ELITE PHARMACEUTICALS INC /DE/ Form SC 13G/A

February 17, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Amendment No. 2

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, 2008 (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)

[X] 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 47

(1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Davidson Kempner Partners				
(2)	CHECK T	HE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]	
(3)	SEC USE	ONLY			
(4)	CITIZEN	SHIP OR	PLACE OF ORGANIZATION New York		
NUMBER O	E	(5)	SOLE VOTING POWER 0		
SHARES BENEFICIA OWNED BY		(6)	SHARED VOTING POWER 309 Series C 8% Preferred Stock convertible 133,190 Common Shares, Warrants exercisable into 39,956 Common Shares and 81,300 Common	е	
EACH REPORTING PERSON WITH		(7)	SOLE DISPOSITIVE POWER 0		
		(8)	SHARED DISPOSITIVE POWER 309 Series C 8% Preferred Stock convertible 133,190 Common Shares, Warrants exercisable into 39,956 Common Shares and 81,300 Common	е	
(9)	BY EACH 309 Ser	REPORT ies C 8 Shares,	NT BENEFICIALLY OWNED TING PERSON % Preferred Stock convertible into 133,190 Warrants exercisable into 39,956 Common 300 Common Shares		
(10)			THE AGGREGATE AMOUNT LUDES CERTAIN SHARES	[]	
(11) PERCENT (.SS REPRESENTED .OW (9) 0.8%		
(12)	TYPE OF	REPORT	ING PERSON PN		
Schedule CUSIP No		200	Pi	AGE 3 OF 4	
(1)	S.S. OR	I.R.S.	ING PERSON IDENTIFICATION NO. OF ABOVE PERSON er Institutional Partners, L.P.		
(2)	CHECK TI	HE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) []	

SEC USE ONLY ______ CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ------NUMBER OF (5) SOLE VOTING POWER SHARES BENEFICIALLY (6) SHARED VOTING POWER 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, Warrants exercisable into 72,412 Common Shares and 147,462 Common Shares OWNED BY (7) SOLE DISPOSITIVE POWER EACH REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, Warrants exercisable into 72,412 Common Shares and 147,462 Common Shares _____ AGGREGATE AMOUNT BENEFICIALLY OWNED (9) BY EACH REPORTING PERSON 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, Warrants exercisable into 72,412 Common Shares and 147,462 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) 1.4% TYPE OF REPORTING PERSON PN Schedule 13G/A CUSIP No. 28659T200 PAGE 4 OF 47 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) [] (4) CITIZENSHIP OR PLACE OF ORGANIZATION New York

NIIIMBER		(-)	GOLD MORTING DOUBLE			
NUMBER OF		(5)	SOLE VOTING POWER 0			
SHARES BENEFICIALLY		(6)	40 Series C 8% Preferred Stock convertible in 17,241 Common Shares, Warrants exercisable in			
OWNED BY			5,172 Common Shares and 10,548 Common Sh			
EACH		(7)	SOLE DISPOSITIVE POWER			
REPORTING PERSON WITH		(8) SHARED DISPOSITIVE POWER 40 Series C 8% Preferred Stock convertible ir 17,241 Common Shares, Warrants exercisable into 5,172 Common Shares and 10,548 Common Sh				
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40 Series C 8% Preferred Stock convertible into 17,241 Common Shares, Warrants exercisable into 5,172 Common Shares and 10,548 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 I	REPORTI	NG PERSON PN			
Schedule CUSIP No	13G/A . 28659T20	00		PAGE 5 OF 4		
(1)	S.S. OR	I.R.S.	NG PERSON IDENTIFICATION NO. OF ABOVE PERSON r International, Ltd.			
(2)	CHECK THI	E APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]		
(3)	SEC USE (ONLY				
(4)	CITIZENS	HIP OR	PLACE OF ORGANIZATION British Virgin Islands			
NUMBER O	F	(5)	SOLE VOTING POWER 0			
SHARES BENEFICIA	ALLY	(6)	SHARED VOTING POWER			

OWNED BY			1,007 Series C 8% Preferred Stock convertible 434,052 Common Shares, Warrants exercisable into 130,213 Common Shares and 265,154 Common	
EACH		(7)	SOLE DISPOSITIVE POWER	
REPORTIN	G		0	
PERSON W		(8)	SHARED DISPOSITIVE POWER 1,007 Series C 8% Preferred Stock convertible 434,052 Common Shares, Warrants exercisable into 130,213 Common Shares and 265,154 Common	
(9)	BY EACH F 1,007 Ser	REPORTI ies C Warrant	T BENEFICIALLY OWNED NG PERSON 8% Preferred Stock convertible into 434,052 Cos exercisable into 130,213 Common Shares and Shares	ommon
(10)			E AGGREGATE AMOUNT UDES CERTAIN SHARES	[]
(11)	PERCENT C		S REPRESENTED W (9) 2.5%	
(12)	TYPE OF F	REPORTI	NG PERSON CO	
Schedule CUSIP No	13G/A . 28659T20	00	PAGI	E 6 OF 47
(1)		.R.S.	NG PERSON IDENTIFICATION NO. OF ABOVE PERSON	
(2)				a) [] o) [X]
(3)	SEC USE C	NLY		
(4)	CITIZENSE	IIP OR	PLACE OF ORGANIZATION Cayman Islands	
NUMBER O	F	(5)	SOLE VOTING POWER 0	
SHARES BENEFICI	ALLY	(6)	SHARED VOTING POWER 0	
OWNED BY				
EACH		(7)	SOLE DISPOSITIVE POWER 0	

REPORTI PERSON		(8)	SHARED DISPOSITIVE POWER 0	
(9)			INT BENEFICIALLY OWNED TING PERSON 0	
(10)			THE AGGREGATE AMOUNT CLUDES CERTAIN SHARES	[]
(11)		F OF CLA	SS REPRESENTED O.0%	
(12)	TYPE OF	REPORT	TING PERSON CO	
	e 13G/A o. 286597	г200		PAGE 7 OF 47
(1)	S.S. OF	R I.R.S.	ING PERSON IDENTIFICATION NO. OF ABOVE PERSON Her Healthcare Fund LP	
(2)	CHECK 1	THE APPR	COPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
(3)	SEC USI	E ONLY		
(4)	CITIZE	NSHIP OR	PLACE OF ORGANIZATION Delaware	
NUMBER SHARES	OF	(5)	SOLE VOTING POWER 0	
BENEFIC	IALLY	(6)	SHARED VOTING POWER 2,449 Series C 8% Preferred Stock 1,055,603 Common Shares, Warrants into 316,680 Common Shares and 648	exercisable
OWNED B	Y			
EACH		(7)	SOLE DISPOSITIVE POWER 0	
REPORTI	NG			

BY EACH REPORTING PERSON 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, Warrants exercisable into 316,680 Common Shares and 648,953 Common Shares ______ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ______ (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.0% _____ (12) TYPE OF REPORTING PERSON PΝ Schedule 13G/A CUSIP No. 28659T200 PAGE 8 OF 47 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] ______ SEC USE ONLY ______ CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands NUMBER OF (5) SOLE VOTING POWER SHARES BENEFICIALLY (6) SHARED VOTING POWER 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, Warrants exercisable into 465,775 Common Shares and 954,832 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING PERSON

3,602 Series C 8% Preferred Stock convertible into 1,552,586

3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, Warrants exercisable

into 465,775 Common Shares and 954,832 Common Shares

(7) SOLE DISPOSITIVE POWER

(8) SHARED DISPOSITIVE POWER

OWNED BY

REPORTING PERSON WITH

	0		
		hares, Warrants exercisable into 465,775 hares and 954,832 Common Shares	
(10		X IF THE AGGREGATE AMOUNT 9) EXCLUDES CERTAIN SHARES	[]
(11		OF CLASS REPRESENTED I IN ROW (9) 8.8%	
(12	TYPE OF F	REPORTING PERSON CO	
Schedule 13G CUSIP No. 28		PAG	E 9 OF 47
S.S	OF REPORTING OR I.R.S. IDE	ENTIFICATION NO. OF ABOVE PERSON	
(2) CHE	CK THE APPROPRI) [X]
(3) SEC	USE ONLY		
(4) CIT		ACE OF ORGANIZATION ew York	
NUMBER OF	(5) SC	OLE VOTING POWER	
SHARES BENEFICIALLY	30 13	HARED VOTING POWER 09 Series C 8% Preferred Stock convertible 33,190 Common Shares, Warrants exercisable nto 39,956 Common Shares and 81,300 Common	
OWNED BY			
EACH REPORTING	(7) SC	OLE DISPOSITIVE POWER 0	
PERSON WITH	30 13	HARED DISPOSITIVE POWER 09 Series C 8% Preferred Stock convertible 33,190 Common Shares, Warrants exercisable nto 39,956 Common Shares and 81,300 Common	
(9)	BY EACH F 309 Serie Common Sh	E AMOUNT BENEFICIALLY OWNED REPORTING PERSON es C 8% Preferred Stock convertible into 13 hares, Warrants exercisable into 39,956 Com nd 81,300 Common Shares	
(10		X IF THE AGGREGATE AMOUNT	

		IN ROW	(9) EXCLUDES CERTAIN SHARES	[]
	(11)		OF CLASS REPRESENTED NT IN ROW (9) 0.8%	
	(12)	TYPE OI	REPORTING PERSON PN	
Schedule CUSIP No	e 13G/A o. 286591	200		PAGE 10 OF 4
(1)	S.S. OF		G PERSON DENTIFICATION NO. OF ABOVE PERS Advisers Inc.	GON
(2)	CHECK 1	THE APPROI	RIATE BOX IF A MEMBER OF A GROU	(a) [] (b) [X]
(3)	SEC USE	ONLY		
(4)	CITIZEN	ISHIP OR I	LACE OF ORGANIZATION New York	
NUMBER O)F	(5)	SOLE VOTING POWER	
SHARES BENEFICI OWNED BY		(6)	SHARED VOTING POWER 560 Series C 8% Preferred Sto 241,379 Common Shares, Warran into 72,412 Common Shares and	nts exercisable
EACH		(7)	SOLE DISPOSITIVE POWER 0	
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	(9)	BY EACH 560 Sei Common	TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON ies C 8% Preferred Stock conver Shares, Warrants exercisable in and 147,462 Common Shares	
	(10)		OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
	(11)	PERCENT	OF CLASS REPRESENTED	

			1.4%	
	(12)	TYPE OF	REPORTING PERSON IA	
Schedule CUSIP No	13G/A . 28659T2	200		PAGE 11 OF 47
(1)	S.S. OR		G PERSON DENTIFICATION NO. OF ABOVE PERSON International Advisors, L.L.C.	
(2)	CHECK TH	IE APPROP	RIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
(3)	SEC USE	ONLY		
(4)	CITIZENS		LACE OF ORGANIZATION Delaware	
NUMBER O	F	(5)	SOLE VOTING POWER 0	
SHARES BENEFICIALLY		(6)	SHARED VOTING POWER 1,007 Series C 8% Preferred Stock co 434,052 Common Shares, Warrants exerc into 130,213 Common Shares and 265,15	isable
OWNED BY		(7)	SOLE DISPOSITIVE POWER	
REPORTIN PERSON W		(8)	SHARED DISPOSITIVE POWER 1,007 Series C 8% Preferred Stock co 434,052 Common Shares, Warrants exerc into 130,213 Common Shares and 265,15	isable
	(9)	BY EACH 1,007 S Common	TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON eries C 8% Preferred Stock convertible Shares, Warrants exercisable into 130,2 Shares and 265,154 Common Shares	
	(10)		OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
	(11)		OF CLASS REPRESENTED NT IN ROW (9) 2.5%	
	(12)	TYPE OF	REPORTING PERSON OO	

Schedule 1 CUSIP No.		00		PAGE 12 OF 47
S	NAME OF S.S. OR OK Group			
(2) CHECK THE APPROPR			RIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
(3) S	SEC USE	ONLY		
(4) CITIZENS			JACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY		(5)	SOLE VOTING POWER 0	
		(6)	SHARED VOTING POWER 2,449 Series C 8% Preferred Stock convert 1,055,603 Common Shares, Warrants exercint 316,680 Common Shares and 648,953	cisable
OWNED BY EACH		(7)	SOLE DISPOSITIVE POWER	
REPORTING PERSON WIT	ГН	(8)	SHARED DISPOSITIVE POWER 2,449 Series C 8% Preferred Stock conve 1,055,603 Common Shares, Warrants exerc into 316,680 Common Shares and 648,953	cisable
(9)		BY EACH 2,449 Se Common S	TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON Peries C 8% Preferred Stock convertible in Shares, Warrants exercisable into 316,680 Shares and 648,953 Common Shares	
((10)		DX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
((11)		OF CLASS REPRESENTED IT IN ROW (9) 6.0%	
((12)	TYPE OF	REPORTING PERSON OO	

Schedule 13G/A CUSIP No. 28659T200 PAGE 13 OF 47 ______ 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) [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, Warrants exercisable into 465,775 Common Shares and 954,832 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, Warrants exercisable into 465,775 Common Shares and 954,832 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, Warrants exercisable into 465,775 Common Shares and 954,832 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) ______ (12) TYPE OF REPORTING PERSON ______

Schedule 13G/A CUSIP No. 28659T200

PAGE 14 OF 47

(1)	S.S. OR		NG PERSON IDENTIFICATION NO. OF ABOVE PERSON P LLC	
(2)	CHECK I	HE APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
(3)	SEC USE	ONLY		
(4)	CITIZEN	ISHIP OR	PLACE OF ORGANIZATION Delaware	
NUMBER C	ÞΕ	(5)	SOLE VOTING POWER 0	
SHARES BENEFICI OWNED BY		(6)	SHARED VOTING POWER 3,602 Series C 8% Preferred Stock cor 1,552,586 Common Shares, Warrants exe into 465,775 Common Shares and 954,83	ercisable
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REPORTING PERSON WITH		(8)	SHARED DISPOSITIVE POWER 3,602 Series C 8% Preferred Stock cor 1,552,586 Common Shares, Warrants exe into 465,775 Common Shares and 954,83	ercisable
	(9)	BY EAC 3,602 Common	ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON Series C 8% Preferred Stock convertible Shares, Warrants exercisable into 465,7 Shares and 954,832 Common Shares	
	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
	(11)		T OF CLASS REPRESENTED UNT IN ROW (9) 8.8%	
	(12)	TYPE O	F REPORTING PERSON OO	
Schedule	e 13G/A o. 28659T	200		PAGE 15 OF 47
(1)	S.S. OR		NG PERSON IDENTIFICATION NO. OF ABOVE PERSON er, Jr.	

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

(a) [] (b) [X]

(5) (6) (7)	PLACE OF ORGANIZATION United States SOLE VOTING POWER 0 SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Share SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER
(6)	SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Share SOLE DISPOSITIVE POWER 0
(7)	SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Share SOLE DISPOSITIVE POWER 0
(7)	7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Share SOLE DISPOSITIVE POWER
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(8)	CHARPA DISDOCITIVE DOWED
	7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Share
BY EACH 7,967 S 3,434,0	ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON Series C 8% Preferred Stock convertible into 052 Common Shares, Warrants exercisable into 208 Common Shares and 2,108,249 Common Shares
	BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES []
	T OF CLASS REPRESENTED UNT IN ROW (9) 9.9%(1)
TYPE OF	F REPORTING PERSON IN
	BY EAC 7,967 3,434, 1,030, CHECK IN ROW PERCEN BY AMO

Schedule 13G/A CUSIP No. 28659T200

PAGE 16 OF 47

(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]

	SEC USI	E ONLY					
(4)	CITIZE	NSHIP OR	PLACE OF ORGANIZATION United States				
 NUMBER	OF	(5)	SOLE VOTING POWER 0				
SHARES BENEFI	CIALLY	(6)	SHARED VOTING POWER 7,967 Series C 8% Preferred Stock co 3,434,052 Common Shares, Warrants ex 1,030,208 Common Shares and 2,108,24	xercisable into			
OWNED EACH	BY	(7)	SOLE DISPOSITIVE POWER 0				
REPORTING PERSON WITH		(8)	(8) SHARED DISPOSITIVE POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares				
	(9)	BY EAC 7,967 3,434,	GATE AMOUNT BENEFICIALLY OWNED CH REPORTING PERSON Series C 8% Preferred Stock convertible 052 Common Shares, Warrants exercisable 208 Common Shares and 2,108,249 Common	e into			
	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]			
	(11)		UT OF CLASS REPRESENTED OUNT IN ROW (9) 9.9%(2)				
	(12)	TYPE C	OF REPORTING PERSON IN				
 (2) Su	bject to t	 the Owner	rship Limitation (as defined herein).				
	le 13G/A No. 28659	Г200		PAGE 17 OF 4			
	No. 28659'NAME OI	F REPORTI	ING PERSON IDENTIFICATION NO. OF ABOVE PERSON .cz	PAGE 17 OF 4			
CUSIP	No. 28659' NAME OI S.S. OI Stepher	F REPORTI R I.R.S. n M. Dowi	IDENTIFICATION NO. OF ABOVE PERSON	PAGE 17 OF 4			

I TOT IDDIT	R OF	(5)	SOLE VOTING POWER			
SHARES	5		0			
BENEFI	CIALLY	(6)	SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible 3,434,052 Common Shares, Warrants exercisable 1,030,208 Common Shares and 2,108,249 Common	e into		
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	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]		
	(11)		IT OF CLASS REPRESENTED DUNT IN ROW (9) 9.9%(3)			
			3.30(0)			
	(12)	TYPE C	OF REPORTING PERSON IN			
Schedu	·	 the Owner	OF REPORTING PERSON IN TShip Limitation (as defined herein).			
Schedu CUSIP	nle 13G/A No. 286597	T200	PAGE 1			
Schedu CUSIP (1)	nle 13G/A No. 28659 NAME OF S.S. OF Scott F	T200 REPORTIR I.R.S. E. Davids	PAGE 1 CNG PERSON IN CNG PERSON IDENTIFICATION NO. OF ABOVE PERSON SON OPRIATE BOX IF A MEMBER OF A GROUP (a)	8 OF 4		
Schedu CUSIP (1) (2)	nle 13G/A No. 28659 NAME OF S.S. OF Scott F	T200 F REPORTI R I.R.S. E. Davids	PAGE 1 CNG PERSON IN CNG PERSON IDENTIFICATION NO. OF ABOVE PERSON SON OPRIATE BOX IF A MEMBER OF A GROUP (a)			

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BENEFICIALLY		(6)	SHARED VOTING POWER			
			7,967 Series C 8% Preferred Stock cor 3,434,052 Common Shares, Warrants exe			
			1,030,208 Common Shares and 2,108,249			
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	(9)		ATE AMOUNT BENEFICIALLY OWNED			
			H REPORTING PERSON Series C 8% Preferred Stock convertible	into		
		•	052 Common Shares, Warrants exercisable			
			208 Common Shares and 2,108,249 Common S			
	(10)	CHECK I	BOX IF THE AGGREGATE AMOUNT			
	(10)		(9) EXCLUDES CERTAIN SHARES	[]		
			T. O. C. M.C. DEDDECENTED			
	(11)		T OF CLASS REPRESENTED UNT IN ROW (9)			
		21 1110	9.9%(4)			
	(10)	TVDE O	E DEDOUTING DEDOON			
	(12)	IYPE O	F REPORTING PERSON IN			
	e 13G/A o. 28659T	200		PAGE 19 OF 4		
CODII IN	0. 200391	200		TAGE 19 OF 4		
(1)	S.S. OR		NG PERSON IDENTIFICATION NO. OF ABOVE PERSON ell			
(2)	CHECK T	HE APPROI	PRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]		
(3)	SEC USE	ONLY				
(4)	CITIZEN	FIZENSHIP OR PLACE OF ORGANIZATION United States				
 NUMBER (SHARES	OF	(5)	SOLE VOTING POWER 0			
SHARES BENEFIC:	IALLY	(6)	SHARED VOTING POWER			
		. ,	7,967 Series C 8% Preferred Stock cor	vertible into		
			3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares			
			1 U/U 200 Common Chance and 2 100 240	1 Cammon Charoa		

OWNED BY EACH		7)	SOLE DISPOSITIVE POWER			
REPORTING PERSON WIT	Н	(8) SHARED DISPOSITIVE POWER 7,967 Series C 8% Preferred Stock convertible int 3,434,052 Common Shares, Warrants exercisable int 1,030,208 Common Shares and 2,108,249 Common Share				
(9)		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares				
(10)		OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[
(11)		OF CLASS REPRESENTED NT IN ROW (9) 9.9%(5)			
(12)	TYPE OF	REPORTING PERSON IN			
(5) Subjec Schedule 1	3G/A		nip Limitation (as defined herein).	AGE 20 OF		
Schedule 1 CUSIP No (1) N S	3G/A 28659T2 AME OF	00 REPORTING I.R.S. II	P G PERSON DENTIFICATION NO. OF ABOVE PERSON	AGE 20 OF		
Schedule 1 CUSIP No (1) N S T	3G/A 28659T2 AME OF : S. OR imothy	00 REPORTING I.R.S. II I. Levart	P G PERSON DENTIFICATION NO. OF ABOVE PERSON	(a) []		
Schedule 1 CUSIP No. (1) N S T (2) C	3G/A 28659T2 AME OF : S. OR imothy	00 REPORTING I.R.S. II I. Levart E APPROPF	P G PERSON DENTIFICATION NO. OF ABOVE PERSON	(a) []		
Schedule 1 CUSIP No. (1) N S T (2) C	3G/A 28659T2 AME OF : S. OR imothy HECK TH	00 REPORTING I.R.S. II I. Levart E APPROPF ONLY HIP OR PI	P G PERSON DENTIFICATION NO. OF ABOVE PERSON	(a) []		
Schedule 1 CUSIP No. (1) N S T (2) C (3) S (4) C	3G/A 28659T2 AME OF : S. OR imothy HECK TH	00 REPORTING I.R.S. II I. Levart E APPROPF ONLY HIP OR PI	G PERSON DENTIFICATION NO. OF ABOVE PERSON E. RIATE BOX IF A MEMBER OF A GROUP	(a) []		
Schedule 1 CUSIP No. (1) N S T (2) C (3) S (4) C NUMBER OF SHARES BENEFICIAL	3G/A 28659T2 AME OF: S. OR imothy HECK TH	00 REPORTING I.R.S. II I. Levart E APPROPF ONLY HIP OR PI	G PERSON DENTIFICATION NO. OF ABOVE PERSON E RIATE BOX IF A MEMBER OF A GROUP LACE OF ORGANIZATION Jnited Kingdom & United States SOLE VOTING POWER	(a) [] (b) [X]		
Schedule 1 CUSIP No. (1) N. S T (2) C	3G/A 28659T2 AME OF: S. OR imothy HECK TH	00 REPORTING I.R.S. II I. Levart E APPROPF ONLY HIP OR PI (5)	PERSON DENTIFICATION NO. OF ABOVE PERSON RIATE BOX IF A MEMBER OF A GROUP LACE OF ORGANIZATION United Kingdom & United States SOLE VOTING POWER 0 SHARED VOTING POWER 7,967 Series C 8% Preferred Stock conver 3,434,052 Common Shares, Warrants exerci	(a) [] (b) [X]		

			7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Share
	(9)	BY EAC 7,967 3,434,	ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON Series C 8% Preferred Stock convertible into 052 Common Shares, Warrants exercisable into 208 Common Shares and 2,108,249 Common Shares
	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES [
	(11)		T OF CLASS REPRESENTED UNT IN ROW (9) 9.9%(6)
	(12)	TYPE O	F REPORTING PERSON IN
(6) Subj	ject to t	he Owner	ship Limitation (as defined herein).
Schedule	e 13G/A o. 28659T	2200	PAGE 21 OF
	. 200071	200	FAGE 21 OF
(1)	NAME OF	REPORTI	NG PERSON IDENTIFICATION NO. OF ABOVE PERSON
	NAME OF S.S. OR Robert	REPORTI I.R.S. J. Brivi	NG PERSON IDENTIFICATION NO. OF ABOVE PERSON
(1)	NAME OF S.S. OR Robert	REPORTI E I.R.S. J. Brivi CHE APPRO	NG PERSON IDENTIFICATION NO. OF ABOVE PERSON O, Jr
(1)	NAME OF S.S. OR Robert CHECK T	REPORTI LIR.S. J. Brivi CHE APPRO	NG PERSON IDENTIFICATION NO. OF ABOVE PERSON O, Jr
(1)	NAME OF S.S. OR Robert CHECK T	REPORTI LIR.S. J. Brivi CHE APPRO	NG PERSON IDENTIFICATION NO. OF ABOVE PERSON O, Jr. PRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] PLACE OF ORGANIZATION
(1)(2) (3)(4) NUMBER C SHARES BENEFICI	NAME OF S.S. OR Robert CHECK T	REPORTI I.R.S. J. Brivi HE APPRO ONLY	NG PERSON IDENTIFICATION NO. OF ABOVE PERSON O, Jr. PRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] PLACE OF ORGANIZATION United States SOLE VOTING POWER
(1) (2) (3) (4) NUMBER C	NAME OF S.S. OR Robert CHECK T	REPORTI LIR.S. J. Brivi CHE APPRO CONLY CO	NG PERSON IDENTIFICATION NO. OF ABOVE PERSON O, Jr. PRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] PLACE OF ORGANIZATION United States SOLE VOTING POWER 0 SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into

	(9)	BY EACH 7,967 Se 3,434,05	C AMOUNT BENEFICIALLY OWN: REPORTING PERSON ries C 8% Preferred Stock R Common Shares, Warrants R Common Shares and 2,108	convertible into exercisable into		
	(10)		X IF THE AGGREGATE AMOUNT B) EXCLUDES CERTAIN SHARE	[]		
	(11)		OF CLASS REPRESENTED TIN ROW (9) 9.9%(7)			
	(12)	TYPE OF	REPORTING PERSON IN			
Schedule			p Limitation (as defined	PAGE 22 OF 47		
	NAME OF S.S. OR	T200 PAGE 22 OF 4 F REPORTING PERSON R I.R.S. IDENTIFICATION NO. OF ABOVE PERSON . Epstein				
(2)	CHECK TH	E APPROPR	TATE BOX IF A MEMBER OF A	GROUP (a) [] (b) [X]		
(3)	SEC USE	ONLY				
(4)	CITIZENS		ACE OF ORGANIZATION nited States			
NUMBER O	F	(5)	SOLE VOTING POWER 0			
SHARES BENEFICI	ALLY	(6)	3,434,052 Common Shares,	red Stock convertible into Warrants exercisable into and 2,108,249 Common Shares		
OWNED BY EACH		(7)	SOLE DISPOSITIVE POWER 0			
REPORTIN PERSON W		(8)	3,434,052 Common Shares,	red Stock convertible into Warrants exercisable into and 2,108,249 Common Shares		
	(9)	BY EACH 7,967 Se 3,434,05	AMOUNT BENEFICIALLY OWN: REPORTING PERSON ries C 8% Preferred Stock C Common Shares, Warrants C Common Shares and 2,108	convertible into exercisable into		

	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
	(11)		I OF CLASS REPRESENTED UNT IN ROW (9) 9.9%(8)	
	(12)	TYPE OF	F REPORTING PERSON IN	
	ject to t		ship Limitation (as defined herein).	
Schedule	e 13G/A o. 28659T	200	PAGE	23 OF 4
(1)	S.S. OR		NG PERSON IDENTIFICATION NO. OF ABOVE PERSON Loff	
(2)	CHECK T	HE APPROE		[] [X]
(3)	SEC USE	ONLY		
(4)	CITIZEN		PLACE OF ORGANIZATION United States	
)F	(5)	SOLE VOTING POWER 0	
SHARES BENEFICI	ALLY	(6)	SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertibl 3,434,052 Common Shares, Warrants exercisabl 1,030,208 Common Shares and 2,108,249 Common	e into
OWNED BY EACH REPORTIN		(7)	SOLE DISPOSITIVE POWER 0	
PERSON W		(8)	SHARED DISPOSITIVE POWER 7,967 Series C 8% Preferred Stock convertibl 3,434,052 Common Shares, Warrants exercisabl 1,030,208 Common Shares and 2,108,249 Common	e into
	(9)	BY EACH 7,967 S 3,434,	ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON Series C 8% Preferred Stock convertible into ,052 Common Shares, Warrants exercisable into ,208 Common Shares and 2,108,249 Common Shares	
	(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	[]
	(11)	PERCEN:	FOR CLASS REPRESENTED	

Edgar Filing: ELITE PHARMACEUTICALS INC /DE/ - Form SC 13G/A BY AMOUNT IN ROW (9) 9.9%(9) _____ (12) TYPE OF REPORTING PERSON ΙN _____ (9) Subject to the Ownership Limitation (as defined herein). Schedule 13G/A CUSIP No. 28659T200 PAGE 24 OF 47 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] _____ SEC USE ONLY ______ 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares
OWNED BY	(7)	COLE DIODOCIMINE DOMED
EACH REPORTING	(7)	SOLE DISPOSITIVE POWER 0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER
22.001 11211	(0)	7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares
(9)	BY EAC 7,967 3,434,	ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON Series C 8% Preferred Stock convertible into 052 Common Shares, Warrants exercisable into 208 Common Shares and 2,108,249 Common Shares
(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES []
(11)		T OF CLASS REPRESENTED UNT IN ROW (9) 9.9%(10)
(12)	TYPE O	F REPORTING PERSON IN

(10) Subject to the Ownership Limitation (as defined herein). Schedule 13G/A CUSIP No. 28659T200 PAGE 25 OF 47 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Conor Bastable (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares OWNED BY (7) SOLE DISPOSITIVE POWER EACH 0 REPORTING PERSON WITH SHARED DISPOSITIVE POWER (8) 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares AGGREGATE AMOUNT BENEFICIALLY OWNED (9) BY EACH REPORTING PERSON 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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%(11) (12) TYPE OF REPORTING PERSON ______

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

Schedule 13G/A CUSIP No. 28659T200

PAGE 26 OF 47

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");
- (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");

- (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;
- (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");

Schedule 13G/A CUSIP No. 28659T200

PAGE 27 OF 47

- (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, Avram Z. Friedman and Conor Bastable (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, Avram Z. Friedman and Conor Bastable 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
- (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
- (xv) Marvin H. Davidson United States

Schedule 13G/A CUSIP No. 28659T200 PAGE 28 OF 47 (xvi) Stephen M. Dowicz - United States (xvii) Scott E. Davidson -United States (xviii) Michael J. Leffell - United States Timothy I. Levart - United Kingdom & United States (xix) Robert J. Brivio, Jr. - United States (xx)(xxi) Eric P. Epstein - United States (xxii) Anthony A. Yoseloff - United States (xxiii) Avram Z. Friedman - United States (xxiv) Conor Bastable - 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); (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;

Schedule 13G/A CUSIP No. 28659T200

PAGE 29 OF 47

- (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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares beneficially owned by DKP, DKIP, DKIL, CO, DKHF and DKHI.

DKIA may be deemed to beneficially own the 1,007 Series C 8% Preferred Stock convertible into 434,052 Common Shares, Warrants exercisable into 130,213 Common Shares and 265,154 Common Shares beneficially owned by DKIL 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, Warrants exercisable into 72,412 Common Shares and 147,462 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, Warrants exercisable into 39,956 Common Shares and 81,300 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, Warrants exercisable into 316,680 Common Shares and 648,953 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, Warrants exercisable into Common Shares and 954,832 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 each Common Stock Purchase Warrant held by the Reporting Persons, 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 the Reporting Persons having aggregate beneficial ownership of not more than 9.99% of the total issued and outstanding shares of Common Shares (the "Ownership Limitation").

A. DKP

(a) Amount beneficially owned: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, Warrants exercisable into 39,956 Common Shares and 81,300 Common Shares

- (b) Percent of class: 0.8%
- (c) Number of shares as to which such person has:

Schedule 13G/A CUSIP No. 28659T200

PAGE 30 OF 47

- (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, Warrants exercisable into 39,956 Common Shares and 81,300 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, Warrants exercisable into 39,956 Common
 Shares and 81,300 Common Shares

B. DKIP

- (a) Amount beneficially owned: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, Warrants exercisable into 72,412 Common Shares and 147,462 Common Shares
- (b) Percent of class: 1.4%
- (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, Warrants exercisable into 72,412 Common Shares and 147,462 Common Shares
 - (iii) sole power to dispose or to direct the disposition: $\boldsymbol{0}$
 - (iv) shared power to dispose or to direct the disposition: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, Warrants exercisable into 72,412 Common Shares and 147,462 Common Shares

C. CO

- (a) Amount beneficially owned: 40 Series C 8% Preferred Stock convertible into 17,241 Common Shares, Warrants exercisable into 5,172 Common Shares and 10,548 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: 40 Series

C 8% Preferred Stock convertible into 17,241 Common Shares, Warrants exercisable into 5,172 Common Shares and 10,548 Common Shares

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

Schedule 13G/A CUSIP No. 28659T200

PAGE 31 OF 47

(iv) shared power to dispose or to direct the disposition:
 40 Series C 8% Preferred Stock convertible into
 17,241 Common Shares, Warrants exercisable into
 5,172 Common Shares and 10,548 Common Shares

D. DKIL

- (a) Amount beneficially owned: 1,007 Series C 8% Preferred Stock convertible into 434,052 Common Shares, Warrants exercisable into 130,213 Common Shares and 265,154 Common Shares
- (b) Percent of class: 2.5%
- (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: 1,007 Series C 8% Preferred Stock convertible into 434,052 Common Shares, Warrants exercisable into 130,213 Common Shares and 265,154 Common Shares
 - (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, Warrants exercisable into 130,213 Common Shares and 265,154 Common Shares

E. Serena

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (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: 0
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 0

F. DKHF

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

into 316,680 Common Shares and 648,953 Common Shares

- (b) Percent of class: 6.0%
- (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, Warrants exercisable into 316,680 Common Shares and 648,953 Common Shares

Schedule 13G/A CUSIP No. 28659T200

PAGE 32 OF 47

- (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, Warrants exercisable
 into 316,680 Common Shares and 648,953 Common Shares

G. DKHI

- (a) Amount beneficially owned: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, Warrants exercisable into 465,775 Common Shares and 954,832 Common Shares
- (b) Percent of class: 8.8%
- (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, Warrants exercisable into 465,775 Common Shares and 954,832 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, Warrants exercisable into 465,775 Common Shares and 954,832 Common Shares

H. MHD

- (a) Amount beneficially owned: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, Warrants exercisable into 39,956 Common Shares and 81,300 Common Shares
- (b) Percent of class: 0.8%
- (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, Warrants exercisable into 39,956 Common Shares and 81,300 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, Warrants exercisable
 into 39,956 Common Shares and 81,300 Common Shares

I. DKAI

- (a) Amount beneficially owned: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, Warrants exercisable into 72,412 Common Shares and 147,462 Common Shares
- (b) Percent of class: 1.4%
- (c) Number of shares as to which such person has:

Schedule 13G/A CUSIP No. 28659T200

PAGE 33 OF 47

- (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, Warrants exercisable into 72,412 Common Shares and 147,462 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, Warrants exercisable into 72,412 Common Shares and 147,462 Common Shares

J. DKIA

- (a) Amount beneficially owned: 1,007 Series C 8% Preferred Stock convertible into 434,052 Common Shares, Warrants exercisable into 130,213 Common Shares and 265,154 Common Shares
- (b) Percent of class: 2.5%
- (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: 1,007
 Series C 8% Preferred Stock convertible into 434,052
 Common Shares, Warrants exercisable into 130,213
 Common Shares and 265,154 Common Shares
 - (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, Warrants exercisable into 130,213 Common Shares and 265,154 Common Shares

K. DKG

- (a) Amount beneficially owned: 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, Warrants exercisable into 316,680 Common Shares and 648,953 Common Shares
- (b) Percent of class: 6.0%
- (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, Warrants exercisable into 316,680 Common Shares and 648,953 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0

Schedule 13G/A CUSIP No. 28659T200

PAGE 34 OF 47

(iv) shared power to dispose or to direct the disposition: 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, Warrants exercisable into 316,680 Common Shares and 648,953 Common Shares

L. DKMP

- (a) Amount beneficially owned: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, Warrants exercisable into 465,775 Common Shares and 954,832 Common Shares
- (b) Percent of class: 8.8%
- (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, Warrants exercisable into 465,775 Common Shares and 954,832 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, Warrants exercisable into 465,775 Common Shares and 954,832 Common Shares
- M. DKS

- (a) Amount beneficially owned: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, Warrants exercisable into 465,775 Common Shares and 954,832 Common Shares
- (b) Percent of class: 8.8%
- (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, Warrants exercisable into 465,775 Common Shares and 954,832 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, Warrants exercisable into 465,775 Common Shares and 954,832 Common Shares

Schedule 13G/A CUSIP No. 28659T200

PAGE 35 OF 47

- N. Thomas L. Kempner, Jr.
 - (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares
- O. Marvin H. Davidson
 - (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares

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

Schedule 13G/A CUSIP No. 28659T200

PAGE 36 OF 47

- P. Stephen M. Dowicz
 - (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares
- Q. Scott E. Davidson
 - (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares

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

Schedule 13G/A CUSIP No. 28659T200

PAGE 37 OF 47

- R. Michael J. Leffell
 - (a) Amount beneficially owned. 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares
- S. Timothy I. Levart
 - (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares

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

Schedule 13G/A CUSIP No. 28659T200

PAGE 38 OF 47

- T. Robert J. Brivio, Jr.
 - (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares
 - (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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares
- U. Eric P. Epstein
 - (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares

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

Schedule 13G/A CUSIP No. 28659T200

PAGE 39 OF 47

V. Anthony A. Yoseloff

- (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares
- (b) Percent of class: 9.9%(20)
- (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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares

W. Avram Z. Friedman

- (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares
- (b) Percent of class: 9.9%(21)
- (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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares

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

Schedule 13G/A CUSIP No. 28659T200

PAGE 40 OF 47

X. Conor Bastable

- (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 Common Shares
- (b) Percent of class: 9.9%(21)
- (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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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, Warrants exercisable into 1,030,208 Common Shares and 2,108,249 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.

⁽²²⁾ Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A CUSIP No. 28659T200

PAGE 41 OF 47

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.

Schedule 13G/A CUSIP No. 28659T200

PAGE 42 OF 47

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 17, 2009

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

/s/ Thomas L. Kempner, Jr.

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

Schedule 13G/A CUSIP No. 28659T200

PAGE 43 OF 47

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.

Schedule 13G/A CUSIP No. 28659T200

/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 PAGE 44 OF 47 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

/s/ Conor Bastable

Conor Bastable

Schedule 13G/A CUSIP No. 28659T200

PAGE 45 OF 47

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 17, 2009

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.

Schedule 13G/A CUSIP No. 28659T200

/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 PAGE 46 OF 47 SERENA LIMITED 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 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

Schedule 13G/A CUSIP No. 28659T200

PAGE 47 OF 47

DK GROUP LLC

/s/ Thomas L. Kempner, Jr.

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

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

/s/ Conor Bastable

Conor Bastable