

PIER 1 IMPORTS INC/DE  
Form SC 13D  
October 27, 2008

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**Pier 1 Imports, Inc.**

(Name of Issuer)

**Common Stock, par value \$1.00 per share**

(Title of Class of Securities)

**720279108**

(CUSIP Number)

**Jason G. Bernzweig**

**SCSF Equities, LLC**

**5200 Town Center Circle, Suite 600**

**Boca Raton, Florida 33486**

**(561) 394-0550**

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

**October 15, 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 § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box. o

## Edgar Filing: PIER 1 IMPORTS INC/DE - Form SC 13D

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

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**SCHEDULE 13D**

CUSIP No. 720279108

1 Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

SCSF Equities, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
(b)  x

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power  
0 (See Item 5)

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
5,543,579 (See Item 5)

9 Sole Dispositive Power  
0 (See Item 5)

10 Shared Dispositive Power  
5,543,579 (See Item 5)

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
5,543,579 (See Item 5)

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13 Percent of Class Represented by Amount in Row (11)  
6.2%

14 Type of Reporting Person (See Instructions)  
PN

**SCHEDULE 13D**

CUSIP No. 720279108

- |   |   |  |
|---|---|--|
| 1   | Names of Reporting Persons<br>I.R.S. Identification Nos. of Above Persons (Entities Only) |  |
|   | Sun Capital Securities Offshore Fund, Ltd.  |  |
| 2   | Check the Appropriate Box if a Member of a Group (See Instructions)                       |  |
|   | (a)   | o  |
|   | (b)   | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds (See Instructions)  |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)   | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Cayman Islands  |  |
|   | 7   | Sole Voting Power<br>0 (See Item 5)                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>5,543,579 (See Item 5)      |
|   | 9   | Sole Dispositive Power<br>0 (See Item 5)           |
|   | 10  | Shared Dispositive Power<br>5,543,579 (See Item 5) |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                              |  |
|   | 5,543,579 (See Item 5)  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)  |  |
|   | 6.2%  |  |
| 14  | Type of Reporting Person (See Instructions)   |  |
|   | CO  |  |

**SCHEDULE 13D**

CUSIP No. 720279108

1	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (Entities Only)	
	Sun Capital Securities Fund, LP	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds (See Instructions)	
	OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization	
	Delaware	
	7	Sole Voting Power 0 (See Item 5)
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 5,543,579 (See Item 5)
	9	Sole Dispositive Power 0 (See Item 5)
	10	Shared Dispositive Power 5,543,579 (See Item 5)
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	5,543,579 (See Item 5)	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11)	
	6.2%	
14	Type of Reporting Person (See Instructions)	
	PN	

**SCHEDULE 13D**

CUSIP No. 720279108

- |   |   |  |
|---|---|--|
| 1   | Names of Reporting Persons<br>I.R.S. Identification Nos. of Above Persons (Entities Only) |  |
|   | Sun Capital Securities Advisors, LP   |  |
| 2   | Check the Appropriate Box if a Member of a Group (See Instructions)                       |  |
|   | (a)   | o  |
|   | (b)   | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds (See Instructions)  |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)   | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power<br>0 (See Item 5)                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>5,543,579 (See Item 5)      |
|   | 9   | Sole Dispositive Power<br>0 (See Item 5)           |
|   | 10  | Shared Dispositive Power<br>5,543,579 (See Item 5) |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                              |  |
|   | 5,543,579 (See Item 5)  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)  |  |
|   | 6.2%  |  |
| 14  | Type of Reporting Person (See Instructions)   |  |
|   | PN  |  |

**SCHEDULE 13D**

CUSIP No. 720279108

- |   |   |  |
|---|---|--|
| 1   | Names of Reporting Persons<br>I.R.S. Identification Nos. of Above Persons (Entities Only) |  |
|   | Sun Capital Securities, LLC   |  |
| 2   | Check the Appropriate Box if a Member of a Group (See Instructions)                       |  |
|   | (a)   | o  |
|   | (b)   | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds (See Instructions)  |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)   | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power<br>0 (See Item 5)                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>5,543,579 (See Item 5)      |
|   | 9   | Sole Dispositive Power<br>0 (See Item 5)           |
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| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                              |  |
|   | 5,543,579 (See Item 5)  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)  |  |
|   | 6.2%  |  |
| 14  | Type of Reporting Person (See Instructions)   |  |
|   | PN  |  |

**SCHEDULE 13D**

CUSIP No. 720279108

- |   |   |  |
|---|---|--|
| 1   | Names of Reporting Persons<br>I.R.S. Identification Nos. of Above Persons (Entities Only) |  |
|   | Marc J. Leder   |  |
| 2   | Check the Appropriate Box if a Member of a Group (See Instructions)                       |  |
|   | (a)   | o  |
|   | (b)   | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds (See Instructions)  |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)   | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | United States   |  |
|   | 7   | Sole Voting Power<br>0 (See Item 5)                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>5,543,579 (See Item 5)      |
|   | 9   | Sole Dispositive Power<br>0 (See Item 5)           |
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| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                              |  |
|   | 5,543,579 (See Item 5)  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)  |  |
|   | 6.2%  |  |
| 14  | Type of Reporting Person (See Instructions)   |  |
|   | IN  |  |



**SCHEDULE 13D**

CUSIP No. 720279108

1	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (Entities Only)	
	Rodger R. Krouse	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds (See Instructions)	
	OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization	
	United States	
	7	Sole Voting Power 0 (See Item 5)
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 5,543,579 (See Item 5)
	9	Sole Dispositive Power 0 (See Item 5)
	10	Shared Dispositive Power 5,543,579 (See Item 5)
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	5,543,579 (See Item 5)	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11)	
	6.2%	
14	Type of Reporting Person (See Instructions)	
	IN	

**Item 1. Security and Issuer.**

The class of equity security to which this statement relates is the common stock, par value \$1.00 per share (the Common Stock ), of Pier 1 Imports, Inc., a Delaware corporation (the Issuer ). The principal executive offices of the Issuer are located at:

100 Pier 1 Place

Fort Worth, Texas 76102

**Item 2. Identity and Background.**

This statement is being jointly filed by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission ( Commission ) pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the Exchange Act ): SCSF Equities, LLC, a Delaware limited liability company ( SCSF Equities ), Sun Capital Securities Offshore Fund, Ltd., a Cayman Islands corporation ( Sun Offshore Fund ), Sun Capital Securities Fund, LP, a Delaware limited partnership ( Sun Securities Fund ), Sun Capital Securities Advisors, LP, a Delaware limited partnership ( Sun Advisors ), Sun Capital Securities, LLC, a Delaware limited liability company ( Sun Capital Securities ), Marc J. Leder ( Leder ) and Rodger R. Krouse ( Krouse ). Leder and Krouse may each be deemed to control SCSF Equities, Sun Securities Fund and Sun Advisors, as Leder and Krouse each own 50% of the membership interests in Sun Capital Securities, which in turn is the general partner of Sun Advisors, which in turn is the general partner of Sun Securities Fund, which in turn is the managing member of SCSF Equities. Leder and Krouse may each be deemed to control Sun Offshore Fund by virtue of being the only two directors of Sun Offshore Fund. Sun Offshore Fund, in turn, owns a majority of the membership interests of SCSF Equities. SCSF Equities, Sun Offshore Fund, Sun Securities Fund, Sun Advisors, Sun Capital Securities, Leder and Krouse are collectively referred to as the Reporting Persons.

The principal business address of each of the Reporting Persons is 5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486.

SCSF Equities, Sun Offshore Fund, Sun Securities Fund, Sun Advisors and Sun Capital Securities are each principally engaged in making investments. Leder and Krouse are principally engaged in merchant banking and the acquisition and operation of middle market companies.

During the past five years, none of the Reporting Persons and, to the knowledge of the Reporting Persons, none of the executive officers or directors of the Reporting Persons, if applicable, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Certain information with respect to the executive officers and directors of the Reporting Persons, if applicable, is set forth on SCHEDULE A attached hereto.

**Item 3. Source and Amount of Funds or Other Consideration.**

The Reporting Persons are all affiliated with Sun Securities Fund and Sun Offshore Fund, which are private equity funds formed for the purpose of making investments in public and private securities. The source of funds is capital committed by the limited partners of these funds, who are not themselves necessarily affiliates of the funds.

The information set forth in Item 4 of this Schedule 13D is hereby incorporated herein by reference.

**Item 4. Purpose of Transaction.**

The shares of Common Stock were acquired as part of the proprietary trading strategy of the Reporting Persons. The Reporting Persons intend to optimize the value of its investments and, therefore, will review from time to time the Issuer's business affairs, financial position, and contractual rights and obligations. Based on such evaluation and review, as well as general economic, industry, and market conditions existing at the time, the Reporting Persons may consider from time to time various alternative courses of action. Such actions may include the acquisition or disposition of the Common Stock or other securities through open market transactions, privately negotiated transactions, a tender offer, a merger, an exchange offer, or otherwise. As part of monitoring their investments, the Reporting Persons may also, from time to time, seek to meet with and have discussions with the Issuer's management and directors and, further, may communicate with other holders of Common Stock to understand their views of the Issuer's operating strategy and financial performance. Except as set forth herein, the Reporting Persons have no present plans or proposals that relate to or that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

The information set forth in Item 3 of this Schedule 13D is hereby incorporated herein by reference.

**Item 5. Interest in Securities of the Issuer.**

(a) (b) On October 15, 2008, the Reporting Persons purchased shares of the Common Stock increasing the total number of shares owned by the Reporting Persons to 5,464,279 shares of the Common Stock or approximately 6.1% of the Issuer's outstanding Common Stock. Since October 15, 2008, the Reporting Persons have purchased 79,300 additional shares of the Common Stock. As of the date hereof, the Reporting Persons beneficially own and have sole power to vote and sole power of disposition over 5,543,579 shares of the Common Stock of the Issuer, or approximately 6.2% of the Issuer's outstanding Common Stock.

(c) The dates of the transactions, the amounts of such securities involved in such transactions, and the average price per share of Common Stock for such transactions on such dates for all purchases and sales of Common Stock made by the Reporting Persons in the past 60 days are set forth in SCHEDULE B attached hereto. Unless otherwise indicated on SCHEDULE B, all transactions were effected by SCSF Equities and were open market purchases on the New York Stock Exchange.

(d) Except as stated within this Item 5, to the knowledge of the Reporting Persons, only the Reporting Persons have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock of the Issuer reported by this statement.

(e) Inapplicable.

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

To the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings, or relationships (legal or otherwise) between the persons enumerated in Item 2 of this Schedule 13D, and any other person, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option agreements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

**Item 7. Materials to be Filed as Exhibits.**

Schedule A Additional Information Required by Item 2 of this Schedule 13D.

Schedule B Transactions of Common Stock of the Issuer by the Reporting Persons in the past 60 days.

Exhibit A Joint Filing Agreement, dated October 27, 2008, by and among each of the Reporting Persons.

Exhibit B Power of Attorney, dated December 29, 2006, by and among the Reporting Persons.

**SIGNATURE**

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

Dated: October 27, 2008

**SCSF Equities, LLC**

By : \*  
Name: Marc J. Leder  
Its: Co-CEO

**Sun Capital Securities Offshore Fund, Ltd.**

By : \*  
Name: Marc J. Leder  
Its: Director

**Sun Capital Securities Fund, LP**

By: Sun Capital Securities Advisors, LP  
Its: General Partner

By: Sun Capital Securities, LLC  
Its: General Partner

By : \*  
Name: Marc J. Leder  
Its: Co-CEO

**Sun Capital Securities Advisors, LP**

By: Sun Capital Securities, LLC  
Its: General Partner

By : \*  
Name: Marc J. Leder  
Its: Co-CEO

**Sun Capital Securities, LLC**

By : \*  
Name: Marc J. Leder  
Its: Co-CEO

Marc J. Leder

Rodger R. Krouse

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The undersigned, by signing his name hereto, does sign and execute this Schedule 13D pursuant to the Limited Power of Attorney executed by the above Reporting Persons and incorporated by reference hereto on behalf of the Reporting Persons.

Dated: October 27, 2008

\*By: /s/ Brian J. Gavsie, Attorney in Fact  
Brian J. Gavsie

**SCHEDULE A**

**SCSF EQUITIES, LLC**

Set forth below is the name and business address of each manager of SCSF Equities. Each such person is a citizen of the United States of America.

<b>Name</b>	<b>Title</b>	<b>Address</b>
Marc J. Leder	Co-CEO	5200 Town Center Circle, Suite 600 Boca Raton, Florida 33486
Rodger R. Krouse	Co-CEO	5200 Town Center Circle, Suite 600 Boca Raton, Florida 33486

**SUN CAPITAL SECURITIES OFFSHORE FUND, LTD.**

Set forth below is the name and business address of each manager of Sun Offshore Fund. Each such person is a citizen of the United States of America.

<b>Name</b>	<b>Title</b>	<b>Address</b>
Marc J. Leder	Director	5200 Town Center Circle, Suite 600 Boca Raton, Florida 33486
Rodger R. Krouse	Director	5200 Town Center Circle, Suite 600 Boca Raton, Florida 33486

**SUN CAPITAL SECURITIES, LLC**

Set forth below is the name and business address of each manager of Sun Capital Securities. Each such person is a citizen of the United States of America.

<b>Name</b>	<b>Title</b>	<b>Address</b>
Marc J. Leder	Co-CEO	5200 Town Center Circle, Suite 600 Boca Raton, Florida 33486
Rodger R. Krouse	Co-CEO	5200 Town Center Circle, Suite 600 Boca Raton, Florida 33486

## SCHEDULE B

Transactions in the Common Stock of Issuer by Reporting Persons in the past 60 days

Purchase/Sale	Date of Transaction	Number of Shares	Average Price per Share
Sale	8/29/2008	83,045	\$ 4.42
Sale	9/2/2008	150,000	\$ 4.47
Sale	9/5/2008	51,200	\$ 4.35
Sale	9/8/2008	400,000	\$ 4.34
Sale	9/9/2008	25,000	\$ 4.53
Sale	9/10/2008	100,000	\$ 4.40
Sale	9/19/2008	12,600	\$ 5.00
Purchase	10/14/2008	494,104	\$ 1.47
Purchase	10/15/2008	1,265,050	\$ 1.48
Purchase	10/16/2008	79,300	\$ 1.49

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**SCHEDULE 13D JOINT FILING AGREEMENT**

In accordance with the requirements of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and subject to the limitations set forth therein, the parties set forth below agree to jointly file the Schedule 13D to which this joint filing agreement is attached, and have duly executed this joint filing agreement as of the date set forth below.

Dated: October 27, 2008

**SCSF Equities, LLC**

By : \*

Name: Marc J. Leder

Its: Co-CEO

**Sun Capital Securities Offshore Fund, Ltd.**

By : \*

Name: Marc J. Leder

Its: Director

**Sun Capital Securities Fund, LP**

By: Sun Capital Securities Advisors, LP

Its: General Partner

By: Sun Capital Securities, LLC

Its: General Partner

By : \*

Name: Marc J. Leder

Its: Co-CEO

**Sun Capital Securities Advisors, LP**

By: Sun Capital Securities, LLC

Its: General Partner

By : \*

Name: Marc J. Leder

Its: Co-CEO

**Sun Capital Securities, LLC**

By : \*

Name: Marc J. Leder

Its: Co-CEO

\*

Marc J. Leder

\*

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Rodger R. Krouse

The undersigned, by signing his name hereto, does sign and execute this Joint Filing Agreement pursuant to the Limited Power of Attorney executed by the above Reporting Persons and incorporated by reference hereto on behalf of the Reporting Persons.

Dated: October 27, 2008

\*By:  
Brian J. Gavsie

/s/ Brian J. Gavsie, Attorney in Fact

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**EXHIBIT B**

**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS**, that the undersigned hereby constitutes and appoints each of Bruce I. March and Brian J. Gavsie signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of SCSF Equities, LLC, a Delaware limited liability (the Company), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder as well as a Schedule 13D or Schedule 13G and any amendments thereto; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and Schedule 13D or Schedule 13G and any amendments thereto and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the New York Stock Exchange and the Nasdaq Global Select Market; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. Each of the undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until each of the undersigned is no longer required to file Forms 3, 4 and 5 or Schedule 13D or Schedule 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company unless earlier revoked by each of the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney shall be governed by and construed in accordance with the laws of the State of Florida, without giving effect to any principles of conflicts of laws.

**IN WITNESS WHEREOF**, each of the undersigned has caused his or its name to be hereto signed and these presents to be acknowledged by its duly elected and authorized officer this 29th day of December, 2006.

**SCSF Equities, LLC**

By: /s/ Rodger R. Krouse  
Name: Rodger R. Krouse  
Its: Co-CEO

**Sun Capital Securities Offshore Fund, Ltd.**

By: /s/ Rodger R. Krouse  
Name: Rodger R. Krouse  
Its: Director

**Sun Capital Securities Fund, LP**

By: Sun Capital Securities Advisors, LP  
Its: General Partner

By: Sun Capital Securities, LLC  
Its: General Partner

By: /s/ Rodger R. Krouse  
Name: Rodger R. Krouse  
Its: Co-CEO

**Sun Capital Securities Advisors, LP**

By: Sun Capital Securities, LLC  
Its: General Partner

By: /s/ Rodger R. Krouse  
Name: Rodger R. Krouse  
Its: Co-CEO

**SCSF Capital Securities, LLC**

By: /s/ Rodger R. Krouse  
Name: Rodger R. Krouse  
Its: Co-CEO

/s/ Marc J. Leder

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Marc J. Leder

/s/ Rodger R. Krouse  
Rodger R. Krouse

Notarization for Marc J. Leder

STATE OF FLORIDA )

) ss:

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of December, 2006, by Marc J. Leder.

(NOTARY SEAL)

/S/ JANINE GORDON  
Signature of Notary Public-State of Florida

Janine Gordon  
Name of Notary Typed, Printed, or Stamped

Personally Known x  
Type of Identification Produced

Produced Identification

Notarization for Marc J. Leder

STATE OF FLORIDA )

) ss:

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of December, 2006, by Rodger R. Krouse.

(NOTARY SEAL)

/S/ JANINE GORDON  
Signature of Notary Public-State of Florida

Janine Gordon  
Name of Notary Typed, Printed, or Stamped

Personally Known x  
Type of Identification Produced

Produced Identification



**Annex I**

**Background Information Regarding Affiliates of the Reporting Persons Having  
No Direct or Indirect Beneficial Ownership of Common Stock of the Issuer**

Sun Capital Partners, Inc. ( Sun Capital ), an affiliate of the Reporting Persons (with no direct or indirect beneficial ownership or other voting or dispositive power or pecuniary interest in any investments made by the Reporting Persons in the Common Stock), is a leading private investment firm focused on equity, debt and other investments in multi-sector, market-leading companies that can benefit from its in-house operating professionals, experience and network. Sun Capital's affiliates typically invest in companies which have a leading market position and name/brand recognition in their industry, long-term competitive advantages, and significant barriers to entry. Since Sun Capital's inception in 1995, its affiliates have invested in and managed more than 145 companies worldwide in a broad and diverse range of industries, including paper and packaging, food and beverages, metals and mining, automotive after-market parts, consumer products, financial services, healthcare, media and communications, building products, telecommunications, technology, retailing and catalogs, filmed entertainment, restaurants, manufacturing and industrial. Sun Capital has offices in Boca Raton, Los Angeles and New York, as well as affiliates with offices in London, Tokyo, and Shenzhen.

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