

GENESIS ENERGY LP  
Form S-4  
September 26, 2011  
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As filed with the Securities and Exchange Commission on September 26, 2011

Registration Statement No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Form S-4**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Genesis Energy, L.P.\***  
**Genesis Energy Finance Corporation**

(Exact name of registrant as specified in its charter)

Delaware

5171

76-0513049

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>5171</b> (Primary Standard Industrial Classification Code Number) <b>919 Milam, Suite 2100</b> <b>Houston, Texas 77002</b> <b>(713) 860-2500</b>	<b>20-5948137</b> (I.R.S. Employer Identification No.)
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(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Kristen O. Jesulaitis**

**919 Milam, Suite 2100**

**Houston, Texas 77002**

**Telephone: (713) 860-2500**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copy to:*

**J. Vincent Kendrick**

**Akin Gump Strauss Hauer & Feld LLP**

**1111 Louisiana Street, 44th Floor**

**Houston, Texas 77002**

**Telephone: (713) 220-5839**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If the securities being registered on this form are being 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 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. (Check one):

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Large accelerated filer  Accelerated filer  x  
 Non-accelerated filer  (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 13e-4(i) (Cross-Border Issuer Tender Offer)

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Note	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee <sup>(1)</sup>
7- 7/8% Senior Notes due 2018 Guarantees <sup>(2)</sup>	\$ 250,000,000	100%	\$ 250,000,000	\$ 29,025 <sup>(2)</sup>

(1) Determined in accordance with Rule 457(f) under the Securities Act of 1933, as amended.

(2) No separate consideration will be received for the guarantees, and no separate fee is payable pursuant to Rule 457(n) under the Securities Act of 1933, as amended.

\* Includes certain subsidiaries of Genesis Energy, L.P. identified on the following page.

The Registrants hereby amend 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, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

**Table of Contents****SUBSIDIARY GUARANTORS**

<b>Exact Name of Registrant as Specified in its Charter*</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>I.R.S. Employer Identification No</b>
Genesis Crude Oil, L.P.	Delaware	76-0516202
Genesis Pipeline Texas, L.P.	Delaware	76-0557287
Genesis Pipeline USA, L.P.	Delaware	76-0557288
Genesis CO2 Pipeline, L.P.	Delaware	20-1606322
Genesis Natural Gas Pipeline, L.P.	Delaware	20-2092879
Genesis Syngas Investments, L.P.	Delaware	20-2248614
Genesis Pipeline Alabama, LLC	Alabama	76-0516202
Genesis Davison, LLC	Delaware	76-0516202
Davison Petroleum Supply, LLC	Delaware	76-0516202
Davison Transportation Services, LLC	Delaware	76-0516202
Fuel Masters, LLC	Texas	76-0516202
Red River Terminals, L.L.C.	Louisiana	76-0516202
Texas City Crude Oil Terminal, LLC	Delaware	76-0516202
TDC, L.L.C.	Louisiana	76-0516202
Genesis TDC Texas, LLC	Texas	76-0516202
Genesis NEJD Holdings, LLC	Delaware	76-0513049
Genesis Free State Holdings, LLC	Delaware	76-0516202
Genesis Marine Investments, LLC	Delaware	76-0516202
Davison Transportation Services, Inc.	Delaware	26-0614522
TDC Services Corporation, Inc.	Delaware	26-0614359
TDC Genesis Corp.	Delaware	27-1348568
TDC Davison Corp.	Delaware	26-0692817
DG JV, LLC	Delaware	76-0516202
DG Marine Holdings, LLC	Delaware	76-0516202
DG Marine Transportation, LLC	Delaware	76-0516202
DGMT Holdings, LLC	Delaware	76-0516202
GRIFCO Transportation Two, Ltd.	Texas	26-0456134
Genesis CHOPS I, LLC	Delaware	76-0516202
Genesis CHOPS II, LLC	Delaware	76-0516202
GEL CHOPS GP, LLC	Delaware	76-0516202
GEL CHOPS I, L.P.	Delaware	80-0071252
GEL CHOPS II, L.P.	Delaware	80-0071254
Genesis Energy, LLC	Delaware	80-0321477
Genesis Marine, LLC	Delaware	76-0516202
Milam Services, Inc.	Delaware	36-4704817
GEL Tex Marketing, LLC	Delaware	76-0516202
GEL Louisiana Fuels, LLC	Delaware	76-0516202

\* The address for each registrant's principal executive office is 919 Milam, Suite 2100, Houston, Texas 77002 and the telephone number for each registrant's principal executive office is (713) 860-2500.

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**The information in this prospectus is not complete and may be changed. We may not sell these 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 it is not soliciting any offer to buy these securities in any state where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED September 26, 2011**

PROSPECTUS

**Genesis Energy, L.P.**  
**Genesis Energy Finance Corporation**

Offer to Exchange

up to

**\$250,000,000 of 7<sup>7</sup>/<sub>8</sub>% Senior Notes due 2018**

**that have been registered under the Securities Act of 1933**

for

**\$250,000,000 of 7<sup>7</sup>/<sub>8</sub>% Senior Notes due 2018**

**that have not been registered under the Securities Act of 1933**

Please read Risk Factors beginning on page 8 for a discussion of factors you should consider before participating in the exchange offer.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

Each broker-dealer that receives the notes for its own account pursuant to this exchange offer must acknowledge by way of the letter of transmittal that it will deliver a prospectus in connection with any resale of the 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 the notes received in exchange for outstanding notes where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed to make this prospectus available for a period ending on the earlier of \_\_\_\_\_, 2011 and the date on which a broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities. See Plan of Distribution.

This prospectus is part of a registration statement we filed with the Securities and Exchange Commission, or the Commission. In making your investment decision, you should rely only on the information contained in or incorporated by reference into this prospectus and in the letter of transmittal accompanying this prospectus. We have not authorized anyone to provide you with any other information. If you receive any unauthorized information, you must not rely on it. We are not making an offer to sell these securities in any state where the offer is not permitted. You should not assume that the information contained in this prospectus or in the documents incorporated by reference into this prospectus are accurate as of any date other than the date on the front cover of this prospectus or the date of such incorporated documents, as the case may be.

This prospectus incorporates by reference business and financial information about us that is not included in or delivered with this prospectus. This information is available without charge upon written or oral request directed to: Investor Relations, Genesis Energy, L.P., 919 Milam, Suite 2100, Houston, Texas 77002; telephone number (713) 860-2500. **To obtain timely delivery, you must request the information no later than \_\_\_\_\_, 2011.**

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The date of this prospectus is \_\_\_\_\_, 2011.

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**SUMMARY**

*This summary highlights information included or incorporated by reference in this prospectus. It does not contain all the information that may be important to you or that you may wish to consider before making an investment decision. You should read carefully the entire prospectus, the documents incorporated by reference and the other documents to which we refer for a more complete understanding of our business and the terms of this offering, as well as the tax and other considerations that are important to you in making your investment decision. Please read **Risk Factors** beginning on page 8 of this prospectus for information regarding risks you should consider before investing in the notes.*

*Unless the context otherwise requires, references in this prospectus to Genesis Energy, L.P., Genesis, we, our, us or like terms refer to Genesis Energy, L.P. and its operating subsidiaries; our general partner refers to Genesis Energy, LLC, the general partner of Genesis; Finance Corp. or co-issuer refers to Genesis Energy Finance Corporation; CO<sub>2</sub> means carbon dioxide; NaHS, which is commonly pronounced as nash, means sodium hydrosulfide; NaOH and caustic soda mean sodium hydroxide; Moody's means Moody's Investor Services, Inc.; and S&P means Standard & Poor's Ratings Services.*

**Our Company**

We are a growth-oriented master limited partnership focused on the midstream segment of the oil and gas industry in the Gulf Coast region of the United States, primarily Texas, Louisiana, Arkansas, Mississippi, Alabama, Florida and in the Gulf of Mexico. Formed in Delaware in 1996, our common units are traded on the New York Stock Exchange under the ticker symbol GEL. We have a diverse portfolio of customers, operations and assets, including pipelines, refinery-related plants, storage tanks and terminals, barges and trucks. We provide an integrated suite of services to oil and CO<sub>2</sub> producers; refineries; industrial and commercial enterprises that use NaHS and caustic soda; and businesses that use CO<sub>2</sub> and other industrial gases. Substantially all of our revenues are derived from providing services to integrated oil companies, large independent oil and gas or refinery companies, and large industrial and commercial enterprises.

**Our Offices**

Our principal executive offices are located at 919 Milam, Suite 2100, Houston, Texas 77002, and the phone number at this address is (713) 860-2500.

For additional information regarding our business properties and financial condition, please refer to the documents referenced in the section entitled **Where You Can Find More Information**.

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**Exchange Offer**

*On November 18, 2010, we completed a private offering of the outstanding notes. As part of this private offering, we entered into a registration rights agreement with the representative of the initial purchasers of the outstanding notes in which we agreed, among other things, to deliver this prospectus to you and to use commercially reasonable efforts to complete the exchange offer no later than 365 days after November 18, 2010. The following is a summary of the exchange offer.*

Outstanding Notes	On November 18, 2010, we issued \$250 million aggregate principal amount of 7 <sup>7</sup> / <sub>8</sub> % Senior Notes due 2018.
Exchange Notes	7 <sup>7</sup> / <sub>8</sub> % Senior Notes due 2018. The terms of the exchange notes are identical to those terms of the outstanding notes, except that the transfer restrictions, registration rights and provisions for additional interest relating to the outstanding notes do not apply to the exchange notes.
Exchange Offer	We are offering to exchange up to \$250 million principal amount of our 7 <sup>7</sup> / <sub>8</sub> % Senior Notes due 2018 that have been registered under the Securities Act of 1933, or the Securities Act, for an equal amount of our outstanding 7 <sup>7</sup> / <sub>8</sub> % Senior Notes due 2018 issued on November 18, 2010 to satisfy our obligations under the registration rights agreement that we entered into when we issued the outstanding notes in a transaction exempt from registration under the Securities Act.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2011, unless we decide to extend it.
Conditions to the Exchange Offer	The registration rights agreement does not require us to accept outstanding notes for exchange if the exchange offer or the making of any exchange by a holder of the outstanding notes would violate any applicable law or Commission policy. A minimum aggregate principal amount of outstanding notes being tendered is not a condition to the exchange offer. Please read Exchange Offer Conditions to the Exchange Offer for more information about the conditions to the exchange offer.
Procedures for Tendering Outstanding Notes	All of the outstanding notes are held in book-entry form through the facilities of The Depository Trust Company, or DTC. To participate in the exchange offer, you must follow the automatic tender offer program, or ATOP, procedures established by DTC for tendering notes held in book-entry form. The ATOP procedures require that the exchange agent receive, prior to the expiration date of the exchange offer, a computer-generated message known as an agent's message that is transmitted through ATOP and that DTC confirm that:

DTC has received instructions to exchange your notes; and

you agree to be bound by the terms of the letter of transmittal in Annex A hereto.

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For more details, please read Exchange Offer Terms of the Exchange Offer and Exchange Offer Procedures for Tendering.

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Guaranteed Delivery Procedures	None.
Withdrawal of Tenders	You may withdraw your tender of outstanding notes at any time prior to the expiration date. To withdraw, you must submit a notice of withdrawal to the exchange agent using ATOP procedures before 5:00 p.m., New York City time, on the expiration date of the exchange offer. Please read Exchange Offer Withdrawal of Tenders.
Acceptance of Outstanding Notes and Delivery of Exchange Notes	If you fulfill all conditions required for proper acceptance of outstanding notes, we will accept any and all outstanding notes that you properly tender in the exchange offer before 5:00 p.m., New York City time, on the expiration date. We will return any outstanding note that we do not accept for exchange to you without expense promptly after the expiration date. We will deliver the exchange notes promptly after the expiration date. Please read Exchange Offer Terms of the Exchange Offer.
Fees and Expenses	We will bear all expenses related to the exchange offer. Please read Exchange Offer Fees and Expenses.
Use of Proceeds	The issuance of the exchange notes will not provide us with any new proceeds. We are making the exchange offer solely to satisfy our obligations under our registration rights agreement.
Consequences of Failure to Exchange Outstanding Notes	If you do not exchange your outstanding notes in the exchange offer, you will no longer be able to require us to register the outstanding notes under the Securities Act, except in the limited circumstances provided under our registration rights agreement. In addition, you will not be able to resell, offer to resell or otherwise transfer the outstanding notes unless we have registered the outstanding notes 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.
U.S. Federal Income Tax Consequences	The exchange of exchange notes for outstanding notes in the exchange offer will not be a taxable event for U.S. federal income tax purposes. Please read Certain United States Federal Income Tax Considerations.
Exchange Agent	We have appointed U.S. Bank National Association as the exchange agent for the exchange offer. You should direct questions and requests for assistance and requests for additional copies of this prospectus (including the letter of transmittal) to the exchange agent addressed as follows:  By Registered or Certified Mail  U.S. Bank National Association  Corporate Trust Services  5555 San Felipe Street, Suite 1150

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Houston, Texas 77056

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By Overnight Delivery

U.S. Bank National Association

Corporate Trust Services

5555 San Felipe Street, Suite 1150

Houston, Texas 77056

By Hand Delivery

U.S. Bank National Association

Corporate Trust Services

5555 San Felipe Street, Suite 1150

Houston, Texas 77056

Facsimile Transmission

(713) 235-9213

Attn: Steven A. Finklea

Confirm by Telephone:

(713) 235-9208

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*The exchange notes will be identical to the outstanding notes, except that the exchange notes are registered under the Securities Act and will not have restrictions on transfer, registration rights or provisions for additional interest. The exchange notes will evidence the same debt as the outstanding notes, and the same indenture will govern the exchange notes and the outstanding notes. We sometimes refer to both the exchange notes and the outstanding notes as the notes.*

*The following summary contains basic information about the exchange notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the exchange notes, please read Description of Exchange Notes.*

Issuers	Genesis Energy, L.P. and Genesis Energy Finance Corporation.
Securities Offered	\$250,000,000 principal amount of 7 <sup>7</sup> / <sub>8</sub> % Senior Notes due 2018.
Interest Rate	7 <sup>7</sup> / <sub>8</sub> % per annum.
Interest Payment Dates	Interest on the exchange notes will accrue from the date on which interest on the outstanding notes was most recently paid and will be payable semi-annually in arrears on June 15 and December 15 of each year, commencing on the first such date next following the date on which the exchange offer is consummated, to holders of record of notes as of the preceding June 1 and December 1, respectively. The initial interest payment on the exchange notes will include all accrued and unpaid interest on the outstanding notes exchanged therefor. See Description of Exchange Notes Principal, Maturity and Interest.
Maturity Date	December 15, 2018.
Subsidiary Guarantee	The exchange notes will be jointly and severally guaranteed by certain of our subsidiaries, including substantially all of our current subsidiaries (other than the co-issuer), who we refer to as our subsidiary guarantors. Not all of our future subsidiaries will have to become guarantors. See Description of Exchange Notes Subsidiary Guarantees.
Optional Redemption	We will have the option to redeem the notes, in whole or in part, at any time on or after December 15, 2014, at the redemption prices described in this prospectus under the heading Description of Exchange Notes Optional Redemption, together with any accrued and unpaid interest to, but not including, the date of redemption. In addition, before December 15, 2014, we may redeem all or any part of the notes at the make-whole price set forth under Description of Exchange Notes Optional Redemption. In addition, before December 15, 2013, we may, at any time or from time to time, redeem up to 35% of the aggregate principal amount of the notes with the net proceeds of a public or private equity offering at a redemption price of 107.875% of the principal amount of the notes, plus any accrued and unpaid interest to the date of redemption, if at least 65% of the aggregate principal amount of the notes issued under the



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indenture governing the notes remains outstanding immediately after such redemption and the redemption occurs within 120 days of the closing date of such equity offering.

Change of Control

When a change of control event occurs, each holder of notes may require us to repurchase all or a portion of its notes at a price equal to 101.0% of the principal amount of the exchange notes, plus any accrued and unpaid interest to the date of repurchase.

Ranking

The exchange notes will be our general unsecured obligations. The exchange notes will be:

equal in right of payment to all of our existing and future senior unsecured indebtedness;

effectively junior in right of payment to all existing and future secured indebtedness, including indebtedness under our credit agreement, to the extent of the value of the collateral securing such indebtedness;

effectively junior to all existing and future indebtedness and other liabilities of any non-guarantor subsidiaries; and

senior in right of payment to all existing and future subordinated indebtedness.

Certain Covenants

We issued the outstanding notes, and will issue the exchange notes, under an indenture with U.S. Bank National Association, as trustee. The indenture, among other things, limits our ability and the ability of our restricted subsidiaries to:

pay distributions or dividends on, or purchase, redeem or otherwise acquire, equity interests;

make certain investments;

incur additional indebtedness or liens;

sell certain assets or merge with or into other companies;

engage in transactions with affiliates;

enter into sale and leaseback transactions; and

engage in an unrelated business.

These covenants are subject to important exceptions and qualifications that are described under the heading [Description of Exchange Notes](#) in this prospectus. If the exchange notes achieve an investment grade rating from each of Moody's and S&P, many of these covenants will terminate.

For more details, see [Description of Exchange Notes](#) [Certain Covenants](#).

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Transfer Restrictions; Absence of a Public Market for the Notes	The exchange notes generally will be freely transferable, but will also be new securities for which there will not initially be a market. We do not intend to make a trading market in the exchange notes after the exchange offer. Therefore, we cannot assure you as to the development of an active market for the exchange notes or as to the liquidity of any such market.
Form of Exchange Notes	The exchange notes will be represented initially by one or more global notes. The global exchange notes will be deposited with the trustee, as custodian for DTC.
Same-Day Settlement	<p>The global exchange notes will be shown on, and transfers of the global exchange notes will be effected only through, records maintained in book-entry form by DTC and its direct and indirect participants.</p> <p>The exchange notes are expected to trade in DTC's Same Day Funds Settlement System until maturity or redemption. Therefore, secondary market trading activity in the exchange notes will be settled in immediately available funds.</p>
Trading	We do not expect to list the exchange notes for trading on any securities exchange.
Trustee, Registrar and Exchange Agent	U.S. Bank National Association.
Governing Law	The exchange notes and the indenture relating to the exchange notes will be governed by, and construed in accordance with, the laws of the State of New York.

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**RISK FACTORS**

*An investment in the notes involves risk. We urge you to read and consider carefully the following risks, along with the risks that are discussed in our Annual Report on Form 10-K for the year ended December 31, 2010, which are incorporated by reference in this prospectus, together with all of the other information included or incorporated by reference in this prospectus, before deciding whether to invest in the notes. If any of these risks were to occur, our business, financial condition or results of operations could be materially and adversely affected. In such case, our ability to meet our obligations under the notes could be materially affected. You could lose all or part of your investment in, or fail to achieve the expected return on, the notes.*

**Risks Related to the Exchange Offer**

*If you fail to exchange outstanding notes, existing transfer restrictions will remain in effect and the market value of outstanding notes may be adversely affected because they may be more difficult to sell.*

If you fail to exchange outstanding notes for exchange notes under the exchange offer, then you will continue to be subject to the existing transfer restrictions on the outstanding notes. In general, the outstanding notes may not be offered or sold unless they are registered or exempt from registration under the Securities Act and applicable state securities laws. Except in connection with this exchange offer or as required by the registration rights agreement, we do not intend to register resales of the outstanding notes.

The tender of outstanding notes under the exchange offer will reduce the principal amount of the currently outstanding notes. Due to the corresponding reduction in liquidity, this may have an adverse effect upon, and increase the volatility of, the market price of any currently outstanding notes that you continue to hold following completion of the exchange offer.