

LAUREATE EDUCATION, INC.

Form 10-Q

May 09, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2018

OR

Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____.

Commission File Number: 001-38002

Laureate Education, Inc.

(Exact name of registrant as specified in its charter)

Delaware 52-1492296

(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

650 S. Exeter Street, Baltimore, Maryland 21202

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (410) 843-6100

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at March 31, 2018
Class A common stock, par value \$0.004 per share	55,255,800 shares
Class B common stock, par value \$0.004 per share	132,442,619 shares

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

LAUREATE EDUCATION, INC. AND SUBSIDIARIES

Consolidated Statements of Operations

IN THOUSANDS, except per share amounts

For the three months ended March 31,	2018	2017
	(Unaudited)	(Unaudited)
Revenues	\$ 885,288	\$ 855,933
Costs and expenses:		
Direct costs	865,446	853,232
General and administrative expenses	47,301	65,567
Operating loss	(27,459)	(62,866)
Interest income	6,129	4,694
Interest expense	(69,465)	(102,633)
Loss on debt extinguishment	(7,481)	(1,515)
(Loss) gain on derivatives	(19,340)	12,147
Other income, net	2,406	436
Foreign currency exchange (loss) gain, net	(8,754)	2,290
Gain on sales of subsidiaries, net	298,041	—
Income (loss) from continuing operations before income taxes	174,077	(147,447)
Income tax (expense) benefit	(2,532)	27,094
Net income (loss)	171,545	(120,353)
Net income attributable to noncontrolling interests	(2,666)	(2,454)
Net income (loss) attributable to Laureate Education, Inc.	\$ 168,879	\$ (122,807)
Accretion of Series A convertible redeemable preferred stock and other redeemable noncontrolling interests and equity	(57,403)	(38,876)
Net income (loss) available to common stockholders	\$ 111,476	\$ (161,683)
Basic and diluted earnings (loss) per share:		
Basic earnings (loss) per share	\$0.59	\$(1.05)
Diluted earnings (loss) per share	\$0.59	\$(1.05)

The accompanying notes are an integral part of these consolidated financial statements.

LAUREATE EDUCATION, INC. AND SUBSIDIARIES
 Consolidated Statements of Comprehensive Income
 IN THOUSANDS

For the three months ended March 31,	2018 (Unaudited)	2017 (Unaudited)
Net income (loss)	\$ 171,545	\$(120,353)
Other comprehensive income:		
Foreign currency translation adjustment, net of tax of \$0 for both periods	83,369	103,396
Unrealized gain on derivative instruments, net of tax of \$0 for both periods	2,210	2,592
Minimum pension liability adjustment, net of tax of \$0	376	—
Total other comprehensive income	85,955	105,988
Comprehensive income (loss)	257,500	(14,365)
Net comprehensive income attributable to noncontrolling interests	(2,387)	(2,786)
Comprehensive income (loss) attributable to Laureate Education, Inc.	\$ 255,113	\$(17,151)

The accompanying notes are an integral part of these consolidated financial statements.

LAUREATE EDUCATION, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

IN THOUSANDS, except per share amounts

	March 31, 2018 (Unaudited)	December 31, 2017
Assets		
Current assets:		
Cash and cash equivalents (includes VIE amounts of \$199,609 and \$231,940, see Note 2)	\$479,011	\$468,733
Restricted cash	184,989	224,934
Receivables:		
Accounts and notes receivable	786,145	535,176
Other receivables	21,474	21,551
Allowance for doubtful accounts	(196,159)	(198,802)
Receivables, net	611,460	357,925
Income tax receivable	25,150	41,178
Prepaid expenses and other current assets	134,615	93,461
Current assets held for sale	57,990	102,623
Total current assets (includes VIE amounts of \$537,880 and \$407,315, see Note 2)	1,493,215	1,288,854
Notes receivable, net	9,448	4,116
Property and equipment:		
Land	402,781	397,153
Buildings	995,922	1,026,656
Furniture, equipment and software	1,238,810	1,188,211
Leasehold improvements	440,121	423,658
Construction in-progress	75,392	84,520
Accumulated depreciation and amortization	(1,257,674)	(1,185,294)
Property and equipment, net	1,895,352	1,934,904
Land use rights, net	2,735	2,713
Goodwill	1,942,335	1,954,666
Other intangible assets:		
Tradenames	1,280,617	1,295,614
Other intangible assets, net	34,095	35,927
Deferred costs, net	67,061	64,128
Deferred income taxes	177,601	156,006
Derivative instruments	41,341	48,186
Other assets	261,727	214,218
Long-term assets held for sale	311,231	392,391
Total assets (includes VIE amounts of \$1,375,479 and \$1,419,579, see Note 2)	\$7,516,758	\$7,391,723

The accompanying notes are an integral part of these consolidated financial statements.

LAUREATE EDUCATION, INC. AND SUBSIDIARIES

Consolidated Balance Sheets (continued)

IN THOUSANDS, except per share amounts

	March 31, 2018	December 31, 2017
	(Unaudited)	
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$82,825	\$79,568
Accrued expenses	310,362	291,216
Accrued compensation and benefits	191,755	247,575
Deferred revenue and student deposits	675,455	312,422
Current portion of long-term debt	131,738	154,234
Current portion of due to shareholders of acquired companies	35,431	40,140
Income taxes payable	18,636	29,857
Derivative instruments	123	4,458
Other current liabilities	42,101	38,560
Current liabilities held for sale	103,340	176,719
Total current liabilities (includes VIE amounts of \$425,234 and \$341,147, see Note 2)	1,591,766	1,374,749
Long-term debt, less current portion	2,852,334	3,207,064
Due to shareholders of acquired companies, less current portion	39,512	39,429
Deferred compensation	14,594	14,470
Income taxes payable	81,321	112,576
Deferred income taxes	293,957	278,215
Derivative instruments	14,772	9,390
Other long-term liabilities	312,001	260,144
Long-term liabilities held for sale	86,853	94,407
Total liabilities (includes VIE amounts of \$496,419 and \$449,561, see Note 2)	5,287,110	5,390,444
Series A convertible redeemable preferred stock, par value \$0.001 per share – 512 shares authorized, 401 shares issued and outstanding as of March 31, 2018 and December 31, 2017, respectively	447,881	400,276
Redeemable noncontrolling interests and equity	14,294	13,721
Stockholders' equity:		
Preferred stock, par value \$0.001 per share – 49,488 shares authorized, no shares issued and outstanding as of March 31, 2018 and December 31, 2017	—	—
Class A common stock, par value \$0.004 per share – 700,000 shares authorized, 55,256 shares issued and outstanding as of March 31, 2018 and 55,052 shares issued and outstanding as of December 31, 2017	221	220
Class B common stock, par value \$0.004 per share – 175,000 shares authorized, 132,443 shares issued and outstanding as of March 31, 2018 and December 31, 2017	530	530
Additional paid-in capital	3,383,778	3,446,206
Accumulated deficit	(772,283)	(946,236)
Accumulated other comprehensive loss	(839,322)	(925,556)
Total Laureate Education, Inc. stockholders' equity	1,772,924	1,575,164
Noncontrolling interests	(5,451)	12,118
Total stockholders' equity	1,767,473	1,587,282
Total liabilities and stockholders' equity	\$7,516,758	\$7,391,723
The accompanying notes are an integral part of these consolidated financial statements.		

LAUREATE EDUCATION, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
IN THOUSANDS

For the three months ended March 31,	2018	2017
Cash flows from operating activities	(unaudited)	(unaudited)
Net income (loss)	\$ 171,545	\$(120,353)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization	67,762	64,514
(Gain) loss on sales of subsidiaries and disposal of property and equipment, net	(297,479)	345
Loss (gain) on derivative instruments	19,132	(12,267)
Loss on debt extinguishment	7,481	467
Non-cash interest expense	4,645	12,233
Non-cash share-based compensation expense	(3,756)	22,388
Bad debt expense	22,153	16,502
Deferred income taxes	(26,560)	(15,882)
Unrealized foreign currency exchange loss	1,082	1,079
Non-cash loss from non-income tax contingencies	2,121	4,037
Other, net	(315)	1,919
Changes in operating assets and liabilities:		
Receivables	(268,434)	(267,480)
Prepaid expenses and other assets	(20,158)	(43,773)
Accounts payable and accrued expenses	(61,087)	(51,855)
Income tax receivable/payable, net	(14,810)	(8,907)
Deferred revenue and other liabilities	389,602	360,635
Net cash used in operating activities	(7,076)	(36,398)
Cash flows from investing activities		
Purchase of property and equipment	(44,245)	(37,147)
Expenditures for deferred costs	(3,365)	(3,476)
Receipts from sales of subsidiaries and property and equipment, net of cash sold	359,510	126
Settlement of derivatives related to sale of subsidiaries	(9,960)	—
Property insurance recoveries	—	370
Payments from (to) related parties and affiliates	750	(347)
Net cash provided by (used in) investing activities	302,690	(40,474)
Cash flows from financing activities		
Proceeds from issuance of long-term debt, net of original issue discount	188,563	6,790
Payments on long-term debt	(541,812)	(50,335)
Payments of deferred purchase price for acquisitions	(5,534)	(5,315)
Payments to purchase noncontrolling interests	(127)	—
Proceeds from issuance of convertible redeemable preferred stock, net of issuance costs	—	55,290
Payment of dividends on Series A Preferred Stock	(9,719)	—
Proceeds from initial public offering, net of issuance costs	—	456,888
Withholding of shares to satisfy tax withholding for vested stock awards	(803)	—
Payments of debt issuance costs	(148)	(600)
Noncontrolling interest holder's loan to subsidiaries	—	943
Distributions from noncontrolling interest holders	581	454
Net cash (used in) provided by financing activities	(368,999)	464,115
Effects of exchange rate changes on Cash and cash equivalents and Restricted cash	20,133	10,618

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Change in cash included in current assets held for sale	23,585	—
Net change in Cash and cash equivalents and Restricted cash	(29,667) 397,861
Cash and cash equivalents and Restricted cash at beginning of period	693,667	654,284
Cash and cash equivalents and Restricted cash at end of period	\$ 664,000	\$ 1,052,145

The accompanying notes are an integral part of these consolidated financial statements.

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Laureate Education, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollars and shares in thousands)
Note 1. Description of Business

Laureate Education, Inc. and subsidiaries (hereinafter Laureate, we, us, our, or the Company) provide higher education programs and services to students through an international network of licensed universities and higher education institutions (institutions). Laureate's programs are provided through institutions that are campus-based and internet-based, or through electronically distributed educational programs (online). On October 1, 2015, we redomiciled in Delaware as a public benefit corporation as a demonstration of our long-term commitment to our mission to benefit our students and society.

The Company's shares are listed on the Nasdaq Global Select Market under the symbol "LAUR". In its initial public offering (IPO) on February 6, 2017, the Company sold 35,000 shares of its Class A common stock in the IPO at a price of \$14.00 per share, resulting in net proceeds to the Company during the first quarter of 2017, after deducting underwriting discounts and commissions and offering expenses payable by us, of \$456,888.

As previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, (the 2017 Form 10-K) effective August 1, 2017, we changed our operating segments in order to realign our segments according to how our chief operating decision maker allocates resources and assesses performance. The segment changes resulted in Laureate increasing its number of operating segments from three to six, and is consistent with our goal of flattening our organizational structure to improve decision speed and operating effectiveness. As required, the segment information presented for comparative purposes for the three months ended March 31, 2017 has been revised to reflect this change.

The accompanying unaudited Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In our opinion, these financial statements include all adjustments considered necessary to present a fair statement of our consolidated results of operations, financial position and cash flows. Operating results for any interim period are not necessarily indicative of the results that may be expected for the full year. These unaudited Consolidated Financial Statements should be read in conjunction with Laureate's audited Consolidated Financial Statements included in our 2017 Form 10-K.

Note 2. Significant Accounting Policies

The Variable Interest Entity (VIE) Arrangements

Laureate consolidates in its financial statements certain internationally based educational organizations that do not have shares or other equity ownership interests. Although these educational organizations may be considered not-for-profit entities in their home countries and they are operated in compliance with their respective not-for-profit legal regimes, we believe they do not meet the definition of a not-for-profit entity under GAAP, and therefore we treat them as "for-profit" entities for accounting purposes. These entities generally cannot declare dividends or distribute their net assets to the entities that control them.

Under ASC 810-10, "Consolidation," we have determined that these institutions are VIEs and that Laureate is the primary beneficiary of these VIEs because we have, as further described herein: (1) the power to direct the activities of the VIEs that most significantly affect their educational and economic performance and (2) the right to receive economic benefits from contractual and other arrangements with the VIEs that could potentially be significant to the VIEs. We account for the acquisition of the right to control a VIE in accordance with ASC 805, "Business Combinations."

As discussed further in Note 5, Dispositions, the number of our VIE institutions was reduced by one in January 2018 following the sale of LEI Lie Ying Limited (LEILY).

The VIEs in Brazil and Mexico comprise several not-for-profit foundations that have insignificant revenues and operating expenses. Selected Consolidated Statements of Operations information for VIEs was as follows, net of the charges related to the above-described contractual arrangements:

For the three months ended March 31,	2018	2017
Selected Statements of Operations information:		
Revenues, by segment:		
Brazil	\$ —	\$ —
Mexico	—	—
Andean & Iberian	55,036	48,311
Central America & U.S. Campuses	15,140	15,375
EMEAA	61,196	66,213
Revenues	131,372	129,899
Depreciation and amortization	11,023	12,823
Operating (loss) income, by segment:		
Brazil	(18)	(21)
Mexico	(157)	(191)
Andean & Iberian	(39,262)	(41,923)
Central America & U.S. Campuses	(305)	1,055
EMEAA	12,771	11,887
Operating loss	(26,971)	(29,193)
Net loss	(22,468)	(20,112)
Net loss attributable to Laureate Education, Inc.	(22,728)	(20,936)

The following table reconciles the Net income (loss) attributable to Laureate Education, Inc. as presented in the table above, to the amounts in our Consolidated Statements of Operations:

For the three months ended March 31,	2018	2017
Net income (loss) attributable to Laureate Education, Inc.:		
Variable interest entities	\$(22,728)	\$(20,936)
Other operations	(30,590)	30,707
Corporate and eliminations	222,197	(132,578)
Net income (loss) attributable to Laureate Education, Inc.	\$ 168,879	\$(122,807)

The following table presents selected assets and liabilities of the consolidated VIEs. Except for Goodwill, the assets in the table below include the assets that can be used only to settle the obligations for the VIEs. The liabilities in the table are liabilities for which the creditors of the VIEs do not have recourse to the general credit of Laureate.

Selected Consolidated Balance Sheet amounts for these VIEs were as follows:

	March 31, 2018		December 31, 2017	
	VIE	Consolidated	VIE	Consolidated
Balance Sheets data:				
Cash and cash equivalents	\$ 199,609	\$ 479,011	\$ 231,940	\$ 468,733
Current assets held for sale	—	57,990	22,246	102,623
Other current assets	338,271	956,214	153,129	717,498
Total current assets	537,880	1,493,215	407,315	1,288,854
Goodwill	198,683	1,942,335	192,230	1,954,666
Tradenames	96,949	1,280,617	110,577	1,295,614
Other intangible assets, net	—	34,095	—	35,927
Long-term assets held for sale	—	311,231	185,139	392,391
Other long-term assets	541,967	2,455,265	524,318	2,424,271
Total assets	1,375,479	7,516,758	1,419,579	7,391,723
Current liabilities held for sale	—	103,340	64,895	176,719
Other current liabilities	425,234	1,488,426	276,252	1,198,030
Long-term liabilities held for sale	—	86,853	41,732	94,407
Long-term debt and other long-term liabilities	71,185	3,608,491	66,682	3,921,288
Total liabilities	496,419	5,287,110	449,561	5,390,444
Total stockholders' equity	879,060	1,767,473	970,018	1,587,282
Total stockholders' equity attributable to Laureate Education, Inc.	878,689	1,772,924	948,966	1,575,164

On January 24, 2018, a new Higher Education Law (the New Law) was passed by the Chilean Congress. On March 27, 2018, the Constitutional Court declared unconstitutional Article 63 of the New Law, which would have prohibited for-profit organizations such as Laureate from controlling the boards of universities in Chile. As the Constitutional Court did not release its opinion until April 26, 2018, signature and enactment of the New Law is expected to occur in the second quarter of 2018. Among other things left intact by the Constitutional Court, the New Law prohibits conflicts of interests and related party transactions with certain exceptions, including the provision of services that are educational in nature or essential for the university's purposes. The New Law provides for a transition period. The incoming Chilean presidential administration, which took office on March 11, 2018, has the responsibility to implement the new legislative mandates and compliance processes.

The Company is currently reviewing the impact the New Law will have on its Chilean operations, including the extent to which it will affect existing contractual relationships that the Company maintains with the Chilean non-profit universities. As the New Law no longer contains provisions that prohibit Laureate from controlling the boards of the Chilean non-profit universities, but still requires the promulgation of new regulations and procedures that will be applicable to any commercial relationship that the

Company has with the Chilean non-profit universities, the Company has determined that it will continue to consolidate the three Chilean non-profit universities, which are accounted for as variable interest entities, and its Chilean real estate subsidiary.

While we believe that all of our institutions in Chile are operating in full compliance with Chilean law, we cannot predict the extent or outcome of any educational reforms that may be implemented in Chile. The Company does not believe the New Law will change its relationship with its two tech/voc institutions in Chile that are for-profit entities. However, it is possible that the Chilean government will adopt additional laws that affect for-profit tech/voc institutions and their relationships with their owners. Depending upon how these reforms are defined and implemented, there could be a material adverse effect on our financial condition and results of operations.

Allowance for Doubtful Accounts

Receivables are deemed to be uncollectible when they have been outstanding for two years, or earlier when collection efforts have ceased, at which time they are written off. Prior to that, Laureate records an allowance for doubtful accounts to reduce our receivables to their net realizable value. Our allowance estimation methodology is based on the age of the receivables, the status of past-due amounts, historical collection trends, current economic conditions and student enrollment status. In the event that current collection trends differ from historical trends, an adjustment is made to the allowance account and bad debt expense.

The reconciliations of the beginning and ending balances of the Allowance for doubtful accounts were as follows:
For the three months ended March 31,

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5	SOLE VOTING POWER	
NUMBER OF		2,989,772 (1)	
SHARES	6	SHARED VOTING POWER	
BENEFICIALLY		None	
OWNED			
BY EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		2,989,772 (1)	
PERSON			
WITH	8	SHARED DISPOSITIVE POWER	
		None	
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		2,989,772 (1)	
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	<input type="radio"/>
		SHARES	
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	

2.96%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree AIF (Cayman) GP Ltd.

CUSIP No.
16117M305

SCHEDULE 13G

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1 NAME OF REPORTING PERSON

Oaktree AIF Investments, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,989,772 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

2,989,772 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,989,772 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.96%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree Fund GP III, L.P.

CUSIP No.
16117M305

SCHEDULE 13G

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1 NAME OF REPORTING PERSON

Oaktree AIF Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,989,772 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

2,989,772 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,989,772 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.96%

12 TYPE OF REPORTING PERSON

CO

(1) Solely in its capacity as the general partner of Oaktree AIF Investments, L.P.

CUSIP No.
16117M305

SCHEDULE 13G

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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VIIb, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 3,749,659 (1)
SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER
REPORTING

PERSON 3,749,659 (1)
WITH

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,749,659 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.71%

12 TYPE OF REPORTING PERSON

PN

(1) Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.

CUSIP No.
16117M305

SCHEDULE 13G

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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VIIb (Parallel), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 448,683 (1)
SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER
REPORTING

PERSON 448,683 (1)
WITH

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

448,683 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.44%

12 TYPE OF REPORTING PERSON

PN

(1) Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.

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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VIIb GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES 4,198,342 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 4,198,342 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,198,342 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.15%

12 TYPE OF REPORTING PERSON

CO

(1) In its capacity as the general partner of OCM Opportunities Fund VIIb, L.P and OCM Opportunities Fund VIIb (Parallel), L.P.

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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VIIb GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 4,198,342 (1)
SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER
REPORTING

PERSON 4,198,342 (1)
WITH

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,198,342 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.15%

12 TYPE OF REPORTING PERSON

OO

(1) In its capacity as the general partner of OCM Opportunities Fund VIIb GP, L.P.

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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF SHARES 4,353,458 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 4,353,458 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,353,458 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.31%

12 TYPE OF REPORTING PERSON

PN

(1) Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P. and in its capacity as the sole shareholder of OCM Opportunities Fund VII Delaware GP Inc.

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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VII GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 4,353,458 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 4,353,458 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,353,458 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.31%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of OCM Opportunities Fund VII, L.P.

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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VII GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

4,353,458 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

4,353,458 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,353,458 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.31%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the general partner of OCM Opportunities Fund VII GP, L.P.

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1 NAME OF REPORTING PERSON

Oaktree Value Opportunities Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 313,140 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED

None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 313,140 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

313,140 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.31% (2)

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as a limited partner of Oaktree Opportunities Investments, L.P. and as the direct owner of 13,140 Class A Common Stock Warrants.

(2) Based on a total of 101,052,864 shares of Class A Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 6, 2012.

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1 NAME OF REPORTING PERSON

Oaktree Value Opportunities Fund GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

313,140 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

313,140 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

313,140 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.31%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree Value Opportunities Fund, L.P.

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1 NAME OF REPORTING PERSON

Oaktree Value Opportunities Fund GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 313,140 (1)
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED

None

7 SOLE DISPOSITIVE POWER
BY EACH REPORTING PERSON

313,140 (1)

8 SHARED DISPOSITIVE POWER
WITH

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

313,140 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.31%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the general partner of Oaktree Value Opportunities Fund GP, L.P.

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1 NAME OF REPORTING PERSON

Oaktree FF Investment Fund, L.P. - Class B

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF SHARES 410,350 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

410,350 (1)

WITH 8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

410,350 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.41%

12 TYPE OF REPORTING PERSON

PN

(1) Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.

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1 NAME OF REPORTING PERSON

Oaktree FF Investment Fund GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 410,350 (1)
SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER
REPORTING

PERSON 410,350 (1)
WITH

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

410,350 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.41%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree FF Investment Fund, L.P. – Class B.

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1 NAME OF REPORTING PERSON

Oaktree FF Investment Fund GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF SHARES 410,350 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 410,350 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

410,350 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.41%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the general partner of Oaktree FF Investment Fund GP, L.P.

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1 NAME OF REPORTING PERSON

Oaktree Fund GP I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

12,575,913 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

12,575,913 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,575,913 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.44%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the managing member of Oaktree Fund GP, LLC, the general partner of OCM Opportunities Fund V GP, L.P. and OCM Opportunities Fund VI GP, L.P. and the sole shareholder of OCM

Opportunities Fund VII GP Ltd., Oaktree Value Opportunities Fund GP Ltd., Oaktree FF Investment Fund GP Ltd.
and OCM Opportunities Fund VIIb GP Ltd.

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1 NAME OF REPORTING PERSON

Oaktree Capital I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

12,575,913 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

12,575,913 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,575,913 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.44%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree Fund GP I, L.P.

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1 NAME OF REPORTING PERSON

OCM Holdings I, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

12,575,913 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

12,575,913 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,575,913 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.44%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the general partner of Oaktree Capital I, L.P.

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1 NAME OF REPORTING PERSON

Oaktree Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

12,575,913 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

12,575,913 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,575,913 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.44%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the managing member of OCM Holdings I, LLC.

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1 NAME OF REPORTING PERSON

Oaktree Capital Group, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

12,575,913 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

12,575,913 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,575,913 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.44%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the managing member of Oaktree Holdings, LLC and the sole shareholder of Oaktree Holdings, Inc.

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1 NAME OF REPORTING PERSON

Oaktree Capital Group Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

12,575,913 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

12,575,913 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,575,913 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.44%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the holder of a majority of the voting units of Oaktree Capital Group, LLC and a majority of the voting shares of Oaktree AIF Holdings, Inc.

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1 NAME OF REPORTING PERSON

Oaktree Capital Group Holdings GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

12,575,913 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

12,575,913 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,575,913 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.44%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the general partner of Oaktree Capital Group Holdings, L.P.

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ITEM 1. (a)

Name of Issuer:

Charter Communications, Inc. (the "Issuer")

(b)

Address of Issuer's Principal Executive Offices:

12405 Powerscourt Drive

St. Louis, Missouri 63131

ITEM 2. (a)

Name of Person Filing:

This Schedule 13G is filed jointly, pursuant to a joint filing agreement attached hereto as Exhibit I, by:

- (1) Oaktree Opportunities Investments, L.P. ("OOI") in its capacity as the direct owner of 12,147,369 shares of Class A Common Stock;
- (2) Oaktree Fund GP, LLC ("GP") in its capacity as the general partner of OOI;
- (3) OCM FIE, LLC ("FIE");
- (4) Oaktree Capital Management, L.P. ("OCM") in its capacity as the managing member of FIE;
- (5) Oaktree Holdings, Inc. ("Holdings Inc.") in its capacity as the general partner of OCM;
- (6) OCM Opportunities Fund V, L.P. ("OCM V") in its capacity as the direct owner of 95,743 Class A Common Stock Warrants;
- (7) OCM Opportunities Fund V GP, L.P. ("V GP") in its capacity as the general partner of OCM V;
- (8) OCM Opportunities Fund VI, L.P. ("OCM VI") as the direct owner of 215,108 Class A Common Stock Warrants;
- (9) OCM Opportunities Fund VI GP, L.P. ("VI GP") in its capacity as the general partner of OCM VI;
- (10) OCM Opportunities Fund VII Delaware, L.P. ("OCM Delaware VII") in its capacity as the direct owner of 104,553 Class A Common Stock Warrants;
- (11) OCM Opportunities Fund VII Delaware GP Inc. ("VII Delaware GP") in its capacity as the general partner of OCM Delaware VII;
- (12) OCM Opportunities Fund VI AIF (Cayman), L.P. ("OCM VI AIF") in its capacity as the holder of an indirect ownership interest in OOI;
- (13) Oaktree Fund AIF Series (Cayman), L.P. – Series H ("AIF H") in its capacity as the general partner of OCM VI AIF;
- (14) Oaktree AIF (Cayman) GP Ltd. ("AIF GP Ltd.") in its capacity as the general partner of AIF H;
- (15) Oaktree Fund GP III, L.P. ("GP III") in its capacity as the general partner of AIF GP Ltd.;
- (16) Oaktree AIF Investments, L.P. ("AIF Inv.") in its capacity as the

general partner of GP III;

(17) Oaktree AIF Holdings, Inc. (“AIF Holdings”) in its capacity as the general partner of AIF Inv.;

(18) OCM Opportunities Fund VIIb, L.P. (“OCM VIIb”) in its capacity as the holder of an indirect ownership interest in OOI.;

(19) OCM Opportunities Fund VIIb (Parallel), L.P. (“OCM VIIbP”) in its capacity as the holder of an indirect ownership interest in OOI;

(20) OCM Opportunities Fund VIIb GP, L.P. (“VIIb GP”) in its capacity as the general partner of OCM VIIb and OCM VIIbP;

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- (21) OCM Opportunities Fund VIIb GP Ltd. (“VIIb GP Ltd.”) in its capacity as the general partner of VIIb GP;
- (22) OCM Opportunities Fund VII, L.P. (“Fund VII”) in its capacity as the holder of an indirect ownership interest in OOI and in its capacity as the sole shareholder of VII Delaware GP;
- (23) OCM Opportunities Fund VII GP, L.P. (“Fund VII GP”) in its capacity as the general partner of Fund VII;
- (24) OCM Opportunities Fund VII GP Ltd. (“Fund VII GP Ltd.”) in its capacity as the general partner of Fund VII GP;
- (25) Oaktree Value Opportunities Fund, L.P. (“VOF”) in its capacity as a limited partner of OOI and as the direct owner of 13,140 Class A Common Stock Warrants;
- (26) Oaktree Value Opportunities Fund GP, L.P. (“VOF GP”) in its capacity as the general partner of VOF; and
- (27) Oaktree Value Opportunities Fund GP Ltd. (“VOF GP Ltd.”), in its capacity as the general partner of VOF GP;
- (28) Oaktree FF Investment Fund, L.P. -- Class B (“FF Inv”) in its capacity as the holder of an indirect ownership interest in Oaktree Opportunities Investments, L.P.;
- (29) Oaktree FF Investment Fund GP, L.P. (“FF GP”) in its capacity as the general partner of FF Inv;
- (30) Oaktree FF Investment Fund GP Ltd. (“FF GP Ltd.”) in its capacity as the general partner of FF GP;
- (31) Oaktree Fund GP I, L.P. (“GP I”) in its capacity as the managing member of GP, the general partner of V GP and VI GP and the sole shareholder of Fund VII GP Ltd., VOF GP Ltd., FF GP Ltd., VIIb GP Ltd.
- (32) Oaktree Capital I, L.P. (“Capital I”) in its capacity as the general partner of GP I;
- (33) OCM Holdings I, LLC (“Holdings I”) in its capacity as the general partner of Capital I;
- (34) Oaktree Holdings, LLC (“Holdings”) in its capacity as the managing member of Holdings I;
- (35) Oaktree Capital Group, LLC (“OCG”) in its capacity as the managing member of Holdings and the sole shareholder of Holdings Inc.;
- (36) Oaktree Capital Group Holdings, L.P. (“OCGH”) in its capacity as the holder of a majority of the voting units of OCG and as the sole shareholder of AIF Holdings; and
- (37) Oaktree Capital Group Holdings GP, LLC (“OCGH GP” and, together with OOI, GP, FIE, OCM, Holdings Inc., OCM V, V GP, OCM VI, VI GP, OCM Delaware VII, VII Delaware GP, OCM VI AIF, AIF H, AIF GP Ltd., GP III, AIF Inv., AIF Holdings, OCM VIIb, OCM VIIbP, VIIb GP, VIIb GP Ltd., Fund VII, Fund VII GP, Fund VII GP Ltd., VOF, VOF GP, VOF GP Ltd., FF Inv, FF GP, FF GP Ltd., GP I, Capital I, Holdings I, Holdings, OCG and OCGH, collectively, the “Reporting Persons” and, each individually, a “Reporting Person”) in its capacity as the general partner of OCGH.

Opps 6 Opportunities Investments Holdings Ltd., Opps 7 Opportunities Investments Holdings Ltd., Opps 7b Opportunities Investments Holdings Ltd. and FF Opportunities Investments Holdings Ltd. serve as intermediaries through which various Reporting Persons hold beneficial ownership; however, each such entity lacks both the power to

vote and the power to dispose of any shares of the Issuer.

Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement except to the extent of such person's pecuniary interest therein, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person.

- (b) Address of Principal Business Office, or if None, Residence:
The principal business address of each of the Reporting Persons is c/o Oaktree Capital Group Holdings GP, LLC, 333 South Grand Avenue, 28th Floor, Los Angeles, California 90071.
 - (c) Citizenship:
See Item 4 on the cover page(s) hereto.
 - (d) Title of Class of Securities:
Class A Common Stock, \$0.001 par value per share
 - (e) CUSIP Number:
16117M305
-

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o)
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) A Parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP

- (a) Amount beneficially owned:
See Item 9 on the cover page(s) hereto.
- (b) Percent of class:
See Item 11 on the cover page(s) hereto.
All calculations of percentage ownership in this Schedule 13G/A are based on a total of 101,052,864 shares of Class A Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 6, 2012.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote
See Item 5 on the cover page(s) hereto.
 - (ii) Shared power to vote or to direct the vote
See Item 6 on the cover page(s) hereto.
 - (iii) Sole power to dispose or to direct the disposition of
See Item 7 on the cover page(s) hereto.
 - (iv) Shared power to dispose or to direct the disposition of
See Item 8 on the cover page(s) hereto.

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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.

The shares of Class A Common Stock reported on this Schedule 13G/A are directly held by OOI which has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Common Stock.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

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. CERTIFICATIONS.

Not applicable.

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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: February 14, 2013

OAKTREE OPPORTUNITIES INVESTMENTS, L.P.

By: Oaktree Fund GP, LLC
Its: General Partner

By: Oaktree Fund GP I, L.P.
Its: Managing Member

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P.
Its: Managing Member

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OCM FIE, LLC

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott

Name: Philip McDermott

Title: Authorized Signatory

CUSIP No.
16117M305

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OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General
Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE HOLDINGS, INC.

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director, Associate General Counsel
and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OCM OPPORTUNITIES FUND V, L.P.

By: OCM Opportunities Fund V GP, L.P.
Its: General Partner

By: Oaktree Fund GP I, L.P.
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

CUSIP No.
16117M305

SCHEDULE 13G

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OCM OPPORTUNITIES FUND V GP, L.P.

By: Oaktree Fund GP I, L.P.
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VI, L.P.

By: OCM Opportunities Fund VI GP, L.P.
Its: General Partner

By: Oaktree Fund GP I, L.P.
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VI GP, L.P.

By: Oaktree Fund GP I, L.P.
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

CUSIP No.
16117M305

SCHEDULE 13G

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OCM OPPORTUNITIES FUND VII DELAWARE, L.P.

By: OCM Opportunities Fund VII Delaware GP Inc.
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VII DELAWARE GP INC.

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VI AIF (CAYMAN), L.P.

By: Oaktree Fund AIF Series (Cayman), L.P. – Series H
Its: General Partner

By: Oaktree AIF (Cayman) GP Ltd.
Its: General Partner

By: Oaktree Fund GP III, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

CUSIP No.
16117M305

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OAKTREE FUND AIF SERIES (CAYMAN) L.P. –
SERIES H

By: Oaktree AIF (Cayman) GP Ltd.
Its: General Partner

By: Oaktree Fund GP III, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OAKTREE AIF (CAYMAN) GP LTD.

By: Oaktree Fund GP III, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OAKTREE FUND GP III, L.P.

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OAKTREE AIF INVESTMENTS, L.P.

By: Oaktree AIF Holdings, Inc.
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE AIF HOLDINGS, INC.

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

CUSIP No.
16117M305

SCHEDULE 13G

Page 48 of 68

OCM OPPORTUNITIES FUND VIIB, L.P.

By: OCM Opportunities Fund VIIb GP, L.P.
Its: General Partner

By: OCM Opportunities Fund VIIb GP Ltd.
Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VIIB
(PARALLEL), L.P.

By: OCM Opportunities Fund VIIb GP, L.P.
Its: General Partner

By: OCM Opportunities Fund VIIb GP Ltd.
Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OCM OPPORTUNITIES FUND VIIB GP, L.P.

By: OCM Opportunities Fund VIIb GP Ltd.
Its: General Partner

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By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OCM OPPORTUNITIES FUND VIIB GP LTD.

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

CUSIP No.
16117M305

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OCM OPPORTUNITIES FUND VII, L.P.

By: OCM Opportunities Fund VII GP, L.P.
Its: General Partner

By: OCM Opportunities Fund VII GP Ltd.
Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OCM OPPORTUNITIES FUND VII GP, L.P.

By: OCM Opportunities Fund VII GP Ltd.
Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

CUSIP No.
16117M305

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OCM OPPORTUNITIES FUND VII GP LTD.

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE VALUE OPPORTUNITIES FUND, L.P.

By: Oaktree Value Opportunities Fund GP, L.P.
Its: General Partner

By: Oaktree Value Opportunities Fund GP Ltd.
Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

CUSIP No.
16117M305

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OAKTREE VALUE OPPORTUNITIES FUND GP, L.P.

By: Oaktree Value Opportunities Fund GP Ltd.
Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE VALUE OPPORTUNITIES FUND GP LTD.

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

CUSIP No.
16117M305

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OAKTREE FF INVESTMENT FUND, L.P. – CLASS
B

By: Oaktree FF Investment Fund GP,
L.P.

Its: General Partner

By: Oaktree FF Investment Fund GP
Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General
Counsel

By: /s/ Philip McDermott

Name: Philip McDermott

Title: Assistant Vice President

OAKTREE FF INVESTMENT FUND GP, L.P.

By: Oaktree FF Investment Fund GP
Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General
Counsel

By: /s/ Philip McDermott

Name: Philip McDermott

Title: Assistant Vice President

CUSIP No.
16117M305

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OAKTREE FF INVESTMENT FUND GP LTD.

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General
Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE FUND GP I, L.P.

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OAKTREE CAPITAL I, L.P.

By: OCM Holdings I, LLC
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General
Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OCM HOLDINGS I, LLC

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director, Associate General
Counsel

and Assistant Vice President

By: /s/ Philip McDermott

Name: Philip McDermott

Title: Assistant Vice President

CUSIP No.
16117M305

SCHEDULE 13G

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OAKTREE HOLDINGS, LLC

By: Oaktree Capital Group, LLC
Its: Managing Member

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director, Associate General
Counsel
and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE CAPITAL GROUP, LLC

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director, Associate General
Counsel
and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

CUSIP No.
16117M305

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OAKTREE CAPITAL GROUP HOLDINGS, L.P.

By: Oaktree Capital Group Holdings
Its: GP, LLC
General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director, Associate General
Counsel
and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP,
LLC

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director, Associate General
Counsel
and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

CUSIP No.
16117M305

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EXHIBIT I

JOINT FILING AGREEMENT

Pursuant to Rule 13(d)-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, each of the undersigned acknowledges and agrees that the foregoing statement on this Schedule 13G is filed on behalf of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of the undersigned without the necessity of filing additional joint acquisition statements. Each of the undersigned acknowledges that it shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated as of February 14, 2013.

OAKTREE OPPORTUNITIES INVESTMENTS, L.P.

By: Oaktree Fund GP, LLC
Its: General Partner

By: Oaktree Fund GP I, L.P.
Its: Managing Member

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P.
Its: Managing Member

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OCM FIE, LLC

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

CUSIP No.
16117M305

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OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate
General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE HOLDINGS, INC.

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director, Associate General Counsel
and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OCM OPPORTUNITIES FUND V, L.P.

By: OCM Opportunities Fund V GP, L.P.
Its: General Partner

By: Oaktree Fund GP I, L.P.
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

CUSIP No.
16117M305

SCHEDULE 13G

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OCM OPPORTUNITIES FUND V GP, L.P.

By: Oaktree Fund GP I, L.P.
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VI, L.P.

By: OCM Opportunities Fund VI GP, L.P.
Its: General Partner

By: Oaktree Fund GP I, L.P.
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VI GP, L.P.

By: Oaktree Fund GP I, L.P.
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

CUSIP No.
16117M305

SCHEDULE 13G

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OCM OPPORTUNITIES FUND VII DELAWARE, L.P.

By: OCM Opportunities Fund VII Delaware GP Inc.
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VII DELAWARE GP INC.

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VI AIF (CAYMAN), L.P.

By: Oaktree Fund AIF Series (Cayman), L.P. – Series H
Its: General Partner

By: Oaktree AIF (Cayman) GP Ltd.
Its: General Partner

By: Oaktree Fund GP III, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

CUSIP No.
16117M305

SCHEDULE 13G

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OAKTREE FUND AIF SERIES (CAYMAN) L.P. –
SERIES H

By: Oaktree AIF (Cayman) GP Ltd.
Its: General Partner

By: Oaktree Fund GP III, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OAKTREE AIF (CAYMAN) GP LTD.

By: Oaktree Fund GP III, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OAKTREE FUND GP III, L.P.

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OAKTREE AIF INVESTMENTS, L.P.

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By: Oaktree AIF Holdings, Inc.
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE AIF HOLDINGS, INC.

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

CUSIP No.
16117M305

SCHEDULE 13G

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OCM OPPORTUNITIES FUND VIIB, L.P.

By: OCM Opportunities Fund VIIb GP, L.P.
Its: General Partner

By: OCM Opportunities Fund VIIb GP Ltd.
Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VIIB
(PARALLEL), L.P.

By: OCM Opportunities Fund VIIb GP, L.P.
Its: General Partner

By: OCM Opportunities Fund VIIb GP Ltd.
Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OCM OPPORTUNITIES FUND VIIB GP, L.P.

By: OCM Opportunities Fund VIIb GP Ltd.
Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OCM OPPORTUNITIES FUND VIIB GP LTD.

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

CUSIP No.
16117M305

SCHEDULE 13G

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OCM OPPORTUNITIES FUND VII, L.P.

By: OCM Opportunities Fund VII GP, L.P.
Its: General Partner

By: OCM Opportunities Fund VII GP Ltd.
Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OCM OPPORTUNITIES FUND VII GP, L.P.

By: OCM Opportunities Fund VII GP Ltd.
Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

CUSIP No.
16117M305

SCHEDULE 13G

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OCM OPPORTUNITIES FUND VII GP LTD.

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE VALUE OPPORTUNITIES FUND, L.P.

By: Oaktree Value Opportunities Fund GP, L.P.
Its: General Partner

By: Oaktree Value Opportunities Fund GP Ltd.
Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

CUSIP No.
16117M305

SCHEDULE 13G

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OAKTREE VALUE OPPORTUNITIES FUND GP, L.P.

By: Oaktree Value Opportunities Fund GP Ltd.
Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE VALUE OPPORTUNITIES FUND GP LTD.

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

CUSIP No.
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OAKTREE FF INVESTMENT FUND, L.P. – CLASS
B

By: Oaktree FF Investment Fund GP,
L.P.

Its: General Partner

By: Oaktree FF Investment Fund GP
Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General
Counsel

By: /s/ Philip McDermott

Name: Philip McDermott

Title: Assistant Vice President

OAKTREE FF INVESTMENT FUND GP, L.P.

By: Oaktree FF Investment Fund GP
Ltd.

Its: General Partner

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting

Name: Richard Ting

Title: Managing Director and Associate General
Counsel

By: /s/ Philip McDermott

Name: Philip McDermott

Title: Assistant Vice President

CUSIP No.
16117M305

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OAKTREE FF INVESTMENT FUND GP LTD.

By: Oaktree Capital Management, L.P.
Its: Director

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General
Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE FUND GP I, L.P.

By: /s/ Richard Ting
Name: Richard Ting
Title: Authorized Signatory

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Authorized Signatory

OAKTREE CAPITAL I, L.P.

By: OCM Holdings I, LLC
Its: General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director and Associate General
Counsel

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OCM HOLDINGS I, LLC

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director, Associate General
Counsel

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and Assistant Secretary

By: /s/ Philip McDermott

Name: Philip McDermott

Title: Assistant Vice President

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OAKTREE HOLDINGS, LLC

By: Oaktree Capital Group, LLC
Its: Managing Member

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director, Associate General
Counsel
and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE CAPITAL GROUP, LLC

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director, Associate General
Counsel
and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

CUSIP No.
16117M305

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OAKTREE CAPITAL GROUP HOLDINGS, L.P.

By: Oaktree Capital Group Holdings
Its: GP, LLC
General Partner

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director, Associate General
Counsel
and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP,
LLC

By: /s/ Richard Ting
Name: Richard Ting
Title: Managing Director, Associate General
Counsel
and Assistant Secretary

By: /s/ Philip McDermott
Name: Philip McDermott
Title: Assistant Vice President
