

LIN Media LLC
Form SC 13D/A
December 23, 2014

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 7)

LIN MEDIA LLC
(Name of Issuer)
Class A Common Shares
(Title of Class of Securities)

532771102
(CUSIP Number)

Hicks Muse Fund III Incorporated
2100 McKinney Avenue, Suite 1600
Dallas, Texas 75201

Telephone Number: (214) 740-7300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copies to:

LIN Media LLC
701 Brazos Street, Suite 800
Austin, Texas 78701
(512) 774-6110

Robert L. Kimball
Vinson & Elkins L.L.P.
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201
(214) 220-7700

December 19, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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).

CUSIP NO. 53277102

1 Name of reporting person:

Hicks, Muse, Tate & Furst Equity Fund III, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

PN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

HM3/GP Partners, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

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reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

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11 Aggregate amount beneficially owned by each reporting person

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13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

PN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

Hicks Muse GP Partners III, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

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6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

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person

with 0

10 Shared dispositive power

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13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

PN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

Hicks Muse Fund III Incorporated

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

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6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

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beneficially 0

8 Shared voting power

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12 Check if the aggregate amount in row (11) excludes certain shares (see instructions)

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13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

CO

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

HM3 Coinvestors, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

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6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

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owned by

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reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

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13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

PN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

Hicks, Muse & Co. Partners, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

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6 Citizenship or place of organization

Texas

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8 Shared voting power

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person

with 0

10 Shared dispositive power

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..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

PN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

HM Partners Inc.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

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Texas

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13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

CO

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

Hicks, Muse, Tate & Furst Equity Fund IV, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

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..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

PN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

Hicks, Muse, Tate & Furst Private Equity Fund IV, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

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6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

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13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

PN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

HM4 Partners, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

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12 Check if the aggregate amount in row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

PN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

Hicks, Muse GP Partners IV, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

PN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

Hicks, Muse Latin America Fund I Incorporated

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

CO

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

HM4-EQ Coinvestors, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

PN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

Hicks, Muse GP Partners L.A., L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

PN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

Hicks, Muse Fund IV, LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

OO

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

Muse Family Enterprises, Ltd.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

PN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

JRM Interim Investors, L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

PN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

JRM Management Company, LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

OO

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

John R. Muse

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

United States of America

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

IN

* Voluntary, not mandatory

CUSIP NO. 53277102

1 Name of reporting person:

Andrew S. Rosen

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions):

N/A

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or (2)

..

6 Citizenship or place of organization

United States of America

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check if the aggregate amount in row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in row (11)

0.0%

14 Type of reporting person (see instructions)

IN

* Voluntary, not mandatory

This Amendment No. 7 amends and supplements the Schedule 13D filed on May 13, 2002, as amended (the Schedule 13D), as set forth herein. Information reported in the Schedule 13D remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment No. 7.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is amended and restated as follows:

(a) Each of the Filing Parties beneficially own zero Class A Common Shares.

(b) The number of Class A Common Shares to which each Filing Party has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition: 0

(iv) Shared power to dispose or to direct the disposition: 0

(c) On December 19, 2014, the Company completed the Mergers in accordance with the Merger Agreement, as amended on August 20, 2014. Pursuant to the Merger Agreement, (i) Merger Sub 1 merged with and into Media General (the Media General Merger), with Media General surviving the Media General Merger as a wholly owned subsidiary of New Holdco, and (ii) immediately thereafter, Merger Sub 2 merged with and into the Company (the LIN Merger), with the Company surviving the LIN Merger as a wholly owned subsidiary of New Holdco. Subsequent to the closing of the Media General Merger, New Holdco changed its name to Media General, Inc.

Upon the LIN Merger becoming effective, by virtue of the LIN Merger and without any action on the part of the parties to the Merger Agreement or any shareholder of the Company, each Class A Common Share, each Class B Common Share and each Class C Common Share (other than the Company's treasury shares, share owned, directly or indirectly, by the Company, any subsidiary of the Company, Media General or any subsidiary of Media General, or dissenting shares) was converted, at the election of the holder thereof, into the right to receive either (i) \$25.97 in cash without interest (the Cash Election Consideration) or (ii) 1.4713 shares of New Holdco voting common stock, in each case, subject to proration and adjustment so that the aggregate number of shares electing the Cash Election Consideration does not exceed 29,380,053 minus the number of shares that are held by shareholders of the Company prior to the consummation of the Mergers, if any, who properly exercise their appraisal rights under Delaware law, if available. As a result of the completion of the LIN Merger, none of the Filing Parties beneficially own any securities of the Issuer.

(d) Not applicable.

(e) Each of the Filing Parties ceased to be the beneficial owner of more than five percent of the Class A Common Shares on December 19, 2014.

Item 7. Material to be Filed as Exhibits

1. Power of Attorney for Andrew S. Rosen, dated as of December 22, 2014.

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.

December 23, 2014

HICKS, MUSE, TATE & FURST EQUITY FUND III, L.P.

By: HM3/GP Partners, L.P.,
its general partner

By: Hicks, Muse GP Partners III, L.P.,
its general partner

By: Hicks Muse Fund III Incorporated,
its general partner

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HM3/GP PARTNERS, L.P.

By: Hicks, Muse GP Partners III, L.P.,
its general partner

By: Hicks Muse Fund III Incorporated,
its general partner

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HICKS MUSE GP PARTNERS III, L.P.

By: Hicks Muse Fund III Incorporated,
its general partner

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HICKS MUSE FUND III INCORPORATED

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HM3 COINVESTORS, L.P.

By: Hicks Muse GP Partners III, L.P.,
its general partner

By: Hicks Muse Fund III Incorporated,
its general partner

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HICKS, MUSE & CO. PARTNERS, L.P.

By: HM Partners Inc.,
its general partner

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HM PARTNERS INC.

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HICKS, MUSE, TATE & FURST EQUITY FUND IV,
L.P.

By: HM4 Partners, L.P.,
its general partner

By: Hicks, Muse GP Partners L.A., L.P.,
its general partner

By: Hicks, Muse Latin America Fund I Incorporated,
its general partner

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HICKS, MUSE, TATE & FURST PRIVATE EQUITY
FUND IV, L.P.

By: HM4 Partners, L.P.,
its general partner

By: Hicks, Muse GP Partners L.A., L.P.,
its general partner

By: Hicks, Muse Latin America Fund I Incorporated,
its general partner

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HM4 PARTNERS, L.P.

By: Hicks, Muse GP Partners L.A., L.P.,
its general partner

By: Hicks, Muse Latin America Fund I Incorporated,
its general partner

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HICKS, MUSE GP PARTNERS L.A., L.P.

By: Hicks, Muse Latin America Fund I Incorporated,
its general partner

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HICKS, MUSE LATIN AMERICA FUND I
INCORPORATED

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HM4-EQ COINVESTORS, L.P.

By: Hicks, Muse GP Partners IV, L.P.,
its general partner

By: Hicks, Muse Fund IV, LLC,
its general partner

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HICKS, MUSE GP PARTNERS IV, L.P.

By: Hicks, Muse Fund IV, LLC,
its general partner

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

HICKS, MUSE FUND IV, LLC

By: /s/ David W. Knickel
David W. Knickel
Vice President and Chief Financial Officer

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.

December 23, 2014

MUSE FAMILY ENTERPRISES, LTD.

By: JRM Management Company, LLC,
its general partner

By: /s/ David W. Knickel
John R. Muse (By David W. Knickel,
Attorney-in-Fact, pursuant to the Power of Attorney
dated July 16, 2013, previously filed with the
Securities and Exchange Commission as Exhibit 24
to Form 4 filed by Mr. Muse on July 16, 2013)
President

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.

December 23, 2014

JRM INTERIM INVESTORS, L.P.

By: JRM Management Company, LLC,
its general partner

By: /s/ David W. Knickel
John R. Muse (By David W. Knickel,
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JRM MANAGEMENT COMPANY, LLC

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December 23, 2014

/s/ David W. Knickel
Andrew S. Rosen (By David W. Knickel,
Attorney-in-Fact, pursuant to the Power of Attorney
filed herewith)

EXHIBIT INDEX

1. Power of Attorney for Andrew S. Rosen, dated as of December 22, 2014.

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