

SCIENTIFIC TESTING LABORATORIES INC

Form 424B3

April 23, 2010

**Table of Contents**

**Filed Pursuant to Rule 424(b)(3)  
Registration File No. 333-164897**

**Prospectus**

**INVERNESS MEDICAL INNOVATIONS, INC.**

**OFFER TO EXCHANGE  
ALL \$100,000,000 AGGREGATE PRINCIPAL AMOUNT OF UNREGISTERED  
7.875% SENIOR NOTES DUE 2016 ISSUED ON SEPTEMBER 28, 2009**

**FOR  
UP TO \$100,000,000 AGGREGATE PRINCIPAL AMOUNT OF 7.875% SENIOR  
NOTES DUE 2016 THAT HAVE BEEN REGISTERED  
UNDER THE SECURITIES ACT OF 1933**

**This exchange offer and withdrawal rights will expire at 5:00 p.m., New York City time,  
on May 24, 2010, unless extended.**

We are offering to exchange up to \$100.0 million aggregate principal amount of our new 7.875% Senior Notes due 2016, which have been registered under the Securities Act of 1933, referred to in this prospectus as the new notes, for any and all of our outstanding unregistered 7.875% Senior Notes due 2016 that we issued on September 28, 2009, referred to in this prospectus as the old notes. We issued the old notes in a transaction not requiring registration under the Securities Act. We are offering you new notes, with terms substantially identical to those of the old notes, in exchange for old notes in order to satisfy our obligation under a registration rights agreement into which we entered in connection with the offering and sale of the old notes. The new notes will be treated as a single class with the \$150.0 million aggregate principal amount of 7.875% Senior Notes due 2016 that we issued on August 11, 2009, which we refer to in this prospectus as the pre-existing notes. The old notes, the new notes and the pre-existing notes are collectively referred to in this prospectus as the senior notes.

**Material Terms of the Exchange Offer**

The terms of the new notes are identical in all material respects to the terms of the old notes, except that the new notes will not contain the terms with respect to transfer restrictions, registration rights and payments of additional interest that relate to the old notes.

The new notes will be fully and unconditionally guaranteed, jointly and severally, on a senior basis, subject to certain exceptions, by all of our domestic subsidiaries that guarantee certain of our other indebtedness.

The exchange offer expires at 5:00 p.m., New York City time, on May 24, 2010, which we refer to as the expiration time and the expiration date, respectively, unless extended by us.

Subject to the terms of this exchange offer, we will exchange all of the old notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

You may withdraw your tender of old notes at any time before the expiration of this exchange offer.

If you do not properly tender your old notes, you will continue to hold unregistered notes that you will not be able to transfer freely.

The exchange of old notes for new notes generally will not be a taxable event for U.S. federal income tax purposes.

We do not intend to list the new notes on any national securities exchange or seek approval for quotation through any automated trading system.

We will not receive any proceeds from this exchange offer.

All broker-dealers must comply with the registration and prospectus delivery requirements of the Securities Act.

**See the section entitled Risk Factors that begins on page 12 for a discussion of the risks that you should carefully consider before tendering your old notes for exchange.**

**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 April 21, 2010

---

Each broker-dealer that receives new notes for its own account in connection with the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. 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 new notes received in exchange for old notes acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, if requested by such a broker-dealer, for a period of at least 45 days after the date of effectiveness of the registration statement of which this prospectus forms a part, we will make this prospectus, as amended and supplemented, available to any broker-dealer for use in connection with any such resale. See Plan of Distribution. The letter of transmittal delivered with this prospectus states that a broker-dealer, by acknowledging that it will deliver and by delivering a prospectus, will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended, or the Securities Act.

**We have not authorized any broker, dealer or other person to give any information other than that contained or incorporated by reference in this prospectus. You must not rely upon any information not contained or incorporated by reference in this prospectus as if we had authorized it. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which it relates, nor does this prospectus constitute an offer to sell or a solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.**

## TABLE OF CONTENTS

<u>About This Prospectus</u>	ii
<u>Where You Can Find More Information</u>	ii
<u>Summary</u>	1
<u>Risk Factors</u>	12
<u>Special Note Regarding Forward-Looking Statements</u>	32
<u>Selected Consolidated Financial Information and Other Data</u>	34
<u>The Exchange Offer</u>	36
<u>Description of New Notes</u>	47
<u>Description of Old Notes</u>	96
<u>Description of Other Indebtedness</u>	96
<u>Material United States Federal Income Tax Consequences</u>	100
<u>Plan of Distribution</u>	105
<u>Legal Matters</u>	106
<u>Experts</u>	106
<u>Incorporation of Documents by Reference</u>	107

**Table of Contents**

**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC. We may add, update or change any information contained in this prospectus through a prospectus supplement or another document incorporated by reference into this prospectus. You should read this prospectus and any prospectus supplement, as well as any post-effective amendments to the registration statement of which this prospectus is a part, together with the additional information described under **Incorporation of Documents by Reference** and **Where You Can Find More Information**, before you make any investment decision.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus. We are offering to exchange old notes for new notes only in jurisdictions where such offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any actual exchange of old notes for new notes.

Unless otherwise stated or unless the context otherwise requires, all references to **we**, **us**, **our**, **our company** or **the Company** in this prospectus refer collectively to Inverness Medical Innovations, Inc., a Delaware corporation, and its subsidiaries, and their respective predecessor entities for the applicable periods, considered as a single enterprise.

**WHERE YOU CAN FIND MORE INFORMATION**

We have filed with the SEC a registration statement on Form S-4 under the Securities Act with respect to the new notes offered hereby. This prospectus, which is a part of the registration statement, does not contain all of the information contained in the registration statement, as amended, or the exhibits and schedules filed with the registration statement. For further information with respect to us and the new notes offered hereby, please see the registration statement, as amended, and the exhibits and schedules filed with the registration statement. Each statement contained in this prospectus regarding the contents of any contract or any other document that is filed as an exhibit to the registration statement is qualified in all respects by reference to the full text of such contract or other document filed as an exhibit to the registration statement. A copy of the registration statement, as amended, and the exhibits and schedules filed with the registration statement may be inspected without charge at the public reference room maintained by the SEC, located at 100 F Street, NE, Washington, D.C. 20549, and copies of all or any part of the registration statement may be obtained from such offices upon the payment of the fees prescribed by the SEC. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. The SEC also maintains an internet website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of the website is [www.sec.gov](http://www.sec.gov).

We are subject to the information and periodic reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and we file annual, quarterly and periodic reports, proxy statements and other information with the SEC. Such reports, proxy statements and other information are available for inspection and copying at the public reference room and website of the SEC referred to above.

This prospectus incorporates important business and financial information about the company that is not included in or delivered with this document. You may request a copy of this information and the filings we mention above, at no cost, by writing or calling us at Inverness Medical Innovations, Inc., 51 Sawyer Road, Suite 200, Waltham, Massachusetts, 02453, telephone (781) 647-3900, Attention: Secretary.

**To obtain timely delivery of any copies of filings requested, please write or call us no later than May 19, 2010, five days prior to the expiration of the exchange offer.**

**Table of Contents**

**SUMMARY**

*This summary highlights the information appearing elsewhere or incorporated by reference in this prospectus. Because it is only a summary, it does not contain all the information that may be important to you or that you should consider before exchanging your old notes for new notes. You should carefully read this entire prospectus, including the Risk Factors section, and the documents incorporated by reference in the prospectus and should consult with your own legal and tax advisors to understand fully the terms of the exchange offer and the new notes.*

**OUR COMPANY**

***General***

Inverness Medical Innovations, Inc. enables individuals to take charge of improving their health and quality of life at home by developing new capabilities in near-patient diagnosis, monitoring and health management. Our global leading products and services, as well as our new product development efforts, focus on cardiology, women's health, infectious disease, oncology and drugs of abuse. Our business is organized into three major reportable segments: professional diagnostics, health management and consumer diagnostics. Through our professional diagnostics segment, we develop, manufacture and market an extensive array of innovative rapid diagnostic test products and other in vitro diagnostic tests to medical professionals and laboratories for detection of infectious diseases, cardiac conditions, drugs of abuse and pregnancy. Our health management segment provides comprehensive, integrated programs and services focused on wellness, disease and condition management, productivity enhancement and informatics, all designed to reduce health-related costs and enhance the health and quality of life of the individuals we serve. Our consumer diagnostic segment consists primarily of manufacturing operations related to our role as the exclusive manufacturer of products for SPD Swiss Precision Diagnostics, or SPD, our 50/50 joint venture with The Procter & Gamble Company, or P&G. SPD holds a leadership position in the worldwide over-the-counter pregnancy and fertility/ovulation test market. We have grown our businesses by leveraging our strong intellectual property portfolio and making selected strategic acquisitions. Our products are sold in approximately 150 countries through our direct sales force and an extensive network of independent global distributors.

Inverness Medical Innovations, Inc. is a Delaware corporation. Our principal executive offices are located at 51 Sawyer Road, Suite 200, Waltham, Massachusetts 02453 and our telephone number is (781) 647-3900. Our website is [www.invernessmedical.com](http://www.invernessmedical.com). The information found on our website is not part of this prospectus.

***Additional Information***

For a more complete description of our business, you should refer to our Annual Report on Form 10-K/A for our fiscal year ended December 31, 2009.

***Acquisition of Majority Interest in Standard Diagnostics***

On March 22, 2010, we completed our follow-on cash tender offer to acquire up to an additional 1,295,836 common shares of our majority-owned subsidiary, Standard Diagnostics, Inc., a corporation organized under the laws of South Korea, or Standard Diagnostics. Standard Diagnostics is a Korean manufacturer and distributor of diagnostic reagents and devices for hepatitis, infectious disease, tumor markers, fertility and drugs of abuse, which had 2009 revenues and income before income taxes (calculated in accordance with U.S. GAAP) of approximately \$58.4 million and \$24.4 million, respectively.

Pursuant to the follow-on tender offer, we acquired approximately 1,029,120 common shares of Standard Diagnostics, which are in addition to the 4,767,025 common shares of Standard Diagnostics that we acquired on February 8, 2010 pursuant to an earlier tender offer for such shares. In the initial tender offer, we acquired approximately 61.9% of the issued and outstanding common shares of Standard Diagnostics, and the follow-on tender offer increased our ownership to approximately 74.8% of such issued and outstanding common shares. We paid an aggregate purchase price of approximately 41.16 billion South Korean Won, or approximately \$36.4 million, for the common shares tendered in the follow-on tender offer. We paid an aggregate purchase price of approximately 190.7 billion South Korean Won, or approximately \$166.3 million, for the common shares tendered in the initial tender offer.



**Table of Contents**

**SUMMARY OF THE TERMS OF THE EXCHANGE OFFER**

On September 28, 2009, we completed the private offering of \$100.0 million aggregate principal amount of old notes. As part of that offering, we entered into a registration rights agreement with the initial purchasers of the old notes in which we agreed, among other things, to deliver this prospectus to you and to conduct an exchange offer for the old notes. Below is a summary of the exchange offer.

<b>Old Notes</b>	7.875% Senior Notes due 2016 that were issued on September 28, 2009.
<b>New Notes</b>	Up to \$100.0 million aggregate principal amount of our 7.875% Senior Notes due 2016. The terms of the new notes are identical in all material respects to the terms the old notes, except that the new notes will not contain the terms of with respect to transfer restrictions, registration rights and payments of additional interest that relate to the old notes. After payment of the unpaid additional interest that has accrued on the old notes, if any, the additional interest provisions relating to the old notes will not apply. The new notes will be treated as a single class with the \$150.0 million aggregate principal amount of our pre-existing notes. The terms of the new notes are identical to the terms of the pre-existing notes, and the new notes will be issued as additional notes under the indenture governing the pre-existing notes. The new notes will bear the same CUSIP and ISIN numbers as the pre-existing notes, except that if additional interest has accrued on the old notes and remains unpaid at the time of the completion of the exchange offer, then, in order to identify the new notes that are entitled to receive such accrued and unpaid additional interest after the completion of the exchange offer, the new notes will have temporary CUSIP and ISIN numbers different from those of the pre-existing notes. In such case, following the first interest payment date after the consummation of the exchange offer, after payment of the interest on the new notes (including such accrued and unpaid additional interest), the new notes will be assigned the same CUSIP and ISIN numbers as those of the pre-existing notes without any further action on the part of the holders.
<b>The Exchange Offer</b>	We are offering to exchange a like amount of new notes for our old notes in minimum denominations of \$2,000 and integral multiples of \$1,000. In order to be exchanged, an old note must be properly tendered and accepted. All old notes that are validly tendered and not withdrawn will be exchanged. As of the date of this prospectus, there is \$100.0 million aggregate principal amount of old notes outstanding. We will issue new notes promptly after the expiration of the exchange offer.
<b>Expiration Date and Time</b>	The exchange offer will expire at 5:00 p.m., New York City time, on May 24, 2010 unless we extend the exchange offer. If for any reason, including an extension by us, the exchange offer is not consummated on or before June 25, 2010, we may be required to pay additional interest on the old notes.
<b>Conditions to the Exchange Offer</b>	

The exchange offer is subject to certain conditions, some of which may be waived by us. See The Exchange Offer Conditions to the Exchange Offer for information regarding the conditions to the exchange offer.

**Table of Contents**

**Procedures for Tendering Old Notes**

The old notes were issued as global securities. Beneficial interests that are held by direct or indirect participants in The Depository Trust Company, or DTC, are shown on, and transfers of the old notes can be made only through, records maintained in book-entry form by DTC with respect to its participants.

If you are a holder of old notes held in book-entry form and you wish to tender your old notes pursuant to the exchange offer, you must transmit to the exchange agent, before the expiration time either:

a written or facsimile copy of an executed letter of transmittal and all other required documents to the address set forth on the cover page of the letter of transmittal; or

a computer-generated message transmitted by means of DTC's Automated Tender Offer Program system in which you acknowledge and agree to be bound by the terms of the letter of transmittal and which, when received by the exchange agent, forms a part of a confirmation of book-entry transfer.

The exchange agent must also receive before the expiration time a timely confirmation of the book-entry transfer of your old notes into the exchange agent's account at DTC, in accordance with the procedures described for book-entry transfer in this prospectus under the heading "The Exchange Offer - Procedures for Tendering Old Notes."

By tendering your old notes, you will represent to us in writing that, among other things:

you are not an affiliate (as defined in Rule 405 under the Securities Act) of us or any subsidiary guarantor of the new notes, or if you are an affiliate, you will comply with the registration and prospectus delivery requirements under the Securities Act to the extent applicable;

you are not participating, do not intend to participate and have no arrangement or understanding with any person to participate in the distribution (within the meaning of the Securities Act) of the new notes in violation of the provisions of the Securities Act;

you will receive the new notes in the ordinary course of your business;

if you are not a broker-dealer, you are not engaged in, and do not intend to engage in, a distribution of new notes; and

if you are a broker-dealer that will receive new notes for your own account in exchange for old notes acquired as a result of market-making or other trading activities, which we refer to as a participating broker-dealer, you will deliver a prospectus in connection with any resale of such new

notes.

If any of these conditions are not satisfied and you transfer any new notes issued to you in the exchange offer without delivering a prospectus meeting the requirements of the Securities Act or without an exemption from registration from these requirements, you

**Table of Contents**

may incur liability under the Securities Act. We will not assume, nor will we indemnify you against, any such liability.

**Special Procedures for Beneficial Owners**

If you are the beneficial owner of book-entry interests in outstanding notes and your name does not appear on a security position listing of DTC as the holder of those book-entry interests or you own a beneficial interest in outstanding old notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender, you should contact the registered holder promptly and instruct the registered holder to tender on your behalf.

If you are a beneficial owner who wishes to tender on the registered holder's behalf, prior to completing and executing the letter of transmittal and delivering the old notes, you must either make appropriate arrangements to register ownership of the old notes in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time. See The Exchange Offer Procedures for Tendering Old Notes.

**Guaranteed Delivery Procedures**

If you wish to tender your old notes in the exchange offer but the required documentation cannot be completed by the expiration time or the procedures for book-entry transfer cannot be completed on a timely basis, you must tender your old notes according to the guaranteed delivery procedures described in The Exchange Offer Procedures for Tendering Old Notes Guaranteed Delivery.

**Effect of Not Tendering**

Old notes that are not tendered or that are tendered but not accepted will, following the completion of the exchange offer, continue to be subject to the existing restrictions on transfer of the old notes.

The trading market for old notes not exchanged in the exchange offer may be significantly more limited after the exchange offer. Therefore, if your old notes are not tendered and accepted in the exchange offer, it may be more difficult for you to sell or transfer your unexchanged old notes.

Furthermore, you will not generally be able to require us to register your old notes under the Securities Act and you will not be able to resell, offer to resell or otherwise transfer your old notes unless they are registered under the Securities Act or unless you resell, offer to resell or otherwise transfer them under an exemption from the registration requirements of, or in a transaction not subject to, the Securities Act.

**Broker-Dealers**

Each broker-dealer that receives new notes for its own account in connection with the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. 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 new notes received in exchange for old notes acquired by such broker-dealer as a result of market-making activities or other trading activities. We have

agreed that, if requested by

4

---

**Table of Contents**

such a broker-dealer, for period of at least 45 days after the date of effectiveness of the registration statement of which this prospectus forms a part, we will make this prospectus, as amended and supplemented, available to any broker-dealer for use in connection with any such resale. See Plan of Distribution. The letter of transmittal delivered with this prospectus states that a broker-dealer, by acknowledging that it will deliver and by delivering a prospectus, will not be deemed to admit that it is an underwriter within the meaning of the Securities Act.

Any broker-dealer who acquired old notes directly from us may not rely on interpretations of the staff of the SEC to the foregoing effect and must instead comply with the registration requirements and prospectus delivery requirements of the Securities Act (including being named as a selling securityholder) in order to resell the old notes or the new notes.

**Withdrawal Rights**

You may withdraw your tender of old notes at any time before the expiration time. To withdraw, the exchange agent must receive a notice of withdrawal at its address indicated under The Exchange Offer Exchange Agent before the expiration time. We will return to you, without charge, promptly after the expiration or termination of the exchange offer any old notes that you tendered but that were not accepted for exchange or that you tendered and withdrew prior to the expiration time.

**Interest Payments on the New Notes**

The new notes will bear interest from the most recent date through which interest has been paid on the old notes. If your old notes are accepted for exchange, then you will receive interest on the new notes (including any accrued but unpaid additional interest on the old notes) and not on the old notes.

**Registration Rights Agreement**

In connection with the offering of the old notes, we and the guarantor subsidiaries and Jefferies & Company, Inc., Goldman, Sachs & Co. and Wells Fargo Securities, LLC, the initial purchasers in the offering, entered into a registration rights agreement that granted the holders of the old notes issued in the offering certain exchange and registration rights. Specifically, in the registration rights agreement, we agreed to file, on or before February 25, 2010, the registration statement of which this prospectus forms a part with respect to a registered offer to exchange the old notes for the new notes. We also agreed to use our commercially reasonable efforts to have this registration statement declared effective by the SEC on or before May 26, 2010. We also agreed to use our commercially reasonable efforts to consummate the exchange offer on or before June 25, 2010. If we fail to fulfill any of these obligations under the registration rights agreement, additional interest will accrue on the old notes at a rate of 0.25% per annum for the first 90-day period immediately following failure to meet any of the deadlines listed above. The amount of the additional interest will increase by an additional 0.25% per annum with respect to each subsequent 90-day period up to a maximum amount of additional interest of 1.00% per annum, from and including the date on which any of the deadlines listed above were not met to, but excluding,

the earlier of (1) the date on which all registration defaults have been cured or



**Table of Contents**

(2) the date on which all of the old notes otherwise become freely transferable by holders other than affiliates of us or any guarantor subsidiary without further registration under the Securities Act.

**Tax Consequences**

Your exchange of old notes for new notes will not be treated as a taxable exchange for United States federal income tax purposes. See **Material United States Federal Income Tax Consequences**.

**Accounting Treatment**

The new notes will be recorded at the same carrying value as the old notes, and we will not recognize any gain or loss from the exchange offer for accounting purposes. See **The Exchange Offer Accounting Treatment**.

**Acceptance of Old Notes and Delivery of New Notes**

Subject to the conditions stated in **The Exchange Offer Conditions to the Exchange Offer**, we will accept for exchange any and all old notes that are properly tendered and not withdrawn in the exchange offer at or before the expiration time. See **The Exchange Offer Procedures for Tendering Old Notes**. The new notes issued pursuant to this exchange offer will be delivered promptly following the expiration time.

**Exchange Agent**

We have appointed The Bank of New York Mellon Trust Company, N.A., as the exchange agent for the exchange offer. The mailing address and telephone number of the exchange agent are: The Bank of New York Mellon, Corporate Trust Operations, Reorganization Unit, 101 Barclay Street 7 East, New York, NY 10286, Attention: Carolle Montreuil, (212) 815-5920. See **The Exchange Offer Exchange Agent**.

**Fees and Expenses**

We will pay all expenses related to this exchange offer. See **The Exchange Offer Fees and Expenses**.

**Use of Proceeds**

We will not receive any cash proceeds from the issuance of the new notes. In consideration for issuing the new notes in exchange for old notes as described in this prospectus, we will receive old notes of like principal amount. The old notes surrendered in exchange for the new notes will be retired and canceled.

**Risk Factors**

You should carefully consider all information in this prospectus and the documents incorporated by reference herein. In particular, you should evaluate the specific risk factors set forth in the section entitled **Risk Factors** in this prospectus for a discussion of risks relating to our business and an investment in the new notes.

**Table of Contents**

**SUMMARY OF TERMS OF THE NEW NOTES**

The following summary describes the principal terms of the new notes. The following description is subject to important limitations and exceptions. The Description of New Notes section of this prospectus contains a more detailed description of the new notes than this summary section.

<b>Issuer</b>	Inverness Medical Innovations, Inc., a Delaware corporation.
<b>Notes Offered</b>	Up to \$100.0 million aggregate principal amount of our 7.875% Senior Notes due 2016. The terms of the new notes are identical in all material respects to the terms of the old notes, except that the new notes will not contain the terms with respect to transfer restrictions, registration rights and payments of additional interest that relate to the old notes. After payment of the unpaid additional interest that has accrued on the old notes, if any, the additional interest provisions relating to the old notes will not apply. The new notes will be treated as a single class with the \$150.0 million aggregate principal amount of our pre-existing notes. The terms of the new notes are identical to the terms of the pre-existing notes, and the new notes will be issued as additional notes under the indenture governing the pre-existing notes. The new notes will bear the same CUSIP and ISIN numbers as the pre-existing notes, except that if additional interest has accrued on the old notes and remains unpaid at the time of the completion of the exchange offer, then, in order to identify the new notes that are entitled to receive such accrued and unpaid additional interest after the completion of the exchange offer, the new notes will have temporary CUSIP and ISIN numbers different from those of the pre-existing notes. In such case, following the first interest payment date after the consummation of the exchange offer, after payment of the interest on the new notes (including such accrued and unpaid additional interest), the new notes will be assigned the same CUSIP and ISIN numbers as those of the pre-existing notes without any further action on the part of the holders.
<b>Maturity Date</b>	February 1, 2016.
<b>Interest</b>	7.875% per annum, payable semi-annually on February 1 and August 1 of each year, commencing February 1, 2010. Interest will accrue from the most recent date to which interest has been paid on the old notes.
<b>Optional Redemption</b>	We may, at our option, redeem the new notes, in whole or part, at any time on or after February 1, 2013, at the redemption prices described in Description of New Notes Redemption Optional Redemption plus accrued and unpaid interest to (but excluding) the redemption date.
<b>Optional Redemption After Certain Equity Offerings</b>	At any time (which may be more than once) until August 1, 2012, we can choose to redeem up to 35% of the new notes and the pre-existing notes (together with any other additional notes that may be issued under the indenture governing the pre-existing notes), taken together, which we refer to collectively as our August 2009



**Table of Contents**

senior notes, with money that we raise in certain equity offerings, so long as:

we pay 107.875% of the face amount of the applicable August 2009 senior notes, plus accrued and unpaid interest to (but excluding) the redemption date;

we redeem the applicable August 2009 senior notes within 90 days of completing such equity offering; and

at least 65% of the aggregate principal amount of the August 2009 senior notes remains outstanding afterwards. See Description of New Notes Redemption Redemption with Proceeds from Equity Offerings.

**Make-Whole Redemption**

Prior to February 1, 2013, we may redeem some or all of the new notes by the payment of a make-whole premium described under Description of New Notes Redemption Make-whole Redemption, plus accrued and unpaid interest to (but excluding) the redemption date.

**Change of Control**

If a change of control occurs, subject to certain conditions, we must give holders of the new notes an opportunity to sell the new notes to us at a purchase price of 101% of the principal amount of the new notes, plus accrued and unpaid interest to (but excluding) the date of the purchase. See Description of New Notes Change of Control.

**Guarantees**

The payment of the principal, premium and interest on the new notes is or will be fully and unconditionally guaranteed, jointly and severally, on a senior basis by, subject to certain exceptions, all of our current and future domestic subsidiaries that guarantee certain other of our indebtedness. A guarantee may be released if we dispose of the guarantor subsidiary or it ceases to guarantee certain other indebtedness of ours or any of our other subsidiaries. See Description of New Notes Guarantees of the Notes.

**Ranking**

The new notes will be our general senior unsecured obligations and will be:

*pari passu* in right of payment with all of our existing and future senior indebtedness, including indebtedness arising under the old notes and the pre-existing notes;

effectively subordinated to all of our existing and future secured indebtedness, including indebtedness arising under our secured credit facilities, to the extent of the assets securing such indebtedness;

senior in right of payment to all of our existing and future subordinated indebtedness, including indebtedness arising under our 9.00% senior subordinated notes due 2016 that we issued on May 12, 2009, which we refer to as our senior subordinated notes, and indebtedness arising under our 3.00% senior subordinated convertible notes due 2016 that we issued

on May 14, 2007, which we refer to as our senior subordinated convertible notes;

**Table of Contents**

unconditionally guaranteed on a senior basis by the guarantor subsidiaries; and

structurally subordinated to all existing and future obligations of each of our subsidiaries that do not guarantee the new notes;

See Description of New Notes Ranking of the Notes and the Guarantees.

The guarantees will be general senior unsecured obligations of the guarantor subsidiaries and will be:

*pari passu* in right of payment with all existing and future senior indebtedness of the guarantor subsidiaries, including indebtedness arising under the guarantor subsidiaries guarantees of the old notes and the pre-existing notes;

effectively subordinated to all existing and future secured indebtedness of the guarantor subsidiaries, including indebtedness arising under our secured credit facilities, to the extent of the assets securing such indebtedness;

senior in right of payment to all existing and future subordinated indebtedness of the guarantor subsidiaries, including indebtedness arising under the guarantor subsidiaries guarantees of the senior subordinated notes; and

structurally subordinated to all existing and future obligations of each of our subsidiaries that do not guarantee the new notes.

See Description of New Notes Ranking of the Notes and the Guarantees.

As of December 31, 2009, we had approximately \$1.36 billion in aggregate principal amount of secured debt outstanding, including approximately \$1.34 billion in aggregate principal amount of debt outstanding under our secured credit facilities.

**Asset Sale Proceeds**

If we or our subsidiaries engage in asset sales, we generally must either invest the net cash proceeds from such sales in our business within a period of time, repay certain indebtedness or make an offer to purchase a principal amount of August 2009 senior notes equal to the excess net cash proceeds, subject to certain exceptions. The purchase price of the August 2009 senior notes will be 100% of their principal amount, plus accrued and unpaid interest. See Description of New Notes Certain Covenants Limitations on Asset Sales.

**Certain Covenants**

We will issue the new notes as additional notes under a base indenture dated as of August 11, 2009 with The Bank of New York Mellon Trust Company, N.A., as trustee, as supplemented by a first supplemental

indenture dated as of August 11, 2009 with certain of the guarantor subsidiaries and The Bank of New York Mellon Trust Company, as trustee, a second supplemental indenture dated as of September 22, 2009, with certain of the guarantor subsidiaries and The Bank of New York Mellon Trust Company, as trustee, a fourth supplemental indenture dated as of November 25, 2009, with certain of the guarantor subsidiaries and The Bank of New York

**Table of Contents**

Mellon Trust Company, as trustee, a sixth supplemental indenture dated as of February 1, 2010, with certain of the guarantor subsidiaries and The Bank of New York Mellon Trust Company, as trustee, an eighth supplemental indenture dated as of March 1, 2010, with certain of the guarantor subsidiaries and The Bank of New York Mellon Trust Company, as trustee, and a tenth supplemental indenture dated as of March 19, 2010, with certain of the guarantor subsidiaries and The Bank of New York Mellon Trust Company, as trustee. We refer to the base indenture as so supplemented as the indenture. The indenture will govern the new notes and the pre-existing notes, which together shall constitute a single class of securities under the indenture. The indenture governing the new notes contains covenants that limit our ability and our restricted subsidiaries' ability to, among other things:

incur additional debt;

pay dividends on our capital stock or redeem, repurchase or retire our capital stock or subordinated debt;

make certain investments;

create liens on our assets;

transfer or sell assets;

engage in transactions with our affiliates;

create restrictions on the ability of our subsidiaries to pay dividends or make loans, asset transfers or other payments to us;

issue capital stock of our subsidiaries;

engage in any business, other than our existing businesses and related businesses;

enter into sale and leaseback transactions;

incur layered indebtedness; and

consolidate or merge with any person (other than certain affiliates) or transfer all or substantially all of our assets or the aggregate assets of us and our subsidiaries.

These covenants are subject to important exceptions and qualifications, which are described under the caption "Description of New Notes - Certain Covenants."

**Covenant Suspension**

At any time that the new notes are rated investment grade, and subject to certain conditions, certain covenants contained in the indenture will be



suspended. See Description of New Notes Certain Covenants.

**Qualified Reopening**

For United States federal income tax purposes, we intend to treat the old notes as issued pursuant to a qualified reopening of the pre-existing notes and the new notes as a continuation of the old notes. For United States federal income tax purposes, debt instruments issued in a qualified reopening are deemed to be part of the same issue as the original debt instruments. Under this treatment, all of the old notes and the new notes will be deemed to have the

**Table of Contents**

same issue date, the same issue price and (with respect to holders) the same adjusted issue price as the pre-existing notes for United States federal income tax purposes, and therefore will be treated as having been issued with the same amount of remaining original issue discount as the pre-existing notes. See Material United States Federal Income Tax Consequences.

**Use of Proceeds**

We will not receive any cash proceeds from the issuance of the new notes. In consideration for issuing the new notes in exchange for old notes as described in this prospectus, we will receive old notes of like principal amount. The old notes surrendered in exchange for the new notes will be retired and canceled.

**Book-Entry Form**

Initially, the new notes will be represented by one or more global notes in definitive, fully registered form deposited with a custodian for, and registered in the name of, a nominee of The Depository Trust Company.

**Illiquid Market**

There can be no assurance as to the development or liquidity of any market for the new notes. At the time of the private offering of the old notes, the initial purchasers of the old notes advised us that they intended to make a market for the old notes. However, they are not obligated to do so with respect to the new notes and may discontinue any such market-making activities at any time without notice.

**Transfer Restrictions**

The old notes have not been registered under the Securities Act or any state securities laws and are subject to restrictions on transfer. The new notes have been registered under the Securities Act and are not subject to those restrictions.

**Table of Contents**

**RISK FACTORS**

*You should carefully consider the following risk factors as well as the other information contained or incorporated by reference in this prospectus before deciding to tender your outstanding old notes in the exchange offer. The risks described below are not the only risks facing us. Additional risks and uncertainties not currently known to us or those we currently view to be immaterial may also materially and adversely affect our business, financial condition or results of operations. Any of the following risks could materially and adversely affect our business, financial condition or results of operations. In such a case, you may lose all or part of your original investment. This prospectus contains or incorporates statements that constitute forward-looking statements regarding, among other matters, our intentions, beliefs or current expectations about our business. These forward-looking statements are subject to risks, uncertainties and assumptions, as further described in the section entitled *Special Note Regarding Forward-Looking Statements*.*

**Risks Relating to Tendering Old Notes for New Notes**

**There may be a limited or no trading market for the new notes, and you may not be able to sell them quickly or at the price that you paid.**

Upon consummation of the exchange offer, the new notes will be considered a single class with the pre-existing notes. There is a limited trading market for the pre-existing notes. We do not intend to apply for the new notes or the pre-existing notes to be listed on any securities exchange or to arrange for quotation on any automated dealer quotation system. At the time of the public offering of the pre-existing notes, the underwriters advised us that they intended to make a market for the pre-existing notes. Similarly, at the time of the private offering of the old notes, the initial purchasers advised us that they intended to make a market for the old notes. However, neither the underwriters nor the initial purchasers are obligated to do so with respect to the new notes and may discontinue any such market-making activities at any time without notice. In addition, the liquidity of the trading market in the new notes, if any, and any market price quoted for the new notes, may be adversely affected by changes in the overall market for high-yield securities and by changes in our financial performance or prospects or in the financial performance or prospects for companies in our industry generally. In addition, such market-making activities, if any, will be subject to limits imposed by the United States federal securities laws, and may be limited during the pendency of any shelf registration statement. As a result, there may be a limited or no active trading market for the new notes, which could negatively impact your ability to sell the new notes. In addition, if there is a limited or no active trading market for the new notes, the prices that you receive when you sell may not be favorable. Future trading prices of the new notes will depend on many factors, including:

- our operating performance and financial condition;
- our ability to complete the offer to exchange the old notes for the new notes;
- the interest of securities dealers in making a market; and
- the market for similar securities.

**If you do not carefully follow the required procedures in order to exchange your old notes, you will continue to hold old notes subject to transfer restrictions, which will make it difficult for you to sell or otherwise transfer such old notes.**

If the required procedures for the exchange of the old notes are not followed, you will continue to hold old notes, which are subject to transfer restrictions. The new notes will be issued in exchange for the old notes only after timely receipt by the exchange agent of a properly completed and executed letter of transmittal and all other required documents. Therefore, if you wish to tender your old notes, you must allow sufficient time to ensure timely delivery. Neither we nor the exchange agent has any duty to notify you of defects or irregularities with respect to tenders of old notes for exchange. Any holder of old notes who tenders in the exchange offer for the purpose of participating in a distribution of the new notes will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale

## **Table of Contents**

transaction. Each broker or dealer that receives new notes for its own account in exchange for old notes that were acquired in market-making or other trading activities must acknowledge that it will deliver a prospectus in connection with any resale of the new notes. See Plan of Distribution.

### **In certain instances, failure of participants in the exchange offer to deliver a prospectus in connection with transfers of the new notes could result in liability under the Securities Act.**

Based on no-action letters issued by the staff of the SEC, we believe that certain holders may offer for resale, resell or otherwise transfer the new notes without compliance with the registration and prospectus delivery requirements of the Securities Act. However, in some instances described in this prospectus under The Exchange Offer, you will remain obligated to comply with the registration and prospectus delivery requirements of the Securities Act (including being named a selling securityholder) to transfer your new notes. In these cases, if you transfer any new note without delivering a prospectus meeting the requirements of the Securities Act, you may incur liability under the Securities Act. We do not and will not assume, or indemnify you against, this liability.

### **Risks Relating to Continued Ownership of Old Notes**

#### **If you do not exchange old notes for new notes, transfer restrictions will continue and trading of the old notes may be difficult, which could result in a decrease in the value of the old notes.**

The old notes have not been registered under the Securities Act and are subject to substantial restrictions on transfer. Old notes that are not tendered for exchange or are tendered but are not accepted will, following completion of the exchange offer, continue to be subject to existing restrictions on transfer. We do not expect to register the old notes under the Securities Act. You may not offer or sell the old notes unless they are registered under the Securities Act or the offer or sale is exempt from registration under the Securities Act and applicable securities laws. These continued transfer restrictions may make it difficult for you to sell or otherwise transfer old notes. See The Exchange Offer Consequences of Failure to Exchange.

#### **The trading market for old notes could be limited, which could make it difficult for you to sell or otherwise transfer old notes and thereby result in a decrease in the value of the old notes.**

There is a risk that an active trading market in the old notes will not exist, develop or be maintained following the consummation of the exchange offer. The trading market for old notes could become significantly more limited after the exchange offer as a result of the anticipated reduction in the amount of old notes outstanding upon consummation of the exchange offer. Therefore, if your old notes are not exchanged for new notes in the exchange offer, it may become more difficult for you to sell or otherwise transfer your old notes. This reduction in liquidity may in turn reduce the market price, and increase the price volatility, of the old notes.

### **Risks Relating to Our Debt, Including the New Notes**

#### **Our business has substantial indebtedness, which could, among other things, make it more difficult for us to satisfy our debt obligations, require us to use a large portion of our cash flow from operations to repay and service our debt or otherwise create liquidity problems, limit our flexibility to adjust to market conditions, place us at a competitive disadvantage and expose us to interest rate fluctuations.**

We currently have, and will likely continue to have, a substantial amount of indebtedness. As of December 31, 2009, we had total debt outstanding of approximately \$2.1 billion, which included approximately \$1.1 billion in aggregate principal amount of indebtedness outstanding under our senior secured credit facility, \$250.0 million in aggregate principal amount of indebtedness outstanding under our junior secured credit facility, which we refer to, together with

the senior secured credit facility, as our secured credit facilities, \$250.0 million in aggregate principal amount of indebtedness under our outstanding senior notes, \$400.0 million in aggregate principal amount of indebtedness under our outstanding senior subordinated notes, and \$150.0 million in aggregate principal amount of indebtedness under our outstanding senior subordinated convertible notes.

**Table of Contents**

Our substantial indebtedness could affect our future operations in important ways. For example, it could:

make it more difficult to satisfy our obligations under the senior notes, the senior subordinated notes, the senior subordinated convertible notes, our secured credit facilities and our other debt-related instruments;

require us to use a large portion of our cash flow from operations to pay principal and interest on our indebtedness, which would reduce the amount of cash available to finance our operations and service obligations, could delay or reduce capital expenditures or the introduction of new products, could force us to forego business opportunities, including acquisitions, research and development projects or product design enhancements;

limit our flexibility to adjust to market conditions, leaving us vulnerable in the event of a downturn in general economic conditions or in our business and less able to plan for, or react to, changes in our business and the industries in which we operate;

impair our ability to obtain additional financing;

place us at a competitive disadvantage compared to our competitors that have less debt; and

expose us to fluctuations in the interest rate environment with respect to our indebtedness that bears interest at variable rates.

We expect to obtain the money to pay our expenses and to pay the principal and interest on the senior notes, the senior subordinated notes, the senior subordinated convertible notes, our secured credit facilities and our other debt from cash flow from our operations and potentially from other debt or equity offerings. Accordingly, our ability to meet our obligations depends on our future performance and capital-raising activities, which will be affected by financial, business, economic and other factors. We will not be able to control many of these factors, such as economic conditions in the markets in which we operate and pressure from competitors. We cannot be certain that our cash flow will be sufficient to allow us to pay principal and interest on our debt, including the new notes and the other senior notes, and meet our other obligations. If our cash flow and capital resources prove inadequate, we could face substantial liquidity problems and might be required to dispose of material assets or operations, restructure or refinance our debt, including the new notes and the other senior notes, seek additional equity capital or borrow more money. We cannot guarantee that we will be able to do so on acceptable terms. In addition, the terms of existing or future debt agreements, including the credit agreements governing our secured credit facilities and the indentures governing the senior notes, the senior subordinated notes and the senior subordinated convertible notes, may restrict us from adopting any of these alternatives.

**Despite our current indebtedness levels, we may incur substantially more indebtedness. This could further increase the risks associated with our leverage.**

We may incur substantial additional indebtedness in the future. The agreements governing our indebtedness, including the credit agreements governing our secured credit facilities and the indentures governing the senior notes, the senior subordinated notes and the senior subordinated convertible notes, permit us, subject to certain limitations, to incur additional indebtedness, which may be substantial. If new indebtedness is added to our current levels of indebtedness, the related risks that we now face could intensify.

**The agreements governing our indebtedness subject us to various restrictions that may limit our ability to pursue business opportunities.**

The agreements governing our indebtedness, including the credit agreements governing our secured credit facilities and the indentures governing the senior notes, the senior subordinated notes and the senior subordinated convertible notes, subject us to various restrictions on our ability to engage in certain activities, including, among other things, our ability to:

incur additional debt;

pay dividends or make distributions or repurchase or redeem our stock or subordinated debt;



**Table of Contents**

acquire other businesses;

make investments;

make loans to or extend credit for the benefit of third parties or their subsidiaries;

prepay indebtedness;

enter into transactions with affiliates;

raise additional capital;

make capital or finance lease expenditures;

dispose of or encumber assets; and

consolidate, merge or sell all or substantially all of our assets.

These restrictions may limit or restrict our cash flow and our ability to pursue business opportunities or strategies that we would otherwise consider to be in our best interests.

**Our secured credit facilities contain certain financial covenants that we may not satisfy, which, if not satisfied, could result in the acceleration of the amounts due under our secured credit facilities and the limitation of our ability to borrow additional funds in the future.**

The agreements governing our secured credit facilities subject us to various financial and other restrictive covenants with which we must comply on an ongoing or periodic basis. These include covenants pertaining to maximum consolidated leverage ratios, minimum consolidated interest coverage ratios and limits on capital expenditures. If we violate any of these covenants, we may suffer a material adverse effect. Most notably, our outstanding debt under our secured credit facilities could become immediately due and payable, our lenders could proceed against any collateral securing such indebtedness and our ability to borrow additional funds in the future may be limited. Alternatively, we could be forced to refinance or renegotiate the terms and conditions of our secured credit facilities, including the interest rates, financial and restrictive covenants and security requirements of the secured credit facilities, on terms that may be significantly less favorable to us.

**A default under any of the agreements governing our indebtedness could result in a default and acceleration of indebtedness under other agreements.**

The agreements governing our indebtedness, including the credit agreements governing our secured credit facilities and the indentures governing the senior notes, the senior subordinated notes and the senior subordinated convertible notes, contain cross-default provisions whereby a default under one agreement could result in a default and acceleration of our repayment obligations under other agreements. If a cross-default were to occur, we may not be able to pay our debts or borrow sufficient funds to refinance them. Even if new financing were available, it may not be on commercially reasonable terms or acceptable terms. If some or all of our indebtedness is in default for any reason, our business, financial condition and results of operations could be materially and adversely affected.

**If we default on our obligations to pay our indebtedness, we may not be able to make payments on the new notes.**

Any default under the agreements governing our indebtedness, including a default under our secured credit facilities, that is not waived by the required lenders, and the remedies sought by the holders of such indebtedness, could prevent us from paying principal, premium, if any, and interest on the new notes and substantially decrease the market value of the new notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness (including covenants in our secured credit facilities and the indentures governing the senior notes and the senior subordinated notes), we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the

**Table of Contents**

holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest