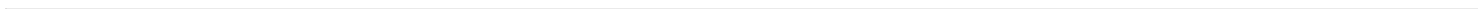


Item 1.01. Entry into a Material Definitive Agreement.
Indentum



SIGNATURES

Pursuant to the u

TABLE OF CONTENTS
(continued)

S



CROSS-REFERENCE TABLE

"Affiliate" means, with re



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pursuant to, or existing in respect of H



"Offering Memorandum" means that certain offering memorandum dated April 29, 2019 relating to the Company's 5.875% Senior Guaranteed Notes due 2027.

"Officer" means anyone of the Chairman of the Board of Directors, the Chief Executive Officer, the President, the Chief Financial Officer, the Chief Operating Officer, any Vice President, the Treasurer, the Secretary or the Controller of the Company.

"Officer's Certificate" means a certificate signed by any one of the principa

- (x) pledges or deposits under workmen's compensation or similar legislation or in certain other circumstances;
- (xi) Liens in connection with legal proceedings;
- (xii) Liens for taxes or assessments or governmental charges or levies not yet due or delinquent, of which can thereafter be paid without penalty, or which are being contested in good faith by appropriate proceedings;
- (xiii) Liens consisting of restrictions on the use of real property that do not interfere materially with the property's use;
- (xiv) Liens on Property or shares of Capital Stock or other assets of a Person at the time such Person becomes a Subsidiary of the Company, provided that such liens are not being contested in good faith by appropriate proceedings.

and similar encumbrances on real property imposed by law or arising in the ord



Initial



(iv) If a Definitive Note is transferred or exchanged for another Definitive Note, (x) the Trustee will cancel the Definitive Note being transferred or exchanged, (y) the Company shall execute, and the Trustee shall authenticate and make available

(iv) Prior to the due presentation for registration of transfer of any Note, the Company, the Trustee, the Paying Agent or the Registrar shall deem and treat the person in whose name a Note is registered as the owner of such

In addition to the foregoing, if any of the Company's Unsecured Notes Obliga



has been received for such Notes, and the Trustee, upon receipt of the Officer's Certificate referred to in clause (iii) above, will promptly authenticate and mail or otherwise deliver (the date, to be transferred by book entry), at the Company's expense, to each of the following persons:

3/4 1



unless written notice of (1) any event which is in fact such a Default or Event of Default or (2) of any such Significant Subsidiary or (3) of any other event or action is received by a Trust Officer of the Trustee at the Corporate Trust Office of the Trustee,

(b) the Trustee is adjudged

(f) the Company must deliver to the Trustee an Officer's Certificate and an Opinion of Counsel, each stating that all conditions precedent relating to the Legal Defeasance or the Covenant Defeasance have been complied with.

Section 8.05. *Deposited Money and U.S. Government Obligations to be Held in Trust: Other Miscellaneous Provisions.* Subject to Section 8.06, all money and ni p j



Guarantees may be waived with the consent of the Holders of a majority in aggregate principal amount of the then outstanding Notes (including, without limitation, Additional Notes, i**nb**

fixed liabilities of such Guarantor and after giving effect to any collections from or payments made by or on behalf of any other Guarantor in respect of the obligations of such other Guarantor under its Guarantee or pursuant to its contribution obligations under this Indenture, result in the obligations of such Guarantor under its Guarantee not constituting a fraudulent conveyance or fraudulent transfer under federal or state law and not otherwise being void or voidable under any siNf



survive.



Section 13.06. *[Intentionally Omitted]*

Section 13.07. *Rules by Trustee, Paying Agent and Registrar.*



[FACE OF NOTE]

(1)

Section 3.02 *Parties*. Nothing expressed or mentioned herein is intended or shall be construed to



CC
Cf
Cf

B

EXHIBIT C

C ^ **FORM OF CERTIFICATE TO BE DELIVERED IN CONNECTION WITH TRANSFERS PURSUANT TO REGULATION S**

[Date]

Cleveland, Ohio 44114-1111

DS

(x) deliver to each selling Holder and each of the underwriter(s), if any, without charge, as many copies of the Prospectus (including each

Sthri (3) solely in connection with an underwritten offering, a customary comfort letter, dated the date of effectiveness of the

(xvii) provide a CUSIP number for all Exchange Securities not later than the effective date of the Registration Statement covering such Exchange Securities and provide the Trustee under the Indenture with printed certificates for such -ing such

to the extent such information is required to comply with the Securities Act or any relevn



The Company, the Guarantors and each Holder of Transfer Restricted Securities agree that it would not be just and equitable if contribution pursuant to this Section 8(c)
