

HUGHES Telematics, Inc.
Form SC 13D/A
June 10, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO**

13d-2(a)

(Amendment No. 2)

HUGHES TELEMATICS, INC.

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

73104R102

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue

Los Angeles, CA 90071

(213) 612-2500

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

June 8, 2011

(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 which 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 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 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 73104R102

13D

- | | |
|---|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Communications Investors LLC |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 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 53,814,291 shares of Common Stock |
| | 9 Sole Dispositive Power |
| | 10 Shared Dispositive Power 12,373,560 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 53,814,291 shares of Common Stock |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 57.2% |
| 14 | Type of Reporting Person OO |

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CUSIP No. 73104R102

13D

- | | |
|---|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo German Partners V GmbH & Co. KG |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization Germany |
| | 7 Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 Shared Voting Power 381,567 shares of Common Stock |
| | 9 Sole Dispositive Power |
| | 10 Shared Dispositive Power 110,619 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 381,567 shares of Common Stock |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 0.4% |
| 14 | Type of Reporting Person PN |

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13D

- | | |
|---|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo Verwaltungs V GmbH |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization Germany |
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| 13 | Percent of Class Represented by Amount in Row (11) 0.4% |
| 14 | Type of Reporting Person OO |

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CUSIP No. 73104R102

13D

- | | |
|----|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo Management V, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power 53,814,291 shares of Common Stock |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power 12,373,560 shares of Common Stock |
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| 13 | Percent of Class Represented by Amount in Row (11) 57.2% |
| 14 | Type of Reporting Person PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 73104R102

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
AIF V Management, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 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
53,814,291 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
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57.2%
- 14 Type of Reporting Person
OO

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CUSIP No. 73104R102

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- | | | |
|---|----|---|
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57.2%
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CUSIP No. 73104R102

13D

- | | |
|----|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo Management GP, LLC |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power 53,814,291 shares of Common Stock |
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Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management Holdings, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- | | | |
|---|----|---|
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57.2%
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PN

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management Holdings GP, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- | | | |
|---|----|---|
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- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
57.2%
- 14 Type of Reporting Person
OO

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13D

- | | |
|---|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person PLASE HT, LLC |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 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 6,402,993 shares of Common Stock |
| | 9 Sole Dispositive Power |
| | 10 Shared Dispositive Power 4,292,660 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 6,402,993 shares of Common Stock |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 6.8% |
| 14 | Type of Reporting Person OO |

CUSIP No. 73104R102

13D

- | | |
|----|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo Investment Fund V (PLASE), L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
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| 7 | Sole Voting Power |
| 8 | Shared Voting Power 6,402,993 shares of Common Stock |
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| 13 | Percent of Class Represented by Amount in Row (11) 6.8% |
| 14 | Type of Reporting Person PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 73104R102

13D

- | | |
|----|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo Advisors V, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power 6,784,560 shares of Common Stock |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power 4,403,279 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 6,784,560 shares of Common Stock |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 7.2% |
| 14 | Type of Reporting Person PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 73104R102

13D

- | | |
|----|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo Capital Management V, Inc. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
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| 14 | Type of Reporting Person CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 73104R102

13D

- | | |
|----|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo Principal Holdings I, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization Delaware |
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| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 7.2% |
| 14 | Type of Reporting Person PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 73104R102

13D

- | | |
|----|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo Principal Holdings I GP, LLC |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
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| 13 | Percent of Class Represented by Amount in Row (11) 7.2% |
| 14 | Type of Reporting Person OO |

Number of
Shares
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Owned by
Each
Reporting
Person With

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This Amendment No. 2 to Schedule 13D is filed by (i) Communications Investors LLC, a Delaware limited liability company, (ii) Apollo German Partners V GmbH & Co. KG, a limited partnership registered in Germany, (iii) Apollo Verwaltungs V GmbH, a limited liability company registered in Germany, (iv) Apollo Management V, L.P., a Delaware limited partnership, (v) AIF V Management LLC, a Delaware limited liability company, (vi) Apollo Management, L.P., a Delaware limited partnership, (vii) Apollo Management GP, LLC, a Delaware limited liability company, (viii) Apollo Management Holdings, L.P., a Delaware limited partnership, (ix) Apollo Management Holdings GP, LLC, a Delaware limited liability company, (x) PLASE HT, LLC, a Delaware limited liability company, (xi) Apollo Investment Fund V (PLASE), L.P., a Delaware limited partnership, (xii) Apollo Advisors V, L.P., a Delaware limited partnership, (xiii) Apollo Capital Management V, Inc., a Delaware corporation, (xiv) Apollo Principal Holdings I, L.P., a Delaware limited partnership, and (xv) Apollo Principal Holdings I GP, LLC, a Delaware limited liability company, and supplements and amends the Statement on Schedule 13D filed on April 10, 2009 and Amendment No. 1 to Schedule 13D filed on February 16, 2010 with respect to the common stock, par value \$0.0001 (the Common Stock) of Hughes Telematics, Inc. (the Issuer). The entities identified in (i) through (xv) above are collectively referred to herein as the Reporting Persons.

Unless otherwise indicated, each capitalized term used and not otherwise defined herein shall have the meaning assigned to such term in the Statement on Schedule 13D filed on April 10, 2009, as amended.

Responses to each item of this Amendment No. 2 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented as follows:

On June 8, 2011, pursuant to an Agreement and Plan of Merger dated February 13, 2011, among Hughes Communications, Inc. (HCI), Broadband Acquisition Corporation, EchoStar Corporation (EchoStar) and EchoStar Satellite Services, L.L.C., Broadband Acquisition Corporation merged with and into HCI. Following the merger, HCI continued as the surviving corporation and a wholly-owned subsidiary of EchoStar, and all shares of common stock of HCI that were outstanding immediately prior to the consummation of the merger were cancelled and converted into the right to receive \$60.70 in cash per share. As a result of the merger and the cancellation of the previously outstanding

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shares of common stock of HCI, the Apollo IV Funds, which previously held an aggregate of over 50% of the common stock of HCI, no longer own any shares of HCI. As a result, none of the Apollo IV Funds or any of the Reporting Persons beneficially own any shares of the Issuer's Common Stock that are held by HCI, and HCI is no longer included as part of a group with the Reporting Persons.

Following the merger, the Reporting Persons may be deemed to beneficially own an aggregate of 60,217,284 shares of Common Stock, including 3,000,000 shares issuable upon exercise of the warrant held by PLASE, which represents, in the aggregate, approximately 64.0% of the Issuer's outstanding Common Stock. The Reporting Persons other than Communications LLC each disclaims beneficial

ownership of the shares of Common Stock reported as beneficially owned by Communications LLC, and the Reporting Persons other than PLASE each disclaims beneficial ownership of the shares of Common Stock reported as beneficially owned by PLASE, and the filing of this Amendment No. 2 to Schedule 13D shall not be construed as an admission that such Reporting Person is the beneficial owner of any such securities for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(a) See the information contained on the cover pages to this Amendment No. 2 to Schedule 13D which is incorporated herein by reference. The percentage of the class beneficially owned by each Reporting Person is based on 94,103,976 outstanding shares of Common Stock of the Issuer as of May 9, 2011, as reported by the Issuer in its Quarterly Report on Form 10-Q (File No. 001-33860) filed with the Securities and Exchange Commission on May 10, 2011.

(b) See the information contained on the cover pages to this Amendment No. 2 to Schedule 13D which is incorporated herein by reference.

(c) There have been no reportable transactions with respect to the Common Stock of the Issuer within the last 60 days by the Reporting Persons, except as described in this Amendment No. 2 to Schedule 13D.

(d) Not applicable.

(e) Not applicable with respect to Communications LLC, PLASE, AIF V (PLASE), German V, Management V, AIF V Management, Apollo Management, Management GP, Management Holdings, Holdings GP, Apollo German GP, Advisors V, Capital Management V, Apollo Principal and Apollo Principal GP. June 8, 2011 with respect to HCI, AIF IV, Overseas IV, RRRR LLC, AP/RM LLC, ST LLC, Management IV, Advisors IV, and Capital Management IV.

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

Item 7. Material to be Filed as Exhibits

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Date: June 10, 2011

COMMUNICATIONS INVESTORS LLC

By: Apollo Management V, L.P.
Its Manager

By: AIF V Management, LLC
Its General Partner

By: Apollo Management, L.P.
Its sole Member/Manager

By: Apollo Management GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

Date: June 10, 2011

PLASE HT, LLC

By: Apollo Investment Fund V (PLASE), L.P.
Its Manager

By: Apollo Advisors V, L.P.
Its General Partner

By: Apollo Capital Management V, Inc.
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

Date: June 10, 2011

APOLLO INVESTMENT FUND V (PLASE), L.P.

By: Apollo Advisors V, L.P.
Its General Partner

By: Apollo Capital Management V, Inc.
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

Date: June 10, 2011

APOLLO GERMAN PARTNERS V GMBH & CO. KG

By: Apollo Advisors V, L.P.
Its Managing Limited Partner

By: Apollo Capital Management V, Inc.
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

Date: June 10, 2011

APOLLO VERWALTUNGS GMBH

By: /s/ Angela Bartl
Angela Bartl

Date: June 10, 2011

APOLLO ADVISORS V, L.P.

By: Apollo Capital Management V, Inc.
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

Date: June 10, 2011

APOLLO CAPITAL MANAGEMENT V, INC.

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

Date: June 10, 2011

APOLLO MANAGEMENT V, L.P.

By: AIF V Management, LLC
Its General Partner

By: Apollo Management, L.P.
Its sole Member/Manager

By: Apollo Management GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

Date: June 10, 2011

AIF V MANAGEMENT, LLC.

By: Apollo Management, L.P.
Its sole Member/Manager

By: Apollo Management GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

Date: June 10, 2011

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

Date: June 10, 2011

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

Date: June 10, 2011

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

Date: June 10, 2011

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

Date: June 10, 2011

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

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Date: June 10, 2011

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

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