

Capital Product Partners L.P.  
Form SC 13G  
April 05, 2013

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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. \_\_\_)\*

CAPITAL PRODUCT PARTNERS L.P.  
(Name of Issuer)

COMMON UNITS REPRESENTING LIMITED PARTNERSHIP INTERESTS  
(Title of Class of Securities)

Y11082107  
(CUSIP Number)

March 26, 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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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

Oaktree Value Opportunities 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 4,040,404 (1)  
SHARES

6 SHARED VOTING POWER  
BENEFICIALLY OWNED

None

7 SOLE DISPOSITIVE POWER  
BY EACH REPORTING PERSON

4,040,404 (1)

8 SHARED DISPOSITIVE POWER  
WITH

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,040,404 (1)

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

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

5.25% (2)

12 TYPE OF REPORTING PERSON

PN

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(1) In its capacity as the direct owner of 4,040,404 Class B Convertible Preferred Units of the Issuer. As of the date of this Schedule 13G, each Class B Convertible Preferred Unit is convertible at the option of the holder into one Common Unit of the Issuer. The number of Common Units issuable upon the conversion of the Class B Convertible Preferred Units may be adjusted from time to time in accordance with certain anti-dilution protection provisions as set forth in the second amendment, dated as of May 22, 2012, to the Second Amended and Restated Agreement of Limited Partnership of Capital Product Partners L.P., as amended.

(2) All calculations of percentage ownership are based on a total of 76,947,834 Common Units, consisting of 69,372,077 Common Units outstanding as of December 31, 2012, as disclosed in the Issuer's Annual Report filed on Form 20-F on February 13, 2013 (the "20-F"), and 7,575,757 Class B Convertible Preferred Units beneficially owned by the Reporting Persons (as defined below), assuming that all of the Class B Convertible Preferred Units beneficially owned by the Reporting Persons are converted into Common Units at the current conversion ratio of one Common Unit per one Class B Convertible Preferred Unit and no other outstanding Class B Convertible Preferred Units are converted into Common Units.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE 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 4,040,404 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 SHARED DISPOSITIVE POWER

WITH 4,040,404 (1)

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,040,404 (1)

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

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

5.25%

12 TYPE OF REPORTING PERSON

PN

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

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE 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 4,040,404 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 4,040,404 (1)

WITH

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,040,404 (1)

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

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

5.25%

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 OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree FF 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 2,844,444 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,844,444 (1)

WITH 8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,844,444 (1)

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

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

3.70%

12 TYPE OF REPORTING PERSON

PN



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(1) In its capacity as the direct owner of 1,111,111 Class B Convertible Preferred Units of the Issuer through its Class B interests and as the direct owner of 1,733,333 Class B Convertible Preferred Units of the Issuer through its Class F interests. As of the date of this Schedule 13G, each Class B Convertible Preferred Unit is convertible at the option of the holder into one Common Unit of the Issuer. The number of Common Units issuable upon the conversion of the Class B Convertible Preferred Units may be adjusted from time to time in accordance with certain anti-dilution protection provisions as set forth in the second amendment, dated as of May 22, 2012, to the Second Amended and Restated Agreement of Limited Partnership of Capital Product Partners L.P., as amended.

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

Oaktree FF 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 2,844,444 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,844,444 (1)

WITH

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,844,444 (1)

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

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

3.70%

12 TYPE OF REPORTING PERSON

PN

---

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

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

Oaktree FF 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 2,844,444 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED

None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING

2,844,444 (1)

PERSON WITH

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,844,444 (1)

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

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

3.70%

12 TYPE OF REPORTING PERSON

OO

---

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

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

Oaktree Fund GP I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 6,884,848 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED

None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING

6,884,848 (1)

PERSON 8 SHARED DISPOSITIVE POWER

WITH

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,884,848 (1)

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

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

8.95%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the sole shareholder of each of Oaktree Value Opportunities Fund GP Ltd. and Oaktree FF Investment Fund GP Ltd.

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

Oaktree Capital I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 6,884,848 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED  
BY EACH

None

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 6,884,848 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,884,848 (1)

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

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

8.95%

12 TYPE OF REPORTING PERSON

PN



---

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

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

OCM Holdings I, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 6,884,848 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 6,884,848 (1)

WITH 8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,884,848 (1)

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

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

8.95%

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 OR  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 6,884,848 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 6,884,848 (1)

WITH

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,884,848 (1)

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

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

8.95%

12 TYPE OF REPORTING PERSON

OO

---

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

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

Oaktree-TCDRS Strategic Credit, 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 690,909 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None

REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 690,909 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

690,909 (1)

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

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

0.90%

12 TYPE OF REPORTING PERSON

OO

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(1) In its capacity as the direct owner of 690,909 Class B Convertible Preferred Units of the Issuer. As of the date of this Schedule 13G, each Class B Convertible Preferred Unit is convertible at the option of the holder into one Common Unit of the Issuer. The number of Common Units issuable upon the conversion of the Class B Convertible Preferred Units may be adjusted from time to time in accordance with certain anti-dilution protection provisions as set forth in the second amendment, dated as of May 22, 2012, to the Second Amended and Restated Agreement of Limited Partnership of Capital Product Partners L.P., as amended.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE 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 SHARES 7,575,757 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None

BY EACH REPORTING 7 SOLE DISPOSITIVE POWER

7,575,757 (1)

PERSON WITH 8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,575,757 (1)

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

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

9.85%

12 TYPE OF REPORTING PERSON

PN



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(1) In its capacity as the duly appointed manager of Oaktree-TCDRS Strategic Credit, LLC and as the sole director of each of Oaktree Value Opportunities Fund GP Ltd. and Oaktree FF Investment Fund GP Ltd.

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1 NAME OF REPORTING PERSON OR  
I.R.S. IDENTIFICATION NO. OF ABOVE 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 7,575,757 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED

None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

7,575,757 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,575,757 (1)

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

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

9.85%

12 TYPE OF REPORTING PERSON

CO

---

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

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

Oaktree Capital Group, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 7,575,757 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 7,575,757 (1)

WITH 8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,575,757 (1)

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

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

9.85%

12 TYPE OF REPORTING PERSON

OO

---

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

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

Oaktree Capital Group Holdings GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 7,575,757 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED

None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING

7,575,757 (1)

PERSON WITH

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,575,757 (1)

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

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

9.85%

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:

Capital Product Partners L.P. (the "Issuer")

(b)

Address of Issuer's Principal Executive Offices:

3 Iassonos Street  
Pireaus J3 18537 Greece

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 I, by:

- (1) Oaktree Value Opportunities Fund, L.P. ("VOF"), a Cayman Islands exempted limited partnership, in its capacity as the direct owner of 4,040,404 Class B Convertible Preferred Units of the Issuer;
- (2) Oaktree Value Opportunities Fund GP, L.P. ("VOF GP"), a Cayman Islands exempted limited partnership, in its capacity as the general partner of VOF;
- (3) Oaktree Value Opportunities Fund GP Ltd. ("VOF GP Ltd."), a Cayman Islands exempted company, in its capacity as the general partner of VOF GP Ltd.;
- (4) Oaktree FF Investment Fund, L.P. ("FF Inv"), a Cayman Islands exempted limited partnership, in its capacity as the direct owner of 1,111,111 Class B Convertible Preferred Units of the Issuer through its Class B interests and as the direct owner of 1,733,333 Class B Convertible Preferred Units of the Issuer through its Class F interests;
- (5) Oaktree FF Investment Fund GP, L.P. ("FF GP"), a Cayman Islands exempted limited partnership, in its capacity as the general partner of FF Inv;
- (6) Oaktree FF Investment Fund GP Ltd. ("FF GP Ltd."), a Cayman Islands exempted company, in its capacity as the general partner of FF GP;
- (7) Oaktree Fund GP I, L.P. ("GP I"), a Delaware limited partnership, in its capacity as the sole shareholder of each of VOF GP Ltd. and FF GP Ltd.;
- (8) Oaktree Capital I, L.P. ("Capital I"), Delaware limited partnership, in its capacity as the general partner of GP I;
- (9) OCM Holdings I, LLC ("Holdings I"), a Delaware limited liability company, in its capacity as the general partner of Capital I;
- (10) Oaktree Holdings, LLC ("Holdings"), a Delaware limited liability company, in its capacity as the managing member of Holdings I;



(11) Oaktree-TCDRS Strategic Credit, LLC (“OTSC”), a Delaware limited liability company, in its capacity as the direct owner of 690,909 Class B Convertible Preferred Units of the Issuer;

(12) Oaktree Capital Management, L.P. (“Management”), Delaware limited partnership, in its capacity as the duly appointed manager of OTSC and as the sole director of each of VOF GP Ltd. and FF GP Ltd.;

(13) Oaktree Holdings, Inc. (“Holdings, Inc.”), a Delaware corporation, in its capacity as the general partner of Management;

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

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

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

(d) Title of Class of Securities: Common Units Representing Limited Partnership Interests (“Common Units”)

(e) CUSIP Number: Y11082107

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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

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.

VOF directly holds 4,040,404 Class B Convertible Preferred Units of the Issuer constituting 5.25% of the Issuer's Common Units and has the sole power to vote and dispose of such units.

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

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; therefore, VOF GP Ltd. may be deemed to have indirect beneficial ownership of the shares of the Class B Convertible Preferred Units of the Issuer held by VOF.

FF Inv directly holds 2,844,444 Class B Convertible Preferred Units of the Issuer, consisting of 1,111,111 Class B Convertible Preferred Units of the Issuer held through its Class B interests and 1,733,333 Class B Convertible Preferred Units of the Issuer held through its Class F interests, constituting 3.70% of the Issuer's Common Units, and has the sole power to vote and dispose of such units.

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FF GP, in its capacity as the general partner of FF Inv, has the ability to direct the management of FF Inv's business, including the power to vote and dispose of securities held by FF Inv; therefore, FF GP may be deemed to beneficially own the Class B Convertible Preferred Units of the Issuer held by FF Inv.

FF GP Ltd., in its capacity as the general partner of FF GP, has the ability to direct the management of FF GP's business, including the power to direct the decisions of FF GP regarding the vote and disposition of securities held by FF Inv; therefore, FF GP Ltd. may be deemed to have indirect beneficial ownership of the Class B Convertible Preferred Units of the Issuer held by FF Inv.

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GP I, in its capacity as the sole shareholder of each of VOF GP Ltd. and FF GP Ltd., has the ability to appoint and remove the directors and direct the management of the business of each of VOF GP Ltd. and FF GP Ltd. As such, GP I has the power to direct the decisions of each of VOF GP Ltd. and FF GP Ltd. regarding the vote and disposition of securities held by each of VOF and FF Inv; therefore, GP I may be deemed to have indirect beneficial ownership of the Class B Convertible Preferred Units of the Issuer held by each of VOF and FF Inv.

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 VOF and FF Inv; therefore, Capital I may be deemed to have indirect beneficial ownership of the Class B Convertible Preferred Units of the Issuer held by each of VOF and FF Inv.

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 VOF and FF Inv; therefore, Holdings I may be deemed to have indirect beneficial ownership of the Class B Convertible Preferred Units of the Issuer held by each of VOF and FF Inv.

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 VOF and FF Inv; therefore, Holdings may be deemed to have indirect beneficial ownership of the Class B Convertible Preferred Units of the Issuer held by each of VOF and FF Inv.

OTSC directly holds 690,909 Class B Convertible Preferred Units of the Issuer constituting 0.90% of the Issuer's Common Units and has the sole power to vote and dispose of such units.

Management, in its capacity as the duly appointed investment manager of OTSC, and as the sole director of each of VOF GP Ltd. and FF GP Ltd., has the ability to direct the management of OTSC, VOF GP Ltd. and FF GP Ltd., including the power to direct the decisions of OTSC, VOF GP Ltd. and FF GP Ltd. regarding the vote and disposition of securities held by each of OTSC, VOF and FF Inv; therefore, Management may be deemed to have indirect beneficial ownership of the Class B Convertible Preferred Units of the Issuer held by each of OTSC, VOF and FF Inv.

Holdings, Inc., in its capacity as the general partner of Management, has the ability to direct the management of Management's business, including the power to vote and dispose of securities held by each of OTSC, VOF and FF Inv; therefore, Management may be deemed to have indirect beneficial ownership of the Class B Convertible Preferred Units of the Issuer held by each of OTSC, VOF and FF Inv.

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 OTSC. Additionally, OCG, in its capacity as the managing member of Holdings, has the ability to direct the management of Holdings' business, including the power

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to direct the decisions of Holdings regarding the vote and disposition of securities held by each of VOF and FF Inv. Therefore, OCG may be deemed to have indirect beneficial ownership of the Class B Convertible Preferred Units of the Issuer held by each of OTSC, VOF and FF Inv.

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 each of OTSC, VOF and FF Inv; therefore, OCGH GP may be deemed to have indirect beneficial ownership of the shares of the Class B Convertible Preferred Units of the Issuer held by each of OTSC, VOF and FF Inv.

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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 calculations of percentage ownership in this Schedule 13G are based on a total of 76,947,834 Common Units, consisting of 69,372,077 Common Units outstanding as of December 31, 2012, as disclosed in the Issuer's Annual Report filed on Form 20-F on February 13, 2013, and 7,575,757 Class B Convertible Preferred Units beneficially owned by the Reporting Persons, assuming that all of the Class B Convertible Preferred Units beneficially owned by the Reporting Persons are converted into Common Units at the current conversion ratio of one Common Unit per one Class B Unit and no other outstanding Class B Convertible Preferred Units are converted into Common Units.

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 o .

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

The units reported on this Schedule 13G are directly held by VOF, FF Inv and OTSC, which have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, units.

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

. Not applicable.

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

. Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

. Not applicable.

ITEM 10.

CERTIFICATIONS.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquire 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 such purpose or effect.

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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: April 5, 2013

OAKTREE VALUE OPPORTUNITIES FUND, 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/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

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/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director



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/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

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OAKTREE FF INVESTMENT FUND, L.P.

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

By: Oaktree FF 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/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

OAKTREE FF INVESTMENT FUND GP, L.P.

By: Oaktree FF 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/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

OAKTREE FF INVESTMENT FUND GP LTD.

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

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

By: /s/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

OAKTREE FUND GP I, L.P.

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

By: /s/ Emily Stephens  
Name: Emily Stephens  
Title: Authorized Signatory

---

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Y11082107

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OAKTREE CAPITAL I, L.P.

By: OCM Holdings I, LLC  
Its: General Partner

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

By: /s/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

OCM HOLDINGS I, LLC

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

By: /s/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

OAKTREE HOLDINGS, LLC

By: Oaktree Capital Group, LLC  
Its: Managing Member

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

By: /s/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

OAKTREE-TCDRS STRATEGIC CREDIT, LLC

By: Oaktree Capital Management, L.P.

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Its:           Manager

By:           /s/ Lisa Arakaki

Name:           Lisa Arakaki

Title:           Managing Director

By:           /s/ Emily Stephens

Name:           Emily Stephens

Title:           Managing Director

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Y11082107

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OAKTREE CAPITAL MANAGEMENT, L.P.

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

By: /s/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

OAKTREE HOLDINGS, INC.

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

By: /s/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

OAKTREE CAPITAL GROUP, LLC

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

By: /s/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

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

By: /s/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director



CUSIP No.  
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EXHIBIT I

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 other, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated as of April 5, 2013.

OAKTREE VALUE OPPORTUNITIES FUND, 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/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

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/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

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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/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

OAKTREE FF INVESTMENT FUND, L.P.

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

By: Oaktree FF 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/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

OAKTREE FF INVESTMENT FUND GP, L.P.

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

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

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By: /s/ Lisa Arakaki  
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Title: Managing Director

By: /s/ Emily Stephens  
Name: Emily Stephens  
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OAKTREE FUND GP I, L.P.

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

By: /s/ Emily Stephens  
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Name: Emily Stephens  
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By: Oaktree Capital Group, LLC  
Its: Managing Member

By: /s/ Lisa Arakaki

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Name: Lisa Arakaki  
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Title: Managing Director

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OAKTREE CAPITAL MANAGEMENT, L.P.

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

By: /s/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

OAKTREE HOLDINGS, INC.

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

By: /s/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

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

By: /s/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

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

By: /s/ Emily Stephens  
Name: Emily Stephens  
Title: Managing Director

