidated Thompson
Iron Mines Limited

January 2011

\$4 billion

Advice to
HUNT PETROLEUM CORPORATION
in its acquisition by XTO Energy Inc.

June 2008

\$4 billion

Advice to
**ALTIMO HOLDINGS & INVESTMENTS
LIMITED**
in its tender offer by a subsidiary of
VimpelCom for 100% of the shares of
Golden Telecom, Inc.

January 2008

\$3 billion

Advice to
JOHNSON DIVERSEY, INC.
in its recapitalization including a
\$477 million investment by Clayton,
Dubilier & Rice for a 46% equity interest
in the company

October 2009

\$3 billion

Advice to
ABBOTT LABORATORIES
in its acquisition of
Advanced Medical Optics, Inc.

January 2009

\$3 billion

Advice to
DIEBOLD, INCORPORATED
in United Technologies Corporation's
unsolicited tender offer for the company

March 2008

\$3 billion

Advice to
ALFA GROUP
in the formation of Cukurova Telecom
Holdings Limited, a joint venture with
Cukurova Group, to hold a 27% interest in
Turkcell Iletisim Hizmetleri A.S.

November 2005

\$2 billion

Advice to
THE PROCTER & GAMBLE COMPANY
in the Reverse Morris Trust divestiture of
its Pringles snacks business pursuant to a
merger agreement with Diamond Foods
Inc. and the subsequent split- or spinoff to
P&G shareholders

April 2011

\$2 billion

Advice to
CUMULUS MEDIA INC.
in its acquisition of
Citadel Broadcasting Corporation

March 2011

\$2 billion

Advice to
TRIARC COMPANIES, INC.
in its acquisition of
Wendy's International, Inc.

April 2008

\$2 billion

Advice to
ATLAS PIPELINE PARTNERS
in its acquisition of natural gas gathering
and processing systems from
Anadarko Petroleum Corporation

June 2007

\$2 billion

Advice to
NATIONAL CITY CORPORATION
in its acquisition of MAF Bancorp, Inc.

May 2007

\$2 billion

Advice to
KEYBANC CAPITAL MARKETS
in the acquisition of Oregon Steel Mills by
Evraz Group S.A. where Jones Day acted as
counsel to the target's financial advisor

November 2006

\$2 billion

Advice to
**THE READER'S DIGEST
ASSOCIATION, INC.**
in its acquisition by an investor group led by
Ripplewood Holdings LLC

November 2006

£1 billion

Advice to
ALLEN & COMPANY, LLC
in its acquisition of Arsenal Holdings
plc by KSE UK, Inc., where Jones
Day acted as counsel to the acquirer's
U.S. financial advisor

April 2011

£1 billion

Advice to
SIBIR ENERGY PLC

in its sale of a 43.05% interest in the company to Gazprom Neft, a subsidiary of the Russian state-owned company Gazprom

May 2009

€1 billion

Advice to
ÉLECTRICITÉ DE FRANCE S.A.

in its sale of minority equity stakes to Fluxys and Total in Dunkerque LNG, a subsidiary of the EDF group dedicated to the construction and future ownership of the LNG terminal of Dunkerque, one of the largest LNG terminals in Europe

June 2011

€1 billion

Advice to
WL ROSS & CO. LLC

in the investment in Bank of Ireland by a consortium including Fairfax Financial Holdings, Capital Research, Fidelity Investments, and Kennedy Wilson where Jones Day acted as counsel to the investor

June 2011

MXN\$16 billion

Advice to
IXE GRUPO FINANCIERO, S.A.B. DE C.V.

in its merger with Grupo Financiero Banorte S.A.B. de C.V.

November 2010

¥154 billion

Advice to
PERRY CAPITAL, LLC

in its acquisition of a minority stake in NEC Electronics Corporation from NEC Corporation

July 2007

NT\$40 billion

Advice to
FUBON FINANCIAL HOLDING CO., LTD.

in its acquisition by Taiwan Mobile Corp. of a controlling interest in Taiwan Fixed Network Co., Ltd., where Jones Day acted as counsel to the acquiror's financial advisor

April 2007

\$1 billion

Advice to
ALFA FINANCE HOLDINGS S.A.

in its sale of a 25.1% beneficial interest in CTC Media, Inc., Russia's leading independent television broadcaster listed on NASDAQ, to Telcrest Investments Limited

May 2011

\$1 billion

Advice to
GUANGDONG YUDEAN GROUP CO., LTD.

in its acquisition of a 50% stake in InterGen by a consortium led by China Huaneng Group

April 2011

\$1 billion

Advice to
SUNPOWER CORPORATION

in the tender offer by Total S.A. for up to 60% of SunPower's outstanding Class A Common Shares and 60% of SunPower's outstanding Class B Common Shares

April 2011

\$1 billion

Advice to
TEXTRON INC.

in the sale of its Fluid and Power Division to Clyde Blowers Limited where Jones Day acted as Chinese counsel

September 2008

\$1 billion

Advice to
GIC SPECIAL INVESTMENTS PTE LTD AND THE OMERS ADMINISTRATION CORPORATION

in their acquisition of a 19.9% interest in Oncor Electric Delivery Company LLC, a Texas-based regulated distributor of electricity

August 2008

\$1 billion

Advice to
IXE GRUPO FINANCIERO, S.A.B. DE C.V.

in its attempted assumption of debt and acquisition of GMAC financial entities in Mexico

May 2008

\$1 billion

Advice to
MARBLE BAR ASSET MANAGEMENT LLP

in its acquisition by EFG International

December 2007

\$1 billion

Advice to
BABCOCK & BROWN DIRECT INVESTMENT FUND LIMITED AND EVEREST CAPITAL LIMITED

in their acquisition of Coinmach Service Corp.

November 2007

\$1 billion

Advice to
E.ON AG

in its acquisition of the North American activities of Airtricity, Inc.

October 2007

€1 billion

Advice to
MPS GROUP, INC.
in its acquisition by Adecco SA

October 2009

€1 billion

Advice to
FRANCE TÉLÉCOM S.A.
in its acquisition of the stakes of the
principal minority shareholders of
France Telecom España

April 2009

€1 billion

Advice to
CITIGROUP GLOBAL MARKETS LIMITED
in the tender offer for Alitalia S.p.A. by Air
France-KLM SA where Jones Day acted as
counsel to the target's financial advisor

March 2008

HK\$9 billion

Advice to
CHINA ELECTRONICS CORPORATION
in the consortium takeover bid with Mitsui
& Co., Ltd., for TPV Technology Limited

January 2010

\$1 billion

Advice to
DIAMOND S SHIPPING, LLC
in its acquisition of companies owning
30 medium-range refined product carriers
from Cido Shipping of Hong Kong,
including a \$1 billion investment provided
by a group of investors

August 2011

\$1 billion

Advice to
FLY LEASING LIMITED
in its acquisition of a portfolio of 49 aircraft

August 2011

\$1 billion

Advice to
CHEVRON CORPORATION
in the sale by Chevron Midstream Investments,
LLC, of its 23.44% stake in the Colonial
Pipeline System to a Kohlberg Kravis Roberts &
Co. investment vehicle funded by the National
Pension Service of Korea

October 2010

\$1 billion

Advice to
SUNPOWER CORPORATION
in the formation of a joint venture with
AU Optronics Corp. to manufacture and sell
output of solar cells

May 2010

\$1 billion

Advice to
CARDINAL HEALTH, INC.
in its spinoff of CareFusion Corp.

September 2009

\$1 billion

Advice to
MICRON TECHNOLOGY, INC.
in the formation of MeiYa Technology
Corporation, a joint venture with Nanya
Technology Corporation to manufacture
stack DRAM products

April 2008

\$1 billion

Advice to
WL ROSS & CO. LLC
in its acquisition of up to \$1 billion of
Common Stock of Assured Guaranty Ltd.

February 2008

\$1 billion

Advice to
GRUPO GIGANTE
in the sale of its supermarket division to
Organización Soriana, S.A.B. de C.V., and
advice in connection with the repurchase of
its Senior Notes due 2016

December 2007

\$1 billion

Advice to
ATLAS ENERGY LLC
in its acquisition of DTE Gas & Oil
Company from DTE Energy Company

May 2007

\$1 billion

Advice to
CITIC RESOURCES HOLDINGS LIMITED
in its acquisition of
Renowned Nation Limited

April 2007

\$1 billion

Advice to
**BRIDGESTONE AMERICAS
HOLDING, INC.**
in its acquisition of Bandag, Incorporated

December 2006

ABOUT JONES DAY

Jones Day ranks among the world's largest and most geographically diverse law firms that offers a full suite of integrated legal services throughout our offices in Europe, Asia, the Middle East, Latin America, and the United States. Our clients—which represent leading companies in virtually every industry—benefit from the strength of our multidisciplinary teams and the seam-less transfer of resources across multiple jurisdictions and borders. We act as principal outside counsel to, or provide significant legal representation for, a majority of the *Fortune* 500 and approximately half of the *Fortune Global* 500 and the *FT Global* 500.

LAWYER CONTACT

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JONES DAY GLOBAL LOCATIONS

ATLANTA	DALLAS	LOS ANGELES	NEW YORK	SHANGHAI
BEIJING	DUBAI	MADRID	PARIS	SILICON VALLEY
BOSTON	FRANKFURT	MEXICO CITY	PITTSBURGH	SINGAPORE
BRUSSELS	HONG KONG	MILAN	RIYADH	SYDNEY
CHICAGO	HOUSTON	MOSCOW	SAN DIEGO	TAIPEI
CLEVELAND	IRVINE	MUNICH	SAN FRANCISCO	TOKYO
COLUMBUS	LONDON	NEW DELHI	SÃO PAULO	WASHINGTON