

Skyline Champion Corp
Form SC 13D
June 11, 2018

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. __)*

Skyline Champion Corporation
(Name of Issuer)

Common Stock, par value \$0.0277 per share
(Title of Class of Securities)

830830105
(CUSIP Number)

Bain Capital Credit Member, LLC
200 Clarendon Street
Boston, Massachusetts 02116
(617) 516-2000
Attention: Michael Treisman

With a copy to:

Craig Marcus
Zachary Blume
Ropes & Gray LLP
800 Boylston Street
Boston, MA 02199
(617) 951-7000
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 1, 2018
(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.

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* 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. 830830105 SCHEDULE 13D Page 2

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bain Capital Credit Member, LLC

2

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

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO (See Item 3)

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7

SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8

SHARED VOTING POWER

13,878,442*

9

SOLE DISPOSITIVE POWER

10

SHARED DISPOSITIVE POWER

13,878,442*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

13,878,442

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

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

24.7% (See Item 5)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

* Excludes 27,587,481 shares of common stock, par value \$0.0277 per share ("Common Stock") beneficially owned by affiliates of Centerbridge Capital Partners, L.P. (collectively, the "Centerbridge Entities") and MAK-RO Capital Master Fund L.P. (collectively, the "MAK Entities") that are subject to the Coordination Agreement and Proxy (each as defined in Item 4).

CUSIP No. 830830105 SCHEDULE 13D Page 3

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sankaty Champion Holdings, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
10,108,533*

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

10,108,533*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10,108,533

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

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

18.0% (See Item 5)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

* Excludes 27,587,481 shares of Common Stock beneficially owned by the Centerbridge Entities and the MAK Entities that are subject to the Coordination Agreement and Proxy (each as defined in Item 4).

CUSIP No. 830830105 SCHEDULE 13D Page 4

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sankaty Credit Opportunities IV, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
3,769,909*

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

3,769,909*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,769,909

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

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

6.7% (See Item 5)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

* Excludes 27,587,481 shares of Common Stock beneficially owned by the Centerbridge Entities and the MAK Entities that are subject to the Coordination Agreement and Proxy (each as defined in Item 4).

CUSIP No. 830830105 SCHEDULE 13D Page 5

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sankaty Credit Opportunities Investors IV, LLC

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

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO (See Item 3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8

3,769,909*

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

3,769,909*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,769,909

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

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

6.7% (See Item 5)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

* Excludes 27,587,481 shares of Common Stock beneficially owned by the Centerbridge Entities and the MAK Entities that are subject to the Coordination Agreement and Proxy (each as defined in Item 4).

Item 1. Security and Issuer.

This Schedule 13D ("Schedule 13D") relates to the shares of common stock, par value \$0.0277 per share ("Common Stock"), of Skyline Champion Corporation (the "Issuer"). The principal executive offices of the Issuer are located at P.O. Box 743, 2520 By-Pass Road, Elkhart, IN 46515.

Item 2. Identity and Background.

(a), (f) This Schedule 13D is filed by:

- (i) Sankaty Champion Holdings, LLC, a Delaware limited liability company ("SCH");
- (ii) Sankaty Credit Opportunities IV, L.P., a Delaware limited partnership ("SCO IV" and, together with SCH, the "Funds");
- (iii) Sankaty Credit Opportunities Investors IV, LLC, a Delaware limited liability company ("SCOI IV"); and
- (iv) Bain Capital Credit Member, LLC, a Delaware limited liability company ("BCCM").

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

BCCM is the manager of SCH and, by virtue of its relationship to SCH, may be deemed to indirectly beneficially own (within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Act")) the shares of Common Stock of which SCH is the record owner.

SCOI IV is the sole general partner of SCO IV and may be deemed to indirectly beneficially own (within the meaning of Rule 13d-3 under the Act) the shares of Common Stock of which SCO IV is the record owner. BCCM is the managing member of SCOI IV and may be deemed to indirectly beneficially own (within the meaning of Rule 13d-3 under the Act) the shares of Common Stock which SCOI IV may be deemed to indirectly beneficially own.

(b) The principal business address of each Reporting Person is 200 Clarendon Street, Boston, MA 02116.

(c) The Reporting Persons are principally engaged in the business of making investments in financial instruments.

(d) – (e) During the last five years, no Reporting Person (i) has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The information set forth in or incorporated by reference in Items 4, 5 and 6 of this Schedule 13D is incorporated by reference in its entirety into this Item 3.

On June 1, 2018 (the "Closing Date"), the Issuer and Champion Enterprises Holdings, LLC ("Champion") completed the transactions contemplated by that certain Share Contribution & Exchange Agreement (the "Exchange Agreement"), dated as of January 5, 2018, by and between the Issuer and Champion. Pursuant to the Exchange Agreement at the closing of the transactions contemplated by the Exchange Agreement (the "Closing") (i) Champion contributed to the Issuer all of the issued and outstanding shares of common stock of Champion's wholly-owned operating subsidiaries, Champion Home Builders, Inc., a Delaware corporation ("CHB"), and CHB International B.V., a Dutch private limited liability company ("CIBV") (the shares of stock of CHB and CIBV to be contributed to the Issuer, the "Contributed Shares"), and (ii) in exchange for the Contributed Shares, the Issuer, at the direction of Champion, issued directly to the members of Champion, including SCH and SCOI (the "Shares Issuance"), an aggregate of 47,752,008 shares of Common Stock such that, at the Closing, the members of Champion collectively held 84.5%, and the Issuer's pre-Closing security holders held 15.5%, of the shares of Common Stock of the Issuer on a fully-diluted basis. The contribution of the Contributed Shares by Champion to the Issuer and the Shares Issuance by the Issuer to the members of Champion are collectively referred to herein as the "Exchange."

The shares of Common Stock issued directly to the members of Champion, including the shares of Common Stock reported herein that were issued to the Funds, were issued in exchange for the contribution of the Contributed Shares by Champion to the Issuer. The Reporting Persons did not pay any other consideration for the shares of Common Stock received in the Exchange.

Item 4. Purpose of Transaction.

The information set forth in Items 3, 5 and 6 of this Schedule 13D is incorporated by reference in its entirety into this Item 4.

Exchange Agreement

Pursuant to the Exchange Agreement, in addition to the transactions described in Item 3, (a) effective as of June 4, 2018, the size of the board of directors of the Issuer (the "Issuer Board") was expanded to consist of eleven (11) members, consisting of two members identified as "Company Appointees," who were designated by the Issuer's pre-Closing Issuer Board pursuant to written notice provided by the Issuer to Champion, and nine members identified as "Contributor Appointees," who were designated by the Sponsors (as defined below) pursuant to written notice provided by Champion to the Issuer, and (b) effective immediately following the Closing, the specified persons set forth in the Exchange Agreement were appointed to serve as the officers of the Issuer together with such other officers as designated by Champion. Michael Treisman and Michael Bevacqua are Contributor Appointees who are affiliated with the Reporting Persons.

Ancillary Agreements

In connection with the Closing, the Issuer, Champion, the Funds, affiliates of Centerbridge Capital Partners, L.P. (collectively, the "Centerbridge Entities") and MAK-RO Capital Master Fund L.P. (collectively, the "MAK Entities" and, together with the Centerbridge Entities and the Reporting Persons, the "Sponsors") and certain other parties entered into various ancillary agreements governing activities of the parties in respect of the Issuer after the Closing.

Registration Rights Agreement

On the Closing Date, the Issuer, the Sponsors, Champion and certain other parties entered into a registration rights agreement (the "Registration Rights Agreement") providing for, among other things, customary demand and "piggyback" registration rights in favor of the Sponsors and other members of Champion in connection with the shares of the Common Stock received in the Exchange. The Sponsors expect to exercise their demand registration rights under the Registration Rights Agreement in connection with the sale, from time to time, of their Exchange Shares.

Investor Rights Agreement

Also on the Closing Date, the Issuer, the Sponsors, Champion and certain other parties entered into an investor rights agreement (the "Investor Rights Agreement") providing for, among other things, certain agreements relating to the composition of the Issuer Board and certain information rights.

Coordination Agreement & Proxy

In connection with the Exchange, the Sponsors entered into an Amended and Restated Coordination Agreement, dated as of May 31, 2018 (the "Coordination Agreement"), which provides for, among other things, coordination among the Sponsors in respect of the exercise of their registration rights pursuant to the Registration Rights Agreement and certain agreements among Sponsors relating to the composition of the Issuer Board, the transfer of shares of Common Stock, and the voting of shares of Common Stock by the Sponsors.

Pursuant to the Coordination Agreement, except as set forth therein, each Sponsor agreed to vote, or cause its shares to be voted, as directed by the Sponsor Majority (as defined below), on all matters presented to the holders of the shares of Common Stock. If a Sponsor fails to vote on any matter presented to the holders of the shares of Common Stock (a "Non-Voting Sponsor"), each other Sponsor shall be permitted to vote, or cause to be voted, the shares of Common Stock held by the Non-Voting Sponsor in accordance with the direction of the Sponsor Majority. In furtherance of the voting agreement set forth in the Coordination Agreement, on the Closing Date, each Sponsor granted to each other Sponsor an irrevocable proxy and power of attorney to vote, or cause its shares of Common Stock to be voted, in accordance with the Sponsor Majority (as defined below), on all matters that are presented to the holders of shares of Common Stock (the "Proxy"). For purposes of the Coordination Agreement, the "Sponsor Majority" is the approval or direction of (i) at least two of the Sponsors then holding 5% or more of the outstanding shares of Common Stock (the "Minimum Ownership Threshold"), if there is more than one Sponsor then satisfying the Minimum

Ownership Threshold, and (ii) one Sponsor then satisfying the Minimum Ownership Threshold, if there is only one Sponsor then satisfying the Minimum Ownership Threshold. The Proxy is an irrevocable proxy coupled with an interest and will continue in full force and effect until the closing of the initial offer and sale of shares of Common Stock by the Sponsors for cash pursuant to an effective registration statement, at which time the Proxy shall automatically terminate.

The foregoing descriptions of the Exchange Agreement, the Registration Rights Agreement, the Investor Rights Agreement, the Coordination Agreement and the Proxy are summaries, do not purport to be complete, and are qualified in their entirety by reference to the full text of the Exchange Agreement, the Registration Rights Agreement, the Investor Rights Agreement, the Coordination Agreement and the Proxy, copies of which are filed as exhibits to the Company's Current Report on Form 8-K filed June 6, 2018, which are incorporated herein by reference or, in the case of the Proxy, a copy of which is filed as an exhibit hereto.

Except for the foregoing, the Reporting Persons do not have, as of the date of this filing, any plans or proposals that relate to or would result in any of the actions or events specified in clauses (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons may from time to time consider plans or proposals that would relate to, or would result in, the actions or events specified in clauses (a) through (j) of Item 4 of Schedule 13D and, in connection therewith, may discuss, evaluate and/or pursue such plans or proposals with their advisors, the Issuer or other persons, including the other parties to the Registration Rights Agreement, the Investor Rights Agreement or the Coordination Agreement. In particular, subject to the terms and conditions of the Coordination Agreement, the Funds may sell some or all of their shares of Common Stock in the open market or otherwise, at any time or from time to time.

Item 5. Interest in Securities of the Issuer.

(a)-(b) The information contained in rows 7, 8, 9, 10, 11 and 13 on each of the cover pages of this Schedule 13D is incorporated by reference in its entirety into this Item 5.

By virtue of the Investor Rights Agreement and the Coordination Agreement, the Reporting Persons and the other Sponsors may be deemed to be members of a "group" (within the meaning of Rule 13d-5 under the Act) that beneficially owns an aggregate of 41,465,923 shares, or approximately 73.9%, of the outstanding shares of Common Stock. However, the filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons and the other Sponsors are members of any such group. Each of the other Sponsors is separately filing a Schedule 13D reporting its beneficial ownership of the shares of Common Stock held by it. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock held by each of the other Sponsors.

The calculation is based upon 56,143,252 shares of Common Stock being outstanding as of June 1, 2018, based on the 8,391,244 shares of Common Stock outstanding prior to the Shares Issuance (as defined in Item 3), as disclosed by the Issuer in its Definitive Proxy Statement filed with the SEC on April 25, 2018, and the 47,752,008 shares of Common Stock issued in the Exchange (as defined in Item 3), as disclosed by the issuer in its Current Report on Form 8-K filed with the SEC on June 6, 2018.

(c) Except for the Share Issuance, no Reporting Person has effected any transaction in the shares of Common Stock during the past 60 days.

(d) To the knowledge of the Reporting Persons, no person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by the Reporting Persons identified in this Item 5.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information set forth in Items 3 and 4 of this Schedule 13D is incorporated by reference in its entirety into this Item 6. By virtue of the Investor Rights Agreement and the Coordination Agreement, the Reporting Persons and the other Sponsors may be deemed to be a "group" (within the meaning of Rule 13d-5 under the Act) with respect to the shares of Common Stock of the Issuer beneficially owned by each of them.

The agreement among the Reporting Persons related to the joint filing of this Schedule 13D is attached as Exhibit 99.1 hereto.

Item 7. Material to Be Filed as Exhibits.

Exhibit No.

99.1 Joint Filing Agreement

Share Contribution & Exchange Agreement dated January 5, 2018 by and among Skyline Corporation and

99.2 Champion Enterprises Holdings, LLC (incorporated by reference to Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed on January 5, 2018).

Amended and Restated Coordination Agreement, dated as of May 31, 2018, by and among Sankaty Champion Holdings, LLC, Sankaty Credit Opportunities IV, L.P., Centerbridge Capital Partners, L.P., Centerbridge

99.3 Capital Partners Strategic, L.P., Centerbridge Capital Partners SBS, L.P., CCP Champion Investors, LLC, MAK Champion Investments LLC and MAK-RO Capital Master Fund L.P. (incorporated by reference to Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed on June 6, 2018).

Irrevocable Proxy Pursuant to Amended and Restated Coordination Agreement, dated as of June 1, 2018, by

99.4 Sankaty Champion Holdings, LLC and Sankaty Credit Opportunities IV, L.P., in favor of Centerbridge Capital Partners, L.P., Centerbridge Capital Partners Strategic, L.P., Centerbridge Capital Partners SBS, L.P., CCP Champion Investors, LLC, MAK Champion Investment LLC and MAK-RO Capital Master Fund L.P.

Irrevocable Proxy Pursuant to Amended and Restated Coordination Agreement, dated as of June 1, 2018, by

99.5 MAK Champion Investment LLC and MAK-RO Capital Master Fund L.P. in favor of Sankaty Champion Holdings, LLC, Sankaty Credit Opportunities IV, L.P., Centerbridge Capital Partners, L.P., Centerbridge Capital Partners Strategic, L.P., Centerbridge Capital Partners SBS, L.P., and CCP Champion Investors, LLC.

Irrevocable Proxy Pursuant to Amended and Restated Coordination Agreement, dated as of June 1, 2018, by

99.6 Centerbridge Capital Partners, L.P., Centerbridge Capital Partners Strategic, L.P., Centerbridge Capital Partners SBS, L.P., and CCP Champion Investors, LLC in favor of Sankaty Champion Holdings, LLC, Sankaty Credit Opportunities IV, L.P., MAK Champion Investment LLC and MAK-RO Capital Master Fund L.P.

Investor Rights Agreement, dated as of June 1, 2018, by and among Skyline Champion Corporation, Champion Enterprises Holdings, LLC, Sankaty Champion Holdings, LLC, Sankaty Credit Opportunities IV, L.P.,

99.7 Centerbridge Capital Partners, L.P., Centerbridge Capital Partners Strategic, L.P., Centerbridge Capital Partners SBS, L.P., CCP Champion Investors, LLC, MAK Champion Investment LLC and MAK-RO Capital Master Fund L.P. (incorporated by reference to Exhibit 4.2 to the Issuer's Current Report on Form 8-K filed on June 6, 2018).

Registration Rights Agreement, dated as of June 1, 2018, by and among Skyline Champion Corporation, Champion Enterprises Holdings, LLC, Arthur J. Decio, Sankaty Champion Holdings, LLC, Sankaty Credit

99.8 Opportunities IV, L.P., Centerbridge Capital Partners, L.P., Centerbridge Capital Partners Strategic, L.P., Centerbridge Capital Partners SBS, L.P., CCP Champion Investors, LLC, MAK Champion Investment LLC, MAK-RO Capital Master Fund L.P., and each other person party thereto (incorporated by reference to Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed on June 6, 2018).

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: June 11, 2018

SANKATY CHAMPION
HOLDINGS, LLC

By: Bain Capital Credit Member,
LLC, its manager

By: /s/ Andrew S. Viens
Name: Andrew S. Viens
Title: Executive Vice President

SANKATY CREDIT
OPPORTUNITIES IV, L.P.

Sankaty Credit Opportunities
By: Investors IV, LLC, its general
partner

By: Bain Capital Credit Member,
LLC, its managing member

By: /s/ Andrew S. Viens
Name: Andrew S. Viens
Title: Executive Vice President

SANKATY CREDIT
OPPORTUNITIES INVESTORS
IV, LLC

By: Bain Capital Credit Member,
LLC, its managing member

By: /s/ Andrew S. Viens
Name: Andrew S. Viens
Title: Executive Vice President

BAIN CAPITAL CREDIT
MEMBER, LLC

By: /s/ Andrew S. Viens

Name: Andrew S. Viens

Title: Executive Vice President

INDEX TO EXHIBITS

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Irrevocable Proxy Pursuant to Amended and Restated Coordination Agreement, dated as of June 1, 2018, by

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