#### DARLING INTERNATIONAL INC Form SC 13D/A February 11, 2005

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 4)\*

DARLING INTERNATIONAL, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE (Title of Class of Securities)

237266101 (CUSIP Number)

Ms. Sonia E. Gardner Avenue Capital Group, LLC 535 Madison Avenue 15th Floor New York, New York 10022 (212) 850-7519 with a copy to:
Matthew S. Eisenberg, Esq.
Cobb & Eisenberg LLC
329 Riverside Avenue, 2nd Floor
Westport, CT 06880
(203) 222-1940

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

January 31, 2005 (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).

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CUSIP No. 237266101

13D

Page 2 of 19 Pages

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

GL Partners II, LLC

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) [ ]  (b) [ ]						
3	SEC USE ONLY						
4	SOURCE OF FUNDS	*					
5		SURE OF LEGAL PROCEEDINGS IS REQUIRED MS 2(d) OR 2(e):					
6	CITIZENSHIP OR Delaware	PLACE OF ORGANIZATION					
NUMBER SHARE	OF	SOLE VOTING POWER 0					
BENEFICIA OWNED A	ALLY 8 BY	SHARED VOTING POWER 1,028,630					
REPORT PERSO	ING 9 N	SOLE DISPOSITIVE POWER 0					
WIIH		SHARED DISPOSITIVE POWER 1,028,630					
11	AGGREGATE AMOUN PERSON 1,028,630**	T BENEFICIALLY OWNED BY EACH REPORTING					
12	CHECK IF THE AG SHARES* N/A	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN					
	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE OF REPORTI	NG PERSON*					
** Include persons. So		d herein as beneficially owned by other reporting					
CUSIP No.	237266101	13D Page 3 of 19 Pages					
1	NAME OF REPORTI	NG PERSON CATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Avenue Capital	Partners II, LLC					
2	CHECK THE APPRO (a) [ ] (b) [ ]						
3	SEC USE ONLY						

4	SOURCE OF N/A	SOURCE OF FUNDS* N/A							
5	PURSUANT 1	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):							
6	6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware								
NUMBER		7	SOLE VOTING	G POWER					
SHARE BENEFICI OWNED	TALLY BY	8	SHARED VOT: 1,028,630		IR				
EACH REPORT PERSO	TING ON	9	SOLE DISPO		OWER				
WITE	Ī	10	SHARED DIST 1,028,630	POSITIVE	POWER				
11	AGGREGATE PERSON 1,028,630	* <b>*</b>	BENEFICIAL:						
12	CHECK IF T SHARES* N/A								
13	PERCENT OF	F CLASS	REPRESENTE	D BY AMC	UNT IN	ROW (11	)		
14	TYPE OF RE	EPORTIN	G PERSON*						
persons. S	es shares re See Item 5. 237266101		herein as l	benefici			other reporti		
1	NAME OF RE				DED GON				
			ATION NO. O			(ENTIT	ES ONLY)		
2	CHECK THE (a) [ ] (b) [ ]	APPROP	RIATE BOX I	F A MEMB	ER OF A	GROUP*			
3	SEC USE ON	NLY							
4	SOURCE OF N/A	FUNDS*							
5			URE OF LEGAT S 2(d) OR 2		DINGS I	S REQUI	RED		

6 CITIZENSHIP OR PLACE OF ORGANIZATION

	Delaware				
NUMBER SHARE		7	SOLE VOTING POWER 0		
ENEFICI OWNED	ALLY BY	8	SHARED VOTING POWER 1,028,630		
PERSO	ING N	9	SOLE DISPOSITIVE POWER 0		
WITH		10	SHARED DISPOSITIVE POWER 1,028,630		
11	AGGREGATE PERSON 1,028,630	* *	BENEFICIALLY OWNED BY EACH REPORTING		
12	CHECK IF T SHARES* N/A		REGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN		
13	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
14	TYPE OF REPORTING PERSON*				
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sons. S	s shares ree Item 5.  237266101  NAME OF RE	 EPORTING	herein as beneficially owned by other reportant the second		
sons. S	s shares ree Item 5.  237266101  NAME OF REIR.S. IDE	 EPORTIN ENTIFIC	13D Page 5 of 19 Pages G PERSON		
IP No.	s shares reee Item 5.  237266101  NAME OF REIR.S. IDE	EPORTING ENTIFICA Dital Ma	13D Page 5 of 19 Pages G PERSON ATION NO. OF ABOVE PERSON (ENTITIES ONLY) anagement II, LLC RIATE BOX IF A MEMBER OF A GROUP*		
IP No.	s shares reee Item 5.  237266101  NAME OF REIR.S. IDEE  Avenue Capellone CHECK THE (a) [ ]	EPORTING ENTIFICA  Dital Ma  APPROPI	13D Page 5 of 19 Pages G PERSON ATION NO. OF ABOVE PERSON (ENTITIES ONLY) anagement II, LLC RIATE BOX IF A MEMBER OF A GROUP*		
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IP No.  1  2  4	s shares ree ltem 5.  237266101  NAME OF RI I.R.S. IDH  Avenue Cap  CHECK THE (a) [] (b) []  SEC USE ON  SOURCE OF N/A  CHECK IF I PURSUANT 1	EPORTING ENTIFICA Dital Ma APPROPI NLY FUNDS* DISCLOSU	13D Page 5 of 19 Pages G PERSON ATION NO. OF ABOVE PERSON (ENTITIES ONLY) anagement II, LLC RIATE BOX IF A MEMBER OF A GROUP*		
IP No.  1  2  3  4	s shares ree ltem 5.  237266101  NAME OF RI I.R.S. IDH  Avenue Cap  CHECK THE (a) [] (b) []  SEC USE ON  SOURCE OF N/A  CHECK IF I PURSUANT	EPORTING ENTIFICA Dital Ma APPROPI  NLY FUNDS* DISCLOSU	13D Page 5 of 19 Pages G PERSON ATION NO. OF ABOVE PERSON (ENTITIES ONLY) anagement II, LLC RIATE BOX IF A MEMBER OF A GROUP*  URE OF LEGAL PROCEEDINGS IS REQUIRED		
IP No.  1  2  3  4	s shares ree ltem 5.  237266101  NAME OF REIR.S. IDE  AVENUE CAP CHECK THE (a) [] (b) [] SEC USE OF N/A CHECK IF IE PURSUANT CONTINUE CITIZENSHIDELAWARE OF	EPORTING ENTIFICA Dital Ma APPROPI  NLY FUNDS*  DISCLOSU TO ITEMS IP OR PE	13D Page 5 of 19 Pages G PERSON ATION NO. OF ABOVE PERSON (ENTITIES ONLY) anagement II, LLC RIATE BOX IF A MEMBER OF A GROUP*  URE OF LEGAL PROCEEDINGS IS REQUIRED S 2(d) OR 2(e):		

	REPORTING PERSON		SOLE DISPOSITIVE POWER 0
WIIN		10	SHARED DISPOSITIVE POWER 3,398,630
11	AGGREGATE PERSON 3,398,630*		BENEFICIALLY OWNED BY EACH REPORTING
12	CHECK IF T SHARES* N/A	HE AGGI	REGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
13	PERCENT OF 5.3%	CLASS	REPRESENTED BY AMOUNT IN ROW (11)
14	TYPE OF RE	PORTIN	G PERSON*
** Include	s shares re	ported	herein as beneficially owned by other repor-

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

CUSIP No.	237266101		13D	Page	6	of	19	Pages		
1		NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)								
	Avenue In	vestment	cs, LP							
2	CHECK THE (a) [ ] (b) [ ]	. ,								
3	SEC USE O									
4	SOURCE OF	SOURCE OF FUNDS*								
5		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):								
6	CITIZENSH: Delaware	IP OR PI	LACE OF ORGANIZA	TION						
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		SOLE VOTING POW	ER						
BENEFICI OWNED			SHARED VOTING P	OWER						
REPORT			9 SOLE DISPOSITIVE POWER 0							
WIIH		10	SHARED DISPOSIT 270,000							
11	AGGREGATE	AMOIINT	RENEFICIALLY OW	NED BY EAC	'H R	EPOR	TING			

	PERSON 270,000**
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* N/A
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.4%
14	TYPE OF REPORTING PERSON* PN

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

CUSIP No.	237266101		13D		Page	7	of	19	Pages
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)								NLY)
	Avenue Partn	ners,	LLC						
2	CHECK THE AF  (a) [ ]  (b) [ ]								
3	SEC USE ONLY	7							
4	SOURCE OF FU	SOURCE OF FUNDS*							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):								
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York								
NUMBER SHARE		7 SOLE VOTING POWER 0							
BENEFICI.	ALLY BY	8	SHARED VOTING POWER 270,000						
EACH REPORT PERSO	ING N	9	SOLE DISPOSITIVE POWER 0						
WITH		10	SHARED DISPOSITIVE POWER 270,000						
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 270,000**								
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*								

13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)							
14	TYPE OF REPORTING PERSON*								
** Includes		ed herein as beneficially owned by other reporting							
CUSIP No.	237266101	13D Page 8 of 19 Pages							
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)								
	Avenue Interna	tional, Ltd.							
2	CHECK THE APPR (a) [ ] (b) [ ]								
3	SEC USE ONLY								
	SOURCE OF FUND	5*							
5		DSURE OF LEGAL PROCEEDINGS IS REQUIRED EMS 2(d) OR 2(e):							
6	CITIZENSHIP OR Cayman Islands	PLACE OF ORGANIZATION							
NUMBER	OF	7 SOLE VOTING POWER 0							
SHARES BENEFICIA OWNED B	ALLY BY	8 SHARED VOTING POWER 990,000							
REPORTI PERSON		9 SOLE DISPOSITIVE POWER 0							
WITH	1	O SHARED DISPOSITIVE POWER 990,000							
11	PERSON 990,000**	NT BENEFICIALLY OWNED BY EACH REPORTING							
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*								
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)							
14	TYPE OF REPORTING PERSON*								

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

CUSIP No.	237266101		13D	Page	9	of	19	Pages		
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)									
	Avenue Specia	1 S	ituations Fund III,	, LP						
2	CHECK THE APP (a) [ ] (b) [ ]									
3	SEC USE ONLY									
4	SOURCE OF FUN N/A	SOURCE OF FUNDS*								
5		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):								
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware									
NUMBER SHARE		7	SOLE VOTING POWER 0							
BENEFICI OWNED EACH	ALLY BY	8	SHARED VOTING POWER 1,110,000							
REPORT PERSO WITH	ING N	9	SOLE DISPOSITIVE POWER 0							
WIIN		10	SHARED DISPOSITIVE POWER 1,110,000							
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,110,000**									
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* N/A							RTAIN		
13	PERCENT OF CL	ASS	REPRESENTED BY AMO	DUNT IN	ROW	(11	)			
14	TYPE OF REPOR	TIN	G PERSON*							

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

CUSIP No. 237266101 13D Page 10 of 19 Pages

1	NAME OF REPIRES. IDEN		G PERSON ATION NO. OF	ABOVE PERSON	(ENTITIES C	NLY)			
	Avenue Capi	tal Pa	artners III,	LLC					
2	CHECK THE A (a) [ ] (b) [ ]								
3	SEC USE ONL	Y							
4	SOURCE OF F	 UNDS*							
5			URE OF LEGAL S 2(d) OR 2(e		IS REQUIRED				
6	CITIZENSHIP Delaware	OR P	LACE OF ORGAN	IZATION					
NUMBER SHARE:		7	SOLE VOTING 0	POWER					
BENEFICIA OWNED I	ALLY BY		SHARED VOTIN 1,110,000	G POWER					
REPORT PERSOI	ING N	9	SOLE DISPOSI						
WITH	_	10	SHARED DISPO 1,110,000						
11	AGGREGATE A PERSON 1,110,000**		BENEFICIALLY	OWNED BY EAC	CH REPORTING	;			
12	CHECK IF TH SHARES* N/A	E AGGI	REGATE AMOUNT	IN ROW (11)	EXCLUDES CE	RTAIN			
13	PERCENT OF	CLASS	REPRESENTED	BY AMOUNT IN	ROW (11)				
14	TYPE OF REP		G PERSON*						
	s shares rep		herein as be			r reportin			
CUSIP No.	237266101		13D	Page	11 of 19	Pages			
1	NAME OF REP		G PERSON ATION NO. OF	ABOVE PERSON	(ENTITIES C	NLY)			
	GL Partners	III,	LLC						
2	CHECK THE A	PPROPI	RIATE BOX IF	A MEMBER OF A	A GROUP*				

	(a) [ ] (b) [ ]							
3	SEC USE ONL	SEC USE ONLY						
4	SOURCE OF F	UNDS*						
5			URE OF LEGAL PROCEEDINGS IS REQUIRED S 2(d) OR 2(e):					
6	CITIZENSHIP Delaware	OR P	LACE OF ORGANIZATION					
NUMBER		7	SOLE VOTING POWER 0					
SHARES BENEFICIA OWNED B	ALLY BY	8	SHARED VOTING POWER 1,110,000					
EACH REPORT: PERSON	ING N	9	SOLE DISPOSITIVE POWER 0					
WITH	_	10	SHARED DISPOSITIVE POWER 1,110,000					
11	AGGREGATE A PERSON 1,110,000**		BENEFICIALLY OWNED BY EACH REPORTING					
12	CHECK IF TH SHARES* N/A	E AGG	REGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN					
13	PERCENT OF 1.7%	CLASS	REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE OF REP	ORTIN	G PERSON*					
** Includes persons. Se		orted	herein as beneficially owned by other reporting					
CUSIP No.	237266101		13D Page 12 of 19 Pages					
1	NAME OF REP		G PERSON ATION NO. OF ABOVE PERSON (ENTITIES ONLY)					
	Marc Lasry							
2	CHECK THE A (a) [ ] (b) [ ]	PPROP:	RIATE BOX IF A MEMBER OF A GROUP*					
3	SEC USE ONL	 Ү						
4	SOURCE OF F	UNDS*						

5		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):						
6	-	CITIZENSHIP OR PLACE OF ORGANIZATION United States						
NUMBER SHARE		7	SOLE VOTING POWER 0					
BENEFICI OWNED EACH	ALLY BY	8	SHARED VOTING POWER 3,398,630					
REPORT PERSO WITH	ING N	9	SOLE DISPOSITIVE POWER 0					
		10	SHARED DISPOSITIVE POWER 3,398,630					
11	AGGREGATE APERSON 3,398,630**		BENEFICIALLY OWNED BY EACH REPORTING					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* N/A							
13	PERCENT OF	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.3%						
14	TYPE OF REP	TYPE OF REPORTING PERSON*						

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

The following constitutes Amendment No. 4 ("Amendment No. 4") to the Schedule 13D filed by the undersigned on September 22, 2003, as amended by Amendment No. 1 filed by the undersigned on April 22, 2004, and as further amended by Amendment No. 2 filed on August 23, 2004 and Amendment No. 3 filed on November 24, 2004 (collectively, the "Schedule 13D"). This Amendment No. 4 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 Quarterly Report on Form 10-Q for the fiscal quarter ended October 2, 2004, there were 63,918,346 shares of Common Stock issued and outstanding at November 10, 2004. Based upon such information, and taking into account the transactions described in Item 5(c) below, as of the date hereof the Reporting Persons report beneficial ownership as follows:
  - a. Avenue Investments, LP owns directly 270,000 shares of Common Stock, constituting 0.4% of the Company's outstanding shares, which shares may be deemed to be beneficially indirectly owned by Avenue Partners,

LLC (in its capacity as general partner), Avenue Capital Management II, LLC (in its capacity as investment advisor), and Mr. Lasry as described below;

- b. Avenue International, Ltd. owns directly 990,000 shares of Common Stock, constituting 1.5% of the Company's outstanding shares, which shares may be deemed to be beneficially indirectly owned by Avenue Capital Management II, LLC (in its capacity as investment advisor), and Mr. Lasry as described below;
- c. Avenue Special Situations Fund II, LP owns directly 1,028,630 shares of Common Stock, constituting approximately 1.6% 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 3,398,630 shares of Common Stock, constituting approximately 5.3% 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, described above.

Item 5(c) is hereby amended and supplemented as follows:

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 Fu	and II,	LP	01/06/2005	250,000	\$4.464
Avenue Special	Situations Fu	and II,	LP	01/27/2005	100,000	\$4.35
Avenue Special	Situations Fu	and II,	LP	01/28/2005	150,000	\$4.35
Avenue Special	Situations Fu	and II,	LP	01/31/2005	250,000	\$4.36
Avenue Special	Situations Fu	and II,	LP	01/31/2005	250,000	\$4.354

#### 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: February 10, 2005

Avenue Investments, LP

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 International, Ltd. /s/ Marc Lasry By: Marc Lasry Title: Director 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 Partners, LLC

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

/s/ Marc Lasry

-----

By: Marc Lasry

Title: Managing Member

GL Partners III, LLC

/s/ Marc Lasry

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By: Marc Lasry

Title: Managing Member

Avenue Capital Management II, LLC

/s/ Marc Lasry

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By: Marc Lasry

Title: Managing Member

/s/ Marc Lasry

\_\_\_\_\_

Marc Lasry, an individual

#### Joint Filing Agreement

Avenue Partners, LLC, a New York limited liability company; Avenue Capital Partners II, LLC, GL Partners II, LLC, Avenue Capital 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/A 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.

Date: February 10, 2005

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 International, Ltd.

/s/ Marc Lasry

-----

By: Marc Lasry Title: Director

Avenue Special Situations Fund II, LP

By: Avenue Capital Partners II, LLC

Its general partner
By: GL Partners II, LLC
Its managing member

/s/ Marc Lasry

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By: Marc Lasry

Title: Managing Member

Avenue Capital Partners II, LLC

By: GL Partners II, LLC,
Its managing member

/s/ Marc Lasry

\_\_\_\_\_

By: Marc Lasry

Title: Managing Member
GL Partners II, LLC
/s/ Marc Lasry
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