

SPIRIT REALTY CAPITAL, INC.  
Form SC 13G  
October 01, 2012

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. )

---

Spirit Realty Capital, Inc.

---

(Name of Issuer)

Common Stock, par value \$0.01 per share

---

(Title of Class of Securities)

84860F109

---

(CUSIP Number)

September 20, 2012

---

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 22 Pages)

---

\*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).



CUSIP No. 84860F109

13G

Page 2 of 22 Pages

1 NAMES OF REPORTING PERSONS

M. H. Davidson & Co.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*\* (a) ..  
(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER  
0

6 SHARED VOTING POWER  
137,103

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
137,103

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
137,103

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.17%

12 TYPE OF REPORTING PERSON  
PN

CUSIP No. 84860F109

13G

Page 3 of 22 Pages

1 NAMES OF REPORTING PERSONS

Davidson Kempner Partners

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 5 SOLE VOTING POWER  
 0

6 SHARED VOTING POWER  
 691,965

7 SOLE DISPOSITIVE POWER  
 0

8 SHARED DISPOSITIVE POWER  
 691,965

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 691,965

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 0.86%

12 TYPE OF REPORTING PERSON  
 PN

CUSIP No. 84860F109

13G

Page 4 of 22 Pages

1 NAMES OF REPORTING PERSONS

Davidson Kempner Institutional Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ..  
(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER  
0

6 SHARED VOTING POWER  
1,610,066

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
1,610,066

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,610,066

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.00%

12 TYPE OF REPORTING PERSON  
PN

CUSIP No. 84860F109

13G

Page 5 of 22 Pages

---

1 NAMES OF REPORTING PERSONS

Davidson Kempner International, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*\* (a) ..  
(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
British Virgin Islands

5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER	0
6		SHARED VOTING POWER	1,671,637
7		SOLE DISPOSITIVE POWER	0
8		SHARED DISPOSITIVE POWER	1,671,637

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,671,637

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.08%

12 TYPE OF REPORTING PERSON  
CO

---

CUSIP No. 84860F109

13G

Page 6 of 22 Pages

1 NAMES OF REPORTING PERSONS

Davidson Kempner Distressed Opportunities Fund LP

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 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER  
0

6 SHARED VOTING POWER  
117,038

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
117,038

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
117,038

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.15%

12 TYPE OF REPORTING PERSON  
PN

CUSIP No. 84860F109

13G

Page 7 of 22 Pages

1 NAMES OF REPORTING PERSONS

Davidson Kempner Distressed Opportunities International Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*\* (a) ..  
(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
6 SOLE VOTING POWER  
0

7 SHARED VOTING POWER  
180,191

8 SOLE DISPOSITIVE POWER  
0

9 SHARED DISPOSITIVE POWER  
180,191

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
180,191

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

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.22%

13 TYPE OF REPORTING PERSON  
CO



CUSIP No. 84860F109

13G

Page 8 of 22 Pages

1 NAMES OF REPORTING PERSONS

Davidson Kempner Capital Management LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*\* (a) ..  
(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER  
0

6 SHARED VOTING POWER  
4,408,000

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
4,408,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,408,000

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.48%

12 TYPE OF REPORTING PERSON  
OO

CUSIP No. 84860F109

13G

Page 9 of 22 Pages

---

1 NAMES OF REPORTING PERSONS

Thomas L. Kempner, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*\* (a) ..  
(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

5	SOLE VOTING POWER	
		0
6	SHARED VOTING POWER	
		4,408,000
7	SOLE DISPOSITIVE POWER	
		0
8	SHARED DISPOSITIVE POWER	
		4,408,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,408,000

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.48%

12 TYPE OF REPORTING PERSON  
IN

---

CUSIP No. 84860F109

13G

Page 10 of 22 Pages

1 NAMES OF REPORTING PERSONS

Anthony A. Yoseloff

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*\* (a) ..  
(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER  
0

6 SHARED VOTING POWER  
4,408,000

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
4,408,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,408,000

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.48%

12 TYPE OF REPORTING PERSON  
IN

1 NAMES OF REPORTING PERSONS

Conor Bastable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*\* (a) ..  
(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER  
0

6 SHARED VOTING POWER  
4,408,000

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
4,408,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,408,000

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.48%

12 TYPE OF REPORTING PERSON  
IN

CUSIP No. 84860F109

13G

Page 12 of 22 Pages

1 NAMES OF REPORTING PERSONS

Avram Z. Friedman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*\* (a) ..  
(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
6 SOLE VOTING POWER  
07 SHARED VOTING POWER  
4,408,0008 SOLE DISPOSITIVE POWER  
09 SHARED DISPOSITIVE POWER  
4,408,00010 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,408,000

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

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.48%13 TYPE OF REPORTING PERSON  
IN

CUSIP No. 84860F109

13G

Page 13 of 22 Pages

---

Item 1 (a). NAME OF ISSUER.

Spirit Realty Capital, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

14631 North Scottsdale Road, Suite 200, Scottsdale, Arizona 85254

Item 2 (a). NAME OF PERSON FILING:

This statement is filed by each of the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) M. H. Davidson & Co., a New York limited partnership ("CO"). M.H. Davidson & Co. GP, L.L.C., a Delaware limited liability company, is the general partner of CO. DKCM (as defined below) is responsible for the voting and investment decisions of CO;
- (ii) Davidson Kempner Partners, a New York limited partnership ("DKP"). MHD Management Co., a New York limited partnership ("MHD"), is the general partner of DKP and MHD Management Co. GP, L.L.C., a Delaware limited liability company is the general partner of MHD. DKCM is responsible for the voting and investment decisions of DKP;
- (iii) Davidson Kempner Institutional Partners, L.P., a Delaware limited partnership ("DKIP"). Davidson Kempner Advisers Inc., a New York corporation, is the general partner of DKIP. DKCM is responsible for the voting and investment decisions of DKIP;
- (iv) Davidson Kempner International, Ltd., a British Virgin Islands corporation ("DKIL"). Davidson Kempner International Advisors, L.L.C., a Delaware limited liability company, is the investment manager of DKIL. DKCM is responsible for the voting and investment decisions of DKIL;
- (v) Davidson Kempner Distressed Opportunities Fund LP, a Delaware limited partnership ("DKDOF"). DK Group LLC, a Delaware limited liability company, is the general partner of DKDOF. DKCM is responsible for the voting and investment decisions of DKDOF;
- (vi) Davidson Kempner Distressed Opportunities International Ltd., a Cayman Islands exempted company ("DKDOI"). DK Management Partners LP, a Delaware limited partnership, is the investment manager of DKDOI. DKCM is responsible for the voting and investment decisions of

DKDOI;

- (vii) Davidson Kempner Capital Management LLC, a New York limited liability company and a registered investment adviser with the U.S. Securities and Exchange Commission, acts as investment manager to each of CO, DKP, DKIP, DKIL, DKDOF and DKDOI ("DKCM") either directly or by virtue a sub-advisory agreement with the investment manager of the relevant fund. The managing members of DKCM are Messrs. Thomas L. Kempner, Jr., Stephen M. Dowicz, Scott E. Davidson, Timothy I. Levart, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein, Avram Z. Friedman, Conor Bastable, Shulamit Leviant and Morgan Blackwell; and
-

CUSIP No. 84860F109

13G

Page 14 of 22 Pages

---

- (viii) Messrs. Thomas L. Kempner, Jr., Anthony A. Yoseloff, Conor Bastable and Avram Z. Friedman through DKCM, are responsible for the voting and investment decisions relating to the securities held by CO, DKP, DKIP, DKIL, DKDOF and DKDOI reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address of the principal business office of each of the Reporting Persons is c/o Davidson Kempner Partners, 65 East 55th Street, 19th Floor, New York, New York 10022.

Item 2(c). CITIZENSHIP:

- (i) CO - a New York limited partnership
- (ii) DKP – a New York limited partnership
- (iii) DKIP – a Delaware limited partnership
- (iv) DKIL – a British Virgin Islands corporation
- (v) DKDOF- a Delaware limited partnership
- (vi) DKDOI - a Cayman Islands exempted company
- (vii) DKCM – a New York limited liability company
- (viii) Messrs. Thomas L. Kempner, Jr., Anthony A. Yoseloff, Conor Bastable and Avram Z. Friedman – United States

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.01 (the "Common Stock")

---



CUSIP No. 84860F109

13G

Page 15 of 22 Pages

Item 2(e). CUSIP NUMBER:

84860F109

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) .. Broker or dealer registered under Section 15 of the Act,
- (b) .. Bank as defined in Section 3(a)(6) of the Act,
- (c) .. Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) .. Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) .. Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940: see Rule 13d-1(b)(1)(ii)(E);
- (f) .. Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F);
- (g) .. Parent Holding Company or control person in accordance with Rule 13d-1(b)(ii)(G),
- (h) .. Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) .. Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) .. Non-U.S. institution in accordance with Rule 13-1(b)(1)(ii)(J).
- (k) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

Item 4. OWNERSHIP.

The percentages used in this Schedule 13G are calculated based upon 80,501,515 shares of Common Stock outstanding as of September 25, 2012, as reported in the Company's Rule 424(b)(4) Prospectus filed on September 19, 2012.

A. CO

- (a) Amount beneficially owned: 137,103 shares of Common Stock.
- (b) Percent of class: 0.17%.
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or direct the vote: 0
  - (ii)

	shared power to vote or direct the vote: 137,103 shares of Common Stock.
(iii)	sole power to dispose or direct the disposition: 0
(iv)	Shared power to dispose or direct the disposition of: 137,103 shares of Common Stock.

---

## B. DKP

- (a) Amount beneficially owned: 691,965 shares of Common Stock.
- (b) Percent of class: 0.86%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 691,965 shares of Common Stock.
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 691,965 shares of Common Stock.

## C. DKIP

- (a) Amount beneficially owned: 1,610,066 shares of Common Stock.
- (b) Percent of class: 2.00%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 1,610,066 shares of Common Stock.
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 1,610,066 shares of Common Stock.

## D. DKIL

- (a) Amount beneficially owned: 1,671,637 shares of Common Stock.
  - (b) Percent of class: 2.08%
  - (c) Number of shares as to which such person has:
    - (i) sole power to vote or to direct the vote: 0
    - (ii) shared power to vote or to direct the vote: 1,671,637 shares of Common Stock.
    - (iii) sole power to dispose or to direct the disposition: 0
    - (iv) shared power to dispose or to direct the disposition: 1,671,637 shares of Common Stock.
-

---

**E. DKDOF**

- (a) Amount beneficially owned: 117,038 shares of Common Stock.
- (b) Percent of class: 0.15%.
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 117,038 shares of Common Stock.
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 117,038 shares of Common Stock.

**F. DKDOI**

- (a) Amount beneficially owned: 180,191 shares of Common Stock.
- (b) Percent of class: 0.22%.
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) power to vote or to direct the vote: 180,191 shares of Common Stock.
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 180,191 shares of Common Stock.

**G. DKCM**

- (a) Amount beneficially owned: 4,408,000 shares of Common Stock.
- (b) Percent of class: 5.48%.
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 4,408,000 shares of Common Stock.
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 4,408,000 shares of Common Stock.

**H. Thomas L. Kempner, Jr., Anthony A. Yoseloff, Conor Bastable and Avram Z. Friedman**

- (a) Amount beneficially owned: 4,408,000 shares of Common Stock.
- (b) Percent of class: 5.48%.
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 4,408,000 shares of Common Stock.
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 4,408,000 shares of Common Stock.



Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its 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.

---

SIGNATURES

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

DATED: October 1, 2012

M.H. DAVIDSON & CO.  
By: M.H. Davidson & Co. GP, L.L.C.,  
its General Partner

/s/ Thomas L. Kempner,  
Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER PARTNERS  
By: MHD Management Co.,  
its General Partner

By: MHD Management Co. GP, L.L.C.,  
its General Partner

/s/ Thomas L. Kempner,  
Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER INSTITUTIONAL  
PARTNERS, L.P.  
By: Davidson Kempner Advisers Inc.,  
its General Partner

/s/ Thomas L. Kempner,  
Jr.  
Name: Thomas L. Kempner, Jr.  
Title: President

DAVIDSON KEMPNER INTERNATIONAL,  
LTD.  
By: Davidson Kempner International  
Advisors, L.L.C.,  
its Investment Manager

/s/ Thomas L. Kempner,

Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

---



DAVIDSON KEMPNER DISTRESSED  
OPPORTUNITIES FUND LP  
By: DK Group LLC,  
its General Partner

/s/ Thomas L. Kempner,  
Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER DISTRESSED  
OPPORTUNITIES INTERNATIONAL LTD.  
By: DK Management Partners LP,  
its Investment Manager

By: DK Stillwater GP LLC,  
its General Partner

/s/ Thomas L. Kempner,  
Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER CAPITAL  
MANAGEMENT LLC

/s/ Thomas L. Kempner,  
Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

/s/ Thomas L. Kempner,  
Jr.  
Thomas L. Kempner, Jr.

/s/ Anthony A.  
Yoseloff  
Anthony A. Yoseloff

/s/ Avram Z.  
Friedman  
Avram Z. Friedman

/s/ Conor  
Bastable  
Conor Bastable

---

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or 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: October 1, 2012

M.H. DAVIDSON & CO.

By: M.H. Davidson & Co. GP, L.L.C.,  
its General Partner

/s/ Thomas L. Kempner,  
Jr.

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER PARTNERS

By: MHD Management Co.,  
its General Partner

By: MHD Management Co. GP, L.L.C.,  
its General Partner

/s/ Thomas L. Kempner,  
Jr.

Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER INSTITUTIONAL  
PARTNERS, L.P.

By: Davidson Kempner Advisers Inc.,  
its General Partner

/s/ Thomas L. Kempner,  
Jr.

Name: Thomas L. Kempner, Jr.  
Title: President

DAVIDSON KEMPNER INTERNATIONAL,  
LTD.

By: Davidson Kempner International  
Advisors, L.L.C.,  
its Investment Manager

/s/ Thomas L. Kempner,  
Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

---

DAVIDSON KEMPNER DISTRESSED  
OPPORTUNITIES FUND LP  
By: DK Group LLC,  
its General Partner

/s/ Thomas L. Kempner,  
Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER DISTRESSED  
OPPORTUNITIES INTERNATIONAL LTD.  
By: DK Management Partners LP,  
its Investment Manager

By: DK Stillwater GP LLC,  
its General Partner

/s/ Thomas L. Kempner,  
Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

DAVIDSON KEMPNER CAPITAL  
MANAGEMENT LLC

/s/ Thomas L. Kempner,  
Jr.  
Name: Thomas L. Kempner, Jr.  
Title: Executive Managing Member

/s/ Thomas L. Kempner,  
Jr.  
Thomas L. Kempner, Jr.

/s/ Anthony A.  
Yoseloff  
Anthony A. Yoseloff

/s/ Avram Z.  
Friedman  
Avram Z. Friedman

/s/ Conor  
Bastable  
Conor Bastable