

Bonanza Creek Energy, Inc.
Form SC 13G/A
February 14, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Bonanza Creek Energy, Inc.
(Name of Issuer)

Common Stock, par value \$0.01
(Title of Class of Securities)

097793400
(CUSIP Number)

December 31, 2018
(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
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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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Opportunities Fund X Holdings (Delaware), 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

5 SOLE VOTING POWER

350,078 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

350,078 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

350,078 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.70% (2)

12 TYPE OF REPORTING PERSON

PN

(1) In its capacity as the direct owner of 350,078 shares of common stock, par value \$0.01 per share (the "Shares") of the Issuer.

(2) All calculations of percentage ownership herein are based upon an aggregate of 20,543,940 Shares outstanding as of November 5, 2018, as reported by the Issuer on its Quarterly Report on Form 10-Q filed with the United States

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Opportunities Fund Xb Holdings (Delaware), 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

5 SOLE VOTING POWER

1,000,000 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

1,000,000 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000,000 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.87%

12 TYPE OF REPORTING PERSON

PN

(1) In its capacity as the direct owner of 1,000,000 Shares.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Opportunities Fund IX Delaware, 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

5 SOLE VOTING POWER

350,078 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED

0

BY EACH REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

350,078 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

350,078 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.70%

12 TYPE OF REPORTING PERSON

PN

(1) In its capacity as the direct owner of 350,078 Shares.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Fund GP, 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

5 SOLE VOTING POWER

1,700,156 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

1,700,156 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,700,156 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.28%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree Opportunities Fund X Holdings (Delaware), L.P., Oaktree Opportunities Fund Xb Holdings (Delaware), L.P. and Oaktree Opportunities Fund IX Delaware, L.P.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Fund GP I, 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

5 SOLE VOTING POWER

1,700,156 (1)

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

1,700,156 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,700,156 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.28%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the managing member of Oaktree Fund GP, LLC.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital I, 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

5 SOLE VOTING POWER

1,700,156 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED

0

BY EACH REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

1,700,156 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,700,156 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.28%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree Fund GP I, L.P.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

OCM Holdings I, 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

5 SOLE VOTING POWER

1,700,156 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED

0

BY EACH REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

1,700,156 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,700,156 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.28%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree Capital I, L.P.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Holdings, 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

5 SOLE VOTING POWER

1,700,156 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

1,700,156 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,700,156 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.28%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the managing member of OCM Holdings I, LLC.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital Group, 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

5 SOLE VOTING POWER

1,700,156 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

1,700,156 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,700,156 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.28%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the managing member of Oaktree Holdings, LLC and as the sole shareholder of Oaktree Holdings, Inc.

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital Group Holdings GP, 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

5 SOLE VOTING POWER

1,700,156 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED

0

BY EACH REPORTING

7 SOLE DISPOSITIVE POWER

PERSON

WITH

1,700,156 (1)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,700,156 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.28%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the duly elected manager of Oaktree Capital Group, LLC.

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ITEM 1. (a) Name of Issuer:

Bonanza Creek Energy, Inc.

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

410 17th Street, Suite 1400

Denver, CO 80202

ITEM 2. (a)-(c) Name of Person Filing; Address of Principal Business Office; and Citizenship

This Schedule 13G is filed jointly by each of the following persons (collectively, the "Reporting Persons") pursuant to a joint filing agreement attached hereto as Exhibit 1:

Oaktree
Opportunities
Fund X
Holdings
(Delaware),
L.P., a
Delaware

(1) limited
Partnership
("X Holdings"),
in its capacity
as the direct
owner
350,078
Shares;

Oaktree
Opportunities
Fund Xb
Holdings
(Delaware),
L.P., a
Delaware

(2) limited
partnership
("Xb
Holdings), in
its capacity as
the direct
owner of
1,000,000
Shares;

Oaktree
Opportunities
Fund IX
Delaware,
L.P., a
Delaware
limited
(3) partnership
("Fund IX"), in
its capacity as
the direct
owner of
350,078
Shares;

Oaktree Fund
GP, LLC, a
Delaware
limited
liability
company
(4) ("Fund GP"), in
its capacity as
the general
partner of X
Holdings, Xb
Holdings and
Fund IX;

Oaktree Fund
GP I, L.P., a
Delaware
limited
(5) partnership
("GP I"), in its
capacity as
the managing
member of
Fund GP;

(6) Oaktree
Capital I,
L.P., a
Delaware
limited
partnership
("Capital I"), in
its capacity as
the general
partner of GP

I;

OCM
Holdings I,
LLC, a
Delaware
limited
(7) liability
company
("Holdings I"),
in its capacity
as the general
partner of
Capital I;

Oaktree
Holdings,
LLC, a
Delaware
limited
(8) liability
company
("Holdings") in
its capacity as
the managing
member of
Holdings I;

Oaktree
Capital
Group, LLC,
a Delaware
limited
(9) liability
company
("OCG"), in its
capacity as
the managing
member of
Holdings; and

(10) Oaktree
Capital Group
Holdings GP,
LLC, a
Delaware
limited
liability
company
("OCGH GP"),
in its capacity

as the duly
elected
manager of
OCG.

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The principal business address of each of the Reporting Persons is 333 S. Grand Avenue, 28th Floor, Los Angeles, CA 90071.

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

Common Shares, \$0.01 par value per share (the "Shares")

~~(e)~~ CUSIP Number: 097793400

IF THIS STATEMENT IS FILED PURSUANT TO
ITEM 3. SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK
WHETHER THE PERSON FILING IS A:

- ~~(a)~~ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o)
- ~~(b)~~ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
- ~~(c)~~ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
- ~~(d)~~ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- ~~(e)~~ An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)
- ~~(f)~~ An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- ~~(g)~~ A Parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- ~~(h)~~ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- ~~(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 (15 U.S.C. 80a-3)
- ~~(j)~~ Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).
-

ITEM 4. OWNERSHIP

The responses of the Reporting Persons to Rows 5-9 and 11 in each of their respective cover pages to this Schedule 13G are incorporated herein by reference.

X Holdings directly holds 350,078 Shares, constituting approximately 1.70% of the total issued and outstanding Shares and has the sole power to vote and dispose of such shares.

Xb Holdings directly holds 1,000,000 Shares, constituting approximately 4.87% of the total issued and outstanding Shares and has the sole power to vote and dispose of such Shares.

Fund IX directly holds 350,078 Shares, constituting approximately 1.70% of the total issued and outstanding Shares and has the sole power to vote and dispose of such shares.

Fund GP, in its capacity as the general partner of X Holdings, Xb Holdings and Fund IX, has the ability to direct the management of X Holdings, Xb Holdings and Fund IX's business, including the power to direct the decisions of X Holdings, Xb Holdings and Fund IX regarding the vote and disposition of securities held by X Holdings, Xb Holdings and Fund IX; therefore, Fund GP may be deemed to have indirect beneficial ownership of the Shares held by X Holdings, Xb Holdings and Fund IX.

GP I, in its capacity as the managing member of Fund GP has the ability to direct the management of the business of Fund GP, including the power to direct the decisions of Fund GP regarding the vote and disposition of securities held by X Holdings, Xb Holdings and Fund IX; therefore, GP I may be deemed to have indirect beneficial ownership of the Shares held by X Holdings, Xb Holdings and Fund IX.

Capital I, in its capacity as the general partner of GP I, has the ability to direct the management of GP I's business, including the power to direct the decisions of GP I regarding the vote and disposition of securities held by X Holdings, Xb Holdings and Fund IX; therefore,

Capital I may be deemed to have indirect beneficial ownership of the Shares held by X Holdings, Xb Holdings and Fund IX.

Holdings I, in its capacity as the general partner of Capital I, has the ability to direct the management of Capital I's business, including the power to direct the decisions of Capital I regarding the vote and disposition of securities held by X Holdings, Xb Holdings and Fund IX; therefore, Holdings I may be deemed to have indirect beneficial ownership of the Shares held by X Holdings, Xb Holdings and Fund IX.

Holdings, in its capacity as the managing member of Holdings I, has the ability to direct the management of Holding I's

business,
including the
power to direct
the decisions of
Holdings I
regarding the
vote and
disposition of
securities held
by X Holdings,
Xb Holdings
and Fund IX;
therefore,
Holdings may
be deemed to
have indirect
beneficial
ownership of
the Shares held
by X Holdings,
Xb Holdings
and Fund IX.

OCG, in its
capacity as the
managing
member of
Holdings, has
the ability to
direct the
management of
Holdings'
business,
including the
power to direct
the decisions of
Holdings
regarding the
vote and
disposition of
securities held
by X Holdings,
Xb Holdings
and Fund
IX. Therefore,
OCG may be
deemed to have
indirect
beneficial
ownership of
the Shares held

by X Holdings,
Xb Holdings
and Fund IX.

OCGH GP, in
its capacity as
the duly
appointed
manager of
OCG, has the
ability appoint
and remove
directors of
OCG and, as
such, may
indirectly
control the
decisions of
OCG regarding
the vote and

disposition of securities held by X Holdings, Xb Holdings and Fund IX; therefore, OCGH GP may be deemed to have indirect beneficial ownership of the Shares held by X Holdings, Xb Holdings and Fund IX.

Pursuant to Rule 13d-4 of the Exchange Act, the Reporting Persons declare that filing this Statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Exchange Act, the beneficial owner of any securities covered by this Statement except to the extent of such person's pecuniary interest in the Shares, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person.

All ownership percentages of the securities reported in this Statement are based on 20,543,940 Shares outstanding as of November 5, 2018, as reported by the Issuer on the Form 10-Q, filed with the SEC on November 8, 2018.

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.

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. CERTIFICATIONS.

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 my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

OAKTREE
OPPORTUNITIES FUND X
HOLDINGS (DELAWARE),
L.P.

By: Oaktree Fund GP, LLC
Its: General Partner

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE
OPPORTUNITIES FUND XB
HOLDINGS (DELAWARE),
L.P.

By: Oaktree Fund GP, LLC
Its: General Partner

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE OPPORTUNITIES
FUND IX DELAWARE, L.P.

By: Oaktree Fund GP, L.L.C.
Its: General Partner

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P.
Its: Managing Member

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

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OAKTREE FUND GP I,
L.P.

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE CAPITAL I,
L.P.

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OCM HOLDINGS I, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Authorized Signatory

OAKTREE HOLDINGS,
LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Vice President

OAKTREE CAPITAL
GROUP, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Vice President

OAKTREE CAPITAL
GROUP HOLDINGS
GP, LLC

By: /s/ Jordan Mikes
Name: Jordan Mikes
Title: Vice President

Exhibit Index

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (previously filed).
