

New Alenco Extrusion, Ltd.  
Form S-4  
November 25, 2014  
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As filed with the Securities and Exchange Commission on November 25, 2014

Registration No. 333-

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

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

**Ply Gem Holdings, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)  
3089  
(Primary Standard Industrial  
Classification Code Number)

20-0645710  
(I.R.S. Employer  
Identification No.)

**Ply Gem Industries, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)  
3089  
(Primary Standard Industrial  
Classification Code Number)

11-1727150  
(I.R.S. Employer  
Identification No.)

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**5020 Weston Parkway, Suite 400**

**Cary, North Carolina 27513**

**(919) 677-3900**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Shawn K. Poe**

**Chief Financial Officer**

**Ply Gem Holdings, Inc.**

**5020 Weston Parkway, Suite 400**

**Cary, North Carolina 27513**

**(919) 677-3900**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

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**New York, New York 10019-6064**

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**Approximate date of commencement of proposed sale to public:** As soon as practicable after this Registration Statement becomes effective.

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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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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.

Large accelerated filer " Accelerated filer "

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 14d-1(d) (Cross-Border Third-Party Tender Offer) "

### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price(1)	Amount of registration fee(2)
6.50% Senior Notes due 2022	\$150,000,000	100%	\$150,000,000	\$17,430
Guarantees of 6.50% Senior Notes due 2022	N/A	N/A	N/A	N/A(3)

- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(f) of the Securities Act of 1933.
- (2) The registration fee has been calculated pursuant to Rule 457(f) under the Securities Act of 1933. This amount has been previously paid.
- (3) No additional consideration is being received for the guarantees and, therefore, no additional fee is required.

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 this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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<b>Name</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification Number</b>
Alenco Building Products Management, L.L.C.	Delaware	3089	76-0674044
Alenco Extrusion GA, L.L.C.	Delaware	3089	74-2994904
Alenco Extrusion Management, L.L.C.	Delaware	3089	76-0674041
Alenco Holding Corporation	Delaware	3089	75-2908312
Alenco Interests, L.L.C.	Delaware	3089	58-2609498
Alenco Trans, Inc.	Delaware	3089	75-2908315
Alenco Window GA, L.L.C.	Delaware	3089	74-2994900
Aluminum Scrap Recycle, L.L.C.	Delaware	3089	76-0674046
AWC Arizona, Inc.	Delaware	3089	30-3399914
AWC Holding Company	Delaware	3089	20-1096406
Foundation Labs by Ply Gem, LLC	Delaware	3089	36-4738285
Glazing Industries Management, L.L.C.	Delaware	3089	76-0674043
Great Lakes Window, Inc.	Ohio	3089	34-1548026
Kroy Building Products, Inc.	Delaware	3089	04-3248415
Mastic Home Exteriors, Inc.	Ohio	3089	31-0459490
MW Manufacturers Inc.	Delaware	3089	63-0400153
MWM Holding, Inc.	Delaware	3089	22-3889412
Napco, Inc.	Delaware	3089	13-3637496
New Alenco Extrusion, Ltd.	Texas	3089	76-0674016
New Alenco Window, Ltd.	Texas	3089	76-0674017
New Glazing Industries, Ltd.	Texas	3089	76-0674018
Ply Gem Pacific Windows Corporation	Delaware	3089	20-5169626
SimEx, Inc.	West Virginia	3089	54-1962894
Simonton Building Products LLC	Delaware	3089	32-0448651
Simonton Industries, Inc.	California	3089	68-0360844
Simonton Windows, Inc.	West Virginia	3089	75-3107574
Simonton Windows & Doors, Inc.	Delaware	3089	20-5192833
Variform, Inc.	Missouri	3089	43-0799731

The address of each of the additional registrants is c/o Ply Gem Holdings, Inc., 5020 Weston Parkway, Suite 400, Cary, North Carolina 27513.

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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 preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**SUBJECT TO COMPLETION, DATED NOVEMBER 25, 2014**

PROSPECTUS

**Ply Gem Industries, Inc.**

**Exchange Offer for \$150,000,000**

**6.50% Senior Notes due 2022 and Related Guarantees**

**The Notes and the Guarantees**

We are offering to exchange \$150,000,000 of our outstanding 6.50% Senior Notes due 2022 and certain related guarantees, which were issued on September 19, 2014 and which we refer to collectively as the initial notes, for a like aggregate amount of our registered 6.50% Senior Notes due 2022 and certain related guarantees, which we refer to collectively as the exchange notes. The exchange notes will be issued under an indenture dated as of January 30, 2014. We previously issued \$500,000,000 aggregate principal amount of our 6.50% Senior Notes due 2022 on January 30, 2014, which we refer to collectively as the existing notes, pursuant to the indenture, which allows us to issue additional notes from time to time.

The exchange notes will mature on February 1, 2022. We will pay interest on the exchange notes semi-annually on February 1 and August 1 of each year, commencing on February 1, 2015, at a rate of 6.50% per annum, to holders of record on the January 15 or July 15 immediately preceding the interest payment date.

The exchange notes will be guaranteed on a senior unsecured basis by our parent, Ply Gem Holdings, Inc., and substantially all of our subsidiaries located in the United States.

The exchange notes and the related guarantees will be unsecured and will be equal in right of payment to all of our existing and future senior indebtedness, including borrowings under our senior secured asset-based revolving credit facility, or ABL Facility, and our senior secured term loan facility, or Term Loan Facility.

The exchange notes and the related guarantees will be effectively subordinated to all of our and the guarantors' existing and future secured indebtedness, including borrowings under the ABL Facility and the Term Loan Facility, to the extent of the value of the assets securing such indebtedness.

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The exchange notes and the related guarantees will be structurally subordinated to all indebtedness and other liabilities (including trade payables) of our subsidiaries that are not guarantors.

### Terms of the exchange offer

It will expire at 5:00 p.m., New York City time, on \_\_\_\_\_, 2015, unless we extend it.

If all the conditions to this exchange offer are satisfied, we will exchange all of our initial notes that are validly tendered and not withdrawn for the exchange notes.

You may withdraw your tender of initial notes at any time before the expiration of this exchange offer.

The exchange notes that we will issue you in exchange for your initial notes will be substantially identical to your initial notes except that, unlike your initial notes, the exchange notes will have no transfer restrictions or registration rights.

The exchange notes that we will issue you in exchange for your initial notes are new securities with no established market for trading. **Before participating in this exchange offer, please refer to the section in this prospectus entitled Risk Factors commencing on page 23.**

**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 exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of those exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended. 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 exchange notes received in exchange for initial notes where those initial notes were acquired by that broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the expiration date of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

**The date of this prospectus is \_\_\_\_\_, 2014.**

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**MARKET AND INDUSTRY DATA**

Market data and other statistical information used throughout this prospectus and in the documents incorporated by reference into this prospectus are based on independent industry publications, government publications, reports by market research firms or other published independent sources. Some data are also based on good faith estimates by our management, which are derived from their review of internal surveys, as well as the independent sources listed above. Although we believe these sources are reliable, we have not independently verified the information and cannot guarantee its accuracy or completeness. Gary E. Robinette, our President and Chief Executive Officer, is a member of the Policy Advisory Board of Harvard University's Joint Center for Housing Studies, and we have relied, in part, on its study for the market and statistical information included or incorporated by reference into this prospectus.



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**PROSPECTUS SUMMARY**

*This summary may not contain all of the information that may be important to you. You should read this prospectus carefully in its entirety before making an investment decision. In particular, you should read the section entitled Risk Factors included elsewhere in this prospectus and the consolidated financial statements and notes thereto incorporated by reference into this prospectus.*

*Unless otherwise specified or the context requires otherwise, (i) the term Ply Gem Holdings refers to Ply Gem Holdings, Inc.; (ii) the term Ply Gem Industries refers to Ply Gem Industries, Inc., the principal operating subsidiary of Ply Gem Holdings; and (iii) the terms we, us, our, Ply Gem and the Company refer collectively to Ply Gem Holdings and its subsidiaries. The use of these terms is not intended to imply that Ply Gem Holdings and Ply Gem Industries are not separate and distinct legal entities. Adjusted EBITDA and Pro Forma adjusted EBITDA have the meanings set forth in the footnotes to Summary Historical Financial Information.*

**Our Company**

We are a leading manufacturer of exterior building products in North America, operating in two reportable segments: (i) Siding, Fencing and Stone and (ii) Windows and Doors, which comprised approximately 54% and 46% of our net sales, respectively, for the fiscal year ended December 31, 2013 and approximately 55% and 45% of our net sales, respectively, for the nine months ended September 27, 2014. These two segments produce a comprehensive product line of vinyl siding, designer accents, cellular polyvinyl chloride ( PVC ) trim, vinyl fencing, vinyl and composite railing, stone veneer and vinyl windows and doors used in both the new construction market and the home repair and remodeling market in the United States and Canada. Vinyl building products have the leading share of sales volume in siding and windows in the United States. We also manufacture vinyl and aluminum soffit and siding accessories, aluminum trim coil, wood windows, aluminum windows, vinyl and aluminum-clad windows and steel and fiberglass doors, enabling us to bundle complementary and color-matched products and accessories with our core products. We believe that our comprehensive product portfolio and geographically diverse, low cost manufacturing platform allow us to better serve our customers and provide us with a competitive advantage over other exterior building products suppliers. For the nine months ended September 27, 2014, we had net sales of \$1,116.5 million, adjusted EBITDA of \$98.2 million, Pro Forma adjusted EBITDA of \$119.8 million and a net loss of \$18.8 million. For the year ended December 31, 2013, we had net sales of \$1,365.6 million, adjusted EBITDA of \$117.5 million and a net loss of \$79.5 million. See Summary Historical Financial Information for a reconciliation of adjusted EBITDA and Pro Forma adjusted EBITDA to net loss.

**Our Competitive Strengths**

We believe the following competitive strengths differentiate us from our competitors and are critical to our continued success:

*Leading Manufacturer of Exterior Building Products.* Based on our internal estimates and industry experience, we believe we have established leading positions in many of our core product categories including: No. 1 in vinyl siding in the U.S.; No. 1 in aluminum accessories in the U.S.; No. 2 in vinyl and aluminum windows in the U.S.; No. 1 in windows and doors in Western Canada; and a leading position in vinyl siding and accessories in Canada. We achieved this success by developing a broad offering of high quality products and providing superior service to our customers. We are one of the few companies in our industry that operate a geographically diverse manufacturing platform capable of servicing our customers across the United States and Canada. The scale of our operations also positions us well as customers look to consolidate their supplier base. We believe our broad offering of leading products, geographically diverse manufacturing platform and long-term customer relationships make us the manufacturer of choice for our customers exterior building products needs.

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*Comprehensive Product Portfolio with Strong Brand Recognition.* We offer a comprehensive portfolio of over twenty exterior building product categories covering a full range of price points. Our broad product line gives us a competitive advantage over other exterior building product suppliers who provide a narrower range of products by enabling us to provide our customers with a differentiated value proposition to meet their own customers' needs. Our leading brands, such as Ply Gem®, Mastic® Home Exteriors, Variform®, Napco®, Georgia-Pacific (which we license), Mitten®, Great Lakes® Window and Simonton®, are well recognized in the industry. Many of our customers actively support our brands and typically become closely tied to our brands through joint marketing and training, fostering long-term relationships under the common goal of delivering a quality product.

We believe a distinguishing factor in our customers' selection of Ply Gem as a supplier is our innovation and quality for which our brands are known. As a result, our customers' positive experiences with one product or brand affords us the opportunity to cross-sell additional products and effectively introduce new products. Since 2007, we have successfully implemented a more unified brand strategy to expand our cross-selling opportunities between our siding and window product offerings. For instance, we consolidated certain window product offerings under the Ply Gem brand to offer a national window platform to our customers, which we believe represents a comprehensive line of new construction and home repair and remodeling windows. Our unified branding and cross-selling strategy has produced market share gains across all product categories since 2011 with a significant retail home center, a large building products distributor, a large national builder, and several regional home builders. With our extensive product line breadth, industry-leading brands and national platform, we believe we can provide our current and future customers with a more cost-effective, single source from which to purchase their exterior building products.

*Multi-Channel Distribution Network Servicing a Broad Customer Base.* We have a multi-channel distribution network that serves both the new construction and home repair and remodeling end markets through our broad customer base of specialty and wholesale distributors, retail home centers, lumberyards, remodeling dealers and builders. Our multi-channel distribution strategy has increased our sales and penetration within these end markets, while limiting our exposure to any one customer or channel, such that our top ten customers only accounted for approximately 40.0% of our net sales in 2013. We believe our strategy enables us to minimize channel conflict, reduce our reliance on any one channel and reach the greatest number of end customers while providing us with the ability to increase our sales and to sustain our financial performance through economic fluctuations.

*Balanced Exposure to New Construction and Home Repair and Remodeling.* Our products are used in new construction and home repair and remodeling, with our diversified product mix reducing our overall exposure to any single sector. We operate in two reportable segments: (i) Siding, Fencing and Stone, which has been weighted towards home repair and remodeling, and (ii) Windows and Doors, which has historically focused on new construction. We have begun to expand our presence in the home repair and remodel window sector and the Simonton acquisition will enable us to further penetrate this market as Simonton is a premier repair and remodeling window company with leading brand recognition. We have also launched a new series of repair and remodel window products focusing on the unique requirements of this sector while leveraging our existing customer relationships. This is one of several initiatives that have been well received by our customers and that complement our established product offerings by utilizing our national sales force to sell multiple products in our portfolio. For example, our Mastic window product, which launched in 2011, has produced favorable results with rapid net sales growth in the repair and remodeling market by leveraging our existing relationships within this sector. We believe the diversity of our end markets and products provides us with a unique opportunity to capitalize on the overall housing market recovery.

*Highly Efficient, Low Cost Operating Platform.* Since mid-2006, we have closed or consolidated eight plants, generating savings of over \$30.0 million annually, and significantly reduced our workforce. Since

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2006, we also invested approximately \$98.3 million in capital expenditures, including new product introductions and upgrades to equipment, facilities and technology, to continue improving our vertically integrated manufacturing platform. For example, our multi-plant window manufacturing platform allows us to service our customers with minimal lead times across a broad geographic coverage area as long as demand increases are not limited to a certain region or area, providing us a competitive advantage with the ability to operate in just-in-time fashion. This capability provides a unique service proposition to our customers while allowing us to maintain minimal inventory levels in our window product offerings. In addition, as a result of our PVC resin purchasing scale (we are one of the largest purchasers in North America based on industry estimates), we are able to secure favorable prices, terms and input availability through various cycles. Furthermore, since 2008, we have centralized numerous back office functions to our corporate office that previously resided in our business segments. This enabled us to maximize our efficiencies and minimize selling, general, and administrative expenses during the U.S. housing downturn. Through our strong cost controls, vertically-integrated manufacturing platform, continued investment in technology, focus on safety and significant purchasing scale, we have maintained a low fixed cost structure of approximately 21% of our total cost structure, which provides significant operating leverage as the housing market recovers. Furthermore, our manufacturing facilities are among the safest in North America with four of them having received the highest federal, state and/or provincial safety award and rating. We believe that we have one of the most efficient and safest operating platforms in the exterior building products industry, helping to drive our profitability.

*Proven Track Record of Acquisition Integration and Cost Savings Realization.* Our nine acquisitions since early 2004 have enhanced our geographic diversity, expanded our product offerings and enabled us to enter new product categories. Our acquisition of United Stone Veneer (now branded Ply Gem Stone) in 2008 enabled us to enter the stone veneer product category, which is one of the fastest growing categories of exterior cladding products. We have maintained a disciplined focus on integrating new businesses and have realized meaningful synergies as a result. Through facility and headcount rationalizations, strategic sourcing and other manufacturing improvements, we have permanently eliminated over \$50.0 million in aggregate costs. We view our ability to identify, execute and integrate acquisitions as one of our core strengths and expect that this offering will significantly improve our financial position and flexibility, enabling us to lead the continued consolidation of the exterior building products industry.

*Strong Management Team with Significant Ownership.* We are led by a committed senior management team that has an average of over 20 years of relevant industry experience. Our current senior management, with financial and advisory support from affiliates of CI Capital Partners LLC, has successfully transformed Ply Gem from operating as a holding company with a broad set of brand offerings to an integrated business model under the Ply Gem brand, positioning our Company to grow profitably and rapidly as the housing market recovers.

We are pursuing the following business and growth strategies:

*Capture Growth Related to Housing Market Recovery.* As a leading manufacturer of exterior building products, we intend to capitalize on the continued recovery in new construction and the anticipated recovery in the home repair and remodeling market. The National Association of Home Builders ( NAHB ) 2014 estimate of single family housing starts was 637,000, which was approximately 40% below the 50-year average, representing a significant opportunity for growth as activity improves to rates that are more consistent with historical levels. Furthermore, we believe that the underinvestment in homes during the recent recession and the overall age of the U.S. housing stock will drive significant future spending for home repair and remodeling.

We expect homeowners purchases to focus on items that provide the highest return on investment, have positive energy efficiency attributes and provide potential cost savings. Our broad product offering addresses expected demand growth from all of these key trends through our exposure to the new

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construction and the home repair and remodeling end markets, diverse price points, the high recovery value for home improvements derived from our core product categories and the ability to provide products that qualify for energy efficiency rebate and tax programs currently in effect or under consideration.

*Continue to Increase Market Penetration.* We intend to increase the market penetration of our siding, fencing and stone products and our window and door products by leveraging the breadth of our product offering and broad geographical footprint to serve customers across North America and by pursuing cross-selling opportunities. Additionally, our continued investments in product innovation and quality, coupled with strong customer service, further enhance our ability to capture increased sales in each of our core product categories. In 2013, we increased our U.S. vinyl siding leading market position to approximately 37.0% after maintaining our 36.0% position in 2012 from 2011. This 2013 vinyl siding market position would be increased to 39.4% in the U.S. and 26.8% in Canada as a result of our 2013 Mitten acquisition. In 2013, we continued to achieve strategic market share gains obtaining new regional window business with a large home center.

A national builder win by our siding business in 2011 was an existing top ten customer in our window business. We believe that this demonstrates the substantial opportunity across our product categories to cross-sell and bundle products, thereby increasing revenues from our existing channel partners and industry relationships. Another example of this cross-selling opportunity is our 2010 introduction of a new vinyl windows line under our Ply Gem brand as well as under our Mastic Home Exteriors brand, historically associated with vinyl siding products. We expect to build upon our market positions as the housing market recovers from its current levels and further enhance our leading positions.

*Expand Brand Coverage and Product Innovation.* Ply Gem's brand building efforts extend across multiple media platforms, including national trade journals, website marketing and broad social media, and national consumer magazines such as Better Homes and Gardens and The New York Times. These actions, combined with national television and other broadcast outlets, both in the United States and Canada, allowed the Ply Gem brand to reach nearly 4 million trade impressions and more than 125 million consumer impressions in 2013. Significant brand recognition in 2013 included nearly all notable trade journals and a limited number of consumer magazines, including Angie's List Magazine, which reaches approximately 2 million readers each month. Ply Gem's brand building efforts focus primarily on Ply Gem's ability to deliver a complete exterior as a single manufacturer, something we call The Designed Exterior by Ply Gem. In addition, Ply Gem was awarded Marketer of the Year in 2013 by Hanley-Wood.

We will continue to increase the value of the Ply Gem brands by introducing new product categories for our customers and by developing innovative new products within our existing product categories. For example, in 2013 new color offerings were launched for our Mira premium series window line, a window system aimed at the upscale, high margin custom home market. Furthermore, we began manufacturing and selling cellular PVC trim and mouldings in 2013, offering a low-maintenance alternative to traditional wood trim designed to work well with siding, within the estimated \$1.4 billion residential trim market.

During 2012, we continued our focus on innovation by establishing a new entity under Ply Gem Industries, Foundation Labs by Ply Gem, LLC ( Foundation Labs ), whose mission and purpose is to house product development from idea creation to product commercialization. By having dedicated resources committed to product development, we are investing in our future.

The result of our commitment to product development and innovation has been demonstrated in the approximately \$620.7 million of incremental annualized sales that we recognized for new products introduced from 2009 to 2013.

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We also invest in our future and further brand development by pursuing certain strategic acquisitions if they fit our geographical footprint and strategic focus. For example, in April 2013 we acquired Gienow, a manufacturer of windows and doors in Western Canada, and in May 2013 we acquired Mitten, a leading manufacturer of vinyl siding and accessories in Canada. These acquisitions provided us with a significant presence in Canada and with operating efficiencies to drive further market gains. On September 19, 2014, we acquired Simonton, a window manufacturer specializing in the repair and remodeling market.

*Drive Operational Leverage and Further Improvements.* While we reduced our production capacity during the housing downturn, we have retained the flexibility to bring back idled lines, facilities and production shifts in order to increase our production as market conditions improve. This incremental capacity can be selectively restarted, providing us with the ability to match increasing customer demand levels once the housing market returns to historical levels of single family housing starts without the need for significant capital investment. In our Windows and Doors segment, where we have historically focused on new construction, we believe that our new window products for home repair and remodeling will be able to drive increased volumes through these manufacturing facilities and enhance operating margins.

Over the past several years, we have significantly improved our manufacturing cost structure; however, there are opportunities for further improvements. We believe that the continued expansion of lean manufacturing and vertical integration in our manufacturing facilities, along with the further consolidation of purchases of key raw materials, supplies and services will continue to provide us with cost advantages compared to our competitors. In addition, the integration of our sales and marketing efforts across our product categories provides an ongoing opportunity to significantly improve our customer penetration and leverage the strength of our brands. Furthermore, we have centralized many back office functions into our corporate office in Cary, North Carolina, and believe that additional opportunities remain. We believe all of these factors should drive continued growth in profitability while improving our cash flow and capital efficiency.

## **Building Products End Markets**

Demand for exterior building products, including siding, fencing, stone, windows and doors, is primarily driven by construction of new homes and repair and remodeling of existing homes, which are affected by changes in national and local economic and demographic conditions, employment levels, availability of financing, interest rates, consumer confidence and other economic factors.

### ***New Home Construction***

Management believes that a U.S. housing recovery is underway on a national basis, supported by favorable demographic trends, historically low interest rates and consumers who are increasingly optimistic about the U.S. housing market. New construction in the United States experienced strong growth from the early 1990s to 2006, with housing starts increasing at a compounded annual growth rate of 3.8%. However, from 2006 to 2013, single family housing starts are estimated to have declined 58% according to the NAHB. While the industry has experienced a period of severe correction, management believes that the long-term economic outlook for new construction in the United States is favorable and supported by an attractive interest rate environment, increasing consumer confidence, improving employment growth and strong demographics, as new household formations and increasing immigration drives demand for starter homes. According to the Joint Center for Housing Studies of Harvard University, net new household formations between 2010 and 2020 are expected to be approximately 11.8 million units.

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Moreover, during 2012, single family housing starts increased 23.2% to 535,000 compared to 2011. During 2013, single family housing starts are estimated to have increased 15.7% to 621,000 compared to 2012. The NAHB is currently forecasting single family housing starts to further increase in 2014 and 2015 by 2.5% and 26.0%, respectively.

### ***Home Repair and Remodeling***

Management believes that the U.S. home repair and remodeling products market is poised for a recovery. Since the early 1990s and through 2006, demand for home repair and remodeling products in the United States increased at a compounded annual growth rate of 4.3%, according to the U.S. Census Bureau, as a result of strong economic growth, low interest rates and favorable demographics. However, beginning in 2007 the ability for homeowners to finance repair and remodeling expenditures, such as replacement windows or vinyl siding, has been negatively impacted by a general tightening of lending requirements by financial institutions and the significant decrease in home values, which limited the amount of home equity against which homeowners could borrow. Management believes that expenditures for home repair and remodeling products are also affected by consumer confidence that continued to be lower than historical levels during 2013 due to general economic conditions, debt ceiling and national budget deliberations, and unemployment levels. Management believes the long-term economic outlook of the demand for home repair and remodeling products in the United States is favorable and supported by the move towards more energy-efficient products, recent underinvestment in home maintenance and repair, and an aging housing stock.

### **Recent Developments**

#### ***ABL Incremental Increase***

On November 6, 2014, we entered into Amendment No. 2 and Incremental Assumption Agreement to Amended Restated Credit Agreement with certain financial institutions and institutional lenders providing incremental revolving credit commitments and UBS AG, Stamford Branch, as U.S. administrative agent, exercising a portion of the accordion under the ABL Facility for \$50.0 million.

The accordion exercise for \$50.0 million increased the aggregate amount of the commitments under the ABL Facility from \$250.0 million to \$300.0 million. Under the terms of the ABL Facility, we have the ability to further increase the revolving commitments up to another \$50.0 million to \$350.0 million, subject to certain terms and conditions. All other terms and conditions under the ABL Facility remain unchanged. See Description of Other Indebtedness for a description of the other terms of the ABL Facility.

#### ***The Simonton Acquisition***

On September 19, 2014, we acquired Fortune Brand Windows, Inc., a Delaware corporation ( Simonton ), and its directly and indirectly wholly owned subsidiaries, including Simonton Building Products LLC (formerly known as Simonton Building Products, Inc.), a Delaware limited liability company, Simonton Industries, Inc., a California corporation, Simonton Windows, Inc., a West Virginia corporation, and SimEx, Inc., a West Virginia corporation (collectively with Simonton, the Simonton Companies ) for \$130.0 million in cash. The Simonton Acquisition was funded with proceeds from the issuance of the initial notes and approximately \$3.1 million of cash on hand.

Simonton is a premier repair and remodeling window company with leading brand recognition within this market. Simonton manufactures top quality vinyl windows and doors and provides industry-leading customization options, delivery times and customer service. The Simonton Acquisition balances our end window market mix by moving our market exposure to approximately 60% and 40% for the new construction and repair

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and remodeling markets, respectively, as compared to the approximate 80% and 20% legacy split for our window business. By incorporating our siding net sales, our market exposure is expected to be approximately 50% and 50% for the new construction and repair and remodeling markets, respectively. The Simonton Acquisition strategically fits into our existing footprint and broadens our service offering to existing and new customers within the building product industry. For the nine months ended September 27, 2014, Simonton had net sales of approximately \$234.1 million, adjusted EBITDA of approximately \$9.2 million and net income of approximately \$1.2 million excluding asset impairment charges. See Summary Historical Financial Information for a reconciliation of Simonton's adjusted EBITDA to net loss.

***The 2014 Refinancing Transactions***

On January 30, 2014, we completed the offering of the existing notes and also entered into the Term Loan Facility, a \$430.0 million senior secured term loan facility due 2021. The approximate \$927.9 million of net proceeds from the issuance of the existing notes and the borrowings under the Term Loan Facility were used by us to purchase all of our 8.25% Senior Secured Notes due 2018 (the 8.25% Senior Secured Notes) and 9.375% Senior Notes due 2017 (the 9.375% Senior Notes) tendered in respective tender offers, to satisfy and discharge the remaining obligations under the indentures governing the 8.25% Senior Secured Notes and 9.375% Senior Notes and to pay related fees and expenses.

On February 16, 2014, pursuant to the terms of the indenture governing the 9.375% Senior Notes, we redeemed the remaining approximate \$1.3 million principal amount of the outstanding 9.375% Senior Notes at a redemption price equal to 100% of the principal amount plus the make-whole premium required under the indenture governing the 9.375% Senior Notes (which equated to 110.179% of the principal amount thereof), plus accrued and unpaid interest. As of February 16, 2014, there were no longer outstanding any 9.375% Senior Notes. On March 1, 2014, pursuant to the terms of the indenture governing the 8.25% Senior Secured Notes, we redeemed the remaining approximate \$50.1 million principal amount of the outstanding 8.25% Senior Secured Notes at a redemption price equal to 106.188% of the principal amount thereof, plus accrued and unpaid interest. As of March 1, 2014, there were no longer outstanding any 8.25% Senior Secured Notes.

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**Ownership Structure**

The chart below summarizes our ownership and corporate structure:

**Our Principal Stockholders**

As of the date of this prospectus, affiliates of, and companies managed by, CI Capital Partners LLC, formerly known as Caxton-Iseman Capital LLC, including Caxton-Iseman (Ply Gem), L.P. and Caxton-Iseman (Ply Gem) II, L.P. (collectively, the CI Partnerships ) and Frederick J. Iseman (collectively, the Principal Stockholders ), beneficially own approximately 67.4% of the common stock of Ply Gem Holdings, Inc., the direct parent company of Ply Gem Industries.

Ply Gem Industries is incorporated under the laws of the State of Delaware. Our principal executive offices are located at 5020 Weston Parkway, Suite 400, Cary, North Carolina 27513. Our telephone number is (919) 677-3900.



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The following table describes the guarantors. All of their principal offices are located at 5020 Weston Parkway, Suite 400, Cary, North Carolina 27513, telephone number (919) 677-3900.

Name of Guarantor	Jurisdiction of Formation	Year of Formation
Ply Gem Holdings, Inc.	Delaware	2004
Alenco Building Products Management, L.L.C.	Delaware	2001
Alenco Extrusion GA, L.L.C.	Delaware	2001
Alenco Extrusion Management, L.L.C.	Delaware	2001
Alenco Holding Corporation	Delaware	2000
Alenco Interests, L.L.C.	Delaware	2001
Alenco Trans, Inc.	Delaware	2000
Alenco Window GA, L.L.C.	Delaware	2001
Aluminum Scrap Recycle, L.L.C.	Delaware	2001
AWC Arizona, Inc.	Delaware	2005
AWC Holding Company	Delaware	2004
Foundation Labs by Ply Gem, LLC	Delaware	2012
Glazing Industries Management, L.L.C.	Delaware	2001
Great Lakes Window, Inc.	Ohio	1986
Kroy Building Products, Inc.	Delaware	1994
Mastic Home Exteriors, Inc. ( MHE )	Ohio	1928
MW Manufacturers Inc.	Delaware	1999
MWM Holding, Inc. ( MWM Holding )	Delaware	2002
Napco, Inc.	Delaware	1989
New Alenco Extrusion, Ltd.	Texas	2001
New Alenco Window, Ltd.	Texas	2001
New Glazing Industries, Ltd.	Texas	2001
Ply Gem Pacific Windows Corporation ( Pacific Windows )	Delaware	2006
SimEx, Inc.	West Virginia	1999
Simonton Building Products LLC	Delaware	2014
Simonton Industries, Inc.	California	1995
Simonton Windows, Inc.	West Virginia	2003
Simonton Windows & Doors, Inc.	Delaware	2006
Variform, Inc.	Missouri	1964

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**Summary of the Exchange Offer**

In this subsection, we, us and our refer only to Ply Gem Industries, as issuer of the notes, exclusive of Ply Gem Holdings and our subsidiaries.

Exchange Offer We are offering to exchange \$150,000,000 aggregate principal amount of our exchange notes for a like aggregate principal amount of our initial notes. In order to exchange your initial notes, you must properly tender them and we must accept your tender. We will exchange all outstanding initial notes that are validly tendered and not validly withdrawn.

Expiration Date This exchange offer will expire at 5:00 p.m., New York City time, on \_\_\_\_\_, 2015, unless we decide to extend it.

Conditions to the Exchange Offer We will complete this exchange offer only if:

- there is no change in the laws and regulations which would impair our ability to proceed with this exchange offer,
- there is no change in the current interpretation of the staff of the Securities and Exchange Commission (the SEC) permitting resales of the exchange notes,
- there is no stop order issued by the SEC which would suspend the effectiveness of the registration statement which includes this prospectus or the qualification of the exchange notes under the Trust Indenture Act of 1939,
- there is no litigation or threatened litigation which would impair our ability to proceed with this exchange offer, and
- we obtain all the governmental approvals we deem necessary to complete this exchange offer.

Please refer to the section in this prospectus entitled  
The Exchange Offer Conditions to the Exchange Offer.

Procedures for Tendering Initial Notes To participate in this exchange offer, you must complete, sign and date the letter of transmittal or its facsimile and transmit it, together with your initial notes to be exchanged and all other documents required by the letter of transmittal, to Wells Fargo Bank, National Association, as exchange agent, at its address indicated under The Exchange Offer Exchange Agent. In the alternative, you can tender your initial notes by book-entry delivery following the procedures described in this prospectus. For more information on tendering your notes, please refer to the section in this prospectus entitled The Exchange Offer Procedures for Tendering Initial Notes.

Special Procedures for Beneficial Owners

If you are a beneficial owner of initial notes that are registered in the name of a broker, dealer, commercial bank, trust company or other

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nominee and you wish to tender your initial notes in the exchange offer, you should contact the registered holder promptly and instruct that person to tender on your behalf.

**Guaranteed Delivery Procedures**

If you wish to tender your initial notes and you cannot get the required documents to the exchange agent on time, you may tender your notes by using the guaranteed delivery procedures described under the section of this prospectus entitled "The Exchange Offer Procedures for Tendering Initial Notes Guaranteed Delivery Procedure."

**Withdrawal Rights**

You may withdraw the tender of your initial notes at any time before 5:00 p.m., New York City time, on the expiration date of the exchange offer. To withdraw, you must send a written or facsimile transmission notice of withdrawal to the exchange agent at its address indicated under "The Exchange Offer Exchange Agent" before 5:00 p.m., New York City time, on the expiration date of the exchange offer.

**Acceptance of Initial Notes and Delivery of Exchange Notes**

If all the conditions to the completion of this exchange offer are satisfied, we will accept any and all initial notes that are properly tendered in this exchange offer on or before 5:00 p.m., New York City time, on the expiration date. We will return any initial note that we do not accept for exchange to you without expense promptly after the expiration date. We will deliver the exchange notes to you promptly after the expiration date and acceptance of your initial notes for exchange. Please refer to the section in this prospectus entitled "The Exchange Offer Acceptance of Initial Notes for Exchange; Delivery of Exchange Notes."

**Federal Income Tax Considerations Relating to the Exchange Offer**

Exchanging your initial notes for exchange notes will not be a taxable event to you for United States federal income tax purposes. Please refer to the section of this prospectus entitled "Federal Income Tax Considerations."

**Exchange Agent**

Wells Fargo Bank, National Association is serving as exchange agent in the exchange offer.

**Fees and Expenses**

We will pay all expenses related to this exchange offer. Please refer to the section of this prospectus entitled "The Exchange Offer Fees and Expenses."

**Use of Proceeds**

We will not receive any proceeds from the issuance of the exchange notes. We are making this exchange offer solely to satisfy certain of our obligations under our registration rights agreement entered into in connection with the offering of the initial notes.

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Consequences to Holders Who Do Not Participate in the Exchange Offer    If you do not participate in this exchange offer:

except as set forth in the next paragraph, you will not necessarily be able to require us to register your initial notes under the Securities Act of 1933, as amended (the Securities Act ),

you will not be able to resell, offer to resell or otherwise transfer your initial notes unless they are registered 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, and

the trading market for your initial notes will become more limited to the extent other holders of initial notes participate in the exchange offer.

You will not be able to require us to register your initial notes under the Securities Act unless:

an initial purchaser requests us to register initial notes that are not eligible to be exchanged for exchange notes in the exchange offer;

you are not eligible to participate in the exchange offer;

you may not resell the exchange notes you acquire in the exchange offer to the public without delivering a prospectus and that the prospectus contained in the exchange offer registration statement is not appropriate or available for such resales by you; or

you are a broker-dealer and hold initial notes that are part of an unsold allotment from the original sale of the initial notes.

In these cases, the registration rights agreement requires us to file a registration statement for a continuous offering in accordance with Rule 415 under the Securities Act for the benefit of the holders of the initial notes described in this paragraph. We do not currently anticipate that we will register under the Securities Act any notes that remain outstanding after completion of the exchange offer.

Please refer to the section of this prospectus entitled "The Exchange Offer" Your failure to participate in the exchange offer will have adverse consequences.

Resales

It may be possible for you to resell the notes issued in the exchange offer without compliance with the registration and prospectus delivery provisions of the Securities Act, subject to the conditions described under "Obligations of Broker-Dealers" below.



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To tender your initial notes in this exchange offer and resell the exchange notes without compliance with the registration and prospectus delivery requirements of the Securities Act, you must make the following representations:

you are authorized to tender the initial notes and to acquire exchange notes, and that we will acquire good and unencumbered title thereto;

the exchange notes acquired by you are being acquired in the ordinary course of business;

you have no arrangement or understanding with any person to participate in a distribution of the exchange notes and are not participating in, and do not intend to participate in, the distribution of such exchange notes;

you are not an affiliate, as defined in Rule 405 under the Securities Act, of ours, or you will comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable;

if you are not a broker-dealer, you are not engaging in, and do not intend to engage in, a distribution of exchange notes; and

if you are a broker-dealer, initial notes to be exchanged were acquired by you as a result of market-making or other trading activities and you will deliver a prospectus in connection with any resale, offer to resell or other transfer of such exchange notes.

Please refer to the sections of this prospectus entitled "The Exchange Offer Procedure for Tendering Initial Notes," "Proper Execution and Delivery of Letters of Transmittal," "Risk Factors," "Risks Related to the Exchange Offer," "Some persons who participate in the exchange offer must deliver a prospectus in connection with resales of the exchange notes," and "Plan of Distribution."

**Obligations of Broker-Dealers**

If you are a broker-dealer (1) that receives exchange notes, you must acknowledge that you will deliver a prospectus in connection with any resales of the exchange notes, (2) who acquired the initial notes as a result of market making or other trading activities, you may use the exchange offer prospectus as supplemented or amended, in connection with resales of the exchange notes, or (3) who acquired the initial notes directly from the issuers in the initial offering and not as a result of market making and trading activities, you must, in the absence of an exemption, comply with the registration and prospectus delivery requirements of the Securities Act in connection with resales of the exchange notes.

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**Summary of Terms of the Exchange Notes**

Issuer	Ply Gem Industries, Inc., a Delaware corporation.
Exchange Notes	Up to \$150,000,000 aggregate principal amount of 6.50% Senior Notes due 2022. The initial notes constitute an additional issuance of 6.50% Senior Notes due 2022 pursuant to our indenture, dated as of January 30, 2014, under which the existing notes were previously issued. The forms and terms of the exchange notes are the same as the form and terms of the initial notes except that the issuance of the exchange notes is registered under the Securities Act, will not bear legends restricting their transfer and the exchange notes will not be entitled to registration rights under our registration rights agreement. The exchange notes will evidence the same debt as the initial notes, and both the initial notes and the exchange notes will be governed by the same indenture.
Interest	The notes bear interest at a rate per annum equal to 6.50%, payable semi-annually, on February 1 and August 1 of each year, commencing on February 1, 2015.
Maturity Date	February 1, 2022.
Guarantees	The notes are initially jointly and severally, irrevocably and unconditionally guaranteed on a senior unsecured basis, subject to certain limitations described herein, by our parent company, Ply Gem Holdings, and all of our wholly-owned subsidiaries located in the United States (other than Unrestricted Subsidiaries as such term is defined in Description of the Notes ) that guarantee the ABL Facility and the Term Loan Facility. The guarantees are general unsecured obligations of the guarantors and are equal in right of payment to all existing and future senior debt of the guarantors, which includes their guarantees of the ABL Facility and the Term Loan Facility. See Description of the Notes Note Guarantees.
Ranking	<p>The notes are our senior unsecured obligations and:</p> <p>rank equally in right of payment to all of our existing and future senior debt and other obligations that are not, by their terms, expressly subordinated in right of payment to the notes (including obligations under the ABL Facility and the Term Loan Facility);</p> <p>are senior in right of payment to all of our existing and future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the notes;</p> <p>are effectively subordinated to all of our existing and future secured debt (including obligations under the ABL Facility and the Term Loan Facility), to the extent of the value of the assets securing such indebtedness; and</p>



are structurally subordinated to all obligations of each of our subsidiaries that is not a guarantor of the notes.

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As of September 27, 2014, the notes ranked: (1) effectively junior to approximately \$448.9 million of senior secured indebtedness, consisting of indebtedness outstanding under the ABL Facility and the Term Loan Facility and (2) structurally junior to approximately \$24.9 million of indebtedness of our non-guarantor subsidiaries. Further, as of September 27, 2014, we had approximately \$5.7 million of outstanding letters of credit and priority payables reserves and we could have incurred approximately \$221.4 million of additional indebtedness under the ABL Facility, all of which would be secured. See Description of the Notes Ranking.

**Optional Redemption**

Prior to February 1, 2017, we may redeem up to 40% of the aggregate principal amount of the notes with the net cash proceeds from certain equity offerings at a redemption price equal to 106.50% of the aggregate principal amount of the notes, plus accrued and unpaid interest, if any, provided that at least 50% of the aggregate principal amount of the notes remains outstanding after the redemption.

Prior to February 1, 2017, we may redeem the notes, in whole or in part, at a redemption price equal to 100% of the principal amount plus a make-whole premium plus accrued and unpaid interest, if any.

At any time on or after February 1, 2017, we may redeem the notes, in whole or in part, at the redemption prices listed in Description of the Notes Optional Redemption.

**Change of Control**

If we experience a change of control, we may be required to offer to purchase the notes at a purchase price equal to 101% of the aggregate principal amount, plus accrued and unpaid interest, if any. We might not be able to pay you the required price for the notes you present to us at the time of a change of control because the ABL Facility, the Term Loan Facility or other indebtedness may prohibit payment or we might not have enough funds at that time.

Following any such offer to purchase, under certain circumstances, prior to February 1, 2017, we may redeem all, but not less than all, of the notes not tendered in such offer at a price equal to 101% of the principal amount, plus accrued and unpaid interest, if any. See Description of the Notes Change of Control.

**Certain Covenants**

The indenture governing the notes limits, among other things, the ability of Ply Gem Industries and its subsidiaries to:

incur additional indebtedness;

pay dividends or make other distributions or repurchase or redeem our stock;

make loans and investments;

sell assets;

incur certain liens;

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enter into agreements restricting our subsidiaries' ability to pay dividends;

enter into transactions with affiliates; and

consolidate, merge or sell all or substantially all of our assets.

The restrictive covenants generally do not restrict our parent company, Ply Gem Holdings, or any of its subsidiaries that are not our subsidiaries.

These covenants are subject to important exceptions and qualifications, which are described under the heading "Description of the Notes—Certain Covenants," and certain covenants will be suspended during any period in which the notes are rated investment grade by both Moody's Investors Service, Inc. and Standard & Poor's Ratings Group as more fully described under "Description of the Notes—Certain Covenants" in this prospectus.

**Original Issue Discount**

Because the initial notes were issued with original issue discount, the exchange notes should be treated as having been issued with original issue discount for U.S. federal income tax purposes. Accordingly, a United States Holder (as defined in "Federal Income Tax Considerations") will be required to include such original issue discount in gross income as it accrues, in advance of the receipt of cash, regardless of such holder's method of accounting for U.S. federal income tax purposes. See "Federal Income Tax Considerations."

**Use of Proceeds**

We will not receive any proceeds from the issuance of the exchange notes in exchange for the outstanding initial notes. We are making this exchange solely to satisfy our obligations under the registration rights agreement entered into in connection with the offering of the initial notes.

**Absence of a Public Market for the Exchange Notes**

The exchange notes are new securities with no established market for them. We cannot assure you that a market for these exchange notes will develop or that this market will be liquid. Please refer to the section of this prospectus entitled "Risk Factors—Risks Related to Our Substantial Indebtedness and the Notes." There is no established trading market for the exchange notes, and you may not be able to sell them quickly or at the price that you paid.

**Form of the Exchange Notes**

The exchange notes will be represented by one or more permanent global securities in registered form deposited on behalf of The Depository Trust Company with Wells Fargo Bank, National Association, as custodian. You will not receive exchange notes in certificated form unless one of the events described in the section of this prospectus entitled "Description of the Notes—Book Entry; Delivery and Form—Exchange of Book Entry Notes for Certificated Notes" occurs. Instead, beneficial interests in the exchange notes will

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be shown on, and transfers of these exchange notes will be effected only through, records maintained in book-entry form by The Depository Trust Company with respect to its participants.

Risk Factors

See Risk Factors beginning on page 20 for a discussion of factors you should carefully consider before deciding to invest in the notes.

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The summary historical financial data presented below for each of the years in the three-year period ended December 31, 2013 have been derived from, and should be read together with, our audited consolidated financial statements and the accompanying notes incorporated by reference into this prospectus.

The summary historical financial data presented below as of September 27, 2014 and for the nine months ended September 27, 2014 and September 28, 2013 have been derived from, and should be read together with, our unaudited condensed consolidated financial statements and the accompanying notes incorporated by reference into this prospectus. In the opinion of management, all adjustments consisting of normal recurring accruals considered necessary for a fair presentation have been included. The results of operations for interim periods are not necessarily indicative of the operating results that may be expected for the entire year or any future period.

This summary historical financial data are qualified in their entirety by the more detailed information appearing in our financial statements and the related notes incorporated by reference into this prospectus. See [Where You Can Find More Information](#).

(Amounts in thousands)

	Fiscal Year Ended December 31,			Nine Months Ended	
	2013(1)	2012	2011	September 27, 2014(2)	September 28, 2013 (Unaudited)
<b>Statement of operations data(3):</b>					
Net sales	\$ 1,365,581	\$ 1,121,301	\$ 1,034,857	\$ 1,116,524	\$ 1,032,663
Cost of products sold	1,106,911	877,102	824,325	890,717	832,389
Gross profit	258,670	244,199	210,532	225,807	200,274
<b>Operating expenses:</b>					
Selling, general and administrative expenses	187,131	147,242	138,912	156,391	131,162
Amortization of intangible assets	20,236	26,937	26,689	15,841	14,575
Initial public offering costs	23,527				23,527
Total operating expenses	230,894	174,179	165,601	172,232	169,264
Operating earnings	27,776	70,020	44,931	53,575	31,010
Foreign currency gain (loss)	(1,533)	409	492	(517)	(755)
Interest expense	(92,046)	(103,133)	(101,488)	(52,065)	(70,605)
Interest income	362	91	104	64	359
Tax receivable agreement liability adjustment	5,167			(14,419)	(1,474)
Loss on modification or extinguishment of debt(4)	(18,948)	(3,607)	(27,863)	(21,364)	(18,948)
Loss before provision (benefit) for income taxes	(79,222)	(36,220)	(83,824)	(34,726)	(60,413)
Provision (benefit) for income taxes	298	2,835	683	(15,933)	1,676
Net loss	\$ (79,520)	\$ (39,055)	\$ (84,507)	\$ (18,793)	\$ (62,089)
Basic and diluted earnings (loss) attributable to common stockholders per share	\$ (1.32)	\$ (0.80)	\$ (1.73)	\$ (0.28)	\$ (1.08)

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*(Amounts in thousands)*

	Fiscal Year Ended December 31,			Nine Months Ended	
	2013(1)	2012	2011	September 27, 2014(2)	September 28, 2013 (Unaudited)
<b>Other financial data:</b>					
Adjusted EBITDA(5)	\$ 117,460	\$ 127,262	\$ 114,501	\$ 98,219	\$ 101,458
Capital expenditures	25,894	24,646			