MAGELLAN MIDSTREAM PARTNERS LP Form SC 13D/A January 06, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Magellan Midstream Partners, L.P.

(Name of Issuer)

Common Units, representing limited partner interests, no par value

(Title of Class of Securities)

559080106

(CUSIP Number)

Lonny E. Townsend

Magellan Midstream Holdings, L.P.

One Williams Center, P.O. Box 22186

Tulsa, OK 74121-2186

(918) 574-7000

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

January 2, 2004

(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 Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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).

^{*} 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.

CUSIP No. 55908010		06 13D/A	Page 2 of 20 Pages
1.	Name of Repo	rting Person	
	MAGELL	AN MIDSTREAM HOLDINGS, L.P.	
2.	Check the app	ropriate box if a member of a group	
	(a) "		
	(b) x		
3.	SEC Use Only		
4.	Source of Fund	ıls	
	BK, AF/O	(Contribution from partners)	
5.	Check if Discl	osure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizenship or	Place of Organization	
	DELAWAI	RE	
NU	JMBER OF	7. Sole Voting Power	
;	SHARES		
BEN	IEFICIALLY	9,615,312*	
O'	WNED BY	8. Shared Voting Power	
	EACH		
REPORTING		0	
PERSON		9. Sole Dispositive Power	
	WITH		
		9,615,312*	

10. Shared Dispositive Power

	0
11.	Aggregate Amount Beneficially Owned by each Reporting Person
	9,615,312*
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13.	Percent of Class Represented by Amount in Row (11)
	35.1%*
14.	Type of Reporting Person
	PN (Limited Partnership)

^{*} The number and percentage of Common Units of the Issuer reported as beneficially owned in this Schedule 13D includes Common Units and another class of limited partner interests of the Issuer that is convertible into Common Units. See Item 1.

CUSIP No. 5590801	06	13D/A	Page 3 of 20 Pages
1. Name of Repo	orting Person		
MAGELL	AN MIDSTREAM M	ANAGEMENT, LLC	
2. Check the app	propriate box if a member of	f a group	
(a) "			
(b) x			
3. SEC Use Only	,		
4. Source of Fun	ds		
00			
5. Check if Disc	losure of Legal Proceedings	s is Required Pursuant to Items 2(d) or 2(e)	
6. Citizenship or	Place of Organization		
DELAWA	RE		
NUMBER OF	7. Sole Voting Power		
SHARES			
BENEFICIALLY	9,615,312*		
OWNED BY	8. Shared Voting Power	er -	
EACH			
REPORTING	0		
PERSON	9. Sole Dispositive Pov	wer	
WITH			
	9,615,312*		

10. Shared Dispositive Power

	0
11.	Aggregate Amount Beneficially Owned by each Reporting Person
	9,615,312*
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13.	Percent of Class Represented by Amount in Row (11)
	35.1%*
14.	Type of Reporting Person
	OO (Limited Liability Company)

^{*} The number and percentage of Common Units of the Issuer reported as beneficially owned in this Schedule 13D includes Common Units and another class of limited partner interests of the Issuer that is convertible into Common Units. See Item 1.

CUSIP No. 559080106			13D/A	Page 4 of 20 Pages
1.	Name of Repo	rting	Person	
	CARLYLE	/RI	VERSTONE MLP HOLDINGS, L.P.	
2.	Check the appr	opri	ate box if a member of a group	
	(a) "			
	(b) x			
3.	SEC Use Only			
4.	Source of Fund	ds		
	00			
5.	Check if Disclo	osure	of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizenship or	Place	of Organization	
	DELAWAI	RE		
NU	JMBER OF	7.	Sole Voting Power	
	SHARES			
BEN	NEFICIALLY		0	
O	WNED BY	8.	Shared Voting Power	
	EACH			
REPORTING			9,615,312*	
PERSON		9.	Sole Dispositive Power	
	WITH			
			0	

10. Shared Dispositive Power

PN (Limited Partnership)

	9,615,312*
11.	Aggregate Amount Beneficially Owned by ach Reporting Person
	9,615,312*
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13.	Percent of Class Represented by Amount in Row (11)
	35.1%*
14.	Type of Reporting Person

^{*} The number and percentage of Common Units of the Issuer reported as beneficially owned in this Schedule 13D includes Common Units and another class of limited partner interests of the Issuer that is convertible into Common Units. See Item 1.

CUSIP No. 559080	106	13D/A	Page 5 of 20 Pages
1. Name of Rep	orting Person		
CARLYLI	E/RIVERSTONE	ENERGY PARTNERS II, L.P.	
2. Check the app	propriate box if a memb	per of a group	
(a) "			
(b) x			
3. SEC Use Onl	y		
4. Source of Fur	nds		
00			
5. Check if Disc	losure of Legal Proceed	dings is Required Pursuant to Items 2(d) or 2(e)	
6. Citizenship or	Place of Organization		
DELAWA	RE		
NUMBER OF	7. Sole Voting Pov	wer	
SHARES			
BENEFICIALLY	0		
OWNED BY	8. Shared Voting I	Power	
EACH			
REPORTING	9,615,312*		
PERSON	9. Sole Dispositive	e Power	
WITH			
	0		

10. Shared Dispositive Power

PN (Limited Partnership)

	9,615,312*
11.	Aggregate Amount Beneficially Owned by each Reporting Person
	9,615,312*
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13.	Percent of Class Represented by Amount in Row (11)
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14.	Type of Reporting Person

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	13D/A	Page 6 of 20 Pages	
1. Name of Repor	ting Person		
C/R ENER	GY GP II, LLC		
2. Check the appr	opriate box if a member of a group		
(a) "			
(b) x			
3. SEC Use Only			
4. Source of Fund	ls		
00			
5. Check if Discle	osure of Legal Proceedings is Required Pu	rsuant to Items 2(d) or 2(e)	
6. Citizenship or	6. Citizenship or Place of Organization		
DELAWAI	RE		
NUMBER OF	7. Sole Voting Power		
SHARES			
BENEFICIALLY			
OWNED BY	8. Shared Voting Power		
EACH			
REPORTING	9,615,312*		
PERSON	9. Sole Dispositive Power		
WITH			
	0		

10. Shared Dispositive Power

OO (Limited Liability Company)

	9,615,312*
11.	Aggregate Amount Beneficially Owned by each Reporting Person
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14.	Type of Reporting Person

^{*} The number and percentage of Common Units of the Issuer reported as beneficially owned in this Schedule 13D includes Common Units and another class of limited partner interests of the Issuer that is convertible into Common Units. See Item 1.

CUSIP No. 559080106			13D/A	Page 7 of 20 Pages
1. N	Name of Repor	rting	Person	
I	RIVERSTO	NE	HOLDINGS, LLC	
2. (Check the appr	opria	te box if a member of a group	
(a) "			
(b) x			
3. S	SEC Use Only			
4. S	Source of Fund	ls		
(00			
5. (Check if Disclo	osure	of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6. (Citizenship or	Place	of Organization	
I	DELAWAI	RE		
NUM	MBER OF	7.	Sole Voting Power	
SH	IARES			
BENE	FICIALLY		0	
OW	NED BY	8.	Shared Voting Power	
Е	EACH			
REPORTING			9,615,312*	
PERSON		9.	Sole Dispositive Power	
V	VITH			
			0	

10. Shared Dispositive Power

OO (Limited Liability Company)

	9,615,312*
11.	Aggregate Amount Beneficially Owned by each Reporting Person
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^{*} The number and percentage of Common Units of the Issuer reported as beneficially owned in this Schedule 13D includes Common Units and another class of limited partner interests of the Issuer that is convertible into Common Units. See Item 1.

CUSIP No. 559080106			13D/A	Page 8 of 20 Pages
1. Name o	of Repor	ting	Person	
CARI	LYLE	IN	VESTMENT MANAGEMENT, L.L.C.	
2. Check	the appr	opria	te box if a member of a group	
(a) "				
(b) x				
3. SEC U	se Only			
4. Source	of Fund	ls		
00				
5. Check	if Disclo	sure	of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6. Citizen	ship or l	Place	of Organization	
DELA	AWAF	RE		
NUMBER	OF	7.	Sole Voting Power	
SHARES	S			
BENEFICIALLY			0	
OWNED I	3Y	8.	Shared Voting Power	
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REPORTING			9,615,312*	
PERSON		9.	Sole Dispositive Power	
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			0	

10. Shared Dispositive Power

IA, OO (Limited Liability Company)

	9,615,312*
11.	Aggregate Amount Beneficially Owned by each Reporting Person
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12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares
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14.	Type of Reporting Person

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CUSIP No. 559080	106	13D/A	Page 9 of 20 Pages
1. Name of Rep	orting Person		
TC GROU	JP, L.L.C.		
2. Check the app	propriate box if a member	r of a group	
(a) "			
(b) x			
3. SEC Use Onl	y		
4. Source of Fun	nds		
00			
5. Check if Disc	losure of Legal Proceedir	ngs is Required Pursuant to Items 2(d) or 2(e)	
6. Citizenship o	r Place of Organization		
DELAWA	RE		
NUMBER OF	7. Sole Voting Power	er	
SHARES			
BENEFICIALLY	0		
OWNED BY	8. Shared Voting Po	wer	
EACH			
REPORTING	9,615,312*		
PERSON	9. Sole Dispositive I	Power	
WITH			
	0		

10. Shared Dispositive Power

9,615,312*

14. Type of Reporting Person

OO (Limited Liability Company)

11.	Aggregate Amount Beneficially Owned by each Reporting Person
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12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13.	Percent of Class Represented by Amount in Row (11)
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CUSIP No. 559080106			13D/A	Page 10 of 20 Pages		
1. Na	1. Name of Repo		Person			
Т	CG HOLI	DIN	GS, L.L.C.			
2. Cl	Check the appropriate box if a member of a group					
(a)) "					
(b) x					
3. SI	EC Use Only					
4. Sc	ource of Fund	ls				
0	00					
5. Cl	heck if Disclo	sure	of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)			
6. Ci	itizenship or l	Place	of Organization			
D	ELAWAF	RE				
NUM	BER OF	7.	Sole Voting Power			
SHA	ARES					
BENEF	TICIALLY		0			
OWN	IED BY	8.	Shared Voting Power			
EA	ACH					
REPORTING			9,615,312*			
PERSON		9.	Sole Dispositive Power			
W	TTH					
			0			

10. Shared Dispositive Power

OO (Limited Liability Company)

	9,615,312*
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CUSIP No. 55	9080106	13D/A	Page 11 of 20 Pages
1. Name o	f Reporting Person		
MADI	SON DEARBORN	CAPITAL PARTNERS IV, L.P.	
2. Check the	he appropriate box if a me	mber of a group	
(a) "			
(b) x			
3. SEC Us	e Only		
4. Source	of Funds		
5. Check E	Box if Disclosure of Legal	Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6. Citizens	hip or Place of Organization	on	
DELA	WARE		
NUMBER (OF 7. Sole Voting I	Power	
SHARES			
BENEFICIAI	LLY 0		
OWNED B	Y 8. Shared Votin	g Power	
EACH			
REPORTIN	9,615,312	ķ	
PERSON	9. Sole Disposit	ive Power	
WITH			
	0		

10. Shared Dispositive Power

PN (Limited Partnership)

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CUSIP No. 559080106		106 13D/A	Page 12 of 20 Pages
1.	Name of Repo	orting Person	
	MADISON	N DEARBORN PARTNERS IV, L.P.	
2.	Check the app	propriate box if a member of a group	
	(a) "		
	(b) x		_
3.	SEC Use Only	y	
4.	Source of Fun	nds	
	00		
5.	Check if Discl	losure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6.	Citizenship or	· Place of Organization	
	DELAWA	RE	
NU	JMBER OF	7. Sole Voting Power	
;	SHARES		
BEN	VEFICIALLY	0	
O'	WNED BY	8. Shared Voting Power	
	EACH		
REPORTING		9,615,312*	
PERSON		9. Sole Dispositive Power	
	WITH		
		0	

10. Shared Dispositive Power

PN (Limited Partnership)

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11.	Aggregate Amount Beneficially Owned by each Reporting Person
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	35.1%*
14.	Type of Reporting Person

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CUSIP No. 5590	80106	13D/A	Page 13 of 20 Pages
1. Name of R	eporting Person		
MADISO	ON DEARBOR	RN PARTNERS, L.L.C.	
2. Check the	appropriate box if a	a member of a group	
(a) "			
(b) x			
3. SEC Use C	Only		
4. Source of I	₹unds		
00			
5. Check if D	isclosure of Legal	Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6. Citizenship	or Place of Organ	ization	
DELAW	ARE		
NUMBER OF	7. Sole Vot	ing Power	
SHARES			
BENEFICIALLY	Y 0		
OWNED BY	8. Shared V	oting Power	
EACH			
REPORTING	9,615,	312*	
PERSON	9. Sole Dis	positive Power	
WITH			
	0		

10. Shared Dispositive Power

OO (Limited Liability Company)

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13.	Percent of Class Represented by Amount in Row (11)
	35.1%*
14.	Type of Reporting Person

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THIS AMENDMENT NO. 3 RELATES TO THE SCHEDULE 13D ORIGINALLY FILED ON BEHALF OF THE REPORTING PERSONS WITH THE SECURITIES AND EXCHANGE COMMISSION (THE COMMISSION) ON JUNE 27, 2003, AS AMENDED BY AMENDMENT NO. 1 FILED ON BEHALF OF THE REPORTING PERSONS WITH THE COMMISSION ON DECEMBER 4, 2003, AS AMENDED BY AMENDMENT NO. 2 FILED ON BEHALF OF THE REPORTING PERSONS WITH THE COMMISSION ON DECEMBER 29, 2003. THE TEXT OF ITEMS 1 AND 5 OF SAID SCHEDULE 13D IS HEREBY AMENDED AS FOLLOWS:

Item 1. Security and Issuer.

Item 1 is hereby amended by deleting the text thereof in its entirety and replacing it with the following:

This statement on Schedule 13D (this **Schedule 13D**) relates to the common units (the **Common Units**) of Magellan Midstream Partners, L.P., a Delaware limited partnership (the **Issuer**). The principal executive offices of the Issuer are located at One Williams Center, Tulsa, OK 74172. The total number of Common Units reported as beneficially owned in this Schedule 13D is 9,615,312, which constitutes approximately 35.1% of the total number of Common Units outstanding. This number and percentage includes subordinated units (the **Subordinated Units**), which are convertible on a one-to-one basis into Common Units as described in Item 6. The beneficial ownership reported in this Schedule 13D assumes that at January 2, 2004 there were 21,710,618 Common Units outstanding and 5,679,694 Subordinated Units outstanding. The Common Units and Subordinated Units each represent limited partner interests in the Issuer.

Item 5. Interest in Securities of the Issuer.

Subsections (a)-(b) and (c) of Item 5 are hereby amended by deleting the text thereof in their entirety and replacing them with the following:

- (a)-(b)(i) Buyer is the sole record owner of, and has the sole power to vote and dispose of 3,935,618 Common Units, and 5,679,694 Subordinated Units which are convertible into an equal number of Common Units, representing, on an as-converted basis, an aggregate of 9,615,312 Common Units (35.1%).
 - (ii) Buyer GP does not directly own any Units. By virtue of being the sole general partner of Buyer, Buyer GP may be deemed to possess sole voting and dispositive powers with respect to those Units held by Buyer, representing an aggregate 9,615,312 Common Units (35.1%).
 - (iii) C/R MLP does not directly own any Units. By virtue of being one of two managing members of Buyer GP, C/R MLP may be deemed to possess shared

voting and dispositive powers with respect to those Units held by Buyer, representing an aggregate 9,615,312 Common Units (35.1%).

- (iv) MDCP IV does not directly own any Units. By virtue of being one of two managing members of Buyer GP, MDCP IV may be deemed to possess shared voting and dispositive powers with respect to those Units held by Buyer, representing an aggregate 9.615,312 Common Units (35.1%).
- (v) C/R EP does not directly own any Units. By virtue of being the sole general partner of C/R MLP, C/R EP may be deemed to possess shared voting and dispositive powers with respect to those Units held by Buyer, representing an aggregate 9,615,312 Common Units (35.1%).
- (vi) MDP IV does not directly own any Units. By virtue of being the sole general partner of MDCP IV, MDP IV may be deemed to possess shared voting and dispositive powers with respect to those Units held by Buyer, representing an aggregate 9,615,312 Common Units (35.1%).
- (vii) C/R GP does not directly own any Units. By virtue of being the sole general partner of C/R EP, C/R GP may be deemed to possess shared voting and dispositive powers with respect to those Units held by Buyer, representing an aggregate 9,615,312 Common Units (35.1%).
- (viii) MDP does not directly own any Units. By virtue of being the sole general partner MDP IV, MDP may be deemed to possess shared voting and dispositive powers with respect to those Units held by Buyer, representing an aggregate 9,615,312 Common Units (35.1%).
- (ix) Riverstone does not directly own any Units. By virtue of being an investment adviser with respect to certain assets of C/R GP, Riverstone may be deemed to possess shared voting and dispositive powers with respect to those Units held by Buyer, representing an aggregate 9,615,312 Common Units (35.1%).
- (x) CIM does not directly own any Units. By virtue of being an investment adviser with respect to certain assets of C/R GP, CIM may be deemed to possess shared voting and dispositive powers with respect to those Units held by Buyer, representing an aggregate 9,615,312 Common Units (35.1%).
- (xi) TC Group does not directly own any Units. By virtue of being the sole managing member of CIM, TC Group may be deemed to possess shared voting and dispositive powers with respect to those Units held by Buyer, representing an aggregate 9,615,312 Common Units (35.1%).
- (xii) TCG Holdings does not directly own any Units. By virtue of being the sole managing member of TC Group, TCG Holdings may be deemed to possess shared voting and dispositive powers with respect to those Units

held by Buyer, representing an aggregate 9,615,312 Common Units (35.1%).

(c) On December 24, 2003, Buyer sold 4,300,000 Common Units to the Underwriters (as defined herein) at the price of \$47.875 per unit (which amount includes the underwriting discount) (the **Sale**). On January 2, 2004, the Underwriters exercised the full amount of the Over-Allotment Option (as defined herein).

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned sknowledge and belief, each of the undersigned certifies that the information set forth in this Schedule 13D is true, complete and correct.

Date: January 5, 2004

MAGELLAN MIDSTREAM HOLDINGS, L.P.

By: Magellan Midstream Management, LLC

Its: General Partner

By: /s/ John D. Chandler

Name: John D. Chandler

Title: Chief Financial Officer, Vice

President and Treasurer

MAGELLAN MIDSTREAM MANAGEMENT, LLC

By: /s/ John D. Chandler

Name: John D. Chandler

Title: Chief Financial Officer, Vice

President and Treasurer

CARLYLE/RIVERSTONE MLP HOLDINGS,

L.P.

By: Carlyle/Riverstone Energy Partners II, L.P.

Its: General Partner

By: C/R Energy GP II, LLC

Its: General Partner

By: /s/ Pierre F. Lapeyre, Jr.

Name: Pierre F. Lapeyre, Jr.

Title: Managing Director

CARLYLE/RIVERSTONE ENERGY

PARTNERS II, L.P.

By: C/R Energy GP II, LLC

Its: General Partner

By: /s/ Pierre F. Lapeyre, Jr.

Name: Pierre F. Lapeyre, Jr.

Title: Managing Director

C/R ENERGY GP II, LLC

By: /s/ Pierre F. Lapeyre, Jr.

Name: Pierre F. Lapeyre, Jr.

Title: Managing Director

RIVERSTONE HOLDINGS, LLC

By: /s/ Pierre F. Lapeyre, Jr.

Name: Pierre F. Lapeyre, Jr.

Title: Managing Director

CARLYLE INVESTMENT MANAGEMENT,

L.L.C.

By: TC Group, L.L.C. Its: Managing Member

By: TCG Holdings, L.L.C. Its: Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

TCG HOLDINGS, L.L.C.

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

TC GROUP, L.L.C.

By: TCG Holdings, L.L.C. Its: Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

MADISON DEARBORN CAPITAL

PARTNERS IV, L.P.

By: Madison Dearborn Partners IV, L.P.

Its: General Partner

By: Madison Dearborn Partners,

L.L.C.

Its: General Partner

By: /s/ Justin S. Huscher

Name: Justin S. Huscher

Title: Managing Director

MADISON DEARBORN PARTNERS IV, L.P.

By: Madison Dearborn Partners, L.L.C.

Its: General Partner

By: /s/ Justin S. Huscher

Name: Justin S. Huscher

Title: Managing Director

MADISON DEARBORN PARTNERS, L.L.C.

By: /s/ Justin S. Huscher

Name: Justin S. Huscher

Title: Managing Director