ARROW ELECTRONICS INC
Form 424B2
September 23, 2009

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The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Filed pursuant to Rule 424(b)(2)
Registration Statement No. 333-162070

Subject to Completion, dated September 23, 2009

Prospectus Supplement
(To prospectus dated September 23, 2009)

Arrow Electronics, Inc.

$

% Notes due
Interest payable and

Issue price:

We will pay interest on the notes on and of each year, beginning , 2010. The notes will be issued only in denominations of $2,000 and integral multiples of $1,000 above that amount.

We may redeem the notes, in whole or in part, at any time prior to their maturity at the redemption price described in this prospectus supplement.

The notes will be unsecured and will rank equally with all our other existing and future unsecured indebtedness.

See Risk factors beginning on page S-9 for a discussion of certain risks that you should consider in connection with an investment in the notes.

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

	Price to Public	**Underwriting Discounts and Commissions**	**Proceeds, before Expenses**
Per Note	%	%	%

Total	$	$	$

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

The underwriters expect to deliver the notes to purchasers through the book-entry delivery system of The Depository Trust Company and its participants, including Euroclear and Clearstream, on or about , 2009.

Joint Book-Running Managers

BofA Merrill Lynch **J.P. Morgan** **Goldman, Sachs & Co.**

September , 2009

You should rely only on the information provided or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus we may authorize to be delivered to you. We have not authorized anyone to provide you with different or additional information. We are not making an offer to sell the notes in any jurisdiction where the offer or sale of the notes is not permitted. You should not assume that the information appearing in this prospectus supplement, the accompanying prospectus, any free writing prospectus or the documents incorporated by reference is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

As used in this prospectus supplement, the terms Arrow, the Company, we, us and our refer to Arrow Electronic and its subsidiaries, unless the context indicates otherwise.

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Prospectus Supplement

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About this prospectus supplement

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the notes we are offering. The second part, the base prospectus, gives more general information, some of which may not apply to the notes we are offering in this prospectus supplement. See Description of Debt Securities in the accompanying prospectus.

If the information in this prospectus supplement varies from the information in the accompanying base prospectus, you should rely on the information in this prospectus supplement.

Forward-looking statements

This prospectus supplement includes forward-looking statements that are subject to numerous assumptions, risks and uncertainties, which could cause actual results or facts to differ materially from such statements for a variety of reasons, including, but not limited to:

- industry conditions;
- our implementation of our new enterprise resource planning system;
- changes in product supply, pricing, and customer demand;
- competition;
- other vagaries in the global components and global enterprise computing solutions (ECS) markets;
- changes in relationships with key suppliers;
- increased profit margin pressure;
- the effects of additional actions taken to become more efficient or lower costs; and
- our ability to generate additional cash flow.

Forward-looking statements are those statements which are not statements of historical fact. These forward-looking statements can be identified by forward-looking words such as expects, anticipates, intends, plans, may, will, seeks, estimates, and similar expressions. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly or revise any of the forward-looking statements.

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Summary

This summary highlights selected information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus and may not contain all the information that is important to you. You should read the following summary together with the more detailed information and financial statements and notes to the financial statements contained elsewhere or incorporated by reference in this prospectus supplement or the accompanying prospectus, as described under the heading   Where you can find more Information   in the accompanying prospectus. To fully understand this offering, you should read all these documents.

Company overview

We are a global provider of products, services, and solutions to industrial and commercial users of electronic components and enterprise computing solutions. We believe we are a leader in the electronics distribution industry in operating systems, employee productivity, value-added programs, and total quality assurance. We serve approximately 800 suppliers and approximately 130,000 original equipment manufacturers (OEMs), contract manufacturers (CMs), and commercial customers.

Serving our industrial and commercial customers as a supply channel partner, we offer both a wide spectrum of products and a broad range of services and solutions, including materials planning, design services, programming and assembly services, inventory management, and a variety of online supply chain tools.

Our diverse worldwide customer base consists of OEMs, CMs, and commercial customers. Customers include manufacturers of consumer and industrial equipment (including machine tools, factory automation, and robotic equipment), telecommunications products, automotive and transportation, aircraft and aerospace equipment, scientific and medical devices, and computer and office products. Customers also include value-added resellers (VARs) of enterprise computing solutions.

We maintain approximately 250 sales facilities and 21 distribution and value-added centers in 53 countries and territories, serving over 70 countries and territories. Through this network, we provide one of the broadest product offerings in the electronic components and enterprise computing solutions distribution industries and a wide range of value-added services to help customers reduce their time to market, lower their total cost of ownership, introduce innovative products through demand creation opportunities, and enhance their overall competitiveness.

We have two business segments. We distribute electronic components to OEMs and CMs through our global components business segment and provide enterprise computing solutions to VARs through our global ECS business segment.

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The offering

The following is a brief summary of certain terms of this offering. For a more complete description of the terms of the notes, see Description of the notes in this prospectus supplement and Description of Debt Securities in the accompanying base prospectus. In this offering section, the terms the Company, we, us or our refer to Arrow Electronics, Inc. and not to our subsidiaries.

Issuer	Arrow Electronics, Inc.
Securities	$ in principal amount of % Notes due .
Maturity	
Interest payment dates	and of each year, commencing , 2010.
Optional redemption	At our option, we may redeem any or all of the notes, in whole or in part, at any time, at the redemption price described under Description of the notes Optional redemption in this prospectus supplement.
Ranking	The notes: are unsecured; rank equally with all our existing and future unsecured and unsubordinated debt; are senior to any future subordinated debt; and are effectively junior to any existing and future secured debt and to all existing and future debt and other liabilities of our subsidiaries.
Covenants	We will issue the notes under an indenture containing covenants for your benefit. These covenants restrict our ability, with certain exceptions, to: incur debt secured by liens; engage in sale/leaseback transactions; or merge or consolidate with another entity or sell substantially all of our assets to another entity.
Change of control	Upon the occurrence of a Change of Control Triggering Event (as described in Description of the notes Change of control offer , we will be required to offer to purchase some or all of your notes at 101% of their principal amount, plus accrued and unpaid interest to the date of purchase.
Use of proceeds	We expect to use a portion of the net proceeds from this offering to repurchase all or a portion of our outstanding $200,000,000 aggregate principal amount of 9.15% Senior Notes due 2010. We are unable to predict the amount and purchase price of the

outstanding

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	9.15% Senior Notes due 2010 that we may repurchase. Any proceeds not used for such repurchase may be used for general corporate purposes.
Further issues	We may from time to time, without notice to or the consent of the registered holders of the notes, create and issue further notes ranking pari passu with the notes which will have the same terms except for the payment of interest accruing prior to the issue date of such further notes or except, in some cases, for the first payment of interest following the issue date of such further notes) and so that such further notes may be consolidated and form a single series with the notes and have the same terms as to status, redemption or otherwise as the notes.
Form and denomination	The notes will be issued in minimum denominations of $2,000 and any integral multiples of $1,000 above that amount.
Risk factors	See Risk factors and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of factors you should carefully consider before deciding to invest in the notes.

Selected historical financial data

The following table contains our selected historical financial data as of the dates and for the periods indicated. We have derived the selected historical financial data as of December 31, 2007 and 2008 and for each of the years in the five-year period ended December 31, 2008 from our audited consolidated financial statements. We have derived the selected historical financial data as of July 4, 2009 and for the six-month periods ended July 4, 2009 and June 30, 2008 from our unaudited consolidated financial statements which, in the opinion of management, include all adjustments necessary for a fair presentation. Six-month results, however, are not necessarily indicative of the results that may be expected for any other interim period or for a full year.

You should read the following data together with our other historical financial information and statements (including related notes) incorporated by reference in this prospectus supplement and the accompanying prospectus. Please also read Management s Discussion and Analysis of Financial Condition and Results of Operations and Capitalization included or incorporated by reference in this prospectus supplement and the accompanying prospectus.

(in millions except per share data)	Six months ended July 4, 2009[a]	Six months ended June 30, 2008[b]	2008[c]	2007[d]	Year ended December 31, 2006[e]	2005[f,h]	2004[g,h]
	(Unaudited)						
Income statement data							
Sales	$ 6,809	$ 8,376	$ 16,761	$ 15,985	$ 13,577	$ 11,164	$ 10,646
Operating income (loss)	112	309	(494)	687	606	480	439
Interest and other financing expense, net	40	49	100	102	91	92	103
Net income (loss)[i]	48	182	(614)	408	388	254	208
Net income (loss) per share basic	0.40	1.49	(5.08)	3.31	3.19	2.15	1.83
Net income (loss) per share diluted	0.40	1.48	(5.08)	3.28	3.16	2.09	1.75

(in millions)	At July 4, 2009	At December 31, 2008	2007
	(Unaudited)		
Balance sheet data			
Cash and cash equivalents	$ 908	$ 451	$ 448
Accounts receivable and inventory	3,896	4,714	4,961
Total assets	6,804	7,118	8,060
Long-term debt	1,216	1,224	1,223
Shareholders equity	2,766	2,677	3,552

(a) Operating income and net income include restructuring and integration charges of $43.3 million ($32.2 million net of related taxes or $.27 per share on both a basic and diluted basis).

(b) Operating income and net income include restructuring and integration charges of $14.7 million ($10.1 million net of related taxes or $.08 per share on both a basic and diluted basis) and a charge, including legal fees, related to a preference claim from 2001 of $12.9 million ($7.8 million net of related taxes or $.06 per share on both a basic and diluted basis).

(c) Operating loss and net loss include a non-cash impairment charge associated with goodwill of $1.02 billion ($905.1 million net of related taxes or $7.49 per share on both a basic and diluted basis), restructuring and integration charges of $70.1 million ($55.3 million net of related taxes or $.46 per share on both a basic and diluted basis), and a charge related to a preference claim from 2001 of $10.9 million ($6.6 million net of related taxes or $.05 per share on both a basic and diluted basis). Net loss also includes a loss of $10.0 million ($.08 per share on both a basic and diluted basis) on the write-down of an investment, and a reduction of the provision for income taxes of $8.5 million ($.07 per share on both a basic and diluted basis) and an increase in interest expense of $1.0 million ($1.0 million net of related taxes or $.01 per share on both a basic and diluted basis) primarily related to the settlement of certain international income tax matters.

(d) Operating income and net income include restructuring and integration charges of $11.7 million ($7.0 million net of related taxes or $.06 per share on both a basic and diluted basis) and net income includes an income tax benefit of $6.0 million, net, ($.05 per share on both a basic and diluted basis) principally due to a reduction in deferred income taxes as a result of the statutory rate change in Germany.

(e) Operating income and net income include restructuring and integration charges of $11.8 million ($9.0 million net of related taxes or $.07 per share on both a basic and diluted basis), a charge related to a pre-acquisition warranty claim of $2.8 million ($1.9 million net of related taxes or $.02 per share on both a basic and diluted basis), and a charge related to pre-acquisition environmental matters arising out of our purchase of Wyle Electronics of $1.4 million ($.9 million net of related taxes or $.01 per share on both a basic and diluted basis). Net income also includes a loss on prepayment of debt of $2.6 million ($1.6 million net of related taxes or $.01 per share on both a basic and diluted basis) and the reduction of the provision for income taxes of $46.2 million ($.38 per share on both a basic and diluted basis) and the reduction of interest expense of $6.9 million ($4.2 million net of related taxes or $.03 per share on both a basic and diluted basis) related to the settlement of certain income tax matters.

(f) Operating income and net income include restructuring and integration charges of $12.7 million ($7.3 million net of related taxes or $.06 and $.05 per share on a basic and diluted basis, respectively) and an acquisition indemnification credit of $1.7 million ($1.3 million net of related taxes or $.01 per share on a basic basis). Net income also includes a loss on prepayment of debt of $4.3 million ($2.6 million net of related taxes or $.02 and $.01 per share on a basic and diluted basis, respectively) and a loss of $3.0 million ($.03 per share on both a basic and diluted basis) on the write-down of an investment.

(g) Operating income and net income include restructuring and integration charges of $9.1 million ($5.6 million net of related taxes or $.06 and $.05 per share on a basic and diluted basis, respectively), an acquisition indemnification credit, due to a change in estimate, of $9.7 million ($.09 and $.08 per share on a basic and diluted basis, respectively), and an impairment charge of $10.0 million ($.09 and $.08 per share on a basic and diluted basis, respectively). Net income also includes a loss on prepayment of debt of $33.9 million ($20.3 million net of related taxes or $.18 and $.16 per share on a basic and diluted basis, respectively) and a loss of $1.3 million ($.01 per share on both a basic and diluted basis) on the write-down of an investment.

(h) Effective January 1, 2006, the Company adopted the provisions of Financial Accounting Standards Board Statement No. 123 (revised 2004), Share-Based Payment and the Securities and Exchange Commission Staff Accounting Bulleting No. 107, which requires share-based payment awards exchanged from employee services to be measured at fair value and expensed in the consolidated statements of operations over the requisite employee service period. Prior to January 1, 2006, the Company accounted from share-based payment awards under Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, which utilized the intrinsic value method and did not require any expense to be recorded in the consolidated financial statements if the exercise price of the award was not less than the market price of the underlying stock on the date of grant. Had compensation expense been determined in accordance with the fair value method of accounting at the grant dates for awards under the Company s various stock-based compensation plans, operating income and net income would be reduced by $15.2 million and $9.1 million ($.08 and $.07 per share on a basic and diluted basis, respectively) for 2005, and $18.5 million and $11.1 million ($.10 and $.09 per share on a basic and diluted basis, respectively) for 2004.

(i) Effective January 1, 2009, the Company adopted the provisions of Financial Accounting Standards Board Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements, which requires, among other things, that consolidated net income be adjusted to include net income attributable to noncontrolling interests, and the presentation and disclosure requirements be applied retrospectively for all periods presented. The adoption of Statement No. 160 did not have a material impact on the Company s consolidated financial position or results of operations and, accordingly, prior period amounts were not restated to reflect the adoption of Statement No. 160. Reference to net income (loss) for six months ended July 4, 2009 and June 30, 2008 is equivalent to consolidated net income (loss) as presented in the Company s consolidated statement of operations incorporated by reference from the Company s Quarterly Report on Form 10-Q for the quarter ended July 4, 2009.

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Risk factors

In connection with an investment in our notes, you should carefully consider the risks described below and in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, including the risks described in our Annual Report on Form 10-K for the year ended December 31, 2008.

Risks related to the notes

Your ability to transfer the notes may be limited by the absence of a trading market for the notes.

There is no established trading market for the notes and we have no plans to list the notes on a securities exchange. We have been advised by each underwriter that it presently intends to make a market in the notes; however, no underwriter is obligated to do so. Any market making activity, if initiated, may be discontinued at any time, for any reason, without notice. If the underwriters cease to act as market makers for the notes for any reason, we cannot assure you that another firm or person will make a market in the notes. The liquidity of any market for the notes will depend on the number of holders of the notes, our results of operations and financial condition, the market for similar securities, the interest of securities dealers in making a market in the notes and other factors. An active or liquid trading market may not develop for the notes.

We may not be able to repurchase the notes upon a change of control.

Upon a Change of Control Triggering Event (as defined herein), we will be required to offer to purchase all outstanding notes at 101% of their principal amount plus accrued and unpaid interest. The source of funds for any such purchase of notes will be our available cash or cash generated from our subsidiaries operations or other sources, including borrowings, sales of assets or sales of equity. We may not be able to satisfy our obligations to repurchase the notes upon a Change of Control because we may not have sufficient financial resources to purchase all of the notes that are tendered upon a Change of Control.

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Use of proceeds

We estimate that the net proceeds we will receive from the sale of the notes we are offering will be approximately $ million after deducting underwriting discounts and commissions and our estimated offering expenses. We expect to use a portion of the net proceeds from this offering to repurchase all or a portion of our outstanding $200 million aggregate principal amount of 9.15% Senior Notes due 2010. We are unable to predict the amount and purchase price of the outstanding 9.15% Senior Notes due 2010 that we may repurchase. Any proceeds not used for such repurchase may be used for general corporate purposes.

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Capitalization

The following table sets forth our consolidated capitalization at July 4, 2009, on a historical basis and as adjusted to give effect to the issuance of the notes in this offering and the expected application of the proceeds of this offering to repay our outstanding 9.15% senior notes due 2010. We are unable to predict the amount and purchase price of the outstanding 9.15% Senior Notes due 2010 that we may repurchase so all or a portion of our 9.15% senior notes due 2010 may remain outstanding after this offering. This table should be read in conjunction with Use of proceeds, Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes of Arrow appearing elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus.

(unaudited)	**July 4, 2009**	
(in millions, except share amounts which are in thousands and par value)	**Actual**	**As adjusted**
Short-term debt:		
Short-term borrowings, including current portion of long-term debt	$ 45	$ 45
Long-term debt:		
9.15% senior notes due 2010	200	
Bank term loan due 2012	200	200
6.875% senior notes due 2013	350	350
6.875% senior debentures due 2018	198	198
% notes due offered hereby		
7.5% senior debentures due 2027	198	198
Cross-currency swap due 2010	35	35
Cross-currency swap due 2011	10	10
Interest rate swaps designated as fair value hedges	16	9
Other obligations with various interest rates and due dates	9	9
Total long-term debt	1,216	
Total debt	$ 1,261	$
Shareholders equity:		
Common stock, par value $1:		
Authorized 160,000 shares		
Issued 125,286 shares	$ 125	$ 125
Capital in excess of par value	1,041	1,041
Treasury stock 5,678 shares, at cost	(186)	(186)

Retained earnings		1,619		
Foreign currency translation adjustment		191		191
Other		(24)		(24)
Total shareholders equity		2,766		
Total capitalization	$	4,027	$	

Description of the notes

The notes will be issued under an indenture dated as of January 15, 1997 between us and The Bank of New York Mellon, as trustee. We have summarized the material terms and provisions of the notes in this section, which supplements the terms of the debt securities contained in the accompanying prospectus. In addition to the material terms of the notes contained in this prospectus supplement, you should read the description of the indenture contained in the accompanying prospectus for additional information regarding your rights as a holder of the notes before you buy any of these notes. References in this section to us, we and our are solely to Arrow and not to our subsidiaries. References in this section to the indenture shall mean the indenture, as supplemented by the supplemental indenture relating to the notes. In the event of any inconsistency between the terms of the notes contained in this prospectus supplement and the provisions of the indenture contained in the accompanying prospectus, the terms contained in this prospectus supplement shall control with respect to the notes.

General

The notes will be our unsubordinated and unsecured obligations and will rank pari passu with all of our existing and future unsubordinated and unsecured obligations. The notes are limited to an initial amount of $. Claims of holders of the notes will be effectively subordinated to the claims of holders of the debt of our subsidiaries with respect to the assets of such subsidiaries. In addition, claims of holders of the notes will be effectively subordinated to the claims of holders of our secured debt and the secured debt of our subsidiaries with respect to the collateral securing such claims. Our claims as the holder of general unsecured intercompany debt will be similarly effectively subordinated to claims of holders of secured debt of our subsidiaries.

The notes will be issued in the form of one or more fully registered global securities. Notes will be issued only in minimum denominations of $2,000 and integral multiples of $1,000 above that amount.

The notes will mature on and will pay interest from , 2009 at % per annum, semiannually on and of each year, commencing , 2010 to the person in whose name the note is registered at the close of business on or , as the case may be, immediately preceding such or . The amount of interest payable will be computed on the basis of a 360-day year of twelve 30-day months. In the event that any interest payment date is not a business day, the payment will be made on the next succeeding day that is a business day, with no additional interest.

Further issues

We may from time to time, without notice to or the consent of the registered holders of the notes, create and issue further notes ranking pari passu with the notes which will have the same terms (except for the payment of interest accruing prior to the issue date of such further notes or except, in some cases, for the first payment of interest following the issue date of such further notes) and so that such further notes may be consolidated and form a single series with the notes and have the same terms as to status, redemption or otherwise as the notes.

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Change of control offer

If a Change of Control Triggering Event (as defined below) occurs, unless we have exercised our right to redeem the notes as described below, we will be required to make an offer to each holder of notes to purchase all or any part (equal to $2,000 or an integral multiple of $1,000 in excess thereof) of that holder s notes at a purchase price in cash equal to 101% of the aggregate principal amount thereof, plus accrued and unpaid interest, if any, to the date of purchase (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date); provided that after giving effect to the purchase, any notes that remain outstanding shall have a denomination of $2,000 and integral multiples of $1,000 above that amount.

Within 30 days following the date upon which the Change of Control Triggering Event has occurred or, at our option, prior to any Change of Control (as defined below), but after the public announcement of the transaction that constitutes or may constitute the Change of Control, except to the extent that we have exercised our right to redeem the notes as described under Optional Redemption, we will mail a notice (a Change of Control Offer) to each holder with a copy to the trustee describing the transaction or transactions that constitute or may constitute a Change of Control Triggering Event and offering to purchase notes on the date specified in the notice, which date will be no earlier than 30 days nor later than 60 days from the date such notice is mailed (other than as may be required by law) (such date, the Change of Control Payment Date). The notice will, if mailed prior to the date of consummation of the Change of Control, state that the Change of Control Offer is conditioned on the Change of Control being consummated on or prior to the Change of Control Payment Date specified in the notice.

On each Change of Control Payment Date, we will, to the extent lawful:

accept for payment all notes or portions of the notes properly tendered pursuant to the applicable Change of Control Offer;

deposit with the paying agent an amount equal to the change of control payment in respect of all notes or portions of notes properly tendered pursuant to the applicable Change of Control Offer; and

deliver or cause to be delivered to the trustee the notes properly accepted together with an officers certificate stating the aggregate principal amount of notes or portions of notes being purchased.

We will comply, to the extent applicable, with the requirements of Rule 14(e)-1 of the Exchange Act and any other securities laws or regulations in connection with the purchase of notes pursuant to a Change of Control Triggering Event. To the extent that the provisions of any securities laws or regulations conflict with the terms described in the notes, we will comply with the applicable securities laws and regulations and will not be deemed to have breached our obligations by virtue thereof.

Holders of notes electing to have notes purchased pursuant to a Change of Control Offer will be required to surrender their notes, with the form entitled Option of Holder to Elect Purchase on the reverse of the note completed, to the paying agent at the address specified in the notice, or transfer their notes to the paying agent by book-entry transfer pursuant to the applicable procedures of the paying agent, prior to the close of business on the third business day prior to the Change of Control Payment Date.

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We will not be required to make a Change of Control Offer if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements for an offer made by us and such third party purchases all notes properly tendered and not withdrawn under its offer. In addition, we will not purchase any notes if there has occurred and is continuing on the Change of Control Payment Date an Event of Default under the Indenture, other than a default in the payment of the change of control payment upon a Change of Control Triggering Event.

If holders of not less than 95% in aggregate principal amount of the outstanding notes validly tender and do not withdraw such notes in a Change of Control Offer and we, or any third party making a Change of Control Offer in lieu of us, as described above, purchases all of the notes validly tendered and not withdrawn by such holders, we will have the right, upon not less than 30 nor more than 60 days prior notice, given not more than 30 days following such purchase pursuant to the Change of Control Offer described above, to redeem all notes that remain outstanding following such purchase at a redemption price in cash equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of redemption (subject to the right of holders of record on a record date to receive interest on the relevant interest payment date).

The definition of Change of Control includes a phrase relating to the sale, lease, transfer, conveyance or other disposition of all or substantially all of our assets and the assets of our subsidiaries taken as a whole. Although there is a limited body of case law interpreting the phrase substantially all, there is no precise established definition of the phrase under applicable law. Accordingly, the ability of a holder of notes to require us to repurchase its notes as a result of a sale, lease, transfer, conveyance or other disposition of less than all of our assets and the assets of our subsidiaries taken as a whole to another person may be uncertain.

For purposes of the Change of Control Offer provisions of the notes, the following definitions are applicable: