

EnergySolutions, Inc.
Form SC 13D
January 10, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

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

EnergySolutions, Inc.
(Name of Issuer)

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

292756202
(CUSIP Number)

Steven J. Pully
Carlson Capital, L.P.
2100 McKinney Avenue
Dallas, TX 75201
(214) 932-9600

with a copy to:
David E. Rosewater
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

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

January 2, 2013
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

Edgar Filing: EnergySolutions, Inc. - Form SC 13D

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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

1 NAME OF REPORTING PERSON
 Double Black Diamond Offshore Ltd.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL " " PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

| | | |
|----|--------------|----------------------------------|
| 7 | NUMBER OF | SOLE VOTING POWER |
| | SHARES | 0 |
| 8 | BENEFICIALLY | SHARED VOTING POWER |
| | OWNED BY | 4,679,894 shares of Common Stock |
| 9 | EACH | SOLE DISPOSITIVE POWER |
| | REPORTING | 0 |
| 10 | PERSON WITH: | SHARED DISPOSITIVE POWER |
| | | 4,679,894 shares of Common Stock |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
 4,679,894 shares of Common Stock

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES " " CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 5.2%

14 TYPE OF REPORTING PERSON
 CO

1 NAME OF REPORTING PERSON
Black Diamond Offshore Ltd.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

| | | | |
|----|--|--------------------------|----------------------------------|
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | SOLE VOTING POWER | 0 |
| 8 | | SHARED VOTING POWER | 4,679,894 shares of Common Stock |
| 9 | | SOLE DISPOSITIVE POWER | 0 |
| 10 | | SHARED DISPOSITIVE POWER | 4,679,894 shares of Common Stock |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
4,679,894 shares of Common Stock

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.4%

14 TYPE OF REPORTING PERSON
CO

1 NAME OF REPORTING PERSON
 Black Diamond Thematic Offshore Ltd.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

| | | | |
|----|--|--------------------------|----------------------------------|
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | SOLE VOTING POWER | 0 |
| 8 | | SHARED VOTING POWER | 2,896,503 shares of Common Stock |
| 9 | | SOLE DISPOSITIVE POWER | 0 |
| 10 | | SHARED DISPOSITIVE POWER | 2,896,503 shares of Common Stock |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
 2,896,503 shares of Common Stock

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 3.2%

14 TYPE OF REPORTING PERSON
 CO

1 NAME OF REPORTING PERSON
 Carlson Capital, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | | |
|----|--|--------------------------|----------------------------------|
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | SOLE VOTING POWER | 0 |
| 8 | | SHARED VOTING POWER | 7,950,600 shares of Common Stock |
| 9 | | SOLE DISPOSITIVE POWER | 0 |
| 10 | | SHARED DISPOSITIVE POWER | 7,950,600 shares of Common Stock |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
 7,950,600 shares of Common Stock

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 8.8%

14 TYPE OF REPORTING PERSON
 PN; IA

1 NAME OF REPORTING PERSON
 Asgard Investment Corp. II

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL " "
 PROCEEDING IS REQUIRED PURSUANT TO ITEMS
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|----|--------------|----------------------------------|
| 7 | NUMBER OF | SOLE VOTING POWER |
| | SHARES | 0 |
| 8 | BENEFICIALLY | SHARED VOTING POWER |
| | OWNED BY | 7,950,600 shares of Common Stock |
| 9 | EACH | SOLE DISPOSITIVE POWER |
| | REPORTING | 0 |
| 10 | PERSON WITH: | SHARED DISPOSITIVE POWER |
| | | 7,950,600 shares of Common Stock |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
 7,950,600 shares of Common Stock

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES " "
 CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 8.8%

14 TYPE OF REPORTING PERSON
 CO

1 NAME OF REPORTING PERSON
 Asgard Investment Corp.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL " "
 PROCEEDING IS REQUIRED PURSUANT TO ITEMS
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|----|--------------|----------------------------------|
| 7 | NUMBER OF | SOLE VOTING POWER |
| | SHARES | 0 |
| 8 | BENEFICIALLY | SHARED VOTING POWER |
| | OWNED BY | 7,950,600 shares of Common Stock |
| 9 | EACH | SOLE DISPOSITIVE POWER |
| | REPORTING | 0 |
| 10 | PERSON WITH: | SHARED DISPOSITIVE POWER |
| | | 7,950,600 shares of Common Stock |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
 7,950,600 shares of Common Stock

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES " "
 CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 8.8%

14 TYPE OF REPORTING PERSON
 CO

1 NAME OF REPORTING PERSON
 Clint D. Carlson

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL " " PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

| | | |
|--|--------------|--|
| 7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 8 9 10 | SOLE VOTING POWER 0 SHARED VOTING POWER 7,950,600 shares of Common Stock SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 7,950,600 shares of Common Stock |
|--|--------------|--|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
 7,950,600 shares of Common Stock

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES " " CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 8.8%

14 TYPE OF REPORTING PERSON
 IN

Item 1. SECURITY AND ISSUER

This statement on Schedule 13D (this "Schedule 13D") relates to the common stock, par value \$0.01 per share (the "Common Stock") of EnergySolutions, Inc., a Delaware corporation (the "Issuer"). The address of the Issuer's principal executive office is 423 West 300 South, Suite 200, Salt Lake City, Utah 84101.

Item 2. IDENTITY AND BACKGROUND

(a) This Schedule 13D is filed by: (i) Double Black Diamond Offshore Ltd., a Cayman Islands exempted company ("Double Offshore"); (ii) Black Diamond Offshore Ltd., a Cayman Islands exempted company ("Offshore"); (iii) Black Diamond Thematic Offshore Ltd., a Cayman Islands exempted company ("Thematic" and together with Double Offshore and Offshore, the "Funds"); (iv) Carlson Capital, L.P., a Delaware limited partnership ("Carlson Capital"); (v) Asgard Investment Corp. II, a Delaware corporation and the general partner of Carlson Capital ("Asgard II"); (vi) Asgard Investment Corp., a Delaware corporation and the sole stockholder of Asgard II ("Asgard I"); and (vii) Clint D. Carlson, a citizen of the United States of America ("Mr. Carlson" and together with the Funds, Carlson Capital, Asgard II and Asgard I, the "Reporting Persons"). The name, citizenship, present principal occupation or employment and business address of each director and executive officer of Asgard I and Asgard II are set forth in Appendix A attached hereto.

(b) The principal business address of each of the Reporting Persons is 2100 McKinney Avenue, Suite 1800, Dallas, TX 75201.

(c) The principal business of the Funds is to invest in securities. The principal business of Carlson Capital is to serve as the investment manager to the Funds and to certain managed accounts. The principal business of Asgard II is serving as the general partner of Carlson Capital. The principal business of Asgard I is serving as the sole stockholder of Asgard II. The principal occupation of Mr. Carlson is serving as President of Asgard II, Asgard I and Carlson Capital.

(d) None of the Reporting Persons or persons listed on Appendix A has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons or persons listed on Appendix A has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceedings was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Carlson is a citizen of the United States.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The Reporting Persons used approximately \$23,804,175 (including brokerage commissions) in the aggregate to purchase the Common Stock reported in this Schedule 13D.

The source of the funds used to acquire the Common Stock reported herein is the working capital of the Funds and the Accounts and margin borrowings described in the following sentence. Such shares of Common Stock are held by the Reporting Persons in commingled margin accounts, which may extend margin credit to the Reporting Persons from time to time, subject to applicable federal margin regulations, stock exchange rules and credit policies. In such instances, the positions held in the margin account are pledged as collateral security for the repayment of debit balances in the account. The margin accounts bear interest at a rate based upon the broker's call rate from time to time in effect. Because other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the Common Stock reported herein.

Item 4. PURPOSE OF TRANSACTION

On January 7, 2013, the Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement") with Rockwell Holdco, Inc., a Delaware corporation ("Parent"), and Rockwell Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"), pursuant to which Merger Sub will merge with and into the Issuer, which will become a wholly-owned subsidiary of Parent (the "Merger"). In connection with the Merger, each outstanding share of Common Stock will be converted into the right to receive cash in an amount equal to \$3.75 per share of Common Stock, without interest and subject to the required withholding of taxes. As of the date hereof, the Reporting Persons have not determined whether they will vote in favor of or otherwise support the proposed Merger.

The Reporting Persons intend to review their investment in the Issuer on a continuing basis and, in connection therewith, may have discussions with management, the board of directors, other shareholders of the Issuer and/or other relevant parties concerning the Merger, in addition to the business, operations, management, governance, strategy and future plans of the Issuer, or take other actions as the Reporting Persons deem appropriate.

Except as set forth herein, the Reporting Persons have no present plan or proposal that would relate to or result in any of the matters set forth in subparagraphs (a)-(j) of Item 4 of Schedule 13D. The Reporting Persons have not entered into any agreement with any third party to act together for the purpose of acquiring, holding, voting or disposing of the shares of Common Stock reported herein. Depending on various factors including, without limitation, the Issuer's financial position and strategic direction, the outcome of the discussions and actions referenced above, actions taken by the board of directors, price levels of the Common Stock, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without

limitation, determining whether to vote in favor of the Merger, purchasing additional shares of Common Stock or selling some or all of their shares of Common Stock, engaging in short selling of or any hedging or similar transactions with respect to the shares of Common Stock, voting for or against and expressing support for or against any proposals of the board of directors of the Issuer or other shareholders of the Issuer and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of Schedule 13D.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

(a) and (b)

The Reporting Persons may be deemed to beneficially own in the aggregate 7,950,600 shares of Common Stock. Based upon a total of 90,263,331 shares of Common Stock outstanding as of November 7, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2012, the Reporting Persons' shares represent approximately 8.8% of the outstanding shares of Common Stock.

Carlson Capital, Asgard II, Asgard I and Mr. Carlson have the power to vote and direct the disposition of (i) the 4,679,894 shares of Common Stock reported herein as owned by Double Offshore, (ii) the 374,203 shares of Common Stock reported herein as owned by Offshore, and (iii) the 2,896,503 shares of Common Stock reported herein as owned by Thematic.

(c) Information concerning transactions in the Common Stock effected by the Reporting Persons during the past sixty days is set forth in Appendix B hereto and is incorporated herein by reference.

(d) Except as set forth herein, no person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock.

(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The Reporting Persons are parties to an agreement with respect to the joint filing of this Schedule 13D and any amendments thereto. A copy of such agreement is attached hereto as Exhibit 1 and is incorporated by reference herein.

Except as set forth herein, there are no contracts, understandings or relationships among the Reporting Persons or between the Reporting Persons and any other person with respect to the Common Stock.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

| Exhibit | Description |
|---------|--|
| 1 | Joint Filing Agreement, dated January 9, 2013. |

SIGNATURES

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

Date: January 9, 2013

DOUBLE BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson

Name: Clint D. Carlson
Title: President

BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson

Name: Clint D. Carlson
Title: President

BLACK DIAMOND THEMATIC OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson

Name: Clint D. Carlson
Title: President

CARLSON CAPITAL, L.P.

/s/ Clint D. Carlson

Name: Clint D. Carlson
Title: President

ASGARD INVESTMENT CORP. II

/s/ Clint D. Carlson

Name:

Clint D. Carlson

Title:

President

ASGARD INVESTMENT CORP.

/s/ Clint D. Carlson

Name:

Clint D. Carlson

Title:

President

By:

/s/ Clint D. Carlson_____

Name:

Clint D. Carlson

Appendix A

DIRECTORS AND EXECUTIVE OFFICERS OF ASGARD I AND ASGARD II

The following sets forth the name, position and principal occupation of each director and executive officer of Asgard and Asgard II, respectively. Except as otherwise indicated, the business address of each director and officer is 2100 McKinney Avenue, Suite 1800, Dallas, TX 75201. To the best of the Reporting Persons' knowledge, except as set forth in this Schedule 13D, none of the directors or executive officers of Asgard or Asgard II owns any Common Stock.

Asgard I

| Name | Position | Principal Occupation | Citizenship |
|---------------|---------------------|----------------------|---------------|
| Clint Carlson | Director/President | Investment Manager | United States |
| Nancy Carlson | Secretary/Treasurer | Executive | United States |

Asgard II

| Name | Position | Principal Occupation | Citizenship |
|---------------|---------------------|----------------------|---------------|
| Clint Carlson | Director/President | Investment Manager | United States |
| Nancy Carlson | Secretary/Treasurer | Executive | United States |

Appendix B

TRANSACTIONS IN THE ISSUER'S SHARES OF COMMON STOCK BY THE REPORTING PERSONS SINCE THE FILING OF THE ORIGINAL SCHEDULE 13D

The following tables set forth all transactions in the shares of Common Stock effected by any of the Reporting Persons since the filing of the Original Schedule 13D, as applicable. All such transactions were effected in the open market through brokers and the price per share is net of commissions.

Double Black Diamond Offshore Ltd.

| Trade Date | Shares Purchased (Sold) | Price Per Share (\$) |
|------------|-------------------------|----------------------|
| 11/9/2012 | (1,209) | 3.2941 |
| 11/9/2012 | (10,455) | 3.2941 |
| 11/9/2012 | (47,780) | 3.2941 |
| 11/9/2012 | (1,303) | 3.3036 |
| 11/9/2012 | (11,273) | 3.3036 |
| 11/9/2012 | (51,517) | 3.3036 |
| 11/12/2012 | 6,591 | 3.3 |
| 11/13/2012 | 294,222 | 3.25 |
| 11/14/2012 | 58,844 | 3.1846 |
| 11/14/2012 | 58,962 | 3.1846 |
| 11/16/2012 | 29,422 | 2.8629 |
| 11/16/2012 | 58,844 | 2.88 |
| 11/16/2012 | 58,844 | 2.9262 |
| 11/27/2012 | (210) | 3.2096 |
| 11/27/2012 | (1,822) | 3.2096 |
| 11/27/2012 | (12,608) | 3.2096 |
| 11/29/2012 | (9,121) | 3.4617 |
| 11/30/2012 | (112) | 3.4242 |
| 11/30/2012 | (933) | 3.4242 |
| 11/30/2012 | (6,719) | 3.4242 |
| 12/21/2012 | 34,737 | 3.047 |
| 12/21/2012 | 24,383 | 3.0307 |
| 12/21/2012 | 29,560 | 3.0361 |
| 1/2/2013 | 585,713 | 3.15 |
| 1/2/2013 | 644,285 | 3.15 |
| 1/2/2013 | 19,048 | 3.1666 |
| 1/2/2013 | 541,786 | 3.17061 |
| 1/2/2013 | 24,879 | 3.1698 |
| 1/4/2013 | (3,837) | 3.5 |
| 1/4/2013 | (2,180) | 3.5 |
| 1/4/2013 | (412) | 3.5 |

Edgar Filing: EnergySolutions, Inc. - Form SC 13D

| | | |
|----------|---------|--------|
| 1/7/2013 | 224,445 | 3.7285 |
| 1/8/2013 | 654,124 | 3.7144 |

Black Diamond Offshore Ltd.

| Trade Date | Shares Purchased (Sold) | Price Per Share (\$) |
|------------|-------------------------|----------------------|
| 11/9/2012 | (98) | 3.2941 |
| 11/9/2012 | (804) | 3.2941 |
| 11/9/2012 | (3,872) | 3.2941 |
| 11/9/2012 | (105) | 3.3036 |
| 11/9/2012 | (867) | 3.3036 |
| 11/9/2012 | (4,174) | 3.3036 |
| 11/12/2012 | 520 | 3.3 |
| 11/13/2012 | 23,238 | 3.25 |
| 11/14/2012 | 4,648 | 3.1846 |
| 11/14/2012 | 4,657 | 3.1846 |
| 11/16/2012 | 2,324 | 2.8629 |
| 11/16/2012 | 4,648 | 2.88 |
| 11/16/2012 | 4,648 | 2.9262 |
| 11/27/2012 | (17) | 3.2096 |
| 11/27/2012 | (140) | 3.2096 |
| 11/27/2012 | (1,012) | 3.2096 |
| 11/29/2012 | (729) | 3.4617 |
| 11/30/2012 | (9) | 3.4242 |
| 11/30/2012 | (71) | 3.4242 |
| 11/30/2012 | (540) | 3.4242 |
| 12/21/2012 | 2,733 | 3.047 |
| 12/21/2012 | 1,917 | 3.0307 |
| 12/21/2012 | 2,325 | 3.0361 |
| 1/2/2013 | 46,870 | 3.15 |
| 1/2/2013 | 51,557 | 3.15 |
| 1/2/2013 | 1,525 | 3.1666 |
| 1/2/2013 | 43,354 | 3.17061 |
| 1/2/2013 | 1,991 | 3.1698 |
| 1/4/2013 | (306) | 3.5 |
| 1/4/2013 | (175) | 3.5 |
| 1/4/2013 | (33) | 3.5 |
| 1/7/2013 | 17,961 | 3.7285 |
| 1/8/2013 | 52,345 | 3.7144 |

Black Diamond Thematic Offshore Ltd.

| Trade Date | Shares Purchased (Sold) | Price Per Share (\$) |
|------------|-------------------------|----------------------|
| 11/9/2012 | (12,682) | 3.2941 |
| 11/9/2012 | (23,100) | 3.2941 |
| 11/9/2012 | (13,674) | 3.3036 |
| 11/9/2012 | (24,907) | 3.3036 |
| 11/12/2012 | 4,089 | 3.3 |
| 11/13/2012 | 182,540 | 3.25 |
| 11/14/2012 | 36,508 | 3.1846 |
| 11/14/2012 | 36,581 | 3.1846 |
| 11/16/2012 | 18,254 | 2.8629 |
| 11/16/2012 | 36,508 | 2.88 |
| 11/16/2012 | 36,508 | 2.9262 |
| 11/27/2012 | (2,210) | 3.2096 |
| 11/27/2012 | (6,681) | 3.2096 |
| 11/29/2012 | (5,540) | 3.4617 |
| 11/30/2012 | (1,156) | 3.4242 |
| 11/30/2012 | (3,560) | 3.4242 |
| 12/21/2012 | 21,289 | 3.047 |
| 12/21/2012 | 14,941 | 3.0307 |
| 12/21/2012 | 18,115 | 3.0361 |
| 1/2/2013 | 367,417 | 3.15 |
| 1/2/2013 | 404,158 | 3.15 |
| 1/2/2013 | 11,951 | 3.1666 |
| 1/2/2013 | 339,860 | 3.17061 |
| 1/2/2013 | 15,606 | 3.1698 |
| 1/4/2013 | (2,367) | 3.5 |
| 1/4/2013 | (1,345) | 3.5 |
| 1/4/2013 | (255) | 3.5 |
| 1/7/2013 | 140,794 | 3.7285 |
| 1/8/2013 | 410,331 | 3.7144 |

JOINT FILING AGREEMENT

PURSUANT TO RULE 13d-1(k)

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

DATE: January 9, 2013

DOUBLE BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson

Name: Clint D. Carlson
Title: President

BLACK DIAMOND OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson

Name: Clint D. Carlson
Title: President

BLACK DIAMOND THEMATIC OFFSHORE LTD.

By: Carlson Capital, L.P., its investment manager

/s/ Clint D. Carlson

Name: Clint D. Carlson
Title: President

CARLSON CAPITAL, L.P.

/s/ Clint D. Carlson

Name: Clint D. Carlson
Title: President

ASGARD INVESTMENT CORP. II

/s/ Clint D. Carlson

Name:

Clint D. Carlson

Title:

President

ASGARD INVESTMENT CORP.

/s/ Clint D. Carlson

Name:

Clint D. Carlson

Title:

President

By:

/s/ Clint D. Carlson _____

Name:

Clint D. Carlson