

Edgar Filing: DARLING INTERNATIONAL INC - Form SC 13D/A

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

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GL Partners 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                                                                             |
| -----        |                                                                                      |
|              | 7 SOLE VOTING POWER                                                                  |
|              | 0                                                                                    |
| -----        |                                                                                      |
| NUMBER OF    | 8 SHARED VOTING POWER                                                                |
| SHARES       | 465,130                                                                              |
| BENEFICIALLY | -----                                                                                |
| OWNED BY     | 9 SOLE DISPOSITIVE POWER                                                             |
| EACH         | 0                                                                                    |
| REPORTING    | -----                                                                                |
| PERSON       | 10 SHARED DISPOSITIVE POWER                                                          |
| WITH         | 465,130                                                                              |
| -----        |                                                                                      |
| 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*                                                            |
|              | 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) [ ]                                                   |
| ----- |                                                           |

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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  
465,130

---

9 SOLE DISPOSITIVE POWER  
0

---

10 SHARED DISPOSITIVE POWER  
465,130

---

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\*  
OO

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\*\* 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):

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|                                                                                        |    |                                                  |
|----------------------------------------------------------------------------------------|----|--------------------------------------------------|
| 6                                                                                      |    | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware |
|                                                                                        | 7  | SOLE VOTING POWER<br>0                           |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 8  | SHARED VOTING POWER<br>465,130                   |
|                                                                                        | 9  | SOLE DISPOSITIVE POWER<br>0                      |
|                                                                                        | 10 | SHARED DISPOSITIVE POWER<br>465,130              |
| 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>465,130 shares**    |    |                                                  |
| 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*<br>N/A           |    |                                                  |
| 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>0.7%                          |    |                                                  |
| 14 TYPE OF REPORTING PERSON*<br>PN                                                     |    |                                                  |

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

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

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|                                                                                        |                                                                    |                                                                                                                                     |
|----------------------------------------------------------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 8<br>9<br>10                                                       | SHARED VOTING POWER<br>2,635,130<br>-----<br>SOLE DISPOSITIVE POWER<br>0<br>-----<br>SHARED DISPOSITIVE POWER<br>2,635,130<br>----- |
| 11                                                                                     | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       | 2,635,130 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)                 | 4.1%                                                                                                                                |
| 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<br>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) [ ]<br>(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<br>0                                                                                      |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON | 8<br>9<br>10                                                                          | SHARED VOTING POWER<br>223,325<br>-----<br>SOLE DISPOSITIVE POWER<br>0<br>-----<br>SHARED DISPOSITIVE POWER |

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WITH 223,325

- 
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
223,325 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)  
0.4%
- 
- 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  
0
- 
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER  
223,325
- 
- 9 SOLE DISPOSITIVE POWER  
0
- 
- 10 SHARED DISPOSITIVE POWER  
223,325
- 
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
223,325 shares\*\*
-

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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\*  
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 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

7 SOLE VOTING POWER  
0

NUMBER OF 8 SHARED VOTING POWER  
SHARES 886,837

BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
886,837

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
886,837 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)  
1.4%

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7 SOLE VOTING POWER  
0

NUMBER OF 8 SHARED VOTING POWER  
SHARES 1,059,838  
BENEFICIALLY

OWNED BY 9 SOLE DISPOSITIVE POWER  
EACH 0

REPORTING 10 SHARED DISPOSITIVE POWE  
PERSON WITH 1,059,838

11 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)  
1.7%

14 TYPE OF REPORTING PERSON\*  
PN

\*\* Includes shares reported herein as beneficially owned by other reporting



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persons. See Item 5.

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|                                                                                        |                                                                                                                               |
|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| -----                                                                                  |                                                                                                                               |
| 1                                                                                      | NAME OF REPORTING PERSON<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)<br><br>Avenue Capital Partners III, LLC |
| -----                                                                                  |                                                                                                                               |
| 2                                                                                      | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*<br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/>             |
| -----                                                                                  |                                                                                                                               |
| 3                                                                                      | SEC USE ONLY                                                                                                                  |
| -----                                                                                  |                                                                                                                               |
| 4                                                                                      | SOURCE OF FUNDS*<br>N/A                                                                                                       |
| -----                                                                                  |                                                                                                                               |
| 5                                                                                      | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) :                                      |
| -----                                                                                  |                                                                                                                               |
| 6                                                                                      | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                                              |
| -----                                                                                  |                                                                                                                               |
|                                                                                        | 7 SOLE VOTING POWER<br>0                                                                                                      |
| -----                                                                                  |                                                                                                                               |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 8 SHARED VOTING POWER<br>1,059,838                                                                                            |
| -----                                                                                  |                                                                                                                               |
|                                                                                        | 9 SOLE DISPOSITIVE POWER<br>0                                                                                                 |
| -----                                                                                  |                                                                                                                               |
|                                                                                        | 10 SHARED DISPOSITIVE POWER<br>1,059,838                                                                                      |
| -----                                                                                  |                                                                                                                               |
| 11                                                                                     | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING<br>PERSON<br>1,059,838 shares**                                         |
| -----                                                                                  |                                                                                                                               |
| 12                                                                                     | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN<br>SHARES*<br>N/A                                                  |
| -----                                                                                  |                                                                                                                               |
| 13                                                                                     | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>1.7%                                                                    |
| -----                                                                                  |                                                                                                                               |
| 14                                                                                     | TYPE OF REPORTING PERSON*<br>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

-----

7 SOLE VOTING POWER

0

-----

NUMBER OF 8 SHARED VOTING POWER  
SHARES 1,059,838

BENEFICIALLY

OWNED BY 9 SOLE DISPOSITIVE POWER  
EACH 0

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER  
WITH 1,059,838

-----

11 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)

1.7%

-----

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)

Marc Lasry

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|                                                                                        |                                                                                         |
|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| -----                                                                                  |                                                                                         |
| 2                                                                                      | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*<br>(a) [ ]<br>(b) [ ]                 |
| -----                                                                                  |                                                                                         |
| 3                                                                                      | SEC USE ONLY                                                                            |
| -----                                                                                  |                                                                                         |
| 4                                                                                      | SOURCE OF FUNDS*<br>N/A                                                                 |
| -----                                                                                  |                                                                                         |
| 5                                                                                      | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e): |
| -----                                                                                  |                                                                                         |
| 6                                                                                      | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States                                   |
| -----                                                                                  |                                                                                         |
|                                                                                        | 7 SOLE VOTING POWER<br>0                                                                |
| -----                                                                                  |                                                                                         |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 8 SHARED VOTING POWER<br>2,635,130                                                      |
| -----                                                                                  |                                                                                         |
|                                                                                        | 9 SOLE DISPOSITIVE POWER<br>0                                                           |
| -----                                                                                  |                                                                                         |
|                                                                                        | 10 SHARED DISPOSITIVE POWER<br>2,635,130                                                |
| -----                                                                                  |                                                                                         |
| 11                                                                                     | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING<br>PERSON<br>2,635,130 shares**   |
| -----                                                                                  |                                                                                         |
| 12                                                                                     | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN<br>SHARES*<br>N/A            |
| -----                                                                                  |                                                                                         |
| 13                                                                                     | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>4.1%                              |
| -----                                                                                  |                                                                                         |
| 14                                                                                     | TYPE OF REPORTING PERSON*<br>IN                                                         |
| -----                                                                                  |                                                                                         |

\*\* 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

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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

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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

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/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

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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

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

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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  
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Marc Lasry, an individual