

Edgar Filing: ELITE PHARMACEUTICALS INC /DE/ - Form SC 13G/A

ELITE PHARMACEUTICALS INC /DE/
Form SC 13G/A
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c)
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 UNDER THE
SECURITIES EXCHANGE ACT OF 1934

ELITE PHARMACEUTICALS, INC.
(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE
(Title of Class of Securities)

28659T200
(CUSIP Number)

December 31, 2007
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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 (the "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)

Schedule 13G/A
CUSIP No. 28659T200

PAGE 2 OF 45

(1) NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner Partners

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
309 Series C 8% Preferred Stock convertible into 133,190
Common Shares, 39,956 Warrants exercisable into 39,956
Common Shares and 2,432 Common Shares

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING (8) SHARED DISPOSITIVE POWER
PERSON WITH 309 Series C 8% Preferred Stock convertible into 133,190
Common Shares, 39,956 Warrants exercisable into 39,956
Common Shares and 2,432 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
309 Series C 8% Preferred Stock convertible into 133,190 Common
Shares, 39,956 Warrants exercisable into 39,956 Common Shares and
2,432 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
0.7%

(12) TYPE OF REPORTING PERSON
PN

Schedule 13G/A
CUSIP No. 28659T200

PAGE 3 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner Institutional Partners, L.P.

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
560 Series C 8% Preferred Stock convertible into 241,379
Common Shares, 72,412 Warrants exercisable into 72,412
Common Shares and 4,421 Common Shares

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING (8) SHARED DISPOSITIVE POWER
PERSON WITH 560 Series C 8% Preferred Stock convertible into 241,379
Common Shares, 72,412 Warrants exercisable into 72,412
Common Shares and 4,421 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
560 Series C 8% Preferred Stock convertible into 241,379 Common
Shares, 72,412 Warrants exercisable into 72,412 Common Shares and
4,421 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
1.2%

(12) TYPE OF REPORTING PERSON
PN

Schedule 13G/A
CUSIP No. 28659T200

PAGE 4 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
M. H. Davidson & Co.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF (5) SOLE VOTING POWER
0

SHARES BENEFICIALLY (6) SHARED VOTING POWER
40 Series C 8% Preferred Stock convertible into 17,241
Common Shares, 5,172 Warrants exercisable into 5,172
Common Shares and 318 Common Shares

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
40 Series C 8% Preferred Stock convertible into 17,241
Common Shares, 5,172 Warrants exercisable into 5,172
Common Shares and 318 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
40 Series C 8% Preferred Stock convertible into 17,241 Common
Shares, 5,172 Warrants exercisable into 5,172 Common Shares and 318
Common Shares

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.1%

(12) TYPE OF REPORTING PERSON
PN

Schedule 13G/A
CUSIP No. 28659T200

PAGE 5 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner International, Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

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NUMBER OF (5) SOLE VOTING POWER
 0

SHARES -----
 BENEFICIALLY (6) SHARED VOTING POWER
 984 Series C 8% Preferred Stock convertible into 424,138
 Common Shares, 127,240 Warrants exercisable into 127,240
 Common Shares and 7,755 Common Shares

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER
 0

REPORTING -----
 PERSON WITH (8) SHARED DISPOSITIVE POWER
 984 Series C 8% Preferred Stock convertible into 424,138
 Common Shares, 127,240 Warrants exercisable into 127,240
 Common Shares and 7,755 Common Shares

 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON
 984 Series C 8% Preferred Stock convertible into 424,138 Common
 Shares, 127,240 Warrants exercisable into 127,240 Common Shares and
 7,755 Common Shares

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

 (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 2.1%

 (12) TYPE OF REPORTING PERSON
 CO

Schedule 13G/A
 CUSIP No. 28659T200

PAGE 6 OF 45

 (1) NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Serena Limited

 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) []
 (b) [X]

 (3) SEC USE ONLY

 (4) CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

NUMBER OF (5) SOLE VOTING POWER
 0

SHARES -----
 BENEFICIALLY (6) SHARED VOTING POWER
 23 Series C 8% Preferred Stock convertible into 9,914
 Common Shares, 2,973 Warrants exercisable into 2,973

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Common Shares and 193 Common Shares

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
23 Series C 8% Preferred Stock convertible into 9,914
Common Shares, 2,973 Warrants exercisable into 2,973
Common Shares and 193 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
23 Series C 8% Preferred Stock convertible into 9,914 Common Shares,
2,973 Warrants exercisable into 2,973 Common Shares and 193 Common
Shares

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
0.1%

(12) TYPE OF REPORTING PERSON
CO

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CUSIP No. 28659T200

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner Healthcare Fund LP

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
2,449 Series C 8% Preferred Stock convertible into
1,055,603 Common Shares, 316,680 Warrants exercisable
into 316,680 Common Shares and 19,795 Common Shares

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER
0

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REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER
2,449 Series C 8% Preferred Stock convertible into
1,055,603 Common Shares, 316,680 Warrants exercisable
into 316,680 Common Shares and 19,795 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common
Shares, 316,680 Warrants exercisable into 316,680 Common Shares and
19,795 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.2%

(12) TYPE OF REPORTING PERSON
PN

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CUSIP No. 28659T200

PAGE 8 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner Healthcare International Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
3,602 Series C 8% Preferred Stock convertible into
1,552,586 Common Shares, 465,775 Warrants exercisable
into 465,775 Common Shares and 29,154 Common Shares

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING

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PERSON WITH (8) SHARED DISPOSITIVE POWER\
3,602 Series C 8% Preferred Stock convertible into
1,552,586 Common Shares, 465,775 Warrants exercisable
into 465,775 Common Shares and 29,154 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common
Shares, 465,775 Warrants exercisable into 465,775 Common Shares and
29,154 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
7.7%

(12) TYPE OF REPORTING PERSON
CO

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
MHD Management Co.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF (5) SOLE VOTING POWER
0

SHARES
BENEFICIALLY (6) SHARED VOTING POWER
309 Series C 8% Preferred Stock convertible into 133,190
Common Shares, 39,956 Warrants exercisable into 39,956
Common Shares and 2,432 Common Shares

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING
PERSON WITH (8) SHARED DISPOSITIVE POWER
309 Series C 8% Preferred Stock convertible into 133,190
Common Shares, 39,956 Warrants exercisable into 39,956
Common Shares and 2,432 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED

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BY EACH REPORTING PERSON
309 Series C 8% Preferred Stock convertible into 133,190 Common
Shares, 39,956 Warrants exercisable into 39,956 Common Shares and
2,432 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.7%

(12) TYPE OF REPORTING PERSON
PN

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner Advisers Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
560 Series C 8% Preferred Stock convertible into 241,379
Common Shares, 72,412 Warrants exercisable into 72,412
Common Shares and 4,421 Common Shares

OWNED BY (7) SOLE DISPOSITIVE POWER
EACH 0

REPORTING (8) SHARED DISPOSITIVE POWER
PERSON WITH 560 Series C 8% Preferred Stock convertible into 241,379
Common Shares, 72,412 Warrants exercisable into 72,412
Common Shares and 4,421 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
560 Series C 8% Preferred Stock convertible into 241,379 Common
Shares, 72,412 Warrants exercisable into 72,412 Common Shares and
4,421 Common Shares

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

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.2%

(12) TYPE OF REPORTING PERSON
IA

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner International Advisors, L.L.C.

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	(5) SOLE VOTING POWER
SHARES	0
BENEFICIALLY	(6) SHARED VOTING POWER
OWNED BY	1,007 Series C 8% Preferred Stock convertible into 434,052 Common Shares, 130,213 Warrants exercisable into 130,213 Common Shares and 7,948 Common Shares
EACH	(7) SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	(8) SHARED DISPOSITIVE POWER
	1,007 Series C 8% Preferred Stock convertible into 434,052 Common Shares, 130,213 Warrants exercisable into 130,213 Common Shares and 7,948 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
1,007 Series C 8% Preferred Stock convertible into 434,052 Common
Shares, 130,213 Warrants exercisable into 130,213 Common Shares and
7,948 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.1%

(12) TYPE OF REPORTING PERSON
OO

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CUSIP No. 28659T200

PAGE 11 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
DK Group LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	(5)	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, 316,680 Warrants exercisable into 316,680 Common Shares and 19,795 Common Shares
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER
		2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, 316,680 Warrants exercisable into 316,680 Common Shares and 19,795 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common
Shares, 316,680 Warrants exercisable into 316,680 Common Shares and
19,795 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.2%

(12) TYPE OF REPORTING PERSON
OO

Schedule 13G/A

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CUSIP No. 28659T200

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
DK Management Partners LP

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
3,602 Series C 8% Preferred Stock convertible into
1,552,586 Common Shares, 465,775 Warrants exercisable
into 465,775 Common Shares and 29,154 Common Shares

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING (8) SHARED DISPOSITIVE POWER
PERSON WITH 3,602 Series C 8% Preferred Stock convertible into
1,552,586 Common Shares, 465,775 Warrants exercisable
into 465,775 Common Shares and 29,154 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common
Shares, 465,775 Warrants exercisable into 465,775 Common Shares and
29,154 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.7%

(12) TYPE OF REPORTING PERSON
PN

Schedule 13G/A
CUSIP No. 28659T200

PAGE 13 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
DK Stillwater GP LLC

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
0

SHARES BENEFICIALLY (6) SHARED VOTING POWER
3,602 Series C 8% Preferred Stock convertible into
1,552,586 Common Shares, 465,775 Warrants exercisable
into 465,775 Common Shares and 29,154 Common Shares

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
3,602 Series C 8% Preferred Stock convertible into
1,552,586 Common Shares, 465,775 Warrants exercisable
into 465,775 Common Shares and 29,154 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common
Shares, 465,775 Warrants exercisable into 465,775 Common Shares and
29,154 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
7.7%

(12) TYPE OF REPORTING PERSON
00

Schedule 13G/A
CUSIP No. 28659T200

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Thomas L. Kempner, Jr.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
0

SHARES BENEFICIALLY (6) SHARED VOTING POWER
7,967 Series C 8% Preferred Stock convertible into
3,434,052 Common Shares, 1,030,208 Warrants exercisable
into 1,030,208 Common Shares and 64,068 Common Shares

OWNED BY EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
7,967 Series C 8% Preferred Stock convertible into
3,434,052 Common Shares, 1,030,208 Warrants exercisable
into 1,030,208 Common Shares and 64,068 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common
Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares
and 64,068 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
9.9% (1)

(12) TYPE OF REPORTING PERSON
IN

1 Subject to the Ownership Limitation (as defined herein).

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Marvin H. Davidson

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
0
SHARES
BENEFICIALLY (6) SHARED VOTING POWER
7,967 Series C 8% Preferred Stock convertible into
3,434,052 Common Shares, 1,030,208 Warrants exercisable
into 1,030,208 Common Shares and 64,068 Common Shares
OWNED BY
EACH (7) SOLE DISPOSITIVE POWER
0
REPORTING
PERSON WITH (8) SHARED DISPOSITIVE POWER
7,967 Series C 8% Preferred Stock convertible into
3,434,052 Common Shares, 1,030,208 Warrants exercisable
into 1,030,208 Common Shares and 64,068 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common
Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares
and 64,068 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
9.9% (2)

(12) TYPE OF REPORTING PERSON
IN

2 Subject to the Ownership Limitation (as defined herein).

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CUSIP No. 28659T200

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Stephen M. Dowicz

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

NUMBER OF (5) SOLE VOTING POWER
SHARES 0
BENEFICIALLY (6) SHARED VOTING POWER
7,967 Series C 8% Preferred Stock convertible into
3,434,052 Common Shares, 1,030,208 Warrants exercisable
into 1,030,208 Common Shares and 64,068 Common Shares
OWNED BY (7) SOLE DISPOSITIVE POWER
EACH 0
REPORTING (8) SHARED DISPOSITIVE POWER
PERSON WITH 7,967 Series C 8% Preferred Stock convertible into
3,434,052 Common Shares, 1,030,208 Warrants exercisable
into 1,030,208 Common Shares and 64,068 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common
Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares
and 64,068 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
9.9% (3)

(12) TYPE OF REPORTING PERSON
IN

3 Subject to the Ownership Limitation (as defined herein).

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CUSIP No. 28659T200

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Scott E. Davidson

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER

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0

SHARES
BENEFICIALLY (6) SHARED VOTING POWER
7,967 Series C 8% Preferred Stock convertible into
3,434,052 Common Shares, 1,030,208 Warrants exercisable
into 1,030,208 Common Shares and 64,068 Common Shares

OWNED BY
EACH (7) SOLE DISPOSITIVE POWER

0

REPORTING
PERSON WITH (8) SHARED DISPOSITIVE POWER
7,967 Series C 8% Preferred Stock convertible into
3,434,052 Common Shares, 1,030,208 Warrants exercisable
into 1,030,208 Common Shares and 64,068 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common
Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares
and 64,068 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.9%(4)

(12) TYPE OF REPORTING PERSON
IN

4 Subject to the Ownership Limitation (as defined herein).

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CUSIP No. 28659T200

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Michael J. Leffell

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF
SHARES (5) SOLE VOTING POWER
0

BENEFICIALLY (6) SHARED VOTING POWER
7,967 Series C 8% Preferred Stock convertible into
3,434,052 Common Shares, 1,030,208 Warrants exercisable

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0

REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
 7,967 Series C 8% Preferred Stock convertible into
 3,434,052 Common Shares, 1,030,208 Warrants exercisable
 into 1,030,208 Common Shares and 64,068 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON
 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common
 Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares
 and 64,068 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 9.9% (6)

(12) TYPE OF REPORTING PERSON
 IN

6 Subject to the Ownership Limitation (as defined herein).

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(1) NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Robert J. Brivio, Jr.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) []
 (b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

NUMBER OF (5) SOLE VOTING POWER
 SHARES 0

SHARED VOTING POWER
 BENEFICIALLY (6) 7,967 Series C 8% Preferred Stock convertible into
 3,434,052 Common Shares, 1,030,208 Warrants exercisable
 into 1,030,208 Common Shares and 64,068 Common Shares

OWNED BY (7) SOLE DISPOSITIVE POWER
 EACH 0

REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
 7,967 Series C 8% Preferred Stock convertible into

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3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.9% (7)

(12) TYPE OF REPORTING PERSON
IN

7 Subject to the Ownership Limitation (as defined herein).

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Eric P. Epstein

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
0

SHARES BENEFICIALLY (6) SHARED VOTING POWER
7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

OWNED BY EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON
 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common
 Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares
 and 64,068 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9)
 9.9% (8)

(12) TYPE OF REPORTING PERSON
 IN

8 Subject to the Ownership Limitation (as defined herein).

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(1) NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Anthony A. Yoseloff

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) []
 (b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

NUMBER OF (5) SOLE VOTING POWER
 0

SHARES (6) SHARED VOTING POWER
 BENEFICIALLY 7,967 Series C 8% Preferred Stock convertible into
 3,434,052 Common Shares, 1,030,208 Warrants exercisable
 into 1,030,208 Common Shares and 64,068 Common Shares

OWNED BY (7) SOLE DISPOSITIVE POWER
 EACH 0

REPORTING (8) SHARED DISPOSITIVE POWER
 PERSON WITH 7,967 Series C 8% Preferred Stock convertible into
 3,434,052 Common Shares, 1,030,208 Warrants exercisable
 into 1,030,208 Common Shares and 64,068 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON
 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common

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Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.9% (9)

(12) TYPE OF REPORTING PERSON
IN

9 Subject to the Ownership Limitation (as defined herein).

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Avram Z. Friedman

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
0

SHARES (6) SHARED VOTING POWER
BENEFICIALLY 7,967 Series C 8% Preferred Stock convertible into
3,434,052 Common Shares, 1,030,208 Warrants exercisable
into 1,030,208 Common Shares and 64,068 Common Shares

OWNED BY (7) SOLE DISPOSITIVE POWER
EACH 0

REPORTING (8) SHARED DISPOSITIVE POWER
PERSON WITH 7,967 Series C 8% Preferred Stock convertible into
3,434,052 Common Shares, 1,030,208 Warrants exercisable
into 1,030,208 Common Shares and 64,068 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common
Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares
and 64,068 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT

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IN ROW (9) EXCLUDES CERTAIN SHARES

[]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.9% (10)

(12) TYPE OF REPORTING PERSON
IN

10 Subject to the Ownership Limitation (as defined herein).

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ITEM 1(a). NAME OF ISSUER:

Elite Pharmaceuticals, Inc. (the "Company")

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

165 Ludlow Avenue
Northvale, NJ 07647

ITEM 2(a). NAME OF PERSON FILING:

This Statement is filed by each of the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) Davidson Kempner Partners, a New York limited partnership ("DKP");
- (ii) Davidson Kempner Institutional Partners, L.P., a Delaware limited partnership ("DKIP");
- (iii) M. H. Davidson & Co., a New York limited partnership ("CO");
- (iv) Davidson Kempner International, Ltd., a British Virgin Islands corporation ("DKIL");
- (v) Serena Limited, a Cayman Islands corporation ("Serena");
- (vi) Davidson Kempner Healthcare Fund LP, a Delaware limited partnership ("DKHF");
- (vii) Davidson Kempner Healthcare International Ltd., a Cayman Islands corporation ("DKHI");
- (viii) MHD Management Co., a New York limited partnership and the general partner of DKP ("MHD");
- (ix) Davidson Kempner Advisers Inc., a New York corporation and the general partner of DKIP ("DKAI"), which is registered as an investment adviser with the U.S. Securities and Exchange Commission;

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- (x) Davidson Kempner International Advisors, L.L.C., a Delaware limited liability company and the manager of DKIL and Serena ("DKIA");
- (xi) DK Group LLC, a Delaware limited liability company and the general partner of DKHF ("DKG");
- (xii) DK Management Partners LP, a Delaware limited partnership and the investment manager of DKHI ("DKMP");

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- (xiii) DK Stillwater GP LLC, a Delaware limited liability company and the general partner of DKMP ("DKS"); and
- (xiv) Messrs. Thomas L. Kempner, Jr., Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Timothy I. Levart, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein and Avram Z. Friedman (collectively, the "Principals"), who are the general partners of CO and MHD, the sole managing members of DKIA and DKG and the sole stockholders of DKAI. Messrs. Thomas L. Kempner, Jr. and Timothy I. Levart are Executive Managing Member and Deputy Executive Managing Member, respectively, of DKS. Each of Messrs. Kempner and Levart, together with Messrs. Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein and Avram Z. Friedman are limited partners of DKMP.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address of the principal business office of each of the Reporting Persons is c/o Davidson Kempner Partners, 65 East 55th Street, 19th Floor, New York, New York 10022.

ITEM 2(c). CITIZENSHIP:

- (i) DKP - a New York limited partnership
- (ii) DKIP - a Delaware limited partnership
- (iii) CO - a New York limited partnership
- (iv) DKIL - a British Virgin Islands corporation
- (v) Serena - a Cayman Islands corporation
- (vi) DKHF - a Delaware limited partnership
- (vii) DKHI - a Cayman Islands corporation
- (viii) MHD - a New York limited partnership
- (ix) DKAI - a New York corporation
- (x) DKIA - a Delaware limited liability company

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- (xi) DKG - a Delaware limited liability company
- (xii) DKMP - a Delaware limited partnership
- (xiii) DKS - a Delaware limited liability company
- (xiv) Thomas L. Kempner, Jr. - United States

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- (xv) Marvin H. Davidson - United States
- (xvi) Stephen M. Dowicz - United States
- (xvii) Scott E. Davidson -United States
- (xviii) Michael J. Leffell - United States
- (xix) Timothy I. Levart - United Kingdom & United States
- (xx) Robert J. Brivio, Jr. - United States
- (xxi) Eric P. Epstein - United States
- (xxii) Anthony A. Yoseloff - United States
- (xxiii) Avram Z. Friedman - United States

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

ITEM 2(e). CUSIP NUMBER:

28659T200

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c),
CHECK WHETHER THE PERSON FILING IS A:

- (a) [] Broker or dealer registered under Section 15 of the Act;
- (b) [] Bank as defined in Section 3(a)(6) of the Act;
- (c) [] Insurance Company as defined in Section 3(a)(19) of the Act;
- (d) [] Investment Company registered under Section 8 of the Investment Company Act of 1940;
- (e) [] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940: see Rule 13d-1(b)(1)(ii)(E);
- (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F);

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- (g) [] Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G);
- (h) [] Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act;

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- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Subject to the Ownership Limitation (as defined below), the Principals may be deemed to beneficially own an aggregate of 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares as a result of their voting and dispositive power over the 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares beneficially owned by DKP, DKIP, DKIL, Serena, CO, DKHF and DKHI.

DKIA may be deemed to beneficially own the 984 Series C 8% Preferred Stock convertible into 424,138 Common Shares, 127,240 Warrants exercisable into 127,240 Common Shares and 7,755 Common Shares beneficially owned by DKIL and the 23 Series C 8% Preferred Stock convertible into 9,914 Common Shares, 2,973 Warrants exercisable into 2,973 Common Shares and 193 Common Shares beneficially owned by Serena as a result of its voting and dispositive power over those shares. DKAI may be deemed to beneficially own the 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares owned by DKIP as a result of its voting and dispositive power over those shares. MHD may be deemed to beneficially own the 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares beneficially owned by DKP as a result of its voting and dispositive power over those shares. DKG may be deemed to beneficially own the 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, 316,680 Warrants exercisable into 316,680 Common Shares and 19,795 Common Shares beneficially owned by DKHF as a result of its voting and dispositive power over those shares. DKMP and DKS may be deemed to beneficially own the 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares beneficially owned by DKHI as a result of their voting and dispositive power over those shares.

As set forth in the Certificate of Designation of Preferences, Rights and Limitations of Series C 8% Convertible Preferred Stock and the Common Stock Purchase Warrant, respectively, the number of Common Shares into which the Preferred Stock are convertible and the Warrants are exercisable is limited to that number of Common Shares which would result in Davidson Kempner affiliated entities having aggregate beneficial ownership of not more than 9.99% of the total issued and outstanding shares of Common Shares (the "Ownership Limitation").

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A. DKP

(a) Amount beneficially owned: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares

(b) Percent of class: 0.7%

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(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares

B. DKIP

(a) Amount beneficially owned: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares

(b) Percent of class: 1.2%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares

C. CO

(a) Amount beneficially owned: 40 Series C 8% Preferred Stock convertible into 17,241 Common Shares, 5,172 Warrants exercisable into 5,172 Common Shares and 318 Common Shares

(b) Percent of class: 0.1%

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(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 40 Series C 8% Preferred Stock convertible into 17,241 Common Shares, 5,172 Warrants exercisable into 5,172 Common Shares and 318 Common Shares

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- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 40 Series C 8% Preferred Stock convertible into 17,241 Common Shares, 5,172 Warrants exercisable into 5,172 Common Shares and 318 Common Shares

D. DKIL

(a) Amount beneficially owned: 984 Series C 8% Preferred Stock convertible into 424,138 Common Shares, 127,240 Warrants exercisable into 127,240 Common Shares and 7,755 Common Shares

(b) Percent of class: 2.1%

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 984 Series C 8% Preferred Stock convertible into 424,138 Common Shares, 127,240 Warrants exercisable into 127,240 Common Shares and 7,755 Common Shares
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 984 Series C 8% Preferred Stock convertible into 424,138 Common Shares, 127,240 Warrants exercisable into 127,240 Common Shares and 7,755 Common Shares

E. Serena

(a) Amount beneficially owned: 23 Series C 8% Preferred Stock convertible into 9,914 Common Shares, 2,973 Warrants exercisable into 2,973 Common Shares and 193 Common Shares

(b) Percent of class: 0.1%

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 23 Series C 8% Preferred Stock convertible into 9,914 Common Shares, 2,973 Warrants exercisable into 2,973 Common Shares and 193 Common Shares

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- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 23 Series C 8% Preferred Stock convertible into 9,914 Common Shares, 2,973 Warrants exercisable into 2,973 Common Shares and 193 Common Shares

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F. DKHF

- (a) Amount beneficially owned: 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, 316,680 Warrants exercisable into 316,680 Common Shares and 19,795 Common Shares
- (b) Percent of class: 5.2%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, 316,680 Warrants exercisable into 316,680 Common Shares and 19,795 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, 316,680 Warrants exercisable into 316,680 Common Shares and 19,795 Common Shares

G. DKHI

- (a) Amount beneficially owned: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares
- (b) Percent of class: 7.7%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares

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H. MHD

(a) Amount beneficially owned: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares

(b) Percent of class: 0.7%

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(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares

I. DKAI

(a) Amount beneficially owned: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares

(b) Percent of class: 1.2%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares

J. DKIA

(a) Amount beneficially owned: 1,007 Series C 8% Preferred Stock convertible into 434,052 Common Shares, 130,213 Warrants exercisable into 130,213 Common Shares and 7,948 Common Shares

(b) Percent of class: 2.1%

(c) Number of shares as to which such person has:

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- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 1,007 Series C 8% Preferred Stock convertible into 434,052 Common Shares, 130,213 Warrants exercisable into 130,213 Common Shares and 7,948 Common Shares

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- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 1,007 Series C 8% Preferred Stock convertible into 434,052 Common Shares, 130,213 Warrants exercisable into 130,213 Common Shares and 7,948 Common Shares

K. DKG

(a) Amount beneficially owned: 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, 316,680 Warrants exercisable into 316,680 Common Shares and 19,795 Common Shares

(b) Percent of class: 5.2%

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, 316,680 Warrants exercisable into 316,680 Common Shares and 19,795 Common Shares
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, 316,680 Warrants exercisable into 316,680 Common Shares and 19,795 Common Shares

L. DKMP

(a) Amount beneficially owned: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares

(b) Percent of class: 7.7%

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares

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- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares

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M. DKS

(a) Amount beneficially owned: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares

(b) Percent of class: 7.7%

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares

N. Thomas L. Kempner, Jr.

(a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(b) Percent of class: 9.9%(11)

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

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11 Subject to the Ownership Limitation (as defined herein).

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O. Marvin H. Davidson

(a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(b) Percent of class: 9.9%(12)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

P. Stephen M. Dowicz

(a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(b) Percent of class: 9.9%(13)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

12 Subject to the Ownership Limitation (as defined herein).

13 Subject to the Ownership Limitation (as defined herein).

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Q. Scott E. Davidson

(a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(b) Percent of class: 9.9%(14)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

R. Michael J. Leffell

(a) Amount beneficially owned. 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(b) Percent of class: 9.9%(15)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

14 Subject to the Ownership Limitation (as defined herein).
15 Subject to the Ownership Limitation (as defined herein).

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S. Timothy I. Levart

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(a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(b) Percent of class: 9.9%(16)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

T. Robert J. Brivio, Jr.

(a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(b) Percent of class: 9.9%(17)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

16 Subject to the Ownership Limitation (as defined herein).
17 Subject to the Ownership Limitation (as defined herein).

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U. Eric P. Epstein

(a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

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(b) Percent of class: 9.9%(18)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

V. Anthony A. Yoseloff

(a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(b) Percent of class: 9.9%(19)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

18 Subject to the Ownership Limitation (as defined herein).

19 Subject to the Ownership Limitation (as defined herein).

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W. Avram Z. Friedman

(a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

(b) Percent of class: 9.9%(20)

(c) Number of shares as to which such person has:

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- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The partners, members or stockholders of each of the Reporting Persons, including the Principals, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of such Reporting Person in accordance with their ownership interests in such Reporting Person. The Reporting Persons disclaim all beneficial ownership as affiliates of a registered investment adviser, and, in any case, disclaim beneficial ownership except as to the extent of their pecuniary interest in the shares. The Reporting Persons have elected to file Schedule 13G although such filing may not be required under the Act.

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

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Item 4.

20 Subject to the Ownership Limitation (as defined herein).

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))

Each of the Reporting Persons hereby makes the following certification:

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2008

DAVIDSON KEMPNER PARTNERS
By: MHD Management Co.,
its General Partner

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Managing Partner

DAVIDSON KEMPNER INSTITUTIONAL
PARTNERS, L.P.
By: Davidson Kempner Advisers Inc.,
its General Partner

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: President

M.H. DAVIDSON & CO.

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Managing Partner

DAVIDSON KEMPNER INTERNATIONAL, LTD.
By: Davidson Kempner International
Advisors, L.L.C.,
its Investment Manager

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

SERENA LIMITED
By: Davidson Kempner International
Advisors, L.L.C.,
its Investment Manager

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/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DAVIDSON KEMPNER HEALTHCARE FUND LP
By: DK Group LLC,
its General Partner

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DAVIDSON KEMPNER HEALTHCARE
INTERNATIONAL LTD.
By: DK Management Partners LP,
its Investment Manager
By: DK Stillwater GP LLC, its general
partner

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

MHD MANAGEMENT CO.

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Managing Partner

DAVIDSON KEMPNER ADVISERS INC.

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: President

DAVIDSON KEMPNER INTERNATIONAL
ADVISORS, L.L.C.

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DK GROUP LLC

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

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By: DK Stillwater GP LLC, its general partner

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DK STILLWATER GP LLC

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

/s/ THOMAS L. KEMPNER, JR.

Thomas L. Kempner, Jr.

/s/ MARVIN H. DAVIDSON

Marvin H. Davidson

/s/ STEPHEN M. DOWICZ

Stephen M. Dowicz

/s/ SCOTT E. DAVIDSON

Scott E. Davidson

/s/ MICHAEL J. LEFFELL

Michael J. Leffell

/s/ TIMOTHY I. LEVART

Timothy I. Levart

/s/ ROBERT J. BRIVIO, JR.

Robert J. Brivio, Jr.

/s/ ERIC P. EPSTEIN

Eric P. Epstein

/s/ ANTHONY A. YOSELOFF

Anthony A. Yoseloff

/s/ AVRAM Z. FRIEDMAN

Avram Z. Friedman

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EXHIBIT 1

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. 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 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.

DATED: February 14, 2008

DAVIDSON KEMPNER PARTNERS
By: MHD Management Co.,
its General Partner

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Managing Partner

DAVIDSON KEMPNER INSTITUTIONAL
PARTNERS, L.P.
By: Davidson Kempner Advisers Inc.,
its General Partner

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: President

M.H. DAVIDSON & CO.

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Managing Partner

DAVIDSON KEMPNER INTERNATIONAL, LTD.
By: Davidson Kempner International
Advisors, L.L.C.,
its Investment Manager

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

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SERENA LIMITED
By: Davidson Kempner International
Advisors, L.L.C.,

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its Investment Manager

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DAVIDSON KEMPNER HEALTHCARE FUND LP
By: DK Group LLC,
its General Partner

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DAVIDSON KEMPNER HEALTHCARE
INTERNATIONAL LTD.
By: DK Management Partners LP,
its Investment Manager
By: DK Stillwater GP LLC, its general
partner

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

MHD MANAGEMENT CO.

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Managing Partner

DAVIDSON KEMPNER ADVISERS INC.

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: President

DAVIDSON KEMPNER INTERNATIONAL
ADVISORS, L.L.C.

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

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DK GROUP LLC

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

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DK MANAGEMENT PARTNERS LP
By: DK Stillwater GP LLC, its general partner

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DK STILLWATER GP LLC

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

/s/ THOMAS L. KEMPNER, JR.

Thomas L. Kempner, Jr.

/s/ MARVIN H. DAVIDSON

Marvin H. Davidson

/s/ STEPHEN M. DOWICZ

Stephen M. Dowicz

/s/ SCOTT E. DAVIDSON

Scott E. Davidson

/s/ MICHAEL J. LEFFELL

Michael J. Leffell

/s/ TIMOTHY I. LEVART

Timothy I. Levart

/s/ ROBERT J. BRIVIO, JR.

Robert J. Brivio, Jr.

/s/ ERIC P. EPSTEIN

Eric P. Epstein

/s/ ANTHONY A. YOSELOFF

Anthony A. Yoseloff

/s/ AVRAM Z. FRIEDMAN

Avram Z. Friedman