

DYNEGY INC.  
Form SC 13G/A  
February 13, 2015

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Dynegy Inc.  
(Name of Issuer)

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

26817R108

(CUSIP Number)

December 31, 2014  
(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

Oaktree Opportunities Fund VIII 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

NUMBER OF SHARES 4,831,224 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None.

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 4,831,224 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,831,224 (1)

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

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

3.9% (2)

12 TYPE OF REPORTING PERSON

PN

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- (1) In its capacity as the direct owner of 4,831,224 shares of common stock of the Issuer (“Shares”).
  - (2) All calculations of percentage ownership herein are based upon an aggregate of 122,930,658 Shares outstanding as of November 3, 2014, as reported by the Issuer on Form 10-Q filed with the United States Securities Exchange Commission (the “SEC”) on November 6, 2014 (the “Form 10-Q”).
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1 NAME OF REPORTING PERSON

Oaktree Opportunities Fund VIIIb 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

NUMBER OF 988,700 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 988,700 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

988,700 (1)

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

(1)

In its capacity as the direct owner of 988,700 Shares.

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1 NAME OF REPORTING 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

NUMBER OF SHARES 5,819,924 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None.

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 5,819,924 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,819,924 (1)

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

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

4.7%

12 TYPE OF REPORTING PERSON

OO

- (1) Solely in its capacity as the general partner of Oaktree Opportunities Fund VIII Delaware, L.P. and Oaktree Opportunities Fund VIIIb Delaware, L.P.
-

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1 NAME OF REPORTING PERSON

Oaktree Huntington Investment Fund, 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

5 SOLE VOTING POWER

NUMBER OF SHARES 1,345,085 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None.

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 1,345,085 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,345,085 (1)

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

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

1.1%

12 TYPE OF REPORTING PERSON

PN



(1)

In its capacity as the direct owner of 1,345,085 Shares.

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1 NAME OF REPORTING PERSON

Oaktree Huntington Investment Fund GP, 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

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

1,345,085 (1)

6 SHARED VOTING POWER

None.

7 SOLE DISPOSITIVE POWER

1,345,085 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,345,085 (1)

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

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

1.1%

12 TYPE OF REPORTING PERSON

PN

- (1) Solely in its capacity as the general partner of Oaktree Huntington Investment Fund, L.P.
-

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1 NAME OF REPORTING PERSON

Oaktree Huntington Investment Fund GP 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

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

1,345,085 (1)

6 SHARED VOTING POWER

None.

7 SOLE DISPOSITIVE POWER

1,345,085 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,345,085 (1)

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

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

1.1%

12 TYPE OF REPORTING PERSON

OO

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



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1 NAME OF REPORTING PERSON

Oaktree Opportunities Fund VIII (Parallel 2), 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

5 SOLE VOTING POWER

NUMBER OF SHARES 189,789 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None.

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 189,789 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

189,789 (1)

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

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

0.2%

12 TYPE OF REPORTING PERSON

PN

(1)

In its capacity as the direct owner of 189,789 Shares.

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1 NAME OF REPORTING PERSON

Oaktree Opportunities Fund VIII GP, 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

5 SOLE VOTING POWER

NUMBER OF 189,789 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON 189,789 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

189,789 (1)

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

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

0.2%

12 TYPE OF REPORTING PERSON

PN



- (1) Solely in its capacity as the general partner of Oaktree Opportunities Fund VIII (Parallel 2), L.P.
-

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1 NAME OF REPORTING PERSON

Oaktree Opportunities Fund VIII GP 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

5 SOLE VOTING POWER

NUMBER OF 189,789 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON 189,789 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

189,789 (1)

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

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

0.2%

12 TYPE OF REPORTING PERSON

OO

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

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1 NAME OF REPORTING PERSON

Oaktree Value Opportunities Fund Holdings, 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

1,016,402 (1)

6 SHARED VOTING POWER

None.

7 SOLE DISPOSITIVE POWER

1,016,402 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,016,402 (1)

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

(1) In its capacity as the direct owner of 1,016,402 Shares.



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1 NAME OF REPORTING PERSON

Oaktree Value Opportunities Fund GP, 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

5 SOLE VOTING POWER

NUMBER OF 1,016,402 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None.

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 1,016,402 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,016,402 (1)

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

- (1) Solely in its capacity as the general partner of Oaktree Value Opportunities Fund Holdings, L.P.
-

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1 NAME OF REPORTING PERSON

Oaktree Value Opportunities Fund GP 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

5 SOLE VOTING POWER

NUMBER OF 1,016,402 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 1,016,402 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,016,402 (1)

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

OO



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

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1 NAME OF REPORTING PERSON

Opps DGY Holdings, 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

NUMBER OF 1,778,512 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None.

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 1,778,512 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,778,512 (1)

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

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

1.4%

12 TYPE OF REPORTING PERSON

PN

(1)

In its capacity as the direct owner of 1,778,512 Shares.

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1 NAME OF REPORTING PERSON

Oaktree Opportunities Fund IX GP, 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

5 SOLE VOTING POWER

NUMBER OF 1,778,512 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None.

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 1,778,512 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,778,512 (1)

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

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

1.4%

12 TYPE OF REPORTING PERSON

PN

- (1) Solely in its capacity as the general partner of Opps DGY Holdings, L.P.
-

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1 NAME OF REPORTING PERSON

Oaktree Opportunities Fund IX GP, 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

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

1,778,512 (1)

6 SHARED VOTING POWER

None.

7 SOLE DISPOSITIVE POWER

1,778,512 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,778,512 (1)

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

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

1.4%

12 TYPE OF REPORTING PERSON

OO

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



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1 NAME OF REPORTING 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

NUMBER OF 10,149,712 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 10,149,712 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,149,712 (1)

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

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

8.3%

12 TYPE OF REPORTING PERSON

PN



- (1) Solely in its capacity as the managing member of Oaktree Fund GP, LLC and as the sole shareholder of each of Oaktree Huntington Investment Fund GP Ltd., Oaktree Opportunities Fund VIII GP Ltd., Oaktree Value Opportunities Fund GP Ltd. and Oaktree Opportunities Fund IX GP Ltd.
-

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1 NAME OF REPORTING 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

NUMBER OF SHARES 10,149,712 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None.

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 10,149,712 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,149,712 (1)

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

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

8.3%

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

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

NUMBER OF 10,149,712 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 10,149,712 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,149,712 (1)

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

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

8.3%

12 TYPE OF REPORTING PERSON

OO

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

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1 NAME OF REPORTING 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

NUMBER OF SHARES 10,149,712 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None.

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 10,149,712 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,149,712 (1)

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

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

8.3%

12 TYPE OF REPORTING PERSON

OO

- (1) Solely in its capacity as the general partner of OCM Holdings I, LLC.
-

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1 NAME OF REPORTING PERSON

Oaktree High Yield Fund, 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

California

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

0

6 SHARED VOTING POWER

None.

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0.0%

12 TYPE OF REPORTING PERSON

PN





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26817R108

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1 NAME OF REPORTING PERSON

Oaktree High Yield Fund 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

California

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

0

6 SHARED VOTING POWER

None.

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0.0%

12 TYPE OF REPORTING PERSON

PN



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26817R108

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1 NAME OF REPORTING PERSON

Oaktree Fund GP 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

5 SOLE VOTING POWER

NUMBER OF 0 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None.

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 0 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (1)

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

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

0.0%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree High Yield Fund, L.P. and Oaktree High Yield Fund II, L.P.

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1 NAME OF REPORTING PERSON

Oaktree Capital 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

5 SOLE VOTING POWER

NUMBER OF 0 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None.

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 0 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (1)

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

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

0.0%

12 TYPE OF REPORTING PERSON

PN

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

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1 NAME OF REPORTING PERSON

OCM High Yield Trust, a subtrust of the OCM Group Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

0

6 SHARED VOTING POWER

None.

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0.0%

12 TYPE OF REPORTING PERSON

OO





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1 NAME OF REPORTING PERSON

Oaktree Capital Management, 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

NUMBER OF 4,329,788 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None.

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 4,329,788 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,329,788 (1)

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

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

3.5%

12 TYPE OF REPORTING PERSON

PN

(1)

Solely in its capacity as the duly appointed investment manager for Oaktree High Yield Fund, L.P., Oaktree High Yield Fund II, L.P., OCM High Yield Trust, a subtrust of the OCM Group Trust, and as sole director of each of Oaktree Huntington Investment Fund GP Ltd., Oaktree Opportunities Fund VIII GP Ltd., Oaktree Value Opportunities Fund GP Ltd. and Oaktree Opportunities Fund IX GP Ltd.

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1 NAME OF REPORTING PERSON

Oaktree Holdings, Inc.

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

NUMBER OF SHARES 4,329,788 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None.

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 4,329,788 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,329,788 (1)

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

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

3.5%

12 TYPE OF REPORTING PERSON

CO

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

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1 NAME OF REPORTING 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

NUMBER OF SHARES 10,149,712 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None.

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 10,149,712 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,149,712 (1)

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

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

8.3%

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

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

NUMBER OF SHARES 10,149,712 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None.

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 10,149,712 (1)

8 SHARED DISPOSITIVE POWER

None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,149,712 (1)

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

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

8.3%

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:  
Dynegy Inc.

(b) Address of Issuer's Principal Executive Offices:  
601 Travis Street, Suite 1400  
Houston, Texas 77002

## 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:

- (1) Oaktree Opportunities Fund VIII Delaware, L.P., a Delaware limited partnership ("Fund VIII Delaware"), in its capacity as the direct owner of 4,831,224 ordinary shares of the Issuer's Common Stock;
- (2) Oaktree Opportunities Fund VIIIb Delaware, L.P., a Delaware limited partnership ("Fund VIIIb Delaware"), in its capacity as the direct owner of 988,700 ordinary shares of the Issuer's Common Stock;
- (3) Oaktree Fund GP, LLC, a Delaware limited liability company ("Fund GP"), in its capacity as the general partner of Fund VIII Delaware and Fund VIIIb Delaware;
- (4) Oaktree Huntington Investment Fund, L.P., a Cayman Islands limited partnership ("HIF"), in its capacity as the direct owner of 1,345,085 ordinary shares of the Issuer's Common Stock;
- (5) Oaktree Huntington Investment Fund GP, L.P., a Cayman Islands limited partnership ("HIF GP"), in its capacity as the general partner of HIF;
- (6) Oaktree Huntington Investment Fund GP Ltd., a Cayman Islands exempted company ("HIF GP Ltd."), in its capacity as the general partner of HIF GP;
- (7) Oaktree Opportunities Fund VIII (Parallel 2), L.P., a Cayman Islands limited partnership ("VIII Parallel 2"), in its capacity as the direct owner of 189,789 ordinary shares of the Issuer's Common Stock;
- (8) Oaktree Opportunities Fund VIII GP, L.P., a Cayman Islands limited partnership ("Fund VIII GP"), in its capacity as the general partner of VIII Parallel 2;

- (9) Oaktree Opportunities Fund VIII GP Ltd., a Cayman Islands exempted company (“Fund VIII GP Ltd.”), in its capacity as the general partner of Fund VIII GP;
  - (10) Oaktree Value Opportunities Fund Holdings, L.P., a Delaware limited partnership (“VOF Holdings”), in its capacity as the direct owner of 1,016,402 ordinary shares of the Issuer’s Common Stock;
  - (11) Oaktree Value Opportunities Fund GP, L.P., a Cayman Islands limited partnership (“VOF GP”), in its capacity as the general partner of VOF Holdings;
  - (12) Oaktree Value Opportunities Fund GP Ltd., a Cayman Islands exempted company (“VOF GP Ltd.”), in its capacity as the general partner of VOF GP;
  - (13) Opps DGY Holdings, L.P., a Delaware limited partnership (“DGY Holdings”), in its capacity as the direct owner of 1,778,512 ordinary shares of the Issuer’s Common Stock;
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- (14) Oaktree Opportunities Fund IX GP, L.P., a Cayman Islands limited partnership (“Fund IX GP”), in its capacity as the general partner of DGY Holdings;
- (15) Oaktree Opportunities Fund IX GP Ltd., a Cayman Islands exempted company (“Fund IX GP Ltd.”), in its capacity as the general partner of Fund IX GP;
- (16) Oaktree Fund GP I, L.P., a Delaware limited partnership (“GP I”), in its capacity as the managing member of Fund GP and as the sole shareholder of each of HIF GP Ltd., Fund VIII GP Ltd., VOF GP Ltd. and Fund IX GP Ltd.;
- (17) Oaktree Capital I, L.P., a Delaware limited partnership (“Capital I”), in its capacity as the general partner of GP I;
- (18) OCM Holdings I, LLC, a Delaware limited liability company (“Holdings I”), in its capacity as the general partner of Capital I;
- (19) Oaktree Holdings, LLC, a Delaware limited liability company (“Holdings”) in its capacity as the managing member of Holdings I;
- (20) Oaktree High Yield Fund, L.P., a California limited partnership (“HY Fund”);
- (21) Oaktree High Yield Fund II, L.P., a California limited partnership (“HY Fund II”);
- (22) Oaktree Fund GP II, L.P., a Delaware limited partnership (“GP II”), in its capacity as the general partner of HY Fund and HY Fund II;
- (23) Oaktree Capital II, L.P., a Delaware limited partnership (“Capital II”), in its capacity as the general partner of GP II;
- (24) OCM High Yield Trust, a subtrust of the OCM Group Trust, a Massachusetts trust (“HY Trust”);
- (25) Oaktree Capital Management, L.P., a Delaware limited partnership (“Management”), in its capacity as the duly appointed investment manager of each of HY Fund, HY Fund II, HY Trust and as the sole director of each of HIF GP Ltd., Fund VIII GP Ltd., VOF GP Ltd. and Fund IX GP Ltd.;
- (26) Oaktree Holdings, Inc., a Delaware corporation (“Holdings, Inc.”), in its capacity as the general partner of Capital II and Management;

(27) Oaktree Capital Group, LLC, a Delaware limited liability company (“OCG”), in its capacity as the managing member of Holdings and as the sole shareholder of Holdings, Inc.; and

(28) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company (“OCGH GP”), in its capacity as the duly elected manager of OCG.

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 (“Common Stock”)

(e) CUSIP Number: 26817R108

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 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 an 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

(a)-(c) Amount beneficially owned, percent of class, number of shares as to which each person has sole or shared power to vote or direct the vote; sole or shared power to dispose or direct the disposition of:

The responses of the Reporting Persons to Rows 5, 6, 7, 8, 9 and 11 in each of their respective cover pages to this Schedule 13G are incorporated herein by reference.

Fund VIII Delaware directly holds 4,831,224 shares of the Issuer's Common Stock constituting approximately 3.9% of the total issued and outstanding shares of the Issuer's Common Stock and has the sole power to vote and dispose of such shares.

Fund VIIIb Delaware directly holds 988,700 shares of the Issuer's Common Stock constituting approximately 0.8% of the total issued and outstanding shares of the Issuer's Common Stock and has the sole power to vote and dispose of such shares.

Fund GP, in its capacity as the general partner of each of Fund VIII Delaware and Fund VIIIb Delaware, has the ability to direct the management of the business of each of Fund VIII Delaware and Fund VIIIb Delaware, including the power to vote and dispose of securities held by each of Fund VIII Delaware and Fund VIIIb Delaware; therefore, Fund GP may be deemed to beneficially own the shares of the Issuer's Common Stock held by each of Fund VIII Delaware and Fund VIIIb Delaware.

HIF directly holds 1,345,085 shares of the Issuer's Common Stock constituting approximately 1.1% of the total issued and outstanding shares of the Issuer's Common Stock and has the sole power to vote and dispose of such shares.

HIF GP, in its capacity as the general partner of HIF, has the ability to direct the management of HIF's business, including the power to vote and dispose of securities held by HIF; therefore, HIF GP may be deemed to beneficially own the shares of Issuer's Common Stock held by HIF.

HIF GP Ltd., in its capacity as the general partner of HIF GP, has the ability to direct the management of HIF GP's business, including the power to direct the decisions of HIF GP regarding the vote and disposition of securities held by HIF; therefore, HIF GP Ltd. may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by HIF.

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VIII Parallel 2 directly holds 189,789 shares of the Issuer's Common Stock constituting approximately 0.2% of the total issued and outstanding shares of the Issuer's Common Stock and has the sole power to vote and dispose of such shares.

Fund VIII GP, in its capacity as the general partner of VIII Parallel 2, has the ability to direct the management of VIII Parallel 2's business, including the power to vote and dispose of securities held by VIII Parallel 2; therefore, Fund VIII GP may be deemed to beneficially own the shares of the Issuer's Common Stock held by VIII Parallel 2.

Fund VIII GP Ltd., in its capacity as the general partner of Fund VIII GP, has the ability to direct the management of Fund VIII GP's business, including the power to direct the decisions of Fund VIII GP regarding the vote and disposition of securities held by VIII Parallel 2; therefore, Fund VIII GP Ltd. may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by VIII Parallel 2.

VOF Holdings directly holds 1,016,402 shares of the Issuer's Common Stock constituting approximately 0.8% of the total issued and outstanding shares of the Issuer's Common Stock and has the sole power to vote and dispose of such shares.

VOF GP, in its capacity as the general partner of VOF Holdings, has the ability to direct the management of VOF Holdings' business, including the power to vote and dispose of securities held by VOF Holdings; therefore, VOF GP may be deemed to beneficially own the shares of the Issuer's Common Stock held by VOF Holdings.

VOF GP Ltd., in its capacity as the general partner of VOF GP, has the ability to direct the management of VOF GP's business, including the power to direct the decisions of VOF GP regarding the vote and disposition of securities held by VOF Holdings; therefore, VOF GP Ltd. may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by VOF Holdings.

DGY Holdings directly holds 1,778,512 shares of the Issuer's Common Stock constituting approximately 1.4% of the total issued and outstanding shares of the Issuer's Common Stock and has the sole power to vote and dispose of such shares.

Fund IX GP, in its capacity as the general partner of DGY Holdings, has the ability to direct the management of the business of DGY Holdings, including the power to vote and dispose of securities held by DGY Holdings; therefore, Fund IX GP may be deemed to beneficially own the shares of the Issuer's Common Stock held by DGY Holdings.

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



Common Stock held by DGY Holdings.

GP I, in its capacity as the managing member of Fund GP and as the sole shareholder of each of HIF GP Ltd., Fund VIII GP Ltd., VOF GP Ltd. and Fund IX GP Ltd., has the ability to direct the management of Fund GP's business and to appoint and remove the directors and direct the management of the business of each of HIF GP Ltd., Fund VIII GP Ltd., VOF GP Ltd. and Fund IX GP Ltd. As such, GP I has the power to direct the decisions of each of Fund GP, HIF GP Ltd., Fund VIII GP Ltd., VOF GP Ltd. and Fund IX GP Ltd. regarding the vote and disposition of securities held by each of Fund VIII Delaware, Fund VIIIb Delaware, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings; therefore, GP I may be deemed to have indirect beneficial ownership of the Issuer's Common Stock held by each of Fund VIII Delaware, Fund VIIIb Delaware, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings.

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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 Fund VIII Delaware, Fund VIIIb Delaware, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings; therefore, Capital I may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by each of Fund VIII Delaware, Fund VIIIb Delaware, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings.

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 each of Fund VIII Delaware, Fund VIIIb Delaware, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings; therefore, Holdings I may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by each of Fund VIII Delaware, Fund VIIIb Delaware, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings.

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 each of Fund VIII Delaware, Fund VIIIb Delaware, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings; therefore, Holdings may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by each of Fund VIII Delaware, Fund VIIIb Delaware, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings.

HY Fund no longer directly holds any shares of the Issuer's Common Stock.

HY Fund II no longer directly holds any shares of the Issuer's Common Stock.

GP II, in its capacity as the general partner of each of HY Fund and HY Fund II, has the ability to direct the management of each of HY Fund's and HY Fund II's business, including the power to direct the decisions of each of HY Fund and HY Fund II regarding the vote and disposition of securities held by each of HY Fund and HY Fund II. GP II no longer has indirect beneficial ownership of any shares of the Issuer's Common Stock.

Capital II, in its capacity as the general partner of GP II, has the ability to direct the management of GP II's business, including the power to direct the decisions of GP II regarding the vote and disposition of securities held by each of HY Fund and HY Fund II. Capital II no longer has indirect beneficial ownership of any shares of the Issuer's Common Stock.

HY Trust no longer directly holds any ordinary shares of the Issuer's Common Stock.

Management, in its capacity as the duly appointed investment manager of HY Fund, HY Fund II, HY Trust, and as the sole director of each of HIF GP Ltd., Fund VIII GP Ltd., VOF GP Ltd. and Fund IX GP Ltd., has the ability to direct the management of HY Fund, HY Fund II,

HY Trust, HIF GP Ltd., Fund VIII GP Ltd., VOF GP Ltd. and Fund IX GP Ltd., including the power to direct the decisions of HY Fund, HY Fund II, HY Trust, HIF GP Ltd., Fund VIII GP Ltd., VOF GP Ltd. and Fund IX GP Ltd. regarding the vote and disposition of securities held by HY Fund, HY Fund II, HY Trust, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings; therefore, Management may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by HIF, VIII Parallel 2, VOF Holdings and DGY Holdings.

Holdings, Inc., in its capacity as the general partner of each of Capital II and Management, has the ability to direct the management of (i) Capital II's business, including the power to vote and dispose of securities held by HY Fund and HY Fund II and (ii) Management's business, including the power to vote and dispose of securities held by HY Fund, HY Fund II, HY Trust, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings; therefore, Holdings, Inc. may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by HIF, VIII Parallel 2, VOF Holdings and DGY Holdings.

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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 Fund VIII Delaware, Fund VIIIb Delaware, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings. Additionally, OCG, in its capacity as the sole shareholder of Holdings, Inc., has the ability to appoint and remove directors of Holdings, Inc. and, as such, may indirectly control the decisions of Holdings, Inc. regarding the vote and disposition of securities held by HY Fund, HY Fund II, HY Trust, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings. Therefore, OCG may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by Fund VIII Delaware, Fund VIIIb Delaware, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings.

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 HY Fund, HY Fund II, HY Trust, Fund VIII Delaware, Fund VIIIb Delaware, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings; therefore, OCGH GP may be deemed to have indirect beneficial ownership of the shares of the Issuer's Common Stock held by each of Fund VIII Delaware, Fund VIIIb Delaware, HIF, VIII Parallel 2, VOF Holdings and DGY Holdings.

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 of Common Stock, 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 an aggregate of 122,930,658 shares of common stock outstanding as of November 3, 2014, as reported by the Issuer on the Form 10-Q.

**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 x.

The following Reporting Persons have ceased to be the beneficial owner of more than five percent of the Issuer's common stock: HY Fund, HY Fund II, HY Trust, GP II and Capital II.

**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.

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ITEM CERTIFICATIONS.  
10.

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 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 such 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 13, 2015

OAKTREE OPPORTUNITIES FUND VIII  
DELAWARE, L.P.

By: Oaktree Fund GP, LLC  
Its: General Partner

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

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Authorized Signatory

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

OAKTREE OPPORTUNITIES FUND VIIIb  
DELAWARE, L.P.

By: Oaktree Fund GP, LLC  
Its: General Partner

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

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By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Authorized Signatory

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

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OAKTREE FUND GP, LLC

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

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Authorized Signatory

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

OAKTREE HUNTINGTON INVESTMENT FUND,  
L.P.

By: Oaktree Huntington Investment  
Fund GP, L.P.  
Its: General Partner

By: Oaktree Huntington Investment  
Fund GP Ltd.  
Its: General Partner

By: Oaktree Capital Management,  
L.P.  
Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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



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OAKTREE HUNTINGTON INVESTMENT FUND  
GP, L.P.

By: Oaktree Huntington Investment  
Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE HUNTINGTON INVESTMENT FUND  
GP LTD.

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE OPPORTUNITIES FUND VIII  
(PARALLEL 2), L.P.

By: Oaktree Opportunities Fund VIII  
GP, L.P.

Its: General Partner

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By: Oaktree Opportunities Fund VIII  
GP Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

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OAKTREE OPPORTUNITIES FUND VIII GP, L.P.

By: Oaktree Opportunities Fund VIII  
GP Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE OPPORTUNITIES FUND VIII GP  
LTD.

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE VALUE OPPORTUNITIES FUND  
HOLDINGS, L.P.

By: Oaktree Value Opportunities  
Fund GP, L.P.

Its: General Partner

By: Oaktree Value Opportunities

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Its: Fund GP Ltd.  
General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

---

CUSIP No.  
26817R108

SCHEDULE 13G

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OAKTREE VALUE OPPORTUNITIES FUND GP,  
L.P.

By: Oaktree Value Opportunities  
Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE VALUE OPPORTUNITIES FUND GP  
LTD.

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OPPS DGY HOLDINGS, L.P.

By: Oaktree Opportunities Fund IX  
GP, L.P.

Its: General Partner

By: Oaktree Opportunities Fund IX

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Its: GP Ltd.  
General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

---

CUSIP No.  
26817R108

SCHEDULE 13G

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OAKTREE OPPORTUNITIES FUND IX GP, L.P.

By: Oaktree Opportunities Fund IX  
GP Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE OPPORTUNITIES FUND IX GP LTD.

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE FUND GP I, L.P.

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Authorized Signatory

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

OAKTREE CAPITAL I, L.P.

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

---



CUSIP No.  
26817R108

SCHEDULE 13G

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OCM HOLDINGS I, LLC

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE HOLDINGS, LLC

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE HIGH YIELD FUND, L.P.

By: Oaktree Fund GP II, L.P.  
Its: General Partner

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Authorized Signatory

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

OAKTREE HIGH YIELD FUND II, L.P.

By: Oaktree Fund GP II, L.P.  
Its: General Partner

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki

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Title: Authorized Signatory

By: /s/ Jordan Mikes

Name: Jordan Mikes

Title: Authorized Signatory

---

CUSIP No.  
26817R108

SCHEDULE 13G

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OAKTREE FUND GP II, L.P.

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Authorized Signatory

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

OAKTREE CAPITAL II, L.P.

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OCM HIGH YIELD TRUST

By: Oaktree Capital Management,  
L.P.  
Its: Investment Manager

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

CUSIP No.  
26817R108

SCHEDULE 13G

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OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE HOLDINGS, INC.

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE CAPITAL GROUP, LLC

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE CAPITAL GROUP HOLDINGS GP,  
LLC

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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



CUSIP No.  
26817R108

SCHEDULE 13G

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Exhibit Index

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

JOINT FILING AGREEMENT

Pursuant to Rule 13(d)-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, each of the undersigned acknowledges and agrees that the foregoing statement on this Schedule 13G is filed on behalf of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of the undersigned without the necessity of filing additional joint acquisition statements. Each of the undersigned acknowledges that it shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated as of February 13, 2015

OAKTREE OPPORTUNITIES FUND VIII  
DELAWARE, L.P.

By: Oaktree Fund GP, LLC  
Its: General Partner

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

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Authorized Signatory

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

OAKTREE OPPORTUNITIES FUND VIIIb  
DELAWARE, L.P.

By: Oaktree Fund GP, LLC  
Its: General Partner

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

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Authorized Signatory

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/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Authorized Signatory

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

---



OAKTREE HUNTINGTON INVESTMENT FUND,  
L.P.

By: Oaktree Huntington Investment  
Fund GP, L.P.

Its: General Partner

By: Oaktree Huntington Investment  
Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE HUNTINGTON INVESTMENT FUND  
GP, L.P.

By: Oaktree Huntington Investment  
Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE HUNTINGTON INVESTMENT FUND  
GP LTD.

By:

Its: Oaktree Capital Management,  
L.P.  
Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

---

OAKTREE OPPORTUNITIES FUND VIII  
(PARALLEL 2), L.P.

By: Oaktree Opportunities Fund VIII  
GP, L.P.

Its: General Partner

By: Oaktree Opportunities Fund VIII  
GP Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE OPPORTUNITIES FUND VIII GP, L.P.

By: Oaktree Opportunities Fund VIII  
GP Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE OPPORTUNITIES FUND VIII GP  
LTD.

By: Oaktree Capital Management,  
L.P.

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Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

---

OAKTREE VALUE OPPORTUNITIES FUND  
HOLDINGS, L.P.

By: Oaktree Value Opportunities  
Fund GP, L.P.

Its: General Partner

By: Oaktree Value Opportunities  
Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE VALUE OPPORTUNITIES FUND GP,  
L.P.

By: Oaktree Value Opportunities  
Fund GP Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE VALUE OPPORTUNITIES FUND GP  
LTD.

By:

Its: Oaktree Capital Management,  
L.P.  
Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

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OPPS DGY HOLDINGS, L.P.

By: Oaktree Opportunities Fund IX  
GP, L.P.

Its: General Partner

By: Oaktree Opportunities Fund IX  
GP Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
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By: /s/ Jordan Mikes  
Name: Jordan Mikes  
Title: Assistant Vice President

OAKTREE OPPORTUNITIES FUND IX GP, L.P.

By: Oaktree Opportunities Fund IX  
GP Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OAKTREE OPPORTUNITIES FUND IX GP LTD.

By: Oaktree Capital Management,  
L.P.

Its: Director

Edgar Filing: DYNEGY INC. - Form SC 13G/A

By: /s/ Lisa Arakaki  
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OAKTREE FUND GP I, L.P.

By: /s/ Lisa Arakaki  
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OAKTREE CAPITAL I, L.P.

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OAKTREE HIGH YIELD FUND, L.P.

By: Oaktree Fund GP II, L.P.  
Its: General Partner

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



OAKTREE HIGH YIELD FUND II, L.P.

By: Oaktree Fund GP II, L.P.  
Its: General Partner

By: /s/ Lisa Arakaki  
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By: /s/ Jordan Mikes  
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Title: Authorized Signatory

OAKTREE FUND GP II, L.P.

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Name: Jordan Mikes  
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OAKTREE CAPITAL II, L.P.

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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

OCM HIGH YIELD TRUST

By: Oaktree Capital Management,  
L.P.  
Its: Investment Manager

By: /s/ Lisa Arakaki  
Name: Lisa Arakaki  
Title: Managing Director

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Name: Jordan Mikes

Title: Assistant Vice President

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OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Lisa Arakaki  
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OAKTREE CAPITAL GROUP, LLC

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OAKTREE CAPITAL GROUP HOLDINGS GP,  
LLC

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