

YRC Worldwide Inc.
Form SC 13D/A
August 08, 2014

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13D/A
(Rule 13d-1(e))**

Under the Securities Exchange Act of 1934

(Amendment No. 5)

YRC WORLDWIDE INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

984249607

(CUSIP Number)

**Eric Ross
Senior Managing Director and Chief Compliance Officer**

Avenue Capital Group

399 Park Avenue, 6th Floor

New York, NY 10022

(212) 850-3500

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

August 6, 2014

(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/A, and is filing this schedule because of §§240.13d-l(e), 240.13d-l(f) or 240.13d-l(g), check the following box.

***Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.**

*

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 this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

CUSIP No: 984249607

SCHEDULE 13D

1

NAMES OF REPORTING PERSONS

Avenue Investments, L.P. (Avenue Investments)

2

Check the appropriate box if a member of group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

WC

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

708,867

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

708,867

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

708,867

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.3%

14

TYPE OF REPORTING PERSON

PN

CUSIP No: 984249607

SCHEDULE 13D

1

NAMES OF REPORTING PERSONS

Avenue Partners, LLC (Avenue Partners)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

AF

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

2,385,391¹

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

2,385,391

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,385,391

12

Check box if the aggregate amount in row (11) excludes certain shares []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.6%

14

TYPE OF REPORTING PERSON

OO

1

Edgar Filing: YRC Worldwide Inc. - Form SC 13D/A

This number represents shares beneficially held by Avenue Investments and through Avenue International GenPar (as defined below) as general partner of Avenue International (as defined below). Avenue Partners is the general partner of Avenue Investments and a shareholder of Avenue International GenPar.

CUSIP No: 984249607

SCHEDULE 13D

Page 4 of 20

1

NAMES OF REPORTING PERSONS

Avenue International Master, L.P. (Avenue International)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

WC

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

1,676,524

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

1,676,524

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,676,524

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.4%

14

TYPE OF REPORTING PERSON

PN

CUSIP No: 984249607

SCHEDULE 13D

Page 5 of 20

1

NAMES OF REPORTING PERSONS

Avenue International Master GenPar, Ltd. (Avenue International GenPar)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

AF

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

1,676,524¹

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

1,676,524

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,676,524

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.4%

14

TYPE OF REPORTING PERSON

CO

1

This number represents shares beneficially held by Avenue International. Avenue International GenPar is the general partner of Avenue International.

CUSIP No: 984249607

SCHEDULE 13D

1

NAMES OF REPORTING PERSONS

Avenue Special Situations Fund VI (Master), L.P. (Avenue Spec VI)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

WC

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

3,458,611

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

3,458,611

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,458,611

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.1%

14

TYPE OF REPORTING PERSON

PN

CUSIP No: 984249607

SCHEDULE 13D

1

NAMES OF REPORTING PERSONS

Avenue Capital Partners VI, LLC (Avenue Capital VI)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

AF

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

3,458,611¹

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

3,458,611

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,458,611

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.1%

14

TYPE OF REPORTING PERSON

OO

1

This number represents shares beneficially held by Avenue Spec VI. Avenue Capital VI is the general partner of Avenue Spec VI.

CUSIP No: 984249607

SCHEDULE 13D

Page 8 of 20

1

NAMES OF REPORTING PERSONS

GL Partners VI, LLC (GL VI)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

AF

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

3,458,611¹

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

3,458,611

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,458,611

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.1%

14

TYPE OF REPORTING PERSON

OO

1

This number represents shares beneficially held by Avenue Spec VI. GL VI is the managing member of Avenue Capital VI, the general partner of Avenue Spec VI.

CUSIP No: 984249607

SCHEDULE 13D

Page 9 of 20

1

NAMES OF REPORTING PERSONS

Managed Accounts Master Fund Services MAP 10 (MAP 10)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

WC

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

91,968

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

91,968

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

91,968

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

14

TYPE OF REPORTING PERSON

OO

{01781182; 1; 0080-2 }

CUSIP No: 984249607

SCHEDULE 13D

1

NAMES OF REPORTING PERSONS

Avenue Special Opportunities Fund I, L.P. (Avenue Special Opportunities)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

WC

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

1,337,155

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

1,337,155

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,337,155

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.3%

14

TYPE OF REPORTING PERSON

OO

CUSIP No: 984249607

SCHEDULE 13D

Page 11 of 20

1

NAMES OF REPORTING PERSONS

Avenue SO Capital Partners I, LLC (Avenue SO Capital Partners)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

AF

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

1,337,155¹

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

1,337,155

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,337,155

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.3%

14

TYPE OF REPORTING PERSON

OO

1

This number represents shares beneficially held by Avenue Special Opportunities. Avenue SO Capital Partners is the general partner of Avenue Special Opportunities.

{01781182; 1; 0080-2 }

CUSIP No: 984249607

SCHEDULE 13D

1

NAMES OF REPORTING PERSONS

GL SO Partners I, LLC (Avenue SO Partners I)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

AF

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

1,337,155¹

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

1,337,155

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,337,155

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.3%

14

TYPE OF REPORTING PERSON

OO

1

This number represents shares beneficially held by Avenue Special Opportunities. Avenue SO Partners I is the managing member of Avenue SO Capital Partners, the general partner of Avenue Special Opportunities.

CUSIP No: 984249607

SCHEDULE 13D

Page 13 of 20

1

NAMES OF REPORTING PERSONS

Avenue Capital Management II, L.P. (Avenue Capital Management II)

2

Check the appropriate box if a member of group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

AF

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

7,273,125 ¹

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

7,273,125

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,273,125

12

Check if the aggregate amount in row (11) excludes certain shares []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.3%

14

TYPE OF REPORTING PERSON

IA

1

Edgar Filing: YRC Worldwide Inc. - Form SC 13D/A

Avenue Capital Management II exercises voting and investment power over the securities beneficially owned by the Funds (as defined below). This number includes 3,458,611 shares of common stock held by Avenue Spec VI, 708,867 shares of common stock held by Avenue Investments, 1,676,524 shares of common stock held by Avenue International, 91,968 shares of common stock held by MAP-10 and 1,337,155 shares of common stock held by Avenue Special Opportunities (Avenue Special Opportunities, together with Avenue Spec VI, Avenue Investments, MAP 10 and Avenue International, the Funds) on August 5, 2014.

CUSIP No: 984249607

SCHEDULE 13D

Page 14 of 20

1

NAMES OF REPORTING PERSONS

Avenue Capital Management II GenPar, LLC (GenPar)

2

Check the appropriate box if a member of group

(a) []

(b) [X]

3

SEC USE ONLY

4

SOURCE OF FUNDS

AF

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) []

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

7,273,125¹

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

7,273,125

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,273,125

12

Check if the aggregate amount in row (11) excludes certain shares []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.3%

14

TYPE OF REPORTING PERSON

OO

1

This number represents shares beneficially held by Avenue Capital Management II. GenPar is the general partner of Avenue Capital Management II.

CUSIP No: 984249607

SCHEDULE 13D

Page 15 of 20

1

NAMES OF REPORTING PERSONS

Marc Lasry

2

Check the appropriate box if a member of group

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

AF

5

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

7,273,125

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

7,273,125

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,273,125

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.3%

14

TYPE OF REPORTING PERSON

IN/HC

CUSIP No: 984249607

SCHEDULE 13D

Page 16 of 20

Explanatory Note

Item 1.

Security and Issuer

This Amendment No. 5 to Schedule 13D (Amendment No. 5) is being filed by the Reporting Persons (as defined below) to amend the Items specified below in the Reporting Persons' Schedule 13D with respect to YRC Worldwide, Inc., a Delaware corporation (the Issuer), filed with the Securities and Exchange Commission on December 19, 2013 (the Original Schedule 13D), as amended by Amendment No. 1 to the Original Schedule 13D, filed with the Securities and Exchange Commission on December 24, 2013 (Amendment No. 1), Amendment No. 2, filed with the Securities and Exchange Commission on January 27, 2014 (Amendment No. 2), Amendment No. 3, filed with the Securities and Exchange Commission on February 4, 2014 (Amendment No. 3), and Amendment No. 4, filed with the Securities and Exchange Commission on March 18, 2014 (Amendment No. 4) and, together with Amendment No. 1, Amendment No. 2, Amendment No. 3, and the Original Schedule 13D, the Amended Schedule 13D). Capitalized terms used in this Amendment No. 5 but not defined herein shall have the respective meanings given to such terms in the Amended Schedule 13D.

Item 5.

Interest in Securities of the Issuer.

The disclosure in Item 5 is hereby amended and restated in its entirety as follows:

(a)

As of the date hereof, the following is the beneficial ownership and percentage of the Issuer's Common Stock outstanding for each of the persons named below:

<u>Name</u>	<u>Number of Shares</u>	<u>Percentage of Shares (%)</u>
Avenue Investments	708,867	2.3%
Avenue Spec VI	3,458,611	11.1%
Avenue International	1,676,524	5.4%
MAP-10	91,968	0.3%
Avenue Special Opportunities	1,337,155	4.3%
Avenue Partners	2,385,391	7.6%
Avenue International GenPar	1,676,524	5.4%
Avenue Capital VI	3,458,611	11.1%
GL VI	3,458,611	11.1%
Avenue SO Capital Partners	1,337,155	4.3%
Avenue SO Partners I	1,337,155	4.3%

Edgar Filing: YRC Worldwide Inc. - Form SC 13D/A

Avenue Capital Management II	7,273,125	23.3%
GenPar	7,273,125	23.3%
Lasry	7,273,125	23.3%

The approximate percentages of Common Stock reported as beneficially owned by the Reporting Persons are based upon 31,242,037 shares of Common Stock outstanding as of July 25, 2014, as disclosed by the Issuer in the Issuer's Quarterly Report on Form 10-Q filed on July 31, 2014, and calculated in accordance with Rule 13d-3(d)(1) of the Exchange Act.

(b)

The Reporting Persons have shared power to vote or direct the vote and shared power to dispose or to direct the disposition of the shares.

(c)

See Item 6.

CUSIP No: 984249607

SCHEDULE 13D

Page 17 of 20

(d)

No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock covered by this Schedule 13D.

(e)

Not applicable.

Item 6.

Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended and supplemented to add the following at the end thereof:

On August 6, 2014, the Issuer redeemed all of the Series A Notes held by the Avenue Funds in accordance with the terms of the Series A Notes Indenture.

CUSIP No: 984249607

SCHEDULE 13D

Page 18 of 20

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Statement is true, complete and correct.

Dated: August 8, 2014

AVENUE INVESTMENTS, L.P.

By: Avenue Partners, LLC, its general partner

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

AVENUE PARTNERS, LLC

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

AVENUE INTERNATIONAL MASTER, L.P.

By: Avenue International Master Fund

GenPar, Ltd., its general partner

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Director

AVENUE INTERNATIONAL MASTER FUND GENPAR, LTD.

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Director

AVENUE SPECIAL SITUATIONS FUND VI (MASTER), L.P.

By: Avenue Capital Partners VI, LLC,

its general partner

By: GL Partners VI, LLC, its managing member

By:

/s/ Eric Ross as attorney-in-fact

CUSIP No: 984249607

SCHEDULE 13D

Page 19 of 20

Name: Marc Lasry

Title: Managing Member

AVENUE CAPITAL PARTNERS VI, LLC

By: GL Partners VI, LLC, its managing member

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

GL PARTNERS VI, LLC

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

MANAGED ACCOUNTS MASTER FUND SERVICES MAP 10

By: Avenue Capital Management II, L.P., its investment manager

By: Avenue Capital Management II GenPar, LLC, its general partner

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

AVENUE SPECIAL OPPORTUNITIES FUND I, L.P.

By: Avenue SO Capital Partners I, LLC, its general partner

By: GL SO Partners I, LLC, its managing member

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

AVENUE SO CAPITAL

PARTNERS I, LLC

CUSIP No: 984249607

SCHEDULE 13D

Page 20 of 20

By: GL SO Partners I, LLC, its managing member

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

GL SO PARTNERS I, LLC

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

AVENUE CAPITAL MANAGEMENT II, L.P.

By: Avenue Capital Management II

GenPar, LLC, its general partner

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

AVENUE CAPITAL MANAGEMENT II GENPAR, LLC

By:

/s/ Eric Ross as attorney-in-fact

Name: Marc Lasry

Title: Managing Member

MARC LASRY

/s/ Eric Ross as attorney-in-fact