SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D/A (Rule 13d-1(e))

Under the Securities Exchange Act of 1934 (Amendment No. 5)

YRC WORLDWIDE INC. (Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

984249607 (CUSIP Number)

Eric Ross

<u>Senior Managing Director and Chief Compliance Officer</u>

Avenue Capital Group

399 Park Avenue, 6th Floor

New York, NY 10022

(212) 850-3500

(Name, Address and Telephone Number of Person Authorized

August 6, 2014
(Date of Event which Requires Filing of this Statement)

to Receive Notices and Communications)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D/A, and is filing this schedule because of §§240.13d-l(e), 240.13d-l(f) or 240.13d-l(g), check the following box. [__]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

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

NAMES OF REPORTING PERSONS 1 Avenue Investments, L.P. ("Avenue Investments") Check the appropriate box if a member of group 2 (a) [] (b) [X] SEC USE ONLY 3 SOURCE OF FUNDS 4 WC 5 Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) [] CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER -0-SHARED VOTING POWER 8 708,867 9 SOLE DISPOSITIVE POWER -0-SHARED DISPOSITIVE POWER 10 708,867 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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CUSIP No: 984249607

708,867

2.3%

PN

TYPE OF REPORTING PERSON

12

13

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1	NAMES OF REPORTING PERSONS
	Avenue Partners, LLC ("Avenue Partners")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) []
	(b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS AF
5	Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) []
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York
	BER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING ON WITH
7	SOLE VOTING POWER -0-
8	SHARED VOTING POWER 2,385,391 ¹
9	SOLE DISPOSITIVE POWER -0-
10	SHARED DISPOSITIVE POWER 2,385,391
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,385,391 $$
12	Check box if the aggregate amount in row (11) excludes certain shares []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.6%

00

TYPE OF REPORTING PERSON

¹ This number represents shares beneficially held by Avenue Investments and through Avenue International GenPar (as defined below) as general partner of Avenue International (as defined below). Avenue Partners is the general partner of Avenue Investments and a shareholder of Avenue International GenPar.

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1	NAMES OF REPORTING PERSONS	
	Avenue International Master, L.P. ("Avenue International")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) []	
	(b) [X]	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) []	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
	BER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING ON WITH	
7	SOLE VOTING POWER -0-	
8	SHARED VOTING POWER 1,676,524	
9	SOLE DISPOSITIVE POWER -0-	
10	SHARED DISPOSITIVE POWER 1,676,524	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,676,524	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.4%	
14	TYPE OF REPORTING PERSON	

PN

1	NAMES OF REPORTING PERSONS
	Avenue International Master GenPar, Ltd. ("Avenue International GenPar")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) []
	(b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS AF
5	Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) []
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands
	BER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING ON WITH
7	SOLE VOTING POWER -0-
8	SHARED VOTING POWER 1,676,524 ¹
9	SOLE DISPOSITIVE POWER -0-
10	SHARED DISPOSITIVE POWER 1,676,524
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,676,524

SCHEDULE 13D

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CUSIP No: 984249607

12

13

14

CO

International.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

This number represents shares beneficially held by Avenue International. Avenue International GenPar is the general partner of Avenue

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1 NAMES OF REPORTING PERSONS	
	Avenue Special Situations Fund VI (Master), L.P. ("Avenue Spec VI")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)[]
	(b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS WC
5	Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) []
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
	BER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING ON WITH
7	SOLE VOTING POWER -0-
8	SHARED VOTING POWER 3,458,611
9	SOLE DISPOSITIVE POWER -0-
10	SHARED DISPOSITIVE POWER 3,458,611
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,458,611
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.1%
14	TYPE OF REPORTING PERSON

PN

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

This number represents shares beneficially held by Avenue Spec VI. Avenue Capital VI is the general partner of Avenue Spec VI.

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CUSIP No: 984249607

11

12

13

14

3,458,611

11.1%

OO

1	NAMES OF REPORTING PERSONS
	GL Partners VI, LLC ("GL VI")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) []
	(b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS AF
5	Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) []
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
	BER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING ON WITH
7	SOLE VOTING POWER -0-
8	SHARED VOTING POWER
	3,458,611 ¹
9	SOLE DISPOSITIVE POWER -0-
10	SHARED DISPOSITIVE POWER 3,458,611
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

This number represents shares beneficially held by Avenue Spec VI. GL VI is the managing member of Avenue Capital VI, the general

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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3,458,611

11.1%

00

partner of Avenue Spec VI.

TYPE OF REPORTING PERSON

12 13

1 NAMES OF REPORTING PERSONS Managed Accounts Master Fund Services – MAP 10 ("MAP 10") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) [] (b) [X] SEC USE ONLY 3 4 SOURCE OF FUNDS WC Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) 5 CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER -0-8 SHARED VOTING POWER 91,968 9 SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 91,968 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 91,968 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [] 12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

TYPE OF REPORTING PERSON

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{01781182; 1; 0080-2 }

OO

13

14

CUSIP No: 984249607

1 NAMES OF REPORTING PERSONS Avenue Special Opportunities Fund I, L.P. ("Avenue Special Opportunities") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) [] (b) [X] SEC USE ONLY 3 SOURCE OF FUNDS 4 WC 5 Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) [] CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER 7 -0-SHARED VOTING POWER 8 1,337,155 9 SOLE DISPOSITIVE POWER -0-10 SHARED DISPOSITIVE POWER 1,337,155 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 1,337,155

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

SCHEDULE 13D

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CUSIP No: 984249607

12

13

14

4.3%

OO

NAMES OF REPORTING PERSONS 1 Avenue SO Capital Partners I, LLC ("Avenue SO Capital Partners") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) [] (b) [X] 3 SEC USE ONLY 4 SOURCE OF FUNDS AF 5 Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER 8 SHARED VOTING POWER $1,337,155^{1}$ SOLE DISPOSITIVE POWER 9 -0-10 SHARED DISPOSITIVE POWER 1,337,155 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,337,155 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [] 12

This number represents shares beneficially held by Avenue Special Opportunities. Avenue SO Capital Partners is the general partner of

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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13

14

4.3%

OO

Avenue Special Opportunities.

{01781182; 1; 0080-2 }

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1	NAMES OF REPORTING PERSONS	
	GL SO Partners I, LLC ("Avenue SO Partners I")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) []	
	(b) [X]	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) []	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	BER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING ON WITH	
7	SOLE VOTING POWER -0-	
8	SHARED VOTING POWER	
	1,337,155 ¹	
9	SOLE DISPOSITIVE POWER	
	-0-	
10	SHARED DISPOSITIVE POWER	
	1,337,155	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,337,155	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.3%	
14	TYPE OF REPORTING PERSON	

OO

¹ This number represents shares beneficially held by Avenue Special Opportunities. Avenue SO Partners I is the managing member of Avenue SO Capital Partners, the general partner of Avenue Special Opportunities.

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Avenue Capital Management II, L.P. ("Avenue Capital Management II")

NAMES OF REPORTING PERSONS

1

Check the appropriate box if a member of group	
(a) []	
(b) [X]	
SEC USE ONLY	
SOURCE OF FUNDS AF	
Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) []	
CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
BER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING ON WITH	
SOLE VOTING POWER -0-	
SHARED VOTING POWER 7,273,125 ¹	
SOLE DISPOSITIVE POWER -0-	
SHARED DISPOSITIVE POWER 7,273,125	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,273,125	
Check if the aggregate amount in row (11) excludes certain shares []	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 23.3%	
TYPE OF REPORTING PERSON IA	

Avenue Capital Management II exercises voting and investment power over the securities beneficially owned by the Funds (as defined below). This number includes 3,458,611 shares of common stock held by Avenue Spec VI, 708,867 shares of common stock held by Avenue Investments, 1,676,524 shares of common stock held by Avenue International, 91,968 shares of common stock held by MAP-10 and 1,337,155 shares of common stock held by Avenue Special Opportunities (Avenue Special Opportunities, together with Avenue Spec VI, Avenue Investments, MAP 10 and Avenue International, the "Funds") on August 5, 2014.

1	NAMES OF REPORTING PERSONS
	Avenue Capital Management II GenPar, LLC ("GenPar")
2	Check the appropriate box if a member of group
	(a) []
	(b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS AF
5	Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) []
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
	BER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING SON WITH
7	SOLE VOTING POWER -0-
8	SHARED VOTING POWER 7,273,125 ¹
9	SOLE DISPOSITIVE POWER -0-
10	SHARED DISPOSITIVE POWER 7 273 125

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 23.3%

Check if the aggregate amount in row (11) excludes certain shares []

14

7,273,125

11

12

13

CUSIP No: 984249607

TYPE OF REPORTING PERSON 00

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

This number represents shares beneficially held by Avenue Capital Management II. GenPar is the general partner of Avenue Capital Management II.

1 NAMES OF REPORTING PERSONS Marc Lasry Check the appropriate box if a member of group 2 (a) [] (b) [X] SEC USE ONLY 3 4 SOURCE OF FUNDS AF Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) [] 5 CITIZENSHIP OR PLACE OF ORGANIZATION U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER -0-8 SHARED VOTING POWER 7,273,125 SOLE DISPOSITIVE POWER -0-SHARED DISPOSITIVE POWER 10 7,273,125 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 7,273,125

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

SCHEDULE 13D

CUSIP No: 984249607

12

13

14

23.3%

IN/HC

TYPE OF REPORTING PERSON

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Explanatory Note

Item 1. Security and Issuer

This Amendment No. 5 to Schedule 13D ("Amendment No. 5") is being filed by the Reporting Persons (as defined below) to amend the Items specified below in the Reporting Persons' Schedule 13D with respect to YRC Worldwide, Inc., a Delaware corporation (the "Issuer"), filed with the Securities and Exchange Commission on December 19, 2013 (the "Original Schedule 13D"), as amended by Amendment No. 1 to the Original Schedule 13D, filed with the Securities and Exchange Commission on December 24, 2013 ("Amendment No. 1"), Amendment No. 2, filed with the Securities and Exchange Commission on January 27, 2014 ("Amendment No. 2"), Amendment No. 3, filed with the Securities and Exchange Commission on February 4, 2014 ("Amendment No. 3"), and Amendment No. 4, filed with the Securities and Exchange Commission on March 18, 2014 ("Amendment No. 4 and, together with Amendment No. 1, Amendment No. 2, Amendment No. 3, and the Original Schedule 13D, the "Amended Schedule 13D"). Capitalized terms used in this Amendment No. 5 but not defined herein shall have the respective meanings given to such terms in the Amended Schedule 13D.

Item 5. <u>Interest in Securities of the Issuer</u>.

The disclosure in Item 5 is hereby amended and restated in its entirety as follows:

(a) As of the date hereof, the following is the beneficial ownership and percentage of the Issuer's Common Stock outstanding for each of the persons named below:

Number of Shares	Percentage of Shares (%)
708,867	2.3%
3,458,611	11.1%
1,676,524	5.4%
91,968	0.3%
1,337,155	4.3%
2,385,391	7.6%
1,676,524	5.4%
3,458,611	11.1%
3,458,611	11.1%
1,337,155	4.3%
1,337,155	4.3%
7,273,125	23.3%
7,273,125	23.3%
7,273,125	23.3%
	708,867 3,458,611 1,676,524 91,968 1,337,155 2,385,391 1,676,524 3,458,611 3,458,611 1,337,155 1,337,155 7,273,125 7,273,125

The approximate percentages of Common Stock reported as beneficially owned by the Reporting Persons are based upon 31,242,037 shares of Common Stock outstanding as of July 25, 2014, as disclosed by the Issuer in the Issuer's Quarterly Report on Form 10-Q filed on July 31, 2014, and calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act.

- (b) The Reporting Persons have shared power to vote or direct the vote and shared power to dispose or to direct the disposition of the shares.
- (c) See Item 6.

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- (d) No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock covered by this Schedule 13D.
- (e) Not applicable.
- Item 6. <u>Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.</u>

Item 6 is hereby amended and supplemented to add the following at the end thereof:

On August 6, 2014, the Issuer redeemed all of the Series A Notes held by the Avenue Funds in accordance with the terms of the Series A Notes Indenture.

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SIGNATURE

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

Dated: August 8, 2014

AVENUE INVESTMENTS, L.P.

By: Avenue Partners, LLC, its general partner

By:/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

AVENUE PARTNERS, LLC

By:/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

AVENUE INTERNATIONAL

MASTER, L.P.

By: Avenue International Master Fund GenPar, Ltd., its general partner

By:/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry Title: Director

AVENUE INTERNATIONAL MASTER FUND GENPAR, LTD.

By:/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry Title: Director

AVENUE SPECIAL SITUATIONS FUND VI (MASTER), L.P.

By: Avenue Capital Partners VI, LLC, its general partner

By: GL Partners VI, LLC, its managing member

By:/s/ Eric Ross as attorney-in-fact

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> Name: Marc Lasry Title: Managing Member

AVENUE CAPITAL PARTNERS VI, LLC

By: GL Partners VI, LLC, its managing member

By:/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry Title: Managing Member

GL PARTNERS VI, LLC

By:/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry Title: Managing Member

MANAGED ACCOUNTS MASTER FUND SERVICES – MAP 10

By: Avenue Capital Management II, L.P., its investment manager

By: Avenue Capital Management II GenPar, LLC, its general partner

By:/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry Title: Managing Member

AVENUE SPECIAL OPPORTUNITIES FUND I, L.P.

By: Avenue SO Capital Partners I, LLC, its general partner By: GL SO Partners I, LLC, its

managing member

By:/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry Title: Managing Member

AVENUE SO CAPITAL PARTNERS I, LLC

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By: GL SO Partners I, LLC, its managing member

By:/s/ Eric Ross as attorney-in-fact Name: Marc Lasry Title: Managing Member

GL SO PARTNERS I, LLC

By:/s/ Eric Ross as attorney-in-fact Name: Marc Lasry Title: Managing Member

AVENUE CAPITAL MANAGEMENT II, L.P.

By: Avenue Capital Management II GenPar, LLC, its general partner

By:/s/ Eric Ross as attorney-in-fact Name: Marc Lasry Title: Managing Member

AVENUE CAPITAL MANAGEMENT II GENPAR, LLC

By:/s/ Eric Ross as attorney-in-fact Name: Marc Lasry Title: Managing Member

MARC LASRY

/s/ Eric Ross as attorney-in-fact