

## THE OFFERING

*The summary below describes the principal terms of the Notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The “Description of the Notes” section of this offering memorandum contains a more detailed description of the terms and conditions of the Notes. You should carefully read the entire offering memorandum, including the section entitled “Risk factors” and our consolidated financial statements and the notes relating to those statements included elsewhere in this offering memorandum.*

Issuer .....	Bombardier Inc.
Notes Offered .....	\$750,000,000 aggregate principal amount of 4¼% Senior Notes due 2016 \$1,250,000,000 aggregate principal amount of 6⅛% Senior Notes due 2023
Offering Price .....	100% plus accrued interest, if any, from January 14, 2013 for the 2016 Notes 100% plus accrued interest, if any, from January 14, 2013 for the 2023 Notes
Maturity Dates .....	2016 Notes: January 15, 2016 2023 Notes: January 15, 2023
Interest Rates .....	2016 Notes: Annual rate: 4¼% 2023 Notes: Annual rate: 6⅛%
Interest Payment Dates .....	Interest on the Notes will be payable semi-annually in arrears on January 15 and July 15 of each year, commencing on July 15, 2013, to holders of record on January 1 or July 1 immediately preceding the related payment date.  The first payment of interest will be on July 15, 2013, including accrued interest from January 14, 2013.
Ranking .....	The Notes will be: <ul style="list-style-type: none"> <li>• direct, unsecured senior obligations of Bombardier;</li> <li>• effectively junior in right of payment to all of Bombardier’s existing and future secured indebtedness, to the extent of the assets securing that indebtedness;</li> <li>• effectively junior in right of payment to all of the indebtedness and other obligations (including trade payables) of Bombardier’s subsidiaries;</li> <li>• equal in right of payment (“<i>pari passu</i>”) with all of Bombardier’s other existing and future unsecured, unsubordinated indebtedness and other obligations that do not expressly provide that they are subordinated to the Notes; and</li> </ul>

- senior in right of payment to all of Bombardier’s other existing and future indebtedness and other obligations that expressly provide that they are subordinated to the Notes.

The Notes will not be obligations of any of Bombardier’s subsidiaries. As at September 30, 2012, we had \$5.4 billion of consolidated total debt, or as adjusted after giving effect to the completion of this offering, we would have had \$7.4 billion of consolidated total debt.

Use of Proceeds . . . . .	We intend to use the net proceeds of this offering for general corporate purposes. See “Use of proceeds.”
Optional Redemption . . . . .	At our option, we may redeem some or all of either series of Notes at any time or from time to time by paying a “make-whole” premium, plus accrued and unpaid interest, if any, to but excluding the redemption date, as described in this offering memorandum under “Description of the Notes — Optional redemption.”
Tax Redemption . . . . .	If Bombardier is, or there is a more than insubstantial risk that Bombardier will be, required to pay additional amounts as a result of changes in laws applicable to tax-related withholdings or deductions in respect of payments on either series of Notes, Bombardier will have the option to redeem such series of Notes, in whole but not in part, at a redemption price equal to 100% of the aggregate principal amount of those Notes, plus accrued and unpaid interest, if any, to the date of redemption and any additional amounts that may then be payable. See “Description of the Notes — Redemption for changes in withholding taxes.”
Additional Amounts . . . . .	Any payments made by Bombardier with respect to the Notes will be made without withholding or deduction, unless required by law. If Bombardier is required by law to withhold or deduct for taxes with respect to a payment to the holders or beneficial owners of Notes, Bombardier will, subject to certain exceptions, pay the additional amount necessary so that the net amount received by holders or beneficial owners of Notes (other than certain excluded holders) after the withholding or deduction is not less than the amount they would have received in the absence of the withholding or deduction. See “Description of the Notes — Payment of Additional Amounts.”
Change of Control . . . . .	If Bombardier experiences one of certain change of control events, it will be required to offer to purchase all of the Notes at a purchase price of 101% of the principal amount, plus accrued and unpaid interest, if any, to the date of purchase. See “Description of the Notes — Purchase of Notes upon a Change of Control.”
Limitation on Liens and Subsidiary Guarantees . . . . .	The respective indentures governing each series of Notes will provide that for as long as any Note issued thereunder remains outstanding, and unless the benefit of the relevant Charge or Guarantee (each as defined

under “Description of the Notes — Certain definitions”) is at the same time extended equally and ratably to the holders of such Notes regarding the obligations of Bombardier, Bombardier (a) will not, and will ensure that none of its subsidiaries will, create or have outstanding any Charge on or over its respective assets (present or future) in respect of any Indebtedness for Borrowed Money (as defined under “Description of the Notes — Certain definitions”) of any person, subject to certain exceptions, and (b) will ensure that none of its subsidiaries gives any Guarantee with respect to any Indebtedness for Borrowed Money of Bombardier. See “Description of the Notes — Certain covenants — Limitation on liens and subsidiary guarantees.”

Sinking Fund ..... None.

Transfer Restrictions ..... The Notes have not been and will not be registered under the Securities Act, under any state securities laws or under the laws of any other jurisdiction, and have not been qualified by prospectus for sale to the public under the securities laws of any province or territory of Canada. The Notes are being offered and sold only to qualified institutional buyers in accordance with Rule 144A under the Securities Act and outside the United States to non-U.S. persons in offshore transactions in accordance with Regulation S under the Securities Act. See “Notice to investors” and “Notice to Canadian investors.”

The Notes may not be sold or transferred directly or indirectly in Canada except in accordance with applicable securities laws of any province or territory of Canada.

No Established Market for the Notes ..... The Notes are a new issue of securities, and currently there is no market for them. We cannot assure you that a liquid market for the Notes will develop or be maintained.

Listing ..... The Notes will not be listed on any securities exchange.

Risk Factors ..... You should carefully consider the information set forth in the section entitled “Risk factors” and the other information included or otherwise incorporated by reference in this offering memorandum in deciding whether to purchase the Notes.

U.S. Trustee, U.S. Registrar, U.S. Paying Agent and U.S. Transfer Agent ..... Deutsche Bank Trust Company Americas

Canadian Trustee, Canadian Registrar and Canadian Transfer Agent ..... Computershare Trust Company of Canada

Governing Law ..... New York

## **OTHER INFORMATION**

Bombardier was incorporated by letters patent under the laws of Canada on June 19, 1902 and was continued under the Canada Business Corporation Act by a certificate of continuance dated June 23, 1978, which was subsequently the subject of certain amendments.

Bombardier's registered office is located at 800 René-Lévesque Boulevard West, Montréal, Quebec, Canada H3B 1Y8. Bombardier's telephone number is (514) 861-9481, and its website is [www.bombardier.com](http://www.bombardier.com). The information found on our corporate website is not incorporated by reference herein and does not constitute part of this offering memorandum. We have not authorized anyone to provide any information other than the information contained in or incorporated by reference in this offering memorandum. With respect to the Notes offered hereby our agent for service of process in the United States will be CT Corporation System, 111 Eighth Avenue, 13<sup>th</sup> Floor, New York, New York 10011.