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### ***Prepayments and Redemptions***

We are required to make an offer to repurchase our existing senior secured second lien 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 our existing senior secured second lien notes upon the occurrence of a change of control.

We may redeem our existing senior secured second lien notes, in whole or in part, at any time prior to January 15, 2016, at a price equal to 100% of the principal amount of 8.25% Notes and/or 8.75% Notes redeemed plus accrued and unpaid interest to the redemption date and a "make-whole premium." In addition, on or prior to January 15, 2014, we were entitled to redeem up to 35% of the aggregate principal amount of 8.25% Notes and of the 8.75% Notes, respectively, with the net cash proceeds from certain equity offerings at an established redemption price. On or after January 15, 2016, we may redeem our existing senior secured second lien notes, in whole or in part, at established redemption prices.

### ***Guarantees***

All obligations under our existing senior secured second lien notes are guaranteed on a senior secured second lien 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 existing senior secured second lien 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.

In addition, the indenture governing our existing senior secured second lien notes imposes certain requirements as to future subsidiary guarantors. The indenture governing our existing senior secured second lien notes also contains certain customary events of default.

## **12.625% Senior Unsecured Notes due 2021**

### ***Overview***

On December 17, 2010, we completed our previously announced private exchange offers, in which we offered to exchange our 9.875% Notes and 10.55% PIK Notes for new securities, payable (i) 50% in 8.25% Notes or, at the election of each holder and subject to certain conditions, in 8.75% Notes and (ii) 50% in 12.625% Notes. As a result, we issued \$3.0 billion aggregate principal amount of 12.625% Notes, which mature on January 15, 2021.