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

February 14, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

> ELITE PHARMACEUTICALS, INC. (Name of Issuer)

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

> 28659T200 (CUSIP Number)

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

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

- [] Rule 13d-1(b)
- [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 45

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

(2)	CHECK	THE A	PPROP	RIATE BOX IF A MEMBER OF A GROUP		[] [X]
(3)	SEC U	SE ONL	 Y			
(4)	CITIZ	ENSHIP	OR P	LACE OF ORGANIZATION New York		
NUMBE	R OF		(5)	SOLE VOTING POWER		
SHARE BENEF	S 'ICIALL	Y	(6)	SHARED VOTING POWER 309 Series C 8% Preferred Stock c Common Shares, 39,956 Warrants ex Common Shares and 2,432 Common Sh	ercisable	
OWNED	BY					
EACH			(7)	SOLE DISPOSITIVE POWER 0		
REPOR PERSC	RTING ON WITH		(8)	SHARED DISPOSITIVE POWER 309 Series C 8% Preferred Stock c Common Shares, 39,956 Warrants ex Common Shares and 2,432 Common Sh	ercisable	
	(9)	BY EAG 309 Se Shares	CH RE eries s, 39	AMOUNT BENEFICIALLY OWNED PORTING PERSON C 8% Preferred Stock convertible i ,956 Warrants exercisable into 39,9 on Shares		
	(10)			IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES		[]
	(11)			CLASS REPRESENTED IN ROW (9) 0.7%		
	(12)	TYPE (OF RE	PORTING PERSON PN		
	NAME	8659T20	 ORTIN	G PERSON		PAGE 3 OF 45
				DENTIFICATION NO. OF ABOVE PERSON Institutional Partners, L.P.		

(2)	CHECK	THE A	PPROPI	RIATE BOX IF <i>I</i>	A MEMBER OF I	A GROUP	(a) (b)	[] [X]	
(3)	SEC U	SE ONLY	Y						
(4)	CITIZ	ENSHIP		LACE OF ORGANI Delaware	IZATION				
NUMBI	ER OF		(5)	SOLE VOTING	POWER 0				
SHARE	ES FICIALL	Y	(6)	Common Share	NG POWER C 8% Preferroes, 72,412 Was and 4,421	arrants exer	rcisable		
OWNEI	D BY								
EACH			(7)	SOLE DISPOSE	ITIVE POWER 0				
	RTING ON WITH		(8)	560 Series (Common Share	OSITIVE POWE C 8% Preferro es, 72,412 Wa es and 4,421	ed Stock cor arrants exer	rcisable		
	(9)	BY EAC 560 Se Shares	CH REE eries s, 72,	AMOUNT BENEFIC PORTING PERSON C 8% Preferre 412 Warrants on Shares	N ed Stock con	vertible int			
	(10)			F THE AGGREGA EXCLUDES CERT					[]
	(11)			CLASS REPRESE IN ROW (9)	ENTED 1.2%				
	(12)	TYPE (OF REE	PORTING PERSON	 N PN				
CUSIF	dule 13 ? No. 2		00					PAGE	4 OF 45
(1)	S.S.		.s. II	G PERSON DENTIFICATION Co.	NO. OF ABOVE	E PERSON			
(2)	CHECK	THE A	PPROPE	RIATE BOX IF A	A MEMBER OF Z	A GROUP	(a) (b)		

(3)	SEC U	SE ONLY	Y			
(4)	CITIZ	ENSHIP	OR	PLACE OF ORGANIZATION New York	 	
	ER OF		(5)	SOLE VOTING POWER 0		
SHARE	ES FICIALL	ıΥ	(6)	SHARED VOTING POWER 40 Series C 8% Preferred Stock convertil Common Shares, 5,172 Warrants exercisab. Common Shares and 318 Common Shares		
OWNED) BY				 	
EACH	OTT NO		(7)	SOLE DISPOSITIVE POWER 0		
REPOF PERSC	ON WITH	Į	(8)	SHARED DISPOSITIVE POWER 40 Series C 8% Preferred Stock convertil Common Shares, 5,172 Warrants exercisab Common Shares and 318 Common Shares		
	(9)	BY EAC 40 Ser	CH R ries	AMOUNT BENEFICIALLY OWNED EPORTING PERSON C 8% Preferred Stock convertible into 17,; ,172 Warrants exercisable into 5,172 Commonares		
	(10)			IF THE AGGREGATE AMOUNT) EXCLUDES CERTAIN SHARES	 	[]
	(11)	PERCEN	NT C	F CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1%	 	
	(12)	TYPE C	OF R	EPORTING PERSON PN	 	
	dule 13 P No. 2	G/A 8659T20	00		 PAGE	5 OF 45
(1)	S.S.	OR I.R.	.S.	NG PERSON IDENTIFICATION NO. OF ABOVE PERSON r International, Ltd.	 	
(2)					 [] [X]	
(3)		SE ONLY			 	
(4)	CITIZ	ENSHIP	OR	PLACE OF ORGANIZATION British Virgin Islands	 	

NUMBER OF		(5)	SOLE VOTING POWER	
SHARES BENEFICIALL	Y	(6)	SHARED VOTING POWER 984 Series C 8% Preferred Stock convertible Common Shares, 127,240 Warrants exercisable Common Shares and 7,755 Common Shares	•
OWNED BY				
EACH		(7)	SOLE DISPOSITIVE POWER 0	
REPORTING PERSON WITH		(8)	SHARED DISPOSITIVE POWER 984 Series C 8% Preferred Stock convertible Common Shares, 127,240 Warrants exercisable Common Shares and 7,755 Common Shares	•
(9)	BY EAC 984 Se Shares	CH REP eries s, 127	MOUNT BENEFICIALLY OWNED ORTING PERSON C 8% Preferred Stock convertible into 424,13 ,240 Warrants exercisable into 127,240 Common Shares	
(10)			F THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES	[]
(11)	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)	
(12)	TYPE (OF REP	ORTING PERSON CO	
Schedule 13 CUSIP No. 2		00		PAGE 6 OF 45
s.s.		.s. ID	PERSON ENTIFICATION NO. OF ABOVE PERSON	
(2) CHECK	THE A	PPROPR		[] [x]
(3) SEC U	SE ONL	 Y		
(4) CITIZ	ENSHIP	OR PI	ACE OF ORGANIZATION Cayman Islands	
NUMBER OF		(5)	SOLE VOTING POWER 0	
SHARES BENEFICIALL	Y	(6)	SHARED VOTING POWER 23 Series C 8% Preferred Stock convertible Common Shares, 2,973 Warrants exercisable i	•

OWNED BY		Common Shares and 193 Common Shares
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	(8)	SHARED DISPOSITIVE POWER 23 Series C 8% Preferred Stock convertible into 9,914 Common Shares, 2,973 Warrants exercisable into 2,973 Common Shares and 193 Common Shares
(9)	BY EACH R 23 Series	AMOUNT BENEFICIALLY OWNED EPORTING PERSON C 8% Preferred Stock convertible into 9,914 Common Shares, rants exercisable into 2,973 Common Shares and 193 Common
(10)		IF THE AGGREGATE AMOUNT) EXCLUDES CERTAIN SHARES []
(11)		F CLASS REPRESENTED IN ROW (9) 0.1%
(12)	TYPE OF R	EPORTING PERSON CO
s.s.	8659T200 OF REPORTI OR I.R.S.	PAGE 7 OF 45 NG PERSON IDENTIFICATION NO. OF ABOVE PERSON r Healthcare Fund LP
(2) CHECK	THE APPRC	PRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]
(3) SEC U	SE ONLY	
(4) CITIZ	ENSHIP OR	PLACE OF ORGANIZATION Delaware
NUMBER OF	(5)	SOLE VOTING POWER 0
SHARES BENEFICIALI	Y (6)	SHARED VOTING POWER 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, 316,680 Warrants exercisable into 316,680 Common Shares and 19,795 Common Shares
OWNED BY	(7)	SOLE DISPOSITIVE POWER 0

DED GOV	T	(0)	GUADED DIGDOCTETTE DOCTE		
PERSON WITH	ł	(8)	SHARED DISPOSITIVE POWER 2,449 Series C 8% Preferred Stock co 1,055,603 Common Shares, 316,680 War into 316,680 Common Shares and 19,79	rrants e	exercisable
(9)	BY EACH 2,449 S Shares	H REF Serie , 316	AMOUNT BENEFICIALLY OWNED CORTING PERSON es C 8% Preferred Stock convertible in 6,680 Warrants exercisable into 316,68	•	•
(10)			IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES		[]
(11)			CLASS REPRESENTED IN ROW (9) 5.2%		
(12)	TYPE O	F REF	PORTING PERSON PN		
Schedule 13		0			PAGE 8 OF 4
CUSIP No. 2 (1) NAME S.S.	OF REPO	 RTING	DENTIFICATION NO. OF ABOVE PERSON		PAGE 8 OF 4
CUSIP No. 2 (1) NAME S.S. David	OF REPORTED OF TRANSPORTED OF TRANSP	RTING S. II pner			
(1) NAME S.S. Davic (2) CHECK	OF REPORE OF THE APPERSON OF T	RTINGS. II pner	DENTIFICATION NO. OF ABOVE PERSON Healthcare International Ltd.	(a) (b)	PAGE 8 OF 4
(1) NAME S.S. David (2) CHECK	OF REPOI OR I.R.S dson Kemp	RTINGS. II pner PROPF	DENTIFICATION NO. OF ABOVE PERSON Healthcare International Ltd.		
(1) NAME S.S. David (2) CHECK (3) SEC U	OF REPOI OR I.R.S dson Kemp C THE API JSE ONLY	RTINGS. II pner PROPF	DENTIFICATION NO. OF ABOVE PERSON Healthcare International Ltd. RIATE BOX IF A MEMBER OF A GROUP LACE OF ORGANIZATION Cayman Islands SOLE VOTING POWER		
CUSIP No. 2 (1) NAME S.S. David (2) CHECH (3) SEC U (4) CITIZ	OF REPOI OR I.R.S dson Kemp C THE API JSE ONLY	RTINGS. II pner PROPF	DENTIFICATION NO. OF ABOVE PERSON Healthcare International Ltd. RIATE BOX IF A MEMBER OF A GROUP LACE OF ORGANIZATION Cayman Islands	(b)	[] [x]
CUSIP No. 2 (1) NAME S.S. David (2) CHECK (3) SEC U (4) CITIZ NUMBER OF SHARES	OF REPOI OR I.R.S dson Kemp 	RTINGS. II pner PROPF	DENTIFICATION NO. OF ABOVE PERSON Healthcare International Ltd. RIATE BOX IF A MEMBER OF A GROUP LACE OF ORGANIZATION Cayman Islands SOLE VOTING POWER 0	(b)	[] [X]
(1) NAME S.S. David (2) CHECK	OF REPOI OR I.R.S dson Kemp 	RTINGS. II pner PROPF	DENTIFICATION NO. OF ABOVE PERSON Healthcare International Ltd. RIATE BOX IF A MEMBER OF A GROUP LACE OF ORGANIZATION Cayman Islands SOLE VOTING POWER 0 SHARED VOTING POWER 3,602 Series C 8% Preferred Stock co	(b)	[] [X]
(1) NAME S.S. David (2) CHECK (3) SEC U (4) CITIZ NUMBER OF SHARES BENEFICIALI	OF REPORENCE OF REPORENCE OF I.R.S. Selection Kempana (THE APRILEMENT) JSE ONLY CONTROL OF THE APRILEMENT (THE APRILEMENT) ZENSHIP (THE APRILEMENT)	RTINGS. II pner PROPF	DENTIFICATION NO. OF ABOVE PERSON Healthcare International Ltd. RIATE BOX IF A MEMBER OF A GROUP LACE OF ORGANIZATION Cayman Islands SOLE VOTING POWER 0 SHARED VOTING POWER 3,602 Series C 8% Preferred Stock cd 1,552,586 Common Shares, 465,775 War into 465,775 Common Shares and 29,15	(b)	[] [X]

I BINDO	N WITH	(8)	SHARED DISPOSITIVE POWER\ 3,602 Series C 8% Preferred Stock con 1,552,586 Common Shares, 465,775 Warr into 465,775 Common Shares and 29,154	ants exercisable
	(9)	BY EACH REI	AMOUNT BENEFICIALLY OWNED PORTING PERSON es C 8% Preferred Stock convertible int 5,775 Warrants exercisable into 465,775 mon Shares	
	(10)		IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES	[]
	(11)	PERCENT OF BY AMOUNT	CLASS REPRESENTED IN ROW (9) 7.7%	
	(12)	TYPE OF RE	PORTING PERSON CO	
	lule 130 No. 28	G/A 8659T200		PAGE 8 OF 45
(1)	S.S.		DENTIFICATION NO. OF ABOVE PERSON	
 (1)	S.S. (OR I.R.S. II anagement Co	DENTIFICATION NO. OF ABOVE PERSON O.	
	S.S. (OR I.R.S. II anagement Co	DENTIFICATION NO. OF ABOVE PERSON	(a) [] (b) [X]
 (1)	S.S. (MHD Mac	OR I.R.S. II anagement Co	DENTIFICATION NO. OF ABOVE PERSON O.	
(1) (2)	S.S. (MHD Ma CHECK SEC US	OR I.R.S. II anagement Co THE APPROP	DENTIFICATION NO. OF ABOVE PERSON O.	
(1) (2) (3) (4)	S.S. (MHD Ma CHECK SEC US CITIZI	OR I.R.S. II anagement Co THE APPROP	DENTIFICATION NO. OF ABOVE PERSON O. RIATE BOX IF A MEMBER OF A GROUP LACE OF ORGANIZATION	
(1) (2) (3) (4) NUMBE	S.S. (MHD Ma CHECK SEC US CITIZI	OR I.R.S. II anagement Co THE APPROP	DENTIFICATION NO. OF ABOVE PERSON O. RIATE BOX IF A MEMBER OF A GROUP LACE OF ORGANIZATION New York SOLE VOTING POWER	(b) [X]
(1) (2) (3) (4) NUMBE SHARE BENEF	S.S. (MHD Ma CHECK SEC US CITIZI CR OF	OR I.R.S. II anagement Co THE APPROP	DENTIFICATION NO. OF ABOVE PERSON O. RIATE BOX IF A MEMBER OF A GROUP LACE OF ORGANIZATION New York SOLE VOTING POWER 0 SHARED VOTING POWER 309 Series C 8% Preferred Stock convectommon Shares, 39,956 Warrants exerci	(b) [X]
(1) (2) (3) (4) NUMBE	S.S. (MHD Ma CHECK SEC US CITIZI CR OF	OR I.R.S. II anagement Co THE APPROP	DENTIFICATION NO. OF ABOVE PERSON O. RIATE BOX IF A MEMBER OF A GROUP LACE OF ORGANIZATION New York SOLE VOTING POWER 0 SHARED VOTING POWER 309 Series C 8% Preferred Stock convectommon Shares, 39,956 Warrants exerci	(b) [X]

BY EACH REPORTING PERSON 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares -----(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES _____ (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.7% (12) TYPE OF REPORTING PERSON Schedule 13G/A CUSIP No. 28659T200 PAGE 9 OF 45 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Davidson Kempner Advisers Inc. ______ (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION New York ______ NUMBER OF (5) SOLE VOTING POWER SHARES BENEFICIALLY (6) SHARED VOTING POWER 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares OWNED BY EACH (7) SOLE DISPOSITIVE POWER ______ REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares ______ (10) CHECK BOX IF THE AGGREGATE AMOUNT

IN ROW (9) EXCLUDES CERTAIN SHARES

[]

(11)	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.2%	
(12)	TYPE OF REF	ORTING PERSON IA	
Schedule 13 CUSIP No. 2		PA	GE 10 OF 45
s.s.		G PERSON DENTIFICATION NO. OF ABOVE PERSON International Advisors, L.L.C.	
(2) CHECK	THE APPROPI	RIATE BOX IF A MEMBER OF A GROUP (a) [(b) [=
(3) SEC U	SE ONLY		
(4) CITIZ	ENSHIP OR PI	ACE OF ORGANIZATION Delaware	
NUMBER OF	(5)	SOLE VOTING POWER 0	
SHARES BENEFICIALL	Y (6)	SHARED VOTING POWER 1,007 Series C 8% Preferred Stock convertible 434,052 Common Shares, 130,213 Warrants exerc 130,213 Common Shares and 7,948 Common Shares	
OWNED BY EACH	(7)	SOLE DISPOSITIVE POWER 0	
REPORTING PERSON WITH	(8)	SHARED DISPOSITIVE POWER 1,007 Series C 8% Preferred Stock convertible 434,052 Common Shares, 130,213 Warrants exerc 130,213 Common Shares and 7,948 Common Shares	isable into
(9)	BY EACH REF 1,007 Serie	AMOUNT BENEFICIALLY OWNED CORTING PERSON es C 8% Preferred Stock convertible into 434,05 0,213 Warrants exercisable into 130,213 Common on Shares	
(10)		F THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES	[]
(11)	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)	
(12)	TYPE OF REI	ORTING PERSON OO	

Schedule 13G/A CUSIP No. 28659T200 PAGE 11 OF 45 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON DK Group LLC ______ (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF (5) SOLE VOTING POWER _____ SHARES BENEFICIALLY (6) SHARED VOTING POWER 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, 316,680 Warrants exercisable into 316,680 Common Shares and 19,795 Common Shares OWNED BY (7) SOLE DISPOSITIVE POWER EACH ______ REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, 316,680 Warrants exercisable into 316,680 Common Shares and 19,795 Common Shares (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,449 Series C 8% Preferred Stock convertible into 1,055,603 Common Shares, 316,680 Warrants exercisable into 316,680 Common Shares and 19,795 Common Shares (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.2% (12) TYPE OF REPORTING PERSON ______ _____

Schedule 13G/A

CUSIP No. 28659T200 PAGE 12 OF 45 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON DK Management Partners LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY ______ (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ______ NUMBER OF (5) SOLE VOTING POWER SHARES BENEFICIALLY (6) SHARED VOTING POWER 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares OWNED BY ______ EACH (7) SOLE DISPOSITIVE POWER REPORTING ______ PERSON WITH (8) SHARED DISPOSITIVE POWER 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares ______ (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.7% (12) TYPE OF REPORTING PERSON ______ Schedule 13G/A CUSIP No. 28659T200 PAGE 13 OF 45

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

(2)	CHECK	THE AF	PROPR	IATE BOX IF A	MEMBER OF A	GROUP		
							(a) (b)	[] [X]
(3)	SEC U	SE ONLY	7					
(4)	CITIZ	ENSHIP	OR PL	ACE OF ORGANIZ Delaware	ATION			
NUMBE			(5)	SOLE VOTING P				
SHARES BENEFICIALLY		Y	(6)	SHARED VOTING 3,602 Series 1,552,586 Com into 465,775	C 8% Prefer mon Shares,	465,775 War	rrants e	xercisable
OWNED EACH	DI		(7)	SOLE DISPOSIT				
REPOR PERSO	TING N WITH		(8)	SHARED DISPOS 3,602 Series 1,552,586 Com into 465,775	C 8% Prefer mon Shares,	red Stock co 465,775 War	rrants e	xercisable
	(9)	BY EAC 3,602 Shares	CH REP Serie , 465	MOUNT BENEFICI ORTING PERSON s C 8% Preferr ,775 Warrants on Shares	ed Stock co			
	(10)			F THE AGGREGAT EXCLUDES CERTA				[]
	(11)			CLASS REPRESEN N ROW (9)	TED			
	(12)	TYPE C	F REP	ORTING PERSON	00			
	ule 13 No. 2	G/A 8659T20	00					PAGE 14 OF 4
(1)	S.S.		S. ID	PERSON ENTIFICATION N	O. OF ABOVE	PERSON		
(2)	CHECK	THE AF	PROPR	IATE BOX IF A	MEMBER OF A	A GROUP	(a) (b)	[] [x]

(3)	SEC U	SE ONLY	Z				
(4)	CITIZ	ENSHIP	OR PI	ACE OF ORGANIZATION United States			
NUMBI	ER OF		(5)	SOLE VOTING POWER 0			
SHARI BENEI	ES FICIALL	Υ	(6)	SHARED VOTING POWER 7,967 Series C 8% Preferred Stock con 3,434,052 Common Shares, 1,030,208 Was into 1,030,208 Common Shares and 64,00	rrant	s exer	cisable
OWNE	D BY						
EACH			(7)	SOLE DISPOSITIVE POWER 0			
	RTING ON WITH		(8)	SHARED DISPOSITIVE POWER 7,967 Series C 8% Preferred Stock cond 3,434,052 Common Shares, 1,030,208 Wai into 1,030,208 Common Shares and 64,08	rrant	s exer	cisable
	(9)	BY EAC 7,967 Shares	CH REP Serie	MOUNT BENEFICIALLY OWNED ORTING PERSON s C 8% Preferred Stock convertible into 30,208 Warrants exercisable into 1,030,			
	(10)			F THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES			[]
	(11)			CLASS REPRESENTED N ROW (9) 9.9%(1)			
	(12)	TYPE (OF REP	ORTING PERSON IN			
 1 Sul	 oject t	o the ()wners	hip Limitation (as defined herein).			
	dule 13 P No. 2		00			PAGE	15 OF 4
(1)	S.S.		.s. ID	PERSON ENTIFICATION NO. OF ABOVE PERSON n			
(2)	CHECK	THE AF	PPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	[] [X]	
(3)	SEC U	SE ONLY	 (

(4)	CITIZ	 ENSHIP	OR PI	LACE OF ORGANIZATION United States	
NUMBE	R OF		(5)	SOLE VOTING POWER 0	
SHARE BENEF	S ICIALL	Y	(6)	SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible int 3,434,052 Common Shares, 1,030,208 Warrants exerc into 1,030,208 Common Shares and 64,068 Common Sh	isable
OWNED	BY				
EACH			(7)	SOLE DISPOSITIVE POWER 0	
REPOR PERSO	N WITH		(8)	SHARED DISPOSITIVE POWER 7,967 Series C 8% Preferred Stock convertible int 3,434,052 Common Shares, 1,030,208 Warrants exerc into 1,030,208 Common Shares and 64,068 Common Sh	isable
	(9)	BY EAC 7,967 Shares	CH REP Serie	AMOUNT BENEFICIALLY OWNED PORTING PERSON es C 8% Preferred Stock convertible into 3,434,052 030,208 Warrants exercisable into 1,030,208 Common Common Shares	
	(10)			IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES	[]
	(11)			CLASS REPRESENTED IN ROW (9) 9.9%(2)	
	(12)	TYPE (OF REP	PORTING PERSON IN	
 2 Sub	oject t	 o the ()wners	ship Limitation (as defined herein).	
	lule 13 No. 2	G/A 8659T20	00	PAGE 1	6 OF 45
(1)	s.s.		s. ID	G PERSON DENTIFICATION NO. OF ABOVE PERSON Z	
(2)	CHECK	THE A	PPROPR	RIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]	
(3)	SEC U	SE ONLY	 С		
(4)	CITIZ	 ENSHTP	OR PI	 NACE OF ORGANIZATION	

United States NUMBER OF (5) SOLE VOTING POWER SHARES ______ BENEFICIALLY (6) SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares OWNED BY (7) SOLE DISPOSITIVE POWER EACH _____ REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares ______ (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ______ (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9%(3) (12) TYPE OF REPORTING PERSON IN _____ 3 Subject to the Ownership Limitation (as defined herein). Schedule 13G/A CUSIP No. 28659T200 PAGE 17 OF 45 ______ (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Scott E. Davidson (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION United States NUMBER OF (5) SOLE VOTING POWER

0 SHARES BENEFICIALLY (6) SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares OWNED BY _____ (7) SOLE DISPOSITIVE POWER REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares ______ (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] _____ (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9%(4) ______ (12) TYPE OF REPORTING PERSON 4 Subject to the Ownership Limitation (as defined herein). Schedule 13G/A CUSIP No. 28659T200 PAGE 18 OF 45 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Michael J. Leffell (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ______ (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION United States _____ NUMBER OF (5) SOLE VOTING POWER ______ SHARES BENEFICIALLY (6) SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable

		into 1,030,208 Common Shares and 64,068 Common Shares
OWNED BY		
EACH	(7)	SOLE DISPOSITIVE POWER 0
REPORTING PERSON WIT	H (8)	SHARED DISPOSITIVE POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
(9)	BY EACH F 7,967 Ser Shares, 1	AMOUNT BENEFICIALLY OWNED EPORTING PERSON ies C 8% Preferred Stock convertible into 3,434,052 Common,030,208 Warrants exercisable into 1,030,208 Common Shares 8 Common Shares
(10)		: IF THE AGGREGATE AMOUNT) EXCLUDES CERTAIN SHARES []
(11)		F CLASS REPRESENTED IN ROW (9) 9.9%(5)
(12)	TYPE OF F	EPORTING PERSON IN
Schedule 1 CUSIP No.		PAGE 19 OF 45
S.S.	OF REPORTION OR I.R.S.	IDENTIFICATION NO. OF ABOVE PERSON
(2) CHEC	K THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]
(3) SEC	USE ONLY	
(4) CITI	ZENSHIP OR	PLACE OF ORGANIZATION United Kingdom & United States
NUMBER OF	(5)	SOLE VOTING POWER 0
SHARES		·
OWNED BY	LY (6)	SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

0 REPORTING _____ (8) SHARED DISPOSITIVE POWER PERSON WITH 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ._____ (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9%(6) (12) TYPE OF REPORTING PERSON TN ._____ 6 Subject to the Ownership Limitation (as defined herein). Schedule 13G/A CUSIP No. 28659T200 PAGE 20 OF 45 ______ NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Robert J. Brivio, Jr. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION United States ______ NUMBER OF (5) SOLE VOTING POWER ______ BENEFICIALLY (6) SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares OWNED BY _____ (7) SOLE DISPOSITIVE POWER EACH REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 7,967 Series C 8% Preferred Stock convertible into

3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9%(7) (12) TYPE OF REPORTING PERSON 7 Subject to the Ownership Limitation (as defined herein). Schedule 13G/A CUSIP No. 28659T200 PAGE 21 OF 45 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Eric P. Epstein CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION United States _____ NUMBER OF (5) SOLE VOTING POWER SHARES ______ BENEFICIALLY (6) SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares OWNED BY (7) SOLE DISPOSITIVE POWER EACH REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable

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

	(9)	BY EAC 7,967 Shares	CH REP Serie s, 1,0	MOUNT BE ORTING P s C 8% P 30,208 W Common S	ERSON referre Jarrants	ed Sto	ock co						
	(10)			F THE AG						 			[]
	(11)			CLASS RE))	ΓED , 9% (8)				 			
	(12)	TYPE (OF REP	ORTING P	ERSON	1				 			
8 Sub	ject t	o the ()wners	 hip Limi	tation	(as d	define	ed he	rein)				
	ule 13 No. 2	G/A 8659T20	00								PAGE	22	OF 45
(1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Anthony A. Yoseloff												
(2)	CHECK	THE AI	PPROPR	IATE BOX	IF A N	ИЕМВЕ	 R OF <i>I</i>	A GRO	UP	 (a) (b)	[] [X]		
(3)	SEC U	SE ONL	 (
(4)	CITIZ	ENSHIP	OR PL	ACE OF O United		ATION				 			
NUMBE			(5)	SOLE VO	TING PO	WER				 			
SHARES BENEFICIALLY		Y	(6) SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares										
OWNED EACH	BY		(7)	SOLE DI	SPOSITI	 [VE P(OWER			 			
REPOR'	CING N WITH		(8) SHARED DISPOSITIVE POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares										
	(9)			 MOUNT BE ORTING P		ALLY (OWNED			 			

7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common

				30,208 Warrants exercisable into 1,030,208 Common Common Shares	Shares				
	(10)			F THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES	[]				
	(11)	PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9%(9)					
	(12)	TYPE (DF REP	ORTING PERSON IN					
9 Sub	 ject t	 o the (Owners	hip Limitation (as defined herein).					
	ule 13 No. 2	G/A 8659T2(00	PAGE	23 OF 45				
(1)	S.S.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Avram Z. Friedman							
(2)	CHECK	THE A	PPROPR	IATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]					
(3)	SEC U	SE ONLY	 (
(4)	CITIZ	ENSHIP	OR PL	ACE OF ORGANIZATION United States					
NUMBE	R OF		(5)	SOLE VOTING POWER 0					
SHARE: BENEF	S ICIALL	Y	(6)	SHARED VOTING POWER 7,967 Series C 8% Preferred Stock convertible in 3,434,052 Common Shares, 1,030,208 Warrants exer into 1,030,208 Common Shares and 64,068 Common S	cisable				
OWNED BY EACH REPORTING PERSON WITH			(7)	SOLE DISPOSITIVE POWER 0					
			(8)	SHARED DISPOSITIVE POWER 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares					
	(9)	BY EAC 7,967 Shares	CH REP Serie s, 1,0	MOUNT BENEFICIALLY OWNED ORTING PERSON s C 8% Preferred Stock convertible into 3,434,052 30,208 Warrants exercisable into 1,030,208 Common Common Shares					

(10) CHECK BOX IF THE AGGREGATE AMOUNT

-			
	IN ROW	(9) EXCLUDES CERTAIN SHARES	[]
(11)	PERCEN	T OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9%(10)	
(12)	TYPE O	F REPORTING PERSON	
		IN 	
		Ownership Limitation (as defined herein).	
Schedule 13	RC / N		
CUSIP No. 2	- ,	0 PAGE 24	OF 45
ITEM 1(a).	NAME O	F ISSUER:	
	Elite	Pharmaceuticals, Inc. (the "Company")	
ITEM 1(b).	ADDRES	S OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:	
	165 Lu	dlow Avenue	
	rale, NJ 07647		
ITEM 2(a).	NAME O	F PERSON FILING:	
		ent is filed by each of the entities and persons listed be er are referred to herein as the "Reporting Persons":	elow,
	(i)	Davidson Kempner Partners, a New York limited partnershi ("DKP");	-p
	(ii)	Davidson Kempner Institutional Partners, L.P., a Delawar limited partnership ("DKIP");	re .
	(iii)	M. H. Davidson & Co., a New York limited partnership ("C	:: :::::::::::::::::::::::::::::::::::
	(iv)	Davidson Kempner International, Ltd., a British Virgin Islands corporation ("DKIL");	
	(v)	Serena Limited, a Cayman Islands corporation ("Serena");	:
	(vi)	Davidson Kempner Healthcare Fund LP, a Delaware limited partnership ("DKHF");	
	(vii)	Davidson Kempner Healthcare International Ltd., a Caymar Islands corporation ("DKHI");	1
	(viii)	MHD Management Co., a New York limited partnership and t general partner of DKP ("MHD");	he
	(ix)	Davidson Kempner Advisers Inc., a New York corporation at the general partner of DKIP ("DKAI"), which is registered an investment adviser with the U.S. Securities and Exchangement Exchang	ed as

- (x) Davidson Kempner International Advisors, L.L.C., a Delaware limited liability company and the manager of DKIL and Serena ("DKIA");

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

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

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

ITEM 2(c). CITIZENSHIP:

- (i) DKP a New York limited partnership
- (ii) DKIP a Delaware limited partnership
- (iii) CO a New York limited partnership
- (iv) $\tt DKIL a British Virgin Islands corporation$
- (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

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

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

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

ITEM 2(e). CUSIP NUMBER:

28659T200

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

- (a) [] Broker or dealer registered under Section 15 of the Act;
- (b) [] Bank as defined in Section 3(a)(6) of the Act;
- (c) [] Insurance Company as defined in Section 3(a)(19) of the Act;
- (d) [] Investment Company registered under Section 8 of the Investment Company Act of 1940;
- (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;

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

ITEM 4. OWNERSHIP.

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

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

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

A. DKP

- (a) Amount beneficially owned: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares
- (b) Percent of class: 0.7%

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- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares

B. DKIP

- (a) Amount beneficially owned: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares
- (b) Percent of class: 1.2%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares

C. CO

- (a) Amount beneficially owned: 40 Series C 8% Preferred Stock convertible into 17,241 Common Shares, 5,172 Warrants exercisable into 5,172 Common Shares and 318 Common Shares
- (b) Percent of class: 0.1%

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 40 Series C 8% Preferred Stock convertible into 17,241 Common Shares, 5,172 Warrants exercisable into 5,172 Common Shares and 318 Common Shares

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

D. DKIL

- (a) Amount beneficially owned: 984 Series C 8% Preferred Stock convertible into 424,138 Common Shares, 127,240 Warrants exercisable into 127,240 Common Shares and 7,755 Common Shares
- (b) Percent of class: 2.1%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 984 Series C 8% Preferred Stock convertible into 424,138 Common Shares, 127,240 Warrants exercisable into 127,240 Common Shares and 7,755 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 984 Series C 8% Preferred Stock convertible into 424,138 Common Shares, 127,240 Warrants exercisable into 127,240 Common Shares and 7,755 Common Shares

E. Serena

- (a) Amount beneficially owned: 23 Series C 8% Preferred Stock convertible into 9,914 Common Shares, 2,973 Warrants exercisable into 2,973 Common Shares and 193 Common Shares
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 23 Series C 8% Preferred Stock convertible into 9,914 Common Shares, 2,973 Warrants exercisable into 2,973 Common Shares and 193 Common Shares

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

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F. DKHF

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

G. DKHI

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

H. MHD

- (a) Amount beneficially owned: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares
- (b) Percent of class: 0.7%

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- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 309 Series C 8% Preferred Stock convertible into 133,190 Common Shares, 39,956 Warrants exercisable into 39,956 Common Shares and 2,432 Common Shares

I. DKAI

- (a) Amount beneficially owned: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares
- (b) Percent of class: 1.2%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 560 Series C 8% Preferred Stock convertible into 241,379 Common Shares, 72,412 Warrants exercisable into 72,412 Common Shares and 4,421 Common Shares

J. DKIA

- (a) Amount beneficially owned: 1,007 Series C 8% Preferred Stock convertible into 434,052 Common Shares, 130,213 Warrants exercisable into 130,213 Common Shares and 7,948 Common Shares
- (b) Percent of class: 2.1%
- (c) Number of shares as to which such person has:

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

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

K. DKG

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

L. DKMP

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

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

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M. DKS

- (a) Amount beneficially owned: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares
- (b) Percent of class: 7.7%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 3,602 Series C 8% Preferred Stock convertible into 1,552,586 Common Shares, 465,775 Warrants exercisable into 465,775 Common Shares and 29,154 Common Shares
- N. Thomas L. Kempner, Jr.
 - (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (b) Percent of class: 9.9%(11)
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

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

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- O. Marvin H. Davidson
 - (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (b) Percent of class: 9.9%(12)
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
- P. Stephen M. Dowicz
 - (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (b) Percent of class: 9.9%(13)
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

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

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

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- O. Scott E. Davidson
 - (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (b) Percent of class: 9.9%(14)
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
- R. Michael J. Leffell
 - (a) Amount beneficially owned. 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (b) Percent of class: 9.9%(15)
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (iii) sole power to dispose or to direct the disposition: $\ensuremath{\text{0}}$
 - (iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

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S. Timothy I. Levart

 $^{14\ \}mbox{Subject}$ to the Ownership Limitation (as defined herein).

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

- (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
- (b) Percent of class: 9.9%(16)
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
- T. Robert J. Brivio, Jr.
 - (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (b) Percent of class: 9.9%(17)
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

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U. Eric P. Epstein

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

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

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

- (b) Percent of class: 9.9%(18)
- (c) Number of shares as to which such person has:
 - sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

V. Anthony A. Yoseloff

- (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
- (b) Percent of class: 9.9%(19)
- (c) Number of shares as to which such person has:
 - sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares

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

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

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- W. Avram Z. Friedman
 - (a) Amount beneficially owned: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
 - (b) Percent of class: 9.9%(20)
 - (c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: 7,967 Series C 8% Preferred Stock convertible into 3,434,052 Common Shares, 1,030,208 Warrants exercisable into 1,030,208 Common Shares and 64,068 Common Shares
- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

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

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

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

Not applicable.

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

See Item 4.

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

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

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

Each of the Reporting Persons hereby makes the following certification:

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

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SIGNATURES

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

DATED: February 14, 2008

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

/s/ THOMAS L. KEMPNER, JR.

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

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

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

Advisors, L.L.C., its Investment Manager

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/s/ THOMAS L. KEMPNER, JR.

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

DAVIDSON KEMPNER HEALTHCARE FUND LP

By: DK Group LLC, its General Partner

/s/ THOMAS L. KEMPNER, JR.

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

DAVIDSON KEMPNER HEALTHCARE INTERNATIONAL LTD.

By: DK Management Partners LP,

its Investment Manager

By: DK Stillwater GP LLC, its general

partner

/s/ THOMAS L. KEMPNER, JR.

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

MHD MANAGEMENT CO.

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: Managing Partner

DAVIDSON KEMPNER ADVISERS INC.

/s/ THOMAS L. KEMPNER, JR.

·

Name: Thomas L. Kempner, Jr.

Title: President

DAVIDSON KEMPNER INTERNATIONAL

ADVISORS, L.L.C.

/s/ THOMAS L. KEMPNER, JR.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

DK GROUP LLC

/s/ THOMAS L. KEMPNER, JR.

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

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DK MANAGEMENT PARTNERS LP

By: DK Stillwater GP LLC, its general partner $% \left(1\right) =\left(1\right) +\left(1$

/s/ THOMAS L. KEMPNER, JR.

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

DK STILLWATER GP LLC

/s/ THOMAS L. KEMPNER, JR.

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

/s/ THOMAS L. KEMPNER, JR.

Thomas L. Kempner, Jr.

/s/ MARVIN H. DAVIDSON

Marvin H. Davidson

/s/ STEPHEN M. DOWICZ

Stephen M. Dowicz

/s/ SCOTT E. DAVIDSON

Scott E. Davidson

/s/ MICHAEL J. LEFFELL

Michael J. Leffell

/s/ TIMOTHY I. LEVART

Timothy I. Levart

/s/ ROBERT J. BRIVIO, JR.

Robert J. Brivio, Jr.

/s/ ERIC P. EPSTEIN

Eric P. Epstein

/s/ ANTHONY A. YOSELOFF

Anthony A. Yoseloff

/s/ AVRAM Z. FRIEDMAN

Avram Z. Friedman

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EXHIBIT 1

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2008

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

/s/ THOMAS L. KEMPNER, JR.

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

DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.

By: Davidson Kempner Advisers Inc., its General Partner

/s/ THOMAS L. KEMPNER, JR.

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

M.H. DAVIDSON & CO.

/s/ THOMAS L. KEMPNER, JR.

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

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

its Investment Manager

/s/ THOMAS L. KEMPNER, JR.

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

Schedule 13G/A CUSIP No. 28659T200

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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

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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