

ADAMS RITE AEROSPACE INC

Form S-4/A

March 27, 2013

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As filed with the Securities and Exchange Commission on March 27, 2013

Registration No. 333-186494

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Amendment No. 1

to

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

TransDigm Inc.

TransDigm Group Incorporated

Subsidiary Guarantors Listed on Schedule A Hereto

(Exact name of registrant as specified in its charter)

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TransDigm Inc.
Delaware
(State or other jurisdiction of
incorporation or organization)

34-1750032
(I.R.S. Employer Identification No.)

3728
(Primary Standard Industrial
Classification Code Number)

TransDigm Group Incorporated
Delaware
(State or other jurisdiction of
incorporation or organization)

41-2101738
(I.R.S. Employer Identification No.)

1301 East 9th Street, Suite 3000

Cleveland, Ohio 44114

(216) 706-2960

(Address, including zip code, and telephone number, including area code, of each of the registrants' principal executive offices)

W. Nicholas Howley

Chairman and Chief Executive Officer

TransDigm Group Incorporated

1301 East 9th Street, Suite 3000

Cleveland, Ohio 44114

(216) 706-2960

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Christopher M. Kelly

John T. Owen Jones Day

222 East 41st Street

New York, New York 10017-6702

(212) 326-3939

Approximate date of commencement of proposed sale to the public:

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As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	..
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	Smaller reporting company	..

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

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SCHEDULE A

CHAMPION AEROSPACE LLC	ADAMS RITE AEROSPACE, INC.
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	CALIFORNIA
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
58-2623644	95-4056812
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
1230 OLD NORRIS ROAD	4141 NORTH PALM STREET
LIBERTY, SC 29657	FULLERTON, CA 92835
(864) 843-1162	(714) 278-6500
(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)
MARATHONNORCO AEROSPACE, INC.	AVIONIC INSTRUMENTS LLC
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	DELAWARE
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
74-2707437	13-2666109
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
8301 IMPERIAL DRIVE	1414 RANDOLPH AVENUE
WACO, TX 76712	AVENEL, NEW JERSEY 07001-2402
(254) 776-0650	(732) 388-3500

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(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)
SKURKA AEROSPACE INC.	CDA INTERCORP LLC
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	FLORIDA
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
20-2042650	59-1285683
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
4600 CALLE BOLERO, P.O. BOX 2869 CAMARILLO, CALIFORNIA 93011-2869	450 GOOLSBY BLVD. DEERFIELD, FLORIDA 33442
(805) 484-8884	(954) 698-6000
(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)

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AVIATION TECHNOLOGIES, INC.	AVTECHTYEE, INC.
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	WASHINGTON
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
04-3750236	91-0761549
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
1301 EAST 9TH STREET, SUITE 3000	6500 MERRILL CREEK PARKWAY
CLEVELAND, OHIO 44114	EVERETT, WASHINGTON 98203
(216) 706-2960	(425) 290-3100
(Address, including zip code, and telephone number, including area code, of principal executive offices)	(Address, including zip code, and telephone number, including area code, of principal executive offices)
TRANSCOIL LLC	MALAYSIAN AEROSPACE SERVICES, INC.
(Name as specified in its charter)	(Name as specified in its charter)
DELAWARE	DELAWARE
(State or other jurisdiction of incorporation or organization)	(State or other jurisdiction of incorporation or organization)
3728	3728
(Primary Standard Industrial Classification Code Number)	(Primary Standard Industrial Classification Code Number)
26-0084182	20-4894903
(I.R.S. Employer Identification Number)	(I.R.S. Employer Identification Number)
9 IRON BRIDGE DRIVE	1301 EAST 9TH STREET, SUITE 3000
COLLEGEVILLE, PENNSYLVANIA 19426	CLEVELAND, OHIO 44114
(484) 902-1100	(216) 706-2960
(Address, including zip code, and telephone number, including area code,	(Address, including zip code, and telephone number, including area code,

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of principal executive offices)
AEROCONTROLEX GROUP, INC.
(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

26-0379798

(I.R.S. Employer Identification Number)

4223 MONTICELLO BLVD

SOUTH EUCLID, OHIO 44121

(216) 291-6025

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

of principal executive offices)
ACME AEROSPACE, INC.
(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

16-0324980

(I.R.S. Employer Identification Number)

528 W. 21ST STREET, SUITE 6

TEMPE, ARIZONA 85282

(480) 894-6864

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

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DUKES AEROSPACE, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

27-1368976

(I.R.S. Employer Identification Number)

9060 WINNETKA AVENUE

NORTHRIDGE, CALIFORNIA 91324

(818) 998-9811

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

BRUCE AEROSPACE INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

26-0658833

(I.R.S. Employer Identification Number)

101 EVANS AVENUE

DAYTON, NEVADA 89403

(775) 246-0101

(Address, including zip code, and
telephone number, including area code,

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of principal executive offices)

CEF INDUSTRIES, LLC

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

36-2056886

(I.R.S. Employer Identification Number)

320 SOUTH CHURCH STREET

ADDISON, ILLINOIS 60101

(630) 628-2299

(Address, including zip code, and
telephone number, including area code,

of principal executive offices)

BRUCE INDUSTRIES, INC.

(Name as specified in its charter)

COLORADO

(State or other jurisdiction of incorporation or organization)

3728

(Primary Standard Industrial Classification Code Number)

20-8487769

(I.R.S. Employer Identification Number)

101 EVANS AVENUE

DAYTON, NEVADA 89403

(775) 246-0101

(Address, including zip code, and
telephone number, including area code,

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of principal executive offices)

SEMCO INSTRUMENTS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or

organization)

3728

(Primary Standard Industrial Classification Code Number)

95-2500600

(I.R.S. Employer Identification Number)

25700 RYE CANYON ROAD

VALENCIA, CALIFORNIA 91355

(661) 257-2000

(Address, including zip code, and
telephone number, including area code,

of principal executive offices)

HARTWELL CORPORATION

(Name as specified in its charter)

CALIFORNIA

(State or other jurisdiction of incorporation or

organization)

3728

(Primary Standard Industrial Classification Code Number)

95-1936254

(I.R.S. Employer Identification Number)

900 S. RICHFIELD ROAD

PLACENTIA, CALIFORNIA 92870

(714) 993-4200

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(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

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MCKECHNIE AEROSPACE HOLDINGS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

26-0181650

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO 44114

(216) 706-2960

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

MCKECHNIE AEROSPACE US LLC

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

27-0127704

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO 44114

(216) 706-2960

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(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

MCKECHNIE AEROSPACE DE, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

20-8964837

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO 44114

(216) 706-2960

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

MCKECHNIE AEROSPACE INVESTMENTS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

58-2430801

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

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CLEVELAND, OHIO 44114

(216) 706-2960

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

TEXAS ROTRONICS, INC.

(Name as specified in its charter)

TEXAS

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

74-2925673

(I.R.S. Employer Identification Number)

601 WEST ELIZABETH STREET

BROWNSVILLE, TEXAS 78520

(956) 571-5031

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

WESTERN SKY INDUSTRIES, LLC

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

94-3033701

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(I.R.S. Employer Identification Number)

2600 S. CUSTER AVE.

WICHITA, KANSAS 67217

(316) 941-0400

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

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SCHNELLER INTERNATIONAL SALES CORP.

(Name as specified in its charter)

OHIO

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

34-2041979

(I.R.S. Employer Identification Number)

6019 POWDERMILL RD.

KENT, OHIO 44240

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

SCHNELLER LLC

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

87-0802616

(I.R.S. Employer Identification Number)

6019 POWDERMILL RD.

KENT, OHIO 44240

(Address, including zip code, and
telephone number, including area code,

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of principal executive offices)

SCHNELLER HOLDINGS, LLC

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or

organization)

3728

(Primary Standard Industrial Classification Code Number)

87-0802607

(I.R.S. Employer Identification Number)

6019 POWDERMILL RD.

KENT, OHIO 44240

(Address, including zip code, and

telephone number, including area code,

of principal executive offices)

AMSAFE C SAFE, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or

organization)

3728

(Primary Standard Industrial Classification Code Number)

32-0261761

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO 44114

(Address, including zip code, and

telephone number, including area code,

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of principal executive offices)

HARCO LABORATORIES, INCORPORATED

(Name as specified in its charter)

CONNECTICUT

(State or other jurisdiction of incorporation or

organization)

3728

(Primary Standard Industrial Classification Code Number)

06-0691144

(I.R.S. Employer Identification Number)

186 CEDAR STREET

BRANFORD, CONNECTICUT 06405

(203) 483-3700

(Address, including zip code, and

telephone number, including area code,

of principal executive offices)

AMSAFE GLOBAL HOLDINGS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or

organization)

3728

(Primary Standard Industrial Classification Code Number)

26-1268176

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO, 44114

(216) 706-2960

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(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

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AP GLOBAL ACQUISITION CORP.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

26-1172816

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO, 44114

(216) 706-2960

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

BRIDPORT HOLDINGS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

74-3127247

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO, 44114

(216) 706-2960

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(Address, including zip code, and
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AP GLOBAL HOLDINGS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

26-1171087

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO, 44114

(216) 706-2960

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

AMSAFE INDUSTRIES, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

32-0122263

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

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CLEVELAND, OHIO, 44114

(216) 706-2960

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

AMSAFE, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

36-3363619

(I.R.S. Employer Identification Number)

1043 N. 47TH AVENUE PHOENIX, ARIZONA 85043

(602) 850-2850

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

AMSAFE COMMERCIAL PRODUCTS, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

86-0774924

(I.R.S. Employer Identification Number)

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22937 GALLATIN WAY

ELKHART, INDIANA 46514

(574) 266-8330

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

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BRIDPORT ERIE AVIATION, INC.

(Name as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

25-1861935

(I.R.S. Employer Identification Number)

1317 WEST 12TH STREET ERIE, PENNSYLVANIA 16501

(814) 833-6767

(Address, including zip code, and
telephone number, including area code,
of principal executive offices)

BRIDPORT-AIR CARRIER, INC.

(Name as specified in its charter)

WASHINGTON

(State or other jurisdiction of incorporation or
organization)

3728

(Primary Standard Industrial Classification Code Number)

91-1887382

(I.R.S. Employer Identification Number)

1301 EAST 9TH STREET, SUITE 3000

CLEVELAND, OHIO, 44114

(216) 706-2960

(Address, including zip code, and

telephone number, including area code,

of principal executive offices)

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The information in this prospectus is not complete and may be changed. We may not sell securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

Subject to completion, dated March 27, 2013.

PROSPECTUS

TransDigm Inc.

OFFER TO EXCHANGE

Up to \$550,000,000 aggregate principal amount of its 5.50% Senior Subordinated Notes due 2020

registered under the Securities Act of 1933 for

any and all outstanding 5.50% Senior Subordinated Notes due 2020

that were issued on October 15, 2012

We are offering to exchange new registered 5.50% senior subordinated notes due 2020, which we refer to herein as the exchange notes, for all of our outstanding unregistered 5.50% senior subordinated notes due 2020 that were issued on October 15, 2012, which we refer to herein as the original notes. We refer herein to the exchange notes and the original notes, collectively, as the notes.

The exchange offer expires at 5:00 p.m., New York City time, on _____, unless extended.

The exchange offer is subject to customary conditions that we may waive.

All outstanding original notes that are validly tendered and not validly withdrawn prior to the expiration of the exchange offer will be exchanged for the exchange notes.

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Tenders of outstanding notes may be withdrawn at any time before 5:00 p.m., New York City time, on the expiration date of the exchange offer.

We believe that the exchange of original notes for exchange notes should not be a taxable exchange for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The terms of the exchange notes to be issued are substantially identical to the terms of the original notes, except that the exchange notes will not have transfer restrictions and you will not have registration rights.

If you fail to tender your original notes, you will continue to hold unregistered securities and it may be difficult for you to transfer them.

There is no established trading market for the exchange notes, and we do not intend to apply for listing of the exchange notes on any securities exchange or market quotation system.

See Risk Factors beginning on page 8 for a discussion of matters you should consider before you participate in the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2013.

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This prospectus incorporates important business and financial information about us that is not included or delivered with this prospectus. We will provide this information to you at no charge upon written or oral request directed to Investor Relations, TransDigm Inc., 1301 East 9th Street, Suite 3000, Cleveland, Ohio 44114 (telephone number (216) 706-2939). **In order to ensure timely delivery of this information, any request should be made by _____, five business days prior to the expiration date of the exchange offer.**

No dealer, salesperson or other individual has been authorized to give any information or to make any representations not contained in this prospectus in connection with the exchange offer. If given or made, such information or representations must not be relied upon as having been authorized by us. Neither the delivery of this prospectus nor any sale made hereunder shall, under any circumstances, create any implications that there has not been any change in the facts set forth in this prospectus or in our affairs since the date hereof.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal accompanying this prospectus states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the exchange notes received in exchange for original notes where such original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the expiration of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resales. See Plan of Distribution.

NOTICE TO INVESTORS

This prospectus contains summaries of the terms of certain agreements that we believe to be accurate in all material respects. However, we refer you to the actual agreements for complete information relating to those agreements. All summaries of such agreements contained in this prospectus or incorporated by reference into this prospectus are qualified in their entirety by this reference. To the extent that any such agreement is attached as an exhibit to this registration statement, we will make a copy of such agreement available to you upon request.

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The notes will be available in book-entry form only. The notes exchanged pursuant to this prospectus will be issued in the form of one or more global certificates, which will be deposited with, or on behalf of, The Depository Trust Company, or DTC, and registered in its name or in the name of Cede & Co., its nominee. Beneficial interests in the global certificates will be shown on, and transfer of the global certificates will be effected only through, records maintained by DTC and its participants. After the initial issuance of the global certificates, notes in certificated form will be issued in exchange for global certificates only in the limited circumstances set forth in the indenture, dated as of October 15, 2012, or the Indenture, governing the notes. See Book-Entry, Delivery and Form.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus and in documents we file with the Securities and Exchange Commission, or the SEC, that are incorporated by reference in this prospectus. This summary may not contain all of the information