

PACIFIC ENERGY PARTNERS LP
Form SC 13D/A
April 07, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Pacific Energy Partners L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

69422R 10 5

(CUSIP Number)

**Jeffrey A. Welikson
Vice President and Corporate Secretary
Lehman Brothers Holdings Inc.
399 Park Avenue, 11th Floor
New York, NY 10022
(212) 526-0858**

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

July 14, 2005

(Date of Event which Requires Filing of this Statement)

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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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (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).

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Lehman Brothers Holdings Inc.
13-3216325
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|--|-----|--------------------------------------|
| | 7. | Sole Voting Power
7,321,315* |
| | 8. | Shared Voting Power |
| | 9. | Sole Dispositive Power
7,321,315* |
| | 10. | Shared Dispositive Power |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
7,321,315*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
18.2%**
 14. Type of Reporting Person (See Instructions)
HC/CO

*The number of Common Units reported as beneficially owned includes 5,490,986 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 1,830,329 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Lehman Brothers Merchant Banking Associates III L.L.C.
87-0726813
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
4,909,132*
8. Shared Voting Power
9. Sole Dispositive Power
4,909,132*
10. Shared Dispositive Power
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,909,132*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
12.2%**
14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

*The number of Common Units reported as beneficially owned includes 3,681,849 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 1,227,283 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Lehman Brothers Inc.
13-2518466
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
1,535,216 *
8. Shared Voting Power
9. Sole Dispositive Power
1,535,216 *
10. Shared Dispositive Power
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,535,216 *
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
3.8%**
14. Type of Reporting Person (See Instructions)
BD/CO

*The number of Common Units reported as beneficially owned includes 1,151,412 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 383,804 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Lehman Brothers Private Equity Advisers L.L.C.
01-0683749
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	o
(b)	y
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|------------------------------------|
| | 7. | Sole Voting Power
867,552* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power |
| | 9. | Sole Dispositive Power
867,552* |
| | 10. | Shared Dispositive Power |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
867,552*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 13. Percent of Class Represented by Amount in Row (11)
2.2%**
 14. Type of Reporting Person (See Instructions)
OO

*The number of Common Units reported as beneficially owned includes 650,661 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 216,887 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Lehman Brothers Merchant Banking Associates III, L.P.
87-0726814
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
4,909,132*
8. Shared Voting Power
9. Sole Dispositive Power
4,909,132*
10. Shared Dispositive Power
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,909,132*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
12.2%**
14. Type of Reporting Person (See Instructions)
PN

*The number of Common Units reported as beneficially owned includes 3,681,849 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 1,227,283 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
LBMB Partners AIV I L.P.
20-1804672
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO, BK
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|--------------------------------------|
| | 7. | Sole Voting Power
1,263,125* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power |
| | 9. | Sole Dispositive Power
1,263,125* |
| | 10. | Shared Dispositive Power |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,263,125*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
3.1%**
 14. Type of Reporting Person (See Instructions)
PN

*The number of Common Units reported as beneficially owned includes 947,344 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 315,781 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
LBMB Fund (B) AIV I L.P.
20-1804750
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO, BK
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|-----------------------------------|
| | 7. | Sole Voting Power
73,255* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power |
| | 9. | Sole Dispositive Power
73,255* |
| | 10. | Shared Dispositive Power |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
73,255*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
0.2%**
 14. Type of Reporting Person (See Instructions)
PN

*The number of Common Units reported as beneficially owned includes 54,941 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 18,314 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
LBMB Fund AIV I L.P.
20-1804789
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	o
(b)	y
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO, BK
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|-----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
31,604* |
| | 8. | Shared Voting Power |
| | 9. | Sole Dispositive Power
31,604* |
| | 10. | Shared Dispositive Power |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
31,604*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 13. Percent of Class Represented by Amount in Row (11)
0.0%**
 14. Type of Reporting Person (See Instructions)
PN

*The number of Common Units reported as beneficially owned includes 10,203 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 3,401 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
LBMB Capital Partners V AIV I L.P.
20-1958891
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	o
(b)	y
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO, BK
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
130,812* |
| | 8. | Shared Voting Power |
| | 9. | Sole Dispositive Power
130,812* |
| | 10. | Shared Dispositive Power |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
130,812*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 13. Percent of Class Represented by Amount in Row (11)
0.3%**
 14. Type of Reporting Person (See Instructions)
PN

*The number of Common Units reported as beneficially owned includes 98,109 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 32,703 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
LBMB AIV II L.P.
20-2486448
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO, BK
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|--------------------------------------|
| | 7. | Sole Voting Power
2,718,807* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power |
| | 9. | Sole Dispositive Power
2,718,807* |
| | 10. | Shared Dispositive Power |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,718,807*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
6.8%**
 14. Type of Reporting Person (See Instructions)
PN

*The number of Common Units reported as beneficially owned includes 2,039,105 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 679,702 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Lehman Sidecar I, LLC
20-2531515
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO, BK
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
906,269*
8. Shared Voting Power
9. Sole Dispositive Power
906,269*
10. Shared Dispositive Power
11. Aggregate Amount Beneficially Owned by Each Reporting Person
906,269*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
2.3%**
14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

*The number of Common Units reported as beneficially owned includes 679,702 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 226,567 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
LB I Group Inc.
13-2741778
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|--|-----|--------------------------------------|
| | 7. | Sole Voting Power
1,534,169* |
| | 8. | Shared Voting Power |
| | 9. | Sole Dispositive Power
1,534,169* |
| | 10. | Shared Dispositive Power |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,534,169*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
3.8%**
 14. Type of Reporting Person (See Instructions)
HC/CO

*The number of Common Units reported as beneficially owned includes 1,150,627 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 383,542 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Lehman Brothers Diversified Private Equity Fund 2004 Partners
51-0517268
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO, BK
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
New York
- | | | |
|---|-----|------------------------------------|
| | 7. | Sole Voting Power
867,548* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power |
| | 9. | Sole Dispositive Power
867,548* |
| | 10. | Shared Dispositive Power |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
867,548*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
2.2%**
 14. Type of Reporting Person (See Instructions)
PN

*The number of Common Units reported as beneficially owned includes 650,661 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 216,887 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
LB Pacific GP, LLC
35-2247534
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---------------------------------------|
| | 7. | Sole Voting Power
10,465,000* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power |
| | 9. | Sole Dispositive Power
10,465,000* |
| | 10. | Shared Dispositive Power |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
10,465,000*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
26.08%**
 14. Type of Reporting Person (See Instructions)
OO

*The number of Common Units reported as beneficially owned includes 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 2,616,250 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

Edgar Filing: PACIFIC ENERGY PARTNERS LP - Form SC 13D/A

CUSIP No. 69422R 10 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
LB Pacific, LP
35-2247536
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO, BK
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---------------------------------------|
| | 7. | Sole Voting Power
10,465,000* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power |
| | 9. | Sole Dispositive Power
10,465,000* |
| | 10. | Shared Dispositive Power |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
10,465,000*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
26.08%**
 14. Type of Reporting Person (See Instructions)
PN

*The number of Common Units reported as beneficially owned includes 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3 of the Original Schedule 13D) and 2,616,250 Common Units and is based solely on the calculation described in Item 5 for this entity and does not take into account the terms of the governing limited partnership agreement.

** Based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units (as if converted on a one-to-one basis into Common Units as described in Item 3) outstanding as of 2/28/2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

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This Amendment No. 2 to Schedule 13D (this Amendment) is filed by the Reporting Persons as an amendment to Amendment No. 1 to Schedule 13D (the First Amended Schedule 13D), as filed with the Securities and Exchange Commission on March 31, 2005. This Amendment is filed in order to update information about the owners of the pecuniary interests in LB Pacific, LP (the Buyer) and LB Pacific GP, LLC (Buyer GP). During 2005, after a series of capital calls, LB I Group Inc. (LB I Group) allocated interests in Buyer and Buyer GP to several investment funds, all of which are managed by affiliates of Lehman Brothers Holdings Inc. (Holdings). These investment funds include LBMB Partners AIV I L.P., LBMB Fund (B) AIV I L.P., LBMB Fund AIV I L.P., LBMB Capital Partners V AIV I L.P., LBMB AIV II L.P., Lehman Sidecar I, LLC and Lehman Brothers Diversified Private Equity Fund 2004 Partners.

Following the transactions that are the subject of this Amendment No. 2 to Schedule 13D, these funds and LB I Group directly own a 69.96% limited partner interest in Buyer and a 69.93% percent membership interest in Buyer GP. Holdings has ultimate voting power with respect to the operations of Buyer GP. Buyer GP is the sole general partner of Buyer. Buyer is the sole limited partner of Pacific Energy GP, LP which is the sole general partner of Pacific Energy Partners, L.P. (the Issuer). Buyer is also the sole member of Pacific Energy Management LLC, which is the sole general partner of Pacific Energy GP, L.P. which is the sole general partner of the Issuer. The General Partner Interest, Common Units and the Subordinated Units of the Issuer that are the subject of this Amendment No. 2 to Schedule 13D are directly owned by Buyer.

Capitalized terms used but not defined in this Amendment have the meanings set forth in the Original Schedule 13D. The First Amended Schedule 13D is hereby amended and supplemented as follows:

Item 2. Identity and Background

Item 2 of the First Amended Schedule 13D is hereby amended to read in its entirety as follows:

This Schedule 13D/A is filed jointly by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Securities and Exchange Act of 1934, as amended (the Act) to report the indirect acquisition of Common Units and Common Units issuable upon the conversion of Subordinated Units:

Lehman Brothers Holdings Inc., a Delaware corporation (Holdings)

745 Seventh Avenue

New York, NY

Holdings, through its subsidiaries, is one of the leading global investment banks, serving institutional, corporate government and high-net worth clients. Holdings is the direct 100% parent of Lehman Brothers Merchant Banking Associates III LLC, Lehman Brothers Private Equity Advisers LLC and Lehman Brothers Inc.

Lehman Brothers Merchant Banking Associates III L.L.C., a Delaware limited liability company (LBMB GP)

745 Seventh Avenue

New York, NY 10019

LBMB GP is a wholly-owned subsidiary of Holdings and the general partner of LBMB LP (defined below).

Lehman Brothers Inc., a Delaware corporation (LBI)

745 Seventh Avenue

New York, NY 10019

LBI is a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934 and is a

wholly-owned subsidiary of Holdings and the direct 100% parent of LB I Group, Inc.

Lehman Brothers Private Equity Advisers L.L.C., a Delaware limited liability company (Equity Advisors)

745 Seventh Avenue

New York, NY 10019

Equity Advisors is a wholly-owned subsidiary of Holdings and the general partner of Lehman Brothers Diversified Private Equity Fund 2004 Partners.

Lehman Brothers Merchant Banking Associates III L.P., a Delaware limited partnership (LBMB LP)

745 Seventh Avenue

New York, NY 10019

LBMB LP is controlled by its general partner LBMB GP. LBMB, L.P. is the manger of Lehman Sidecar and the general partner of LBMB Partners AIV I L.P., LBMB Fund (B) AIV I L.P., LBMB Fund AIV I L.P. and LBMB AIV II L.P.

LBMB Partners AIV I L.P., a Delaware limited partnership (LBMB Partners)

745 Seventh Avenue

New York, NY 10019

LBMB Partners is controlled by its general partner LBMB LP and owns a 12.07% limited partner interest in Buyer and a 12.08% membership interest in Buyer GP.

LBMB Fund (B) AIV I L.P., a Delaware limited partnership (LBMB Fund (B))

745 Seventh Avenue

New York, NY 10019

LBMB Fund (B) is controlled by its general partner LBMB LP and owns a .07% limited partner interest in Buyer and a .07% membership interest in Buyer GP.

LBMB Fund AIV I L.P., a Delaware limited partnership (LBMB Fund)

745 Seventh Avenue

New York, NY 10019

LBMB Fund is controlled by its general partner LBMB LP and owns a .13% limited partner interest in Buyer and a .13% membership interest in Buyer GP.

LBMB Capital Partners V AIV I L.P., a Delaware limited partnership (AIV I)

745 Seventh Avenue

New York, NY 10019

AIV I is controlled by its general partner LB I Group and owns a 1.25% limited partner interest in Buyer and a 1.25% membership interest in Buyer GP.

LBMB AIV II L.P., a Delaware limited partnership (AIV II)

745 Seventh Avenue

New York, NY 10019

AIV II is controlled by its general partner LBMB LP and owns a 25.98% limited partner interest in Buyer and a 26.01% membership interest in Buyer GP.

Lehman Sidecar I, LLC, a Delaware limited liability company (Lehman Sidecar)

745 Seventh Avenue

New York, NY 10019

Lehman Sidecar is managed by LBMB LP and owns an 8.66% limited partner interest in Buyer and an 8.67% membership interest in Buyer GP.

LB I Group Inc., a Delaware corporation (LB I Group)

745 Seventh Avenue

New York, NY 10019

LB I Group is a wholly-owned subsidiary of LBI and the general partner of AIV I. LBI Group owns a 13.41% limited partner interest in Buyer and a 13.42% membership interest in Buyer GP.

Lehman Brothers Diversified Private Equity Fund 2004 Partners, a New York general partnership (DPEF)

745 Seventh Avenue

New York, NY 10019

DPEF is managed by its attorney-in-fact Equity Advisors and owns an 8.29% limited partner interest in Buyer and an 8.30% membership interest in Buyer GP.

LB Pacific GP, LLC, a Delaware limited liability company (Buyer GP)

c/o Lehman Brothers Inc.

399 Park Avenue, 9th Floor

New York, NY 10022

Buyer GP was formed to act as the general partner of the Buyer and owns a 0.1% general partner interest in the Buyer.

LB Pacific, LP, a Delaware limited partnership (the Buyer)

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c/o Lehman Brothers Inc.

399 Park Avenue, 9th Floor

New York, NY 10022

The Buyer was formed to purchase the general partner of the Issuer.

Each of Holdings, LBMB, LBI, Equity Advisors, LBMB LP, LBMB Partners, LBMB Fund (B), LBMB Fund, AIV I, AIV II, Lehman Sidecar, LB I Group, DPEF, Buyer GP and Buyer are together referred to as the Reporting Persons. The Reporting Persons have entered into an Amended and Restated Joint Filing Agreement, dated the date hereof, a copy of which is filed with this Amendment No. 2 to Schedule 13D as Exhibit F (which is hereby incorporated by reference) pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act. Information with respect to each Reporting Person is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of the information furnished by another Reporting Person. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this Amendment No. 2 to Schedule 13D. Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this Amendment No. 2 to Schedule 13D held by any other person.

Certain information required by this Item 2 concerning the executive officers, directors and managers of certain of the Reporting Persons is set forth on Schedule A, attached hereto, which is incorporated herein by reference.

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None of the Reporting Persons nor, to the best of any Reporting Person's knowledge, none of the persons listed on Schedule A hereto has, during the last five years (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) except as set forth in Schedule B to the First Amended Schedule 13D and incorporated herein by reference, been 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.

Item 5. Interest in Securities of the Issuer

Item 5 of the First Amended Schedule 13D is hereby amended to read in its entirety as follows:

(a) - (b) Holdings does not directly own any securities of the Issuer. Holdings is the sole member of LBMB GP and Equity Advisors and the sole stockholder of LBI. LBMB GP is the general partner of LBMB LP which is the sole member of Lehman Sidecar and is the general partner of each of LBMB Partners, LBMB Fund (B), LBMB Fund, AIV I, and AIV II (collectively, the GP Funds) which own, in aggregate, a 46.96% membership interest in Buyer GP and a 46.91% limited partner interest in Buyer. Equity Advisors is the general partner of DPEF which owns an 8.3% membership interest in Buyer GP and an 8.29% limited partner interest in Buyer. LBI is the sole stockholder of LB I Group and general partner of AIV I which own, in aggregate, a 14.67% membership interest in Buyer GP and a 14.66% limited partner interest in Buyer. Buyer GP owns a .1% general partner interest in Buyer. Holdings may be deemed to possess voting and dispositive powers with respect to 69.96% of the Subordinated Units and 69.96% of the Common Units directly held by Buyer which is an aggregate of 5,490,986 Subordinated Units and 1,830,329 Common Units.

LBMB GP does not directly own any securities of the Issuer. LBMB GP is the general partner of LBMB, L.P. LBMB LP is the sole member of Lehman Sidecar and is the general partner of each of the GP Funds. The GP Funds and Lehman Sidecar own, in aggregate, a 46.96% membership interest in Buyer GP and a 46.91% limited partner interest in Buyer. Buyer GP is the general partner of the Buyer. LBMB GP may be deemed to possess voting and dispositive powers with respect to 46.91% of the Subordinated Units and 46.91% of the Common Units directly held by Buyer which is an aggregate of 3,681,849 Subordinated Units and 1,227,283 Common Units.

LBI does not directly own any securities of the Issuer. LBI is the sole stockholder of LB I Group and LB I Group is the general partner of AIV I. LB I Group and AIV I, own, in aggregate, a 14.67% membership interest in Buyer GP and a 14.66% limited partner interest in Buyer. Buyer GP is the general partner of the Buyer. LBI may be deemed to possess voting and dispositive powers with respect to 14.66% of the Subordinated Units and 14.66% of the Common Units directly held by Buyer which is an aggregate of 1,150,627 Subordinated Units and 383,542 Common Units.

Equity Advisors does not directly own any securities of the Issuer. Equity Advisors is the attorney-in-fact of DPEF. DPEF owns an 8.30% membership interest in Buyer GP and an 8.29% limited partner interest in Buyer. Buyer GP is the general partner of the Buyer. Equity Advisors may be deemed to possess voting and dispositive powers with respect to 8.29% of the Subordinated Units and 8.29% of the Common Units directly held by Buyer which is an aggregate of 650,661 Subordinated Units and 216,887 Common Units.

LBMB LP does not directly own any securities of the Issuer. LBMB LP is the general partner of the GP Funds and the sole member of Lehman Sidecar. The GP Funds and Lehman Sidecar collectively own a 46.96% membership interest in Buyer GP and a

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46.91% limited partner interest in Buyer. Buyer GP is the general partner of the Buyer. LBMB LP may be deemed to possess voting and dispositive powers with respect to 46.91% of the Subordinated Units and 46.91% of the Common Units directly held by Buyer which is an aggregate of 3,681,849 Subordinated Units and 1,227,283 Common Units.

LBMB Partners does not directly own any securities of the Issuer. LBMB Partners owns a 12.08% membership interest in Buyer GP and a 12.07% limited partner interest in Buyer. Buyer GP is the general partner of the Buyer. LBMB Partners may be deemed to possess voting and dispositive powers with respect to 12.07% of the Subordinated Units and 12.07% of the Common Units directly held by Buyer which is an aggregate of 947,344 Subordinated Units and 315,781 Common Units.

LBMB Fund (B) does not directly own any securities of the Issuer. LBMB Fund (B) owns a .07% membership interest in Buyer GP and a .07% limited partner interest in Buyer. Buyer GP is the general partner of the Buyer. LBMB Fund may be deemed to possess voting and dispositive powers with respect to .07% of the Subordinated Units and .07% of the Common Units directly held by Buyer which is an aggregate of 54,941 Subordinated Units and 18,314 Common Units.

LBMB Fund does not directly own any securities of the Issuer. LBMB Fund owns a .13% membership interest in Buyer GP and a .13% limited partner interest in Buyer. Buyer GP is the general partner of the Buyer. LBMB Fund may be deemed to possess voting and dispositive powers with respect to .13% of the Subordinated Units and .13% of the Common Units directly held by Buyer which is an aggregate of 10,203 Subordinated Units and 3,401 Common Units.

AIV I does not directly own any securities of the Issuer. AIV I owns a 1.25% membership interest in Buyer GP and a 1.25% limited partner interest in Buyer. Buyer GP is the general partner of the Buyer. AIV I may be deemed to possess voting and dispositive powers with respect to 1.25% of the Subordinated Units and 1.25% of the Common Units directly held by Buyer which is an aggregate of 98,109 Subordinated Units and 32,703 Common Units.

AIV II does not directly own any securities of the Issuer. AIV II owns a 26.01% membership interest in Buyer GP and a 25.98% limited partner interest in Buyer. Buyer GP is the general partner of the Buyer. AIV II may be deemed to possess voting and dispositive powers with respect to 25.98% of the Subordinated Units and 25.98% of the Common Units directly held by Buyer which is an aggregate of 2,039,105 Subordinated Units and 679,702 Common Units.

Lehman Sidecar does not directly own any securities of the Issuer. Lehman Sidecar owns an 8.67% membership interest in Buyer GP and an 8.66% limited partner interest in Buyer. Buyer GP is the general partner of the Buyer. Lehman Sidecar may be deemed to possess voting and dispositive powers with respect to 8.66% of the Subordinated Units and 8.66% of the Common Units directly held by Buyer which is an aggregate of 679,702 Subordinated Units and 226,567 Common Units.

LB I Group does not directly own any securities of the Issuer. LB I Group is the general partner of AIV I and owns a 13.42% membership interest in Buyer GP and a 13.41% limited partner interest in Buyer. AIV I owns a 1.25% membership interest in Buyer GP and a 1.25% limited partner interest in Buyer. Buyer GP is the general partner of the Buyer. LB I Group may be deemed to possess voting and dispositive powers with respect to 14.66% of the Subordinated Units and 14.66% of Common Units directly held by Buyer which is an aggregate of 1,052,517 Subordinated Units and 350,839 Common Units.

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DPEF does not directly own any securities of the Issuer. DPEF owns an 8.30% membership interest in Buyer GP and an 8.29% limited partner interest in Buyer. Buyer GP is the General Partner of Buyer. DPEF may be deemed to possess voting and dispositive powers with respect to 8.29% of the Subordinated Units and 8.29% of the Common Units directly held by Buyer which is an aggregate of 650,661 Subordinated Units and 216,887 Common Units.

Buyer GP owns a .1% general partner interest in the Buyer. Buyer GP may be deemed to possess voting and dispositive powers with respect to all of the Subordinated Units and all of the Common Units directly held by Buyer which is an aggregate of 7,848,750 Subordinated Units and 2,616,250 Common Units.

Buyer directly owns an aggregate of 7,848,750 Subordinated Units which convert into an equal number of Common Units upon satisfaction of the conditions described in the Partnership Agreement, and 2,616,250 Common Units. Such units represent 26.08% of the outstanding Common Units of the Issuer based on 31,450,000 Common Units, 802,628 General Partner Interests and 7,848,750 Subordinated Units outstanding as of February 28, 2006 as reported in Issuer's Annual Report on Form 10-K for the year ended December 31, 2005.

To the knowledge of the Reporting Persons, no person listed on Schedule A beneficially owns any Common Units, General Partner Interests or Subordinated Units.

(c) No transactions in Common Units were effected by the Reporting Persons, or to their knowledge, by any of the persons listed on Schedule A hereto, during the past sixty days other than as reported herein and the First Amended Schedule 13D.

(d) To the best knowledge of the Reporting Persons, no person other than the Reporting Persons and the Lenders, under certain conditions set forth in the Credit Agreement, has the right to receive, or the power to direct the receipt of dividends from, or the power to direct the receipt of proceeds of the sale of the Subordinated Units and Common Units owned by the Reporting Persons.

(e) Not applicable.

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

Item 6 of the First Amended Schedule 13D is hereby amended to add the following agreements thereto:

Amended and Restated Joint Filing Agreement

The Reporting Persons have entered into the Amended and Restated Joint Filing Agreement (to add Equity Advisors, LBMB LP, LBMB Partners, LBMB Fund (B), LBMB Fund, AIV I, AIV II and Lehman Sidecar and DPEF as parties thereto) dated the date hereof, a copy of which is filed with this Amendment (which is hereby incorporated by reference) pursuant to which the Reporting Persons have agreed to file this

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statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Item 7. Material to Be Filed as Exhibits

Item 7 of the First Amended Schedule 13D is hereby amended to add the following Exhibit F

thereto:

Exhibit F Amended and Restated Joint Filing Agreement*

*Filed herewith.

Signature

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this Amendment No. 2 to Schedule 13D is true, complete and correct.

Date: April 6, 2006

LEHMAN BROTHERS HOLDINGS INC.

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Vice President

**LEHMAN BROTHERS MERCHANT BANKING
ASSOCIATES III L.L.C.**

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LEHMAN BROTHERS INC.

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Senior Vice President

**LEHMAN BROTHERS PRIVATE EQUITY
ADVISERS L.L.C.**

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

**LEHMAN BROTHERS MERCHANT BANKING
ASSOCIATES III L.P.**

By: Lehman Brothers Merchant Banking
Associates III L.L.C., its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LBMB PARTNERS AIV I L.P.

By: Lehman Brothers Merchant Banking
Associates III L.L.C., its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LBMB FUND (B) AIV I L.P.

By: Lehman Brothers Merchant Banking
Associates III L.L.C., its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LBMB FUND AIV I L.P.

By: Lehman Brothers Merchant Banking
Associates III L.L.C., its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LBMB CAPITAL PARTNERS V AIV I L.P.

By: LB I Group Inc., its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Senior Vice President

LBMB AIV II L.P.

By: Lehman Brothers Merchant Banking
Associates III L.L.C., its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LEHMAN SIDECAR I, LLC

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LB I GROUP INC.

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Senior Vice President

**LEHMAN BROTHERS DIVERSIFIED PRIVATE
EQUITY FUND 2004 PARTNERS**

By: Lehman Brothers Private Equity Advisors
LLC, its attorney-in-fact

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LB PACIFIC GP LLC

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LB PACIFIC LP

By: LB Pacific Energy GP, LLC,
its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

SCHEDULE A

Schedule A of the First Amended Schedule 13D is hereby amended to read in its entirety as follows:

LEHMAN BROTHERS HOLDINGS INC.

BOARD OF DIRECTORS

NAME / TITLE	BUSINESS ADDRESS
Michael L. Ainslie Private Investor and former President and Chief Executive Officer of Sotheby's Holdings	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
John F. Akers Retired Chairman of International Business Machines Corporation	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Roger S. Berlind Theatrical Producer	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Thomas H. Cruikshank Retired Chairman and Chief Executive Officer of Halliburton Company	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Marsha Johnson Evans President of American Red Cross	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Richard S. Fuld, Jr. Chairman and Chief Executive Officer	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Sir Christopher Gent Non-Executive Deputy Chairman of GlaxoSmithKline plc	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Henry Kaufman President of Henry Kaufman & Company, Inc.	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
John D. Macomber Principal of JDM Investment Group	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Dina Merrill Director and Vice Chairman of RKO Pictures, Inc. and Actress	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019

All of the above individuals are citizens of the United States, except for Sir Christopher Gent, who is a citizen of the United Kingdom.

LEHMAN BROTHERS HOLDINGS INC.

EXECUTIVE OFFICERS

NAME / TITLE	BUSINESS ADDRESS
Richard S. Fuld, Jr. Chairman and Chief Executive Officer	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Jonathan E. Beyman Chief of Operations and Technology	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
David Goldfarb Chief Administrative Officer	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Joseph M. Gregory President and Chief Operating Officer	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Christopher O Meara Chief Financial Officer and Controller	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Thomas A. Russo Chief Legal Officer	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019

All above individuals are citizens of the United States.

LEHMAN BROTHERS MERCHANT BANKING ASSOCIATES III L.L.C.

MANAGER

Sole member managed by Lehman Brothers Holdings Inc.

EXECUTIVE OFFICERS

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Charles Ayres
President

Lehman Brothers Holdings Inc.
745 Seventh Avenue
New York, NY 10019

E. Daniel James
Vice President

Lehman Brothers Holdings Inc.
745 Seventh Avenue
New York, NY 10019

David Morse Vice President	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Javier Banon Vice President	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Joe Cohen Vice President	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Joshua L. Collins Vice President	Lehman Brothers Inc. 399 Park Avenue, 9 th Floor New York, NY 10022
Christopher Manning Vice President	Lehman Brothers Inc. 399 Park Avenue, 9 th Floor New York, NY 10022
David Wilmott Vice President	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Murat Erkurt Vice President	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019

All above individuals are citizens of the United States.

LEHMAN BROTHERS INC.

BOARD OF DIRECTORS

NAME / TITLE	BUSINESS ADDRESS
Thomas A. Cruikshank Retired Chairman and Chief Executive Officer of Halliburton Company	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, New York 10019
Howard L. Clark, Jr. Vice Chairman	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Frederick Frank Vice Chairman	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019

Richard S. Fuld, Jr. Chairman and Chief Executive Officer	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Harvey M. Krueger Vice Chairman	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019

All above individuals are citizens of the United States.

LEHMAN BROTHERS INC.

EXECUTIVE OFFICERS

NAME / TITLE	BUSINESS ADDRESS
Richard S. Fuld, Jr. Chairman and Chief Executive Officer	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
David Goldfarb Chief Administrative Officer	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Joseph M. Gregory President and Chief Operating Officer	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Jonathan E. Beyman Chief of Operations and Technology	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Christopher O. Meara Chief Financial Officer and Controller	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
Thomas A. Russo Chief Legal Officer	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019

All above individuals are citizens of the United States.

LEHMAN BROTHERS PRIVATE EQUITY ADVISERS L.L.C.

MANAGER

BOARD OF MANAGERS

Michael J. Odrich

Lehman Brothers Holdings Inc.
745 Seventh Avenue
New York, NY 10019

Steven L. Berkenfeld	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
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Ruth E. Horowitz	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
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EXECUTIVE OFFICERS

Michael J. Odrick President	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
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Steven L. Berkenfeld Vice President	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
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Jerome Trezzolino Vice President	Lehman Brothers Holdings Inc. 745 Seventh Avenue New York, NY 10019
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LEHMAN BROTHERS MERCHANT BANKING ASSOCIATES III, L.P.

GENERAL PARTNER

Lehman Brothers Merchant Banking Associates III L.L.C.	399 Park Avenue, 9th Floor New York, NY 10022
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LBMB PARTNERS AIV I L.P.

GENERAL PARTNER

Lehman Brothers Merchant Banking Associates III L.L.C.	399 Park Avenue, 9th Floor New York, NY 10022
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LBMB FUND (B) AIV I L.P.

GENERAL PARTNER

Lehman Brothers Merchant Banking Associates III L.L.C.	399 Park Avenue, 9th Floor New York, NY 10022
---	--

LBMB FUND AIV I L.P.

GENERAL PARTNER

Lehman Brothers Merchant Banking Associates III L.L.C.	399 Park Avenue, 9th Floor New York, NY 10022
---	--

LBMB CAPITAL PARTNERS V AIV I L.P.

GENERAL PARTNER

LB I Group, Inc.	399 Park Avenue, 9th Floor New York, NY 10022
------------------	--

LBMB AIV II L.P.

GENERAL PARTNER

Lehman Brothers Merchant Banking Associates III L.L.C.	399 Park Avenue, 9th Floor New York, NY 10022
---	--

LEHMAN SIDECAR I, LLC

MANAGER

Sole member managed by Lehman Brothers Merchant Banking Associates III L.P.

GENERAL PARTNER OF MANAGER

Lehman Brothers Merchant Banking Associates III L.L.C.	399 Park Avenue, 9th Floor New York, NY 10022
---	--

LB I GROUP INC.

BOARD OF DIRECTORS

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NAME / TITLE

BUSINESS ADDRESS

Edward S. Grieb

745 Seventh Avenue
New York, NY 10019

Christopher M. O Meara

745 Seventh Avenue
New York, NY 10019

EXECUTIVE OFFICERS

NAME / TITLE	BUSINESS ADDRESS
Thomas Banahan Managing Director	745 Seventh Avenue New York, NY 10019
Steven L. Berkenfeld Managing Director	745 Seventh Avenue New York, NY 10019
Thomas E. Bernard Managing Director	745 Seventh Avenue New York, NY 10019
Michael I. Brill Senior Vice President	745 Seventh Avenue New York, NY 10019
Michael S. Castleman Managing Director	745 Seventh Avenue New York, NY 10019
James R. Emmert Managing Director	745 Seventh Avenue New York, NY 10019
Edward S. Grieb Managing Director	745 Seventh Avenue New York, NY 10019
Robert G. Hedlund III Managing Director	745 Seventh Avenue New York, NY 10019
Ruth E. Horowitz Managing Director	745 Seventh Avenue New York, NY 10019
William J. Hughes Managing Director	745 Seventh Avenue New York, NY 10019
Alex Kirk Managing Director	745 Seventh Avenue New York, NY 10019
Henry Klein Managing Director	745 Seventh Avenue New York, NY 10019
William E. Lighten Managing Director	745 Seventh Avenue New York, NY 10019
Kurt A. Locher Managing Director	745 Seventh Avenue New York, NY 10019
Edward B. McGeough Managing Director	745 Seventh Avenue New York, NY 10019
Raymond C. Mikulich Managing Director	745 Seventh Avenue New York, NY 10019
Michael J. Odrich Managing Director	745 Seventh Avenue New York, NY 10019
Robert D. Redmond	745 Seventh Avenue

Managing Director

New York, NY 10019

James P. Seery Managing Director	745 Seventh Avenue New York, NY 10019
Dexter F. Senft Managing Director	745 Seventh Avenue New York, NY 10019
Brian P. Wade Managing Director	745 Seventh Avenue New York, NY 10019
Jarett Wait Managing Director	745 Seventh Avenue New York, NY 10019
Mark A. Walsh Managing Director	745 Seventh Avenue New York, NY 10019
Alan Washkowitz Managing Director	745 Seventh Avenue New York, NY 10019
Jeffrey S. Wecker Managing Director	745 Seventh Avenue New York, NY 10019
Murat Erkurt Controller	745 Seventh Avenue New York, NY 10019
Murat Erkurt Senior Vice President	745 Seventh Avenue New York, NY 10019
Anthony F. Felella Senior Vice President	745 Seventh Avenue New York, NY 10019
Gerard Fox Senior Vice President	745 Seventh Avenue New York, NY 10019
Kevin R. Genirs Senior Vice President	745 Seventh Avenue New York, NY 10019
Fred E. Steinberg Senior Vice President	745 Seventh Avenue New York, NY 10019

Above individuals are citizens of the United States.

LEHMAN BROTHERS DIVERSIFIED PRIVATE EQUITY FUND 2004 PARTNERS

GENERAL PARTNER

Lehman Brothers Private Equity Advisors L.L.C.	399 Park Avenue, 9th Floor New York, NY 10022
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LB PACIFIC LP

GENERAL PARTNER

LB Pacific GP, LLC	399 Park Avenue, 9th Floor New York, NY 10022
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LB PACIFIC GP, LLC

BOARD OF DIRECTORS

NAME / TITLE	BUSINESS ADDRESS
Christopher R. Manning President	Lehman Brothers Inc. 399 Park Avenue, 9th Floor, New York, NY 10022
Joshua L. Collins Vice President, Secretary	Lehman Brothers Inc. 399 Park Avenue, 9th Floor New York, NY 10022
Jeffrey C. Weber Vice President	Lehman Brothers Inc. 399 Park Avenue, 9th Floor New York, NY 10022

OFFICERS

NAME / TITLE	BUSINESS ADDRESS
Christopher R. Manning President	Lehman Brothers Inc. 399 Park Avenue, 9th Floor, New York, NY 10022
Joshua L. Collins Vice President, Secretary	Lehman Brothers Inc. 399 Park Avenue, 9th Floor New York, NY 10022
Jeffrey C. Weber Vice President	Lehman Brothers Inc. 399 Park Avenue, 9th Floor New York, NY 10022
Fred E. Steinberg Vice President	Lehman Brothers Inc. 399 Park Avenue, 9th Floor, New York, NY 10022
Deborah Nordell Vice President	Lehman Brothers Inc. 399 Park Avenue, 9th Floor New York, NY 10022

Alyson I. Goldfarb
Vice President

Lehman Brothers Inc.
399 Park Avenue, 9th Floor,
New York, NY 10022

All of the above individuals are citizens and residents of the United States.

AMENDED AND RESTATED

AGREEMENT REGARDING THE JOINT FILING OF AMENDMENT NO. 2 TO SCHEDULE 13D

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Amendment No. 2 to Schedule 13D to which this Exhibit is attached, and such Schedule 13D/A is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13D/A and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: April 6, 2006

[Signature Pages Follow]

LEHMAN BROTHERS HOLDINGS INC.

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Vice President

**LEHMAN BROTHERS MERCHANT BANKING
ASSOCIATES III L.L.C.**

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Senior Vice President

LEHMAN BROTHERS INC.

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Senior Vice President

**LEHMAN BROTHERS PRIVATE EQUITY ADVISERS
L.L.C.**

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

**LEHMAN BROTHERS MERCHANT BANKING
ASSOCIATES III L.P.**

By: Lehman Brothers Merchant Banking Associates III
L.L.C., its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LBMB PARTNERS AIV I L.P.

By: Lehman Brothers Merchant Banking
Associates III L.L.C., its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LBMB FUND (B) AIV I L.P.

By: Lehman Brothers Merchant Banking
Associates III L.L.C., its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LBMB FUND AIV I L.P.

By: Lehman Brothers Merchant Banking
Associates III L.L.C., its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LBMB CAPITAL PARTNERS V AIV I L.P.

By: LB I Group its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Senior Vice President

LBMB AIV II L.P.

By: Lehman Brothers Merchant Banking Associates III
L.L.C., its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LEHMAN SIDECAR I, LLC

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LB I GROUP INC.

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Senior Vice President

**LEHMAN BROTHERS DIVERSIFIED PRIVATE
EQUITY FUND 2004 PARTNERS**

By: Lehman Brothers Private Equity Advisors
LLC, its attorney-in-fact

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LB PACIFIC GP LLC

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory

LB PACIFIC LP

By: LB Pacific Energy GP, LLC,
its general partner

By: /s/ Barrett S. DiPaolo
Barrett S. DiPaolo
Authorized Signatory
