

OSI RESTAURANT PARTNERS, INC.

Form SC 13E3/A

April 03, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13E-3
(RULE 13E-100)
RULE 13E-3 TRANSACTION STATEMENT
UNDER SECTION 13(e) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 4)**

OSI RESTAURANT PARTNERS, INC.

(Name of the Issuer)

OSI RESTAURANT PARTNERS, INC.

CHRIS T. SULLIVAN

ROBERT D. BASHAM

J. TIMOTHY GANNON

A. WILLIAM ALLEN, III

PAUL E. AVERY

JOSEPH J. KADOW

DIRK A. MONTGOMERY

KANGAROO HOLDINGS, INC.

KANGAROO ACQUISITION, INC.

BAIN CAPITAL (OSI) IX, L.P.

BAIN CAPITAL FUND IX, L.P.

CATTERTON PARTNERS VI, L.P.

CATTERTON PARTNERS VI, OFFSHORE, L.P.

(Name of Person(s) Filing Statement)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

6704A101

(CUSIP Number of Class of Securities)

JOSEPH J. KADOW, ESQ.

Executive Vice President, Chief Officer-Legal & Corporate Affairs

OSI Restaurant Partners, Inc.

2202 North West Shore Boulevard, Suite 500

Tampa, Florida 33607

(813) 282-1225

Copies to:

DAVID A. KATZ, ESQ.

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

(212) 403-1000

JANE D. GOLDSTEIN, ESQ.

Ropes & Gray LLP

One International Place

Boston, Massachusetts 02110

(617) 951-7000

JOHN M. GHERLEIN, ESQ.

Baker & Hostetler LLP

3200 National City Center

1900 East Ninth Street

Cleveland, Ohio 44114

(216) 621-0200

STEPHEN FRAIDIN, ESQ.

Kirkland & Ellis LLP

153 E. 53rd Street

New York, New York 10022

(212) 446-4800

A. RICHARD SUSKO, ESQ.

Cleary Gottlieb Steen & Hamilton LLP

One Liberty Plaza

New York, New York 10006

(212) 225-3999

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(Name, Address, and Telephone Numbers of Person Authorized
to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C, or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1934.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

CALCULATION OF FILING FEE

Transaction valuation*

\$3,176,996,175

Amount of filing fee

\$339,939

* **For purposes of calculating the amount of the filing fee only.** The filing fee was determined by adding (x) the product of (I) the number of shares of Common Stock that are proposed to be acquired in the merger and (II) the merger consideration of \$40.00 in cash per share of Common Stock, plus (y) \$118,784,585 expected to be paid to holders of options to purchase Common Stock with an exercise price of less than \$40.00 per share in

exchange for
cancellation of
such options,
plus (z)
\$1,501,320
expected to be
paid to holders
of deferred
compensation
units in
exchange for

cancellation of such units ((x), (y) and (z) together, the Total Consideration). The payment of the filing fee, calculated in accordance with Exchange Act Rule 0-11(c)(1), was calculated by multiplying the Total Consideration by .000107.

ý Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$339,939

Form or Registration No.: Schedule 14A Preliminary Proxy Statement

Filing Parties: OSI Restaurant Partners, Inc.

Date Filed: January 17, 2007

Introduction

This Rule 13E-3 Transaction Statement on Schedule 13E-3 (this Schedule 13E-3) is being filed by (1) OSI Restaurant Partners, Inc., a Delaware corporation (OSI or the Company), the issuer of the common stock, par value \$0.01 per share (the Common Stock), that is subject to the Rule 13e-3 transaction, (2) Chris T. Sullivan, Robert D. Basham, J. Timothy Gannon, A. William Allen, III, Paul E. Avery, Joseph J. Kadow and Dirk A. Montgomery (collectively, the OSI Investors), (3) Kangaroo Holdings, Inc., a Delaware corporation (Parent), (4) Kangaroo Acquisition, Inc., a Delaware corporation (Merger Sub), (5) Bain Capital (OSI) IX, L.P., a Delaware limited partnership¹, and Bain Capital Fund IX, L.P., a Cayman Islands exempted limited partnership (collectively, Bain Funds), and (6) Catterton Partners VI, L.P., a Delaware limited partnership, and Catterton Partners VI, Offshore, L.P., a Cayman Islands exempted limited partnership (collectively, Catterton VI Funds, and together with OSI, the OSI Investors, Parent, Merger Sub and Bain Funds, the Filing Parties and each a Filing Party). This Schedule 13E-3 relates to the Agreement and Plan of Merger (the Merger Agreement), dated as of November 5, 2006, by and among OSI, Parent and Merger Sub.

Concurrently with the filing of this Schedule 13E-3, OSI is filing with the Securities and Exchange Commission a definitive proxy statement (the Proxy Statement) under Regulation 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act), relating to a special meeting of the stockholders of the Company at which the stockholders of the Company will consider and vote upon a proposal to adopt the Merger Agreement. The adoption of the Merger Agreement requires the affirmative vote of stockholders holding a majority of the shares of Common Stock outstanding as of the close of business on the record date. In addition, the Merger Agreement requires that a majority of the outstanding shares of Common Stock entitled to vote at the special meeting vote for the adoption of the Merger Agreement without consideration as to the vote of any shares held by the OSI Investors.

The cross-references below are being supplied pursuant to General Instruction G to Schedule 13E-3 and show the location in the Proxy Statement of the information required to be included in response to the items of Schedule 13E-3. The information contained in the Proxy Statement, including all annexes thereto, is incorporated in its entirety herein by this reference, and the responses to each item in this Schedule 13E-3 are qualified in their entirety by the

information contained in the Proxy Statement. Capitalized terms used but not defined in this Schedule 13E-3 shall have the meanings given to them in the Proxy Statement.

All information contained in this Schedule 13E-3 concerning any of the Filing Parties has been provided by such Filing Parties and no other Filing Party, including the Company, takes responsibility for the accuracy of any information not supplied by such Filing Party.

Item 1. Summary Term Sheet

Regulation M-A Item 1001

The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

SUMMARY TERM SHEET

¹It is expected that, in advance of the merger, Bain Capital Fund IX, L.P. will assign its commitment to invest in Parent to Bain Capital (OSI) IX, L.P. and other associated collective investment vehicles.

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

Item 2. Subject Company Information

Regulation M-A Item 1002

(a) The information set forth in the Proxy Statement under the caption IDENTITY AND BACKGROUND OF FILING PERSONS is incorporated herein by reference.

(b)-(d) The information set forth in the Proxy Statement under the caption MARKET PRICE OF OUR COMMON STOCK is incorporated herein by reference.

(e) Not applicable.

(f) The information set forth in the Proxy Statement under the caption SPECIAL FACTORS Related Party Transactions is incorporated herein by reference.

Item 3. Identity and Background of Filing Person

Regulation M-A Item 1003

(a)-(c) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

IDENTITY AND BACKGROUND OF FILING PERSONS

ANNEX E Information Relating to Parent, Merger Sub and the Funds

Item 4. Terms of the Transaction

Regulation M-A Item 1004

(a)(1) Not applicable.

(a)(2) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

THE SPECIAL MEETING Required Vote

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Fairness of the Merger; Recommendations of the Special Committee and Our Board of

Directors

SPECIAL FACTORS Purposes and Reasons of the OSI Investors

SPECIAL FACTORS Purposes and Reasons of Parent, Merger Sub and the Funds

SPECIAL FACTORS Certain Effects of the Merger

SPECIAL FACTORS Material United States Federal Income Tax Consequences of the Merger

(c) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Certain Effects of the Merger

SPECIAL FACTORS Interests of Our Directors and Executive Officers in the Merger

(d) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SPECIAL FACTORS Appraisal Rights

APPRAISAL RIGHTS

ANNEX D Section 262 of the Delaware General Corporation Law

(e) The information set forth in the Proxy Statement under the caption PROVISIONS FOR UNAFFILIATED STOCKHOLDERS is incorporated herein by reference.

(f) Not applicable.

Item 5. Past Contacts, Transactions, Negotiations and Agreements

Regulation M-A Item 1005

(a) The information set forth in the Proxy Statement under the caption SPECIAL FACTORS Related Party Transactions is incorporated herein by reference.

(b) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET
QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER
SPECIAL FACTORS Background of the Merger
SPECIAL FACTORS Interests of Our Directors and Executive Officers in the Merger
SPECIAL FACTORS Related Party Transactions
THE MERGER AGREEMENT
ANNEX A Agreement and Plan of Merger by and among OSI, Kangaroo Holdings and Kangaroo Acquisition

(c) The information set forth in the Proxy Statement under the caption SPECIAL FACTORS Background of the Merger is incorporated herein by reference.

(e) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET
QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER
SPECIAL FACTORS Interests of Our Directors and Executive Officers in the Merger
SPECIAL FACTORS Related Party Transactions
THE MERGER AGREEMENT

Item 6. Purposes of the Transaction and Plans or Proposals

Regulation M-A Item 1006

(b) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET
QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER
SPECIAL FACTORS Certain Effects of the Merger
SPECIAL FACTORS Interests of Our Directors and Executive Officers in the Merger
THE MERGER AGREEMENT Treatment of Stock, Stock Options and Other Stock-Based Awards
THE MERGER AGREEMENT Exchange and Payment Procedures
ANNEX A Agreement and Plan of Merger by and among OSI, Kangaroo Holdings and Kangaroo Acquisition

(c)(1)-(8) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Certain Effects of the Merger

SPECIAL FACTORS Plans for OSI After the Merger

SPECIAL FACTORS Financing

SPECIAL FACTORS Interests of Our Directors and Executive Officers in the Merger

THE MERGER AGREEMENT

ANNEX A Agreement and Plan of Merger by and among OSI, Kangaroo Holdings and Kangaroo Acquisition

Item 7. Purposes, Alternatives, Reasons and Effects

Regulation M-A Item 1013

(a)-(c) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Purposes and Reasons of the OSI Investors

SPECIAL FACTORS Purposes and Reasons of Parent, Merger Sub and the Funds

SPECIAL FACTORS Fairness of the Merger; Recommendations of the Special Committee and Our Board of Directors

SPECIAL FACTORS Position of the OSI Investors Regarding the Fairness of the Merger

SPECIAL FACTORS Position of Parent, Merger Sub and the Funds Regarding the Fairness of the Merger

SPECIAL FACTORS Conduct of OSI's Business if the Merger is Not Completed

SPECIAL FACTORS Plans for OSI After the Merger

(d) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Fairness of the Merger; Recommendations of the Special Committee and Our Board of Directors

SPECIAL FACTORS Certain Effects of the Merger

SPECIAL FACTORS Plans for OSI After the Merger

SPECIAL FACTORS Interests of Our Directors and Executive Officers in the Merger

SPECIAL FACTORS Material United States Federal Income Tax Consequences of the Merger

SPECIAL FACTORS Fees and Expenses
THE MERGER AGREEMENT
APPRAISAL RIGHTS

ANNEX A Agreement and Plan of Merger by and among OSI, Kangaroo Holdings and Kangaroo Acquisition
ANNEX D Section 262 of the Delaware General Corporation Law

Item 8. Fairness of the Transaction

Regulation M-A Item 1014

(a)-(b) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Fairness of the Merger; Recommendations of the Special Committee and Our Board of Directors

SPECIAL FACTORS Purposes and Reasons of the OSI Investors

SPECIAL FACTORS Purposes and Reasons of Parent, Merger Sub and the Funds

SPECIAL FACTORS Position of the OSI Investors Regarding the Fairness of the Merger

SPECIAL FACTORS Position of Parent, Merger Sub and the Funds Regarding the Fairness of the Merger

(c) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

THE SPECIAL MEETING Required Vote

THE MERGER AGREEMENT Conditions to the Merger

(d) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Fairness of the Merger; Recommendations of the Special Committee and Our Board of Directors

(e) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Fairness of the Merger; Recommendations of the Special Committee and Our Board of Directors

(f) None.

Item 9. Reports, Opinions, Appraisals and Certain Negotiations

Regulation M-A Item 1015

(a)-(c) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- SPECIAL FACTORS Background of the Merger
- SPECIAL FACTORS Opinion of Wachovia Capital Markets, LLC
- SPECIAL FACTORS Opinion of Piper Jaffray & Co.
- ANNEX B Opinion of Wachovia Capital Markets, LLC
- ANNEX C Opinion of Piper Jaffray & Co.

Item 10. Source and Amounts of Funds or Other Consideration

Regulation M-A Item 1007

(a)-(b) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- SUMMARY TERM SHEET
- SPECIAL FACTORS Financing
- SPECIAL FACTORS Guarantees
- THE MERGER AGREEMENT Financing Commitments; Cooperation of OSI

(c) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- SPECIAL FACTORS Conduct of OSI's Business if the Merger is Not Completed
- SPECIAL FACTORS Fees and Expenses
- THE MERGER AGREEMENT Termination
- THE MERGER AGREEMENT Termination Fees and Expenses

(d) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- SUMMARY TERM SHEET
- SPECIAL FACTORS Financing

Item 11. Interest in Securities of the Subject Company

Regulation M-A Item 1008

(a) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- SPECIAL FACTORS Interests of Our Directors and Executive Officers in the Merger

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

(b) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SPECIAL FACTORS Interests of Our Directors and Executive Officers in the Merger

SPECIAL FACTORS Related Party Transactions

THE MERGER AGREEMENT

ANNEX A Agreement and Plan of Merger by and among OSI, Kangaroo Holdings and Kangaroo Acquisition

Item 12. The Solicitation or Recommendation

Regulation M-A Item 1012

(d) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

THE SPECIAL MEETING Required Vote

SPECIAL FACTORS Certain Effects of the Merger

SPECIAL FACTORS Fairness of the Merger; Recommendations of the Special Committee and Our Board of Directors

SPECIAL FACTORS Interests of Our Directors and Executive Officers in the Merger

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

(e) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Fairness of the Merger; Recommendations of the Special Committee and Our Board of Directors

Item 13. Financial Statements

Regulation M-A Item 1010

(a) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

INFORMATION ABOUT OSI Selected Financial Data

INFORMATION ABOUT OSI Financial Statements

INFORMATION ABOUT OSI Net Book Value Per Share of OSI Common Stock

INFORMATION ABOUT OSI Ratio of Earnings to Fixed Charges

FINANCIAL FORECAST

(b) Not applicable.

Item 14. Persons/Assets, Retained, Employed, Compensated or Used

Regulation M-A Item 1009

(a) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

THE SPECIAL MEETING Solicitation of Proxies

SPECIAL FACTORS Fees and Expenses

(b) The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

THE SPECIAL MEETING Solicitation of Proxies

Item 15. Additional Information

Regulation M-A Item 1011

(b) The information contained in the Proxy Statement, including all annexes thereto, is incorporated herein by reference.

Item 16. Exhibits

Regulation M-A Item 1016

(a)(1) Definitive Proxy Statement filed with the Securities and Exchange Commission on April 3, 2007.

(a)(2) Form of Proxy Card, filed with the Securities and Exchange Commission along with the Proxy Statement.

(b)(1) Commitment Letter from Deutsch Bank AG New York Branch, Deutsch Bank AG Cayman Islands Branch, Deutsch Bank Securities, Inc., Bank of America, N.A., Banc of America Bridge, LLC and Banc of America Securities LLC to Kangaroo Acquisition, Inc., dated as of November 5, 2006.*

(c)(1) Opinion of Wachovia Capital Markets, LLC, attached as Annex B to the Proxy Statement.

(c)(2) Opinion of Piper Jaffray & Co., attached as Annex C to the Proxy Statement.

(c)(3) Financial analysis presentation materials, dated November 3, 2006, prepared by Wachovia Capital Markets, LLC, for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.*

(c)(4) Financial analysis presentation materials, dated November 5, 2006, prepared by Piper Jaffray & Co., for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.**

(c)(5) Financial analysis presentation materials, dated August 18, 2006, prepared by Wachovia Capital Markets, LLC, for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.**

(c)(6) Financial analysis presentation materials, dated September 15, 2006, prepared by Wachovia Capital Markets, LLC, for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.**

(c)(7) Financial analysis presentation materials, dated October 9, 2006, prepared by Wachovia Capital Markets, LLC, for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.**

(d)(1) Agreement and Plan of Merger, dated as of November 5, 2006, by and among OSI Restaurant Partners, Inc., Kangaroo Holdings, Inc. and Kangaroo Acquisition, Inc. attached as Annex A to the Proxy Statement.*

(d)(2) Letter of Intent from Kangaroo Holdings, Inc. to Robert Basham, J. Timothy Gannon and Chris Sullivan, dated November 5, 2006.*

(d)(3) Letter of Intent from Kangaroo Holdings, Inc. to Bill Allen, Paul Avery, Dirk Montgomery and Joe Kadow, dated November 5, 2006.*

(d)(4) Amendment, dated November 5, 2006, by and among A. William Allen, III, OSI Restaurant Partners, Inc. and OS Restaurant Services, Inc.*

(d)(5) Amendment, dated November 5, 2006, by and among Paul E. Avery, OSI Restaurant Partners, Inc. and Outback Steakhouse of Florida, Inc.*

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(d)(6) Amendment, dated November 5, 2006, by and among Joseph J. Kadow, OSI Restaurant Partners, Inc., OS Restaurant Services, Inc., OS Management, Inc. and Outback Steakhouse of Florida, Inc.*

(d)(7) Amendment, dated November 5, 2006, by and between Dirk Montgomery and OSI Restaurant Partners, Inc.*

(f) Section 262 of the Delaware General Corporation Law, attached as Annex D to the Proxy Statement.

(g) None.

* Filed as an exhibit to the Schedule 13E-3 filed with the Securities and Exchange Commission on January 17, 2007.

** Filed as an exhibit to the Schedule 13E-3 filed with the Securities and Exchange Commission on March 26, 2007.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

OSI RESTAURANT PARTNERS, INC.

By: /s/ Joseph J. Kadow
Name: Joseph J. Kadow
Title: Executive Vice President
and General Counsel

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

/s/ Chris T. Sullivan
Chris T. Sullivan

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

/s/ Robert D. Basham
Robert D. Basham

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

/s/ J. Timothy Gannon
J. Timothy Gannon

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

/s/ A. William Allen III
A. William Allen III

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

/s/ Paul E. Avery
Paul E. Avery

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

/s/ Joseph J. Kadow
Joseph J. Kadow

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

/s/ Dirk Montgomery
Dirk Montgomery

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

KANGAROO HOLDINGS, INC.

By: /s/ Phil Loughlin
Name: Phil Loughlin
Title: Vice President

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

KANGAROO ACQUISITION, INC.

By: /s/ Phil Loughlin
Name: Phil Loughlin
Title: Vice President

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

BAIN CAPITAL (OSI) IX, L.P.

By: BAIN CAPITAL PARTNERS IX, L.P.,
its general partner

By: BAIN CAPITAL INVESTORS, LLC,
its general partner

By: /s/ Phil Loughlin
Name: Phil Loughlin
Title: Managing Director

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

CATTERTON PARTNERS VI, L.P.

By: CATTERTON MANAGING PARTNER VI,
L.L.C.,
its general partner

By: CP6 MANAGEMENT, L.L.C.
its managing member

By: /s/ J. Michael Chu
Name: J. Michael Chu
Title: Managing Member

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

CATTERTON PARTNERS VI, OFFSHORE, L.P.

By: CATTERTON MANAGING PARTNER VI,
L.L.C.,
its general partner

By: CP6 MANAGEMENT, L.L.C.
its managing member

By: /s/ J. Michael Chu
Name: J. Michael Chu
Title: Managing Member

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: April 3, 2007

BAIN CAPITAL FUND IX, L.P.

By: BAIN CAPITAL PARTNERS IX, L.P.,
its general partner

By: BAIN CAPITAL INVESTORS, LLC,
its general partner

By: /s/ Phil Loughlin
Name: Phil Loughlin
Title: Managing Director

EXHIBIT INDEX

- (a)(1) Definitive Proxy Statement filed with the Securities and Exchange Commission on April 3, 2007.
- (a)(2) Form of Proxy Card, filed with the Securities and Exchange Commission along with the Proxy Statement.
- (b)(1) Commitment Letter from Deutsch Bank AG New York Branch, Deutsch Bank AG Cayman Islands Branch, Deutsch Bank Securities, Inc., Bank of America, N.A., Banc of America Bridge, LLC and Banc of America Securities LLC to Kangaroo Acquisition, Inc., dated as of November 5, 2006.*
- (c)(1) Opinion of Wachovia Capital Markets, LLC, attached as Annex B to the Proxy Statement.
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- (c)(4) Financial analysis presentation materials, dated November 5, 2006, prepared by Piper Jaffray & Co., for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.**
- (c)(5) Financial analysis presentation materials, dated August 18, 2006, prepared by Wachovia Capital Markets, LLC, for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.**
- (c)(6) Financial analysis presentation materials, dated September 15, 2006, prepared by Wachovia Capital Markets, LLC, for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.**
- (c)(7) Financial analysis presentation materials, dated October 9, 2006, prepared by Wachovia Capital Markets, LLC, for the Special Committee of the Board of Directors of OSI Restaurant Partners, Inc.**
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- (d)(2) Letter of Intent from Kangaroo Holdings, Inc. to Robert Basham, J. Timothy Gannon and Chris Sullivan, dated November 5, 2006.*
- (d)(3) Letter of Intent from Kangaroo Holdings, Inc. to Bill Allen, Paul Avery, Dirk Montgomery and Joe Kadow, dated November 5, 2006.*
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- (d)(5) Amendment, dated November 5, 2006, by and among Paul E. Avery, OSI Restaurant Partners, Inc. and Outback Steakhouse of Florida, Inc.*
- (d)(6) Amendment, dated November 5, 2006, by and among Joseph J. Kadow, OSI Restaurant Partners, Inc., OS Restaurant Services, Inc., OS Management, Inc. and Outback Steakhouse of Florida, Inc.*
- (d)(7) Amendment, dated November 5, 2006, by and between Dirk Montgomery and OSI Restaurant Partners, Inc.*
- (f) Section 262 of the Delaware General Corporation Law, attached as Annex D to the Proxy Statement.
- (g) None.

* Filed as an exhibit to the Schedule 13E-3 filed with the Securities and Exchange Commission on January 17, 2007.

** Filed as an exhibit to the Schedule 13E-3 filed with the Securities and Exchange Commission on March 26, 2007.