



Senior Notes Offering – US\$ 650,000,000 – 7.25%

JBS S.A., communicates to its shareholders and to the market in general, as part of the Company's debt rebalancing process announced in a Notice to the Market on the 12th of May, 2011, that its subsidiaries JBS USA, LLC e JBS USA Finance, Inc. priced their Senior Notes Offering. The aggregate principal amount is US\$ 650 million, with a coupon of 7.25% and with a 10 year maturity. The Company opted not to issue a second tranche due to price and market conditions.

The Company is working to finalize a Term Loan and an ABL (Asset Based Loan), which should be concluded within the next weeks, totaling an additional US\$1.2 billion.

JBS sees significant benefits in its rebalancing debt process, including savings of around US\$150 million a year from debt cost reduction, since these notes carry a lower interest rate than that of the average interest of the Company's current debt, and a more balanced and efficient tax structure.

The management estimates that the ongoing effective tax rate will return to normalized levels upon completing the debt rebalancing effort. Along with the above, the debt rebalancing allows the Company to reduce its currency mismatch and consequently reduce its hedging needs.

The Company reiterates that this new scenario with the conversion of its debentures into shares at JBS S.A. provides a greater return for its shareholders bearing in mind the positive factors mentioned above.

São Paulo, 23th of May, 2011

Jeremiah O'Callaghan
Investor Relations Officer

The notes have not been registered under the Securities Act of 1933 or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933 and applicable state laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase the notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.