

BEAM INC
Form 424B5
May 11, 2012
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Registration Statement Number 333-181026

Filed Pursuant to Rule 424(b)(5)

Title of each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (1)
1.875% Notes due 2017	\$ 300,000,000	\$ 34,380
3.250% Notes due 2022	\$ 300,000,000	\$ 34,380

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

Table of Contents**Prospectus Supplement**

(To Prospectus dated April 27, 2012)

\$600,000,000**Beam Inc.****\$300,000,000 1.875% Notes due 2017****\$300,000,000 3.250% Notes due 2022**

Interest payable May 15 and November 15

We are offering \$300,000,000 of our 1.875% Notes due 2017, or the 2017 Notes, and \$300,000,000 of our 3.250% Notes due 2022, or the 2022 Notes. We refer to the 2017 Notes and the 2022 Notes, together, as the Notes. We will pay interest on the Notes on May 15 and November 15 of each year, beginning on November 15, 2012. The 2017 Notes will mature on May 15, 2017. The 2022 Notes will mature on May 15, 2022.

We may redeem all or a portion of each series of the Notes, at our option, at the applicable make-whole price set forth in this prospectus supplement, plus accrued and unpaid interest, if any, to but excluding the redemption date. On and after February 15, 2022 (90 days prior to the maturity date of the 2022 Notes), we may redeem all or any portion of the 2022 Notes, at our option, at 100% of the principal amount of the 2022 Notes to be redeemed, plus accrued and unpaid interest, if any, to but excluding the redemption date. See Description of the Notes Optional Redemption. In addition, we may redeem the 2017 Notes and/or the 2022 Notes at our option, in whole but not in part, in accordance with the terms and conditions set forth under Description of the Notes Special Acquisition Redemption if we do not complete the acquisition of the Pinnacle vodka and Calico Jack rum brands and related assets as described under Summary Recent Developments. The Notes of each series are also subject to repurchase upon a Change of Control Triggering Event. See Description of the Notes Change of Control Offer.

Each series of Notes will be our unsecured and unsubordinated obligations and will rank equally with all of our other existing and future unsecured senior indebtedness. Each series of Notes will be issued only in registered form in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Neither the Securities and Exchange Commission nor any state or other securities commission has approved or disapproved of these securities or determined if this prospectus supplement and the accompanying prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

Investing in the Notes involves risks. See Risk Factors beginning on page S-6 of this prospectus supplement and the risk factors included in our annual report on Form 10-K for the fiscal year ended December 31, 2011.

	Public Offering Price (1)	Underwriting Discount	Proceeds Before Expenses to Beam (1)
Per 1.875% Note due 2017	99.768%	0.600%	99.168%
Total	\$ 299,304,000	\$ 1,800,000	\$ 297,504,000
Per 3.250% Note due 2022	99.108%	0.650%	98.458%
Total	\$ 297,324,000	\$ 1,950,000	\$ 295,374,000

(1) Plus accrued and unpaid interest from May 21, 2012, if settlement occurs after that date.

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We expect the Notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company and its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System (Euroclear), and Clearstream Banking, S.A. (Clearstream), on or about May 21, 2012.

Joint Book-Running Managers

Barclays

BofA Merrill Lynch
Senior Co-Managers

Credit Suisse

J.P. Morgan

Co-Managers

RBS

Citigroup

Mitsubishi UFJ Securities

Mizuho Securities

Wells Fargo Securities

CALYON

HSBC

PNC Capital Markets LLC

U.S. Bancorp

The Williams Capital Group, L.P.

The date of this prospectus supplement is May 10, 2012

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We have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We and the underwriters are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus, any such free writing prospectus or any document incorporated by reference is accurate as of any date other than their respective dates.

As used in this prospectus supplement, the terms the Company, Beam, we, us, and our may, depending upon the context, refer to Beam Inc., consolidated subsidiaries, or to all of them taken as a whole.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the "SEC"), which the SEC maintains in the SEC's File No. 1-9076. You can read and copy any document we file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also available to the public at the SEC's web site at <http://www.sec.gov>.

The SEC allows us to incorporate by reference into this prospectus supplement and the accompanying prospectus the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement and the accompanying prospectus, and later information filed with the SEC will update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (excluding any information deemed to be furnished and not filed in accordance with SEC rules) until we sell all of the Notes:

Annual Report on Form 10-K for the year ended December 31, 2011;

Quarterly Report on Form 10-Q for the period ended March 31, 2012;

Current Reports on Form 8-K filed on February 24, 2012, April 26, 2012 (only with respect to Item 8.01 thereof) and April 27, 2012; and

Definitive Proxy Statement on Schedule 14A filed on March 9, 2012 (those parts incorporated into our Annual Report on Form 10-K only).

You may request a copy of these filings, at no cost other than for exhibits of such filings, by writing to or telephoning us at the following address (or by visiting our web site at <http://www.beamglobal.com>):

BEAM INC.

Office of the Secretary

510 Lake Cook Road

Deerfield, Illinois 60015

(847) 948-8888

Information about us is also available on our web site at www.beamglobal.com. Information on our web site is not incorporated by reference into this prospectus supplement or the accompanying prospectus.

FORWARD-LOOKING INFORMATION

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Exchange Act. All statements, other than statements of historical facts, included or incorporated herein regarding our strategy, future operations, financial position, future revenues, projected costs, prospects, plans and objectives are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as anticipates, believes, continues, estimates, expects, forecasts, goal, may, opportunity, plans, potential, projects, seeks, should, strives, targets, will, would, and similar expressions or expressions of these terms. Such statements are only predictions and, accordingly, are subject to substantial risks, uncertainties and assumptions.

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We intend for our forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and we set forth this

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statement in order to comply with such safe harbor provisions. Although we believe that the expectations, plans, intentions, and projections reflected in our forward-looking statements are reasonable, such statements are subject to known and unknown risks, uncertainties, and other factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. The risks, uncertainties, and other factors that our stockholders and prospective investors should consider include, but are not limited to, the following:

general economic conditions and credit market instability, particularly in Europe;

competitive market pressures (including pricing pressures);

changes in consumer preferences and trends;

risks pertaining to strategic acquisitions, joint ventures, and alliances, particularly financial and integration risks;

commodity and energy price volatility;

risks associated with doing business outside the United States, including currency exchange risks;

inability to attract and retain qualified personnel;

the impact of excise tax increases and customs duties on distilled spirits or changes to government financial incentives;

dependence on performance of distributors and other marketing arrangements;

customer defaults and related bad debt expense;

any possible downgrades of our credit ratings;

costs of certain employee and retiree benefits and returns on pension assets;

tax law changes and/or interpretation of existing tax laws;

potential liabilities, costs and uncertainties of litigation;

ability to secure and maintain rights to intellectual property;

impairment in the carrying value of goodwill or other acquired intangibles;

disruptions at production facilities;

risks related to the Home & Security Spin-Off; and

other risks and uncertainties detailed from time to time in our SEC filings.

We caution you that these factors may not be exhaustive. We have no duty to update any of the forward-looking statements after the date of this prospectus supplement. We operate in a continually changing business environment, and new risks emerge from time to time. Management cannot predict such new risks or the impact of such new risks on our business. Accordingly, you should not rely on forward-looking statements as a prediction of actual results.

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SUMMARY

This summary may not contain all the information that may be important to you. You should read the entire prospectus supplement and accompanying prospectus, as well as the documents incorporated by reference in them, before making an investment decision.

Beam Inc.

We are a leading premium spirits company that makes and sells branded distilled spirits products in major markets worldwide.

Our principal executive offices are currently located at 510 Lake Cook Road, Deerfield, Illinois 60015 and our telephone number is (847) 948-8888.

Recent Developments

On April 21, 2012, WAS Acquisition Inc., a wholly-owned subsidiary of the Company, entered into an Asset Purchase and Sale Agreement (the Purchase Agreement) with White Rock Distilleries, Inc. (White Rock) and its shareholders to acquire for \$605 million in cash the Pinnacle vodka and Calico Jack rum brands and certain other related assets of White Rock (the Acquisition). Consummation of the Acquisition is subject to various conditions under the Purchase Agreement. We can not assure you the Acquisition will occur or that it will occur on the terms set forth in the Purchase Agreement.

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The Offering

Issuer	Beam Inc.
Notes	<p>\$300,000,000 aggregate principal amount of 1.875% Notes due May 15, 2017, which we refer to as the 2017 Notes. The 2017 Notes will be issued at a price of 99.768% per 2017 Note.</p> <p>\$300,000,000 aggregate principal amount of 3.250% Notes due May 15, 2022, which we refer to as the 2022 Notes. The 2022 Notes will be issued at a price of 99.108% per 2022 Note.</p> <p>We refer to the 2017 Notes and the 2022 Notes collectively as the Notes.</p>
Maturity	The 2017 Notes mature on May 15, 2017. The 2022 Notes mature on May 15, 2022.
Interest	We will pay interest on the Notes on May 15 and November 15 of each year, beginning on November 15, 2012.
Ranking	Each series of Notes will be our unsecured and unsubordinated obligations and will rank equal in right of payment to all of our other existing and future unsecured senior indebtedness.
Optional Redemption	<p>We may redeem all or a portion of each series of the Notes at our option, at any time and from time to time, at the applicable make-whole price set forth in this prospectus supplement, plus accrued and unpaid interest, if any, to but excluding the date of redemption.</p> <p>In addition, on and after February 15, 2022 (90 days prior to the maturity date of the 2022 Notes), we may redeem the 2022 Notes at our option, at any time and from time to time, either in whole or in part, at a redemption price equal to 100% of the principal amount of the 2022 Notes to be redeemed, plus accrued and unpaid interest to but excluding the date of redemption.</p> <p>See Description of the Notes Optional Redemption.</p>
Special Acquisition Redemption	In the event that (i) we do not consummate the Acquisition on or before October 31, 2012, or (ii) the Purchase Agreement is terminated at any time on or before such date, we may redeem either or both series of the Notes at our option, in whole but not in part, at a redemption price equal to 101% of the aggregate principal amount of the Notes to be redeemed, plus accrued and unpaid interest to but excluding the special acquisition

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redemption date. See Description of the Notes Special Acquisition Redemption.

Change of Control Offer

If a change of control triggering event occurs with respect to the Notes, each holder of the Notes may require us to repurchase all or a portion of such holder's Notes at a price equal to 101% of the

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principal amount, plus accrued and unpaid interest, if any, to but excluding the date of repurchase. See [Description of the Notes](#) [Change of Control Offer](#).

Events of Default

If there is an event of default on the Notes, the principal amount of the Notes plus any accrued and unpaid interest may be declared due and payable. These amounts automatically become due and payable in certain circumstances. See [Description of Debt Securities](#) [Certain Covenants](#) [Default and Certain Rights on Default](#) in the accompanying prospectus.

Use of Proceeds

We expect to use the proceeds of this offering to finance a portion of the purchase price of the Acquisition. See [Use of Proceeds](#).

Conflicts of Interest

Because an affiliate of Mitsubishi UFJ Securities (USA), Inc., one of the participating underwriters, may, if the Acquisition is not consummated for any reason, receive more than 5% of the net offering proceeds, not including underwriting compensation, to reduce or retire all or a portion of the balance of a line of credit provided to us by such affiliate, the Financial Industry Regulatory Authority (FINRA) deems Mitsubishi UFJ Securities (USA), Inc. to have a conflict of interest with us within the meaning of FINRA Rule 5121 (Rule 5121), as administered by FINRA. Pursuant to that rule, the appointment of a qualified independent underwriter is not necessary in connection with this offering, as the securities offered are investment grade rated, as defined by FINRA Rule 5121(f)(8).

DTC Eligibility

The Notes will be issued in book-entry form and will be represented by one or more permanent global certificates deposited with a custodian for and registered in the name of a nominee of The Depository Trust Company (DTC) in New York, New York, or its nominee for the accounts of its participants, including Euroclear, as operator of the Euroclear System, and Clearstream. Beneficial interests in any such securities will be shown on, and transfers will be effected only through, records maintained by DTC and its direct and indirect participants and any such interest may not be exchanged for certificated securities, except in limited circumstances. See [Description of the Notes](#) [Book-Entry System](#).

Further Issuances

We may create and issue additional notes ranking equally and ratably with the Notes of either series offered by this prospectus supplement in all respects, so that such additional notes will be consolidated and form a single series with the Notes of the applicable series of Notes offered by this prospectus supplement.

Trustee, Registrar and Paying Agent

The Bank of New York Mellon.

Risk Factors

Investing in the Notes involves risks. See [Risk Factors](#) on page S-6 of this prospectus supplement and the risk factors included in our annual report on Form 10-K for the fiscal year ended December 31, 2011.

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RISK FACTORS

An investment in the Notes may involve various risks. Prior to making a decision about investing in the Notes, you should carefully consider the following risk factors, as well as those incorporated by reference in this prospectus supplement from our annual report on Form 10-K for our fiscal year ended December 31, 2011 under the heading Risk Factors and other filings we may make from time to time with the SEC.

The Notes are structurally subordinated to creditors of our subsidiaries.

The Notes are our general unsecured obligations. We are a legal entity separate and distinct from our subsidiaries. Our rights and the rights of our creditors (including holders of the Notes being offered under this prospectus supplement and the accompanying prospectus) and stockholders to participate in any distribution of the assets or earnings of any subsidiary is subject to the claims of creditors of the subsidiary, except to the extent that our claims as a creditor of such subsidiary may be recognized. Our claims may be subordinate to certain claims of others. Our principal source of unconsolidated revenues and funds is dividends and other payments from our subsidiaries. Our principal subsidiaries currently are not limited by long-term debt or other agreements in their abilities to pay cash dividends or to make other distributions with respect to their capital stock or other payments to us.

We may not have sufficient funds to purchase the Notes upon a change of control triggering event, and this covenant provides limited protection to investors.

Holders of the Notes may require us to purchase their Notes upon a change of control triggering event as defined under Description of the Notes Change of Control Offer. We cannot assure you that we will have sufficient financial resources, or will be able to arrange sufficient financing, to pay the purchase price of the Notes, particularly if a change of control event triggers a similar repurchase requirement for, or results in the acceleration of, our other then existing debt. Certain events that are change of control triggering events for the Notes are also events of default under our existing credit agreements, which would permit our lenders to accelerate such indebtedness, to the extent amounts are outstanding.

The change of control offer covenant is limited to the transactions specified in Description of the Notes Change of Control Offer. We have no present intention to engage in a transaction involving a change of control triggering event, although it is possible that we could decide to do so in the future. We could, in the future, enter into certain transactions, including acquisitions, refinancings or other recapitalizations, that would not constitute a change of control triggering event under the Notes, but that could increase the amount of indebtedness outstanding at that time or otherwise materially adversely affect our capital structure or credit ratings.

Active trading markets for the Notes may not develop.

Each series of the Notes is a new issue of securities with no established trading market and will not be listed on any securities exchange. If active trading markets do not develop or are not maintained, holders of the Notes may experience difficulty in reselling, or an inability to sell, the Notes. Future trading prices for the Notes may be adversely affected by many factors, including changes in our financial performance, changes in the overall market for similar securities and performance or prospects for companies in our industry.

Changes in our credit ratings may adversely affect the value of the Notes.

We cannot provide assurance that any credit ratings assigned to the Notes will remain in effect for any given period of time, or that any such ratings will not be lowered, suspended or withdrawn entirely by the rating agencies, if, in each rating agency's judgment, circumstances warrant such an action. Further, any such ratings will be limited in scope and will not address all material risks relating to an investment in the Notes, but rather will reflect only the view of each rating agency at the time the rating is issued. An explanation of the significance

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of such rating may be obtained from such rating agency. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, could adversely affect the market value of the Notes and increase our corporate borrowing costs.

If we do not consummate the Acquisition on or before October 31, 2012 or the Purchase Agreement is terminated on or before October 31, 2012, we will have the option to redeem the Notes and, as a result, you may not obtain your expected return on the Notes.

Our ability to consummate the Acquisition is subject to various conditions, certain of which are beyond our control. In the event that we do not consummate the Acquisition on or before October 31, 2012, or the Purchase Agreement is terminated at any time on or before such date, we may redeem either or both series of the Notes at our option, in whole but not in part, at a redemption price equal to 101% of the aggregate principal amount of the Notes to be redeemed, plus accrued and unpaid interest to but excluding the special acquisition redemption date. See Description of the Notes Special Acquisition Redemption. If we elect to redeem the Notes pursuant to the special acquisition redemption, you may not obtain your expected return on such Notes and may not be able to reinvest the proceeds from a special acquisition redemption in an investment that results in a comparable return.

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USE OF PROCEEDS

We estimate that we will receive net proceeds from the offering of approximately \$591.8 million after deducting underwriting discounts and other estimated offering expenses payable by us. We intend to use the net proceeds from the offering to finance a portion of the purchase price of the Acquisition. We intend to finance the remainder of the purchase price of the Acquisition through cash on hand, our existing credit facilities or a combination of both.

Pending the Acquisition, we intend to use the net proceeds for general corporate purposes. If the Acquisition is not consummated for any reason, we may use the net proceeds for reduction of other outstanding indebtedness (including some or all of our outstanding 4% Notes due 2013, of which approximately 219 million is currently outstanding) or for other general corporate purposes, including for capital expenditures. Alternatively, in the event that we do not consummate the Acquisition on or before October 31, 2012, or the Purchase Agreement is terminated at any time on or before such date, we may redeem either or both series of the Notes at our option, in whole but not in part, and we may use all or part of the net proceeds, together with any additional funds required, to fund any such redemption.

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The following table sets forth our cash and cash equivalents and our capitalization as of March 31, 2012 (i) on a historical basis, and (ii) as adjusted to give effect to the offering of the Notes. This table should be read in conjunction with, and is qualified in its entirety by reference to, our audited consolidated financial statements and the unaudited condensed consolidated interim financial statements and the related notes thereto incorporated by reference in this prospectus supplement.

	As of March 31, 2012	
	Actual	As Adjusted (1)
	(in millions)	
Cash and cash equivalents	\$ 88.5	\$ 680.3
Short-term debt (including current portion of long-term debt)	332.4	332.4
Long-term debt:		
4% Notes, Due 2013 (2011: 218.8) (2)	291.7	291.7
4 ⁷ / ₈ % Notes, Due 2013	180.5	180.5
6 ³ / ₈ % Notes, Due 2014	326.4	326.4
5 ³ / ₈ % Notes, Due 2016	400.0	400.0
8 ⁵ / ₈ % Debentures, Due 2021	59.3	59.3
7 ⁷ / ₈ % Debentures, Due 2023	113.8	113.8
6 ⁵ / ₈ % Debentures, Due 2028	200.0	200.0
5 ⁷ / ₈ % Notes, Due 2036	300.0	300.0
Miscellaneous	32.2	32.2
1.875% Notes due 2017		300.0
3.250% Notes due 2022		300.0
Total	1,903.9	2,503.9
Less current portion	291.7	291.7
Total long-term debt	1,612.2	2,212.2
Total stockholders' equity	4,314.6	4,314.6
Total capitalization	6,259.2	6,859.2

- (1) As adjusted amount reflects our receipt of the net proceeds from the offering of the Notes. It does not give effect to our anticipated use of those proceeds, as described in Use of Proceeds.
- (2) Based on March 31, 2012 exchange rate of 1.3331.

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The following table sets forth the ratio of earnings to fixed charges for Beam Inc. for each of the periods indicated:

	Three-Months Ended March 31, 2012	2011	Year Ended December 31,			
			2010	2009	2008	2007
Ratio of earnings to fixed charges	5.20	1.85	2.50	2.04	3.38	2.51
Ratio of earnings to combined fixed charges and preferred dividends	5.16	1.84	2.49	2.04	3.37	2.51

For the purpose of computing the ratio of earnings to fixed charges, earnings means:

income (loss) from continuing operations before income taxes, minority interests and extraordinary items;

plus fixed charges;

less capitalized interest;

less income (loss) of equity investees;

less preferred dividends of consolidated subsidiaries.

Fixed charges means the sum of the following:

interest expense (including capitalized interest) on all indebtedness;

amortization of debt discount and expenses;

that portion of rental expense which we believe to be representative of an interest factor; and

preferred dividends of consolidated subsidiaries.

Fixed charges includes amounts from both continuing and discontinued operations. Combined fixed charges and preferred dividends means fixed charges plus preferred dividend requirements.

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DESCRIPTION OF THE NOTES

General

We will issue the Notes under an indenture dated as of April 15, 1999, between us and The Bank of New York Mellon (formerly The Chase Manhattan Bank), as trustee (the "indenture"). The Notes will constitute two separate series of Notes under the indenture. The following is a summary of some, but not all, provisions of the Notes and the indenture. The following description of the particular terms of the Notes supplements the description in the accompanying prospectus of the general terms and provisions of our debt securities. We urge you to read the indenture because it defines your rights as a holder of the Notes. The terms of the Notes include those stated in the indenture and those made part of the indenture by reference to the Trust Indenture Act of 1939, as amended. A copy of the indenture has been filed as an exhibit to the registration statement of which the accompanying prospectus is a part.

We will issue the Notes in fully registered form, without coupons, in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. Initially, the Notes of each series will be issued in the form of one or more global notes registered in the name of DTC or its nominee, as described below. The trustee will initially act as paying agent and registrar for the Notes. The Notes may be presented for registration or transfer and exchange at the offices of the registrar. We may change any paying agent and registrar without notice to the holders of the Notes. We will pay principal (and premium, if any) on the Notes at the paying agent's corporate office in New York, New York. At our option, interest may be paid at the paying agent's corporate trust office or by check mailed to the registered address of holders.

Principal, Maturity and Interest

The 2017 Notes will initially be \$300,000,000 in aggregate principal amount, and the 2022 Notes will initially be \$300,000,000 in aggregate principal amount. The 2017 Notes will mature on May 15, 2017, and the 2022 Notes will mature on May 15, 2022. Interest on the 2017 Notes will accrue at the rate of 1.875% per annum, and interest on the 2022 Notes will accrue at the rate of 3.250% per annum. Interest on the Notes will be payable semiannually in arrears in cash on each May 15 and November 15, commencing on November 15, 2012, to the persons who are registered holders on each May 1 and November 1, respectively. Interest on the Notes will be computed on the basis of a 360-day year comprised of twelve 30-day months. Interest on the Notes will accrue from the most recent date to which interest has been paid or, if no interest has been paid, from and including May 21, 2012.

Ranking

Each series of Notes will be our unsecured senior obligations and will rank equally with our other existing and future unsecured senior indebtedness.

Optional Redemption

Each series of Notes may be redeemed in whole at any time or in part from time to time, at our option, at a redemption price equal to the greater of: