

Skyline Champion Corp
Form SC 13D/A
December 07, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Skyline Champion Corporation
(Name of Issuer)
Common Stock, par value \$0.0277 per share
(Title of Class of Securities)
830830105
(CUSIP Number)

Ms. Susanne V. Clark
375 Park Avenue
New York, NY 10152
(212) 672-5000

With a copy to each of:

Craig Marcus
Zachary Blume
Ropes & Gray LLP
800 Boylston Street
Boston, MA 02199
(617) 951-7000

Caroline B. Gottschalk
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
(212) 455-3523
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 5, 2018
(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(b) 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).

CUSIP No. 830830105 SCHEDULE 13D Page 2 of 15 Pages

NAMES OF REPORTING PERSONS

1 Centerbridge Capital Partners, L.P.
 CHECK THE APPROPRIATE BOX IF A
 2 MEMBER OF A GROUP (see
 instructions)

3 (a) (b)
 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

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

6 CITIZENSHIP OR PLACE OF
 ORGANIZATION

Delaware

		SOLE VOTING POWER
NUMBER OF	7	
SHARES	0	
BENEFICIALLY		SHARED VOTING POWER
OWNED BY	8	
EACH	4,227,270	
REPORTING		SOLE DISPOSITIVE POWER
PERSON	9	
WITH	0	
		SHARED DISPOSITIVE POWER
	10	
	4,227,270	
		AGGREGATE AMOUNT
		BENEFICIALLY OWNED BY EACH
11		REPORTING PERSON

12 4,227,270
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (see instructions)
 PERCENT OF CLASS REPRESENTED
 13 BY AMOUNT IN ROW (11)

7.5%

TYPE OF REPORTING PERSON

14

PN

NAMES OF REPORTING PERSONS

1 Centerbridge Capital Partners Strategic,
L.P.
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (see
2 instructions)

(a) (b)
3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

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

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

		SOLE VOTING POWER
NUMBER OF	7	
SHARES	0	
BENEFICIALLY		SHARED VOTING POWER
OWNED BY	8	
EACH	143,032	
REPORTING		SOLE DISPOSITIVE POWER
PERSON	9	
WITH	0	
		SHARED DISPOSITIVE POWER
	10	

11 143,032
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12 143,032
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (see instructions)
PERCENT OF CLASS REPRESENTED
13 BY AMOUNT IN ROW (11)

0.3%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 830830105 SCHEDULE 13D Page 4 of 15 Pages

NAMES OF REPORTING PERSONS

1 CCP Champion Investors, LLC
 CHECK THE APPROPRIATE BOX IF A
 2 MEMBER OF A GROUP (see
 instructions)

3 (a) (b)
 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

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

6 CITIZENSHIP OR PLACE OF
 ORGANIZATION

Delaware

		SOLE VOTING POWER
NUMBER OF	7	
SHARES	0	
BENEFICIALLY		SHARED VOTING POWER
OWNED BY	8	
EACH	103,977	
REPORTING		SOLE DISPOSITIVE POWER
PERSON	9	
WITH	0	
		SHARED DISPOSITIVE POWER
	10	
	103,977	

11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

12 103,977
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (see instructions)
 PERCENT OF CLASS REPRESENTED
 13 BY AMOUNT IN ROW (11)

14 0.2%
 TYPE OF REPORTING PERSON

00

CUSIP No. 830830105 SCHEDULE 13D Page 5 of 15 Pages

NAMES OF REPORTING PERSONS

1 Centerbridge Associates, L.P.
 CHECK THE APPROPRIATE BOX IF A
 2 MEMBER OF A GROUP (see
 instructions)

3 (a) (b)
 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

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

6 CITIZENSHIP OR PLACE OF
 ORGANIZATION

Delaware

		SOLE VOTING POWER
NUMBER OF	7	
SHARES	0	
BENEFICIALLY		SHARED VOTING POWER
OWNED BY	8	
EACH	4,474,279	
REPORTING		SOLE DISPOSITIVE POWER
PERSON	9	
WITH	0	
		SHARED DISPOSITIVE POWER
	10	
	4,474,279	
		AGGREGATE AMOUNT
		BENEFICIALLY OWNED BY EACH
11		REPORTING PERSON

12 4,474,279
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (see instructions)
 13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11)

7.9%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. 830830105 SCHEDULE 13D Page 6 of 15 Pages

NAMES OF REPORTING PERSONS

1 Centerbridge Cayman GP Ltd.
 CHECK THE APPROPRIATE BOX IF A
 2 MEMBER OF A GROUP (see
 instructions)

3 (a) (b)
 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

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

6 CITIZENSHIP OR PLACE OF
 ORGANIZATION

Cayman Islands

		7	SOLE VOTING POWER
NUMBER OF		0	
SHARES			8 SHARED VOTING POWER
BENEFICIALLY		4,474,279	
OWNED BY			9 SOLE DISPOSITIVE POWER
EACH		0	
REPORTING			10 SHARED DISPOSITIVE POWER
PERSON		4,474,279	
WITH			

11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

12 4,474,279
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (see instructions)
 13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11)

14 7.9%
 TYPE OF REPORTING PERSON

00

CUSIP No. 830830105 SCHEDULE 13D Page 7 of 15 Pages

NAMES OF REPORTING PERSONS

1 Centerbridge Capital Partners SBS, L.P.
 CHECK THE APPROPRIATE BOX IF A
 2 MEMBER OF A GROUP (see
 instructions)

3 (a) (b)
 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

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

6 CITIZENSHIP OR PLACE OF
 ORGANIZATION

Delaware

		SOLE VOTING POWER
NUMBER OF	7	
SHARES	0	
BENEFICIALLY		SHARED VOTING POWER
OWNED BY	8	
EACH	38,792	
REPORTING		SOLE DISPOSITIVE POWER
PERSON	9	
WITH	0	
		SHARED DISPOSITIVE POWER
	10	
	38,792	

11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

38,792
 12 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (see instructions)
 13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11)

0.1%
 14 TYPE OF REPORTING PERSON

PN

CUSIP No. 830830105 SCHEDULE 13D Page 8 of 15 Pages

NAMES OF REPORTING PERSONS

1
 CCP SBS GP, LLC
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP (see
 2 instructions)

3
 (a) (b)
 SEC USE ONLY

4
 SOURCE OF FUNDS (see instructions)

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

6
 CITIZENSHIP OR PLACE OF
 ORGANIZATION

Delaware

		SOLE VOTING POWER
NUMBER OF	7	
SHARES	0	
BENEFICIALLY		SHARED VOTING POWER
OWNED BY	8	
EACH	38,792	
REPORTING		SOLE DISPOSITIVE POWER
PERSON	9	
WITH	0	
		SHARED DISPOSITIVE POWER
	10	
	38,792	

11
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

12
 38,792
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (see instructions)
 PERCENT OF CLASS REPRESENTED
 13 BY AMOUNT IN ROW (11)

14
 0.1%
 TYPE OF REPORTING PERSON

00

CUSIP No. 830830105 SCHEDULE 13D Page 9 of 15 Pages

NAMES OF REPORTING PERSONS

1 Mark T. Gallogly
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP (see
 2 instructions)

3 (a) (b)
 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

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

6 CITIZENSHIP OR PLACE OF
 ORGANIZATION

United States
 SOLE VOTING POWER

7
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 0 SHARED VOTING POWER
 8
 4,513,071 SOLE DISPOSITIVE POWER
 9
 0 SHARED DISPOSITIVE POWER

10
 4,513,071
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 11 REPORTING PERSON

12 4,513,071
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (see instructions)
 PERCENT OF CLASS REPRESENTED
 13 BY AMOUNT IN ROW (11)

14 8.0%
 TYPE OF REPORTING PERSON

IN

CUSIP No. 830830105 SCHEDULE 13D Page 10 of 15 Pages

NAMES OF REPORTING PERSONS

1 Jeffrey H. Aronson
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP (see
 2 instructions)

3 (a) (b)
 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

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

6 CITIZENSHIP OR PLACE OF
 ORGANIZATION

United States
 SOLE VOTING POWER

7
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 8
 0 SHARED VOTING POWER
 4,513,071
 9
 0
 10
 4,513,071
 SOLE DISPOSITIVE POWER
 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

12 4,513,071
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (see instructions)
 PERCENT OF CLASS REPRESENTED
 13 BY AMOUNT IN ROW (11)

14 8.0%
 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

This Amendment No. 5 (this "Amendment No. 5") to the Statement on Schedule 13D is filed by the Reporting Persons as an amendment to the Schedule 13D filed on June 11, 2018 with the U.S. Securities and Exchange Commission (the "SEC"), as amended by Amendment No. 1 to the Schedule 13D filed on August 8, 2018, as amended by Amendment No. 2 to the Schedule 13D filed on August 14, 2018, as amended by Amendment No. 3 to the Schedule 13D filed on September 25, 2018, as amended by Amendment No. 4 to the Schedule 13D filed on November 30, 2018 (collectively, the "Schedule 13D") with respect to the shares of common stock, par value \$0.0277 per share ("Common Stock"), of Skyline Champion Corporation (the "Issuer"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

Interest in Securities of the Issuer.

Item 5.

Items 5(a)-(c) of this Schedule 13D are hereby amended and restated as follows:

(a) – (b) The percentages of Common Stock reported herein are based on 56,713,294 shares of Common Stock being outstanding upon completion of the offering described herein, as disclosed by the Issuer in its prospectus supplement on Form 424B4 filed with the Securities and Exchange Commission ("SEC") on November 29, 2018.

Pursuant to Rule 13d-3 under the Act, the Reporting Persons may be deemed to beneficially own Common Stock as follows:

1. Centerbridge Capital Partners, L.P.
 - a. Amount beneficially owned: 4,227,270
 - b. Percent of class: 7.5%
 - c. Voting and dispositive power:
 - i. Sole power to vote or to direct the vote: 0
 - ii. Shared power to vote or to direct the vote: 4,227,270
 - iii. Sole power to dispose or direct the disposition of: 0
 - iv. Shared power to dispose or direct the disposition of: 4,227,270

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

2. Centerbridge Capital Partners Strategic, L.P.
 - a. Amount beneficially owned: 143,032
 - b. Percent of class: 0.3%
 - c. Voting and dispositive power:
 - i. Sole power to vote or to direct the vote: 0
 - ii. Shared power to vote or to direct the vote: 143,032
 - iii. Sole power to dispose or direct the disposition of: 0
 - iv. Shared power to dispose or direct the disposition of: 143,032

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

ownership of Common Stock owned by another Reporting Person. In addition, each of Centerbridge Associates and Cayman GP expressly disclaims beneficial ownership of shares of Common Stock owned by CCPS.

3. CCP Champion Investors, LLC

- a. Amount beneficially owned: 103,977
 - b. Percent of class: 0.2%
 - c. Voting and dispositive power:
 - i. Sole power to vote or to direct the vote: 0
 - ii. Shared power to vote or to direct the vote: 103,977
-

- iii. Sole power to dispose or direct the disposition of: 0
- iv. Shared power to dispose or direct the disposition of: 103,977

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

4. Centerbridge Associates, L.P. and Centerbridge Cayman GP Ltd.

- a. Amount beneficially owned: 4,474,279
- b. Percent of class: 7.9%
- c. Voting and dispositive power:
 - i. Sole power to vote or to direct the vote: 0
 - ii. Shared power to vote or to direct the vote: 4,474,279
 - iii. Sole power to dispose or direct the disposition of: 0
 - iv. Shared power to dispose or direct the disposition of: 4,474,279

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

5. Centerbridge Capital Partners SBS, L.P. and CCP SBS GP, LLC

- a. Amount beneficially owned: 38,792
- b. Percent of class: 0.1%
- c. Voting and dispositive power:
 - i. Sole power to vote or to direct the vote: 0
 - ii. Shared power to vote or to direct the vote: 38,792
 - iii. Sole power to dispose or direct the disposition of: 0
 - iv. Shared power to dispose or direct the disposition of: 38,792

SBS has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by it, which powers may also be exercised by SBS GP, its general partner. SBS GP does not directly own any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 under the Act, SBS GP may be deemed to beneficially own the shares of Common Stock beneficially owned by SBS. However, none of the foregoing should be construed in and of itself as an admission by SBS GP or by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, SBS GP expressly disclaims beneficial ownership of shares of Common Stock owned by SBS.

6. Mark T. Gallogly and Jeffrey H. Aronson

- a. Amount beneficially owned: 4,513,071
- b. Percent of class: 8.0%
- c. Voting and dispositive power:
 - i. Sole power to vote or to direct the vote: 0

- ii. Shared power to vote or to direct the vote: 4,513,071
- iii. Sole power to dispose or direct the disposition of: 0
- iv. Shared power to dispose or direct the disposition of: 4,513,071

Messrs. Gallogly and Aronson, indirectly, through various intermediate entities control each of the Centerbridge Funds. Neither Mr. Gallogly nor Mr. Aronson directly owns any of the shares of Common Stock. By reason of the provisions of Rule 13d-3 under the Act, each may be deemed to beneficially own the shares of Common Stock beneficially owned by the Centerbridge Funds. However, none of the foregoing should be construed in and of itself as an admission by Messrs. Gallogly or Aronson or by any Reporting Person as to beneficial ownership of the shares of Common Stock owned by another Reporting

Person. In addition, each of Mr. Gallogly and Mr. Aronson expressly disclaims beneficial ownership of the shares of Common Stock owned by any of the Centerbridge Funds.

By virtue of the Investor Rights Agreement and the Coordination Agreement, the Reporting Persons and other Sponsors may be deemed to be members of a “group” (within the meaning of Rule 13d-5 under the Act) that beneficially owns an aggregate of 14,839,961 shares, or approximately 26.2%, of the outstanding shares of Common Stock. However, the filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons and the other Sponsors are members of any such group. Each of the other Sponsors is separately filing a Schedule 13D reporting its beneficial ownership of the shares of Common Stock held by it. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock held by each of the other Sponsors.

(c) On November 30, 2018, pursuant to that certain underwriting agreement dated November 27, 2018 (the “November 2018 Underwriting Agreement”) entered into by and among the Centerbridge Funds and certain other Sponsors (the “Selling Shareholders”), the Issuer and Morgan Stanley & Co. LLC (the “Underwriter”), the Underwriter exercised its 30-day option (the “Greenshoe Option”) to purchase an additional 675,000 shares of Common Stock from the Selling Shareholders at a price of \$21.80 per share, which such transaction closed on December 5, 2018. In connection with the exercise of the Greenshoe Option, the Centerbridge Funds sold the following shares:

<u>Reporting Person</u>	<u>Number of Shares Sold</u>
Centerbridge Capital Partners, L.P.	245,877
Centerbridge Capital Partners Strategic, L.P.	8,319
CCP Champion Investors, LLC	6,048
Centerbridge Capital Partners SBS, L.P.	2,256

Except for the transactions described herein and in Amendment No. 4 to the Schedule 13D filed with the SEC on November 30, 2018, no Reporting Person has effected any transaction in the Common Stock during the past 60 days.

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: December 7, 2018

CENTERBRIDGE
CAPITAL PARTNERS, L.P.

BY: CENTERBRIDGE
ASSOCIATES, L.P., its
general partner

BY: CENTERBRIDGE
CAYMAN GP LTD., its
general partner

By: /s/ Susanne V. Clark
Name: Susanne V. Clark
Title: Authorized Signatory

CENTERBRIDGE
CAPITAL PARTNERS
STRATEGIC, L.P.

BY: CENTERBRIDGE
ASSOCIATES, L.P., its
general partner

BY: CENTERBRIDGE
CAYMAN GP LTD., its
general partner

By: /s/ Susanne V. Clark
Name: Susanne V. Clark
Title: Authorized Signatory

CCP CHAMPION
INVESTORS, LLC

By: /s/ Susanne V. Clark
Name: Susanne V. Clark
Title: Authorized Signatory

CENTERBRIDGE
ASSOCIATES, L.P.

BY: CENTERBRIDGE
CAYMAN GP LTD., its
general partner

By: /s/ Susanne V. Clark
Name: Susanne V. Clark
Title: Authorized Signatory

CENTERBRIDGE
CAYMAN GP LTD.

By: /s/ Susanne V. Clark
Name: Susanne V. Clark
Title: Authorized Signatory

CENTERBRIDGE
CAPITAL PARTNERS SBS,
L.P.

BY: CCP SBS GP, LLC, its
general partner

By: /s/ Susanne V. Clark
Name: Susanne V. Clark
Title: Authorized Signatory

CCP SBS GP, LLC

By: /s/ Susanne V. Clark
Name: Susanne V. Clark
Title: Authorized Signatory

MARK T. GALLOGLY

/s/ Mark T. Gallogly
Mark T. Gallogly

JEFFREY H ARONSON

/s/ Jeffrey H. Aronson
Jeffrey H. Aronson

[Skyline Champion Corporation – Schedule 13D/A]