

Edgar Filing: GL PARTNERS II LLC - Form SC 13D/A

GL PARTNERS II LLC
Form SC 13D/A
August 23, 2004

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

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)

August 17, 2004
(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).

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

GL Partners II, LLC

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|--|----|---------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 3,103,730 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 3,103,730 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
 PERSON
 3,103,730**

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES*
 N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 4.9%

14 TYPE OF REPORTING PERSON*
 OO

** Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Avenue Capital Partners II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) []
 (b) []

3 SEC USE ONLY

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4 SOURCE OF FUNDS*
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | |
|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER 0 |
| | 8 SHARED VOTING POWER 3,103,730 |
| | 9 SOLE DISPOSITIVE POWER 0 |
| | 10 SHARED DISPOSITIVE POWER 3,103,730 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
3,103,730**

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.9%

14 TYPE OF REPORTING PERSON*
OO

** Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

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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*
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

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| | | |
|--|---|---------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 3,103,730 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 3,103,730 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,103,730** | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* N/A | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.9% | |
| 14 | TYPE OF REPORTING PERSON* PN | |

** Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

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| | | |
|--|--|----------------------------------|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Avenue Capital Management II, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS* N/A | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 5,473,730 |
| | 9 | SOLE DISPOSITIVE POWER |

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| | |
|-------------|---|
| PERSON WITH | 0 |
| | ----- |
| | 10 SHARED DISPOSITIVE POWER 5,473,730 |
| | ----- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,473,730** |
| | ----- |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* N/A |
| | ----- |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.6% |
| | ----- |
| 14 | TYPE OF REPORTING PERSON* IA |
| | ----- |

** Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

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| | |
|---|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Avenue Investments, LP |
| | ----- |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] |
| | ----- |
| 3 | SEC USE ONLY |
| | ----- |
| 4 | SOURCE OF FUNDS* N/A |
| | ----- |
| 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 |
| | ----- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 SHARED VOTING POWER 270,000 |
| | ----- |
| | 9 SOLE DISPOSITIVE POWER 0 |
| | ----- |
| | 10 SHARED DISPOSITIVE POWER 270,000 |
| | ----- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 270,000** |

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 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES*
 N/A

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.4%

 14 TYPE OF REPORTING PERSON*
 PN

** Includes shares reported herein as beneficially owned by other reporting
 persons. See Item 5.

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 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION 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 ONLY

 4 SOURCE OF FUNDS*
 N/A

 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) OR 2(e):

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 New York

| | | |
|--|---------|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 0 | |
| | 8 | SHARED VOTING POWER |
| | 270,000 | |
| | 9 | SOLE DISPOSITIVE POWER |
| | 0 | |
| | 10 | SHARED DISPOSITIVE POWER |
| | 270,000 | |

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
 PERSON
 270,000**

 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES*
 N/A

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.4%

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14 TYPE OF REPORTING PERSON*
00

** Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

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

Avenue Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

| | |
|--|----------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER 0 |
| | 8 SHARED VOTING POWER 0 |
| | 9 SOLE DISPOSITIVE POWER 0 |
| | 10 SHARED DISPOSITIVE POWER 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
0***

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON*
00

*** See Item 5.

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

Avenue International, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

| | |
|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER 0 |
| | 8 SHARED VOTING POWER 990,000 |
| | 9 SOLE DISPOSITIVE POWER 0 |
| | 10 SHARED DISPOSITIVE POWER 990,000 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

990,000**

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5%

14 TYPE OF REPORTING PERSON*

00

** Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

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

Avenue International Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

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(a) []
 (b) []

 3 SEC USE ONLY

 4 SOURCE OF FUNDS*
 N/A

 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) OR 2(e) :

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|--|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 0 |
| | 8 | SHARED VOTING POWER |
| | | 0 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 0 |

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
 PERSON
 0***

 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES*
 N/A

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.0%

 14 TYPE OF REPORTING PERSON*
 OO

*** See Item 5.

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

 Avenue Special Situations Fund III, LP

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) []
 (b) []

 3 SEC USE ONLY

 4 SOURCE OF FUNDS*
 N/A

 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

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PURSUANT TO ITEMS 2(d) OR 2(e):

| | |
|----|---|
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware |
| 7 | SOLE VOTING POWER 0 |
| 8 | SHARED VOTING POWER 1,110,000 |
| 9 | SOLE DISPOSITIVE POWER 0 |
| 10 | SHARED DISPOSITIVE POWER 1,110,000 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,110,000** |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* N/A |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.7% |
| 14 | TYPE OF REPORTING PERSON* PN |

** Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

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| | |
|---|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Avenue Capital Partners III, LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS* N/A |
| 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 |

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| | | |
|---|--|--|
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 SHARED VOTING POWER 1,110,000 | |
| | 9 SOLE DISPOSITIVE POWER 0 | |
| | 10 SHARED DISPOSITIVE POWER 1,110,000 | |
| 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 1,110,000** | |
| 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | N/A | |
| 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 1.7% | |
| 14 TYPE OF REPORTING PERSON* | OO | |

** Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

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| | | |
|---|--|--|
| 1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) | GL Partners III, LLC | |
| 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) [] (b) [] | |
| 3 SEC USE ONLY | | |
| 4 SOURCE OF FUNDS* | N/A | |
| 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): | | |
| 6 CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER 0 | |
| | 8 SHARED VOTING POWER 1,110,000 | |
| | 9 SOLE DISPOSITIVE POWER 0 | |
| | 10 SHARED DISPOSITIVE POWER 1,110,000 | |

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,110,000**

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.7%

14 TYPE OF REPORTING PERSON*
OO

** Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

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

Marc Lasry

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
5,473,730

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
5,473,730

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,473,730**

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
N/A

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.6%

14 TYPE OF REPORTING PERSON*
IN

** Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

The following constitutes Amendment No. 2 ("Amendment No. 2") 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 (the "Schedule 13D"). This Amendment No. 2 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 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended by adding the following at the end thereof:

As of July 1, 2004, certain firm investment advisory functions and responsibilities were reallocated internally. As a result of such reallocations, 270,000 shares of Common Stock previously reported as being beneficially owned by Avenue Advisors, LLC and 990,000 shares of Common Stock previously reported as being beneficially owned by Avenue International Advisors, LLC, are now beneficially owned by Avenue Capital Management II, LLC. No consideration was paid or received by the above referenced entities in connection with the changes in beneficial ownership.

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 July 3, 2004, there were 63,897,346 shares of Common Stock issued and outstanding at August 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 270,000 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 990,000 shares of Common Stock, constituting 1.5% 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 3,103,730 shares of Common Stock, constituting approximately 4.9% 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

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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 1,110,000 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;
- e. As the result of an internal reallocation of investment advisory functions and responsibilities, the shares of Common Stock previously deemed to be beneficially owned by Avenue Advisors, LLC and Avenue International Advisors, LLC, are now deemed to be beneficially owned by Avenue Capital Management II, LLC.

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 5,473,730 shares of Common Stock, constituting approximately 8.6% 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 restated in its entirety to read as follows:

As of July 1, 2004, certain firm investment advisory functions and responsibilities were reallocated internally. As a result of such reallocations, 270,000 shares of Common Stock previously reported as being beneficially owned by Avenue Advisors, LLC and 990,000 shares of Common Stock previously reported as being beneficially owned by Avenue International Advisors, LLC, are now beneficially owned by Avenue Capital Management II, LLC. No consideration was paid or received by the above referenced entities in connection with the changes in beneficial ownership.

During the last 60 days, the Reporting Persons sold the following shares of Common Stock on the open market (which does not include the sale on April 12, 2004, by Avenue Special Situations Fund II, LP of 50,000 shares at \$3.76 per share, which sale has not previously been reported):

| Entity | Trade Date | Shares | Price/Share |
|---------------------------------------|------------|-----------|-------------|
| Avenue Special Situations Fund II, LP | 08/17/2004 | 1,100,000 | \$4.05 |
| Avenue Special Situations Fund II, LP | 08/18/2004 | 1,400,000 | \$3.95 |

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: August 23, 2004

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

/s/ Marc Lasry

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By: Marc Lasry
Title: Managing Member

Avenue Partners, LLC

/s/ Marc Lasry

By: Marc Lasry
Title: Managing Member

Avenue Advisors, LLC

/s/ Marc Lasry

By: Marc Lasry
Title: Managing Member

Avenue International, Ltd.

/s/ Marc Lasry

By: Marc Lasry
Title: Director

Avenue International Advisors, LLC

/s/ Marc Lasry

By: Marc Lasry
Title: Managing Member

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

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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 and Avenue Advisors, LLC, each a New York limited liability company; Avenue International Advisors, LLC, 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;

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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: August 23, 2004

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 Advisors, LLC

/s/ Marc Lasry

By: Marc Lasry
Title: Managing Member

Avenue International, Ltd.

/s/ Marc Lasry

By: Marc Lasry
Title: Director

Avenue International Advisors, LLC

/s/ Marc Lasry

By: Marc Lasry

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Title: Managing Member

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

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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