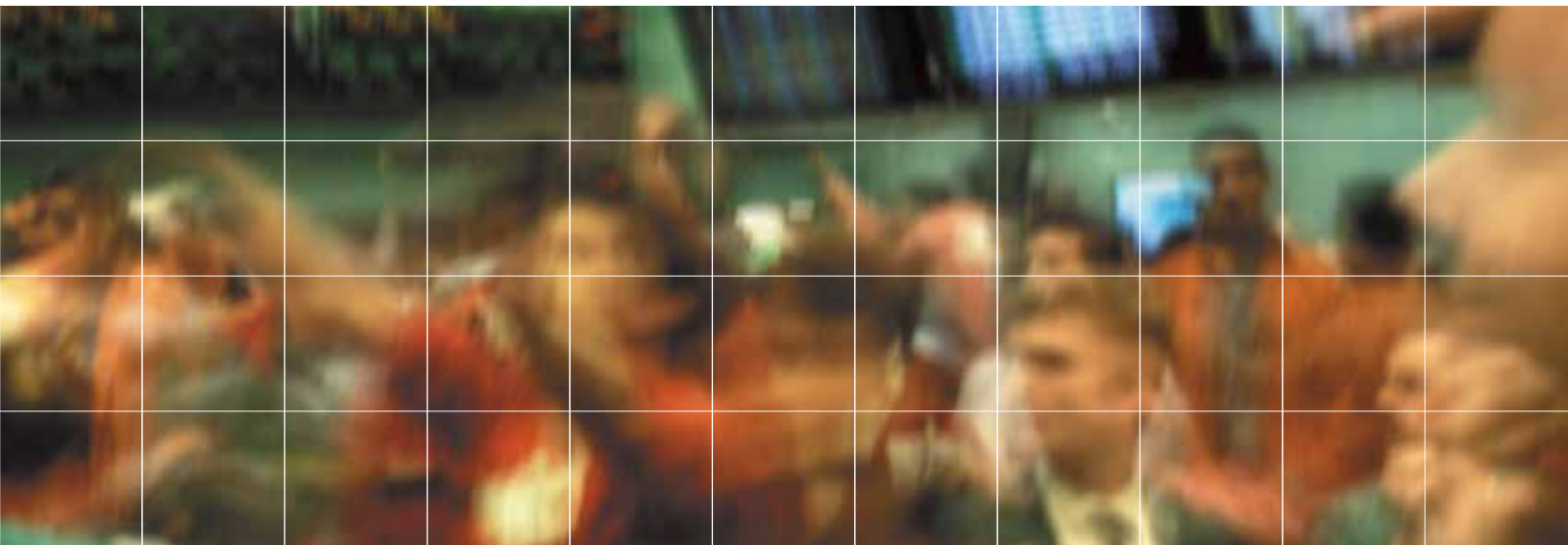




One Firm WorldwideSM



CAPITAL MARKETS PRACTICE

Jones Day is one of the world's largest and most recognized law firms, with more than 2,500 lawyers in 38 centers of finance around the globe. We assist companies and financial institutions in a wide variety of transactions, including initial public offerings, high-yield debt offerings, exchange transactions, rights offerings, investment-grade and hybrid debt offerings, and asset-backed offerings. Our representations include American Depositary Receipt and Global Depositary Receipt programs, domestic and foreign exchange offerings and listings, Rule 144A and Regulation S offerings, and privatizations of state-owned entities and assets. In addition, we assist our corporate clients with their communications with

the public markets and their disclosure and reporting obligations and interpretive issues with the U.S. Securities and Exchange Commission and other regulatory authorities and stock exchanges throughout the world. Our attorneys also work closely with lawyers in the Firm's Mergers & Acquisitions and Business Restructuring & Reorganization practices in a wide range of corporate transactions.

Whether you are an issuer or underwriter pursuing a financing strategy or a company communicating with your investors and regulators, Jones Day attorneys are prepared to assist you.



Since the inception of the BTI Client Service Ranking 11 years ago, Jones Day is the only firm to have earned top ratings year after year. In every survey, Jones Day has ranked in the top five, and our consistent high ratings have earned us a place among the elite few firms elected to the BTI Client Service Hall of Fame.

\$4.5 billion

Advice to

CITIGROUP GLOBAL MARKETS LIMITED

in the public offering of a series of Senior Notes and Floating-Rate Notes by PepsiCo, Inc.

January 2010

\$3.3 billion

Advice to

THE PROCTER & GAMBLE COMPANY

in its exchange offer in connection with the merger of P&G's Folgers Coffee subsidiary with The J.M. Smucker Company

November 2008

\$2.25 billion

Advice to

JPMORGAN SECURITIES INC.

in the public offering of 5.125% Senior Notes, 5.400% Senior Notes, and Senior Floating-Rate Notes by BHP Billiton Finance (USA) Limited

March 2007

\$2 billion

Advice to

MERRILL LYNCH & CO.

in the public offering of 7.9% Senior Notes due 2018 by PepsiCo, Inc.

October 2008

\$1.6 billion

Advice to

MACY'S, INC. (F.K.A. FEDERATED DEPARTMENT STORES, INC.)

in its public offering of 5.350% and 6.375% Senior Notes

March 2007

HK\$11.5 billion

Advice to

MORGAN STANLEY & CO. INTERNATIONAL, UBS AG, AND CHINA INTERNATIONAL CAPITAL CORPORATION

in the initial public offering of Ordinary Shares and concurrent global placings by Fosun International Limited

July 2007

INR 50.48 billion

Advice to

ABN AMRO SECURITIES (INDIA) PRIVATE LIMITED, CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED, DEUTSCHE EQUITIES INDIA PRIVATE LIMITED, DSP MERRILL LYNCH LIMITED, AND SBI CAPITAL MARKETS LIMITED

in a rights offering of Equity Shares in India by Hindalco Industries Limited

October 2008

\$1 billion

Advice to

JEFFERIES & COMPANY, INC.

in the Rule 144A and Regulation S offering of 11 1/2% Secured First Lien Notes due 2015 by Vantage Drilling Company and concurrent underwritten \$50 million public offering of Ordinary shares also by Vantage.

August 2010

\$1 billion

Advice to

CONAGRA FOODS, INC.

in its public offering of 5.875% Senior Notes due 2014 and 7.000% Senior Notes due 2019

April 2009

\$1 billion

Advice to

MORGAN STANLEY & CO. INCORPORATED, UBS SECURITIES LLC, AND MURIEL SIEBERT & CO., INC.

in the public offering of 4.65% Senior Notes by PepsiCo, Inc.

March 2009

€2.5 billion

Advice to

HEIDELBERGCEMENT AG

in its Eurobond issue guaranteed by Hanson Limited where Jones Day acted as English counsel

October 2009

\$3 billion

Advice to

ORANGE S.A.

in its public offering of 4.375% Notes due 2014 and 5.375% Notes due 2019

July 2009

\$2.5 billion

Advice to

FRANCE TELECOM

in the public offering of 4.375% and 5.375% Notes

July 2009

\$2 billion

Advice to

FEDERATED DEPARTMENT STORES, INC.

regarding the repurchase of Common Stock through accelerated share repurchase agreements

March 2007

\$1.8 billion

Advice to

VEOLIA ENVIRONNEMENT

in its U.S. public offering of 5.25%, 6.00%, and 6.75% Notes and concurrent Regulation S offerings

May 2008

€1.4 billion

Advice to

HEIDELBERGCEMENT AG

in its Eurobond issue guaranteed by Hanson Limited where Jones Day acted as English counsel

January 2010

\$1.4 billion

Advice to

NATIONAL CITY CORPORATION

in its public offering of 4% Convertible Senior Notes due 2011

January 2008

£873 million

Advice to

QBE INSURANCE GROUP LIMITED

in its Rule 144A offering of Liquid Yield Option Securities ("LYONs")

May 2007

\$1.3 billion

Advice to

SPRINT NEXTEL CORPORATION

in its public offering of 8.375% Senior Notes due 2017

August 2009

\$1 billion

Advice to

OMNICOM GROUP INC.

in its public offering of 4.45% Senior Notes due 2020

August 2010

\$1 billion

Advice to

SANDisk CORPORATION

in its public offering of Senior Convertible Notes due 2017

August 2010

\$1 billion

Advice to

POTASH CORPORATION OF SASKATCHEWAN INC.

in its public offering of 3.750% Notes due 2015 and 4.875% Notes due 2020

September 2009

\$1 billion

Advice to

R.H. DONNELLEY CORPORATION

in its Rule 144A and Regulation S offering of 8.875% Series A-4 Senior Notes

October 2007

\$1 billion

Advice to

CITIC RESOURCES HOLDINGS LIMITED

in its Rule 144A and Regulation S offering of 6.75% Senior Notes

May 2007

\$1 billion

Advice to

MERRILL LYNCH & CO.

in the public offering of 5.15% Notes by PepsiCo, Inc.

May 2007

\$950 million

Advice to

**MACY'S, INC. (F.K.A. FEDERATED
DEPARTMENT STORES, INC.)**

in its nonconvertible debt tender offer

February 2009

\$850 million

Advice to

ADANI ENTERPRISES LIMITED

in its qualified institutional placement
of Equity Shares pursuant to Rule 144A
and Regulation S

August 2010

\$848.6 million

Advice to

**JEFFERIES & COMPANY, INC., AND
UBS INVESTMENT BANK**

in the public offering of Common Stock
by Inverness Medical Innovations, Inc.,
and certain of its selling stockholders

November 2007

\$738.8 million

Advice to

INTERNATIONAL COAL GROUP, INC.

in its \$109.3 million public offering of
Common Stock, \$115 million public offering
of 4.000% Convertible Senior Notes due 2017,
\$200 million public offering of 9.125% Senior
Secured Second-Priority Notes due 2018, and
\$139.5 million cash tender offer

April 2010

\$650 million

Advice to

**MACY'S, INC. (F.K.A. FEDERATED
DEPARTMENT STORES, INC.)**

in a public offering of 7.875%
Senior Notes

June 2008

\$605 million

Advice to

**HIDILI INDUSTRY INTERNATIONAL
DEVELOPMENT LIMITED**

in its initial public offering of Equity
Shares in Hong Kong and concurrent
Rule 144A and Regulation S offerings

September 2007

\$500 million

Advice to

THE SHERWIN-WILLIAMS COMPANY

in its public offering of 3.125% Senior
Notes due 2014

December 2009

\$500 million

Advice to

OMNICOM GROUP INC.

in its public offering of 6.25% Senior
Notes due 2019

July 2009

\$500 million

Advice to

KRAFT FOODS INC.

in its public offering of 6.75% Notes
due 2014

December 2008

\$475 million

Advice to

QUICKSILVER RESOURCES INC.

in its public offering of 7.75% Senior
Notes due 2015

June 2008

\$470 million

Advice to

XCEL ENERGY INC.

in its forward sale of Common Stock

August 2010

INR 21.4 billion

Advice to

THE FEDERAL BANK LIMITED

in a rights offering of Equity Shares

February 2008

\$400 million

Advice to

**PUBLIC SERVICE COMPANY
OF COLORADO**

in its public offering of 5.125% First
Mortgage Bonds, Series No. 20

June 2009

\$395 million

Advice to

XCEL ENERGY INC.

in its public offering of Common Stock

September 2008

\$375 million

Advice to

LOUISIANA-PACIFIC CORPORATION

in its Rule 144A offering of 13% Senior
Secured Notes and Warrants

March 2009

\$800 million

Advice to

CITIGROUP INC.

in the Rule 144A and Regulation S offering of 6% Guaranteed Senior Notes due 2019 by Incitec Pivot Finance LLC

December 2009

\$750 million

Advice to

JEFFERIES & COMPANY, INC.

in the Rule 144A, Regulation D, and Regulation S offering of 10% Senior Notes by Energy XXI Gulf Coast, Inc.

June 2007

\$750 million

Advice to

SPRINT NEXTEL CORPORATION

in its public offering of Floating-Rate Notes

June 2007

\$600 million

Advice to

PUBLIC SERVICE COMPANY OF COLORADO

in its public offering of 5.8% First Mortgage Bonds, Series No. 18, and 6.5% First Mortgage Bonds, Series No. 19

August 2008

\$600 million

Advice to

ATLAS ENERGY RESOURCES, LLC

in its private placement of Common Stock and Class D Units in a PIPE transaction

June 2007

\$550 million

Advice to

XCEL ENERGY INC.

in its public offering of 4.7% Senior Notes due 2020

May 2010

\$500 million

Advice to

NORTHERN STATES POWER COMPANY

in its public offering of 5.25% First Mortgage Bonds

March 2008

\$500 million

Advice to

USG CORPORATION

in its public offering of 7.75% Senior Notes

September 2007

\$499.9 million

Advice to

CONAGRA FOODS, INC.

in an exchange offer of 5.819% Senior Notes for an equal principal amount of its 5.819% Senior Notes registered under the Securities Act of 1933

June 2007

\$450 million

Advice to

HARSCO CORPORATION

in its public offering of 5.75% Senior Notes due 2018

May 2008

\$426.9 million

Advice to

DENDREON CORPORATION

in its public offering of Common Stock

December 2009

\$407.9 million

Advice to

MOLYCORP, INC.

in its public offering of Common Stock

August 2010

\$362 million

Advice to

CLIFFS NATURAL RESOURCES INC.

in its public offering of Common Stock

May 2009

\$350 million

Advice to

DEVELOPERS DIVERSIFIED REALTY CORPORATION

in its public offering of Common Stock

February 2010

£200.8 million

Advice to

HANSTEEN HOLDINGS PLC

in its institutional placing and open offer of Ordinary Shares

July 2009



In 2011, Jones Day ranked No. 5 in *Corporate Board Member* magazine's annual survey of major corporate law firms. The Firm has been in the top 10 every year since the survey began 11 years ago.

\$300 million

Advice to

DEVELOPERS DIVERSIFIED REALTY CORPORATION

in its public offering of 7.5% Senior Notes due 2017

March 2010

\$300 million

Advice to

ALFA FINANCE HOLDINGS S.A.

in a private placement of Secured Notes to Deutsche Bank, London Branch, to refinance an existing \$250 million facility

November 2007

\$250 million

Advice to

ABBOTT LABORATORIES

in a tender offer and exit consent solicitation of 7.5% Senior Subordinated Notes by Advanced Medical Optics, Inc.

February 2009

\$250 million

Advice to

OKLAHOMA GAS & ELECTRIC CO.

in its public offering of 8.25% Senior Notes

December 2008

\$200 million

Advice to

LENNOX INTERNATIONAL

in its public offering of 4.9% Notes due 2017

May 2010

\$200 million

Advice to

DEVELOPERS DIVERSIFIED REALTY CORPORATION

in its issuance of Common Shares in a controlled equity program over three years

December 2008

\$146 million

Advice to

LEHMAN BROTHERS HOLDINGS INC.

in the initial public offering of American Depositary Shares by Camelot Information Services Inc.

July 2010

\$135 million

Advice to

SUNPOWER CORPORATION

in its public offering of Class A Common Stock

February 2007

HK\$844.9 million

Advice to

JPMORGAN CHASE

in the initial public offering in Hong Kong and concurrent Rule 144A and Regulation S offerings of Ordinary Shares by Centron Telecom International Holding Limited

April 2007

\$103.5 million

Advice to

SANDLER O'NEILL + PARTNERS, L.P.

in the public offering of Common Stock by First Financial Bancorp

June 2009

HK\$2.1 billion

Advice to

CREDIT SUISSE (HONG KONG) LIMITED

in the initial public offering in Hong Kong and concurrent Rule 144A and Regulation S offerings by China Shanshui Cement Group Limited

July 2008

\$250 million

Advice to

THE EASTMAN CHEMICAL COMPANY

in its public offering of 5.5% Notes due 2019

November 2009

\$250 million

Advice to

THE TIMKEN COMPANY

in its public offering of 6% Senior Notes due 2014

September 2009

\$250 million

Advice to

OGE ENERGY CORP.

in its public offering of 6.35% Senior Notes

September 2008

\$230 million

Advice to

SUNPOWER CORPORATION

in its public offering of Common Stock

May 2009

\$205 million

Advice to

JEFFERIES & COMPANY, INC.

in the Rule 144A and Regulation S offering of 11% Senior Secured Notes by Forbes Energy Services LLC and Forbes Energy Capital Inc.

February 2008

\$200 million

Advice to

SUNPOWER CORPORATION

in its public offering of 1.25% Senior Convertible Debentures

February 2007

INR 8.3 billion

Advice to

KOTAK MAHINDRA CAPITAL COMPANY LTD, IDFC-SSKI PRIVATE LIMITED, MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED, LEHMAN BROTHERS SECURITIES PRIVATE LIMITED, EDELWEISS CAPITAL LIMITED, AND AXIS BANK LIMITED

in the initial public offering of Equity Shares in India and concurrent Rule 144A and Regulation S offerings by KSK Energy Ventures Limited

May 2009

\$168.8 million

Advice to

ATLAS PIPELINE HOLDINGS, LP

in a private placement PIPE transaction of Common Units

June 2007

\$132.7 million

Advice to

LOUISIANA-PACIFIC CORPORATION

in its public offering of Common Stock

September 2009

\$128 million

Advice to

THOMAS PROPERTIES GROUP, INC.

in its public offering of Common Stock

April 2007

\$111 million

Advice to

KOTAK MAHINDRA CAPITAL COMPANY LTD, UBS, CLSA, AND SBI CAPITAL

in the initial public offering of Equity Shares in India and concurrent Rule 144A and Regulation S offerings by BGR Energy Systems Limited

December 2007

\$85 million

Advice to

DENDREON CORPORATION

in its Rule 144A offering of 4.75% Convertible Senior Subordinated Notes

June 2007

\$82.8 million

Advice to

OCLARO, INC.

in its public offering of Common Stock

May 2010

€57.6 million

Advice to

DANSKE MARKETS

in the rights offering by NeuroSearch A/S

November 2009

ADDITIONAL INFORMATION

For additional information regarding our Capital Markets Practice, please contact your principal Firm 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.

LAWYER CONTACTS

CLEVELAND

1.216.586.3939

Christopher M. Kelly

ckelly@jonesday.com

CHICAGO

1.312.782.3939

Timothy J. Melton

tjmelton@jonesday.com

LONDON

44.20.7039.5959

Giles P. Elliott

gelliott@jonesday.com

HONG KONG

852.2526.6895

Jeffrey Maddox

jmaddox@jonesday.com

JONES DAY GLOBAL LOCATIONS

ALKHOBAR

ATLANTA

BEIJING

BOSTON

BRUSSELS

CHICAGO

CLEVELAND

COLUMBUS

DALLAS

DUBAI

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SAN FRANCISCO

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