GL PARTNERS II LLC Form SC 13D/A August 23, 2004

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)\*

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)

August 17, 2004 (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).

Page 1 of 22 pages

CUSIP No. 237266101 13D Page 2 of 22 Pages

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

GL Partners II, LLC

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) [ ]  (b) [ ]								
3	SEC USE ONI	SEC USE ONLY							
	SOURCE OF E	 FUNDS*							
5		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):							
6	CITIZENSHIE Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
NUMBER		7	SOLE VOTING POWER 0						
SHARES BENEFICIA OWNED B	ALLY	8	SHARED VOTING POWER 3,103,730						
EACH REPORTING PERSON		9	SOLE DISPOSITIVE POWER 0						
WITH	-	10	SHARED DISPOSITIVE POWER 3,103,730						
11	AGGREGATE APERSON 3,103,730**		BENEFICIALLY OWNED BY EACH REPORTING						
12	CHECK IF TH SHARES* N/A	HE AGG	REGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN						
13	PERCENT OF 4.9%	CLASS	REPRESENTED BY AMOUNT IN ROW (11)						
14	TYPE OF REP	PORTIN	G PERSON*						
	des shares n		ed herein as beneficially owned by other reporting						
CUSIP No.	237266101		13D Page 3 of 22 Pages						
1	NAME OF REE		G PERSON ATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Avenue Capi	ital P	artners II, LLC						
2	CHECK THE A (a) [ ] (b) [ ]	APPROP	RIATE BOX IF A MEMBER OF A GROUP*						

3 SEC USE ONLY

4	SOURCE OF E	'UNDS*						
5	PURSUANT TO	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):						
6			LACE OF ORGANIZATION					
NUMBER		7	SOLE VOTING POWER 0					
SHARES BENEFICIA OWNED I	ALLY BY	8	SHARED VOTING POWER 3,103,730					
EACH REPORT: PERSOI	ING N	9	SOLE DISPOSITIVE POWER					
WITH	-	10	SHARED DISPOSITIVE POWER 3,103,730					
11	PERSON 3,103,730**		BENEFICIALLY OWNED BY EACH REPORTING					
12			REGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN					
13	PERCENT OF 4.9%	CLASS	REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE OF REF	ORTIN	G PERSON*					
	des shares r ns. See Item		ed herein as beneficially owned by other reporting					
CUSIP No.	237266101		13D Page 4 of 22 Pages					
1	NAME OF REF		G PERSON ATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Avenue Spec	ial S	ituations Fund II, LP					
2	CHECK THE A (a) [ ] (b) [ ]		RIATE BOX IF A MEMBER OF A GROUP*					
3	SEC USE ONI							
4	SOURCE OF E	'UNDS*						
5			URE OF LEGAL PROCEEDINGS IS REQUIRED S 2(d) OR 2(e):					
6	CITIZENSHIE	OR P	LACE OF ORGANIZATION					

Delaware

NUMBER SHARES		7	SOLE VOTING POWER 0			
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WITH		10	SHARED DISPOSITIVE POWER 3,103,730			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,103,730**					
12	CHECK IF T SHARES* N/A		REGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN			
13	PERCENT OF	' CLASS	REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF RE	PORTIN	G PERSON*			
	des shares ns. See Ite		ed herein as beneficially owned by other reporting			
			ed herein as beneficially owned by other reporting			
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WITH		10	SHARED DISPOSITIVE POWER 5,473,730
11	AGGREGATE PERSON 5,473,730*		BENEFICIALLY OWNED BY EACH REPORTING
12	CHECK IF T SHARES* N/A	HE AGGI	REGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
13	PERCENT OF 8.6%	CLASS	REPRESENTED BY AMOUNT IN ROW (11)
14	TYPE OF RE	PORTING	G PERSON*
	des shares ns. See Ite	_	ed herein as beneficially owned by other reporting
CUSIP No.	237266101		13D Page 6 of 22 Pages
1	NAME OF RE		G PERSON ATION NO. OF ABOVE PERSON (ENTITIES ONLY)
	Avenue Inv	estment	cs, LP
2	CHECK THE (a) [ ] (b) [ ]	APPROPI	RIATE BOX IF A MEMBER OF A GROUP*
3	SEC USE ON	 LY	
	SOURCE OF N/A		
5	CHECK IF D	ISCLOSU O ITEMS	JRE OF LEGAL PROCEEDINGS IS REQUIRED S 2(d) OR 2(e):
6		P OR PI	LACE OF ORGANIZATION
NUMBER SHARES		7	SOLE VOTING POWER 0
BENEFICIA OWNED E EACH	ALLY BY	8	SHARED VOTING POWER 270,000
REPORTI PERSON WITH	ING N		SOLE DISPOSITIVE POWER 0
MTIU			SHARED DISPOSITIVE POWER 270,000
11	AGGREGATE PERSON 270,000**	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING

12	CHECK IF THE AGO SHARES*	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN					
	N/A						
13	PERCENT OF CLASS	S REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE OF REPORTII	NG PERSON*					
	des shares report	ted herein as beneficially owned by other reporting					
CUSIP No.	237266101	13D Page 7 of 22 Pages					
1	NAME OF REPORTING I.R.S. IDENTIFIC	NG PERSON CATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Avenue Partners	LLC					
2	(a) [ ] (b) [ ]	PRIATE BOX IF A MEMBER OF A GROUP*					
3	SEC USE ONLY	SEC USE ONLY					
4	SOURCE OF FUNDS:	SOURCE OF FUNDS*					
5	CHECK IF DISCLOS	SURE OF LEGAL PROCEEDINGS IS REQUIRED  4S 2(d) OR 2(e):					
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION					
NUMBER		SOLE VOTING POWER					
SHARES BENEFICIA OWNED I	ALLY 8 BY	SHARED VOTING POWER 270,000					
EACH REPORT: PERSOI	ING 9	SOLE DISPOSITIVE POWER 0					
WITH	10	SHARED DISPOSITIVE POWER 270,000					
	AGGREGATE AMOUNT PERSON 270,000**	F BENEFICIALLY OWNED BY EACH REPORTING					
12	SHARES* N/A	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN					
13		S REPRESENTED BY AMOUNT IN ROW (11)					

14 TYPE OF REPORTING PERSON\*
OO

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

CUSIP No.	237266101			13D		Pag	e 	8	of 	22	Pages
1		NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY								NLY)	
	Avenue Advis	ors,	LLC								
2	CHECK THE AP (a) [ ] (b) [ ]										
3	SEC USE ONLY										
4	SOURCE OF FU	INDS*									
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										
NUMBER SHARE		7	SOLE 0	VOTING	POWER						
BENEFICI OWNED EACH	ALLY BY	8	SHARE 0	ED VOTI	NG POWE	ER					
REPORT PERSO	ING N	9	SOLE DISPOSITIVE POWER 0								
WITH		10	SHARE 0	ED DISP	OSITIVE	E POWE	R				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0***						;				
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*										
13	PERCENT OF C	LASS	REPRE	ESENTED	BY AMO	I TNUC	N R	.OW	(11	)	
14	TYPE OF REPO	RTIN	G PERS	SON*					- <b></b>		

\*\*\* See Item 5.

CUSIP No.	237266101		13D	Page	9 of	22 Pages	
1	NAME OF REPO	_	PERSON TION NO. OF AE	OVE PERSON	(ENTITI	ES ONLY)	
	Avenue Inter	natio	nal, Ltd.				
2	CHECK THE AM (a) [ ] (b) [ ]	PROPR	IATE BOX IF A			·	
3	SEC USE ONLY	7					
4	SOURCE OF FU	JNDS*					
5			RE OF LEGAL PF 2(d) OR 2(e):		IS REQUI	: :RED	
6	CITIZENSHIP Cayman Islan		ACE OF ORGANIZ	ATION			
NUMBER SHARE:			SOLE VOTING PO	WER			
BENEFICIA OWNED	ALLY BY		SHARED VOTING 990,000	POWER			
EACH REPORT: PERSOI	ING N		SOLE DISPOSITI	VE POWER			
WITH			SHARED DISPOSI	TIVE POWEF			
11	AGGREGATE AND PERSON 990,000**	MOUNT	BENEFICIALLY (	WNED BY EA	CH REPOR	RTING	
12	CHECK IF THE SHARES* N/A	 E AGGR	EGATE AMOUNT I	N ROW (11)	EXCLUDE	S CERTAIN	
13	PERCENT OF (	CLASS	REPRESENTED BY	AMOUNT IN		_)	
14	TYPE OF REPO	RTING	PERSON*				
	des shares rens. See Item		d herein as be	neficially	owned k	by other re	port
CUSIP No.	237266101		13D	Page	10 of	22 Pages	
1	NAME OF REPO		PERSON TION NO. OF AE	OVE PERSON	(ENTITI	TES ONLY)	
	Avenue Inter	natio	nal Advisors,	LLC			
2	CHECK THE A	PROPR	IATE BOX IF A	MEMBER OF	A GROUP*		

	(a) [ ] (b) [ ]							
3	SEC USE ON	LY						
4	SOURCE OF N/A	FUNDS*						
5	CHECK IF D				 DINGS I	S REQUI	 [RED	
6	CITIZENSHI Delaware	P OR PI	LACE OF OF	RGANIZATIO	N			
NUMBER		7	SOLE VOTI	NG POWER				
SHARES BENEFICIA OWNED I	ALLY BY	8	SHARED VO	TING POWE	 R			
EACH REPORT: PERSON	ING	9	SOLE DISE	POSITIVE P	OWER			
WITH		10 SHARED DISPOSITIVE POWER 0						
11	AGGREGATE PERSON 0***	AMOUNT	BENEFICI <i>F</i>	LLY OWNED	BY EAC	H REPOR	RTING	
12	CHECK IF T SHARES* N/A	HE AGGI	REGATE AMO	OUNT IN RO	W (11)	EXCLUDE	ES CEI	
13	PERCENT OF	' CLASS	REPRESENT	ED BY AMO	UNT IN	ROW (13	 L)	
14	TYPE OF RE	 PORTING	G PERSON*					
*** See It	cem 5.							
CUSIP No.	237266101		13D		Page	11 of	22	Pages
1	NAME OF RE			OF ABOVE :	PERSON	(ENTIT	[ES ON	NLY)
	Avenue Spe	cial S	ituations	Fund III,	LP			
2	CHECK THE (a) [ ] (b) [ ]			IF A MEMB			k	
3	SEC USE ON							
4	SOURCE OF N/A	FUNDS*						
 5	CHECK IF D	TSCLOSI	URE OF LEG	AL PROCEE	DINGS T	S REOU	 [RED	

	PURSUANT TO	ITEM	S 2(d) OR 2(e	):		
	CITIZENSHIE Delaware	OR P	LACE OF ORGAN	IZATION		
NUMBER SHARES		7	SOLE VOTING			
BENEFICIA OWNED I	ALLY BY	8	SHARED VOTIN 1,110,000			
EACH REPORT: PERSOI	ING N	9	SOLE DISPOSI	TIVE POWER		
WITH	-		SHARED DISPO 1,110,000			
11	AGGREGATE APERSON 1,110,000**			OWNED BY EAC		
12	CHECK IF TH SHARES* N/A			IN ROW (11)		
13	PERCENT OF 1.7%	CLASS	REPRESENTED	BY AMOUNT IN	ROW (11)	
	TYPE OF REP	ORTIN	G PERSON*			
person	ns. See Item	· 5.			-	other reporting
CUSIP No.	237266101		13D 	Page	12 of 22	? Pages 
1	NAME OF REF			ABOVE PERSON	(ENTITIES	ONLY)
	Avenue Capi	tal P	artners III,	LLC		
2	CHECK THE A (a) [ ] (b) [ ]	PPROP	RIATE BOX IF	A MEMBER OF A	GROUP*	
3	SEC USE ONI	.Y				
4	SOURCE OF E	'UNDS*				
5			URE OF LEGAL S 2(d) OR 2(e	PROCEEDINGS I	S REQUIREI	)
	CITIZENSHIE Delaware		LACE OF ORGAN			
NUMBER SHARES		7	SOLE VOTING 0			

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REPORTI PERSON	REPORTING PERSON		SOLE DISPOSITIVE POWER 0			
WITH	-	10	SHARED DISPOSITIVE POWER 1,110,000			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,110,000**					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* N/A					
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF REI	PORTIN	G PERSON*			
persor	ns. See Iter	n 5.	ed herein as beneficially owned by other reporting  13D Page 13 of 22 Pages			
1	NAME OF REI	NTIFICA	ATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) [ ]  (b) [ ]					
3	SEC USE ON					
4	SOURCE OF I	FUNDS*				
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):					
	CITIZENSHII Delaware		LACE OF ORGANIZATION			
NUMBER		7	SOLE VOTING POWER			
SHARES BENEFICIA OWNED B	ALLY	8	SHARED VOTING POWER 1,110,000			
EACH REPORTI PERSON	1	9	SOLE DISPOSITIVE POWER 0			
WITH	-	10	SHARED DISPOSITIVE POWER 1,110,000			

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,110,000**								
12	CHECK IF TH SHARES* N/A								
13	PERCENT OF 1.7%	 CLASS	REPRESENTED BY AMOUNT IN ROW (11)						
14	TYPE OF REP	ORTIN	G PERSON*						
	des shares r ns. See Item	_	ed herein as beneficially owned by other repo						
CUSIP No.	237266101		13D Page 14 of 22 Pages						
1	NAME OF REP		G PERSON TATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	Marc Lasry								
2	CHECK THE A (a) [ ] (b) [ ]		RIATE BOX IF A MEMBER OF A GROUP*						
3		SEC USE ONLY							
4	SOURCE OF FUNDS*								
5			URE OF LEGAL PROCEEDINGS IS REQUIRED IS 2(d) OR 2(e):						
	United Stat	es	LACE OF ORGANIZATION						
NUMBER			SOLE VOTING POWER 0						
SHARE BENEFICI OWNED	ALLY BY	8	SHARED VOTING POWER 5,473,730						
EACH REPORTING PERSON			SOLE DISPOSITIVE POWER 0						
WITH	_		SHARED DISPOSITIVE POWER 5,473,730						
11	PERSON 5,473,730**		BENEFICIALLY OWNED BY EACH REPORTING						
12			REGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN						

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.6%
14	TYPE OF REPORTING PERSON*

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

The following constitutes Amendment No. 2 ("Amendment No. 2") 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 (the "Schedule 13D"). This Amendment No. 2 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 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended by adding the following at the end thereof:

As of July 1, 2004, certain firm investment advisory functions and responsibilities were reallocated internally. As a result of such reallocations, 270,000 shares of Common Stock previously reported as being beneficially owned by Avenue Advisors, LLC and 990,000 shares of Common Stock previously reported as being beneficially owned by Avenue International Advisors, LLC, are now beneficially owned by Avenue Capital Management II, LLC. No consideration was paid or received by the above referenced entities in connection with the changes in beneficial ownership.

Item 5. Interest in Securities of the Issuer

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 July 3, 2004, there were 63,897,346 shares of Common Stock issued and outstanding at August 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 270,000 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 990,000 shares of Common Stock, constituting 1.5% 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 3,103,730 shares of Common Stock, constituting approximately 4.9% 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 1,110,000 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;
- e. As the result of an internal reallocation of investment advisory functions and responsibilities, the shares of Common Stock previously deemed to be beneficially owned by Avenue Advisors, LLC and Avenue International Advisors, LLC, are now deemed to be beneficially owned by Avenue Capital Management II, LLC.

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 5,473,730 shares of Common Stock, constituting approximately 8.6% of the Company's outstanding shares, which figure includes the shares owned directly by Avenue Investments, LP, Avenue International, Ltd., Avenue Special Situations Fund III, LP, and Avenue Special Situations Fund III, LP, described above.

Item 5(c) is hereby amended and restated in its entirety to read as follows:

As of July 1, 2004, certain firm investment advisory functions and responsibilities were reallocated internally. As a result of such reallocations, 270,000 shares of Common Stock previously reported as being beneficially owned by Avenue Advisors, LLC and 990,000 shares of Common Stock previously reported as being beneficially owned by Avenue International Advisors, LLC, are now beneficially owned by Avenue Capital Management II, LLC. No consideration was paid or received by the above referenced entities in connection with the changes in beneficial ownership.

During the last 60 days, the Reporting Persons sold the following shares of Common Stock on the open market (which does not include the sale on April 12, 2004, by Avenue Special Situations Fund II, LP of 50,000 shares at \$3.76 per share, which sale has not previously been reported):

Entity	Trade Date	Shares	Price/Share
Avenue Special Situations Fund II, LP	08/17/2004	1,100,000	\$4.05
Avenue Special Situations Fund II, LP	08/18/2004	1,400,000	\$3.95

#### 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: August 23, 2004

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 Advisors, LLC /s/ Marc Lasry By: Marc Lasry Title: Managing Member Avenue International, Ltd. /s/ Marc Lasry \_\_\_\_\_ By: Marc Lasry Title: Director Avenue International Advisors, LLC /s/ Marc Lasry \_\_\_\_\_ By: Marc Lasry Title: Managing Member 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 /s/ Marc Lasry \_\_\_\_\_

By: Marc Lasry

Title: Managing Member

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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

Joint Filing Agreement

Avenue Partners, LLC and Avenue Advisors, LLC, each a New York limited liability company; Avenue International Advisors, LLC, Avenue Capital Partners II, 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: August 23, 2004

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

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By: Marc Lasry

Title: Managing Member

Avenue Advisors, LLC

/s/ Marc Lasry

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By: Marc Lasry

Title: Managing Member

Avenue International, Ltd.

/s/ Marc Lasry

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By: Marc Lasry Title: Director

Avenue International Advisors, LLC

/s/ Marc Lasry

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By: Marc Lasry

Title: Managing Member

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

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By: Marc Lasry

Title: Managing Member

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

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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

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By: Marc Lasry

Title: Managing Member

Avenue Capital Partners III, LLC

By: GL Partners III, LLC, Its managing member

/s/ Marc Lasry

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By: Marc Lasry

Title: Managing Member

GL Partners III, LLC

/s/ Marc Lasry

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By: Marc Lasry

Title: Managing Member

Avenue Capital Management II, LLC

/s/ Marc Lasry

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By: Marc Lasry

Title: Managing Member

/s/ Marc Lasry

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Marc Lasry, an individual