

Core-Mark Holding Company, Inc.
Form SC 13G
March 13, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

(Amendment No. ____)*

Core-Mark Holding Company, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

218681104

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: Core-Mark Holding Company, Inc. - Form SC 13G

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on 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).

Page 1 of 17 Pages

CUSIP No. 218681104

13G

Page 2 of 17 Pages

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sankaty High Yield Asset Partners, L.P.

EIN No.: 04-3395139

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

17,014 Shares*

BENEFICIALLY

6. SHARED VOTING POWER

OWNED BY

EACH

REPORTING

0

7. SOLE DISPOSITIVE POWER

PERSON

WITH

17,014 Shares*

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,014 Shares*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%**

12. TYPE OF REPORTING PERSON

PN

* Includes 4,929 shares issuable upon the exercise of warrants (Exercisable Warrants).

** Percentage is calculated using as the numerator, the number of shares of Common Stock held by the Reporting Persons plus the Exercisable Warrants and as the denominator, 9,808,542 shares of Common Stock outstanding plus the Exercisable Warrants.

CUSIP No. 218681104

13G

Page 3 of 17 Pages

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sankaty High Yield Partners II, L.P.

EIN No.: 04-3490549

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

141,507 Shares*

BENEFICIALLY

6. SHARED VOTING POWER

OWNED BY

EACH

REPORTING

0

7. SOLE DISPOSITIVE POWER

PERSON

WITH

141,507 Shares*

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

141,507 Shares*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.4%**

12. TYPE OF REPORTING PERSON

PN

* Includes 16,686 shares issuable upon the exercise of warrants (Exercisable Warrants).

** Percentage is calculated using as the numerator, the number of shares of Common Stock held by the Reporting Persons plus the Exercisable Warrants and as the denominator, 9,808,542 shares of Common Stock outstanding plus the Exercisable Warrants.

CUSIP No. 218681104

13G

Page 4 of 17 Pages

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sankaty High Yield Partners III, L.P.

EIN No.: 04-3554845

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

163,092 Shares*

BENEFICIALLY

6. SHARED VOTING POWER

OWNED BY

EACH

REPORTING

0

7. SOLE DISPOSITIVE POWER

PERSON

WITH

Edgar Filing: Core-Mark Holding Company, Inc. - Form SC 13G

163,092 Shares*

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

163,092 Shares*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7%**

12. TYPE OF REPORTING PERSON

PN

* Includes 25,712 shares issuable upon the exercise of warrants (Exercisable Warrants).

** Percentage is calculated using as the numerator, the number of shares of Common Stock held by the Reporting Persons plus the Exercisable Warrants and as the denominator, 9,808,542 shares of Common Stock outstanding plus the Exercisable Warrants.

CUSIP No. 218681104

13G

Page 5 of 17 Pages

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sankaty Credit Opportunities, L.P.

EIN No.: 51-0422167

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

324,590 Shares*

BENEFICIALLY

6. SHARED VOTING POWER

OWNED BY

EACH

REPORTING

0

7. SOLE DISPOSITIVE POWER

PERSON

WITH

324,590 Shares*

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

324,590 Shares*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

..

3.3%**

12. TYPE OF REPORTING PERSON

PN

* Includes 61,200 shares issuable upon the exercise of warrants (Exercisable Warrants).

** Percentage is calculated using as the numerator, the number of shares of Common Stock held by the Reporting Persons plus the Exercisable Warrants and as the denominator, 9,808,542 shares of Common Stock outstanding plus the Exercisable Warrants.

CUSIP No. 218681104

13G

Page 6 of 17 Pages

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Brant Point CBO 1999-1 Ltd.

EIN No.: N/A

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES

10,197 Shares*

BENEFICIALLY

6. SHARED VOTING POWER

OWNED BY

EACH

REPORTING

0

7. SOLE DISPOSITIVE POWER

PERSON

WITH

10,197 Shares*

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,197 Shares*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%**

12. TYPE OF REPORTING PERSON

CO

* Includes 2,436 shares issuable upon the exercise of warrants (Exercisable Warrants).

** Percentage is calculated using as the numerator, the number of shares of Common Stock held by the Reporting Persons plus the Exercisable Warrants and as the denominator, 9,808,542 shares of Common Stock outstanding plus the Exercisable Warrants.

CUSIP No. 218681104

13G

Page 7 of 17 Pages

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Brant Point II CBO 2000-1 Ltd.

EIN No.: N/A

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES

7,114 Shares

BENEFICIALLY

6. SHARED VOTING POWER

OWNED BY

EACH

REPORTING

0

7. SOLE DISPOSITIVE POWER

PERSON

WITH

7,114 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,114 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

CO

CUSIP No. 218681104

13G

Page 8 of 17 Pages

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Prospect Harbor Credit Partners, L.P.

EIN No.: 20-0606486

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

23,222 Shares*

BENEFICIALLY

6. SHARED VOTING POWER

OWNED BY

EACH

REPORTING

0

7. SOLE DISPOSITIVE POWER

PERSON

WITH

23,222 Shares*

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,222 Shares*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%**

12. TYPE OF REPORTING PERSON

PN

* Includes 23,222 shares issuable upon the exercise of warrants (Exercisable Warrants).

** Percentage is calculated using as the numerator, the number of shares of Common Stock held by the Reporting Persons plus the Exercisable Warrants and as the denominator, 9,808,542 shares of Common Stock outstanding plus the Exercisable Warrants.

Item 1(a). Name of Issuer

The name of the issuer to which this filing on Schedule 13G relates is Core-Mark Holding Company, Inc. (the Company).

Item 1(b). Address of Issuer's Principal Executive Offices

The principal executive offices of the Company are located at 395 Oyster Point Boulevard, Suite 415, South San Francisco, CA 94080.

Item 2(a). Name of Person Filing

This statement is being filed on behalf of Sankaty High Yield Asset Partners, L.P., a Delaware limited partnership (Sankaty I), Sankaty High Yield Partners II, L.P., a Delaware limited partnership (Sankaty II), Sankaty High Yield Partners III, L.P., a Delaware limited partnership (Sankaty III), Sankaty Credit Opportunities, L.P., a Delaware limited partnership (SCO), Brant Point CBO 1999-1 Ltd., a Cayman Islands limited liability company (BP), Brant Point II CBO 2000-1 Ltd., a Cayman Islands limited liability company (BP II), and Prospect Harbor Credit Partners, L.P., a Delaware limited partnership (PH).

Sankaty Advisors, LLC (Sankaty Advisors), a Delaware limited liability company, is the investment sub-adviser to Sankaty I, and the investment adviser to each of Sankaty II, Sankaty III, SCO, BP, BP II, and PH; provided, however, Sankaty Advisors does not have voting power or investment power with respect to Sankaty I, Sankaty II, Sankaty III, SCO or PH. Mr. Jonathan S. Lavine is the manager of Sankaty Advisors. Sankaty High Yield Asset Investors, LLC (Sankaty HIYA), a Delaware limited liability company, is the general partner of Sankaty I. Sankaty Investors, LLC (Sankaty Investors), a Delaware limited liability company, is the managing member of Sankaty HIYA. Sankaty High Yield Asset Investors II, LLC (Sankaty HIYA II), a Delaware limited liability company, is the general partner of Sankaty II. Sankaty Investors II, LLC (Sankaty Investors II), a Delaware limited liability company, is the managing member of Sankaty HIYA II. Sankaty High Yield Asset Investors III, LLC (Sankaty HIYA III), a Delaware limited liability company, is the general partner of Sankaty III. Sankaty Investors III, LLC (Sankaty Investors III), a Delaware limited liability company, is the member of Sankaty HIYA III. Sankaty Credit Opportunities Investors LLC (Sankaty Credit Investors), a Delaware limited liability company, is the general partner of SCO. Sankaty Credit Member, LLC (Sankaty Credit Member) is the managing member of Sankaty Credit Investors. Prospect Harbor Investors LLC (PHI), a Delaware limited liability company is the general partner of PH. Sankaty Credit Member is the managing member of PHI. Mr. Jonathan S. Lavine is the managing member of each of Sankaty Investors, Sankaty Investors II, Sankaty Investors III and Sankaty Credit Member.

The Reporting Persons have entered into a Joint Filing Agreement, dated March 13, 2006, a copy of which is filed with this Schedule G as Exhibit A, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

Item 2(b). Address of Principal Business Office or, if none, Residence

The principal business address of each of Sankaty I, Sankaty II, Sankaty III, SCO, and PH is 111 Huntington Avenue, Boston, Massachusetts 02199. The principal business address of BP and BP II is P.O. Box 309, Ugland House, South Church Street, Grand Cayman, Cayman Islands.

Item 2(c). Citizenship

Each of Sankaty I, Sankaty II, Sankaty III, SCO, and PH is organized under the laws of the State of Delaware. BP and BP II are organized under the laws of the Cayman Islands. Mr. Jonathan S. Lavine is a citizen of the United States of America.

Item 2(d). Title of Class of Securities

The class of equity securities of the Company to which this filing on Schedule 13G relates is Common Stock, par value \$0.01 per share (Common Stock).

Item 2(e). CUSIP Number

The CUSIP number of the Company's Common Stock is 218681104.

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable.

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
 - (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) ☐ An investment adviser in accordance with §13d-1(b)(1)(ii)(E).
 - (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
 - (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
 - (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
 - (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
 - (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- ☒ **If this statement is filed pursuant to §240.13d-1(c), check this box.**

Item 4. Ownership

Item 4(a). Amount beneficially owned

As of the close of business on December 31, 2005, Sankaty I owned 17,014 shares of Common Stock of the Company (which includes 4,929 shares of Common Stock issuable upon the exercise of warrants). Sankaty HIYA is the general partner of Sankaty I. Sankaty Investors is the managing member of Sankaty HIYA. Sankaty Advisors is the investment sub-adviser to Sankaty I but it does not have voting power or investment power with respect to the Common Stock of the Company owned by Sankaty I. Mr. Jonathan S. Lavine is the managing member of Sankaty Investors and the manager of Sankaty Advisors.

As of the close of business on December 31, 2005, Sankaty II owned 141,507 shares of Common Stock of the Company (which includes 16,686 shares of Common Stock issuable upon the exercise of warrants). Sankaty HIYA II is the general partner of Sankaty II. Sankaty Investors II is the managing member of Sankaty HIYA II. Sankaty Advisors is the investment adviser to Sankaty II but it does not have voting power or investment power with respect to the Common Stock of the Company owned by Sankaty II. Mr. Jonathan S. Lavine is the managing member of Sankaty Investors II and the manager of Sankaty Advisors.

As of the close of business on December 31, 2005, Sankaty III owned 163,092 shares of Common Stock of the Company (which includes 25,712 shares of Common Stock issuable upon the exercise of warrants). Sankaty HIYA III is the general partner of Sankaty III. Sankaty Investors III is the managing member of Sankaty HIYA III. Sankaty Advisors is the investment adviser to Sankaty III but it does not have voting power or investment power with respect to the Common Stock of the Company owned by Sankaty III. Mr. Jonathan S. Lavine is the managing member of Sankaty Investors III and the manager of Sankaty Advisors.

As of the close of business on December 31, 2005, SCO owned 324,590 shares of Common Stock of the Company (which includes 61,200 shares of Common Stock issuable upon the exercise of warrants). Sankaty Credit Investors is the general partner of SCO. Sankaty Credit Member is the managing member of Sankaty Credit Investors. Sankaty Advisors is the investment adviser to SCO but it does not have voting power or investment power with respect to the Common Stock of the Company owned by SCO. Mr. Jonathan S. Lavine is the managing member of Sankaty Credit Member and the manager of Sankaty Advisors.

As of the close of business on December 31, 2005, BP owned 10,197 shares of Common Stock of the Company (which includes 2,436 shares of Common Stock issuable upon the exercise of warrants). Sankaty Advisors is the investment adviser to BP and it has investment power with respect to the Common Stock of the Company owned by BP. Mr. Jonathan S. Lavine is the manager of Sankaty Advisors.

As of the close of business on December 31, 2005, BP II owned 7,114 shares of Common Stock of the Company. Sankaty Advisors is the investment adviser to BP and it has investment power with respect to the Common Stock of the Company owned by BP II. Mr. Jonathan S. Lavine is the manager of Sankaty Advisors.

As of the close of business on December 31, 2005, PH owned 23,222 shares of Common Stock of the Company (which consists of 23,222 shares of Common Stock issuable upon the exercise of warrants). PHI is the general partner of PH. Sankaty Credit Member is the managing member of PHI. Sankaty Advisors is the investment adviser to PH but it does not have voting power or investment power with respect to the Common Stock of the Company owned by PH. Mr. Jonathan S. Lavine is the managing member of Sankaty Credit Member and the manager of Sankaty Advisors.

No person other than the respective owner referred to herein of the shares of Common Stock of the Company is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of such shares of Common Stock of the Company.

Item 4(b). Percent of Class

As of the close of business on December 31, 2005, Sankaty I owned 0.2% of the Common Stock outstanding of the Company, Sankaty II owned 1.4% of the Common Stock outstanding of the Company, Sankaty III owned 1.7% of the Common Stock outstanding of the Company, SCO owned 3.3% of the Common Stock outstanding of the Company, BP owned 0.1% of the Common Stock outstanding of the Company, BP II owned 0.1% of the Common Stock outstanding of the Company and PH owned 0.2% of the Common Stock outstanding of the Company. Together, as of the close of business on December 31, 2005, Sankaty I, Sankaty II, Sankaty III, SCO, BP, BP II and PH owned 6.9% of the Common Stock outstanding of the Company. The aggregate percentage of Common Stock reported owned by Sankaty I, Sankaty II, Sankaty III, SCO, BP, BP II and PH is based upon 9,808,542 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as of October 31, 2005, based on representations made in the Company's Form 10-Q for the quarter ending September 30, 2005, filed with the Securities and Exchange Commission on November 30, 2005.

Item 4(c). Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

Sankaty I	17,014 ₁
Sankaty II	141,507 ₂
Sankaty III	163,092 ₃
SCO	324,590 ₄
BP	10,197 ₅
BP II	7,114
PH	23,222 ₆

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of:

Sankaty I	17,014 ₁
Sankaty II	141,507 ₂
Sankaty III	163,092 ₃
SCO	324,590 ₄
BP	10,197 ₅
BP II	7,114
PH	23,222 ₆

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

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:

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

¹ Includes 4,929 Exercisable Warrants.

² Includes 16,686 Exercisable Warrants.

³ Includes 25,712 Exercisable Warrants.

⁴ Includes 61,200 Exercisable Warrants.

⁵ Includes 2,436 Exercisable Warrants.

⁶ Includes 23,222 Exercisable Warrants.

Item 9. Notice of Dissolution of Group

Not Applicable.

Page 13 of 17 Pages

Item 10. Certification

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

Dated: March 13, 2006

SANKATY ADVISORS, LLC

By: /s/ Jonathan S. Lavine
Name: Jonathan S. Lavine
Title: Manager

SANKATY HIGH YIELD ASSET PARTNERS, L.P.

By: Sankaty High Yield Asset Investors, LLC, its
general partner
By: Sankaty Investors, LLC, its managing member

By: /s/ Jonathan S. Lavine
Name: Jonathan S. Lavine
Title: Managing Member

SANKATY HIGH YIELD PARTNERS II, L.P.

By: Sankaty High Yield Asset Investors II, LLC, its
general partner
By: Sankaty Investors II, LLC, its managing member

By: /s/ Jonathan S. Lavine
Name: Jonathan S. Lavine
Title: Managing Member

SANKATY HIGH YIELD PARTNERS III, L.P.

By: Sankaty High Yield Asset Investors III, LLC, its
general partner
By: Sankaty Investors III, LLC, its managing member

By: /s/ Jonathan S. Lavine
Name: Jonathan S. Lavine
Title: Managing Member

SANKATY CREDIT OPPORTUNITIES, L.P.

By: Sankaty Credit Opportunities Investors, LLC, its
general partner

By: Sankaty Credit Member, LLC, its managing member

By: /s/ Jonathan S. Lavine

Name: Jonathan S. Lavine

Title: Managing Member

PROSPECT HARBOR CREDIT PARTNERS, L.P.

By: Prospect Harbor Investors, LLC, its general partner

By: Sankaty Credit Member, LLC, its managing member

By: /s/ Jonathan S. Lavine

Name: Jonathan S. Lavine

Title: Managing Member

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (1) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (2) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of such information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making this filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: March 13, 2006

SANKATY ADVISORS, LLC

By: /s/ Jonathan S. Lavine
Name: Jonathan S. Lavine
Title: Manager

SANKATY HIGH YIELD ASSET PARTNERS, L.P.

By: Sankaty High Yield Asset Investors, LLC, its
general partner
By: Sankaty Investors, LLC, its managing member

By: /s/ Jonathan S. Lavine
Name: Jonathan S. Lavine
Title: Managing Member

SANKATY HIGH YIELD PARTNERS II, L.P.

By: Sankaty High Yield Asset Investors II, LLC, its
general partner
By: Sankaty Investors II, LLC, its managing member

By: /s/ Jonathan S. Lavine
Name: Jonathan S. Lavine
Title: Managing Member

SANKATY HIGH YIELD PARTNERS III, L.P.

By: Sankaty High Yield Asset Investors III, LLC, its
general partner

By: Sankaty Investors III, LLC, its managing member

By: /s/ Jonathan S. Lavine
Name: Jonathan S. Lavine
Title: Managing Member

SANKATY CREDIT OPPORTUNITIES, L.P.

By: Sankaty Credit Opportunities Investors, LLC, its
general partner

By: Sankaty Credit Member, LLC, its managing member

By: /s/ Jonathan S. Lavine
Name: Jonathan S. Lavine
Title: Managing Member

PROSPECT HARBOR CREDIT PARTNERS, L.P.

By: Prospect Harbor Investors, LLC, its general partner

By: Sankaty Credit Member, LLC, its managing member

By: /s/ Jonathan S. Lavine
Name: Jonathan S. Lavine
Title: Managing Member