

Midstates Petroleum Company, Inc.  
Form SC 13G/A  
January 14, 2019

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 4)\*

Midstates  
Petroleum  
Company, Inc.  
(Name of  
Issuer)

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

59804T407  
(CUSIP  
Number)

December 31,  
2018  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this

Schedule is  
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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Pages)

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\*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 in 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).

The original Schedule 13G and subsequent amendments thereto filed with the Securities and Exchange Commission by the Reporting Persons with respect to Midstates Petroleum Company, Inc. prior to the filing of Amendment No. 2 to the Schedule 13G were filed by Centerbridge Credit Partners, L.P. (CIK 0001422713), which, due to an internal consolidation of the Reporting Persons, is no longer a Reporting Person. This does not constitute a consolidation for accounting purposes.

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1	NAME OF REPORTING PERSON
2	Centerbridge Credit Partners Master AIV IV, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware SOLE VOTING POWER
5	-0- SHARED VOTING POWER
6	383,399 shares of Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
7	-0- SHARED DISPOSITIVE POWER
8	383,399 shares of Common Stock issuable upon exercise of warrants

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

**9** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

383,399 shares of  
Common Stock  
issuable upon exercise  
of warrants

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
**11** AMOUNT IN ROW  
(9)

**12** 1.5%  
TYPE OF  
REPORTING  
PERSON

PN

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1 NAME OF REPORTING PERSON  
 Centerbridge Special Credit Partners II AIV III, L.P.  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP  
 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION  
 4

Delaware  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 SOLE VOTING POWER  
 5 -0- SHARED VOTING POWER  
 6 166,601 shares of Common Stock issuable upon exercise of warrants  
 7 SOLE DISPOSITIVE POWER  
 8 -0- SHARED DISPOSITIVE POWER

166,601 shares of Common Stock issuable

upon exercise  
of warrants  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
**9** PERSON

166,601 shares of  
Common Stock  
issuable upon exercise  
of warrants  
CHECK BOX  
IF THE  
AGGREGATE  
**10** AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

0.7%  
TYPE OF  
REPORTING  
**12** PERSON

PN

CUSIP No. 59804T407 13G/A Page 4 of 15 Pages

1	NAME OF REPORTING PERSON
2	Centerbridge Credit Partners Offshore General Partner, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware SOLE VOTING POWER
5	-0- SHARED VOTING POWER
6	383,399 shares of Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
7	-0- SHARED DISPOSITIVE POWER
8	383,399 shares of Common Stock issuable upon exercise of warrants

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

**9** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

383,399 shares of  
Common Stock  
issuable upon exercise  
of warrants

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
**11** AMOUNT IN ROW  
(9)

**12** 1.5%  
TYPE OF  
REPORTING  
PERSON

PN



CUSIP No. 59804T407 13G/A Page 5 of 15 Pages

1	NAME OF REPORTING PERSON
2	Centerbridge Credit Cayman GP Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Cayman Islands SOLE VOTING POWER
5	-0- SHARED VOTING POWER
6	383,399 shares of Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
7	-0- SHARED DISPOSITIVE POWER
8	383,399 shares of Common Stock issuable upon exercise of warrants

9

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

383,399 shares of  
Common Stock  
issuable upon exercise  
of warrants

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

1.5%  
TYPE OF  
REPORTING  
PERSON

12

OO

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<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	CSCP II Cayman GP Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Cayman Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>5</b>	-0-
<b>6</b>	166,601 shares of Common Stock issuable upon exercise of warrants
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
	166,601 shares of Common Stock issuable upon exercise

9 of warrants  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 166,601 shares of  
Common Stock  
issuable upon exercise  
of warrants  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 0.7%  
TYPE OF  
REPORTING  
PERSON

OO

	NAME OF REPORTING PERSON
<b>1</b>	Centerbridge Special Credit Partners General Partner II, L.P.
	CHECK THE APPROPRIATE
<b>2</b>	BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF
<b>4</b>	ORGANIZATION
	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER  -0- SHARED VOTING POWER
<b>5</b>	
<b>6</b>	166,601 shares of Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE
<b>7</b>	POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
	166,601 shares of Common

Stock issuable  
upon exercise  
of warrants

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

166,601 shares of  
Common Stock  
issuable upon exercise  
of warrants

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11

REPRESENTED BY  
AMOUNT IN ROW  
(9)

0.7%  
TYPE OF  
REPORTING  
PERSON

12

PN

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<b>1</b>	NAME OF REPORTING PERSON
	Mark T. Gallogly
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	-0- SHARED VOTING POWER
<b>6</b>	550,000 shares of Common Stock issuable upon exercise of warrants
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE DISPOSITIVE POWER
<b>7</b>	
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	550,000 shares of Common Stock issuable upon exercise of warrants
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

550,000 shares of  
Common Stock  
issuable upon exercise  
of warrants

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

**10**

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**11**

2.1%  
TYPE OF  
REPORTING  
PERSON

**12**

IN



<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Jeffrey H. Aronson CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	United States
<b>5</b>	SOLE VOTING POWER
<b>6</b>	-0- SHARED VOTING POWER
<b>7</b>	550,000 shares of Common Stock issuable upon exercise of warrants SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**9** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

550,000 shares of  
Common Stock  
issuable upon exercise  
of warrants

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
**11** AMOUNT IN ROW  
(9)

2.1%  
TYPE OF  
REPORTING  
PERSON

**12**  
IN

**Item 1(a). NAME OF ISSUER**

The name of the issuer is Midstates Petroleum Company, Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 321 South Boston Avenue, Suite 1000, Tulsa, Oklahoma 74103.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

- (i) Centerbridge Credit Partners Master AIV IV, L.P., a Delaware limited partnership ("CCPM AIV"), with respect to the Common Stock (as defined in Item 2(d) below) beneficially owned by it;
- (ii) Centerbridge Credit Partners Offshore General Partner, L.P., a Delaware limited partnership ("CCPOGP"), as general partner of CCPM AIV, with respect to the Common Stock beneficially owned by CCPM AIV;
- (iii) Centerbridge Credit Cayman GP Ltd., a Cayman Islands exempted company ("CCCGP"), as general partner of CCPOGP, with respect to the Common Stock beneficially owned by CCPM AIV;
- (iv) Centerbridge Special Credit Partners II AIV III, L.P., a Delaware limited partnership ("CSCP AIV"), with respect to the Common Stock beneficially owned by it;
- (v) Centerbridge Special Credit Partners General Partner II, L.P., a Delaware limited partnership ("CSCP GP II"), as general partner of CSCP AIV, with respect to the Common Stock beneficially owned by CSCP AIV;
- (vi) CSCP II Cayman GP Ltd., a Cayman Islands exempted company ("CSCP II Cayman Ltd."), as general partner of CSCP GP II, with respect to the Common Stock beneficially owned by CSCP AIV;
- (vii) Mark T. Gallogly ("Mr. Gallogly"), indirectly, through various intermediate entities controls each of CCPM AIV and CSCP AIV (collectively, the "Centerbridge Funds"), with respect to the Common Stock beneficially owned by the Centerbridge Funds; and
- (viii) Jeffrey H. Aronson ("Mr. Aronson"), indirectly, through various intermediate entities controls each of the Centerbridge Funds, with respect to the Common Stock beneficially owned by the Centerbridge Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

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The address of the business office of each of the Reporting Persons is 375 Park Avenue, 11th Floor, New York, NY 10152.

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**Item 2(c). CITIZENSHIP**

CCPM AIV, CCPOGP, CSCP AIV and CSCP GP II are limited partnerships organized under the laws of the State of Delaware. CCCGP and CSCP II Cayman Ltd. are exempted companies organized under the laws of the Cayman Islands. Messrs. Gallogly and Aronson are citizens of the United States.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, par value \$0.01 per share (the "Common Stock").

**Item 2(e). CUSIP NUMBER**

59804T407

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) .. Broker or dealer registered under Section 15 of the Act;
- (b) .. Bank as defined in Section 3(a)(6) of the Act;
- (c) .. Insurance company as defined in Section 3(a)(19) of the Act;
- (d) .. Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with

Rule  
13d-1(b)(1)(ii)(F);

(g) .. A parent holding  
company or control  
person in  
accordance with  
Rule  
13d-1(b)(1)(ii)(G);

(h) .. A savings  
association as  
defined in Section  
3(b) of the Federal  
Deposit Insurance  
Act;

(i) .. A church plan that  
is excluded from  
the definition of an  
investment  
company under  
Section 3(c)(14) of  
the Investment  
Company Act;

(j) .. A non-U.S.  
institution in  
accordance with  
Rule  
13d-1(b)(1)(ii)(J);  
Group, in

(k) .. accordance with  
Rule  
13d-1(b)(1)(ii)(K).

If filing as a non-U.S.  
institution in accordance  
with Rule 13d-1(b)(1)(ii)(J),  
please  
specify the type  
of institution:

#### Item 4. OWNERSHIP

This Schedule 13G/A reports beneficial ownership of the shares of Common Stock beneficially owned by the Reporting Persons as of the date hereof.

A. Centerbridge Credit Partners Master AIV IV, L.P., Centerbridge Credit Partners Offshore General Partner, L.P. and Centerbridge Credit Cayman GP Ltd.

- (a) Amount beneficially owned: 383,399 shares of Common Stock issuable upon exercise of warrants  
Percent of class: 1.5%. The percentages used herein and in the rest of this Schedule 13G/A are calculated based upon the 25,302,262 shares of Common Stock issued and outstanding as reported to be outstanding as of
- (b) November 5, 2018, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018 filed by the Company with the Securities and Exchange Commission on November 9, 2018, and assumes the exercise of the warrants reported by the Reporting Persons.
- (c) (i) Sole power to vote or direct the vote: -0-  
(ii) Shared power to vote or direct the vote: 383,399 shares of Common Stock issuable upon exercise of warrants  
(iii) Sole power to dispose or direct the disposition: -0-  
(iv) Shared power to dispose or direct the disposition: 383,399 shares of Common Stock issuable upon exercise of warrants

CCPM AIV has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CCPOGP, its general partner, and CCCGP, the general partner of CCPOGP. Neither CCPOGP nor CCCGP directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCPM AIV. However, none of the foregoing should be construed in and of itself as an admission by CCPOGP or CCCGP or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CCPOGP and CCCGP expressly disclaims beneficial ownership of shares of Common Stock owned by CCPM AIV.

B. Centerbridge Special Credit Partners II AIV III, L.P., Centerbridge Special Credit Partners General Partner II, L.P. and CSCP II Cayman GP Ltd.

- (a) Amount beneficially owned: 166,601 shares of Common Stock issuable upon exercise of warrants
- (b) Percent of class: 0.7%
- (c) (i) Sole power to vote or direct the vote: -0-  
(ii) Shared power to vote or direct the vote: 166,601 shares of Common Stock issuable upon exercise of warrants  
(iii) Sole power to dispose or direct the disposition: -0-  
(iv) Shared power to dispose or direct the disposition: 166,601 shares of Common Stock issuable upon exercise of warrants

CSCP AIV has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CSCPGP II, its general partner, and CSCP II Cayman Ltd., the general partner of CSCPGP II. Neither CSCP II Cayman Ltd. nor CSCPGP II directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares

of Common Stock beneficially owned by CSCP AIV. However, none of the



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foregoing should be construed in and of itself as an admission by CSCPGP II or CSCP II Cayman Ltd. or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of CSCPGP II and CSCP II Cayman Ltd. expressly disclaims beneficial ownership of shares of Common Stock owned by CSCP AIV.

C. Mark T. Gallogly and Jeffrey Aronson

(a) Amount beneficially owned: 550,000 shares of Common Stock issuable upon exercise of warrants

(b) Percent of class: 2.1%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 550,000 shares of Common Stock issuable upon exercise of warrants

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition of: 550,000 shares of Common Stock issuable upon exercise of warrants

Messrs. Gallogly and Aronson, indirectly, through various intermediate entities control each of the Centerbridge Funds. Neither Mr. Gallogly nor Mr. Aronson directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by the Centerbridge Funds. However, none of the foregoing should be construed in and of itself as an admission by Messrs. Gallogly or Aronson or by any Reporting Person as to beneficial ownership of the shares of Common Stock owned by another Reporting Person. In addition, each of Mr. Gallogly and Mr. Aronson expressly disclaims beneficial ownership of the shares of Common Stock owned by any of the Centerbridge Funds.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

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**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the  
Reporting Persons  
hereby makes the  
following  
certification:

By signing below  
each of the  
Reporting Persons  
certifies that, to the  
best of its or his  
knowledge and  
belief, the securities  
referred to above  
were not acquired  
and are not held for  
the purpose of or  
with the effect of  
changing or  
influencing the  
control of the issuer  
of the securities and  
were not acquired  
and are not held in  
connection with or as  
a participant in any  
transaction having  
that purpose or  
effect.

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**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: January 14, 2019

CENTERBRIDGE  
CREDIT PARTNERS  
MASTER AIV IV, L.P.

By: Centerbridge Credit  
Partners Offshore  
General Partner, L.P., its  
general partner

By: Centerbridge Credit  
Cayman GP Ltd., its  
general partner

By: /s/ Susanne V. Clark  
Name: Susanne V. Clark  
Title: Authorized  
Signatory

CENTERBRIDGE  
SPECIAL CREDIT  
PARTNERS II AIV III,  
L.P.

By: Centerbridge Special  
Credit Partners II, L.P.,  
its general partner

By: CSCP II Cayman GP  
Ltd., its general partner

By: /s/ Susanne V. Clark  
Name: Susanne V. Clark  
Title: Authorized  
Signatory

CENTERBRIDGE  
CREDIT PARTNERS

OFFSHORE GENERAL  
PARTNER, L.P.

By: Centerbridge Credit  
Cayman GP Ltd., its  
general partner

By:/s/ Susanne V. Clark  
Name: Susanne V. Clark  
Title: Authorized  
Signatory

CENTERBRIDGE  
CREDIT CAYMAN GP  
LTD.

By: /s/ Susanne V. Clark  
Name: Susanne V.  
Clark  
Title: Authorized  
Signatory

CENTERBRIDGE  
SPECIAL CREDIT  
PARTNERS GENERAL  
PARTNER II, L.P.

By: CSCP II Cayman  
GP Ltd., its general  
partner

By: /s/ Susanne V. Clark  
Name: Susanne V.  
Clark  
Title: Authorized  
Signatory

CSCP II CAYMAN GP  
LTD.

By: /s/ Susanne V. Clark  
Name: Susanne V. Clark  
Title: Authorized  
Signatory

/s/ Mark T. Gallogly  
MARK T. GALLOGLY

/s/ Jeffrey H. Aronson  
JEFFREY H.  
ARONSON