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Interest Rate

The 5.375% Notes accrue interest at the rate of 5.375% per annum and mature on August 15, 2023. Interest on the 5.375% Notes is payable in cash on February 15 and August 15 of each year.

Ranking and Security

The 5.375% Notes are senior secured obligations and (i) rank senior in right of payment to any existing and future subordinated indebtedness, including our existing senior subordinated notes, (ii) rank equally in right of payment with all of our existing and future senior indebtedness, (iii) are effectively senior in right of payment to indebtedness under our existing senior secured second lien notes and our existing senior unsecured notes to the extent of the value of the collateral, (iv) are effectively equal in right of payment with indebtedness under our senior secured credit facilities and other first lien obligations and (v) are effectively subordinated in right of payment to all existing and future indebtedness and other liabilities of our non-guarantor subsidiaries (other than indebtedness and liabilities owed to us or one of our guarantor subsidiaries).

Prepayments and Redemptions

We are required to make an offer to repurchase the 5.375% Notes with net proceeds from specified asset sales, subject to the right to repurchase other senior secured debt and certain other types of indebtedness or reinvest such proceeds in our business. In addition, we will be required to offer to repurchase the 5.375% Notes upon the occurrence of a change of control.

We were entitled to redeem our 5.375% Notes, in whole or in part, at any time prior to August 15, 2018 at a price equal to 100% of the principal amount of our 5.375% Notes redeemed plus accrued and unpaid interest to the redemption date and a "make-whole premium." In addition, on or prior to August 15, 2018, we were entitled to redeem up to 35% of our 5.375% Notes with the proceeds from certain equity offerings at established redemption prices. On or after August 15, 2018, we may redeem our 5.375% Notes, in whole or in part, at established redemption prices.

Guarantee

All obligations under the 5.375% Notes are guaranteed on a senior secured basis by each of our domestic subsidiaries that guarantees obligations under our senior secured credit facilities.

Certain Covenants and Events of Default

The indenture governing our 5.375% Notes contains a number of covenants that, among other things, restricts, subject to certain exceptions, our ability to:

- incur additional debt or issue certain preferred shares;
- pay dividends on or make other distributions in respect of our capital stock or make other restricted payments;
- make certain investments;
- sell certain assets;
- create liens on certain assets to secure debt;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets;
- enter into certain transactions with affiliates; and
- designate our subsidiaries as unrestricted subsidiaries.