

Brixmor Property Group Inc.  
Form SC 13G  
February 14, 2014

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. )\*

Brixmor  
Property Group  
Inc.  
(Name of  
Issuer)

Common Stock,  
\$0.01 par value  
(Title of Class  
of Securities)

11120U105  
(CUSIP  
Number)

December 31,  
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)

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Pages)

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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 the disclosures provided in a prior cover page.

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

<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Credit Partners, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	-0- SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	4,733,857
<b>7</b>	SOLE DISPOSITIVE POWER
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	
	4,733,857
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	4,733,857 ..

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 2.1%  
TYPE OF  
REPORTING  
PERSON

PN

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Centerbridge Credit Partners TE Intermediate I, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	-0- SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6,213,100
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
<b>9</b>	6,213,100 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	6,213,100

<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
<b>11</b>	REPRESENTED BY AMOUNT IN ROW (9)
<b>12</b>	2.7% TYPE OF REPORTING PERSON  PN

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Centerbridge Credit Partners General Partner, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	-0- SHARED VOTING POWER
<b>7</b>	10,946,957 SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
<b>9</b>	10,946,957 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	10,946,957

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

4.8%  
TYPE OF  
REPORTING  
**12** PERSON

PN

<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Credit GP Investors, L.L.C.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	-0- SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	10,946,957
	SOLE DISPOSITIVE POWER
<b>7</b>	
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	
	10,946,957
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	10,946,957
<b>10</b>	..

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 4.8%  
TYPE OF  
REPORTING  
PERSON

OO

<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Special Credit Partners, L.P.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	-0-
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5,157,648
<b>7</b>	SOLE DISPOSITIVE POWER
	-0-
<b>8</b>	SHARED DISPOSITIVE POWER
	5,157,648
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	5,157,648 ..

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 2.2%  
TYPE OF  
REPORTING  
PERSON

PN

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Centerbridge Special Credit Partners General Partner, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	-0- SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5,157,648
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
<b>9</b>	5,157,648 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	5,157,648

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

2.2%  
TYPE OF  
REPORTING  
**12** PERSON

PN

<b>1</b>	NAME OF REPORTING PERSON
	Centerbridge Special GP Investors, L.L.C.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	-0-
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5,157,648
<b>7</b>	SOLE DISPOSITIVE POWER
	-0-
<b>8</b>	SHARED DISPOSITIVE POWER
	5,157,648
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>10</b>	5,157,648 ..

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 2.2%  
TYPE OF  
REPORTING  
PERSON

OO

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Centerbridge Credit Partners Offshore Intermediate III, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	-0- SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	2,042,508
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	-0- SHARED DISPOSITIVE POWER
<b>9</b>	2,042,508 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,042,508

<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
<b>11</b>	REPRESENTED BY AMOUNT IN ROW (9)
<b>12</b>	0.9% TYPE OF REPORTING PERSON  PN

	NAME OF REPORTING PERSON
<b>1</b>	Centerbridge Credit Partners Offshore General Partner, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	-0- SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	2,042,508
	SOLE DISPOSITIVE POWER
<b>7</b>	
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	
	2,042,508
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,042,508

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

0.9%  
TYPE OF  
REPORTING  
**12** PERSON

PN

	NAME OF REPORTING PERSON
<b>1</b>	Centerbridge Credit Offshore GP Investors, L.L.C.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	-0- SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	2,042,508 SOLE DISPOSITIVE POWER
<b>7</b>	
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	
	2,042,508
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,042,508

<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
<b>11</b>	REPRESENTED BY AMOUNT IN ROW (9)
<b>12</b>	0.9% TYPE OF REPORTING PERSON
	OO

<b>1</b>	NAME OF REPORTING PERSON
	Mark T. Gallogly
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	-0- SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	18,147,113
<b>7</b>	SOLE DISPOSITIVE POWER
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	
	18,147,113
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	18,147,113
<b>10</b>	CHECK BOX IF THE

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 7.9%  
TYPE OF  
REPORTING  
PERSON

IN

<b>1</b>	NAME OF REPORTING PERSON
	Jeffrey H. Aronson
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	-0- SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	18,147,113
<b>7</b>	SOLE DISPOSITIVE POWER
	-0- SHARED DISPOSITIVE POWER
<b>8</b>	
	18,147,113
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	18,147,113
<b>10</b>	CHECK BOX IF THE

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 7.9%  
TYPE OF  
REPORTING  
PERSON

IN

**Item 1(a). NAME OF ISSUER**

The name of the issuer is Brixmor Property Group Inc. (the "Company").

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

The Company's principal executive offices are located at 420 Lexington Avenue, New York, New York 10170.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

- (i) Centerbridge Credit Partners, L.P., a Delaware limited partnership ("CCP"), with respect to the Common Stock (as defined in Item 2(d) below) beneficially owned by it;
- (ii) Centerbridge Credit Partners TE Intermediate I, L.P., a Delaware limited partnership ("CCPTE"), with respect to the Common Stock beneficially owned by it;
- (iii) Centerbridge Credit Partners General Partner, L.P., a Delaware limited partnership ("CCPGP"), as general partner of CCP and CCPTE, with respect to the Common Stock beneficially owned by CCP and CCPTE;
- (iv) Centerbridge Credit GP Investors, L.L.C., a Delaware limited liability company ("CCGPI"), as general partner of CCPGP, with respect to the Common Stock beneficially owned by CCP and CCPTE;
- (v) Centerbridge Special Credit Partners, L.P., a Delaware limited partnership ("CSCP"), with respect to the Common Stock beneficially owned by it;
- (vi) Centerbridge Special Credit Partners General Partner, L.P., a Delaware limited partnership ("CSCP GP"), as general partner of CSCP, with respect to the Common Stock beneficially owned by CSCP;
- (vii) Centerbridge Special GP Investors, L.L.C., a Delaware limited liability company ("CSGPI"), as general partner of CSCP GP, with respect to the Common Stock beneficially owned by CSCP;
- (viii) Centerbridge Credit Partners Offshore Intermediate III, L.P., a Delaware limited partnership ("CCPOI"), with respect to the Common Stock beneficially owned by it;
- (ix) Centerbridge Credit Partners Offshore General Partner, L.P., a Delaware limited partnership ("CCPOGP"), as general partner of CCPOI, with respect to the Common Stock beneficially owned by CCPOI;
- (x) Centerbridge Credit Offshore GP Investors, L.L.C., a Delaware limited liability company ("CCOGPI"), as general partner of CCPOGP with respect to the Common Stock beneficially owned by CCPOI;
- (xi) Mark T. Gallogly ("Mr. Gallogly"), as managing member of CCGPI, CSGPI and CCOGPI, with respect to the Common Stock beneficially owned CCP, CCPTE, CSCP and CCPOI; and

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(xxii) Jeffrey H. Aronson ("Mr. Aronson"), as managing member of CCGPI, CSGPI and CCOGPI, with respect to the Common Stock beneficially owned CCP, CCPTE, CSCP and CCPOI.

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.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is 375 Park Avenue, 12th Floor, New York, NY 10152.

**Item 2(c). CITIZENSHIP**

CCP, CCPTE, CCPGP, CSCP, CSCPGP, CCPOI and CCPOGP are limited partnerships organized under the laws of the State of Delaware. CCGPI, CSGPI and CCOGPI are limited liability companies organized under the laws of the State of Delaware. Messrs. Gallogly and Aronson are citizens of the United States.

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

Common Stock, \$0.01 par value per share ("Common Stock").

**Item 2(e). CUSIP NUMBER**

11120U105

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

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);



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(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

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

#### Item 4. OWNERSHIP

This Schedule 13G reports beneficial ownership of the shares of Common Stock beneficially owned by the Reporting Persons as of the date hereof.

##### A. Centerbridge Credit Partners, L.P.

(a) Amount beneficially owned: 4,733,857

Percent of class: 2.1%. The percentages used herein and in the rest of Item 4 are calculated based upon the 229,689,960 shares of

(b) Common Stock issued and outstanding as of December 2, 2013, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013 filed on December 3, 2013.

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

(ii) Shared power to vote or direct the vote: 4,733,857

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

Shared power to dispose or direct the disposition of: 4,733,857

(iv)

CCP has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CCPGP, its general partner and by CCGPI, the general partner of CCPGP. Neither of CCPGP nor CCGPI directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCP. However, none of the foregoing should be construed in and of itself as an admission by CCPGP or CCGPI or by any Reporting Person as to beneficial

ownership of the shares of Common Stock owned by another Reporting Person. In addition, each of CCPGP and CCGPI expressly disclaims beneficial ownership of the shares of Common Stock owned by CCP.

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B. Centerbridge Credit Partners TE Intermediate I, L.P.

- (a) Amount beneficially owned: 6,213,100
- (b) Percent of class: 2.7%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 6,213,100
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition of: 6,213,100

CCPTE has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CCPGP, its general partner and by CCGPI, the general partner of CCPGP. Neither of CCPGP nor CCGPI directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCPTE. However, none of the foregoing should be construed in and of itself as an admission by CCPGP or CCGPI or by any Reporting Person as to beneficial ownership of the shares of Common Stock owned by another Reporting Person. In addition, each of CCPGP and CCGPI expressly disclaims beneficial ownership of the shares of Common Stock owned by CCPTE.

C. Centerbridge Credit Partners General Partner, L.P. and Centerbridge Credit GP Investors, L.L.C.

- (a) Amount beneficially owned: 10,946,957
- (b) Percent of class: 4.8%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 10,946,957
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition of: 10,946,957

Each of CCP and CCPTE has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CCPGP, its general partner and by CCGPI, the general partner of CCPGP. Neither of CCPGP nor CCGPI directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCP and CCPTE. However, none of the foregoing should be construed in and of itself as an admission by CCPGP or CCGPI or by any Reporting Person as to beneficial ownership of the shares of Common Stock owned by another Reporting Person. In addition, each of CCPGP and CCGPI expressly disclaims beneficial ownership of the shares of Common Stock owned by CCP and CCPTE.

D. Centerbridge Special Credit Partners, L.P., Centerbridge Special Credit Partners General Partner, L.P. and Centerbridge Special GP Investors, L.L.C.

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- (a) Amount beneficially owned: 5,157,648
- (b) Percent of class: 2.2%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 5,157,648
- (ii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition of: 5,157,648

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CSCP has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CSCPGP, its general partner and by CSGPI, the general partner of CSCPGP. Neither of CSCPGP nor CSGPI directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CSCP. However, none of the foregoing should be construed in and of itself as an admission by CSCPGP or CSGPI or by any Reporting Person as to beneficial ownership of the shares of Common Stock owned by another Reporting Person. In addition, each of CSCPGP and CSGPI expressly disclaims beneficial ownership of the shares of Common Stock owned by CSCP.

Centerbridge Credit Partners Offshore Intermediate III, L.P.,  
 E.Centerbridge Credit Partners Offshore General Partner, L.P. and  
 Centerbridge Credit Offshore GP Investors, L.L.C.

(a) Amount beneficially owned: 2,042,508

(b) Percent of class: 0.9%

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

(ii) Shared power to vote or direct the vote: 2,042,508

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

Shared power to dispose or direct the disposition of: 2,042,508

(iv)

CCPOI has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by CCPOGP, its general partner and by CCOGPI, the general partner of CCPOGP. Neither of CCPOGP nor CCOGPI directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCPOI. However, none of the foregoing should be construed in and of itself as an admission by CCPOGP or CCOGPI or by any Reporting Person as to beneficial ownership of the shares of Common Stock owned by another Reporting Person. In addition, each of CCPOGP and CCOGPI expressly disclaims beneficial ownership of the shares of Common Stock owned by CCPOI.

F.Mark T. Gallogly and Jeffrey Aronson

(a) Amount beneficially owned: 18,147,113

(b) Percent of class: 7.9%

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

(ii) Shared power to vote or direct the vote: 18,147,113

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

(iv) Shared power to dispose or direct the disposition of: 18,147,113

Messrs. Gallogly and Aronson, as managing members of CCGPI, CSGPI and CCOGPI, share power to vote the Common Stock beneficially owned by CCP, CCPTE, CSCP and CCPOI. Neither Mr. Gallogly nor Mr. Aronson directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by CCP, CCPTE, CSCP and CCPOI. However, none of the foregoing should be construed in and of itself as an admission by Messrs. Gallogly or Aronson or by any Reporting Person as to beneficial ownership of the shares of Common Stock owned by another Reporting Person. In addition, each of Mr. Gallogly and Mr. Aronson expressly disclaims beneficial ownership of the shares of Common Stock owned by any of CCP, CCPTE, CSCP and CCPOI.

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

Not applicable.

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

Not applicable.

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

Not applicable.

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

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each of the Reporting Persons certifies that, to the best of its or his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2014

CENTERBRIDGE CREDIT PARTNERS, L.P.

By: Centerbridge Credit Partners General Partner, L.P., its general partner

By: Centerbridge Credit GP Investors, L.L.C., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS TE  
INTERMEDIATE I, L.P.

By: Centerbridge Credit Partners General Partner, L.P., its general partner

By: Centerbridge Credit GP Investors, L.L.C., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS GENERAL PARTNER, L.P.

By: Centerbridge Credit GP Investors, L.L.C., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT GP INVESTORS, L.L.C.

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

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CENTERBRIDGE SPECIAL CREDIT  
PARTNERS,  
L.P.

By: Centerbridge Special Credit Partners  
General Partner, L.P.,  
its general partner

By: Centerbridge Special GP Investors, L.L.C., its  
general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT  
PARTNERS

GENERAL PARTNER, L.P.

By: Centerbridge Special GP Investors, L.L.C., its  
general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE SPECIAL GP INVESTORS,  
L.L.C.

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS  
OFFSHORE  
INTERMEDIATE III, L.P.

By: Centerbridge Credit Partners Offshore  
General  
Partner, L.P., its general partner

By: Centerbridge Credit Offshore GP Investors,  
L.L.C., its general partner

/s/ Jeffrey H. Aronson

Name: Jeffrey H. Aronson

Title: Authorized Signatory

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Centerbridge Credit Partners OFFSHORE  
General Partner, L.P.

By: Centerbridge Credit Offshore GP Investors,  
L.L.C., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

Centerbridge Credit Offshore GP  
Investors, L.L.C.

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

MARK T. GALLOGLY

/S/ Mark T. Gallogly

JEFFREY H. ARONSON

/s/ Jeffrey H. Aronson

CUSIP No. 11120U105 13G Page 23 of 25 Pages  
EXHIBIT 1

JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2014

CENTERBRIDGE CREDIT PARTNERS, L.P.

By: Centerbridge Credit Partners General Partner, L.P., its general partner

By: Centerbridge Credit GP Investors, L.L.C., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS TE  
INTERMEDIATE I, L.P.

By: Centerbridge Credit Partners General Partner, L.P., its general partner

By: Centerbridge Credit GP Investors, L.L.C., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS GENERAL PARTNER, L.P.

By: Centerbridge Credit GP Investors, L.L.C., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory



CUSIP No. 11120U105 13G Page 24 of 25 Pages

CENTERBRIDGE CREDIT GP INVESTORS, L.L.C.

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT  
PARTNERS,  
L.P.

By: Centerbridge Special Credit Partners  
General Partner, L.P.,  
its general partner

By: Centerbridge Special GP Investors, L.L.C., its  
general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE SPECIAL CREDIT  
PARTNERS

GENERAL PARTNER, L.P.

By: Centerbridge Special GP Investors, L.L.C., its  
general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE SPECIAL GP INVESTORS,  
L.L.C.

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CENTERBRIDGE CREDIT PARTNERS  
OFFSHORE

INTERMEDIATE III, L.P.

By: Centerbridge Credit Partners Offshore  
General  
Partner, L.P., its general partner

By: Centerbridge Credit Offshore GP Investors,  
L.L.C., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

CUSIP No. 11120U105 13G Page 25 of 25 Pages

Centerbridge Credit Partners OFFSHORE  
General Partner, L.P.

By: Centerbridge Credit Offshore GP Investors,  
L.L.C., its general partner

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

Centerbridge Credit Offshore GP  
Investors, L.L.C.

/s/ Jeffrey H. Aronson  
Name: Jeffrey H. Aronson  
Title: Authorized Signatory

MARK T. GALLOGLY

/S/ Mark T. Gallogly

JEFFREY H. ARONSON

/s/ Jeffrey H. Aronson