

QUOIN LLC
Form 424B5
November 04, 2010
Table of Contents

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Registration No. 333-158801

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Note	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
6 ¹ / ₈ % Senior Notes due 2022	\$300,000,000	100%	\$300,000,000	\$21,390

Table of Contents

PROSPECTUS SUPPLEMENT

(To Prospectus dated APRIL 27, 2009)

\$300,000,000

6 1/8% Senior Notes due 2022

We are offering \$300,000,000 in aggregate principal amount of our 6 1/8% Senior Notes due 2022. The notes will mature on November 15, 2022. We will pay interest on the notes on each May 15 and November 15, commencing May 15, 2011.

We may redeem some or all of the notes at any time prior to November 15, 2015 at a price equal to 100% of the principal amount of the notes redeemed, plus accrued and unpaid interest to the redemption date and a make-whole premium, as described in this prospectus supplement. We may redeem some or all of the notes at any time on or after November 15, 2015 at the redemption prices set forth in this prospectus supplement. In addition, until November 15, 2013, we may redeem up to 35% of the aggregate principal amount of the notes using net proceeds from certain equity offerings at the redemption price set forth in this prospectus supplement. Holders may require us to repurchase the notes upon a change of control.

The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our existing and future senior unsecured debt, including our 8% Senior Notes due 2016. The notes will be effectively subordinated to our secured debt, including the debt outstanding under our senior secured credit facility, to the extent of the value of the assets securing such debt and will be structurally subordinated to the debt and other liabilities of our non-guarantor subsidiaries. The notes will be guaranteed on a senior unsecured basis by all of our domestic restricted subsidiaries that guarantee our senior secured credit facility.

The notes are not expected to be listed on any securities exchange or included in any quotation system.

This prospectus supplement and the accompanying prospectus include additional information about the terms of the notes, including optional redemption prices and covenants.

Investing in the notes involves risks. See Risk Factors beginning on page S-12.

	Per Note	Total
Public offering price (1)	100%	\$ 300,000,000
Underwriting discount	1.75%	\$ 5,250,000
Estimated proceeds to us, before expenses	98.25%	\$ 294,750,000

(1) Plus accrued interest from November 15, 2010, if settlement occurs after that date.

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

We expect that delivery of the notes in book-entry form will be made through The Depository Trust Company on or about November 9, 2010.

Joint Book-Running Managers

Barclays Capital

Deutsche Bank Securities

J.P. Morgan

Co-Managers

Santander

SunTrust Robinson Humphrey

Weeden & Co. LP

UBS Investment Bank

Prospectus Supplement dated November 2, 2010.

Table of Contents**TABLE OF CONTENTS****Prospectus Supplement**

	Page
<u>Prospectus Supplement Summary</u>	S-1
<u>Risk Factors</u>	S-12
<u>Use of Proceeds</u>	S-29
<u>Capitalization</u>	S-30
<u>Description of Other Indebtedness</u>	S-31
<u>Description of Notes</u>	S-38
<u>Certain U.S. Federal Income Tax Considerations</u>	S-81
<u>Underwriting</u>	S-85
<u>Experts</u>	S-89
<u>Legal Matters</u>	S-89
<u>Where You Can Find More Information</u>	S-89
<u>Incorporation of Certain Documents by Reference</u>	S-89

Prospectus

<u>About this Prospectus</u>	1
<u>Forward-Looking Statements</u>	2
<u>The Company</u>	3
<u>Risk Factors</u>	6
<u>Use of Proceeds</u>	6
<u>Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends</u>	6
<u>Description of Common Stock</u>	6
<u>Description of Preferred Stock</u>	7
<u>Description of Debt Securities</u>	9
<u>Description of Guarantees of the Debt Securities</u>	9
<u>Plan of Distribution</u>	9
<u>Where You Can Find More Information</u>	11
<u>Incorporation of Certain Documents by Reference</u>	11
<u>Experts</u>	12
<u>Legal Matters</u>	12

We have not, and the underwriters have not, authorized any dealer, salesperson or other person to give any information or represent anything to you other than the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. You must not rely on unauthorized information or representations.

We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

The information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein is current only as of the date on the cover of this prospectus supplement, and may change after that date. For any time after the cover date of this prospectus supplement, we do not represent that our affairs are the same as described or that the information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is correct nor do we imply those things by delivering this prospectus supplement or selling securities to you.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of the notes we are offering and certain other matters relating to us and our financial condition. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which may not apply to the notes we are offering hereby. You should read this prospectus supplement along with the accompanying prospectus, the documents incorporated by reference herein and therein, as well as any free writing prospectus that is filed, including the term sheet for the notes we are offering. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

NON-GAAP FINANCIAL MEASURES

In this prospectus supplement, we use the non-GAAP financial measure of Segment Earnings. See Prospectus Supplement Summary Summary Consolidated Financial Information. Segment Earnings is not a presentation made in accordance with GAAP and has important limitations as an analytical tool. You should not consider Segment Earnings in isolation or as a substitute for analysis of our results as reported under GAAP. Because Segment Earnings excludes some, but not all, items that affect net income and net cash provided by operating activities and is defined differently by different companies in our industries, our definition of Segment Earnings may not be comparable to similarly titled measures of other companies. For a reconciliation of Segment Earnings to the most directly comparable GAAP measure for the fiscal years ended December 31, 2007, 2008 and 2009 and for the nine months ended September 30, 2009 and 2010, see our Annual Report on Form 10-K for the year ended December 31, 2009 and our Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, respectively, incorporated by reference herein.

TRADEMARKS AND TRADE NAMES

This prospectus supplement includes trademarks which are protected under applicable intellectual property laws and are the property of the Company or its subsidiaries. This prospectus supplement also contains trademarks, service marks, trade names and/or copyrights, of other companies, which are the property of their respective owners. Solely for convenience, trademarks and trade names referred to in this offering memorandum may appear without the ® or symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable licensor to these trademarks and trade names.

MARKET AND INDUSTRY DATA

In addition to the industry, market and competitive position data referenced throughout this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein or therein that are derived from our own internal estimates and research, some market data and other statistical information used throughout this prospectus supplement, the accompanying prospectus or documents incorporated by reference herein and therein are based in part upon third party industry publications, studies and surveys, which generally state that they have been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. While we believe that each of these publications, studies and surveys is prepared by reputable sources, we have not independently verified market and industry data from third party sources.

Table of Contents

FORWARD-LOOKING STATEMENTS

Certain statements we make in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, as well as other written or oral statements by us or our authorized officers on our behalf, may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms believes, estimates, anticipates, expects, intends, may, will or should or, in each case, negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this prospectus supplement, the accompanying prospectus and in the documents incorporated by reference herein and therein, and include statements regarding our intentions, beliefs or current expectations concerning, among other things, the Company's intended use of proceeds from this offering, repurchase of shares of common stock from time to time under the Company's stock repurchase program, the outlook for the Company's markets and the demand for its products, estimated sales, segment earnings, earnings per share and adjusted earnings per share, cash flows from operations, free cash flow, future revenues and gross, operating and EBITDA margin improvement requirement and expansion, organic growth, the success of new product introductions, growth in costs and expenses, the impact of commodities, currencies and transportation costs and our ability to manage our risk in these areas, and the impact of acquisitions, divestitures, restructurings, and other unusual items, including the Company's ability to integrate and obtain the anticipated results and synergies from its consummated acquisitions. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this prospectus supplement, the accompanying prospectus or incorporated by reference herein and therein. In addition, even if our results of operations, financial condition and liquidity and the development of the industry in which we operate are consistent with the forward-looking statements contained in this prospectus supplement, the accompanying prospectus, or incorporated by reference herein and therein, those results or developments may not be indicative of results or developments in subsequent periods.

You should also read carefully the factors described or referred to in the Risk Factors section of this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference herein and therein to better understand the risks and uncertainties inherent in our business and underlying any forward-looking statements. Any forward-looking statements that we make in this prospectus supplement or the accompanying prospectus, and the documents incorporated by reference herein and therein, as well as other written or oral statements by us or our authorized officers on our behalf, speak only as of the date of such statement, and we undertake no obligation to update such statements. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. It is not complete and does not contain all of the information that you should consider before making an investment decision. We urge you to read all of this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein carefully, including the financial statements and notes to those financial statements incorporated by reference. Please read Risk Factors contained herein, in the accompanying prospectus and in the documents incorporated by reference herein and therein for more information about important risks that you should consider before investing in the notes. Unless the context otherwise indicates, when we refer to the Company, Jarden, we, us, our and ours, we are describing Jarden Corporation, together with its subsidiaries.

The Company

We are a global consumer products company that enjoys leading positions in a broad range of primarily niche markets for branded consumer products. We seek to grow our business by continuing our tradition of product innovation, new product introductions and providing the consumer with the experience and value they associate with our strong brand portfolio.

Our unique operating culture has evolved into operating processes and a simple business philosophy which we call Jarden's DNA. This philosophy is based largely on common sense and is the embodiment of our culture, of who we are, how we operate and how we act as a company and as individuals. The core elements of Jarden's DNA are:

Strive to be better.

Retain and develop the best talent.

Support the individual, but encourage teamwork.

Think lean, act large.

Listen, learn and innovate.

Deliver exceptional financial results.

Have fun, work hard, execute.

Enhance the communities in which we operate.

We are a leading provider of a broad range of consumer products. Jarden's three primary business segments, Outdoor Solutions, Consumer Solutions and Branded Consumables, manufacture or source, market and distribute a number of well-recognized brands, including: Outdoor Solutions: Abu Garcia®, Aero®, Aerobed®, Aero Sports®, Berkley®, Campingaz®, Coleman®, Fenwick®, Gulp!®, K2®, Marker®, Marmot®, Mitchell®, Penn®, Planet Earth®, Rawlings®, Shakespeare®, Sevytor®, Stearns®, Stren®, Trilene®, Ugly Stik®, Völkl® and Zoot®; Consumer Solutions: Bionaire®, Crock-Pot®, FoodSaver®, Health o meter®, Holmes®, Mr. Coffee®, Oster®, Patton®, Rival®, Seal-a-Meal®, Sunbeam® and VillaWare®; and Branded Consumables: Ball®, Bee®, Bicycle®, Billy Boy®, Crawford®, Diamond®, Dicon®, Fiona®, First Alert®, First

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Essentials[®], Forster[®], Hoyle[®], Java-Log[®], Ker[®], Lehigh[®], Leslie-Locke[®], Lillo[®], Loew-Cornell[®], Mapa[®], Mucambo[®], NUK[®], Pine Mountain[®], Spontex[®] and Tigex[®]. Our growth strategy is based on introducing new products, as well as on expanding existing product categories, geographies and distribution channels, which is supplemented through opportunistically acquiring businesses with highly-recognized brands, innovative products and multi-channel distribution.

S-1

Table of Contents

We have achieved leading market positions in a number of niche categories by selling branded products through a variety of distribution channels, including club, department store, drug, grocery, mass merchant, sporting goods and specialty retailers, as well as direct to consumers. By leveraging our strong brand portfolio, category management expertise and customer service focus, we have established and continue to maintain long-term relationships with leading retailers within these channels. For example, we have serviced Walmart and The Home Depot since their openings in 1962 and 1978, respectively, and are currently the category manager at these and other retailers in certain categories. Moreover, several of our leading brands, such as Ball[®], Bee[®], Bicycle[®], Coleman[®], deBeer[®], Diamond[®], Hodgman[®], Madshus[®], Pflueger[®], Rawlings[®], Shakespeare[®], Sunbeam[®], Tubbs[®] and Völk[®] have been in continuous use for over 100 years. We continue to strive to expand our existing customer relationships and attract new customers by introducing new product line extensions and entering new product categories.

We operate three primary business segments: Outdoor Solutions, Consumer Solutions and Branded Consumables.

Outdoor Solutions

The Outdoor Solutions segment manufactures or sources, markets and distributes global consumer active lifestyle products for outdoor and outdoor-related activities. For general outdoor activities, Coleman[®] is a leading brand for active lifestyle products, offering an array of products that include camping and outdoor equipment such as air beds, camping stoves, coolers, foldable furniture, gas grills, lanterns and flashlights, propane fuel, sleeping bags, tents and water recreation products such as inflatable boats, kayaks and tow-behinds. The Outdoor Solutions segment is also a leading provider for fishing equipment under brand names such as Abu Garcia[®], All Star[®], Berkley[®], Fenwick[®], Gulp![®], JRC[®], Mitchell[®], Penn[®], Pflueger[®], Sevenstrand[®], Shakespeare[®], Spiderwire[®], Stren[®], Trilene[®], Ugly Stik[®] and Xtools[®]. Team sports equipment for baseball, softball, football, basketball, field hockey and lacrosse products are sold under brand names such as deBeer[®], Gait[®], Miken[®], Rawlings[®] and Worth[®]. Alpine and nordic skiing, snowboarding, snowshoeing and in-line skating products are sold under brand names such as Atlas[®], Full Tilt[®], K2[®], Line[®], Little Bear[®], Madshus[®], Marker[®], Morrow[®], Ride[®], Tubbs[®], Völk[®] and 5150 Snowboards[®]. Water sports equipment, personal flotation devices and all-terrain vehicle gear are sold under brand names such as Helium[®], Hodgman[®], Mad Dog Gear[®], Sevylor[®], Sospenders[®] and Stearns[®]. The Company also sells high performance technical and outdoor apparel and equipment under brand names such as Ex Officio[®], Marmot[®], Planet Earth[®] and Zoot[®].

Table of Contents

A summary of the well-known brand names we sell through the Outdoor Solutions segment follows:

Principal Owned Brands

Coleman® and Campingaz®

Aero®, Aerobed® and Aero Sports®

Abu Garcia®, All Star®, Berkley®, Fenwick®, Gulp!®, JRC®, Mitcheffl, Penn®, Pflueger®, Sevenstrand®, Shakespeare®, Spiderwire®, Stren®, Trilene®, Ugly Stik® and Xtools®

deBeer®, Gait®, Miken®, Rawlings® and Worth®

Atlas®, Full Tilt®, K2®, Line®, Little Bear®, Madshus®, Marker®, Morrow®, Ride®, Tubbs®, Völkl® and 5150 Snowboards®

Helium®, Hodgman®, Mad Dog Gear®, Sevylor®, Suspenders® and Stearns®

Ex Officio®, Marmot®, Planet Earth® and Zoot®

Consumer Solutions

The Consumer Solutions segment manufactures or sources, markets, and distributes a diverse line of household products, including kitchen appliances and personal care and wellness products for home use. This segment maintains a strong portfolio of globally recognized brands including Bionaire®, Crock-Pot®, FoodSaver®, Health o meter®, Holmes®, Mr. Coffee®, Oster®, Patton®, Rival®, Seal-a-Meal®, Sunbeam® and Villaware®. The principal products in this segment include clippers and trimmers for professional use in the beauty and barber and animal categories; electric blankets, mattress pads and throws; household kitchen appliances, such as blenders, coffeemakers, irons, mixers, slow cookers, toasters, toaster ovens and vacuum packaging machines; personal care and wellness products, such as air purifiers, fans, heaters and humidifiers, for home use; products for the hospitality industry; and scales for consumer use.

We believe that our Consumer Solutions sales are well diversified with respect to both geography and distribution channel. We sell a variety of branded household products including:

Principal Owned Brands

FoodSaver® and Seal-a-Meal®

Health at Home® and Health o meter®

Mr. Coffee®

Oster®, Rival® and Sunbeam®

Crock-Pot® and VillaWare®

Bionaire®, Holmes®, Patton® and Sunbeam®

Branded Consumables

The Branded Consumables segment manufactures or sources, markets and distributes a broad line of branded consumer products, many of which are affordable, consumable and fundamental household staples, including arts and crafts paint brushes, children's card games, clothespins, collectible tins, cord, rope and twine,

Principal Products

Camping and outdoor equipment

Inflatable air mattresses

Fishing equipment

Team sports equipment

Alpine and Nordic skiing, snowboarding, snowshoeing and in-line skating equipment

Personal flotation devices, water sports equipment and all-terrain vehicle gear

Technical and outdoor apparel and equipment

Principal Products

Home vacuum packaging

Personal care and wellness products

Coffeemakers

Small appliances and personal care products

Specialty kitchen products

Household appliances

Table of Contents

feeding bottles, fencing, fire extinguishing products, firelogs and firestarters, home canning jars and accessories, kitchen matches, other craft items, plastic cutlery, playing cards and accessories, rubber gloves and related cleaning products, safes, security cameras, security doors, smoke and carbon monoxide alarms, soothers, sponges, storage organizers and workshop accessories, teats, toothpicks, window guards and other accessories. This segment markets our products under the Aviator®, Ball®, Bee®, Bernardin®, Bicycle®, Billy Boy®, BRK®, Crawford®, Diamond®, Dicon®, Fiona®, First Alert®, First Essentials®, Forster®, Hoyle®, Java-Log®, KEM®, Kerr®, Lehigh®, Leslie-Locke®, Lillo®, Loew-Cornell®, Mapa®, Mucambo®, NUK®, Pine Mountain®, Spontex®, Tigex® and Wellington® brand names, among others. We distribute these products through club, drug, e-commerce, grocery, hardware, home center, mass merchant and specialty retail customers and deliver these products to thousands of ship to locations.

We sell a variety of branded consumables products including:

Principal Owned and Licensed Brands

Ball®, Bernardin® and Kerr®

BRK®, First Alert®, Protector® and Tundra®

First Essentials®, Fiona®, Lillo®, NUK® and Tigex®

Mapa®, Mapa Professional®, Mucambo®, Spontex® and Spontex Professional®

Aviator®, Bee®, Bicycle®, Hoyle® and KEM®

Diamond®

Lehigh®, SecureLine® and Wellington®

Forster®, Loew-Cornell® and Woodsies®

Java-Log®, Northland®, Pine Mountain®, Starterlogg® and Superlog®

Crawford®, Leslie-Locke® and Storehorse®

Process Solutions

In addition to the three primary business segments described above, our Process Solutions segment manufactures, markets and distributes a wide variety of plastic products including closures, contact lens packaging, medical disposables, plastic cutlery and rigid packaging. Many of these products are consumable in nature or represent components of consumer products. Our materials business produces specialty nylon polymers, conductive fibers and monofilament used in various products, including woven mats used by paper producers and weed trimmer cutting line, as well as fiberglass radio antennas for marine, citizen band and military applications. We are also the largest North American producer of niche products fabricated from solid zinc strip and are the sole source supplier of copper plated zinc penny blanks to the United States Mint and a major supplier to the Royal Canadian Mint, as well as a supplier of brass, bronze and nickel plated finishes on steel and zinc for coinage to other international markets. In addition, we manufacture a line of industrial zinc products marketed globally for use in the architectural, automotive, construction, electrical component and plumbing markets.

Principal Products

Home canning jars and accessories

Home safety products

Baby care products including bottles, teats and soothers

Home care products including sponges, gloves and wiping products

Playing cards and card accessories

Kitchen matches, plastic cutlery, toothpicks, clothespins, multi-purpose lighters, fire starters, book matches and straws

Cord, rope and twine

Arts and crafts products

Firelogs and firestarters

Storage organizers and workshop accessories, doors and fencing

Table of Contents

Corporate Information

We are incorporated in Delaware, and the address of our executive corporate headquarters is located at 555 Theodore Fremd Avenue, Rye, NY 10580, and our telephone number is (914) 967-9400.

S-5

Table of Contents

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 Notes section of this prospectus supplement contains a more detailed description of the terms and conditions of the notes.

Issuer	Jarden Corporation.
Notes Offered	\$300,000,000 principal amount of 6 1/8% Senior Notes due 2022.
Maturity Date	The notes will mature on November 15, 2022.
Interest	Interest on the notes will accrue at a rate of 6.125% per annum. Interest on the notes will be payable on May 15 and November 15 of each year, beginning on May 15, 2011, and will accrue from the issue date of the notes.
Ranking	The notes will be our senior unsecured obligations and will: rank senior in right of payment to our existing 7 1/2% Senior Subordinated Notes due 2017, our 7 1/2% Senior Subordinated Notes due 2020, our 2% Subordinated Note due 2012 and any of our future senior subordinated or subordinated indebtedness; rank <i>pari passu</i> in right of payment with all of our existing and future senior indebtedness, including our 8% Senior Notes due 2016; be effectively subordinated to all of our existing and future secured indebtedness, including borrowings under our senior secured credit facility, to the extent of the value of the assets securing such indebtedness; and be structurally subordinated to all obligations of each of our subsidiaries that is not a guarantor of the notes. Similarly, the note guarantees will be senior unsecured obligations of the guarantors and will:

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be senior in right of payment to each guarantor's guarantee of our existing $7\frac{1}{2}\%$ Senior Subordinated Notes due 2017, our $7\frac{1}{2}\%$ Senior Subordinated Notes due 2020 and any additional future senior subordinated or subordinated indebtedness of such guarantor;

be *pari passu* in right of payment with all existing and future senior indebtedness of each guarantor, including each guarantor's guarantee of our 8% Senior Notes due 2016;

be effectively subordinated to any secured indebtedness of each guarantor to the extent of the value of the assets securing such indebtedness; and

be structurally subordinated to all obligations of any subsidiary of a guarantor if that subsidiary is not also a guarantor of the notes.

S-6

Table of Contents

As of September 30, 2010, after giving effect to this offering, we would have had approximately \$1,062 million of indebtedness outstanding under our senior secured credit facility (excluding approximately \$49 million of undrawn letters of credit and approximately \$101 million of undrawn revolving credit commitments) and our non-guarantor subsidiaries would have approximately \$375 million of indebtedness. See Note 17 (Condensed Consolidating Financial Data) to our unaudited condensed consolidated financial statements contained in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, and incorporated by reference herein.

Guarantees

The notes will be guaranteed on a senior unsecured basis by all of our domestic restricted subsidiaries that guarantee our senior secured credit facility.

Optional Redemption

Prior to November 15, 2015, we may redeem some or all of the notes for cash at a redemption price equal to 100% of their principal amount plus a make-whole premium (as described in Description of Notes Optional Redemption) plus accrued and unpaid interest to the redemption date. Beginning on November 15, 2015 we may redeem some or all of the notes at the redemption prices listed under Description of Notes Optional Redemption plus accrued and unpaid interest to the redemption date.

Optional Redemption After Certain Equity Offerings

In addition, at any time until November 15, 2013, we can on one or more occasions choose to redeem up to 35% of the outstanding notes with the proceeds of certain equity offerings, so long as:

we pay 106.125% of the principal amount of the notes, plus accrued and unpaid interest;

we redeem such portion of the notes within 90 days of completing such equity offering; and

at least 65% of the aggregate principal amount of the notes remains outstanding afterwards.

Change of Control Offer

If we experience a change in control, we must give holders of the notes the opportunity to sell us their notes at 101% of their principal amount, plus accrued and unpaid interest.

We might not be able to pay you the required price for notes you present to us at the time of a change of control, because we might not have enough funds at that time.

Asset Sale Proceeds

If we or our restricted subsidiaries engage in certain asset sales, we generally must either invest the net cash proceeds from such sales in our business within a period of time, prepay debt under our senior secured credit facility or debt of a non-guarantor subsidiary or make an offer to purchase a principal amount of the notes equal to the excess net cash proceeds. The purchase price of the notes will be 100% of their principal amount, plus

accrued and unpaid interest.

S-7

Table of Contents

Certain Covenants

The indenture governing the notes will contain covenants limiting, among other things, our ability and the ability of our restricted subsidiaries to:

incur additional debt or enter into sale and leaseback transactions;

pay dividends or distributions on our capital stock or repurchase our capital stock;