

YRC Worldwide Inc.  
Form SC 13G  
November 23, 2011

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. \_\_\_\_)\***

**YRC WORLDWIDE INC.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**984249300**

**(CUSIP Number)**

**September 16, 2011**

**(Date of Event Which Requires Filing of this Statement)**

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

[ ]

Rule 13d-1(b)

Rule 13d-1(c)

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 the disclosures provided in a prior cover page.

The information required in 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. 984249300

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1.

NAME OF REPORTING PERSONS

Avenue Investments, L.P.

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

17,112,932

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

17,112,932

8. SHARED DISPOSITIVE POWER

0

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,112,932

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.8%\*

12.

TYPE OF REPORTING PERSON

PN

\*See disclosure in Item 4.

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1.

NAME OF REPORTING PERSONS

Avenue Partners, LLC

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

59,850,903

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

59,850,903

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

59,850,903

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.9%\*

12.

TYPE OF REPORTING PERSON

OO

\*See Disclosure in Item 4 of this Schedule 13G.



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1.

NAME OF REPORTING PERSONS

Avenue International Master, L.P.

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

42,737,971

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

42,737,971

8. SHARED DISPOSITIVE POWER

0

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,737,971

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.1%\*

12.

TYPE OF REPORTING PERSON

PN

\*See Disclosure in Item 4 of this Schedule 13G.

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1.

NAME OF REPORTING PERSONS

Avenue International Ltd.

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

41,246,416

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

41,246,416

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

41,246,416

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.0%\*

12.

TYPE OF REPORTING PERSON

CO

\*See Disclosure in Item 4 of this Schedule 13G.

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1.

NAME OF REPORTING PERSONS

Avenue International Master GenPar, Ltd.

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

42,737,971

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

42,737,971

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,737,971

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.



PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.1%\*

12.

TYPE OF REPORTING PERSON

CO

\*See Disclosure in Item 4 of this Schedule 13G.



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1.

NAME OF REPORTING PERSONS

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

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

147,285,147

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

147,285,147

8. SHARED DISPOSITIVE POWER

0

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

147,285,147

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.9%\*

12.

TYPE OF REPORTING PERSON

PN

\*See Disclosure in Item 4 of this Schedule 13G.

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1.

NAME OF REPORTING PERSONS

Avenue Special Situations Fund VI (A), L.P.

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

101,346,910

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

101,346,910

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101,346,910

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.8%\*

12.

TYPE OF REPORTING PERSON

PN

\*See Disclosure in Item 4 of this Schedule 13G.



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1.

NAME OF REPORTING PERSONS

Avenue Special Situations Fund VI (B), L.P.

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

23,683,452

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

23,683,452

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,683,452

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.1%\*

12.

TYPE OF REPORTING PERSON

PN

\*See Disclosure in Item 4 of this Schedule 13G.

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1.

NAME OF REPORTING PERSONS

Avenue Special Situations Fund VI (C), L.P.

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

22,254,786

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

22,254,786

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,254,786

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.1%\*

12.

TYPE OF REPORTING PERSON

PN

\*See Disclosure in Item 4 of this Schedule 13G.

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1.

NAME OF REPORTING PERSONS

Avenue Special Situations Fund VI (B-Feeder), L.P.

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

23,645,558

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

23,645,558

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,645,558

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.



PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.1%\*

12.

TYPE OF REPORTING PERSON

PN

\*See Disclosure in Item 4 of this Schedule 13G.

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1.

NAME OF REPORTING PERSONS

Avenue Special Situations Fund VI (C-Feeder), L.P.

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

22,216,953

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

22,216,953

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,216,953

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%\*

12.

TYPE OF REPORTING PERSON

PN

\*See Disclosure in Item 4 of this Schedule 13G.

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1.

NAME OF REPORTING PERSONS

Avenue Capital Partners VI, LLC

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

147,285,147

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

147,285,147

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

147,285,147

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.9%\*

12.

TYPE OF REPORTING PERSON

OO

\*See Disclosure in Item 4 of this Schedule 13G.

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1.

NAME OF REPORTING PERSONS

GL Partners VI, LLC

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED



BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

147,285,147

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

147,285,147

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

147,285,147

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.9%\*

12.

TYPE OF REPORTING PERSON

OO

\*See Disclosure in Item 4 of this Schedule 13G.

CUSIP NO. 984249300

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1.

NAME OF REPORTING PERSONS

Avenue Capital Management II, L.P.

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

207,136,050

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

207,136,050

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

207,136,050

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.5%\*

12.

TYPE OF REPORTING PERSON

IA

\*See Disclosure in Item 4 of this Schedule 13G.

CUSIP NO. 984249300

13G

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1.

NAME OF REPORTING PERSONS

Avenue Capital Management II GenPar, LLC

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

207,136,050

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

207,136,050

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

207,136,050

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.5%\*

12.

TYPE OF REPORTING PERSON

OO

\*See Disclosure in Item 4 of this Schedule 13G.



CUSIP NO. 984249300

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1.

NAME OF REPORTING PERSONS

Marc Lasry

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED

BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

207,136,050

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

207,136,050

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

207,136,050

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.5%\*

12.

TYPE OF REPORTING PERSON

IN/HC

\*See Disclosure in Item 4 of this Schedule 13G.

**SCHEDULE 13G**

This Schedule 13G (this **Schedule 13G** ) is being filed on behalf of Avenue Investments, L.P., Avenue Partners, LLC, Avenue International Master, L.P., Avenue International Ltd., Avenue International Master GenPar, Ltd., Avenue Special Situations Fund VI (Master), L.P., Avenue Special Situations Fund VI (A), L.P., Avenue Special Situations Fund VI (B), L.P., Avenue Special Situations Fund VI (C), L.P., Avenue Special Situations Fund VI (B-Feeder), L.P., Avenue Special Situations Fund VI (C-Feeder), L.P., Avenue Capital Partners VI, LLC, GL Partners VI, LLC, Avenue Capital Management II, L.P., Avenue Capital Management II GenPar, LLC and Marc Lasry (collectively, the **Reporting Persons** ) relating to shares of Common Stock, par value \$0.01 per share (the **Common Stock** ), of YRC Worldwide Inc., a Delaware corporation (the **Issuer** ).

**Item 1**

**(a) Name of Issuer.**

YRC Worldwide Inc.

**(b) Address of Issuer's Principal Executive Offices.**

10990 Roe Avenue, Overland Park, Kansas 66211

**Item 2**

**(a) Name of Persons Filing: See Cover Pages Item 1**

**(b) Address of Principal Business Office, or, if none, residence.**

c/o Avenue Capital Management II, L.P.

399 Park Avenue, 6th Floor

New York, NY 10022

**(c) Citizenship:**

See Cover Pages Item 4

**(d) Title of Class of Securities:**

Common Stock, par value \$0.01 per share

(e) **CUSIP Number:**

984249300

**Item 3 Statement filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c):**

Not applicable.

**Item 4**

See Cover Pages Items 5-11.

The approximate percentages of Common Stock reported as beneficially owned by the Reporting Persons are based upon 2,053,961,226 shares of Common Stock outstanding as of October 31, 2011, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities Exchange Commission on November 9, 2011.

Collectively, the securities reported in this Schedule 13G are held by Avenue Investments, L.P., a Delaware limited partnership, Avenue Special Situations Fund VI (Master), L.P., a Delaware limited partnership and Avenue International Master, L.P., a Cayman Islands exempted limited partnership (collectively, the **Investing Funds** ). Avenue Special Situations Fund VI (A), L.P., a Delaware limited partnership, Avenue Special Situations Fund VI (B), L.P., a Delaware limited partnership, Avenue Special Situations Fund VI (C), L.P., a Cayman Islands limited partnership, Avenue Special Situations Fund VI (B-Feeder), L.P., a Delaware limited partnership and Avenue Special Situations Fund VI (C-Feeder), L.P., a Cayman Islands limited partnership (collectively, the **Special Situations Feeder Funds** ) each invest, directly or indirectly, in Avenue Special Situations Fund VI (Master), L.P. Avenue International Ltd., a Cayman Islands exempted company, invests in Avenue International Master, L.P. The Investing Funds, the Special Situations Feeder Funds and Avenue International Ltd. are referred to collectively as the **Avenue Funds**. Avenue Partners, LLC is the General Partner of Avenue Investments, L.P. and a shareholder of Avenue International Master GenPar, Ltd. Avenue Capital Partners VI, LLC, a Delaware limited liability company, is the General Partner of Avenue Special Situations Fund VI (Master), L.P. and the Special Situations Feeder Funds. GL Partners VI, LLC, a Delaware limited liability company, is the Managing Member of Avenue Capital Partners VI, LLC. Avenue International Master GenPar, Ltd., Cayman Islands exempted company, is the General Partner of Avenue International Master, L.P. Avenue Capital Management II, L.P., a Delaware limited partnership, is an investment adviser to each of the Avenue Funds. Avenue Capital Management II GenPar, LLC, a Delaware limited liability company, is the General Partner of Avenue Capital Management II, L.P. Marc Lasry is the Managing Member of GL Partners VI, LLC, Avenue Partners, LLC and Avenue Capital Management II GenPar, LLC. Neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that they have formed a group.

The 17,112,932 shares of Common Stock reported herein as being held by Avenue Investments, L.P. includes 11,049,623 shares of Common Stock issuable upon conversion of \$485,126 in aggregate principal amount of 10% Series B Convertible Senior Secured Notes due in 2015.

The 147,285,147 shares of Common Stock reported herein as being held by Avenue Special Situations Fund VI (Master), L.P. includes 95,101,271 shares of Common Stock issuable upon conversion of \$4,175,369 in aggregate principal amount of 10% Series B Convertible Senior Secured Notes due in 2015.

The 42,737,971 shares of Common Stock reported herein as being held by Avenue International Master, L.P. includes 27,595,723 shares of Common Stock issuable upon conversion of \$1,211,575 in aggregate principal amount of 10% Series B Convertible Senior Secured Notes due in 2015.

**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.**

Not applicable.

**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 Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated:

November 23, 2011

**AVENUE INVESTMENTS, L.P.**

By: Avenue Partners, LLC,

its General Partner

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE PARTNERS, LLC**

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE INTERNATIONAL MASTER, L.P.**

By: Avenue International Master GenPar, Ltd.

its General Partner

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Director

**AVENUE INTERNATIONAL, LTD.**

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Director

**AVENUE INTERNATIONAL MASTER GENPAR, LTD.**

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, 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

Name: Eric Ross



**AVENUE SPECIAL SITUATIONS FUND VI (A), L.P.**

By: Avenue Capital Partners VI, LLC,

its General Partner

By: GL Partners VI, LLC,

its Managing Member

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE SPECIAL SITUATIONS FUND VI (B), L.P.**

By: Avenue Capital Partners VI, LLC,

its General Partner

By: GL Partners VI, LLC,

its Managing Member

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE SPECIAL SITUATIONS FUND VI (C), L.P.**

By: Avenue Capital Partners VI, LLC,

its General Partner

By: GL Partners VI, LLC,

its Managing Member

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE SPECIAL SITUATIONS FUND VI (B-FEEDER), L.P.**

By: Avenue Capital Partners VI, LLC,

its General Partner

By: GL Partners VI, LLC,

its Managing Member

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE SPECIAL SITUATIONS FUND VI (C-FEEDER), L.P.**

By: Avenue Capital Partners VI, LLC,

its General Partner

By: GL Partners VI, LLC,

its Managing Member

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE CAPITAL PARTNERS VI, LLC**

By: GL Partners VI, LLC,

its Managing Member

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**GL PARTNERS VI, LLC**

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE CAPITAL MANAGEMENT II, L.P.**

By: Avenue Capital Management II GenPar, LLC,

its General Partner

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE CAPITAL MANAGEMENT II GENPAR, LLC**

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**MARC LASRY**

By: /s/ Eric  
Ross

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Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry

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**Exhibits**

Exhibit 18

Power of Attorney for Marc Lasry, dated February 11, 2010 (incorporated by reference to Exhibit 18 to the filing on Schedule 13G relating to beneficial ownership of shares of common stock, par value \$0.01 per share, of Spectrum Brand Holdings, Inc., filed with the Securities and Exchange Commission on June 25, 2010).

Exhibit 99.1

Agreement of Reporting Persons

**EXHIBIT 99.1**

**Agreement of Reporting Persons**

Avenue Investments, L.P., Avenue Partners, LLC, Avenue International Master, L.P., Avenue International Ltd., Avenue International Master GenPar, Ltd., Avenue Special Situations Fund VI (Master), L.P., Avenue Special Situations Fund VI (A), L.P., Avenue Special Situations Fund VI (B), L.P., Avenue Special Situations Fund VI (C), L.P., Avenue Special Situations Fund VI (B-Feeder), L.P., Avenue Special Situations Fund VI (C-Feeder), L.P., Avenue Capital Partners VI, LLC, GL Partners VI, LLC, Avenue Capital Management II, L.P., Avenue Capital Management II GenPar, LLC and Marc Lasry, an individual, hereby agree to file jointly the statement on Schedule 13G 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 13G, and any amendments thereto, filed on behalf of each of the parties hereto.

Dated: November 23, 2011

**AVENUE INVESTMENTS, L.P.**

By: Avenue Partners, LLC,

its General Partner

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE PARTNERS, LLC**

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE INTERNATIONAL MASTER, L.P.**

By: Avenue International Master GenPar, Ltd.

its General Partner

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Director



**AVENUE INTERNATIONAL, LTD.**

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Director

**AVENUE INTERNATIONAL MASTER GENPAR, LTD.**

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, 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

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE SPECIAL SITUATIONS FUND VI (A), L.P.**

By: Avenue Capital Partners VI, LLC,

its General Partner

By: GL Partners VI, LLC,

its Managing Member

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE SPECIAL SITUATIONS FUND VI (B), L.P.**

By: Avenue Capital Partners VI, LLC,

its General Partner

By: GL Partners VI, LLC,

its Managing Member

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

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**AVENUE SPECIAL SITUATIONS FUND VI (C), L.P.**

By: Avenue Capital Partners VI, LLC,

its General Partner

By: GL Partners VI, LLC,

its Managing Member

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE SPECIAL SITUATIONS FUND VI (B-FEEDER), L.P.**

By: Avenue Capital Partners VI, LLC,

its General Partner

By: GL Partners VI, LLC,

its Managing Member

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE SPECIAL SITUATIONS FUND VI (C-FEEDER), L.P.**

By: Avenue Capital Partners VI, LLC,

its General Partner

By: GL Partners VI, LLC,

its Managing Member

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE CAPITAL PARTNERS VI, LLC**

By: GL Partners VI, LLC,

its Managing Member

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**GL PARTNERS VI, LLC**

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE CAPITAL MANAGEMENT II, L.P.**

By: Avenue Capital Management II GenPar, LLC,

its General Partner

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**AVENUE CAPITAL MANAGEMENT II GENPAR, LLC**

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

**MARC LASRY**

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By: /s/ Eric  
Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry