

Cooper-Standard Holdings Inc.
Form SC 13G/A
February 12, 2014

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

SCHEDULE 13G

(Amendment No. 3)*

Under the Securities Exchange Act of 1934

COOPER-STANDARD HOLDINGS INC.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

21676P103

(CUSIP Number)

December 31, 2013

(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).

Edgar Filing: Cooper-Standard Holdings Inc. - Form SC 13G/A

CUSIP No. 21676P103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Value Investment Master Fund, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Cayman Islands

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
0 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power
0 shares of Common Stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
0 shares of Common Stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)
0.0%

12 Type of Reporting Person (See Instructions)
PN

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CUSIP No. 21676P103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Value Advisors, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
0 shares of Common Stock

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0.0%

12 Type of Reporting Person (See Instructions)
PN

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CUSIP No. 21676P103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Value Capital Management, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
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Reporting
Person With:

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0 shares of Common Stock

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11 Percent of Class Represented by Amount in Row (9)
0.0%

12 Type of Reporting Person (See Instructions)
OO

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CUSIP No. 21676P103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Value Management, L.P.

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Delaware

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Beneficially
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CUSIP No. 21676P103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Value Management GP, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
0 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power
0 shares of Common Stock

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11 Percent of Class Represented by Amount in Row (9)
0.0%

12 Type of Reporting Person (See Instructions)
OO

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CUSIP No. 21676P103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Strategic Value Master Fund, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Cayman Islands

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
0 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power
0 shares of Common Stock

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0 shares of Common Stock

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11 Percent of Class Represented by Amount in Row (9)
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12 Type of Reporting Person (See Instructions)
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CUSIP No. 21676P103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo SVF Advisors, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
0 shares of Common Stock

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CUSIP No. 21676P103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo SVF Capital Management, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
0 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power
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0.0%

12 Type of Reporting Person (See Instructions)
OO

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CUSIP No. 21676P103

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Special Opportunities Managed Account, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
0 shares of Common Stock

7 Sole Dispositive Power

8 Shared Dispositive Power
0 shares of Common Stock

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0 shares of Common Stock

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11 Percent of Class Represented by Amount in Row (9)
0.0%

12 Type of Reporting Person (See Instructions)
PN

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CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SOMA Advisors, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 0 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 0 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>
11	Percent of Class Represented by Amount in Row (9) 0.0%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SOMA Capital Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 0 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 0 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>
11	Percent of Class Represented by Amount in Row (9) 0.0%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SVF Management, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 0 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 0 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Common Stock
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11	Percent of Class Represented by Amount in Row (9) 0.0%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SVF Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 0 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 0 shares of Common Stock
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11	Percent of Class Represented by Amount in Row (9) 0.0%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. 21676P103

- 1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).
Apollo Capital Management, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization
Delaware
- | | | |
|--|---|--|
| | 5 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 6 | Shared Voting Power
0 shares of Common Stock |
| | 7 | Sole Dispositive Power |
| | 8 | Shared Dispositive Power
0 shares of Common Stock |
| | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person
0 shares of Common Stock |
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
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0.0%
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CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
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11	Percent of Class Represented by Amount in Row (9) 0.0%
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CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings II, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 0 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 0 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>
11	Percent of Class Represented by Amount in Row (9) 0.0%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings II GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 0 shares of Common Stock
7	Sole Dispositive Power
8	Shared Dispositive Power 0 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>
11	Percent of Class Represented by Amount in Row (9) 0.0%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management Holdings, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 0 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 0 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>
11	Percent of Class Represented by Amount in Row (9) 0.0%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 21676P103

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management Holdings GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
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11	Percent of Class Represented by Amount in Row (9) 0.0%
12	Type of Reporting Person (See Instructions) OO

Item 1.

- (a) Name of Issuer
Cooper-Standard Holdings Inc.
- (b) Address of Issuer's Principal Executive Offices
39550 Orchard Hill Place Drive

Novi, Michigan 48375

Item 2.

- (a) Name of Person Filing
This statement is filed by (i) Apollo Value Investment Master Fund, L.P. (Value Master Fund), (ii) Apollo Value Advisors, L.P. (Value Advisors), (iii) Apollo Value Capital Management, LLC (Value Capital Management), (iv) Apollo Value Management, L.P. (Value Management), (v) Apollo Value Management GP, LLC (Value Management GP), (vi) Apollo Strategic Value Master Fund, L.P. (SVF Master Fund), (vii) Apollo SVF Advisors, L.P. (SVF Advisors), (viii) Apollo SVF Capital Management, LLC (SVF Capital Management), (ix) Apollo Special Opportunities Managed Account, L.P. (SOMA Fund), (x) Apollo SOMA Advisors, L.P. (SOMA Advisors), (xi) Apollo SOMA Capital Management, LLC (SOMA Capital Management), (xii) Apollo SVF Management, L.P. (SVF Management), (xiii) Apollo SVF Management GP, LLC (SVF Management GP), (xiv) Apollo Capital Management, L.P. (Capital Management), (xv) Apollo Capital Management GP, LLC (Capital Management GP), (xvi) Apollo Principal Holdings II, L.P. (Principal II), (xvii) Apollo Principal Holdings II GP, LLC (Principal GP), (xviii) Apollo Management Holdings, L.P. (Holdings), and (xix) Apollo Management Holdings GP, LLC (Holdings GP).

Value Advisors serves as the managing general partner of Value Master Fund and Value Capital Management serves as the general partner of Value Advisors. Value Management serves as the manager of Value Master Fund and Value Management GP serves as the general partner of Value Management. SVF Advisors serves as the managing general partner of SVF Master Fund and SVF Capital Management serves as the general partner of SVF Advisors. SVF Management serves as the manager of SVF Master Fund and SOMA Fund, and SVF Management GP serves as the general partner of SVF Management. SOMA Advisors serves as the general partner of SOMA Fund and SOMA Capital Management serves as the general partner of SOMA Advisors. Capital Management serves as the sole member and manager of Value Management GP and SVF Management GP, and Capital Management GP serves as the general partner of Capital Management. Principal II serves as the sole member and manager of Value Capital Management, SVF Capital Management and SOMA Capital Management, and Principal GP serves as the general partner of Principal II. Holdings serves as the sole member-manager of Capital Management GP, and Holdings GP serves as the general partner of Holdings. Value Master Fund, Value Advisors, Value Capital Management, Value Management, Value Management GP, SVF Master Fund, SVF Advisors, SVF Capital Management, SOMA Fund, SOMA Advisors, SOMA Capital Management, SVF Management, SVF Management GP, Capital Management, Capital Management GP, Principal II, Principal GP, Holdings and Holdings GP are collectively referred to herein as the Reporting Persons.

- (b) Address of Principal Business Office or, if none, Residence
The principal office of Value Master Fund, Value Advisors, Value Capital Management, SVF Master Fund, SVF Advisors, SVF Capital Management, SOMA Fund, SOMA Advisors, SOMA Capital Management, Principal II and Principal GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal office of each of Value Management, Value Management GP, SVF Management, SVF Management GP, Capital Management, Capital Management GP, Holdings and Holdings GP is 9 W. 57th Street, 43rd Floor, New York, New York 10019.
- (c) Citizenship
SOMA Fund, Value Advisors, Value Management, SVF Advisors, SOMA Advisors, SVF Management, Capital Management, Principal II and Holdings are each Delaware limited partnerships. Value Capital Management, Value Management GP, SVF Capital Management, SOMA Capital Management, SVF Management GP, Capital Management GP, Principal GP and Holdings GP are each Delaware limited liability companies. Value Master Fund and SVF Master Fund are both exempted limited partnerships registered in the Cayman Islands.
- (d) Title of Class of Securities
Common stock, par value \$0.001 (the Common Stock).
- (e) CUSIP Number
21676P103

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

0 for all Reporting Persons.

(b) Percent of class:

0.0% for all Reporting Persons.

(c) The percentage amounts are based upon 13,148,169 shares of Common Stock outstanding as of October 30, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2013.
Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0 for all Reporting Persons.

- (ii) Shared power to vote or to direct the vote:
0 for all Reporting Persons.
- (iii) Sole power to dispose or to direct the disposition of:
0 for all Reporting Persons.
- (iv) Shared power to dispose or to direct the disposition of:
0 for all Reporting Persons.

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. 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.

[The remainder of this page intentionally left blank.]

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.

Date: February 12, 2014

APOLLO VALUE INVESTMENT MASTER FUND, L.P.

By: Apollo Value Advisors, L.P.
its managing general partner

By: Apollo Value Capital Management, LLC
its general partner

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO VALUE ADVISORS, L.P.

By: Apollo Value Capital Management, LLC
its general partner

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO VALUE CAPITAL MANAGEMENT, LLC

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO VALUE MANAGEMENT, L.P.

By: Apollo Value Management GP, LLC
its general partner

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO VALUE MANAGEMENT GP, LLC

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO STRATEGIC VALUE MASTER FUND, L.P.

By: Apollo SVF Advisors, L.P.
its managing general partner

By: Apollo SVF Capital Management, LLC
its general partner

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO SVF ADVISORS, L.P.

By: Apollo SVF Capital Management, LLC
its general manager

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO SVF CAPITAL MANAGEMENT, LLC

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO SPECIAL OPPORTUNITIES MANAGED ACCOUNT, L.P.

By: Apollo SOMA Advisors, L.P.
its general partner

By: Apollo SOMA Capital Management, LLC
its general partner

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO SOMA ADVISORS, L.P.

By: Apollo SOMA Capital Management, LLC
its general partner

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO SOMA CAPITAL MANAGEMENT, LLC

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO SVF MANAGEMENT, L.P.

By: Apollo SVF Management GP, LLC
its general partner

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO SVF MANAGEMENT GP, LLC

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO CAPITAL MANAGEMENT, L.P.

By: Apollo Capital Management GP, LLC
its general partner

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO CAPITAL MANAGEMENT GP, LLC

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO PRINCIPAL HOLDINGS II, L.P.

By: Apollo Principal Holdings II GP, LLC
its general partner

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO PRINCIPAL HOLDINGS II GP, LLC

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC
its general partner

By: /s/ Cindy Michel
Cindy Michel
Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Cindy Michel
Cindy Michel
Vice President