

# The Depository Trust Company

# IMPORTANT

**B#:** 0272-06

**DATE:** September 27, 2006

**TO:** All Participants  
Managing Partner/Officer; Cashier, Operations

**CATEGORY:** Settlement/Underwriting

**FROM:** Robin Bainlardi, Director, Underwriting Department

**ATTENTION:** Data Processing and Underwriting Managers

**SUBJECT:** Section 3(c)(7) restrictions for CC (USA) Inc.  
US\$15,000,000,000 Medium-Term Notes

(A) CUSIP Number: 12500G

(B) Security Description: CC (USA) Inc. Medium-Term Notes

(C) Offer Amount: US\$15,000,000,000

(D) Dealers: Citigroup Global Markets Inc.  
Credit Suisse Securities (USA) LLC  
Goldman, Sachs & Co.  
J.P. Morgan Securities Inc.  
Lehman Brothers Inc.  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
Morgan Stanley & Co. Incorporated

(E) Paying Agent: Citibank, N.A.

(F) Closing Date: September 6, 2006

**Special Instructions:** See attached important instructions from the Issuer and the Co-Issuer.

CC (USA) Inc.  
c/o Wilmington Trust SP Services, Inc.  
1105 North Market Street  
Suite 1300  
P.O. Box 8985  
Wilmington, DE 19801

Up to U.S. \$15,000,000,000 Medium-Term Notes

125080

CC (USA) Inc. (the "Issuer") and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Goldman Sachs & Co., J.P. Morgan Securities Inc., Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. Incorporated (each a "Dealer" and collectively, the "Dealers") are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above-referenced security.

In order to qualify for the exemption provided by Section 3(c)(7) under the Investment Company Act of 1940, as amended (the "Investment Company Act") (the "3(c)(7) Exemption") and the exemption provided by Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), offers, sales and resales of the Issuer's U.S. \$15,000,000,000 Medium-Term Notes (the "Securities") may only be made in minimum denominations of U.S. \$500,000 to "qualified institutional buyers" ("QIBs") within the meaning of Rule 144A that are also "qualified purchasers" ("QPs") within the meaning of Section 2(a)(51)(A) of the Investment Company Act and who otherwise satisfy the requirements set forth herein for purposes of the 3(c)(7) Exemption. Each purchaser of Securities (i) represents to and agrees with the Issuer and the Dealers that (a) it is a QIB; (b) it is not a broker-dealer which owns and invests on a discretionary basis less than U.S. \$25 million in securities of unaffiliated issuers; (c) it is not a participant-directed employee plan, such as a 401(k) plan or a trust holding assets of such plan unless the investment decisions with respect to such plan are made solely by the fiduciary, trustee or sponsor of such plan; (d) it is not a (1) partnership, (2) common trust fund, (3) special trust, pension fund or retirement plan, or (4) corporation or other entity in which the partners, beneficiaries, beneficial owners, participants, shareholders or other equity owners, as the case may be, may designate the particular investments to be made, or the allocation thereof, except to the extent that each such partner, beneficiary, beneficial owner, participant, shareholder or other equity owner, as the case may be, is both a QP and a QIB; (e) it is acting for its own account, or the account of another purchaser that meets these requirements; (f) if it is an investment company exempted from the 1940 Act pursuant to Section 3(c)(1) or Section 3(c)(7) thereof and was formed on or before April 30, 1996, it has received the consent of those of its beneficial owners of its outstanding securities (other than short-term paper) who acquired their interests on or before April 30, 1996 with respect to its treatment as a QP in the manner required by Section 2(a)(51)(C) of the 1940 Act and the rules and regulations promulgated thereunder; (g) it is not formed for the purpose of purchasing the Securities and/or other securities of the Issuer in the United States and/or to U.S. Persons; (h) it, and each account for which it is purchasing, must

hold at least U.S.\$500,000 of Securities; (i) it will provide notice of the transfer restrictions to any subsequent transferee; (j) it understands that any sale or transfer to a person who is not both a QP and a QIB or who cannot otherwise satisfy the requirements set forth above for purposes of the 3(c)(7) Exemption at the time of acquisition of such Securities will be void and will not be honored by the Issuer to the extent permitted by applicable law; (k) the purchaser understands that the Issuer may receive a list of the participants from DTC or any other depository holding beneficial interests in the Securities (i.e., in the Book-Entry Securities); and (l) the purchaser and each person for which it is acting, has not invested more than 40% of its assets in the Securities (or beneficial interests therein) and/or other securities of the Issuer after giving effect to the purchase of the Securities (or beneficial interest therein) unless all of the beneficial owners of such entity's securities are both Qualified Purchasers and Qualified Institutional Buyers, and (ii) acknowledges that the Issuer has not been registered under the Investment Company Act and the Securities have not been registered under the Securities Act and represents to and agrees with the Issuer and the Dealers that, for so long as the Securities are outstanding, it will not offer, resell, pledge or otherwise transfer the Securities except to a QIB that is also a QP and who otherwise satisfies the requirements set forth herein for purposes of the 3(c)(7) Exemption in a transaction meeting the requirements of Rule 144A. Each purchaser further understands that the Securities will bear a legend with respect to such transfer restrictions. See "Subscription and Sale; Holding and Transfer Restrictions" in the Private Placement Memorandum.

The securities issuance documents of the Issuer provide that the Issuer will have the right to (i) require any holder of Securities who is determined not to be both a QIB and a QP or who cannot otherwise satisfy the requirements set forth herein for purposes of the 3(c)(7) Exemption to sell the Securities to a QIB that is also a QP and who otherwise satisfies the requirements set forth herein for purposes of the 3(c)(7) Exemption or (ii) redeem any Securities held by such a holder on specified terms. In addition, the Issuer has the right to refuse to register or otherwise honor a transfer of Securities to a proposed transferee that is not both a QIB and a QP or who cannot otherwise satisfy the requirements set forth herein for purposes of the 3(c)(7) Exemption.

The restrictions on transfer required by the Issuer will be reflected under the notation "3c7" in DTC's User Manuals and in upcoming editions of DTC's Reference Directory.

Any questions or comments regarding this subject may be directed to Sean Murphy at 44 (207) 500-1798.

IN WITNESS WHEREOF, the Issuer has caused this Important Notice to be duly executed on the 13 day of September, 2006.

CC (USA) INC.

By: \_\_\_\_\_

Name: Thomas M. Strauss

Title: Secretary

**CC (USA) Inc. (the "Issuer")**

Up to U.S.\$15,000,000,000 Medium-Term Notes (the "Securities")

12500G

**"3c7":** The Issuer has informed DTC that it is relying on the exemption from the definition of "investment company" provided by Section 3(c)(7) of the Investment Company Act of 1940, as amended (the "Investment Company Act") (the "3(c)(7) Exemption"). DTC has been informed by counsel to the Issuer that:

Section 3(c)(7) requires that all holders of the outstanding Securities of the Issuer are "qualified purchasers" ("QPs"), as defined in Section 2(a)(51)(A) of the Investment Company Act and related rules. Under the rules, the Issuer must have a "reasonable belief" that all holders of its outstanding Securities, including transferees, are QPs. Consequently, all sales and resales of the Securities must be made pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), solely to purchasers that are "qualified institutional buyers" ("QIBs") within the meaning of Rule 144A and are also QPs and who otherwise satisfy the requirements set forth herein for purposes of the 3(c)(7) Exemption. Each purchaser will also be deemed to represent that: (i) it is a QIB; (ii) it is not a broker-dealer which owns and invests on a discretionary basis less than U.S.\$25 million in securities of unaffiliated issuers; (iii) it is not a participant-directed employee plan, such as a 401(k) plan or a trust holding assets of such plan unless the investment decisions with respect to such plan are made solely by the fiduciary, trustee or sponsor of such plan; (iv) it is not a (a) partnership, (b) common trust fund, (c) special trust, pension fund or retirement plan, or (d) corporation or other entity in which the partners, beneficiaries, beneficial owners, participants, shareholders or other equity owners, as the case may be, may designate the particular investments to be made, or the allocation thereof, except to the extent that each such partner, beneficiary, beneficial owner, participant, shareholder or other equity owner, as the case may be, is both a QP and a QIB; (v) it is acting for its own account, or the account of another purchaser that meets these requirements; (vi) if it is an investment company excepted from the 1940 Act pursuant to Section 3(c)(1) or Section 3(c)(7) thereof and was formed on or before April 30, 1996, it has received the consent of those of its beneficial owners of its outstanding securities (other than short-term paper) who acquired their interests on or before April 30, 1996 with respect to its treatment as a QP in the manner required by Section 2(a)(51)(C) of the 1940 Act and the rules and regulations promulgated thereunder; (vii) it is not formed for the purpose of purchasing the Securities and/or other securities of the Issuer issued in the United States and/or to U.S. Persons; (viii) it, and each account for which it is purchasing, must hold at least U.S.\$500,000 of Securities; (ix) it will provide notice of the transfer restrictions to any subsequent transferees; (x) it understands that any sale or transfer to a person who is not both a QP and a QIB or who cannot otherwise satisfy the requirements set forth above for purposes of the 3(c)(7) Exemption at the time of acquisition of such Securities will be void and will not be honored by the Issuer to the extent permitted by applicable law; (xi) the purchaser understands that the Issuer may

receive a list of the participants from DTC or any other depository holding beneficial interests in the Securities (i.e., in the Book-Entry Securities); and (xii) the purchaser and each person for which it is acting, has not invested more than 40% of its assets in the Securities (or beneficial interests therein) and/or other securities of the Issuer after giving effect to the purchase of the Securities (or beneficial interest therein) unless all of the beneficial owners of such entity's securities are both Qualified Purchasers and Qualified Institutional Buyers.

The securities issuance documents of the Issuer provide that the Issuer will have the right to (i) require any holder of Securities that is determined not to be both a QIB and a QP or who cannot otherwise satisfy the requirements set forth herein for purposes of the 3(c)(7) Exemption to sell the Securities to a QIB that is also a QP and who otherwise satisfies the requirements set forth herein for purposes of the 3(c)(7) Exemption or (ii) redeem any Securities held by such a holder on specified terms. In addition, the Issuer has the right to refuse to register or otherwise honor a transfer of Securities to a proposed transferee that is not both a QIB and a QP or who cannot otherwise satisfy the requirements set forth herein for purposes of the 3(c)(7) Exemption.

DTC does not represent or warrant the accuracy of the information set forth above, and takes no responsibility for such information.