DARLING INTERNATIONAL INC Form SC 13D/A March 11, 2005

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

DARLING INTERNATIONAL, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE (Title of Class of Securities)

237266101 (CUSIP Number)

Ms. Sonia E. Gardner Avenue Capital Group, LLC 535 Madison Avenue 15th Floor New York, New York 10022 (212) 850-7519 with a copy to:
Matthew S. Eisenberg, Esq.
Cobb & Eisenberg LLC
329 Riverside Avenue, 2nd Floor
Westport, CT 06880
(203) 222-1940

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 22, 2005 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box $|_|$.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 237266101

13D

Page 2 of 19 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

	GL Part	ners II, LI	LC .							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []									
3	SEC USE ONLY									
4	SOURCE (OF FUNDS*								
5			RE OF LEGAL PF 2(d) OR 2(e):		IS REQUIRE	ED				
6	CITIZEN		ACE OF ORGANIZ	ZATION						
		7 SOLE VOT 0	ring power							
SHAR	ES	8 SHARED V 465,130	OTING POWER							
OWNED EAC	EACH		SOLE DISPOSITIVE POWER 0							
REPOR PERS WIT	ON 1	0 SHARED D 465,130	DISPOSITIVE PO	OWER						
11	PERSON	TE AMOUNT E	BENEFICIALLY (DWNED BY EA	ACH REPORT	ING				
12	CHECK II SHARES* N/A	F THE AGGRE	EGATE AMOUNT 1	IN ROW (11)	EXCLUDES	CERTAIN				
13	PERCENT	OF CLASS F	REPRESENTED BY	Y AMOUNT II	N ROW (11)					
	TYPE OF	REPORTING	PERSON*							
** In persons. S			rted herein as	s beneficia	ally owned	by other	reporting			
CUSIP No.	2372661	01	13D	Paç	ge 3 of	19 Pages	3			
1		REPORTING IDENTIFICAT	PERSON FION NO. OF A	BOVE PERSON	(ENTITIES	S ONLY)				
	Avenue	Capital Par	rtners II, LLC	C						
2	CHECK TI (a) [(b) []	IATE BOX IF A	MEMBER OF	A GROUP*					

3	SEC USE ONLY
4	SOURCE OF FUNDS*
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
	7 SOLE VOTING POWER 0
SHAR	
BENEFIC OWNED EAC REPOR	BY 9 SOLE DISPOSITIVE POWER I 0
PERS WIT	N 10 SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 465,130 shares**
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* N/A
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.7%
14	TYPE OF REPORTING PERSON*
persons. S	cludes shares reported herein as beneficially owned by other reporting tem 5. 237266101 13D Page 4 of 19 Pages
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
	Avenue Special Situations Fund II, LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
3	SEC USE ONLY
4	SOURCE OF FUNDS*
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6	CITIZENSH: Delaware	IP OR P	LACE OF ORGAN	NIZATION			
	7	SOLE VO	OTING POWER				
NUMBE SHAR BENEFIC	ES	SHARED 465,13	VOTING POWER	R			
OWNED EAC		SOLE D	ISPOSITIVE PO	OWER			
	ON 10	SHARED 465,13	DISPOSITIVE 0	POWER			
11	AGGREGATE PERSON 465,130 sl		BENEFICIALLY	Y OWNED BY	EACH REPORT	ΓING	
12	CHECK IF 'SHARES*	THE AGG	REGATE AMOUNT	T IN ROW (1	1) EXCLUDES	S CERTAIN	
13	PERCENT OF	F CLASS	REPRESENTED	BY AMOUNT	IN ROW (11))	
	TYPE OF D	EPORTIN	G PERSON*				
** In	PN cludes sha		orted herein	as benefic	cially owned	d by other	reporting
	PN cludes sha			as benefic	cially owned	d by other	reporting
** In persons. S	PN cludes sha	res repo	orted herein		cially owner		
** In persons. S	PN	res repo	orted herein		Page 5 of	19 Page	
** In persons. S	PNcludes share e Item 5. 237266101NAME OF RII.R.S. IDI	res repo	orted herein 13D G PERSON	ABOVE PERS	Page 5 of	19 Page	
** In persons. S	PNcludes share ee Item 5. 237266101NAME OF RI I.R.S. IDI Avenue Cap	res reporting	orted herein 13D G PERSON ATION NO. OF	ABOVE PERS	Page 5 of	19 Page	
** In persons. S CUSIP No. 1	PNcludes share ee Item 5. 237266101NAME OF RI I.R.S. IDI Avenue CapCHECK THE (a) []	res reporting ENTIFICA pital Management	orted herein 13D G PERSON ATION NO. OF	ABOVE PERS	Page 5 of	19 Page	
** In persons. S CUSIP No. 1	PN	res reportino ENTIFICA pital Marchael APPROPI	13D G PERSON ATION NO. OF anagement II, RIATE BOX IF	ABOVE PERS	Page 5 of	19 Page	
** In persons. S CUSIP No. 1 2 3 4	PN	res reporting EPORTING ENTIFICA pital Management APPROP! APPROP! FUNDS*	13D G PERSON ATION NO. OF anagement II, RIATE BOX IF	ABOVE PERS , LLC A MEMBER (Page 5 of GON (ENTITIE DF A GROUP*	19 Page	
** In persons. S CUSIP No. 1 2 3 4	PN	res reporting EPORTING ENTIFICA Dital Management APPROPI APPROPI FUNDS* OISCLOSI TO ITEM:	13D G PERSON ATION NO. OF Management II, RIATE BOX IF	ABOVE PERS , LLC A MEMBER (PROCEEDING e):	Page 5 of GON (ENTITIE DF A GROUP*	19 Page	

SHAR	ES		SHARED 2,635,1	VOTING POWE	IR.				
EAC		9	SOLE DI	ISPOSITIVE P	OWER				
	ON	10	SHARED 2,635,1	DISPOSITIVE 130	POWER				
11	PERSC	N	AMOUNT	BENEFICIALL	Y OWNED B	SY EACH REI	PORTING		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* N/A								
13	PERCE 4.1%	INT O	F CLASS	REPRESENTED	BY AMOUN	T IN ROW	(11)		
14	TYPE IA	OF R	EPORTING	G PERSON*					
CUSIP No.	23726	6101		13D		Page 6	of 19	Pages	
	NAME	OF R	 EPORTING	13D G PERSON ATION NO. OF					
			vestment			·		,	
2	CHECK (a) (b)	[]	APPROPI	RIATE BOX IF	`A MEMBER	OF A GROU	JP*		
3	SEC U	SE O	NLY						
4	SOURC N/A	E OF	FUNDS*						
5				URE OF LEGAL S 2(d) OR 2(NGS IS RE(QUIRED		
6	CITIZ Delaw		IP OR PI	LACE OF ORGA	ANIZATION				
		7	SOLE VO	OTING POWER					
SHAR	ES		SHARED 223,325	VOTING POWE	lR				
EAC	BY H		SOLE DI	 ISPOSITIVE P	OWER				
REPOR PERS		10	SHARED	DISPOSITIVE					

WIT	Н	223,325						
11	AGGREGATE PERSON 223,325 sh	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING						
12	CHECK IF T SHARES* N/A	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN						
13	PERCENT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (11)						
14	TYPE OF RE	EPORTING PERSON*						
** Inpersons. So		res reported herein as beneficially owned by other reportin						
CUSIP No.	237266101	13D Page 7 of 19 Pages						
1		EPORTING PERSON ENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Avenue Partners, LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []							
3	SEC USE ON	NLY						
4	SOURCE OF	FUNDS*						
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEMS 2(d) OR 2(e):						
6	CITIZENSH: New York	IP OR PLACE OF ORGANIZATION						
	7	SOLE VOTING POWER 0						
SHAR	ES	SHARED VOTING POWER						
OWNED EAC	IALLY BY 9 H TING	SOLE DISPOSITIVE POWER 0						
	ON 10 H	SHARED DISPOSITIVE POWER 223,325						
11		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING						

12	CHECK IF T SHARES* N/A	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
13	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	TYPE OF RE	PORTING PERSON*
** In persons. S		es reported herein as beneficially owned by other reporting
CUSIP No.	237266101	13D Page 9 of 19 Pages
1		PORTING PERSON INTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
	Avenue Int	ernational, Ltd.
2	CHECK THE (a) [] (b) []	APPROPRIATE BOX IF A MEMBER OF A GROUP*
3	SEC USE ON	LY
4	SOURCE OF N/A	FUNDS*
5		SISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED O ITEMS 2(d) OR 2(e):
6	CITIZENSHI Cayman Isl	P OR PLACE OF ORGANIZATION ands
	7	SOLE VOTING POWER 0
	ES	SHARED VOTING POWER 886,837
OWNED EAC		SOLE DISPOSITIVE POWER 0
	ON 10	SHARED DISPOSITIVE POWER 886,837
11	PERSON 886,837 sh	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
	CHECK IF T SHARES* N/A	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)

	14	TYPE OF R	EPORTING PE	ERSON*				
		cludes sha ee Item 5.	res reporte	ed herein as	s benefi	cially ow	med by o	ther reporting
CUSIP N	10.	237266101		13D		Page 11	of 19	Pages
	1		EPORTING PE	ERSON DN NO. OF AE	BOVE PER	SON (ENTI	TIES ONL	Υ)
		Avenue Sp	ecial Situa	ations Fund	III, LP			
	2	CHECK THE (a) [] (b) []	APPROPRIAT	TE BOX IF A	MEMBER	OF A GROU	IP*	
	3	SEC USE O	 NLY					
	4	SOURCE OF	FUNDS*					
	5			OF LEGAL PF (d) OR 2(e):		GS IS REQ	UIRED	
	6	CITIZENSH Delaware	IP OR PLACE	OF ORGANIZ	ZATION			
		7	SOLE VOTIN	IG POWER				
S	HARI		SHARED VOTING POWER 1,059,838					
OW	NED EACI		SOLE DISPOSITIVE POWER 0					
P		ON 10	SHARED DIS 1,059,838	SPOSITIVE PO	OWE			
	11	AGGREGATE PERSON 1,059,838		NEFICIALLY (OWNED BY	EACH REP	ORTING	
		SHARES* N/A	THE AGGREG <i>P</i>	ATE AMOUNT I	IN ROW (11) EXCLU	DES CERT	AIN
	13		F CLASS REF	PRESENTED BY				
	14	TYPE OF R	EPORTING PE					

 $[\]star\star$ Includes shares reported herein as beneficially owned by other reporting

persons. See Item 5.

CUSIP No.	237266101		13D		Page	12	of	19	Pages		
1		NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)									
	Avenue Ca	pital Partne	rs III, LLC								
2	CHECK THE (a) [] (b) []										
3	SEC USE O										
4	SOURCE OF										
5		DISCLOSURE O TO ITEMS 2(d		CEEDIN	GS IS	REQ	JIREI)			
6	CITIZENSH Delaware	IP OR PLACE	OF ORGANIZA	TION							
	7	SOLE VOTING	POWER								
SHAR	ES	SHARED VOTI 1,059,838	NG POWER								
OWNED EAC	ACH DRTING	SOLE DISPOS	ITIVE POWER								
PERS		SHARED DISP 1,059,838	OSITIVE POW	ER							
11	PERSON	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,059,838 shares**									
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* N/A										
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)										
14	TYPE OF R	TYPE OF REPORTING PERSON*									

 $[\]ensuremath{^{\star\star}}$ Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

CUSIP No.	237266101		13D	F	Page	13	of	19	Pages		
1		NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)									
	GL Partner	s III, LLC									
2	CHECK THE (a) [] (b) []										
3	SEC USE ON	SEC USE ONLY									
4		SOURCE OF FUNDS*									
5	CHECK IF D	ISCLOSURE O O ITEMS 2(d		OCEEDING	GS IS	REQ	JIREI) 			
6	CITIZENSHI Delaware	P OR PLACE	OF ORGANIZ <i>i</i>	NOITA							
		SOLE VOTING	POWER								
BENEFICIALLY		1,059,838 SOLE DISPOS		 R							
	ON 10	SHARED DISP 1,059,838	OSITIVE POW	√ER							
11	AGGREGATE PERSON 1,059,838		FICIALLY OW	NED BY	EACH	REP	ORTII	NG			
12	CHECK IF T SHARES* N/A	HE AGGREGAT	E AMOUNT IN	N ROW (1	L1) E	XCLUI	DES (CERT.	AIN		
13	PERCENT OF	CLASS REPR	ESENTED BY	AMOUNT	IN R		11)				
	TYPE OF RE										
	cludes shar								ther reporting		
CUSIP No.	237266101		13D	F	?age	14	of	19	Pages		
1	NAME OF RE	 PORTING PER NTIFICATION		OVE PERS	SON (ENTI	ries	ONL	Y)		
	Marc Lasry										

2	CHECK THE (a) [] (b) []								
3	SEC USE O	NLY							
4	SOURCE OF	FUNDS*							
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEMS 2(d) OR 2(e):							
6	CITIZENSH: United Sta	IP OR PLACE OF ORGANIZATION ates							
	7	SOLE VOTING POWER 0							
NUMBE SHAR BENEFIC	ES	SHARED VOTING POWER 2,635,130							
	BY 9 H	SOLE DISPOSITIVE POWER 0							
PERS	-	SHARED DISPOSITIVE POWER 2,635,130							
11	AGGREGATE PERSON 2,635,130	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING shares**							
12	CHECK IF SHARES*	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN							
13	PERCENT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (11)							
14	TYPE OF RI	EPORTING PERSON*							

 $\ensuremath{^{\star\star}}$ Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

The following constitutes Amendment No. 5 ("Amendment No. 5") to the Schedule 13D filed by the undersigned on September 22, 2003, as amended by Amendment No. 1 filed by the undersigned on April 22, 2004, and as further amended by Amendment No. 2 filed on August 23, 2004, Amendment No. 3 filed on November 24, 2004, and Amendment No. 4 filed on February 11, 2005 (collectively, the "Schedule 13D"). This Amendment No. 5 amends the Schedule 13D as specifically set forth. Defined terms not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5(a) is hereby amended and restated in its entirety to read as follows:

(a) According to information set forth in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended October 2, 2004, there were 63,918,346 shares of Common Stock issued and outstanding at November 10, 2004. Based upon such information, and taking into account the transactions described in Item 5(c) below, as of the date hereof the Reporting Persons report beneficial ownership as follows:

- a. Avenue Investments, LP owns directly 223,325 shares of Common Stock, constituting 0.4% of the Company's outstanding shares, which shares may be deemed to be beneficially indirectly owned by Avenue Partners, LLC (in its capacity as general partner), Avenue Capital Management II, LLC (in its capacity as investment advisor), and Mr. Lasry as described below;
- b. Avenue International, Ltd. owns directly 886,837 shares of Common Stock, constituting 1.4% of the Company's outstanding shares, which shares may be deemed to be beneficially indirectly owned by Avenue Capital Management II, LLC (in its capacity as investment advisor), and Mr. Lasry as described below;
- c. Avenue Special Situations Fund II, LP owns directly 465,130 shares of Common Stock, constituting approximately 0.7% of the Company's outstanding shares, which shares may be deemed to be beneficially indirectly owned by Avenue Capital Partners II, LLC (in its capacity as general partner), GL Partners II, LLC (in its capacity as managing member of the general partner), Avenue Capital Management II, LLC (in its capacity as investment advisor), and Mr. Lasry as described below;
- d. Avenue Special Situations Fund III, LP owns directly 1,059,838 shares of Common Stock, constituting 1.7% of the Company's outstanding shares, which shares may be deemed to be beneficially indirectly owned by Avenue Capital Partners III, LLC (in its capacity as general partner), GL Partners III, LLC (in its capacity as managing member of the general partner), Avenue Capital Management II, LLC (in its capacity as investment advisor), and Mr. Lasry as described below;

As of the date hereof, Mr. Lasry, in his capacity as principal control person of all of the other Reporting Persons, may be deemed to own beneficially indirectly 2,635,130 shares of Common Stock, constituting approximately 4.1% of the Company's outstanding shares, which figure includes the shares owned directly by Avenue Investments, LP, Avenue International, Ltd., Avenue Special Situations Fund II, LP, and Avenue Special Situations Fund III, LP, described above.

Item 5(c) is hereby amended and supplemented as follows:

Since February 11, 2005, the date of most recent filing of Schedule 13D on behalf of the Reporting Persons, the Reporting Persons sold the following shares of Common Stock on the open market:

Entity	Trade Date	Shares	Price/Share
Avenue Special Situations Fund II, LP	2/22/05	563,500	\$4.03
Avenue Special Situations Fund III, LP	2/22/05	50,162	\$4.00
Avenue Investments, LP	2/22/05	46,675	\$4.00
Avenue International, Ltd.	2/22/05	103,163	\$4.00

Item 5(e) is hereby amended and restated as follows:

As of February 22, 2005, Avenue Capital Management II, LLC and Marc Lasry each

ceased to be the beneficial owner of more than five percent of the Company's Common Stock. Each of the other Reporting Persons named herein ceased to be the beneficial owner of more than five percent of the Company's Common Stock as of a date prior to February 22, 2005.

Signatures

After reasonable inquiry and to the best of my (our) knowledge and belief, I (we) certify that the information set forth in this statement is true, complete and correct.

Date: March 9, 2005

Avenue Investments, LP
By: Avenue Partners, LLC
Its general partner

/s/ Marc Lasry

By: Marc Lasry

Title: Managing Member

Avenue Partners, LLC

/s/ Marc Lasry

By: Marc Lasry

Title: Managing Member

Avenue International, Ltd.

/s/ Marc Lasry

By: Marc Lasry
Title: Director

Avenue Special Situations Fund II, LP

By: Avenue Capital Partners II, LLC

Its general partner By: GL Partners II, LLC

Its managing member

/s/ Marc Lasry

By: Marc Lasry

Title: Managing Member

Avenue Capital Partners II, LLC By: GL Partners II, LLC, Its managing member

/s/ Marc Lasry _____ By: Marc Lasry Title: Managing Member GL Partners II, LLC /s/ Marc Lasry By: Marc Lasry Title: Managing Member Avenue Special Situations Fund III, LP By: Avenue Capital Partners III, LLC Its general partner By: GL Partners III, LLC Its managing member /s/ Marc Lasry By: Marc Lasry Title: Managing Member Avenue Capital Partners III, LLC By: GL Partners III, LLC, Its managing member /s/ Marc Lasry By: Marc Lasry Title: Managing Member GL Partners III, LLC /s/ Marc Lasry By: Marc Lasry Title: Managing Member Avenue Capital Management II, LLC /s/ Marc Lasry By: Marc Lasry Title: Managing Member /s/ Marc Lasry ______

Marc Lasry, an individual

Joint Filing Agreement

Avenue Partners, LLC, a New York limited liability company; Avenue Capital Partners II, LLC, GL Partners II, LLC, Avenue Capital Partners III, LLC, GL Partners III, LLC and Avenue Capital Management II, LLC, each a Delaware limited liability company; Avenue Investments, LP, Avenue Special Situations Fund II, LP, and Avenue Special Situations Fund III, LP, each a Delaware limited partnership; Avenue International, Ltd., a Cayman Islands exempted company; and Marc Lasry, an individual, hereby agree to file jointly the statement on Schedule 13D to which this Agreement is attached and any amendments thereto which may be deemed necessary, pursuant to Regulation 13D-G under the Securities Exchange Act of 1934.

It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, but such party is not responsible for the completeness and accuracy of information concerning any other party unless such party knows or has reason to believe such information is inaccurate.

It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to the statement on Schedule 13D, and any amendments thereto, filed on behalf of each of the parties hereto.

Dated: March 9, 2005

/s/ Marc Lasry

By: Marc Lasry

Title: Managing Member

Avenue Partners, LLC

/s/ Marc Lasry

By: Marc Lasry

Title: Managing Member

Avenue International, Ltd.

/s/ Marc Lasry

By: Marc Lasry Title: Director

Avenue Special Situations Fund II, LP By: Avenue Capital Partners II, LLC

Its general partner
By: GL Partners II, LLC
Its managing member

/s/ Marc Lasry

By: Marc Lasry

Title: Managing Member

Avenue Capital Partners II, LLC By: GL Partners II, LLC, Its managing member /s/ Marc Lasry By: Marc Lasry Title: Managing Member GL Partners II, LLC /s/ Marc Lasry _____ By: Marc Lasry Title: Managing Member Avenue Special Situations Fund III, LP By: Avenue Capital Partners III, LLC Its general partner By: GL Partners III, LLC Its managing member /s/ Marc Lasry _____ By: Marc Lasry Title: Managing Member Avenue Capital Partners III, LLC By: GL Partners III, LLC, Its managing member /s/ Marc Lasry _____ By: Marc Lasry Title: Managing Member GL Partners III, LLC /s/ Marc Lasry _____ By: Marc Lasry Title: Managing Member Avenue Capital Management II, LLC /s/ Marc Lasry By: Marc Lasry Title: Managing Member /s/ Marc Lasry _____

Marc Lasry, an individual