

Edgar Filing: LENOX GROUP INC - Form SC 13D/A

LENOX GROUP INC
Form SC 13D/A
November 26, 2008

CUSIP No. 1407N104

13D

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13D-2(A)

(Amendment No. 2) (1)

LENOX GROUP INC.
(Name of Issuer)

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

526262100
(CUSIP Number)

Marc Baum, Esq.
Ramius LLC
599 Lexington
20th Floor
New York, New York 10017
(212) 845-7900
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 23, 2008
(Date of Event Which Requires Filing of This Statement)

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

NOTE. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. SEE Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 14 Pages)

(1) 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

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	RAMIUS ENTERPRISE MASTER FUND LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS* WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
	7	SOLE VOTING POWER 264,182
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 264,182
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	264,182
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	1.8%
14	TYPE OF REPORTING PERSON*	

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CO

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	RAMIUS ADVISORS, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS* OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	7	SOLE VOTING POWER 1,700,205
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,700,205
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	 1,700,205
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	 11.8%

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14 TYPE OF REPORTING PERSON*

IA

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RAMIUS LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

1,700,205

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

1,700,205

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

1,700,205

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

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

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11.8%

14 TYPE OF REPORTING PERSON*

IA, OO

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

C4S & CO., L.L.C.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

1,700,205

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

1,700,205

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

1,700,205

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

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

11.8%

14 TYPE OF REPORTING PERSON*

OO

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

PETER A. COHEN

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

- 0 -

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

1,700,205

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

1,700,205

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,700,205

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

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

11.8%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN B. STARK

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

- 0 -

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

1,700,205

9 SOLE DISPOSITIVE POWER

- 0-

10 SHARED DISPOSITIVE POWER

1,700,205

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

1,700,205

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

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SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.8%

14 TYPE OF REPORTING PERSON*
IN

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

JEFFREY M. SOLOMON

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

7 SOLE VOTING POWER

- 0 -

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

1,700,205

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

1,700,205

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

1,700,205

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.8%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

THOMAS W. STRAUSS

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

7 SOLE VOTING POWER

- 0 -

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

1,700,205

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

1,700,205

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,700,205

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.8%

14 TYPE OF REPORTING PERSON*
IN
=====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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The following constitutes Amendment No. 2 ("Amendment No. 2") to the Schedule 13D filed by the undersigned on May 19, 2008 (the "Schedule 13D"). This Amendment No. 2 amends the Schedule 13D as specifically set forth.

Item 2. IDENTITY AND BACKGROUND.

Item 2 of the Schedule 13D is hereby amended to add the following:

As a result of a reorganization of the Reporting Persons and their affiliates, Ramius Advisors, LLC, a Delaware limited liability company ("Ramius Advisors"), serves as the investment advisor of Ramius Enterprise Master Fund Ltd ("Enterprise Master Fund") and Ramius Credit Opportunities Master Fund Ltd ("Ramius Credit Opportunities"). Accordingly, Ramius Advisors is hereby added as a member of the Section 13(d) group as a Reporting Person. The address of the principal office of Ramius Advisors is 599 Lexington Avenue, 20th Floor, New York, New York 10022. The principal business of Ramius Advisors is acting as the investment advisor of Enterprise Master Fund and Ramius Credit Opportunities. Ramius is the sole member of Ramius Advisors.

Item 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby amended to add the following:

On November 23, 2008, certain of the Reporting Persons and certain of the other Bank Debt Holders entered into a Plan Support Agreement (the "Plan Support Agreement") with the Issuer and certain subsidiaries of the Issuer (collectively, "Lenox") under which the parties thereto agreed to the terms of a restructuring of Lenox's indebtedness through the sale of substantially all of Lenox's assets to an entity owned by certain of the Bank Debt Holders, subject to higher and better offers by third parties, pursuant to either (i) a chapter 11 plan of reorganization, or (ii) upon the occurrence of certain events set out in the Plan Support Agreement, at the option of the Bank Debt Holders, through the sale under Section 363 of the Bankruptcy Code in accordance with bidding procedures set forth in the Plan Support Agreement ((i) and (ii) together, the "Transaction").

Pursuant to the Plan Support Agreement, the Bank Debt Holders party thereto agreed, among other things, to form an entity (the "Proposed Purchaser") and to use their commercially reasonable efforts to cause the Proposed Purchaser to negotiate in good faith and enter into a purchase agreement with Lenox

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qualified in its entirety by reference to the Letter Agreement, of copy of which is filed as Exhibit 99.4 to this Schedule 13D and is incorporated by reference herein.

In addition, the first and last paragraphs of Item 4 of the Schedule 13D are hereby amended and restated as follows:

The Reporting Persons originally purchased the Shares based on the Reporting Persons' belief that the purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, the success of the restructuring described below, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon completion of any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the success of the restructuring described above, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, communicating with management and the Board of the Issuer, nominating or recommending candidates to serve as members of the Issuer's Board, making proposals to the Issuer concerning changes to the capitalization, ownership structure or operations of the Issuer, purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, or changing their intention with respect to any and all matters referred to in Item 4.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Paragraphs (a), (b) and (c) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 14,429,998 Shares outstanding, as of August 4, 2008, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 7, 2008 for the period ended June 28, 2008.

A. Ramius Credit Opportunities

(a) As of the close of business on November 24, 2008, Ramius Credit Opportunities beneficially owned 1,436,023 Shares.

Percentage: Approximately 10.0%.

(b) 1. Sole power to vote or direct vote: 1,436,023
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 1,436,023
4. Shared power to dispose or direct the disposition: 0

(c) No transactions in the Shares have been effected by Ramius Credit Opportunities in the last 60 days.

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B. Enterprise Master Fund

- (a) As of the close of business on November 24, 2008, Enterprise Master Fund beneficially owned 264,182 Shares.

Percentage: Approximately 1.8%.

- (b) 1. Sole power to vote or direct vote: 264,182
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 264,182
4. Shared power to dispose or direct the disposition: 0

- (c) No transactions in the Shares have been effected by Enterprise Master Fund in the last 60 days.

C. Ramius Advisors

- (a) As of the close of business on November 24, 2008, as the investment advisor of Ramius Credit Opportunities and Enterprise Master Fund, Ramius Advisors may be deemed the beneficial owner of the (i) 1,436,023 Shares owned by Ramius Credit Opportunities and (ii) 264,182 Shares owned by Enterprise Master Fund.

Percentage: Approximately 11.8%.

- (b) 1. Sole power to vote or direct vote: 1,700,205
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 1,700,205
4. Shared power to dispose or direct the disposition: 0

- (c) No transactions in the Shares have been effected by Ramius Advisors in the last 60 days.

D. Ramius

- (a) As of the close of business on November 24, 2008, as the sole member of Ramius Credit Opportunities and the investment manager of Enterprise Master Fund, Ramius may be deemed the beneficial owner of the (i) 1,436,023 Shares owned by Ramius Credit Opportunities and (ii) 264,182 Shares owned by Enterprise Master Fund.

Percentage: Approximately 11.8%.

- (b) 1. Sole power to vote or direct vote: 1,700,205
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 1,700,205
4. Shared power to dispose or direct the disposition: 0

- (c) No transactions in the Shares have been effected by Ramius in the last 60 days.

E. C4S

- (a) As of the close of business on November 24, 2008, as the managing member of Ramius, C4S may be deemed the beneficial owner of the (i) 1,436,023 Shares owned by Ramius Credit Opportunities and (ii) 264,182 Shares owned by Enterprise Master Fund.

Percentage: Approximately 11.8%.

- (b) 1. Sole power to vote or direct vote: 1,700,205
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 1,700,205
4. Shared power to dispose or direct the disposition: 0

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(c) No transactions in the Shares have been effected by C4S in the last 60 days.

F. Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon

(a) As of the close of business on November 24, 2008, as the managing members of C4S, each of Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon may be deemed the beneficial owner of the (i) 1,436,023 Shares owned by Ramius Credit Opportunities and (ii) 264,182 Shares owned by Enterprise Master Fund.

Percentage: Approximately 11.8%.

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 1,700,205

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3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 1,700,205

(c) No transactions in the Shares have been effected by Mr. Cohen, Mr. Stark, Mr. Strauss or Mr. Solomon in the last 60 days.

On September 15, 2008, 1,435,023 shares of Common Stock reported herein as being beneficially owned by Ramius Credit Opportunities and 263,182 shares of Common Stock reported herein as being beneficially owned by Enterprise Master Fund (the "Frozen Shares") were frozen in Ramius Credit Opportunities' and Enterprise Master Fund's respective prime brokerage accounts as a result of Lehman Brothers International (Europe) ("LBIE") being placed in administration. LBIE, through certain of its affiliates, was a prime broker for Ramius Credit Opportunities and Enterprise Master Fund. The current status of the Frozen Shares under LBIE's administration proceedings has not been determined. The Reporting Persons claim beneficial ownership over the Frozen Shares until such time a final determination concerning the Frozen Shares is made.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Schedule 13D is hereby amended to add the following:

Exhibit 99.3 Plan Support Agreement, dated November 23, 2008.

Exhibit 99.4 Letter Agreement, dated November 23, 2008.

Exhibit 99.5 Joint Filing Agreement by and among Ramius Credit Opportunities Master Fund Ltd, Ramius Enterprise Master Fund Ltd, Ramius LLC, Ramius Advisors, LLC, C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey M. Solomon, dated November 26, 2008.

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SIGNATURES

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

Dated: November 26, 2008

RAMIUS CREDIT OPPORTUNITIES
MASTER FUND LTD

By: Ramius Advisors, LLC
its investment advisor

By: Ramius LLC,
its sole member

By: C4S & Co., L.L.C.,
as managing member

RAMIUS LLC

By: C4S & Co., L.L.C.,
as managing member

RAMIUS ENTERPRISE
MASTER FUND LTD

By: Ramius Advisors, LLC
its investment advisor

By: Ramius LLC,
its sole member

By: C4S & Co., L.L.C.,
as managing member

C4S & CO., L.L.C.

RAMIUS ADVISORS, LLC

By: Ramius LLC
its sole member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Authorized Signatory

JEFFREY M. SOLOMON

/s/ Jeffrey M. Solomon

Individually and as attorney-in-
fact for Peter A. Cohen, Morgan B.
Stark and Thomas W. Strauss