ROCKWOOD SPECIALTIES GROUP INC
Form 424B5
September 21, 2012

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Security	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
4.625% Senior Notes due 2020	$1,250,000,000	100%	$1,250,000,000	$143,250

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-183959

PROSPECTUS SUPPLEMENT
(To prospectus dated September 18, 2012)

Rockwood Specialties Group, Inc.

$1,250,000,000

4.625% Senior Notes due 2020

Rockwood Specialties Group, Inc. (the "Issuer") is offering $1,250,000,000 aggregate principal amount of its 4.625% Senior Notes due 2020. The notes will bear interest at a rate of 4.625% per annum. Interest on the notes will be payable semi-annually, in cash in arrears, on April 15 and October 15 of each year, commencing April 15, 2013. The notes will mature on October 15, 2020.

The notes will be guaranteed on a senior basis by Rockwood Holdings, Inc., the Issuer's indirect parent company, and each of the Issuer's current and future domestic subsidiaries that guarantee the Issuer's obligations under its senior secured credit facilities.

The notes and the guarantees will be the Issuer's and the guarantors' general unsecured senior obligations. The notes and the guarantees will be effectively subordinated to the Issuer's and the guarantors' secured debt to the extent of the value of the assets securing such debt. The notes and the guarantees will rank equally in right of payment with all the Issuer's and the guarantors' existing and future unsecured senior debt and senior in right of payment to any of the Issuer's and the guarantors' future debt that is expressly subordinated in right of payment to the notes and guarantees. The notes and the guarantees will be structurally subordinated to all of the existing and future liabilities, including trade payables, of Rockwood Holdings, Inc.'s subsidiaries that do not guarantee the notes. See "Description of Notes Ranking."

We may redeem some or all of the notes at any time on or after October 15, 2015 at the redemption prices set forth under "Description of Notes Optional Redemption" and prior to such date at a redemption price of 100% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date, plus a "make-whole" premium. We may also redeem up to 35% of the notes prior to October 15, 2015 with cash proceeds of certain equity offerings.

Currently, there is no existing public market for the notes. We do not intend to list the notes on any securities exchange or quotation system.

Investing in the notes involves risks that are described in the "Risk Factors" section beginning on page S-14 of this prospectus supplement and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (which document is incorporated by reference herein).

	Per Note	Total
Public offering price	100.00%	$1,250,000,000

Underwriting discount	1.50%	$ 18,750,000
Proceeds, before expenses, to us	98.50%	$1,231,250,000

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.

The notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, on or about September 25, 2012.

Joint Book-Running Managers

Deutsche Bank Securities

Citigroup

Morgan Stanley

UBS Investment Bank

Co-Managers

KKR **Lazard Capital Markets**

The date of this prospectus supplement is September 20, 2012.

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Prospectus Supplement

Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of notes. The second part is the accompanying prospectus, which provides more general information. This prospectus supplement and the accompanying prospectus are part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or the Commission, on September 18, 2012. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. If the description of this offering varies between the prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. This prospectus supplement contains information about the notes offered in this offering and may add, update or change information in the accompanying prospectus. Before you invest in our notes, you should read this prospectus supplement, along with the accompanying prospectus, in addition to the information contained in the documents we refer to under the heading "Incorporation of Certain Information by Reference" in this prospectus supplement, which are incorporated by reference herein.

Terms used but not defined in this prospectus supplement shall have the meanings ascribed to them in the accompanying prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or any free writing prospectus prepared by us. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are only offering to sell, and only seeking offers to buy, our notes in jurisdictions where offers and sales are permitted.

Unless we indicate otherwise or the context otherwise requires, any references to:

- "we", "our", "us", the "Company" or "Rockwood" refer to Rockwood Holdings, Inc. and its consolidated subsidiaries;
- the "Parent Guarantor" refer to Rockwood Holdings, Inc. and not to any of its subsidiaries; and
- the "Issuer" refer to Rockwood Specialties Group, Inc., the issuer of the notes offered hereby and not to any of its subsidiaries.

WHERE YOU CAN FIND MORE INFORMATION

The Parent Guarantor is currently subject to the information requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and in accordance therewith files periodic reports, proxy statements and other information with the SEC. You may read and copy (at prescribed rates) any such reports, proxy statements and other information at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. Our SEC filings will also be available to you on the SEC's website at http://www.sec.gov.

We have filed with the SEC a registration statement on Form S-3 with respect to the securities offered hereby. This prospectus does not contain all the information set forth in the registration statement, parts of which are omitted in accordance with the rules and regulations of the SEC. For further information with respect to us and the securities offered hereby, reference is made to the registration statement.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to "incorporate by reference" information into this prospectus supplement and the accompanying prospectus, which means that we can disclose important information about us by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this prospectus supplement. This prospectus supplement incorporates by reference the documents and reports listed below:

- the Parent Guarantor's Annual Report on Form 10-K for the year ended December 31, 2011 (including the portions of our Proxy Statement on Schedule 14A for our 2012 annual meeting of stockholders filed with the SEC on April 4, 2012 that are incorporated by reference therein), except with respect to Items 1, 6, 7 and 8 which have been superseded by the Parent Guarantor's Current Report on Form 8-K filed on September 18, 2012 that relate solely to (i) the presentation of segment specific disclosures on a basis consistent with our realigned segment reporting structure, (ii) the addition of certain guarantor information and (iii) the addition of consolidated statements of comprehensive income, and have no effect on our previously reported results of operations, financial condition, or cash flows;

- the Parent Guarantor's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012 and June 30, 2012, except to the extent superseded by the Parent Guarantor's Current Report on Form 8-K filed on September 18, 2012 with respect to the addition of certain guarantor information; and

- the Parent Guarantor's Current Reports on Form 8-K filed on February 24, 2012, May 18, 2012, June 5, 2012 (two Form 8-K filings), June 11, 2012, August 27, 2012 and September 18, 2012.

We also incorporate by reference the information contained in all other documents we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement and prior to the termination of this offering. The information contained in any such document will be considered part of this prospectus supplement from the date the document is filed with the SEC. We do not incorporate by reference any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K (including any Form 8-K itemized above) or in any future filings, including the related exhibits, or in any documents or other information that is deemed to have been "furnished" to and not "filed" with the SEC, unless otherwise stated.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

We will provide to each person to whom a prospectus is delivered, including any beneficial owner, upon request, a copy of any or all of the information that has been incorporated by reference in this prospectus supplement. You may request a copy of these filings at no cost, by writing or calling us at:

Rockwood Holdings, Inc.
100 Overlook Center
Princeton, New Jersey 08540
Attention: Senior Vice President, Law & Administration

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FORWARD-LOOKING STATEMENTS

This prospectus supplement contains or incorporates by reference forward looking statements. Forward looking statements within the context of the Private Securities Litigation Reform Act of 1995 are not statements of historical fact and may involve a number of risks and uncertainties. Forward looking statements give our current expectations or forecasts of future events and estimates of amounts not yet determinable. We have used the words "anticipate", "estimate", "expect", "project", "intend", "plan", "believe", "predict", "could", "may" and other words and terms of similar meaning, including references to assumptions, in this report to identify forward looking statements. These forward looking statements are made based on expectations and beliefs concerning future events affecting us and are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control, that could cause our actual results to differ materially from those expressed in or implied by these forward looking statements. In particular, these factors include, among other things:

- our ability to consummate the acquisition of Talison Lithium Limited, a company incorporated in Australia, on the proposed terms and contemplated schedule, and integrate Talison's business with our lithium business;
- our business strategy;
- changes in the general economic conditions in North America and Europe and in other locations in which we currently do business;
- competitive pricing or product development activities affecting demand for our products;
- technological changes affecting production of our materials;
- fluctuations in interest rates, exchange rates and currency values;
- availability and pricing of raw materials;
- governmental and environmental laws and regulations and changes in those laws and regulations;
- fluctuations in energy prices;
- changes in the end-use markets in which our products are sold;
- hazards associated with chemicals manufacturing;
- our ability to access capital markets;
- our high level of indebtedness;

- risks associated with negotiating, consummating and integrating acquisitions;
- risks associated with competition and the introduction of new competing products, especially from the Asia-Pacific region;
- risks associated with international sales and operations; and
- risks associated with information security.

You should keep in mind that any forward looking statements made by us in this prospectus supplement or elsewhere speak only as of the date on which we make them. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We disclaim any obligation to update or revise any forward looking statements, whether as a result of new information, future events or otherwise.

INDUSTRY AND MARKET DATA

Although data regarding the specialty chemicals industry, our end-use markets, our market position and market share within our industry and our end-use markets are inherently imprecise, we believe such data are generally reliable. Industry surveys and publications generally state that the information contained therein has been obtained from sources believed to be reliable. We have not independently verified any of the data from third party sources. Similarly, while we believe internal company surveys and management estimates to be reliable, we have not verified them, nor have they been verified by any independent source. While we are not aware of any misstatements regarding any industry data presented or incorporated by reference herein, estimates, in particular as they relate to general expectations concerning the specialty chemicals industry, involve risks and uncertainties and are subject to change based on various factors, including those discussed under the captions "Risk Factors" in this prospectus supplement and in the Parent Guarantor's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (the "2011 Annual Report") which document is incorporated by reference herein, and "Forward-Looking Statements" in this prospectus supplement.

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere, or incorporated by reference, in this prospectus supplement. As a result, it does not contain all of the information that may be important to you or that you should consider before investing in the notes. You should read this entire prospectus supplement and accompanying prospectus, including the "Risk Factors" sections of this prospectus supplement and the 2011 Annual Report and the other documents incorporated by reference, which are described under "Incorporation of Certain Information by Reference" in this prospectus supplement.

Our Company

Rockwood is a global developer, manufacturer and marketer of high value added specialty chemicals and advanced materials used for industrial and commercial purposes. Rockwood is focused on lithium and lithium compounds, surface treatment chemicals, advanced ceramics, titanium dioxide pigments, iron-oxide pigments, timber treatment chemicals and clay-based additives.

Our products consist primarily of inorganic chemicals and solutions and engineered materials. They are often customized to meet the complex needs of our customers and to enhance the value of their end products by improving performance, providing essential product attributes, lowering costs and/or making them more environmentally friendly. We generally compete in niche markets in a wide range of end-use markets, including metal treatment and general industry, chemicals and plastics, automotive, life sciences (including pharmaceutical and medical markets), construction, specialty coatings, electronics and telecommunications. No single end-use market accounted for more than 17% of our 2011 net sales.

We have a number of growth product lines, such as lithium compounds for advanced batteries in our Lithium business, aerospace applications in our Surface Treatment business and ceramic medical device components in our Advanced Ceramics business, which are complemented by a diverse portfolio of businesses that historically have generated stable revenues. Our high margins, diverse customer and end-use market base, capital discipline and ongoing productivity improvements provide us with a platform to capitalize on market growth opportunities.

We operate globally, manufacturing our products in 81 facilities in 23 countries and selling our products and providing our services to more than 60,000 customers, including some of the world's preeminent companies. We believe our products are generally critical to our customers' products' performance, but account for a small percentage of the total cost of their products. No single customer accounted for more than 2% of our 2011 net sales.

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Our Competitive Strengths

Leading market positions. We believe we hold leading market positions within many of our businesses. For example, we believe that based on our 2011 net sales, we have leading market positions for the following products in our segments:

Operating Segment	Products	Market Positions
Lithium	Lithium compounds and chemicals	#1 globally
Surface Treatment	Metal processing chemicals and services	#2 globally
Performance Additives	Synthetic iron oxide pigments	#2 global supplier
Titanium Dioxide Pigments	Specialty titanium dioxide pigments, zinc sulfide and barium sulfate additives	A leading global producer
Advanced Ceramics	Ceramic-on-ceramic ball head and liner components used in hip joint prostheses systems	#1 globally

Leading technologies. We believe we are recognized as an innovative industry leader in many of our businesses due to our technological know-how and strong customer focus. We identify, commercialize and market new products, which we develop internally or with third parties, through acquisitions or license agreements, to enhance our customers' products or processes. For example, in our Surface Treatment segment we developed Oxsilan , a chrome-free based metal pre-treatment technology that helps our customers reduce manufacturing costs, increase productivity and reduce their environmental impact.

High-margin products and strong cash flow. Our businesses historically have generated significant cash flow as a result of the sale of high margin products, continuous productivity improvements, cost control, capital discipline and working capital management.

Limited exposure to raw materials and energy prices. We have a broad raw material base consisting primarily of inorganic (non-petrochemical) materials, most of which are readily available and whose prices follow their own individual supply and demand relationships and have historically shown little correlation to each other. No single raw material amounted to more than 3% of our costs of products sold in 2011.

Our Business Strategy

Building on these strengths, we plan to continue our existing strategy to grow revenue, cash flow and earnings per share, increase profitability and reduce leverage as follows:

Capitalize on expected market growth opportunities. We expect our businesses to benefit from a number of growth opportunities, including:

Lithium increased demand for longer-life lithium based batteries in electric and hybrid electric automobiles and electronics, lithium compounds in pharmaceuticals and aluminum alloys for aerospace applications;

Surface Treatment growth in emerging markets, such as Brazil and India, and increased demand for our surface treatment products that enhance the manufacturing

process of customers by reducing energy usage and waste, and growth in the aerospace industry; and

Advanced Ceramics growth in emerging markets and growth related to ceramic medical components, such as those used in ceramic hip-joint systems, a trend toward replacing plastics and metals with high-performance ceramics, and new applications in energy and water purification.

Focus on our core businesses and effect selective divestitures. We intend to continue to focus on our core businesses that have market and technology leadership, growth opportunities and higher margins. We expect, from time to time, to divest those businesses or segments that do not fit our long-term strategies. For example, on January 7, 2011, we completed the sale of our plastic compounding business, which comprised substantially all of our former Specialty Compounds segment. In addition, as previously announced, we are considering strategic alternatives related to our Titanium Dioxide Pigments segment.

Optimize financial leverage. We have demonstrated a long-term ability to reduce our leverage and improve our net debt-to-Adjusted EBITDA ratio. Since 2003, we have reduced our net debt-to-Adjusted EBITDA ratio from 6.8x to 1.6x for the twelve months ended June 30, 2012. We believe that our strong cash flow generation from organic growth opportunities within our existing and emerging markets, continued cost control programs and productivity improvements and focus on working capital will enable us to reduce our net debt-to-Adjusted EBITDA ratio, after giving effect to the issuance of the notes offered hereby, to between 1.5x and 2.0x, as well as our debt and interest expense.

Achieve profitable growth through selective acquisitions and strategic alliances. We intend to continue to selectively pursue accretive acquisitions and strategic alliances in order to strengthen and expand our existing business lines and enter into complementary business lines. As further described below under " Recent Developments", on August 23, 2012, we entered into an agreement to acquire all of the ordinary shares of Talison Lithium Limited, a leading global producer of lithium concentrate. We expect the Talison business when combined with our Lithium segment to strengthen our position as a leading global supplier of lithium compounds, secure an alternative source of raw materials, and provide access to the growing markets for lithium materials in the Asia-Pacific region.

Our Business Segments

We currently operate our business through the following five business segments: (1) Lithium; (2) Surface Treatment; (3) Performance Additives; (4) Titanium Dioxide Pigments and (5) Advanced Ceramics.

The following table sets forth net sales of each segment and the percentage of our total net sales for the year ended December 31, 2011, as well as our principal products and our principal end-use markets. For financial information about each segment, see Note 3, "Segment Information", in the consolidated financial statements in the Parent Guarantor's

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current report on Form 8-K filed on September 18, 2012, which is incorporated by reference herein.

Segment	2011 Net Sales $ in Millions	2011 Net Sales % of Total	Principal Products	Principal End-Use Markets
Lithium	$ 456.5	13%		
			Lithium compounds and chemicals	Batteries for hybrid and electric vehicles and electronic devices
			Cesium, zirconium and other special metal products	Life sciences (pharmaceutical synthesis and polymers)
				Alloys for aerospace industry
				Polymerization initiators for elastomers
Surface Treatment	$ 743.2	20%	Metal surface treatment chemicals including corrosion protection/prevention oils	Automotive pre-coating metal treatment and car body pre-treatment
			Maintenance chemicals	Steel and metal working
				Aircraft industry
Performance Additives	$ 784.4	21%	Iron-oxide pigments	Residential and commercial construction and plastics
			Wood protection products	Coatings
			Inorganic chemicals	

				Personal care, paper manufacturing and foundries
			Synthetic and organic thickeners	
				Oilfield
			Flocculants	
				Water treatment
Titanium Dioxide Pigments	$ 930.4	25%	Titanium dioxide pigments	Synthetic fibers for clothing
			Barium compounds	Plastics
			Zinc compounds	Paper
				Paints and coatings
				Pharmaceutical contrast media
Advanced Ceramics	$ 585.1	16%	Ceramic ball head and liner components used in hip joint prostheses systems	Medical (hip replacement surgery)
				Industrial
			Ceramic tapes	
				Electronics
			Cutting tools	
				Automotive
			Wear and corrosion	
			Armor components	
Corporate and other (a)				

$ 169.7	5%	Natural and synthetic metal sulfides	Disc brakes
		Wafer recycling and repair	Semiconductors manufacturing
		Rubber/thermoplastic components	Automotive
$3,669.3	100%		

(a) Represents our metal sulfides business, European wafer reclaim business and our rubber/thermoplastic compounding business.

Recent Developments

On August 23, 2012, we entered into a scheme implementation agreement with Talison Lithium Limited, a company incorporated in Australia ("Talison"), pursuant to which a designated subsidiary of ours will acquire all of the outstanding ordinary shares in the capital of Talison in an all-cash transaction for C$6.50 per share for an equity purchase price of

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approximately C$724 million, on a fully diluted basis (US$732 million, based on an exchange rate of C$1 = US$1.011635 as of August 23, 2012). Talison is a leading producer of lithium concentrate from its lithium mineral project in Western Australia and has its ordinary shares listed on the Toronto Stock Exchange.

Pursuant to the terms of the scheme implementation agreement, the transaction will be consummated in accordance with a scheme of arrangement under Australian law. The transaction is subject to certain closing conditions, including approval of Talison's shareholders, approval from the Australian court in accordance with the Australian Corporations Act and regulatory approvals. The board of directors of Talison has unanimously recommended the transaction to Talison shareholders. The scheme implementation agreement contains "no shop" and "no talk" provisions (subject to directors' fiduciary duty exemptions), and provides that Talison must notify us in the event it receives a competing offer and must permit us to propose a matching offer. If the scheme implementation agreement is terminated in certain circumstances, Talison or we would be required to pay the other a fee of C$7 million. Subject to the satisfaction or waiver of the closing conditions, the acquisition is expected to be completed in the fourth quarter of 2012.

We believe that the acquisition of Talison will:

- further strengthen our position as the leading global producer of lithium and lithium compounds;
- secure access to an alternative source of raw material to meet expected global demand for lithium and lithium compounds; and
- enable us to better serve both our existing customers as well as Talison's customers in the Asia-Pacific region.

Our principal executive offices are located at 100 Overlook Center, Princeton, New Jersey 08540. Our telephone number is (609) 514-0300. Our website address is www.rocksp.com. Information contained on our website is not a part of this prospectus supplement.

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The Offering

The following summary is provided solely for your convenience and is not intended to be complete. You should read the full text and more specific details contained elsewhere in this prospectus supplement and the accompanying prospectus. For a more detailed description of the notes, see "Description of Notes" in this prospectus supplement.

Issuer	Rockwood Specialties Group, Inc., a Delaware corporation.
Notes Offered	$1,250.0 million in aggregate principal amount of 4.625% Senior Notes due 2020.
Maturity Date	October 15, 2020.
Interest Rate	The notes will bear interest at a rate of 4.625% per annum. Interest will be computed on the basis of a 360-day year composed of twelve 30-day months.
Interest Payment Dates	April 15 and October 15 of each year, commencing on April 15, 2013.
Guarantees	The obligations under the notes will be fully and unconditionally guaranteed, jointly and severally, by the Parent Guarantor and each of the Issuer's existing and future domestic subsidiaries that is a guarantor or other obligor under the Issuer's credit facility. Not all of our subsidiaries will guarantee the notes. Our non-guarantor subsidiaries generated approximately 84.3% of our consolidated revenues in the twelve-month period ended June 30, 2012 and held approximately 86.7% of our consolidated assets as of June 30, 2012. The Parent Guarantor and our other direct and indirect parent companies have no independent operations and their only material asset is their investment in their subsidiaries and intercompany balances. The guarantees of the guarantors (other than the Parent Guarantor) will be automatically released if the notes are rated investment grade by both Moody's and S&P and in certain other circumstances. See "Description of Notes Termination of Covenants" and "Description of Notes Guarantees."
Ranking	The notes will be the Issuer's unsecured senior obligations and will rank pari passu to the Issuer's existing and future senior indebtedness, and senior to all existing and future senior subordinated indebtedness. The guarantees will be the unsecured senior obligations of the guarantors, and will rank pari passu to the guarantors' existing and future senior indebtedness, and senior to all existing and future senior subordinated indebtedness.

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	The notes and the guarantees will be junior to the existing and future secured indebtedness of the Issuer and the guarantors to the extent of the value of the assets securing such indebtedness and will be structurally subordinated to all of the existing and future indebtedness and other liabilities of our non-guarantor subsidiaries.
Optional Redemption	At any time on or after October 15, 2015, we may redeem some or all of the notes at the redemption prices set forth under "Description of Notes Optional Redemption," plus accrued and unpaid interest, if any, to, but not including, the applicable redemption date. In addition, at any time prior to October 15, 2015, we may, on one or more occasions, redeem some or all of the notes at a redemption price equal to 100% of the principal amount of the notes redeemed plus a "make-whole" premium, plus accrued and unpaid interest, if any, to, but not including, the applicable redemption date. At any time prior to October 15, 2015, we may also redeem up to 35% of the aggregate principal amount of the notes, using the proceeds of certain qualified equity offerings, at a redemption price equal to 104.625% of the principal amount of the notes redeemed, plus accrued and unpaid interest, if any, to, but not including, the applicable redemption date. See "Description of Notes Optional Redemption."
Change of Control Offer	If we experience certain change of control events, we must offer to repurchase the notes at a repurchase price equal to 101% of the principal amount of the notes repurchased, plus accrued and unpaid interest, if any, to, but not including, the applicable repurchase date. See "Description of Notes Repurchase at the Option of Holders Change of Control Event."
Asset Sale Offer	If we sell assets, under certain circumstances, we must offer to repurchase the notes at a repurchase price equal to 100% of the principal amount of the notes repurchased, plus accrued and unpaid interest, if any, to, but not including, the applicable repurchase date. See "Description of Notes Repurchase at the Option of Holders Asset Sales."
Restrictive Covenants	The indenture governing the notes will contain covenants that, among other things, will impose significant restrictions on our business. The restrictions that these covenants place on us and our restricted subsidiaries include limitations on our ability and the ability of our restricted subsidiaries to:

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- incur additional indebtedness or issue disqualified stock or preferred stock;
- create liens;
- pay dividends (subject to certain exceptions), make investments or make other restricted payments;