

Table of Contents

Over the past few years, we completed various amendments and modifications to certain of our debt agreements in an effort to extend our debt maturities and lower interest rates. Details regarding our debt structure are provided in the "Borrowings" notes to our consolidated financial statements included elsewhere in this prospectus.

On July 11, 2014, FDH, our direct parent, completed the issuance of \$3.5 billion of its Class B common equity in a private placement. Approximately \$2.5 billion of the net proceeds from the private placement were contributed to us as a capital contribution and the funds were used to repay approximately \$2.2 billion of debt and \$214 million in call premiums.

Additionally, on July 18, 2014, we repriced approximately \$5.7 billion of 2018 term loans, reducing the interest rate by 50 basis points, resulting in a decrease in annual interest expense of over \$25 million. We estimate that the debt pay down from the equity contribution proceeds, combined with the repricing and other actions by us, has lowered annual cash interest payments by approximately \$228 million per annum. We also plan to repay certain indebtedness with the proceeds of this offering. See "Use of Proceeds."

On June 2, 2015, we terminated and replaced our previous \$1.0 billion senior secured revolving credit facility maturing September 24, 2016 with a new \$1.25 billion senior secured revolving credit facility maturing on June 2, 2020.

The following events occurred subsequent to June 30, 2015:

On July 10, 2015, we entered into an agreement to amend our senior secured credit facilities providing for incremental term loans of \$725 million and €250 million (\$276 million) at LIBOR plus 3.75%, the proceeds of which will be used to redeem \$955 million of our 7.375% senior secured first lien notes due 2019. This action is estimated to reduce annual cash interest payments by an incremental \$30 million per annum based on rates as of July 10, 2015.

On August 11, 2015, we issued \$1.2 billion of 5.375% of senior secured first lien notes due 2023. Proceeds from this offering were used to redeem and repurchase outstanding amounts under our 7.375% senior secured first lien notes due 2019 and our 8.875% senior secured first lien notes due 2020 and pay related fees and expenses. On August 13, 2015, we completed a tender offer for a portion of the 7.375% notes and the 8.875% notes. We redeemed the remaining outstanding amounts of the 7.375% notes and 8.875% notes in September of 2015. These transactions are estimated to reduce our annual cash interest payments by an incremental \$28 million per annum.

Cash and cash equivalents. Investments (other than those included in settlement assets) with original maturities of three months or less (that are readily convertible to cash) are considered to be cash equivalents and are stated at cost, which approximates market value. As of June 30, 2015 and December 31, 2014, we held \$348 million and \$358 million in cash and cash equivalents, respectively.

Included in cash and cash equivalents are amounts held by subsidiaries that are not available to fund operations outside of those subsidiaries. As of June 30, 2015 and December 31, 2014, the cash and cash equivalents held by these subsidiaries totaled \$159 million and \$152 million, respectively. All other domestic cash balances, to the extent available, are used to fund our short-term liquidity needs. A decrease in our credit ratings could affect our interest expense or our ability to access funding.

Cash and cash equivalents also includes amounts held outside of the United States, totaling \$142 million and \$171 million as of June 30, 2015 and December 31, 2014, respectively. As of June 30, 2015, there was approximately \$45 million of cash and cash equivalents held outside of the United States that could be used for general corporate purposes. We plan to fund any international cash needs throughout the remainder of 2015 within our international operations with cash held by our international entities, but if necessary, could fund such needs using cash from the United States, subject to satisfying debt covenant restrictions.