

Simpson Thacher Represents Nalco Company in \$750 Million and €200 Million Notes Offering and Related Tender Offer and Consent Solicitation

12.22.10



Simpson Thacher represented Nalco Company in connection with its Rule 144A and Regulation S offering of \$750 million aggregate principal amount of 6.625% Senior Notes due 2019 and €200 million aggregate principal amount of 6.875% Senior Notes due 2019. Nalco Company used a portion of the proceeds from the offering, along with cash on hand, to fund its cash tender offers for all of its outstanding \$465 million 8-7/8% Senior Subordinated Notes due 2013 and €200 million 9.0% Senior Subordinated Notes due 2013. Nalco Company used the remaining proceeds to issue a dividend to its parent company, Nalco Finance Holdings, LLC, to fund the repurchase of \$260.8 million aggregate principal amount of 9.0% senior discount notes co-issued by Nalco Finance Holdings, LLC and Nalco Financing Holdings, Inc. In connection with the refinancing, Nalco Company obtained consents to amend the indenture governing its 8.25% Senior Notes due 2017.

Nalco Company is the world's largest sustainability services company focused on industrial water, energy and air applications, and has more than 11,500 employees operating in 150 countries.

The Simpson Thacher team included Richard Fenyes, Till Lefranc, Rafael Berckholtz, Moiz Ali and Karen Wang (Capital Markets); Alden Millard, Anthony McMahon and Jeff Laretto (Credit); Jonathan Cantor and Chang Choi (Tax); and Jeanne Annarumma (Executive Compensation & Employee Benefits). Corporate paralegal Michael Williamson also provided valuable assistance.

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