

TRI Pointe Homes, Inc.
Form SC 13G
July 10, 2014
**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G**

Under the
Securities
Exchange Act of
1934

(Amendment No.
)*

TRI Pointe
Homes, Inc.
(Name of Issuer)

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

87265H109
(CUSIP Number)

June 30, 2014
(Date of Event
Which Requires
Filing of this
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is
filed:

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

(Page 1 of 20
Pages)

* 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 (the "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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	NAMES OF REPORTING PERSONS
1	Double Black Diamond Offshore Ltd.
	CHECK THE APPROPRIATE ..
2	BOX IF A (a) .. MEMBER (b) .. OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	Cayman Islands
	SOLE VOTING
5	POWER
	- 0 - SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	2,929,907 shares of Common Stock
7	SOLE DISPOSITIVE POWER
	- 0 - SHARED DISPOSITIVE POWER
8	2,929,907 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING
PERSON

2,929,907 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

BY AMOUNT IN

ROW (9)

9.3%

TYPE OF

REPORTING

PERSON

CO

CUSIP No. 87265H109 13G Page 3 of 20 Pages

1	NAMES OF REPORTING PERSONS
2	Black Diamond Offshore Ltd. CHECK THE APPROPRIATE .. BOX IF A (a) .. MEMBER (b) .. OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Cayman Islands SOLE VOTING POWER
6	- 0 - SHARED VOTING POWER
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
8	174,556 shares of Common Stock SOLE DISPOSITIVE POWER
9	- 0 - SHARED DISPOSITIVE POWER
	174,556 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

174,556 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

BY AMOUNT IN

ROW (9)

0.6%

TYPE OF

REPORTING

PERSON

CO

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	NAMES OF REPORTING PERSONS
1	Black Diamond Relative Value Offshore Ltd.
	CHECK THE APPROPRIATE ..
2	BOX IF A (a) .. MEMBER (b) .. OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	Cayman Islands SOLE VOTING
5	POWER
	- 0 - SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7	354,683 shares of Common Stock SOLE DISPOSITIVE POWER
	- 0 - SHARED DISPOSITIVE POWER
8	354,683 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING
PERSON

354,683 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

BY AMOUNT IN

ROW (9)

1.1%

TYPE OF

REPORTING

PERSON

CO

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	NAMES OF REPORTING PERSONS
1	Black Diamond Arbitrage Offshore Ltd.
	CHECK THE APPROPRIATE ..
2	BOX IF A (a) ..
	MEMBER (b) ..
	OF A GROUP
3	SEC USE ONLY
	CITIZENSHIP OR
4	PLACE OF ORGANIZATION
	Cayman Islands
	SOLE VOTING
5	POWER
	- 0 -
	SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	18,556 shares of Common Stock
7	SOLE DISPOSITIVE POWER
	- 0 -
	SHARED DISPOSITIVE POWER
8	
	18,556 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING
PERSON

18,556 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

BY AMOUNT IN

ROW (9)

0.1%

TYPE OF

REPORTING

PERSON

CO

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	NAMES OF REPORTING PERSONS
1	Black Diamond Thematic Offshore Ltd.
	CHECK THE APPROPRIATE ..
2	BOX IF A (a) .. MEMBER (b) .. OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	Cayman Islands
	SOLE VOTING
5	POWER
	- 0 - SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7	404,928 shares of Common Stock SOLE DISPOSITIVE POWER
	- 0 - SHARED DISPOSITIVE POWER
8	404,928 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING
PERSON

404,928 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

BY AMOUNT IN

ROW (9)

1.3%

TYPE OF

REPORTING

PERSON

CO

CUSIP No. 87265H109 13G Page 7 of 20 Pages

1	NAMES OF REPORTING PERSONS
2	Carlson Capital, L.P. CHECK THE APPROPRIATE .. BOX IF A (a) .. MEMBER (b) .. OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware SOLE VOTING POWER
6	- 0 - SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	3,913,730 shares of Common Stock SOLE DISPOSITIVE POWER
7	- 0 - SHARED DISPOSITIVE POWER
8	3,913,730 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

3,913,730 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

BY AMOUNT IN

ROW (9)

12.4%

TYPE OF

REPORTING

PERSON

PN; IA

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1	NAMES OF REPORTING PERSONS
2	Asgard Investment Corp. CHECK THE APPROPRIATE .. BOX IF A (a) .. MEMBER (b) .. OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware SOLE VOTING POWER
6	- 0 - SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	3,913,730 shares of Common Stock SOLE DISPOSITIVE POWER
7	- 0 - SHARED DISPOSITIVE POWER
8	3,913,730 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

3,913,730 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

BY AMOUNT IN

ROW (9)

12.4%

TYPE OF

REPORTING

PERSON

CO

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1	NAMES OF REPORTING PERSONS
2	Asgard Investment Corp. II CHECK THE APPROPRIATE .. BOX IF A (a) .. MEMBER (b) .. OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware SOLE VOTING POWER
6	- 0 - SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	3,913,730 shares of Common Stock SOLE DISPOSITIVE POWER
7	- 0 - SHARED DISPOSITIVE POWER
8	3,913,730 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

3,913,730 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED

BY AMOUNT IN

ROW (9)

12.4%

TYPE OF

REPORTING

PERSON

CO

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1	NAMES OF REPORTING PERSONS
2	Clint D. Carlson CHECK THE APPROPRIATE .. BOX IF A (a) .. MEMBER (b) .. OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	United States SOLE VOTING POWER
6	- 0 - SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	3,913,730 shares of Common Stock SOLE DISPOSITIVE POWER
7	- 0 - SHARED DISPOSITIVE POWER
8	3,913,730 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	3,913,730 shares of
	Common Stock
	CHECK BOX
	IF THE
	AGGREGATE
10	AMOUNT IN ..
	ROW (9)
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF
	CLASS
11	REPRESENTED
	BY AMOUNT IN
	ROW (9)
	12.4%
	TYPE OF
12	REPORTING
	PERSON
	IN

Item 1(a). NAME OF ISSUER

TRI Pointe Homes, Inc. (the "Issuer")

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

19520 Jamboree Road

Suite 200

Irvine, California 92612

Item 2(a). NAME OF PERSON FILING

This statement is filed by:

(i) Double Black Diamond Offshore Ltd., a Cayman Islands exempted company ("Double Offshore"), with respect to the Common Stock (as defined below) directly held by it;

(ii) Black Diamond Offshore Ltd., a Cayman Islands exempted company ("Offshore"), with respect to the Common Stock directly held by it;

(iii) Black Diamond Relative Value Offshore Ltd., a Cayman Islands exempted company ("Relative Value Offshore"), with respect to the Common Stock directly held by it;

(iv) Black Diamond Arbitrage Offshore Ltd., a Cayman Islands exempted company ("Arbitrage"), with respect to the Common Stock directly held by it;

(v) Black Diamond Thematic Offshore Ltd., a Cayman Islands exempted company ("Thematic" and together with Double Offshore, Offshore, Relative Value Offshore and Arbitrage, the "Funds"), with respect to the

Common Stock directly held by it;

(vi) Carlson Capital L.P., a Delaware limited partnership ("Carlson Capital"), which serves as the investment manager to the Funds and certain managed accounts (collectively, the "Accounts"), with respect to the Common Stock directly held by the Funds and the Accounts;

vii) Asgard Investment Corp. II, a Delaware corporation ("Asgard II"), which serves as the general partner of Carlson Capital, with respect to the Common Stock directly held by the Funds and the Accounts;

viii) Asgard Investment Corp., a Delaware corporation ("Asgard"), which is the sole stockholder of Asgard II, with respect to the Common Stock directly held by the Funds and the Accounts; and

(ix) Mr. Clint D. Carlson, a United States citizen ("Mr. Carlson"), who serves as president of Asgard, Asgard II and Carlson Capital, with respect to the Common Stock directly held by the Funds and the Accounts.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons".

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

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

The address of the principal business office of each of the Reporting Persons is 2100 McKinney Avenue, Suite 1800, Dallas, Texas 75201.

Item 2(c). CITIZENSHIP

Each of the Funds is a Cayman Islands exempted company. Carlson Capital is a Delaware limited partnership. Each of Asgard and Asgard II is a Delaware corporation. Mr. Carlson is a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES

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

Item 2(e). CUSIP NUMBER

87265H109

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);

An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
(f) "

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

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

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

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

A. Double Offshore:

- (a) Amount beneficially owned: 2,929,907 shares of Common Stock
- (b) Percent of class: 9.3%
- (c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote: 2,929,907 shares of Common Stock
(iii) Sole power to dispose or direct the disposition: -0-
(iv) Shared power to dispose or direct the disposition: 2,929,907 shares of Common Stock

B. Offshore:

- (a) Amount beneficially owned: 174,556 shares of Common Stock
- (b) Percent of class: 0.6%
- (c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote: 174,556 shares of Common Stock
(iii) Sole power to dispose or direct the disposition: -0-
(iv) Shared power to dispose or direct the disposition: 174,556 shares of Common Stock

C. Relative Value Offshore:

- (a) Amount beneficially owned: 354,683 shares of Common Stock
- (b) Percent of class: 1.1%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 354,683 shares of Common Stock
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 354,683 shares of Common Stock

D. Arbitrage:

- (a) Amount beneficially owned: 18,556 shares of Common Stock
- (b) Percent of class: 0.1%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 18,556 shares of Common Stock
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 18,556 shares of Common Stock

E. Thematic:

- (a) Amount beneficially owned: 404,928 shares of Common Stock
- (b) Percent of class: 1.3%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 404,928 shares of Common Stock
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 404,928 shares of Common Stock

F. Carlson Capital:

- (a) Amount beneficially owned: 3,913,730 shares of Common Stock
- (b) Percent of class: 12.4%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,913,730 shares of Common Stock
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 3,913,730 shares of Common Stock

G. Asgard II:

- (a) Amount beneficially owned: 3,913,730 shares of Common Stock
- (b) Percent of class: 12.4%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,913,730 shares of Common Stock
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 3,913,730 shares of Common Stock

H. Asgard:

- (a) Amount beneficially owned: 3,913,730 shares of Common Stock
- (b) Percent of class: 12.4%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,913,730 shares of Common Stock
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 3,913,730 shares of Common Stock

I. Mr. Carlson:

- (a) Amount beneficially owned: 3,913,730 shares of Common Stock
- (b) Percent of class: 12.4%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,913,730 shares of Common Stock
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 3,913,730 shares of Common Stock

The Issuer's Prospectus filed pursuant to Rule 424(b)(3) with the Securities and Exchange Commission on May 22, 2014 indicates that the total number of outstanding shares of Common Stock as of May 15, 2014 was 31,632,533. The percentages used herein and in the rest of the Schedule 13G are based upon such number of shares of Common Stock outstanding. As of June 30, 2014, the Reporting Persons beneficially own 3,913,730 shares of Common Stock in the aggregate, representing approximately 12.4% of the outstanding Common Stock.

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 persons has ceased to be the beneficial owner of more than 5% 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

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 Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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 our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: July 10, 2014

DOUBLE BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

BLACK DIAMOND RELATIVE VALUE OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

BLACK DIAMOND ARBITRAGE OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

BLACK DIAMOND THEMATIC OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

CARLSON CAPITAL, L.P.

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

ASGARD INVESTMENT CORP.

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

ASGARD INVESTMENT CORP. II

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

By: /s/ Clint D. Carlson

Name: Clint D. Carlson

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Exhibit 1

**JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: July 10, 2014

DOUBLE BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

BLACK DIAMOND RELATIVE VALUE OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

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By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

BLACK DIAMOND ARBITRAGE OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

BLACK DIAMOND THEMATIC OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

CARLSON CAPITAL, L.P.

By: Asgard Investment Corp. II, its general partner

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

ASGARD INVESTMENT CORP.

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

ASGARD INVESTMENT CORP. II

/s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

By: /s/ Clint D. Carlson

Name: Clint D. Carlson