GL PARTNERS II LLC Form SC 13D/A April 22, 2004

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

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
2600 Post Road
Southport, CT 06890
(203) 254-0000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 20, 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 21 pages

CUSIP No. 237266101 13D Page 2 of 21 Pages

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

GL Partners II, LLC

2 CHECK THE AF (a) [] (b) []	PROPRIATE BOX IF 2	A MEMBER OF A GROUP*
3 SEC USE ONLY	 !	
4 SOURCE OF FU N/A	INDS*	
	CLOSURE OF LEGAL 1 O ITEMS 2(d) OR 2(d)	PROCEEDINGS IS REQUIRED e)
6 CITIZENSHIP Delaware	OR PLACE OF ORGAN	IZATION
	7 SOLE VOTING 1	POWER
NUMBER OF SHARES BENEFICIALLY	8 SHARED VOTING 5,653,730	G POWER
OWNED BY EACH REPORTING	9 SOLE DISPOSI	
PERSON WITH	10 SHARED DISPO 5,653,730	OSITIVE POWER
PERSON 5,653,730**		OWNED BY EACH REPORTING
SHARES*	AGGREGATE AMOUNT	IN ROW (11) EXCLUDES CERTAIN
13 PERCENT OF C	LASS REPRESENTED	BY AMOUNT IN ROW (11)
14 TYPE OF REPO	PRTING PERSON*	
** Includes shares repersons. See Item 5.	ported herein as l	beneficially owned by other reporti
	13D	Page 3 of 21 Pages
1 NAME OF REPO	RTING PERSON	ABOVE PERSON (ENTITIES ONLY)
Avenue Capi	tal Partners II,	LLC
(a) [] (b) []		A MEMBER OF A GROUP*
3 SEC USE ONLY		
A SOURCE OF EU	IND C *	

	N/A
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
	7 SOLE VOTING POWER 0
NUMBI SHAI	ER OF 8 SHARED VOTING POWER RES 5,653,730
BENEFIC OWNEI EAC	D BY 9 SOLE DISPOSITIVE POWER
PERS	RTING SON 10 SHARED DISPOSITIVE POWER TH 5,653,730
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,653,730**
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* N/A
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.9%
14	TYPE OF REPORTING PERSON*
	des shares reported herein as beneficially owned by other reporting See Item 5.
CUSIP No.	. 237266101 13D Page 4 of 21 Pages
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
	Avenue Special Situations Fund II, LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
3	SEC USE ONLY
4	SOURCE OF FUNDS* N/A
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

		7 SOLE VOTING POWER 0
SHA	ER OF RES	8 SHARED VOTING POWER 5,653,730
OWNE:		9 SOLE DISPOSITIVE POWER 0
PER	RTING SON TH	10 SHARED DISPOSITIVE POWER 5,653,730
11	AGGREGATE PERSON 5,653,730	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
12	CHECK IF T SHARES* N/A	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
13	PERCENT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	TYPE OF RE	EPORTING PERSON*
rsons.	See Item 5	
rsons. SIP No	See Item 5 . 237266101 NAME OF RE	reported herein as beneficially owned by other repos.
rsons. SIP No	See Item 5 . 237266101 NAME OF RE I.R.S. II	reported herein as beneficially owned by other reposit. 1 13D Page 5 of 21 Pages EPORTING PERSON
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SIP No	. 237266101 NAME OF RE I.R.S. II Avenue Ca CHECK THE (a) [] (b) [] SEC USE ON SOURCE OF N/A CHECK IF I	reported herein as beneficially owned by other reports. 1 13D Page 5 of 21 Pages EPORTING PERSON DENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) apital Management II, LLC APPROPRIATE BOX IF A MEMBER OF A GROUP* NLY FUNDS*
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OWNED BY EACH REPORTING	9 SOLE DISPOSITIVE POWER 0
PERSON WITH	10 SHARED DISPOSITIVE POWER 6,763,730
11 AGGREGATE AMO PERSON 6,763,730**	DUNT BENEFICIALLY OWNED BY EACH REPORTING
12 CHECK IF THE SHARES* N/A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
13 PERCENT OF CI	LASS REPRESENTED BY AMOUNT IN ROW (11)
14 TYPE OF REPOR	RTING PERSON*
** Includes shares repersons. See Item 5.	ported herein as beneficially owned by other reporting
CUSIP No. 237266101	13D Page 6 of 21 Pages
1 NAME OF REPOR	RTING PERSON RIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Avenue Inves	stments, LP
2 CHECK THE API (a) [] (b) []	PROPRIATE BOX IF A MEMBER OF A GROUP*
3 SEC USE ONLY	
4 SOURCE OF FUI N/A	NDS*
	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ITEMS 2(d) OR 2(e)
6 CITIZENSHIP (Delaware	OR PLACE OF ORGANIZATION
	7 SOLE VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY	8 SHARED VOTING POWER 270,000
OWNED BY EACH	9 SOLE DISPOSITIVE POWER 0
REPORTING PERSON WITH	10 SHARED DISPOSITIVE POWER 270,000

11	AGGREGATE AMPERSON 270,000**	OUNT BENEFI	CIALLY OWNED	BY EACH REP	ORTING	
12	CHECK IF THE SHARES* N/A	AGGREGATE	AMOUNT IN RC	W (11) EXCLU	DES CERTAIN	1
13	PERCENT OF C	LASS REPRES	ENTED BY AMC	UNT IN ROW (11)	
	TYPE OF REPO	RTING PERSO	N*			
	les shares re See Item 5.	ported here	in as benefi	cially owned	l by other r	reporting
CUSIP No.	237266101	1	3D	Page 7 of	21 Pages	
1	NAME OF REPO		N NO. OF ABOVE	PERSON (ENT	TITIES ONLY)	
	Avenue Part	ners, LLC				
2	CHECK THE AP: (a) [] (b) []	PROPRIATE B	OX IF A MEMB	ER OF A GROU	iP*	
3	SEC USE ONLY					
4	SOURCE OF FU	 NDS*			,	
5	CHECK IF DIS			DINGS IS REÇ	UIRED	
6	CITIZENSHIP New York	OR PLACE OF	ORGANIZATIC	N		
		7 SOLE V	OTING POWER			
NUMBE SHAF BENEFIC		8 SHARED 270,0		R		
OWNED EAC REPOR	BY H	9 SOLE D	ISPOSITIVE P	OWER		
PERS WIT	ON	10 SHARED 270,0	DISPOSITIVE 00	POWER		
11	AGGREGATE AM PERSON 270,000**		CIALLY OWNED		ORTING	
12	CHECK IF THE SHARES* N/A				DES CERTAIN	I

0.4%	CLASS REPRESENTED BY AMOUNT IN ROW (11)
14 TYPE OF RE OO	PORTING PERSON*
** Includes shares persons. See Item 5	reported herein as beneficially owned by other reporting .
CUSIP No. 237266101	13D Page 8 of 21 Pages
	PORTING PERSON ENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Avenue Ad	visors, LLC
2 CHECK THE (a) [] (b) []	APPROPRIATE BOX IF A MEMBER OF A GROUP*
3 SEC USE ON	LY
4 SOURCE OF N/A	FUNDS*
	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEMS 2(d) OR 2(e)
6 CITIZENSHI New York	P OR PLACE OF ORGANIZATION
	7 SOLE VOTING POWER 0
NUMBER OF SHARES	8 SHARED VOTING POWER 270,000
BENEFICIALLY OWNED BY EACH	9 SOLE DISPOSITIVE POWER 0
REPORTING PERSON WITH	10 SHARED DISPOSITIVE POWER 270,000
11 AGGREGATE PERSON 270,000**	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
SHARES* N/A	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
	CLASS REPRESENTED BY AMOUNT IN ROW (11)
14 TYPE OF RE	PORTING PERSON*

 $\ensuremath{^{\star\star}}$ Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

IP No. 23726610	1 13D	Page 9 of 21 Pages
	EPORTING PERSON DENTIFICATION NO. OF	ABOVE PERSON (ENTITIES ONLY)
Avenue I	nternational, Ltd.	
2 CHECK THE (a) [] (b) []	APPROPRIATE BOX IF A	MEMBER OF A GROUP*
3 SEC USE O	NLY	
4 SOURCE OF N/A	FUNDS*	
	DISCLOSURE OF LEGAL P TO ITEMS 2(d) OR 2(e	ROCEEDINGS IS REQUIRED
6 CITIZENSH Cayman I	IP OR PLACE OF ORGANI slands	ZATION
	7 SOLE VOTING P 0	OWER
NUMBER OF SHARES ENEFICIALLY	8 SHARED VOTING 990,000	POWER
OWNED BY EACH REPORTING	9 SOLE DISPOSIT 0	IVE POWER
PERSON WITH	10 SHARED DISPOS 990,000	ITIVE POWER
11 AGGREGATE PERSON 990,000*		OWNED BY EACH REPORTING
12 CHECK IF 'SHARES*	THE AGGREGATE AMOUNT	IN ROW (11) EXCLUDES CERTAIN
13 PERCENT 01 1.6%	F CLASS REPRESENTED B	Y AMOUNT IN ROW (11)
1/ TVDF OF B	 EPORTING PERSON*	

 $[\]ensuremath{^{\star\star}}$ Includes shares reported herein as beneficially owned by other reporting persons. See Item 5.

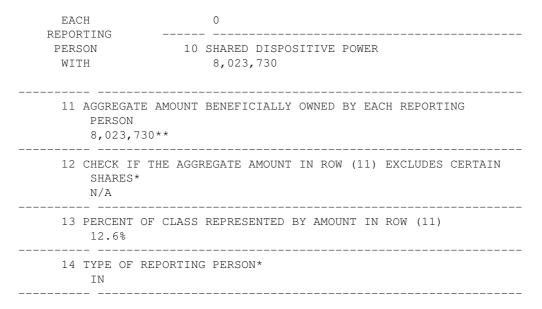
CUSIP No. 237266101 13D Page 10 of 21 Pages

	AME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Avenue International Advisors, LLC					
2 C	HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []					
3 S	EC USE ONLY					
	4 SOURCE OF FUNDS* N/A					
	5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
	ITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
	7 SOLE VOTING POWER 0					
NUMBER SHARE BENEFICI	s 990,000					
OWNED EACH	BY 9 SOLE DISPOSITIVE POWER 0					
REPORT PERSO	N 10 SHARED DISPOSITIVE POWER					
WITH	990,000					
	GGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 990,000**					
	HECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* N/A					
	ERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	YPE OF REPORTING PERSON*					
** Include persons. S	s shares reported herein as beneficially owned by other reporting ee Item 5.					
CUSIP No.	237266101 13D Page 11 of 21 Pages					
	AME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Avenue Special Situations Fund III, LP					
2 C	HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					

(a) [] (b) []	
3 SEC USE ON	ILY
4 SOURCE OF N/A	FUNDS*
	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEMS 2(d) OR 2(e)
6 CITIZENSHI Delaware	P OR PLACE OF ORGANIZATION
	7 SOLE VOTING POWER 0
NUMBER OF SHARES	8 SHARED VOTING POWER 1,110,000
BENEFICIALLY OWNED BY EACH	9 SOLE DISPOSITIVE POWER 0
REPORTING PERSON WITH	10 SHARED DISPOSITIVE POWER 1,110,000
11 AGGREGATE PERSON 1,110,000	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
12 CHECK IF 1 SHARES* N/A	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
13 PERCENT OF 1.7%	CLASS REPRESENTED BY AMOUNT IN ROW (11)
14 TYPE OF RE	PORTING PERSON*
** Includes shares persons. See Item 5	reported herein as beneficially owned by other reporting
CUSIP No. 237266101	13D Page 12 of 21 Pages
	EPORTING PERSON DENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Avenue Ca	apital Partners III, LLC
2 CHECK THE (a) [] (b) []	APPROPRIATE BOX IF A MEMBER OF A GROUP*
3 SEC USE ON	ILY
4 SOURCE OF N/A	FUNDS*

6	CITIZENSHIP Delaware	OR PLACE	OF ORGANIZ	ZATION		
		7 SOLE 0	VOTING PO			
SHAI	ER OF RES CIALLY		ED VOTING			
OWNEI EAG	D BY	9 SOLE 0	DISPOSITI			
	SON		ED DISPOSI 10,000		VE POWER	
11	AGGREGATE AND PERSON 1,110,000*:		FICIALLY C	DWNED BY E	ACH REPORT	ING
12	CHECK IF THI SHARES* N/A	E AGGREGAT	E AMOUNT I	IN ROW (11) EXCLUDES	CERTAIN
13	PERCENT OF (CLASS REPR	 ESENTED BY	ZAMOUNT T	N ROW (11)	
	±•, 0			11100111 1	1.0w (11)	
14	TYPE OF REPO	 DRTING PER	 SON*			
* * Inclu	TYPE OF REPO					other report
* Includersons.	TYPE OF REPO			eneficiall		
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	7 SOLE VOTING POWER 0
NUMBER OF SHARES	8 SHARED VOTING POWER 1,110,000
BENEFICIALLY OWNED BY EACH	9 SOLE DISPOSITIVE POWER 0
REPORTING PERSON WITH	10 SHARED DISPOSITIVE POWER 1,110,000
11 AGGREGATE PERSON 1,110,000	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
12 CHECK IF 'SHARES*	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
13 PERCENT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (11)
14 TYPE OF RI	EPORTING PERSON*
	1 13D Page 14 of 21 Pages EPORTING PERSON DENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Marc Las:	ry
2 CHECK THE (a) [] (b) []	APPROPRIATE BOX IF A MEMBER OF A GROUP*
3 SEC USE OI	NLY
4 SOURCE OF N/A	FUNDS*
	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEMS 2(d) OR 2(e)
6 CITIZENSH: United St	IP OR PLACE OF ORGANIZATION tates
	7 SOLE VOTING POWER 0
NUMBER OF SHARES	8 SHARED VOTING POWER 8,023,730
BENEFICIALLY OWNED BY	9 SOLE DISPOSITIVE POWER



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

The following constitutes Amendment No. 1 ("Amendment No. 1") to the Schedule 13D filed by the undersigned on September 22, 2003(the "Schedule 13D"). This Amendment No. 1 amends the Schedule 13D as specifically set forth. Defined terms not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

- Item 5. Interest in Securities of the Issuer
- 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 Annual Report on Form 10-K for the fiscal year ended January 3, 2004, there were 63,726,060 shares of Common Stock issued and outstanding at March 16, 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 Advisors, 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 1.6% of the Company's outstanding shares, which shares may be deemed to be beneficially indirectly owned by Avenue International Advisors, LLC (in its capacity as investment advisor) and Mr. Lasry as described below;
- c. Avenue Special Situations Fund II, LP owns directly 5,653,730 shares of Common Stock, constituting approximately 8.9% 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;

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 8,023,730 shares of Common Stock, constituting approximately 12.6% of the Company's outstanding shares, which figure includes the shares owned directly by Avenue Investments, LP, Avenue International, Ltd., Avenue Special Situations Fund II, LP, and Avenue Special Situations Fund III, LP, as described above.

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

(c) During the last 60 days, the Reporting Persons sold the following shares of Common Stock on the open market:

Entity	Trade Date	Shares	Price/Share
Avenue Special Situations Fund II, LP	03/30/2004	87 , 800	\$3.5595
Avenue Special Situations Fund II, LP	03/31/2004	255 , 500	\$3.5576
Avenue Special Situations Fund II, LP	04/08/2004	90,000	\$3.6313
Avenue Special Situations Fund II, LP	04/19/2004	50,000	\$3.7754
Avenue Special Situations Fund II, LP	04/19/2004	50,000	\$3.7239
Avenue Special Situations Fund II, LP	04/20/2004	481,500	\$4.1151

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: April 22, 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 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, 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.

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

Dated: April 22, 2004

Avenue Capital Partners II, LLC

Title: Managing Member

By: GL Partners II, LLC Its managing member /s/ Marc Lasry _____ By: Marc Lasry Title: Managing Member GL Partners II, LLC /s/ Marc Lasry By: Marc Lasry Title: Managing Member Avenue Special Situations Fund III, LP By: Avenue Capital Partners III, LLC Its general partner By: GL Partners III, LLC Its managing member /s/ Marc Lasry _____ By: Marc Lasry Title: Managing Member Avenue Capital Partners III, LLC By: GL Partners III, LLC Its managing member /s/ Marc Lasry _____ By: Marc Lasry Title: Managing Member GL Partners III, LLC /s/ Marc Lasry By: Marc Lasry Title: Managing Member Avenue Capital Management II, LLC /s/ Marc Lasry By: Marc Lasry Title: Managing Member /s/ Marc Lasry _____

Marc Lasry, an individual