



Amended and Restated Offer to Exchange
8.875% Senior Notes due 2019
3.25% Convertible Senior Notes due 2026
5.00% Convertible Senior Notes due 2029
5.00% Convertible Senior Notes due 2032
5.00% Convertible Exchange Senior Notes due 2032
for
Shares of Common Stock, par value \$0.20 per share

We are offering to exchange (the "**Exchange Offers**"), upon the terms and subject to the conditions set forth in this amended and restated offer to exchange (as it may be supplemented and amended from time to time, this "**Offer to Exchange**") and the accompanying letter of transmittal (as supplemented and amended from time to time, the "**Letter of Transmittal**"), any and all of our 8.875% Senior Notes due 2019, 3.25% Convertible Senior Notes due 2026, 5.00% Convertible Senior Notes due 2029, 5.00% Convertible Senior Notes due 2032 and 5.00% Convertible Exchange Senior Notes due 2032, in each case, outstanding as of December 31, 2015 (together, the "**Existing Unsecured Notes**") for newly issued shares of our common stock, par value \$0.20 per share (the "**Common Stock**").

In exchange for each \$1,000 principal amount of Existing Unsecured Notes properly tendered (and not validly withdrawn) prior to 5:00 p.m., New York City time, on February 24, 2016 (such time and date, as the same may be extended, the "**Expiration Date**") and accepted by us, participating holders of Existing Unsecured Notes will receive the following exchange consideration (the "**Exchange Consideration**"):

Existing Unsecured Notes	CUSIP No.	Aggregate Principal Amount Outstanding(1)	Exchange Consideration per \$1,000 principal amount of Existing Unsecured Notes(2)
8.875% Senior Notes due 2019	382410 AF5	\$ 116,828,000	800.635 shares of our Common Stock
3.25% Convertible Senior Notes due 2026	382410 AB4	\$ 429,000	800.635 shares of our Common Stock
5.00% Convertible Senior Notes due 2029	382410 AC2	\$ 6,692,000	800.635 shares of our Common Stock
5.00% Convertible Senior Notes due 2032	382410 AG3	\$ 94,160,000	800.635 shares of our Common Stock
5.00% Convertible Exchange Senior Notes due 2032	382410 AK4 382410 AP3	\$ 6,117,000	1601.270 shares of our Common Stock

- (1) The outstanding principal amount reflects the aggregate principal amount outstanding as of January 20, 2016.
- (2) The higher exchange ratio applicable to the 5.00% Convertible Exchange Senior Notes due 2032 relative to other Existing Unsecured Notes reflects the original principal amount of the 5.00% Convertible Senior Notes due 2032 that were exchanged for the 5.00% Convertible Exchange Senior Notes due 2032 on September 1, 2015 and October 7, 2015.

As a result, if we successfully complete the Exchange Offers, we will issue an aggregate of 184,420,668 shares of our Common Stock if all of the Existing Unsecured Notes are properly tendered and accepted by us.

Holders that tender their Existing Unsecured Notes that are accepted for exchange will forfeit any claim to all accrued and unpaid interest on such Existing Unsecured Notes, regardless of when it accrued, whether before or after the date hereof and including any interest that may accrue through the settlement date for the Exchange Offers.

Each of the Exchange Offers will expire on the Expiration Date, unless extended or earlier terminated by us. Tendered Existing Unsecured Notes may be withdrawn at any time prior to the expiration of the related Exchange Offer. In addition, you may withdraw any tendered Existing Unsecured Notes if we have not accepted them for exchange within 40 business days from the commencement of the Exchange Offers on January 26, 2016. Concurrently with the Exchange Offers, we are offering to exchange, upon the terms and conditions set forth in a separate offer to exchange any and all (a) shares of our 5.375% Series B Cumulative Convertible Preferred Stock (the "**Series B Preferred Stock**"), (b) depositary shares, each representing 1/1000th of a share of (1) our 10.00% Series C Cumulative Preferred Stock (such depositary shares, the "**Series C Preferred Stock**"), (2) our 9.75% Series D Cumulative Preferred Stock (such depositary shares, the "**Series D Preferred Stock**") and (3) our outstanding 10.00% Series E Cumulative Convertible Preferred Stock (the "**Series E Preferred Stock**" and, together with the Series B Preferred Stock, the Series C Preferred Stock and the Series D Preferred Stock, the "**Existing Preferred Stock**"), in each case, outstanding as of December 31, 2015 for newly issued shares of our Common Stock (the "**Preferred Exchange Offers**"). Also, we intend to offer to exchange any and all of our outstanding 8.00% Second Lien Senior Secured Notes due 2018 and 8.875% Second Lien Senior Secured Notes due 2019 (the "**Second Lien Notes**") for new notes with materially identical terms except that interest thereon may be either (a) paid, at our option, in cash or in-kind or (b) deferred for some period of time (up to maturity) to allow us to temporarily reduce our cash interest expense (the "**Second Lien Exchange Offers**"). We have also called a special meeting of our stockholders to be held on the morning of March 7, 2016 (the "**Special Meeting**") to approve (i) an amendment to our Restated Certificate of

Incorporation increasing the number of authorized shares of our Common Stock to 400 million (the "**Authorized Share Amendment Proposal**") to allow for the issuance of Common Stock in the various exchanges and (ii) amendments to the Certificate of Designation of each of series of Existing Preferred Stock that would, if approved, allow us to mandatorily convert (the "**Preferred Conversions**") such series of Existing Preferred Stock into Common Stock at the rate offered in the applicable Preferred Exchange Offer (each, a "**Preferred Stock Amendment Proposal**"). Upon completion of the Exchange Offers, the Preferred Exchange Offers and the Second Lien Exchange Offers, we plan to amend our 2006 Long-Term Incentive Plan (the "**2006 Plan**") to increase the number of shares of Common Stock available for delivery pursuant to awards under the 2006 Plan (the "**LTIP Amendment**") and issue approximately 27.1 million restricted shares of Common Stock pursuant to the 2006 Plan to our existing management and employees (the "**Retention Awards**"). The Retention Awards would represent 7.5% of the outstanding shares of Common Stock of the Company if all of the Existing Unsecured Notes participate in the Exchange Offers and all of the Existing Preferred Stock participate in the Preferred Exchange Offers, or 8.4% if the Exchange Offer and Preferred Exchange Offers are completed with only the minimum participation conditions met, as there would be fewer total shares outstanding.

The Exchange Offers are conditioned upon, among other things, (i) holders of at least 95%, or \$213,015,000, of the aggregate principal amount of Existing Unsecured Notes outstanding as of the date of this Offer to Exchange properly tendering (and not validly withdrawing) their Existing Unsecured Notes in the Exchange Offers, or voluntarily converting their Existing Unsecured Notes into Common Stock in accordance with the terms of such Existing Unsecured Notes (including the \$19,636,000 of aggregate principal amount of Existing Unsecured Notes that have been voluntarily converted since December 31, 2015) (the "**Minimum Unsecured Tender Condition**"), (ii) our common shareholders approving the Authorized Share Amendment Proposal, (iii) holders of at least 95%, or \$166,250,000, of the aggregate principal amount of our Second Lien Notes exchanging their Second Lien Notes in the Second Lien Exchange Offers, (iv) holders of an aggregate of at least a majority of the shares (in the case of our Series B Preferred Stock) and depository shares (in the case of our Series C Preferred Stock, our Series D Preferred Stock and our Series E Preferred Stock) outstanding as of the date of this Offer to Exchange either (a) properly tendering (and not validly withdrawing) their shares or depository shares, as applicable, of Existing Preferred Stock in the Preferred Exchange Offers or voluntarily converting their Existing Preferred Stock into Common Stock in accordance with the terms of such Existing Preferred Stock (including the 349,748 shares of Existing Preferred Stock that have been voluntarily converted since December 31, 2015) or (b) having their shares of Preferred Stock converted into Common Stock pursuant to the Company's exercise of the mandatory conversion provision in the applicable Certificate of Designation if the applicable Preferred Stock Amendment Proposal is approved at the Special Meeting (the "**Minimum Preferred Tender Condition**"), (v) there shall have not been instituted, threatened in writing or be pending any action or proceeding before or by any court, governmental, regulatory or administrative agency or