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

### **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 2)\*

# **Charter Communications, Inc.**

(Name of Issuer)

#### Class A Common Stock, par value \$0.001 per share

(Title of Class of Securities)

#### 16117M305

(CUSIP Number)

## **December 31, 2012**

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x 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).

1					
NAME OF	REPO	ORTING PERSON			
Oaktree Op	portu	nities Investments, L.P.			
CHECK TH	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
SEC USE O	ONLY				
CITIZENS	HIP C	OR PLACE OF ORGANIZATION			
Delaware					
	5	SOLE VOTING POWER			
		12,147,369 (1)			
_	6	SHARED VOTING POWER			
		None			
EPORTING	7	SOLE DISPOSITIVE POWER			
		12,147,369 (1)			
	8	SHARED DISPOSITIVE POWER			
		None			
AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12,147,369	(1)				
CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0		
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		LASS REPRESENTED BY AMOUNT IN ROW (9)			
12.02% (2)					
•	REPO	RTING PERSON			
PN					
	CHECK THE SEC USE OF RESCIALLY NED EPORTING SON THE AGGREGA 12,147,369 CHECK BO PERCENT 12.02% (2)	Oaktree Opportu CHECK THE AI  SEC USE ONLY  CITIZENSHIP CO Delaware  5  ER OF RES CIALLY NED EPORTING SON TH  8  AGGREGATE AI 12,147,369 (1) CHECK BOX IF  PERCENT OF CO 12.02% (2) TYPE OF REPO	ER OF RES CIALLY NONE  7 SOLE DISPOSITIVE POWER 12,147,369 (1)  8 SHARED DISPOSITIVE POWER None  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,147,369 (1)  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12.02% (2)  TYPE OF REPORTING PERSON		

<sup>(1)</sup> Solely in its capacity as the direct owner of 12,147,369 shares of Class A Common Stock.

<sup>(2)</sup> Based on a total of 101,052,864 shares of Class A Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 6, 2012.

1	NAME OF	REP	ORTING PERSON					
	Oaktree Fu	nd Gl	P, LLC					
2	CHECK TI	HE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x				
3	SEC USE (	7						
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION					
	Delaware							
		5	SOLE VOTING POWER					
			12,147,369 (1)					
NUMBI SHAI	TO ISHARED VOIING FOWER							
BENEFIC	CIALLY		None					
OWN BY EACH R		7	SOLE DISPOSITIVE POWER					
PERS WIT			12,147,369 (1)					
****		8	SHARED DISPOSITIVE POWER					
			None					
9	AGGREGA	ATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	12,147,369	(1)						
10			THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	12.02%							
12	+	REPC	DRTING PERSON					
	00	00						

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree Opportunities Investments, L.P.

	F							
1	NAME OF	REPO	ORTING PERSON					
	OCM FIE, LLC							
2			PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o				
				(b) x				
3	SEC USE (	ONLY						
4	CITIZENS	HIP C	OR PLACE OF ORGANIZATION					
	Delaware	1						
		5	SOLE VOTING POWER					
			0					
	MBER OF 6 SHARED VOTING POWER		SHARED VOTING POWER					
SHAI BENEFIO	_							
OWN			None					
BY EACH R		7	SOLE DISPOSITIVE POWER					
PERS WIT			0					
		8	SHARED DISPOSITIVE POWER					
			None					
9	ACCDEC/	ATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	AGGREGA	ALE A	MIOUNI BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	0	0						
10	CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	LICENT	J1 C	ELICO TELLECTIVE DI TUNCCITI IN TOTT (5)					
	0.00%	0.00%						
12	TYPE OF I	REPO	PRTING PERSON					
	00							
i		-						

	•					
1	NAME OF	REP	ORTING PERSON			
	Oaktree Ca	pital	Management, L.P.			
2			PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3	SEC USE (	SEC USE ONLY				
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION			
	Delaware					
	•	5	SOLE VOTING POWER			
			0 (1)			
	MBER OF	BER OF 6 SHARED VOTING POWER				
	HARES EFICIALLY		None			
	OWNED H REPORTING	7	SOLE DISPOSITIVE POWER			
<b>P</b> ]	ERSON		0 (1)			
	WITH	8	SHARED DISPOSITIVE POWER			
			None			
9	AGGREG <i>A</i>	ATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	0 (1)					
10	СНЕСК ВО	OX II	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0		
11	PERCENT OF CL		CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	0.00%					
12		REPC	ORTING PERSON			
	PN					
	1 1 1					

<sup>(1)</sup> Solely in its capacity as the managing member of OCM FIE, LLC.  $\,$ 

	1						
1	NAME OF	REP	ORTING PERSON				
	Oaktree Ho	lding	s, Inc.				
2	CHECK TH	HE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
3	SEC USE (						
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION				
	Delaware						
	•	5	SOLE VOTING POWER				
			0 (1)				
	BER OF 6 SHARED VOTING POWER						
BENEF	ICIALLY		None				
	NED REPORTING	7	SOLE DISPOSITIVE POWER				
	RSON ITH		0 (1)				
**	1111	8	SHARED DISPOSITIVE POWER				
			None				
9	AGGREG <i>A</i>	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	0 (1)						
10	CHECK BO	OX II	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.00%	.00%					
12	TYPE OF I	REPC	ORTING PERSON				
	СО						

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree Capital Management, L.P.

1	NAME OF	REP	ORTING PERSON					
	ОСМ Орро	ortuni	ties Fund V, L.P.					
2			PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o				
		(b) x						
3	SEC USE (	ONLY	<i>I</i>					
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION					
	Delaware							
	Delaware	5	SOLE VOTING POWER					
MITMI	BER OF		95,743 (1)					
_	IARES 6 SHARED VOTING POWER		SHARED VOTING POWER					
	ICIALLY		None					
	NED REPORTING	7	SOLE DISPOSITIVE POWER					
	SON ITH		95,743 (1)					
VV.	ш	8	SHARED DISPOSITIVE POWER					
9	A C C D E C /	VTF /	None AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	AGGREGA	ALE F	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	95,743 (1)							
10	CHECK BO	II XC	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	0.09% (2)							
12		REDC	ORTING PERSON					
1-		······	MINO I BROOM					
	PN							

<sup>(1)</sup> Solely in its capacity as the direct owner of 95,743 Class A Common Stock Warrants.

<sup>(2)</sup> Based on a total of 101,052,864 shares of Class A Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 6, 2012.

	1							
1	NAME OF	REP	ORTING PERSON					
	ОСМ Орро	rtuni	ties Fund V GP, L.P.					
2	CHECK TH	HE A	(a) o (b) x					
3	SEC USE C	ONLY	I					
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION					
	Delaware							
		5	SOLE VOTING POWER					
			95,743 (1)					
	MBER OF 6 SHARED VOTING POWER HARES							
BENEFI	CIALLY		None					
OWI BY EACH R		7	SOLE DISPOSITIVE POWER					
PERS WI	SON		95,743 (1)					
WI	ın	8	SHARED DISPOSITIVE POWER					
			None					
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	95,743 (1)							
10	CHECK BO	OX II	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
11	PERCENT OF CLASS REPRESENTED B		CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.09%	0.09%						
12	TYPE OF F	REPC	DRTING PERSON					
	PN							

<sup>(1)</sup> Solely in its capacity as the general partner of OCM Opportunities Fund V, L.P.  $\,$ 

1							
NAME OF	NAME OF REPORTING PERSON						
OCM Oppo	rtunit	ties Fund VI I. P					
			(a) o				
GILL GIV II			(b) x				
SEC USE C	ONLY	•					
CITIZENSI	HIP C	OR PLACE OF ORGANIZATION					
Dolarizaro							
Delaware	5	SOLE VOTING POWER					
ED OF		215,108 (1)					
ER OF RES	6	SHARED VOTING POWER					
CIALLY		None					
	7	SOLE DISPOSITIVE POWER					
SON		215 108 (1)					
ľH	8						
		SIERCED DISTOSTITVE FOWER					
1		None					
AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
215,108 (1)							
CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
PERCENT	OF C	LASS REPRESENTED BY AMOUNT IN ROW (9)					
	J. U						
- ' '							
TYPE OF F	REPO	RTING PERSON					
PN							
	CHECK THE SEC USE OF RESCIALLY SED SEPORTING ON THE SEC USE OF RESCIALLY SED SEC USE OF RESCIALLY SED SEC USE OF RESCIALLY SED SEC USE OF RESCIALLY SEC USE OF RESCIALLY SEC USE OF RESCIALLY SEC USE OF RESCIALLY SEC USE OF RESCIAL SECUE OF RESCIAL SEC USE OF RESCIAL SEC USE OF RESCIAL SEC USE OF RESCIAL SEC USE OF RESCIAL S	CHECK THE AND CH	SOLE VOTING POWER  215,108 (1)  6 SHARED VOTING POWER  None  FOR ON  H  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  215,108 (1)  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.21% (2)  TYPE OF REPORTING PERSON				

<sup>(1)</sup> Solely in its capacity as the direct owner of 215,108 Class A Common Stock Warrants.

<sup>(2)</sup> Based on a total of 101,052,864 shares of Class A Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 6, 2012.

1	NAME OF	REP	ORTING PERSON				
	OCM Oppo	rtuni	ties Fund VI GP, L.P.				
2			PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
3	SEC USE O						
4	CITIZENS	HIP C	OR PLACE OF ORGANIZATION				
	Delaware						
		5	SOLE VOTING POWER				
			215,108 (1)				
	MBER OF 6 SHARED VOTING POWER IARES						
BENEFIC	CIALLY		None				
OWN BY EACH R		7	SOLE DISPOSITIVE POWER				
PERS WIT	SON		215,108 (1)				
VV11	ın	8	SHARED DISPOSITIVE POWER				
			None				
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	215,108 (1)						
10	CHECK BO	X IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0			
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.21%	0.21%					
12	TYPE OF F	REPO	ORTING PERSON				
	PN	PN					

<sup>(1)</sup> Solely in its capacity as the general partner of OCM Opportunities Fund VI, L.P.

1	NAME OF	REPO	DRTING PERSON				
	ОСМ Орро	ortunit	ies Fund VII Delaware, L.P.				
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC USE (	ONLY					
4	CITIZENS	HIP O	R PLACE OF ORGANIZATION				
	Delaware						
	•	5	SOLE VOTING POWER				
			104,553 (1)				
_	BER OF ARES	6	SHARED VOTING POWER				
BENEI	FICIALLY		None				
	VNED REPORTING	7	SOLE DISPOSITIVE POWER				
PE:	RSON /ITH		104,553 (1)				
V	VIII	8	SHARED DISPOSITIVE POWER				
			None				
9	AGGREGA	ATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	104,553 (1)						
10			THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0			
11	PERCENT	OF C	LASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.10% (2)						
12		REPO	RTING PERSON				
	PN						
	1 11						

<sup>(1)</sup> Solely in its capacity as the direct owner of 104,553 Class A Common Stock Warrants.

<sup>(2)</sup> Based on a total of 101,052,864 shares of Class A Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 6, 2012.

1	NAME OF	REP	ORTING PERSON					
	ОСМ Орро	rtuni	ties Fund VII Delaware GP Inc.					
2			PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x				
3	SEC USE (	SEC USE ONLY						
4	CITIZENS	HIP C	DR PLACE OF ORGANIZATION					
	Delaware							
	•	5	SOLE VOTING POWER					
			104,553 (1)					
	BER OF 6 SHARED VOTING POWER							
BENEF	ICIALLY		None					
	NED REPORTING	7	SOLE DISPOSITIVE POWER					
	RSON ITH		104,553 (1)					
	1111	8	SHARED DISPOSITIVE POWER					
			None					
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	104,553 (1)							
10	CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.10%							
12		REPO	ORTING PERSON					
	CU	CO						

<sup>(1)</sup> Solely in its capacity as the general partner of OCM Opportunities Fund VII Delaware, L.P.

4	NAME OF	DED	ODTING DED COM					
1	NAME OF	REP	ORTING PERSON					
	ОСМ Орро	ortuni	ties Fund VI AIF (Cayman), L.P.					
2	CHECK TI	HE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x				
3	SEC USE (	SEC USE ONLY						
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION					
	Cayman Isl	ands						
	-	5	SOLE VOTING POWER					
			2,989,772 (1)					
NUMB SHA	BER OF 6 SHARED VOTING POWER		SHARED VOTING POWER					
BENEFI	CIALLY		None					
OWI BY EACH R		7	SOLE DISPOSITIVE POWER					
PER: WI			2,989,772 (1)					
***1	111	8	SHARED DISPOSITIVE POWER					
			None					
9	AGGREGA	ATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	2,989,772 (	1)						
10	CHECK BO	OX II	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	2.96%	2.96%						
12	TYPE OF I	REPC	ORTING PERSON					
	PN							

 $<sup>(1) \ \</sup> Solely \ through \ an \ indirect \ ownership \ interest \ in \ Oaktree \ Opportunities \ Investments, \ L.P.$ 

1	NAME OF	NAME OF REPORTING PERSON  Oaktree Fund AIF Series (Cayman), L.P. – Series H						
	Oaktree Fu							
2	_		PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o				
2	CHECK II	IL A	FROFRIATE DOX II' A MEMDER OF A GROUP	(a) 0 (b) x				
				. ,				
3	SEC USE 0	ONLY						
4	CITIZENS	HIP C	OR PLACE OF ORGANIZATION					
	Delaware							
		5	SOLE VOTING POWER					
			2,989,772 (1)					
_	MBER OF 6 SHARED VOT		SHARED VOTING POWER					
_	ARES ICIALLY							
	NED	<u> </u>	None					
	REPORTING	7	SOLE DISPOSITIVE POWER					
	SON ITH		2,989,772 (1)					
		8	SHARED DISPOSITIVE POWER					
			None					
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	2,989,772 (							
10	CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	2.96%							
12		REPO	ORTING PERSON					
	PN	PN						

<sup>(1)</sup> Solely in its capacity as the general partner of OCM Opportunities Fund VI AIF (Cayman), L.P.

	T							
1	NAME OF REPORTING PERSON  Oaktree AIF (Cayman) GP Ltd.							
2	ļ	• •	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o				
_	GILL GIV II			(b) x				
3	SEC USE C							
4	CITIZENS	HIP C	OR PLACE OF ORGANIZATION					
	Cayman Isl	ande						
	Cayman isi	5	SOLE VOTING POWER					
			SOLE VOTING FOWER					
			2,989,772 (1)					
NUMBE SHAF	10 ISHARED VOTING POWER		SHARED VOTING POWER					
BENEFIC	CIALLY		None					
OWN BY EACH RI		7	SOLE DISPOSITIVE POWER					
PERS			0.000 570					
WIT	ТН		2,989,772 (1)					
		8	SHARED DISPOSITIVE POWER					
			None					
9	AGGREG <i>A</i>	ATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	2,989,772 (1)							
10	1		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
11	DEDCENT	DEPOSITION OF GLASS PERPESSIVEED BY A MOUNTE BY POLY (6)						
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	2.96%	2.96%						
12	TYPE OF I	REPO	ORTING PERSON					
	00							
i								

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree Fund AIF Series (Cayman), L.P. – Series H.

1	NAME OF	NAME OF REPORTING PERSON					
	Oaktree Fu	nd G	P III, L.P.				
2	CHECK TH	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x				
3	SEC USE (	Y					
4	CITIZENS						
	Delaware						
		5	SOLE VOTING POWER				
			2,989,772 (1)				
NUMB SHA		TO ISHAKED VOTING FOWEK					
BENEFI	CIALLY		None				
	REPORTING	7	SOLE DISPOSITIVE POWER				
PER: WI			2,989,772 (1)				
		8	SHARED DISPOSITIVE POWER				
			None				
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,989,772 (	1)					
10	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0					
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	2.96%						
12	+	REPC	DRTING PERSON				
	PN						

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree AIF (Cayman) GP Ltd.

1	NAME OF	REP	PORTING PERSON				
	Oaktree AI	F Inv	vestments, L.P.				
2	CHECK TI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC USE (	ONLY	- {				
4	CITIZENS	OR PLACE OF ORGANIZATION					
	Delaware						
		5	SOLE VOTING POWER				
			2,989,772 (1)				
	MBER OF HARES	TO ISHAKED VOING FOWEK					
BENE	EFICIALLY		None				
BY EACH	WNED H REPORTING	7	SOLE DISPOSITIVE POWER				
	ERSON WITH		2,989,772 (1)				
	.,	8	SHARED DISPOSITIVE POWER				
			None				
9	AGGREG <i>A</i>	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,989,772 (	1)					
10	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0					
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	2.96%	2.96%					
12	TYPE OF I	REPO	ORTING PERSON				
	PN	PN					

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree Fund GP III, L.P.

NAME OF	REP	ORTING PERSON					
Oaktree AI	F Hol	ldings, Inc.					
CHECK TH	HE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x				
SEC USE C	ONLY						
CITIZENS	OR PLACE OF ORGANIZATION						
Delaware							
	5	SOLE VOTING POWER					
		2,989,772 (1)					
IBER OF 6 SHARED VOTING POWER		SHARED VOTING POWER					
CIALLY		None					
	7	SOLE DISPOSITIVE POWER					
SON		2,989,772 (1)					
1H	8	SHARED DISPOSITIVE POWER					
		None					
AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
2,989,772 (	2,989,772 (1)						
СНЕСК ВО	OX IF	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		CLASS REPRESENTED BY AMOUNT IN ROW (9)					
2.96%	2.96%						
TYPE OF I	REPO	DRTING PERSON					
CO	CO						
	CHECK THE CHECK THE CHECK THE CHECK THE CHECK SEC USE OF RES CHALLY NED EPORTING SON THE CHECK BOTH	Oaktree AIF HOOCHECK THE A  SEC USE ONLY  CITIZENSHIP OF COMMENT  Delaware  5  ER OF RES CIALLY NED FORTING SON TH  8  AGGREGATE A 2,989,772 (1)  CHECK BOX III  PERCENT OF OCCUPANCY OF COMMENT  2.96%  TYPE OF REPORTED	5 SOLE VOTING POWER 2,989,772 (1) 6 SHARED VOTING POWER None 7 SOLE DISPOSITIVE POWER 2,989,772 (1) 8 SHARED DISPOSITIVE POWER None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,989,772 (1) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2,96% TYPE OF REPORTING PERSON				

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree AIF Investments, L.P.

1	NAME OF	REP	ORTING PERSON					
	ОСМ Орро	rtuni	ties Fund VIIb, L.P.					
2	CHECK TH	(a) o (b) x						
3	SEC USE ONLY							
4	CITIZENS	штр с	OR PLACE OF ORGANIZATION					
7			I LAGE OF ORGANIZATION					
	Cayman Isl	т —						
		5	SOLE VOTING POWER					
	UMBER OF SHARES JEFICIALLY OWNED		3,749,659 (1)					
_			SHARED VOTING POWER					
BENEFIC			None					
			SOLE DISPOSITIVE POWER					
PERS WIT			3,749,659 (1)					
,,,,		8	SHARED DISPOSITIVE POWER					
			None					
9	AGGREG <i>A</i>	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	3,749,659 (	1)						
10	CHECK BO	HECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0						
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	3.71%							
12	TYPE OF I	REPO	ORTING PERSON					
	PN							

<sup>(1)</sup> Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.

	T							
1	NAME OF	REP	ORTING PERSON					
	ОСМ Орро	ortuni	ties Fund VIIb (Parallel), L.P.					
2	CHECK TI	(a) o (b) x						
3	SEC USE ONLY							
4	CITIZENS	HIP (	DR PLACE OF ORGANIZATION					
	Delaware							
		5	SOLE VOTING POWER					
			448,683 (1)					
NUMB SHA	IO ISHAKED VOTING FOWEK		SHARED VOTING POWER					
BENEFI	CIALLY		None					
OWI BY EACH R		7	SOLE DISPOSITIVE POWER					
PERS WI			448,683 (1)					
***	111	8	SHARED DISPOSITIVE POWER					
			None					
9	AGGREGA	ATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	448,683 (1)							
10	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0						
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.44%	0.44%						
12	TYPE OF I	REPC	ORTING PERSON					
	PN	PN						

<sup>(1)</sup> Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.

1	NAME OF	REP(	ORTING PERSON					
	ОСМ Орро	rtuni	ties Fund VIIb GP, L.P.					
2	CHECK TH	IE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o				
				(b) x				
2	CEC LICE (	7						
3	SEC USE (	JNLY						
4	CITIZENS	HIP C	OR PLACE OF ORGANIZATION					
	Delaware							
		5	SOLE VOTING POWER					
			4 100 242 (0)					
NUM	BER OF	6	4,198,342 (1) SHARED VOTING POWER					
	ARES	0	SHARED VOTING POWER					
	FICIALLY VNED		None					
BY EACH	REPORTING	7	SOLE DISPOSITIVE POWER					
	RSON /ITH		4,198,342 (1)					
,	,1111	8	SHARED DISPOSITIVE POWER					
			None					
9	AGGREG/	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
		4,198,342 (1)						
10	CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	4.15%							
12		REPO	ORTING PERSON					
	60							
	CO	CO						

<sup>(1)</sup> In its capacity as the general partner of OCM Opportunities Fund VIIb, L.P and OCM Opportunities Fund VIIb (Parallel), L.P.

1	NAME OF REPORTING PERSON  OCM Opportunities Fund VIIb GP Ltd.							
2	CHECK TH	HE AI	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o				
				(b) x				
3	SEC USE O							
	SEC COE C							
4	CITIZENS	HIP C	OR PLACE OF ORGANIZATION					
	Cayman Isl	_						
		5	SOLE VOTING POWER					
			4,198,342 (1)					
_	MBER OF 6 SHARED VOTING POWER HARES		SHARED VOTING POWER					
BENEFIC	CIALLY		None					
OWN BY EACH R		7	SOLE DISPOSITIVE POWER					
PERS WIT			4,198,342 (1)					
,,,,,		8	SHARED DISPOSITIVE POWER					
			None					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	4,198,342 (	4,198,342 (1)						
10	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0						
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	4.15%							
12	TYPE OF I	REPO	PRTING PERSON					
	00							
1								

<sup>(1)</sup> In its capacity as the general partner of OCM Opportunities Fund VIIb GP, L.P.

1	NAME OF	AME OF REPORTING PERSON						
	ОСМ Орро	rtuniti	es Fund VII, L.P.					
2	CHECK TH	[E AP]	PROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x				
3	SEC USE C	NLY						
				_				
4	CITIZENSI	IIP OI	R PLACE OF ORGANIZATION					
	Cayman Islands							
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER					
			4,353,458 (1)					
		6	SHARED VOTING POWER					
			None					
		7	SOLE DISPOSITIVE POWER					
			4,353,458 (1)					
		8	SHARED DISPOSITIVE POWER					
			None					
9	AGGREGA	TE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	4,353,458 (1)							
10	CHECK BO	HECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o						
11	PERCENT	ERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	4.31%							
12	TYPE OF R	EPOF	RTING PERSON					
	PN							

<sup>(1)</sup> Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P. and in its capacity as the sole shareholder of OCM Opportunities Fund VII Delaware GP Inc.

1								
1	NAME OF	REP	ORTING PERSON					
	ОСМ Орро	rtuni	ties Fund VII GP, L.P.					
2			PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o				
				(b) x				
3	SEC USE O							
3	SEC OSE C	)1 <b>1</b> L1						
	CIEIGENIO		DD BY A SELOT ODG ANYZATYON					
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION					
	Cayman Isl	ands						
		5	SOLE VOTING POWER					
			4,353,458 (1)					
_	IBER OF 6		SHARED VOTING POWER					
_	FICIALLY		None					
	WNED I REPORTING	7	SOLE DISPOSITIVE POWER					
PE	ERSON		4.252.450.40					
V	VITH	8	4,353,458 (1) SHARED DISPOSITIVE POWER					
		ľ	SHARED DISTOSTITVE TOWER					
			None					
9	AGGREG <i>A</i>	ATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	4,353,458 (	4,353,458 (1)						
10	CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	4.31%							
12		REPO	ORTING PERSON					
	PN	PN						

<sup>(1)</sup> Solely in its capacity as the general partner of OCM Opportunities Fund VII, L.P.

1	NAME OF	REPO	ORTING PERSON					
	ОСМ Орро	rtunit	ties Fund VII GP Ltd.					
2	CHECK TH	(a) o (b) x						
3	SEC USE C							
4	CITIZENSI	HIP C	DR PLACE OF ORGANIZATION					
	Cayman Isl	ands						
		5	SOLE VOTING POWER					
			4,353,458 (1)					
NUMBI SHAI	IU IJEARED VOLING POWER		SHARED VOTING POWER					
BENEFIC	CIALLY		None					
OWN BY EACH RI		7	SOLE DISPOSITIVE POWER					
PERS WIT			4,353,458 (1)					
***************************************	.111	8	SHARED DISPOSITIVE POWER					
			None					
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	4,353,458 (	1)						
10	CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	4.31%	4.31%						
12	TYPE OF F	REPO	PRTING PERSON					
	00							

<sup>(1)</sup> Solely in its capacity as the general partner of OCM Opportunities Fund VII GP, L.P.

1	NAME OF	REP	ORTING PERSON					
	Oaktree Va	lue O	pportunities Fund, L.P.					
2	_		PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o				
				(b) x				
3	SEC USE (	ONLY	Z					
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION					
	Cayman Isl	ande						
	Cayman 131	5	SOLE VOTING POWER					
NILIME	ER OF		313,140 (1)					
_	ARES 6		SHARED VOTING POWER					
	CIALLY		None					
	NED REPORTING	7	SOLE DISPOSITIVE POWER					
PER			313,140 (1)					
WI	TH	8	SHARED DISPOSITIVE POWER					
	A CCDTC		None					
9	AGGREGA	ATE F	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	313,140 (1)							
10	CHECK BO	OX II	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0				
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
12	0.31% (2)	DEDC	DRTING PERSON					
12	I YPE OF I	KEPU	JKIING PERSON					
	PN	PN						

<sup>(1)</sup> Solely in its capacity as a limited partner of Oaktree Opportunities Investments, L.P. and as the direct owner of 13,140 Class A Common Stock Warrants.

<sup>(2)</sup> Based on a total of 101,052,864 shares of Class A Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 6, 2012.

1	NAME OF	REP(	ORTING PERSON				
	Oaktree Va	lue O	pportunities Fund GP, L.P.				
2			PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o			
				(b) x			
3	SEC USE O	NII X/	,				
3	SEC USE C	JINLI					
4	CITIZENS	HIP C	OR PLACE OF ORGANIZATION				
	Cayman Isl	ands					
		5	SOLE VOTING POWER				
			313,140 (1)				
	BER OF	6	SHARED VOTING POWER				
	ARES ICIALLY		None				
	/NED	7	SOLE DISPOSITIVE POWER				
	REPORTING RSON						
W	'ITH		313,140 (1)				
		8	SHARED DISPOSITIVE POWER				
			None				
9	AGGREG <i>A</i>	ATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	313,140 (1)	313,140 (1)					
10	CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0			
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.31%						
12		SEDU	RTING PERSON				
14		TYPE OF REPORTING PERSON					
	PN	PN					

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree Value Opportunities Fund, L.P.

1	NAME OF	REP(	ORTING PERSON				
	Oaktree Va	lue O	pportunities Fund GP Ltd.				
2	-		PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o			
				(b) x			
3	SEC USE O	NII X/	,				
3	SEC USE C	JINLI					
4	CITIZENS	HIP C	OR PLACE OF ORGANIZATION				
	Cayman Isl	ands					
		5	SOLE VOTING POWER				
			313,140 (1)				
	BER OF	6	SHARED VOTING POWER				
	ARES ICIALLY		None				
	/NED	7	SOLE DISPOSITIVE POWER				
	REPORTING RSON						
W	TTH	_	313,140 (1)				
		8	SHARED DISPOSITIVE POWER				
			None				
9	AGGREG <i>A</i>	ATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	313,140 (1)	313,140 (1)					
10	CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0			
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
			· ·				
12	0.31%	)ED()	PRTING PERSON				
14	I I FE OF I	VEP (	IXTING FERSON				
	00	00					

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree Value Opportunities Fund GP, L.P.

1	NAME OF	REP	PORTING PERSON				
	Oaktree FF	Inve	estment Fund, L.P Class B				
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC USE (	ď					
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION				
	Cayman Isl	ands					
	•	5	SOLE VOTING POWER				
			410,350 (1)				
	MBER OF HARES	6	SHARED VOTING POWER				
BENE	EFICIALLY		None				
	WNED H REPORTING	7	SOLE DISPOSITIVE POWER				
	ERSON WITH		410,350 (1)				
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	8	SHARED DISPOSITIVE POWER				
			None				
9	AGGREG <i>A</i>	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	410,350 (1)	410,350 (1)					
10	CHECK BO	OX II	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0			
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.41%	0.41%					
12	TYPE OF I	REPO	ORTING PERSON				
	PN	PN					

<sup>(1)</sup> Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.

1	NAME OF	REPO	DRTING PERSON			
	Oaktree FF	Inves	stment Fund GP, L.P.			
2	-		PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o		
				(b) x		
3	SEC USE C	ONLY				
4	CITIZENSI	HIP O	OR PLACE OF ORGANIZATION			
	Cayman Isl	ands				
	•	5	SOLE VOTING POWER			
			410,350 (1)			
NUMBI SHAI		6	SHARED VOTING POWER			
BENEFIC OWN			None			
BY EACH R	EPORTING	7	SOLE DISPOSITIVE POWER			
PERS WIT			410,350 (1)			
		8	SHARED DISPOSITIVE POWER			
			None			
9	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	410,350 (1)					
10	CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0		
11	PERCENT	OF C	LASS REPRESENTED BY AMOUNT IN ROW (9)			
	0.41%					
12	TYPE OF F	REPO	RTING PERSON			
	PN					

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree FF Investment Fund, L.P. – Class B.

	ı						
1	NAME OF	REP	ORTING PERSON				
	Oaktree FF	Inve	stment Fund GP Ltd.				
2	CHECK TH	IE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
3	SEC USE O	ONLY					
4	CITIZENS	HIP C	OR PLACE OF ORGANIZATION				
	Cayman Isl	ands					
		5	SOLE VOTING POWER				
			410,350 (1)				
NUMB SHA	IO ISHAKED VOLING FOWEK						
BENEFI	CIALLY		None				
OWI BY EACH R		7	SOLE DISPOSITIVE POWER				
PERS WI			410,350 (1)				
VVI	111	8	SHARED DISPOSITIVE POWER				
			None				
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	410,350 (1)						
10	CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0			
11	11 PERCENT		CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.41%	0.41%					
12	TYPE OF F	REPO	ORTING PERSON				
	00						

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree FF Investment Fund GP, L.P.

1	NAME OF	REPC	DRTING PERSON			
	Oaktree Fu	nd GP	I, L.P.			
2	CHECK TH	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
3	SEC USE C	)NLY				
4	CITIZENSI	HIP O	OR PLACE OF ORGANIZATION			
	Delaware					
		5	SOLE VOTING POWER			
			12,575,913 (1)			
NUMB SHA	_	6	SHARED VOTING POWER			
BENEFIC	CIALLY		None			
OWI BY EACH R	EPORTING	7	SOLE DISPOSITIVE POWER			
PERS WI			12,575,913 (1)			
		8	SHARED DISPOSITIVE POWER			
			None			
9	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	12,575,913	(1)				
10 CHECK BO		HECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	12.44%					
12	TYPE OF F	REPOI	RTING PERSON			
	PN					

<sup>(1)</sup> Solely in its capacity as the managing member of Oaktree Fund GP, LLC, the general partner of OCM Opportunities Fund V GP, L.P. and OCM Opportunities Fund VI GP, L.P. and the sole shareholder of OCM Opportunities Fund VII GP Ltd., Oaktree Value Opportunities Fund GP Ltd., Oaktree FF Investment Fund GP Ltd. and OCM Opportunities Fund VIIb GP Ltd.

1	NAME OF	REP	ORTING PERSON				
	Oaktree Ca	pital	I, L.P.				
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC USE (	SEC USE ONLY					
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION				
	Delaware						
	•	5	SOLE VOTING POWER				
			12,575,913 (1)				
	MBER OF HARES	TO ISHAKED VOLING FOWEK					
BEN	EFICIALLY		None				
	OWNED H REPORTING	7	SOLE DISPOSITIVE POWER				
P	PERSON		12,575,913 (1)				
	WITH	8	SHARED DISPOSITIVE POWER				
			None				
9	AGGREG <i>E</i>	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	12,575,913	12,575,913 (1)					
10	CHECK BO	OX II	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0			
11	DEDCENT	DED CENIT OF CLASS DEDDESENTED DV AMOLINIT IN DOM (0)					
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	12.44%						
12	TYPE OF I	REPC	ORTING PERSON				
	PN	PN					

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree Fund  $\operatorname{GP}$  I, L.P.

1	NAME OF	REP	ORTING PERSON				
-		OCM Holdings I, LLC					
2			PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o			
				(b) x			
3	SEC USE (	ONL	Y				
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION				
	Delaware						
		5	SOLE VOTING POWER				
			12,575,913 (1)				
	MBER OF HARES	6	SHARED VOTING POWER				
	EFICIALLY WNED		None				
BY EACH	H REPORTING ERSON	7	SOLE DISPOSITIVE POWER				
	ERSON WITH		12,575,913 (1)				
		8	SHARED DISPOSITIVE POWER				
			None				
Ð	AGGREG <i>A</i>	ATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
		12,575,913 (1)					
10 CHECK		OX II	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0			
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	12.44%	12.44%					
12	TYPE OF I	REPO	DRTING PERSON				
	00	00					

<sup>(1)</sup> Solely in its capacity as the general partner of Oaktree Capital I, L.P.  $\,$ 

1	NAME OF	REP	ORTING PERSON				
	Oaktree Ho	lding	s, LLC				
2	CHECK TH	(a) o (b) x					
3	SEC USE C	<u> </u>					
4	CITIZENSI	HIP (	OR PLACE OF ORGANIZATION				
	Delaware						
		5	SOLE VOTING POWER				
			12,575,913 (1)				
	BER OF ARES	6	SHARED VOTING POWER				
BENEF	ICIALLY		None				
	NED REPORTING	7	SOLE DISPOSITIVE POWER				
PER	RSON ITH		12,575,913 (1)				
VV	11П	8	SHARED DISPOSITIVE POWER				
			None				
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	12,575,913	12,575,913 (1)					
10	CHECK BO	X II	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0			
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	12.44%						
12	TYPE OF F	REPC	ORTING PERSON				
	00	00					

<sup>(1)</sup> Solely in its capacity as the managing member of OCM Holdings I, LLC.

1	NAME OF	REP	ORTING PERSON			
	_	_	Group, LLC			
2	CHECK TI	HE A	PPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3	SEC USE (	ONLY	· ·			
4	CITIZENS	HIP (	OR PLACE OF ORGANIZATION			
	Delaware					
		5	SOLE VOTING POWER			
			12,575,913 (1)			
_	BER OF 6 SHARED VOTING POWER					
	CIALLY NED		None			
BY EACH I	REPORTING	7	SOLE DISPOSITIVE POWER			
	SON TH		12,575,913 (1)			
		8	SHARED DISPOSITIVE POWER			
			None			
9	AGGREG!	ATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	12,575,913	12,575,913 (1)				
10	CHECK BO	II XC	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	0		
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	12.44%					
12	TYPE OF I	REPC	DRTING PERSON			
	00	00				

<sup>(1)</sup> Solely in its capacity as the managing member of Oaktree Holdings, LLC and the sole shareholder of Oaktree Holdings, Inc.

1	NAME OF REPORTING PERSON						
	Oaktree Capital Group Holdings, L.P.						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
3 SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION						
	Delaware						
		5	SOLE VOTING POWER				
			12,575,913 (1)				
NUMBE SHAF		6	SHARED VOTING POWER				
BENEFIC OWN			None				
BY EACH RE	EPORTING	7	SOLE DISPOSITIVE POWER				
PERS WIT			12,575,913 (1)				
		8	SHARED DISPOSITIVE POWER				
			None				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	12,575,913 (1)						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	12.44%						
12	TYPE OF REPORTING PERSON						
	PN						

<sup>(1)</sup> Solely in its capacity as the holder of a majority of the voting units of Oaktree Capital Group, LLC and a majority of the voting shares of Oaktree AIF Holdings, Inc.

1	NAME OF REPORTING PERSON							
	Oaktree Capital Group Holdings GP, LLC							
2	CHECK TH	(a) o (b) x						
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION							
	Delaware							
		5	SOLE VOTING POWER					
			12,575,913 (1)					
NUMB SHA		6	SHARED VOTING POWER					
BENEFI	CIALLY		None					
	OWNED BY EACH REPORTING PERSON WITH		SOLE DISPOSITIVE POWER					
			12,575,913 (1)					
VV 1			SHARED DISPOSITIVE POWER					
			None					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	12,575,913	12,575,913 (1)						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0							
11	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	12.44%	12.44%						
12	TYPE OF REPORTING PERSON							
	00							

 $<sup>(1) \ \</sup> Solely \ in \ its \ capacity \ as \ the \ general \ partner \ of \ Oaktree \ Capital \ Group \ Holdings, \ L.P.$ 

**ITEM 1.** (a) Name of Issuer:

Charter Communications, Inc. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

12405 Powerscourt Drive

St. Louis, Missouri 63131

ITEM 2. (a) Nar

Name of Person Filing: This Schedule 13G is filed jointly, pursuant to a joint filing agreement attached hereto as <u>Exhibit I</u>, by:

- (1) Oaktree Opportunities Investments, L.P. ("OOI") in its capacity as the direct owner of 12,147,369 shares of Class A Common Stock;
- (2) Oaktree Fund GP, LLC ("GP") in its capacity as the general partner of OOI;
- (3) OCM FIE, LLC ("FIE");
- (4) Oaktree Capital Management, L.P. ("OCM") in its capacity as the managing member of FIE;
- (5) Oaktree Holdings, Inc. ("Holdings Inc.") in its capacity as the general partner of OCM;
- (6) OCM Opportunities Fund V, L.P. ("OCM V") in its capacity as the direct owner of 95,743 Class A Common Stock Warrants;
- (7) OCM Opportunities Fund V GP, L.P. ("V GP") in its capacity as the general partner of OCM V;
- (8) OCM Opportunities Fund VI, L.P. ("OCM VI") as the direct owner of 215,108 Class A Common Stock Warrants;
- (9) OCM Opportunities Fund VI GP, L.P. ("VI GP") in its capacity as the general partner of OCM VI;
- (10) OCM Opportunities Fund VII Delaware, L.P. ("OCM Delaware VII") in its capacity as the direct owner of 104,553 Class A Common Stock Warrants;
- (11) OCM Opportunities Fund VII Delaware GP Inc. ("VII Delaware GP") in its capacity as the general partner of OCM Delaware VII;
- (12) OCM Opportunities Fund VI AIF (Cayman), L.P. ("OCM VI AIF") in its capacity as the holder of an indirect ownership interest in OOI;
- (13) Oaktree Fund AIF Series (Cayman), L.P. Series H ("AIF H") in its capacity as the general partner of OCM VI AIF;
- (14) Oaktree AIF (Cayman) GP Ltd. ("AIF GP Ltd.") in its capacity as the general partner of AIF H;
- (15) Oaktree Fund GP III, L.P. ("GP III") in its capacity as the general partner of AIF GP Ltd.;
- (16) Oaktree AIF Investments, L.P. ("AIF Inv.") in its capacity as the general partner of GP III;
- (17) Oaktree AIF Holdings, Inc. ("AIF Holdings") in its capacity as the general partner of AIF Inv.;
- (18) OCM Opportunities Fund VIIb, L.P. ("OCM VIIb") in its capacity as the holder of an indirect ownership interest in OOL.;
- (19) OCM Opportunities Fund VIIb (Parallel), L.P. ("OCM VIIbP") in its capacity as the holder of an indirect ownership interest in OOI;
- (20) OCM Opportunities Fund VIIb GP, L.P. ("VIIb GP") in its capacity as the general partner of OCM VIIb and OCM VIIbP;

- (21) OCM Opportunities Fund VIIb GP Ltd. ("VIIb GP Ltd.") in its capacity as the general partner of VIIb GP;
- (22) OCM Opportunities Fund VII, L.P. ("Fund VII") in its capacity as the holder of an indirect ownership interest in OOI and in its capacity as the sole shareholder of VII Delaware GP;
- (23) OCM Opportunities Fund VII GP, L.P. ("Fund VII GP") in its capacity as the general partner of Fund VII;
- (24) OCM Opportunities Fund VII GP Ltd. ("Fund VII GP Ltd.") in its capacity as the general partner of Fund VII GP;
- (25) Oaktree Value Opportunities Fund, L.P. ("VOF") in its capacity as a limited partner of OOI and as the direct owner of 13,140 Class A Common Stock Warrants;
- (26) Oaktree Value Opportunities Fund GP, L.P. ("VOF GP") in its capacity as the general partner of VOF; and
- (27) Oaktree Value Opportunities Fund GP Ltd. ("VOF GP Ltd."), in its capacity as the general partner of VOF GP;
- (28) Oaktree FF Investment Fund, L.P. -- Class B ("FF Inv") in its capacity as the holder of an indirect ownership interest in Oaktree Opportunities Investments, L.P.;
- (29) Oaktree FF Investment Fund GP, L.P. ("FF GP") in its capacity as the general partner of FF Inv;
- (30) Oaktree FF Investment Fund GP Ltd. ("FF GP Ltd.") in its capacity as the general partner of FF GP;
- (31) Oaktree Fund GP I, L.P. ("GP I") in its capacity as the managing member of GP, the general partner of V GP and VI GP and the sole shareholder of Fund VII GP Ltd., VOF GP Ltd., FF GP Ltd., VIIb GP Ltd.
- (32) Oaktree Capital I, L.P. ("Capital I") in its capacity as the general partner of GP I;
- (33) OCM Holdings I, LLC ("Holdings I") in its capacity as the general partner of Capital I;
- (34) Oaktree Holdings, LLC ("Holdings") in its capacity as the managing member of Holdings I;
- (35) Oaktree Capital Group, LLC ("OCG") in its capacity as the managing member of Holdings and the sole shareholder of Holdings Inc.;
- (36) Oaktree Capital Group Holdings, L.P. ("OCGH") in its capacity as the holder of a majority of the voting units of OCG and as the sole shareholder of AIF Holdings; and
- (37) Oaktree Capital Group Holdings GP, LLC ("OCGH GP" and, together with OOI, GP, FIE, OCM, Holdings Inc., OCM V, V GP, OCM VI, VI GP, OCM Delaware VII, VII Delaware GP, OCM VI AIF, AIF H, AIF GP Ltd., GP III, AIF Inv., AIF Holdings, OCM VIIb, OCM VIIbP, VIIb GP, VIIb GP Ltd., Fund VII, Fund VII GP, Fund VII GP, Ltd., VOF, VOF GP, VOF GP Ltd., FF Inv, FF GP, FF GP Ltd., GP I, Capital I, Holdings I, Holdings, OCG and OCGH, collectively, the "Reporting Persons" and, each individually, a "Reporting Person") in its capacity as the general partner of OCGH.

Opps 6 Opportunities Investments Holdings Ltd., Opps 7 Opportunities Investments Holdings Ltd., Opps 7b Opportunities Investments Holdings Ltd. and FF Opportunities Investments Holdings Ltd. serve as intermediaries through which various Reporting Persons hold beneficial ownership; however, each such entity lacks both the power to vote and the power to dispose of any shares of the Issuer.

Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement except to the extent of such person's pecuniary interest therein, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person.

(b) Address of Principal Business Office, or if None, Residence:

The principal business address of each of the Reporting Persons is c/o Oaktree Capital Group Holdings GP, LLC, 333 South Grand Avenue, 28th Floor, Los Angeles, California 90071.

- (c) Citizenship:
  - See Item 4 on the cover page(s) hereto.
- (d) Title of Class of Securities:
  - Class A Common Stock, \$0.001 par value per share
- (e) CUSIP Number:

16117M305

ITEM 3.	IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:				
	(a)	[] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780)			
	(b)	[] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)			
	(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 ss.240.13d-1(b)(1)(ii)(E)			
	(f)	[] An employee benefit plan or endowment fund in accordance with ss.240. 13d-1(b)(1)(ii)(F);			
	(g)	[] A Parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);			
	(h)	[] A savings associations 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 ss.240.13d-1(b)(1)(ii)(J).			
ITEM 4.	OWNERSHIP				
	(a)	Amount beneficially owned:			
		See Item 9 on the cover page(s) hereto.			
	(b)	Percent of class:			
		See Item 11 on the cover page(s) hereto.			
		All calculations of percentage ownership in this Schedule 13G/A are based on a total of 101,052,864 shares of Class A			
		Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed			
		on November 6, 2012.			
	(c)	Number of shares as to which such person has:			
		(i) Sole power to vote or to direct the vote			
		See Item 5 on the cover page(s) hereto.			
		(ii) Shared power to vote or to direct the vote			
		See Item 6 on the cover page(s) hereto.			
		(iii) Sole power to dispose or to direct the disposition of			
		See Item 7 on the cover page(s) hereto.			
		(iv) Shared power to dispose or to direct the disposition of			
		See Item 8 on the cover page(s) hereto.			

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.

The shares of Class A Common Stock reported on this Schedule 13G/A are directly held by OOI which has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Common Stock.

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.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATIONS.

Not applicable.

### **SIGNATURE**

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

Dated: February 14, 2013

#### OAKTREE OPPORTUNITIES INVESTMENTS, L.P.

By: Oaktree Fund GP, LLC

Its: General Partner

By: Oaktree Fund GP I, L.P. Its: Managing Member

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Authorized Signatory

### OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P. Its: Managing Member

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Authorized Signatory

# OCM FIE, LLC

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott

Title: Authorized Signatory

# OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Assistant Vice President

# OAKTREE HOLDINGS, INC.

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director, Associate General Counsel

and Assistant Secretary

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Assistant Vice President

# OCM OPPORTUNITIES FUND V, L.P.

By: OCM Opportunities Fund V GP, L.P.

Its: General Partner

By: Oaktree Fund GP I, L.P.

Its: General Partner

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Authorized Signatory

# OCM OPPORTUNITIES FUND V GP, L.P.

By: Oaktree Fund GP I, L.P.

Its: General Partner

By: /s/ Richard Ting

Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

# OCM OPPORTUNITIES FUND VI, L.P.

By: OCM Opportunities Fund VI GP, L.P.

Its: General Partner

By: Oaktree Fund GP I, L.P.

Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

# OCM OPPORTUNITIES FUND VI GP, L.P.

By: Oaktree Fund GP I, L.P.

Its: General Partner

By: /s/ Richard Ting

Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

# OCM OPPORTUNITIES FUND VII DELAWARE, L.P.

By: OCM Opportunities Fund VII Delaware GP Inc.

Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Authorized Signatory

# OCM OPPORTUNITIES FUND VII DELAWARE GP INC.

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Authorized Signatory

# OCM OPPORTUNITIES FUND VI AIF (CAYMAN), L.P.

By: Oaktree Fund AIF Series (Cayman), L.P. – Series H

Its: General Partner

By: Oaktree AIF (Cayman) GP Ltd.

Its: General Partner

By: Oaktree Fund GP III, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Authorized Signatory

# OAKTREE FUND AIF SERIES (CAYMAN) L.P. – SERIES H

By: Oaktree AIF (Cayman) GP Ltd.

Its: General Partner

By: Oaktree Fund GP III, L.P.

Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

### OAKTREE AIF (CAYMAN) GP LTD.

By: Oaktree Fund GP III, L.P.

Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

# OAKTREE FUND GP III, L.P.

By: <u>/s/ Richard Ting</u>
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

# OAKTREE AIF INVESTMENTS, L.P.

By: Oaktree AIF Holdings, Inc.

Its: General Partner

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

# OAKTREE AIF HOLDINGS, INC.

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

### OCM OPPORTUNITIES FUND VIIB, L.P.

By: OCM Opportunities Fund VIIb GP, L.P.

Its: General Partner

By: OCM Opportunities Fund VIIb GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Authorized Signatory

# OCM OPPORTUNITIES FUND VIIB (PARALLEL), L.P.

By: OCM Opportunities Fund VIIb GP, L.P.

Its: General Partner

By: OCM Opportunities Fund VIIb GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Assistant Vice President

### OCM OPPORTUNITIES FUND VIIB GP, L.P.

By: OCM Opportunities Fund VIIb GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Assistant Vice President

### OCM OPPORTUNITIES FUND VIIB GP LTD.

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott

Title: Assistant Vice President

# OCM OPPORTUNITIES FUND VII, L.P.

By: OCM Opportunities Fund VII GP, L.P.

Its: General Partner

By: OCM Opportunities Fund VII GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

# OCM OPPORTUNITIES FUND VII GP, L.P.

By: OCM Opportunities Fund VII GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

# OCM OPPORTUNITIES FUND VII GP LTD.

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

### OAKTREE VALUE OPPORTUNITIES FUND, L.P.

By: Oaktree Value Opportunities Fund GP, L.P.

Its: General Partner

By: Oaktree Value Opportunities Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

# OAKTREE VALUE OPPORTUNITIES FUND GP, L.P.

By: Oaktree Value Opportunities Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting
Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

# OAKTREE VALUE OPPORTUNITIES FUND GP LTD.

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott

Name: Philip McDermott Title: Assistant Vice President

# OAKTREE FF INVESTMENT FUND, L.P. - CLASS

By: Oaktree FF Investment Fund GP, L.P.

Its: General Partner

By: Oaktree FF Investment Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott Name: Philip McDermott Title: Assistant Vice President

# OAKTREE FF INVESTMENT FUND GP, L.P.

By: Oaktree FF Investment Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

#### OAKTREE FF INVESTMENT FUND GP LTD.

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting
Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

# OAKTREE FUND GP I, L.P.

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

# OAKTREE CAPITAL I, L.P.

By: OCM Holdings I, LLC Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting

Title: Managing Director and Associate General

Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

# OCM HOLDINGS I, LLC

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director, Associate General Counsel

and Assistant Vice President

# OAKTREE HOLDINGS, LLC

By: Oaktree Capital Group, LLC

Its: Managing Member

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director, Associate General Counsel

and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

# OAKTREE CAPITAL GROUP, LLC

By: /s/ Richard Ting
Name: Richard Ting

Title: Managing Director, Associate General Counsel

and Assistant Secretary

# OAKTREE CAPITAL GROUP HOLDINGS, L.P.

By: Oaktree Capital Group Holdings GP, LLC

Its: General Partner

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director, Associate General Counsel

and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

# OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director, Associate General Counsel

and Assistant Secretary

### **EXHIBIT I**

#### JOINT FILING AGREEMENT

Pursuant to Rule 13(d)-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, each of the undersigned acknowledges and agrees that the foregoing statement on this Schedule 13G is filed on behalf of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of the undersigned without the necessity of filing additional joint acquisition statements. Each of the undersigned acknowledges that it shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated as of February 14, 2013.

# OAKTREE OPPORTUNITIES INVESTMENTS, L.P.

By: Oaktree Fund GP, LLC

Its: General Partner

By: Oaktree Fund GP I, L.P. Its: Managing Member

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott Title: Authorized Signatory

### OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P. Its: Managing Member

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Authorized Signatory

# OCM FIE, LLC

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Authorized Signatory

# OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate

General Counsel

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Assistant Vice President

# OAKTREE HOLDINGS, INC.

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director, Associate General Counsel and

**Assistant Secretary** 

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Assistant Vice President

# OCM OPPORTUNITIES FUND V, L.P.

By: OCM Opportunities Fund V GP, L.P.

Its: General Partner

By: Oaktree Fund GP I, L.P.

Its: General Partner

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Authorized Signatory

# OCM OPPORTUNITIES FUND V GP, L.P.

By: Oaktree Fund GP I, L.P.

Its: General Partner

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

# OCM OPPORTUNITIES FUND VI, L.P.

By: OCM Opportunities Fund VI GP, L.P.

Its: General Partner

By: Oaktree Fund GP I, L.P.

Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

# OCM OPPORTUNITIES FUND VI GP, L.P.

By: Oaktree Fund GP I, L.P.

Its: General Partner

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott

Title: Authorized Signatory

# OCM OPPORTUNITIES FUND VII DELAWARE, L.P.

By: OCM Opportunities Fund VII Delaware GP Inc.

Its: General Partner

By: /s/ Richard Ting

Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Authorized Signatory

# OCM OPPORTUNITIES FUND VII DELAWARE GP INC.

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott

Name: Philip McDermott Title: Authorized Signatory

# OCM OPPORTUNITIES FUND VI AIF (CAYMAN), L.P.

By: Oaktree Fund AIF Series (Cayman), L.P. – Series H

Its: General Partner

By: Oaktree AIF (Cayman) GP Ltd.

Its: General Partner

By: Oaktree Fund GP III, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Authorized Signatory

# OAKTREE FUND AIF SERIES (CAYMAN) L.P. – SERIES H

By: Oaktree AIF (Cayman) GP Ltd.

Its: General Partner

By: Oaktree Fund GP III, L.P.

Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

### OAKTREE AIF (CAYMAN) GP LTD.

By: Oaktree Fund GP III, L.P.

Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

# OAKTREE FUND GP III, L.P.

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

# OAKTREE AIF INVESTMENTS, L.P.

By: Oaktree AIF Holdings, Inc.

Its: General Partner

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

# OAKTREE AIF HOLDINGS, INC.

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Assistant Vice President

### OCM OPPORTUNITIES FUND VIIB, L.P.

By: OCM Opportunities Fund VIIb GP, L.P.

Its: General Partner

By: OCM Opportunities Fund VIIb GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott

Title: Authorized Signatory

# OCM OPPORTUNITIES FUND VIIB (PARALLEL), L.P.

By: OCM Opportunities Fund VIIb GP, L.P.

Its: General Partner

By: OCM Opportunities Fund VIIb GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Assistant Vice President

### OCM OPPORTUNITIES FUND VIIB GP, L.P.

By: OCM Opportunities Fund VIIb GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott

Name: Philip McDermott
Title: Assistant Vice President

### OCM OPPORTUNITIES FUND VIIB GP LTD.

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott

Title: Assistant Vice President

# OCM OPPORTUNITIES FUND VII, L.P.

By: OCM Opportunities Fund VII GP, L.P.

Its: General Partner

By: OCM Opportunities Fund VII GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

# OCM OPPORTUNITIES FUND VII GP, L.P.

By: OCM Opportunities Fund VII GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

# OCM OPPORTUNITIES FUND VII GP LTD.

By: Oaktree Capital Management, L.P.

Its: Director

By: <u>/s/ Richard Ting</u>

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

### OAKTREE VALUE OPPORTUNITIES FUND, L.P.

By: Oaktree Value Opportunities Fund GP, L.P.

Its: General Partner

By: Oaktree Value Opportunities Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

# OAKTREE VALUE OPPORTUNITIES FUND GP, L.P.

By: Oaktree Value Opportunities Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting
Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

# OAKTREE VALUE OPPORTUNITIES FUND GP LTD.

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott

Title: Assistant Vice President

# OAKTREE FF INVESTMENT FUND, L.P. – CLASS R

By: Oaktree FF Investment Fund GP, L.P.

Its: General Partner

By: Oaktree FF Investment Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

# OAKTREE FF INVESTMENT FUND GP, L.P.

By: Oaktree FF Investment Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

#### OAKTREE FF INVESTMENT FUND GP LTD.

By: Oaktree Capital Management, L.P.

Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott Name: Philip McDermott Title: Assistant Vice President

# OAKTREE FUND GP I, L.P.

By: /s/ Richard Ting Name: Richard Ting Title: Authorized Signatory

By: /s/ Philip McDermott Name: Philip McDermott Title: Authorized Signatory

# OAKTREE CAPITAL I, L.P.

By: OCM Holdings I, LLC Its: General Partner

By: /s/ Richard Ting Name: Richard Ting

Title: Managing Director and Associate General

Counsel

By: /s/ Philip McDermott Name: Philip McDermott Title: Assistant Vice President

# OCM HOLDINGS I, LLC

By: /s/ Richard Ting Name: Richard Ting

Title: Managing Director, Associate General Counsel

and Assistant Secretary

# OAKTREE HOLDINGS, LLC

By: Oaktree Capital Group, LLC

Its: Managing Member

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director, Associate General Counsel

and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

# OAKTREE CAPITAL GROUP, LLC

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director, Associate General Counsel

and Assistant Secretary

# OAKTREE CAPITAL GROUP HOLDINGS, L.P.

By: Oaktree Capital Group Holdings GP, LLC

Its: General Partner

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director, Associate General Counsel

and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

# OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director, Associate General Counsel

and Assistant Secretary