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PEABODY ENERGY CORP
Form SC 13G/A
February 13, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Schedule 13G/A

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

Peabody Energy Corp.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

704556109
(CUSIP Number)

December 31, 2003
(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)

CUSIP No.704556109

1) Name of Reporting Person.....Lehman Brothers Holdings Inc.

S.S. or I.R.S. Identification No. of Above Person.....13-3216325

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.....10,270,669

6) Shared Voting Power.....-0-

7) Sole Dispositive Power.....10,270,669

8) Shared Dispositive Power.....-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person.....10,270,669

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares.....

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11) Percent of Class Represented by Amount in Row 9.....18.94%
12) Type of Reporting Person.....HC

CUSIP No.704556109

1) Name of Reporting Person.....Lehman Brothers Inc.
S.S. or I.R.S. Identification No. of Above Person.....13-2518466

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.....3,059,022

6) Shared Voting Power.....-0-

7) Sole Dispositive Power.....3,059,022

8) Shared Dispositive Power.....-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person.....3,059,022

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares.....[]

11) Percent of Class Represented by Amount in Row 9.....5.64%

12) Type of Reporting Person.....BD

CUSIP No.704556109

1) Name of Reporting Person.....LB I Group Inc.
S.S. or I.R.S. Identification No. of Above Person.....13-2741778

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.....3,055,522

6) Shared Voting Power.....-0-

7) Sole Dispositive Power.....3,055,522

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- 8) Shared Dispositive Power.....-0-
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person.....3,055,522
- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares.....[]
- 11) Percent of Class Represented by Amount in Row 9.....5.63%
- 12) Type of Reporting Person.....HC/CO

CUSIP No.704556109

1) Name of Reporting Person.....Lehman Brothers Merchant
Banking Partners II Inc.

S.S. or I.R.S. Identification No. of Above Person.....13-3957483

- 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.....6,681,809
- 6) Shared Voting Power.....-0-
- 7) Sole Dispositive Power.....6,681,809
- 8) Shared Dispositive Power.....-0-
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person.....6,681,809
- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares.....[]
- 11) Percent of Class Represented by Amount in Row 9.....12.32%
- 12) Type of Reporting Person.....CO

CUSIP No.704556109

1) Name of Reporting Person.....Lehman Brothers Offshore
Partners II Ltd.

S.S. or I.R.S. Identification No. of Above Person.....98-0190704

- 2) Check the Appropriate Box if a Member of a Group.....(a) []
(b) []
- 3) SEC Use Only
- 4) Citizenship or Place of Organization.....Bermuda

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Number of Shares Beneficially Owned by Each Reporting Person With:

- 5) Sole Voting Power.....1,279,075
- 6) Shared Voting Power.....-0-
- 7) Sole Dispositive Power.....1,279,075
- 8) Shared Dispositive Power.....-0-
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person.....1,279,075
- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares.....[]
- 11) Percent of Class Represented by Amount in Row 9.....2.36%
- 12) Type of Reporting Person.....CO

CUSIP No.704556109

1) Name of Reporting Person.....Lehman Brothers Merchant
Banking Partners II L.P.

S.S. or I.R.S. Identification No. of Above Person.....N/A

- 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.....4,123,659
- 6) Shared Voting Power.....-0-
- 7) Sole Dispositive Power.....4,123,659
- 8) Shared Dispositive Power.....-0-
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person.....4,123,659
- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares.....[]
- 11) Percent of Class Represented by Amount in Row 9.....7.60%
- 12) Type of Reporting Person.....PN

CUSIP No.704556109

1) Name of Reporting Person.....Lehman Brothers Offshore
Investment Partners II L.P.

S.S. or I.R.S. Identification No. of Above Person.....30-0037037

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2) Check the Appropriate Box if a Member of a Group.....(a) []
(b) []
3) SEC Use Only
4) Citizenship or Place of Organization.....Bermuda
Number of Shares Beneficially Owned by Each Reporting Person With:
5) Sole Voting Power.....2,558,150
6) Shared Voting Power.....-0-
7) Sole Dispositive Power.....2,558,150
8) Shared Dispositive Power.....-0-
9) Aggregate Amount Beneficially Owned by Each Reporting Person.....2,558,150
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares.....[]
11) Percent of Class Represented by Amount in Row 9.....4.72%
12) Type of Reporting Person.....PN

CUSIP No.704556109

1) Name of Reporting Person.....Lehman Brothers Capital
Partners IV, L.P.

S.S. or I.R.S. Identification No. of Above Person.....13-4042406

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.....1,466,738
6) Shared Voting Power.....-0-
7) Sole Dispositive Power.....1,466,738
8) Shared Dispositive Power.....-0-
9) Aggregate Amount Beneficially Owned by Each Reporting Person.....1,466,738
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares.....[]
11) Percent of Class Represented by Amount in Row 9.....2.70%
12) Type of Reporting Person.....PN

CUSIP No.704556109

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1) Name of Reporting Person.....Lehman Brothers Capital
Partners III, L.P.

S.S. or I.R.S. Identification No. of Above Person.....13-3857432

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.....529,838

6) Shared Voting Power.....-0-

7) Sole Dispositive Power.....529,838

8) Shared Dispositive Power.....-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person.....529,838

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares.....[]

11) Percent of Class Represented by Amount in Row 9.....0.98%

12) Type of Reporting Person.....PN

CUSIP No.704556109

1) Name of Reporting Person.....Lehman Brothers MBG Partners
1998 (A) L.P.

S.S. or I.R.S. Identification No. of Above Person.....13-4036790

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.....352,213

6) Shared Voting Power.....-0-

7) Sole Dispositive Power.....352,213

8) Shared Dispositive Power.....-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person.....352,213

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares.....[]

11) Percent of Class Represented by Amount in Row 9.....0.65%

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12) Type of Reporting Person.....PN

CUSIP No.704556109

1) Name of Reporting Person.....Lehman Brothers MBG Partners
1998 (B) L.P.

S.S. or I.R.S. Identification No. of Above Person.....13-4036792

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.....38,412

6) Shared Voting Power.....-0-

7) Sole Dispositive Power.....38,412

8) Shared Dispositive Power.....-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person.....38,412

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares.....[]

11) Percent of Class Represented by Amount in Row 9.....0.07%

12) Type of Reporting Person.....PN

CUSIP No.704556109

1) Name of Reporting Person.....Lehman Brothers MBG Partners
1998 (C) L.P.

S.S. or I.R.S. Identification No. of Above Person.....13-4036793

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.....14,088

6) Shared Voting Power.....-0-

7) Sole Dispositive Power.....14,088

8) Shared Dispositive Power.....-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person.....14,088

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- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares.....[]
11) Percent of Class Represented by Amount in Row 9.....0.03%
12) Type of Reporting Person.....PN

Item 1(a). Name of Issuer:

 Peabody Energy Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:

 701 Market Street
 St. Louis, Missouri 63101

Item 2(a). Name of Person(s) Filing:

 Lehman Brothers Holdings Inc.
 Lehman Brothers Inc.
 LB I Group Inc.
 Lehman Brothers Merchant Banking Partners II Inc.
 Lehman Brothers Offshore Partners II Ltd.
 Lehman Brothers Merchant Banking Partners II L.P.
 Lehman Brothers Offshore Investment Partners II L.P.
 Lehman Brothers Capital Partners IV, L.P.
 Lehman Brothers Capital Partners III, L.P.
 Lehman Brothers MBG Partners 1998 (A) L.P.
 Lehman Brothers MBG Partners 1998 (B) L.P.
 Lehman Brothers MBG Partners 1998 (C) L.P.

Item 2(b). Address of Principal Business Office:

 Lehman Brothers Holdings Inc.
 745 Seventh Avenue
 New York, New York 10019

 Lehman Brothers Inc.
 745 Seventh Avenue
 New York, New York 10019

 LB I Group Inc.
 745 Seventh Avenue
 New York, New York 10019

 Lehman Brothers Merchant Banking Partners II Inc.
 745 Seventh Avenue
 New York, New York 10019

 Lehman Brothers Offshore Partners II Ltd.
 2 Church Street
 Hamilton, Bermuda

 Lehman Brothers Merchant Banking Partners II L.P.
 745 Seventh Avenue
 New York, New York 10019

 Lehman Brothers Offshore Investment Partners II L.P.

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2 Church Street
Hamilton, Bermuda

Lehman Brothers Capital Partners IV, L.P.
745 Seventh Avenue
New York, New York 10019

Lehman Brothers Capital Partners III, L.P.
745 Seventh Avenue
New York, New York 10019

Lehman Brothers MBG Partners 1998 (A) L.P.
745 Seventh Avenue
New York, New York 10019

Lehman Brothers MBG Partners 1998 (B) L.P.
745 Seventh Avenue
New York, New York 10019

Lehman Brothers MBG Partners 1998 (C) L.P.
745 Seventh Avenue
New York, New York 10019

Item 2(c).

Citizenship or Place of Organization:

Lehman Brothers Holdings Inc. ("Holdings") is a corporation organized under the laws of the State of Delaware.

Lehman Brothers Inc. ("LBI") is a corporation organized under the laws of the State of Delaware.

LB I Group Inc. ("LB I Group") is a corporation organized under the laws of the State of Delaware.

Lehman Brothers Merchant Banking Partners II Inc. ("Merchant Banking Partners II Inc.") is a corporation organized under the laws of the State of Delaware.

Lehman Brothers Offshore Partners II Ltd. ("Offshore Partners II Ltd.") is a corporation organized under the laws of Bermuda.

Lehman Brothers Merchant Banking Partners II L.P. ("Merchant Banking Partners II L.P.") is a limited partnership organized under the laws of the State of Delaware.

Lehman Brothers Offshore Investment Partners II L.P. ("Offshore Investment Partners II L.P.") is a limited partnership organized under the laws of Bermuda.

Lehman Brothers Capital Partners IV, L.P. ("Cap Partners IV") is a limited partnership organized under the laws of the State of Delaware.

Lehman Brothers Capital Partners III, L.P. ("Cap Partners III") is a limited partnership organized under the laws of the State of Delaware.

Lehman Brothers MBG Partners 1998 (A) L.P. ("MBG 1998 (A)") is a limited partnership organized under the laws of the State of Delaware.

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Lehman Brothers MBG Partners 1998 (B) L.P. ("MBG 1998 (B)") is a limited partnership organized under the laws of the State of Delaware.

Lehman Brothers MBG Partners 1998 (C) L.P. ("MBG 1998 (C)") is a limited partnership organized under the laws of the State of Delaware.

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

704556109

Item 3 If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) A broker or dealer under Section 15 of the 1934 Act
- (b) A bank as defined in Section 3(a)(6) of the 1934 Act
- (c) An insurance company as defined in Section 3(a)(19) of the 1934 Act
- (d) An investment company registered under Section 8 of the Investment Company Act of 1940
- (e) An investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) A church plan that is excluded from the definition of investment company under Section 3(c)(14) Of the Investment Company Act of 1940
- (j) A group, in accordance with Rule 13d-1(b)(1)(ii)(J)

Item 4. Ownership

(a) Amount Beneficially Owned

See Item 9 of cover page.

(b) Percent of Class:

See Item 11 of cover page.

(c) Number of shares as to which the person has:

- (i) sole power to vote or to direct the vote
- (ii) shared power to vote or to direct the vote
- (iii) sole power to dispose or to direct the disposition
- (iv) shared power to dispose or to direct the disposition

See Items 5-8 of cover page.

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

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 or Control Person

LBI, a Broker-Dealer registered under Section 15 of the 1934 Act, is a wholly-owned subsidiary of Holdings and the actual owner of 3,500 shares of Common Stock.

LB I Group, a wholly-owned subsidiary of LBI, is the actual owner of 1,184,071 shares of Common Stock.

Merchant Banking Partners II Inc. is a wholly-owned subsidiary of Holdings.

Offshore Partners II Ltd. is a wholly-owned subsidiary of Holdings.

Merchant Banking Partners II L.P., the General Partner of which is Merchant Banking Partners II Inc., is the actual owner of 4,123,659 shares of Common Stock.

Offshore Investment Partners II L.P., the General Partners of which are Merchant Banking Partners II Inc. and Offshore Partners II Ltd., is the actual owner of 2,558,150 shares of Common Stock.

Cap Partners III, the General Partner of which is Holdings, is the actual owner of 529,838 shares of Common Stock.

Cap Partners IV, the General Partner of which is LB I Group, is the actual owner of 1,466,738 shares of Common Stock.

MBG 1998 (A), the General Partner of which is LB I Group, is the actual owner of 352,213 shares of Common Stock.

MBG 1998 (B), the General Partner of which is LB I Group, is the actual owner of 38,412 shares of Common Stock.

MBG 1998 (C), the General Partner of which is LB I Group, is the actual owner of 14,088 shares of Common Stock.

Under the rules and regulations of the Securities and Exchange Commission, Holdings may be deemed to be the beneficial owner of the shares of Common Stock owned by, LBI, LB I Group, Merchant Banking Partners II L.P., Offshore Investment Partners II L.P., Cap Partners III, Cap Partners IV, MBG 1998 (A), MBG 1998 (B) and MBG 1998 (C); LBI may be deemed to be the beneficial owner of the shares of Common Stock owned by LB I Group, Cap Partners IV, MBG 1998 (A), MBG 1998 (B) and MBG 1998 (C); LB I Group may be deemed to be the beneficial owner

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of the shares of Common Stock owned by Cap Partners IV, MBG 1998 (A), MBG 1998 (B) and MBG 1998 (C); Merchant Banking Partners II Inc. may be deemed to be the beneficial owner of the shares of Common Stock owned by Merchant Banking Partners II L.P. and Offshore Investment Partners II L.P.; and Offshore Partners II Ltd. may be deemed to be the beneficial owner of the shares of Common Stock owned by Offshore Investment Partners II L.P..

Holdings, LBI, LB I Group, Merchant Banking Partners II Inc. and Offshore Partners II Ltd. disclaim beneficial ownership of the Common Stock owned by Merchant Banking Partners II L.P., Offshore Investment Partners II L.P., Cap Partners III, Cap Partners IV, MBG 1998 (A), MBG 1998 (B) and MBG 1998 (C) except to the extent of their respective pecuniary interests therein.

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 acquired and are held in the ordinary course of business and 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.

[X] By signing below I hereby 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.

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

Dated: February 13, 2004

LEHMAN BROTHERS HOLDINGS INC.

By:

/s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title: Vice President

LEHMAN BROTHERS INC.

By: /s/ Barrett S. DiPaolo

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Name: Barrett S. DiPaolo
Title:Senior Vice President

LB I GROUP INC.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS MERCHANT BANKING PARTNERS II INC.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS OFFSHORE PARTNERS II LTD.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS MERCHANT BANKING PARTNERS II L.P.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS OFFSHORE INVESTMENT PARTNERS II L.P.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS CAPITAL PARTNERS IV, L.P.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS CAPITAL PARTNERS III, L.P.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS MBG PARTNERS 1998 (A) L.P.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS MBG PARTNERS 1998 (B) L.P.

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By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS MBG PARTNERS 1998 (C) L.P.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

EXHIBIT A - JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13G filed herewith (and any amendments thereto), is being filed jointly with the Securities and Exchange Commission pursuant to Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, as amended, on behalf of each such person.

Dated: February 13, 2004

LEHMAN BROTHERS HOLDINGS INC.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title: Vice President

LEHMAN BROTHERS INC.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Senior Vice President

LB I GROUP INC.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS MERCHANT BANKING PARTNERS II INC.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS OFFSHORE PARTNERS II LTD.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo

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Title:Authorized Signatory

LEHMAN BROTHERS MERCHANT BANKING PARTNERS II L.P.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS OFFSHORE INVESTMENT PARTNERS II L.P.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS CAPITAL PARTNERS IV, L.P.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS CAPITAL PARTNERS III, L.P.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS MBG PARTNERS 1998 (A) L.P.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS MBG PARTNERS 1998 (B) L.P.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

LEHMAN BROTHERS MBG PARTNERS 1998 (C) L.P.

By: /s/ Barrett S. DiPaolo
Name: Barrett S. DiPaolo
Title:Authorized Signatory

