

## **TRACK RECORD OF THE PUBLIC ISSUES MANAGED BY THE MERCHANT BANKER IN THE LAST 3 FINANCIAL YEARS**

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**Name of the Issue: Standard Chartered Plc (the “Company”)**

1. **Type of Issue (IPO/FPO)**
  - Public Issue of Indian depository receipts (IDR)
2. **Issue Size (Rs. Cr)**
  - Rs. 2,486.35 crore
  - Source: Final Post Issue Monitoring Report dated June 16, 2010
3. **Grade of issue along with name of the rating agency**
  - Not applicable as grading is not required for the public issue of IDR.
4. **Subscription Level (Number of times).**
  - 2.01x (net of cheque returns but before technical rejections)
  - Source: Final Post Issue Monitoring Report dated June 16, 2010
5. **QIB Holding (as a %age of Outstanding IDRs)**

Particulars	%age
(i) allotment in the issue	68.11% <sup>(1)</sup>
(ii) at the end of the 1st Quarter immediately after the listing of the issue (as on June 30, 2010)	78.40% <sup>(2)</sup>
(iii) at the end of 1st FY (as on December 31, 2010)	84.30% <sup>(2)</sup>
(iv) at the end of 2nd FY (as on December 31, 2011)	89.60% <sup>(2)</sup>
(v) at the end of 3rd FY (as on December 31, 2012)	91.77% <sup>(2)</sup>

**Notes:**

1. Includes allotment to anchor investors; Source: Basis of Allotment dated June 10, 2010
2. Company information

6. **Financials of the issuer**

(US\$ million)	For the year ended December 31,		
	2010 <sup>(1)</sup>	2011 <sup>(1)</sup>	2012 <sup>(1)</sup>
Income from operations	16,062	17,637	19,071
Net Profit	4,414	4,933	4,985
Paid-up equity share capital <sup>(2)</sup>	1,174	1,192	1,207
Reserves excluding revaluation reserves <sup>(3)</sup>	37,038	39,522	44,155

**Notes:**

1. The above financials are based on consolidated basis as reported to the stock exchanges
2. Equivalent of Share Capital as reported in the financial statements
3. Equivalent of Reserves as reported in the financial statements

7. **Trading Status**

Particulars	Status
(i) at the end of 1st FY (for year ended March 31, 2011)	Frequently traded <sup>(1)</sup>
(ii) at the end of 2nd FY (for year ended March 31, 2012)	Frequently Traded <sup>(1)</sup>
(iii) at the end of 3rd FY (for year ended March 31, 2013)	Frequently Traded <sup>(1)</sup>

Source: Stock exchange data

Notes: Fiscal year as defined under the SEBI (SAST) Regulations, 2011

1. As defined under Regulation 2(j) of SEBI (SAST) Regulations, 2011

**8. Change in Directors of issuer from the disclosures in the offer document**

<b>Particulars</b>	<b>Name of Director</b>	<b>Appointed / Resigned</b>
At the end of 1 <sup>st</sup> FY (Year ended December 31, 2010)	NA	NA
At the end of 2 <sup>nd</sup> FY (Year ended December 31, 2011)	NA	NA
At the end of 3 <sup>rd</sup> FY (Year ended December 31, 2012 until March 31, 2013)	Vishwananthan Shankar	Appointed
	Mr. Oliver Stocken	Resignation
	Dr Lars Henrik Thunell	Appointed
	Mrs Margaret Ewing	Appointed
	Mr Om Prakash Bhatt	Appointed
	Dr Louis Chi-Van Cheung	Appointed
	Ms Val Gooding	Resignation (effective 1 May 2013)
	Mr. Richard Delbridge	Resignation (effective 1 May 2013)

*Source: Stock Exchange filings*

**9. Status of implementation of project/ commencement of commercial production**

**(i) as disclosed in the offer document**

Not applicable as the funds raised were not earmarked for any specific project.

**(ii) Actual implementation**

Not applicable as the funds raised were not earmarked for any specific project.

**(iii) Reasons for delay in implementation, if any**

Not applicable as the funds raised were not earmarked for any specific project.

**10. Status of utilization of issue proceeds**

**(i) As disclosed in the offer document**

Not applicable as the funds raised were not earmarked for any specific usage.

**(ii) Actual utilization**

Not applicable as the funds raised were not earmarked for any specific usage.

**(iii) Reasons for deviation, if any**

Not applicable as the funds raised were not earmarked for any specific usage.

**11. Comments of monitoring agency, if applicable**

Not applicable as public issue of IDRs do not require the appointment of a monitoring agency

12. **Pricing Data**  
**Issue Price (Rs.):**

- For Non-Institutional Investors, QIB Category and Anchor Investors: Rs. 104.0 per IDR
- For Retail Individual Investors and Eligible Employees: Rs. 98.80 per IDR

Price parameters	At close of listing day i.e. June 11, 2010	Close of 30th calendar day from listing day i.e. July 12, 2010 <sup>(1)</sup>	Close of 90th calendar day from listing day i.e. September 8, 2010 <sup>(2)</sup>	As at the end of December 31, 2010 <sup>(3)</sup>			As at the end of December 31, 2011			As at the end of December 31, 2012		
				Closing price	High <sup>(4)</sup>	Low <sup>(4)</sup>	Closing price	High <sup>(4)</sup>	Low <sup>(4)</sup>	Closing price	High <sup>(4)</sup>	Low <sup>(4)</sup>
Market Price	103.1	108.3	115.6	111.6	125.0	99.8	75.3	134.5	69.0	106.9	114.0	74.8
Index (Sensex)	17,065.0	17,937.2	18,666.7	20,509.1	21,108.6	16,994.1	15,454.9	20,664.8	15,135.9	19,426.7	19,612.2	15,358.0
Sectoral Index (BSE Bankex) <sup>(5)</sup>	10,748.0	11,209.0	12,706.2	13,379.7	15,108.3	10,600.8	9,153.4	13,656.6	8,947.4	14,345.0	14,440.0	9,058.9

Source: Stock Exchange data

1. 30<sup>th</sup> calendar day has been taken as listing date plus 29 calendar days. The 30<sup>th</sup> day from listing was July 10, 2010 which was a non-trading day, hence data taken for July 12, 2010, the next trading day
2. 90<sup>th</sup> calendar day has been taken as listing date plus 89 calendar days
3. The data for the Company and indices for the 1st FY is from the date of listing, i.e., June 11, 2010
4. The high and low prices are the high of intra day highs and low of intra day lows
5. Standard Chartered Plc is in banking space, hence BSE Bankex serves as the sectoral index for the company. Bankex Index launched on June 23, 2003 with a base index of 1000 – method of calculation is free float market capitalization

### 13. Basis for Issue Price

Accounting ratio	Face Value per Share (in GBP) as disclosed in offer document	As disclosed in the offer document (in GBP)	As disclosed in the offer document (in Rs.)	At the end of 1st FY (December 31, 2010) (in GBP)	At the end of 1st FY (December 31, 2010) (in Rs.)	At the end of 1st FY (December 31, 2011) (in GBP)	At the end of 1st FY (December 31, 2011) (in Rs.)	At the end of 3rd FY (December 31, 2012) (3) (In GBP)	At the end of 3rd FY (December 31, 2012) (3) (in Rs.)	
EPS	<b>Standard Chartered Plc (Issuer)</b>	0.3	1.04	78.38	1.26	87.62	1.29	106.66	1.23	109.99
	<b>Peer Group</b>									
	Bank of East Asia Limited	0.19	0.11	8.25	0.17	12.02	0.18	14.48	0.23	20.44
	China Merchants Bank Co.	0.08	0.09	6.75	0.11	7.94	0.16	13.46	0.20	17.88
	Citigroup Inc	0.01	-0.51	-38.27	2.34	163.17	2.40	197.93	1.54	138.04
	DBS Group Holdings Ltd	-	0.40	30.01	0.35	24.38	0.65	53.21	0.79	70.69
	Emirates NBD PJSC	0.17	0.10	7.40	0.06	4.50	0.07	5.93	0.08	6.86
	Hang Seng Bank Ltd	0.39	0.57	42.77	0.64	44.86	0.73	60.33	0.81	72.10
	HSBC Holdings Plc	0.50	0.23	17.26	0.47	32.63	0.59	48.82	0.46	40.70
	ICICI Bank Ltd	0.12	0.41	30.76	0.77	53.54	0.80	66.33	0.93	83.29
	Korea Exchange Bank	2.38	NA	NA	0.90	62.89	1.41	116.86	0.57	51.31
	Public Bank Bhd	0.17	0.13	9.42	0.18	12.70	0.20	16.75	0.22	19.96
	Standard Bank Group Ltd	0.79	0.58	43.52	0.70	48.70	0.70	57.56	0.77	68.67
	United Overseas Bank Ltd	-	0.52	39.02	0.85	59.22	0.71	58.53	0.87	77.44
	<b>Industry Avg</b>		NA	NA	NA	NA	NA	NA	NA	NA
P/E	<b>Standard Chartered Plc (Issuer)</b>	0.3	15.27	15.27	8.80	8.80	7.01	7.01	7.61	7.61
	<b>Peer Group</b>									
	Bank of East Asia Limited	0.19	20.39	20.39	15.57	15.57	13.87	13.87	9.96	9.96
	China Merchants Bank Co.	0.08	19.01	19.01	14.22	14.22	7.97	7.97	6.29	6.29
	Citigroup Inc	0.01	NA	NA	12.96	12.96	7.05	7.05	15.75	15.75

	DBS Group Holdings Ltd	-	15.45	15.45	20.46	20.46	8.86	8.86	9.15	9.15
	Emirates NBD PJSC	0.17	3.95	3.95	7.46	7.46	7.17	7.17	5.81	5.81
	Hang Seng Bank Ltd	0.39	15.85	15.85	16.38	16.38	10.44	10.44	11.31	11.31
	HSBC Holdings Plc	0.50	29.31	29.31	8.92	8.92	5.34	5.34	8.45	8.45
	ICICI Bank Ltd	0.12	24.72	24.72	20.85	20.85	9.95	9.95	13.44	13.44
	Korea Exchange Bank <sup>(1)</sup>	2.38	12.25	12.25	7.45	7.45	2.90	2.90	7.67	7.67
	Public Bank Bhd	0.17	15.44	15.44	14.97	14.97	13.38	13.38	14.21	14.21
	Standard Bank Group Ltd	0.79	14.62	14.62	14.90	14.90	11.28	11.28	10.97	10.97
	United Overseas Bank Ltd	-	15.01	15.01	10.65	10.65	10.68	10.68	11.15	11.15
	<b>Industry Avg</b>		16.77	16.77	13.35	13.35	8.91	8.91	10.14	10.14
	<b>Standard Chartered Plc (Issuer)</b>	0.3	13.3%	13.3%	12.9%	12.9%	12.0%	12.0%	11.1%	11.1%
	<b>Peer Group</b>									
	Bank of East Asia Limited	0.19	7.6%	7.6%	10.6%	10.6%	9.5%	9.5%	11.6%	11.6%
	China Merchants Bank Co.	0.08	28.6%	28.6%	22.7%	22.7%	24.2%	24.2%	24.8%	24.8%
	Citigroup Inc	0.01	-4.2%	-4.2%	6.7%	6.7%	6.5%	6.5%	4.1%	4.1%
	DBS Group Holdings Ltd	-	9.1%	9.1%	6.0%	6.0%	11.1%	11.1%	12.6%	12.6%
	Emirates NBD PJSC	0.17	11.6%	11.6%	7.1%	7.1%	7.4%	7.4%	7.2%	7.2%
	Hang Seng Bank Ltd	0.39	24.1%	24.1%	22.6%	22.6%	22.6%	22.6%	22.6%	22.6%
	HSBC Holdings Plc	0.50	5.3%	5.3%	9.5%	9.5%	10.8%	10.8%	8.2%	8.2%
	ICICI Bank Ltd	0.12	7.8%	7.8%	11.4%	11.4%	13.1%	13.1%	14.8%	14.8%
	Korea Exchange Bank	2.38	12.2%	12.2%	12.5%	12.5%	18.8%	18.8%	7.4%	7.4%
	Public Bank Bhd	0.17	24.5%	24.5%	25.3%	25.3%	25.0%	25.0%	23.0%	23.0%
	Standard Bank Group Ltd	0.79	13.3%	13.3%	12.6%	12.6%	14.2%	14.2%	15.4%	15.4%
	United Overseas Bank Ltd	-	11.7%	11.7%	14.3%	14.3%	11.1%	11.1%	12.3%	12.3%
	<b>Industry Avg</b>		NA	NA	NA	NA	NA	NA	NA	NA
	<b>Standard Chartered Plc (Issuer)</b>	0.3	8.36	627.28	10.42	727.35	10.99	906.35	11.57	1,033.91
	<b>Peer Group</b>									
	Bank of East Asia Limited	0.19	1.52	114.05	1.79	124.62	1.90	156.73	2.04	182.08
	China Merchants Bank	0.08	0.42	31.37	0.59	41.18	0.76	62.92	0.90	80.04
<b>RoNW</b>										
<b>NAV per share</b>										

Co.									
Citigroup Inc	0.01	3.31	248.36	35.96	2,510.19	39.06	3,221.05	37.89	3,386.04
DBS Group Holdings Ltd	-	4.87	365.41	5.71	398.50	6.05	499.36	6.54	583.95
Emirates NBD PJSC	0.17	0.97	72.78	1.06	73.76	1.10	90.94	1.10	97.87
Hang Seng Bank Ltd	0.39	2.43	182.33	3.02	210.60	3.45	284.55	3.83	342.67
HSBC Holdings Plc	0.50	4.56	342.15	5.25	366.58	5.62	463.26	5.75	513.65
ICICI Bank Ltd	0.12	5.79	434.6	6.87	480.15	6.43	531.58	6.68	596.08
Korea Exchange Bank	2.38	NA	NA	7.43	516.89	7.43	616.46	8.15	727.45
Public Bank Bhd	0.17	0.58	43.52	0.78	54.29	0.86	71.02	1.03	92.08
Standard Bank Group Ltd	0.79	4.78	358.66	5.31	370.55	4.96	409.75	4.99	444.80
United Overseas Bank Ltd	-	5.56	417.19	6.25	436.47	6.57	541.52	7.34	655.54
<b>Industry Avg</b>		NA	NA	NA	NA	NA	NA	NA	NA

Source: Bloomberg data

Note: (1) Price data for December 28, 2013 has been used as data for December 31, 2013 was not available

Note: Exchange rates as on December 31, 2010, December 2011 and December 2012 as sourced from Bloomberg data

Note: Average Industry PE has been computed as the average of the peer set similar to the manner disclosed in the Prospectus

Note: Please refer to Prospectus dated May 31, 2010 for further information on Bloomberg definitions of above metrics

#### 14. Any other material information

Below are the material announcements as made on the stock exchanges:

<b>S. No.</b>	<b>Date of Announcement</b>	<b>Information</b>
1.	30-Jun-10	■ Standard Chartered Bank to invest US\$500 million as a cornerstone investor in Agricultural Bank of China Limited's H-Share IPO
2.	12-Jul-10	■ Acquisition of GE Commercial Financing (Singapore) Ltd., a specialist factoring & hire purchase financing in Singapore
3.	20-Sep-10	■ Block listing of 10,000,000 ordinary shares in connection with employee share plans
4.	1-Oct-10	■ Issue of scrip dividend - 9688558 ordinary shares to be listed and traded on main market of the London Stock Exchange ("LSE")
5.	4-Oct-10	■ Commencement of trading of scrip dividend being 9688558 ordinary shares on the LSE from October 5, 2010
6.	13-Oct-10	■ Announcement of rights issue by Standard Chartered Plc - No participation by IDR Holders - Domestic Depository, Standard Chartered Bank, Mumbai to sell rights of IDR Holders and distribute proceeds to IDR Holders. Record date for entitlement is October 25
7.	13-Oct-10	■ Rights entitlement for IDR holders - 1 new share for every 80 IDRs held - no fractional entitlement for holders of less than 80 IDRs - Domestic Depository to sell the entitlements and distribute proceeds to IDR Holders
8.	18-Oct-10	■ Acquisition of balance 25.1 per cent stake held by STCI in Standard Chartered - STCI Capital Markets Limited ("SCSTCI")
9.	20-Oct-10	■ Standard Chartered Plc announces process of sale of IDR holders rights entitlements and fees to be paid to J.P. Morgan Cazenove to execute such sale
10.	27-Oct-10	■ Net Proceeds from sale of rights entitlement - INR 4.60 per IDR. The same would be distributed to IDR holders by November 10, 2010
11.	7-Nov-10	■ Updates on rights - Valid acceptances received for 256,689,528 new ordinary shares being 98.528 per cent of offered shares.
12.	25-Nov-10	■ Bhupesh Singh appointed as Compliance Officer in India in place of Kanchan Bhawe with effect from December 1, 2010
13.	24-Jan-11	■ Acquisition of GE Money Pte Ltd. a specialist in auto and personal loans in Singapore. Acquisition expected to be completed by first quarter 2011
14.	6-May-11	■ Application for admission of 23,196,890 ordinary shares on the LSE. These ordinary shares were issued as scrip dividend and dealings to commence on May 11, 2011
15.	15-Jul-11	<ul style="list-style-type: none"> <li>■ Standard Chartered Plc confirms that a request has been submitted to the Central Bank of Egypt for it to conduct due diligence into the operations of Piraeus Bank Egypt S.A.E, in which Piraeus Bank S.A. holds ~ 98 per cent with a view to acquiring those shares.</li> <li>■ There can be no certainty if an agreement can be reached between Standard Chartered Plc and Piraeus Bank S.A. - financial impact not expected to be material as per the disclosure made by Standard Chartered Plc</li> </ul>
16.	15-Jul-11	■ Standard Chartered Plc not included in the European Banking Association



<b>S. No.</b>	<b>Date of Announcement</b>	<b>Information</b>
		("EBA") stress test due to immaterial European sovereign exposure
17.	5-Sep-11	<ul style="list-style-type: none"> <li>■ Standard Chartered Plc announces acquisition of Gryphon Partners Advisory Pty Ltd. &amp; Gryphon Partners Canada Inc</li> </ul>
18.	4-Oct-11	<ul style="list-style-type: none"> <li>■ Application to LSE for listing of scrip dividend of 1,274,109 ordinary shares. Trading commences October 7, 2011</li> </ul>
19.	20-Mar-12	<ul style="list-style-type: none"> <li>■ Application for blocklisting of 4,000,000 ordinary shares of US \$ 0.50 each on the London Stock Exchange (LSE). Blocklisting is when the company applies to the LSE in advance for the listing of shares in connection with its Employee Share Plans</li> </ul>
20.	28-Mar-12	<ul style="list-style-type: none"> <li>■ Standard Chartered has agreed to transfer its banking operations in Afganistan to a leading local bank, Afganistan International Bank (AIB). The agreement is subject to certain regulatory approvals and is expected to be completed by end of 2012</li> <li>■ As of 31 December 2011, Standard Chartered's business in Afganistan consisted of one branch, nine ATMs and gross assets of US \$229 million</li> </ul>
21.	3-May-12	<ul style="list-style-type: none"> <li>■ Announced publication of supplementary prospectus supplementing the Prospectus dated 11 November 2011 which pertained to US\$42,500bn Debt Issuance Programme by Standard Chartered PLC, Standard Chartered Bank, Standard Chartered Bank (Hong Kong) Limited and Standard Chartered Bank Korea Limited (formerly Standard Chartered First Bank Korea Limited)</li> </ul>
22.	11-May-12	<ul style="list-style-type: none"> <li>■ Application to LSE for listing of 6,961,782 ordinary shares of US\$0.50 each in the capital of Standard Chartered PLC has been submitted. These ordinary shares are to be issued as a scrip dividend alternative to receiving a cash dividend in respect of the 2011 final dividend and dealings are expected to commence on 15 May 2012.</li> </ul>
23.	11-July-12	<ul style="list-style-type: none"> <li>■ Standard Chartered announced that the final terms of US\$ 1,25bn 4% Callable Subordinated Notes due 2022 have been submitted to the UK listing authority and are available for viewing. Also an application has been made for the Notes to be admitted to the Official UK Listing Authority and are expected to commence trading from 12 July 2012</li> </ul>
24.	6-Aug-12	<ul style="list-style-type: none"> <li>■ Standard Chartered received order from one of its regulators, the New York State Department of Financial Services. The Group had not received any prior notice of this order</li> <li>■ The Group is conducting a review of its historical US sanctions compliance and is discussing that review with U.S. enforcement agencies and regulators</li> </ul>
25.	14-Aug-12	<ul style="list-style-type: none"> <li>■ New York State Department of Financial Services (the "DFS") announced the adjournment of the hearing pertaining to Standard Chartered, which was originally due on on 15th August 2012. The announcement set out terms of the agreement, including the payment of \$340 mn</li> </ul>
26.	21-Sep-12	<ul style="list-style-type: none"> <li>■ Standard Chartered PLC confirmed that it has finalised the terms of the settlement with the DFS as outlined on 14<sup>th</sup> August which included a payment USD340mm</li> </ul>
27.	9-Oct-12	<ul style="list-style-type: none"> <li>■ Application made to the LSE for listing of 18,454,741 ordinary shares of US\$0.50 each in the capital of Standard Chartered PLC; trading to commence on 11 October 2012</li> </ul>

<b>S. No.</b>	<b>Date of Announcement</b>	<b>Information</b>
28.	9-Oct-12	<ul style="list-style-type: none"> <li>■ Standard Chartered PLC announced upper tier 2 tender offer (purchase by cash) beginning on October 9 for £150,000,000 Undated Primary Capital Floating Rate Notes</li> </ul>
29.	11-Oct-12	<ul style="list-style-type: none"> <li>■ Announced that Prospectus dated 10 October 2012 relating to a US\$ 50,000,000,000 Debt Issuance Programme by Standard Chartered PLC, Standard Chartered Bank and Standard Chartered Bank (Hong Kong) Limited has been approved by the UK Listing Authority</li> </ul>
30.	25-Oct-12	<ul style="list-style-type: none"> <li>■ Standard Chartered PLC announces the results of invitation to holders of the Notes to tender offer dated 9 October 2012</li> <li>■ The aggregate nominal amount of Notes validly tendered equalled £119,485,000, representing approximately 80% of the aggregate nominal amount of Notes outstanding, being £150,000,000</li> </ul>
31.	30-Oct-12	<ul style="list-style-type: none"> <li>■ Standard Chartered PLC Repurchase of upper tier 2 securities</li> </ul>
32.	9-Nov-12	<ul style="list-style-type: none"> <li>■ Supplementary Prospectus dated 8 November 2012 supplementing the Prospectus dated 10 October 2012 relating to a US\$50,000,000,000 Debt Issuance Programme approved by the UK listing authority</li> </ul>
33.	6-Dec-12	<ul style="list-style-type: none"> <li>■ Standard Chartered PLC (along with its subsidiaries) will be holding discussions with analysts and investors ahead of its close period for the full year ending 31 December 2012</li> </ul>
34.	11-Dec-12	<ul style="list-style-type: none"> <li>■ Standard Chartered PLC announced it has reached final settlements with the Office of Foreign Assets Control ("OFAC"), the Federal Reserve Bank of New York, the Department of Justice and the New York County District Attorney's Office regarding historical sanctions compliance and U.S. dollar payment practices primarily between 2001 and 2007. Under the terms of the OFAC Settlement Agreement, the Deferred Prosecution Agreements with the Department of Justice and the District Attorney's Office, and the Cease &amp; Desist Order and Order of Assessment of a Civil Money Penalty with the Federal Reserve, no further action will be taken against Standard Chartered by these authorities if it meets the conditions set out in the agreements. Among the conditions is payment of a cash amount of \$327 million, which will be paid in the second half of 2012.</li> </ul>
35.	14-Dec-12	<ul style="list-style-type: none"> <li>■ Supplementary Prospectus dated 13 December 2012 supplementing the Prospectus dated 10 October 2012 relating to a US\$50,000,000,000 Debt Issuance Programme was approved by the UK listing authority</li> </ul>
36.	5-Mar-13	<ul style="list-style-type: none"> <li>■ Standard Chartered PLC announced results for the year ended December 31, 2012 and also confirmed the 2012 final dividend of 56.77 US\$ cents (the dividend of 56.77 US\$ cents is per ordinary share, ten IDRs represent one ordinary share)</li> </ul>
37.	19-Mar-13	<ul style="list-style-type: none"> <li>■ Supplementary prospectus dated 19 March 2013 related to a US\$ 50,000,000,000 Debt issuance program has been approved by the UK listing authority</li> </ul>

*Note: The above information has been sourced from announcements made to stock exchanges post listing of IDRs pursuant to the Issue until March 31, 2013. Further details on the above and a complete list of material information as disclosed by the Company is available on the website of the stock exchanges*

**General Notes:**

***Terms capitalized herein which have not been defined have the same meaning as assigned to such terms in the Prospectus dated May 6, 2010***