## DELPHI CORP

Form SC 13D/A
November 01, 2007


#### Abstract

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D (Amendment No. 2)*

Under the Securities Exchange Act of 1934 DELPHI CORPORATION (Name of Issuer)

Common Stock, \$0.01 Par Value Per Share (Title of Class of Securities)

247126105 (CUSIP Number)

Sandip S. Khosla, Esq. Goldman, Sachs \& Co. 85 Broad Street New York, New York 10004 (212) 902-1000 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 29, 2007 (Date of Event which Requires Filing of this Statement) If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections $240.13 d-1(e), 240.13 d-1(f)$ or $240.13 d-1(g)$, check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Sections $240.13 d-7$ for other parties to whom copies are to be sent. * The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required 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 ("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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.


1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The Goldman Sachs Group, Inc.
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [ ]
(b) $[\mathrm{X}]$ (1)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF; 00
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| NUMBER OF | 7 SOLE VOTING POWER |
| :---: | :---: |
| SHARES <br> BENEFICIALLY | 0 |
| OWNED BY |  |
| EACH REPORTING | 8 SHARED VOTING POWER |
| PERSON |  |
| WITH | 14,586,298 |
|  | 9 SOLE DISPOSITIVE POWER |
|  | 0 |
|  | 10 SHARED DISPOSITIVE POWER |
|  | 14,892,921 |


11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,892,921 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X](1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.7\%

## 14 TYPE OF REPORTING PERSON

$\mathrm{HC}-\mathrm{CO}$
(1) As a result of the transactions and relationships described under Item 4, the Filing Person may be deemed a member of a "group" with the other Investors (as defined in Item 4). Based on information provided to the Filing Person and in Schedules 13D filed by the other Investors, Appaloosa Management L.P. and its related entities beneficially own 52,000,000 shares of Common Stock as reported in their Schedule 13D filed on August 7, 2007; Harbinger Capital Partners Master Fund I, Ltd. and its related entities beneficially own $26,450,000$ shares of Common Stock as reported in their Schedule 13D filed on July 20, 2007; Merrill Lynch, Pierce, Fenner \& Smith Incorporated and related entities beneficially own 1,482, 206 shares of Common Stock as reported in their Schedule 13D filed on September 11, 2007; the relevant business units of UBS AG beneficially own $4,419,294$ shares of Common Stock as reported in their Schedule 13D filed on July 25, 2007; and Pardus Special Opportunities Master Fund L.P. and its related entities beneficially own 26, 400,000 as reported in their Schedule 13 D filed on August 8, 2007. This filing does not reflect any shares of Common Stock that may be deemed to be beneficially owned by The Goldman Sachs Group, Inc. as a result of membership in a "group" within the meaning of Section $13(\mathrm{~d})$ of the Securities and Exchange Act of 1934, as amended, and The Goldman Sachs Group, Inc. expressly disclaims such membership.

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Goldman, Sachs \& Co.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [ ]
(b) $[\mathrm{X}]$ (2)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC; 00
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or $2(e)$ [X]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

| NUMBER OF | 7 SOLE VOTING POWER |
| :--- | :---: |
| SHARES | 0 |
| BENEFICIALLY | 0 |

OWNED BY


This Amendment No. 2 amends certain information in the Statement on Schedule 13D filed on March 19, 2007 by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs \& Co. ("Goldman Sachs", and, together with GS Group, the "Filing Persons"), as amended by Amendment No. 1 to the Schedule 13D filed on July 24, 2007 (as amended, the "Schedule 13D"), relating to the common stock, par value $\$ 0.01$ per share (the "Common Stock"), of Delphi Corporation, a Delaware

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corporation (the "Company"). Capitalized terms used but not defined herein have the meanings previously ascribed to them in the Schedule 13D.

Neither the present filing nor anything contained herein shall be construed as an admission that any Filing Person constitutes a "person" for any purposes other than Section $13(\mathrm{~d})$ of the Securities Exchange Act of 1934, as amended.

ITEM 4. PURPOSE OF TRANSACTION.
Item 4 is amended as follows:

In connection with its bankruptcy proceedings under Chapter 11 of the United States Bankruptcy Code, the Company entered into an Equity Purchase and Commitment Agreement, dated August 3, 2007 (the "Equity Purchase and Commitment Agreement"), which provides for the sale of common and preferred equity interests of the reorganized Company to a group of initial investors named therein (the "Investors").

Investors, other than Goldman Sachs, have entered into a Bid Letter, dated October 29, 2007 (the "Bid Letter"), pursuant to which these Investors have proposed to the Company a First Amendment to the Equity Purchase and Commitment Agreement (the "First EPCA Amendment"). The First EPCA Amendment was submitted for approval by the Company to the United States Bankruptcy Court for the Southern District of New York on October 29, 2007.

Goldman Sachs is currently engaged in conversations with the Company and Appaloosa Management L.P. with respect to the Bid Letter and the First EPCA Amendment.

As a result of the arrangements described in the Schedule 13D, the Filing Persons may be deemed a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, with the Investors. The Filing Persons expressly disclaim membership in a group with the Investors or any other person.

The acquisition of beneficial ownership by the Filing Persons of the Common Stock reported herein was in the ordinary course of business.

Other than as provided above, the Filing Persons do not have any plans or proposals described in paragraphs (a) through (j) of Item 4 of Schedule 13D. However, the Filing Persons intend to continuously evaluate their investment in the Company and may acquire or dispose of shares of Common Stock, other securities of the Company, or loans or other interests in the Company or take other actions with respect to the Company's restructuring plan. The Filing Persons may hedge all or a portion of their investment in the Company.

Goldman Sachs may work with the Company and/or the Investors, the Company's financial advisors, equity holders, creditors and other constituents to develop plans and proposals for the Company. These plans or proposals may involve or relate to one or more of the matters described in the Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.
(a) As of October 29, 2007, each of GS Group and Goldman Sachs may be deemed to have beneficially owned an aggregate of $14,892,921$ shares of Common Stock, including (i) 14,586,298 shares of Common Stock acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities and (ii) 306,623 shares of Common Stock held in Managed Accounts, representing in the aggregate approximately $2.7 \%$ of the $561,781,590$ shares of Common Stock reported to be outstanding as of June 30, 2007 as

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disclosed in Company's most recent quarterly report on Form 10-Q for the period ended June 30, 2007. GS Group and Goldman Sachs each disclaim beneficial ownership of the shares of Common Stock held in Managed Accounts.

As a result of the arrangements as disclosed in the Schedule 13D, the Filing Persons may be deemed a group with the other Investors and, therefore, may be deemed to beneficially own the shares of Common Stock beneficially owned by the other Investors. The aggregate shares of Common Stock described above does not include shares of Common Stock beneficially owned by any other member of any "group" within the meaning of Section $13(\mathrm{~d})$ of the Securities and Exchange Act of 1934, as amended, in which GS Group or Goldman Sachs may be deemed a member.

In accordance with Securities and Exchange Commission Release No. 34-395538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of GS Group and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion, or both, and (ii) certain investment entities of which the Goldman Sachs Reporting Units acts as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

None of the Filing Persons or, to the knowledge of any of the Filing Persons, any of the persons listed on Schedule I to Amendment No. 1 to the Schedule 13D may be deemed to have beneficially owned any shares of Common Stock as of October 29, 2007 other than as set forth herein.
(b) Each Filing Person shares the power to vote or direct the vote and to dispose or to direct the disposition of
shares of Common Stock beneficially owned by such Filing Person as indicated herein.
(c) Schedule I hereto sets forth transactions in the Common Stock which were effected during the 60 day period from August 31, 2007 through October 29, 2007, all of which were effected in the ordinary course of business of Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group. The transactions in the Common Stock, described in Schedule I, were effected on the over-the-counter market. Funds for the purchase of shares of Common Stock acquired in ordinary course trading activities came from the working capital of Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group. Funds for the purchase of shares of Common Stock held in Managed Accounts came from client funds. The Filing Persons disclaim beneficial ownership of shares of Common Stock held in Managed Accounts.

Except as set forth in Schedule I hereto, no transactions in the Common Stock were effected by the Filing Persons or, to the knowledge of any of the Filing Persons, any of the persons listed on Schedule I to Amendment No. 1 to the Schedule 13D, within the 60 day period from August 31, 2007 through October 29, 2007.
(d) Except for clients of Goldman Sachs who may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Common Stock, if any, held in Managed Accounts, no other person is
known by the Filing Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock beneficially owned by the Filing Persons.
(e) Not applicable.

## 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.

Date: November 1, 2007

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Andrea Louro DeMar
Name: Andrea Louro DeMar

Title: Attorney-in-fact
GOLDMAN, SACHS \& CO.

By: /s/ Andrea Louro DeMar
Name: Andrea Louro DeMar

Title: Attorney-in-fact

SCHEDULE I

| Purchase (P)/ |  |  | SETTLEMENT |  |
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| Sale (S) |  |  | PRICE | TRADE_DATE |

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| S | 5,000 | \$0.82 | 9/7/2007 | 9/12/2007 |
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| S | 5,000 | \$0.84 | 9/7/2007 | 9/12/2007 |
| S | 5,000 | \$0.84 | 9/7/2007 | 9/12/2007 |
| P | 5,000 | \$0.84 | 9/7/2007 | 9/12/2007 |
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| S | 5,000 | \$0.85 | 9/7/2007 | 9/12/2007 |
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| P | 5,385 | \$0.82 | 9/7/2007 | 9/12/2007 |
| S | 5,000 | \$0.95 | 9/7/2007 | 9/12/2007 |
| S | 5,000 | \$0.95 | 9/7/2007 | 9/12/2007 |
| S | 5,000 | \$0.95 | 9/7/2007 | 9/12/2007 |
| S | 6,200 | \$0.95 | 9/7/2007 | 9/12/2007 |
| P | 8,500 | \$0.77 | 9/7/2007 | 9/12/2007 |
| P | 10,000 | \$0.77 | 9/7/2007 | 9/12/2007 |
| S | 10,000 | \$0.77 | 9/7/2007 | 9/12/2007 |
| S | 10,000 | \$0.81 | 9/7/2007 | 9/12/2007 |
| P | 10,000 | \$0.82 | 9/7/2007 | 9/12/2007 |
| S | 10,000 | \$0.83 | 9/7/2007 | 9/12/2007 |
| P | 10,000 | \$0.83 | 9/7/2007 | 9/12/2007 |
| S | 10,000 | \$0.85 | 9/7/2007 | 9/12/2007 |
| P | 10,000 | \$0.85 | 9/7/2007 | 9/12/2007 |
| P | 11,846 | \$0.73 | 9/7/2007 | 9/12/2007 |
| P | 10,000 | \$0.91 | 9/7/2007 | 9/12/2007 |
| P | 10,000 | \$0.92 | 9/7/2007 | 9/12/2007 |
| P | 10,000 | \$0.92 | 9/7/2007 | 9/12/2007 |
| S | 10,000 | \$0.95 | 9/7/2007 | 9/12/2007 |
| S | 10,000 | \$0.95 | 9/7/2007 | 9/12/2007 |
| P | 13,500 | \$0.75 | 9/7/2007 | 9/12/2007 |
| S | 13,500 | \$0.75 | 9/7/2007 | 9/12/2007 |
| S | 16,500 | \$0.83 | 9/7/2007 | 9/12/2007 |
| S | 16,700 | \$0.82 | 9/7/2007 | 9/12/2007 |
| S | 25,000 | \$0.83 | 9/7/2007 | 9/12/2007 |
| S | 25,000 | \$0.83 | 9/7/2007 | 9/12/2007 |
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| S | 25,000 | \$0.90 | 9/7/2007 | 9/12/2007 |
| S | 42,000 | \$0.79 | 9/7/2007 | 9/12/2007 |
| P | 37,500 | \$0.92 | 9/7/2007 | 9/12/2007 |
| S | 45,000 | \$0.85 | 9/7/2007 | 9/12/2007 |
| P | 45,000 | \$0.91 | 9/7/2007 | 9/12/2007 |
| S | 50,000 | \$0.82 | 9/7/2007 | 9/12/2007 |
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| P | 1 | \$0.79 | 9/10/2007 | 9/13/2007 |
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| P | 2,500 | \$0.74 | 9/10/2007 | 9/13/2007 |
| S | 2,500 | \$0.75 | 9/10/2007 | 9/13/2007 |

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Purchase (P)/
Sale (S)

## SHARES

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TRADE_DATE

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| $9 / 11 / 2007$ | $9 / 14 / 2007$ |
| $9 / 11 / 2007$ | $9 / 14 / 2007$ |
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## SETTLEMENT DATE

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| $\begin{gathered} \text { Purchase (P)/ } \\ \text { Sale (S) } \end{gathered}$ | SHARES | PRICE | TRADE_DATE | SETTLEMENT DATE |
| :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  |
| P | 2,383 | \$0.50 | 9/12/2007 | 9/17/2007 |
| P | 552 | \$0.50 | 9/12/2007 | 9/17/2007 |
| S | 1,000 | \$0.56 | 9/12/2007 | 9/17/2007 |
| S | 2,100 | \$0.55 | 9/12/2007 | 9/17/2007 |
| S | 2,200 | \$0.55 | 9/12/2007 | 9/17/2007 |
| S | 2,200 | \$0.55 | 9/12/2007 | 9/17/2007 |
| S | 2,400 | \$0.51 | 9/12/2007 | 9/17/2007 |
| S | 2,500 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 2,500 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 2,500 | \$0.52 | 9/12/2007 | 9/17/2007 |
| P | 2,500 | \$0.52 | 9/12/2007 | 9/17/2007 |
| P | 2,500 | \$0.52 | 9/12/2007 | 9/17/2007 |
| P | 2,500 | \$0.52 | 9/12/2007 | 9/17/2007 |
| P | 2,500 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 2,200 | \$0.62 | 9/12/2007 | 9/17/2007 |
| S | 2,500 | \$0.55 | 9/12/2007 | 9/17/2007 |
| S | 2,500 | \$0.55 | 9/12/2007 | 9/17/2007 |
| P | 2,500 | \$0.55 | 9/12/2007 | 9/17/2007 |
| S | 2,500 | \$0.56 | 9/12/2007 | 9/17/2007 |
| P | 2,500 | \$0.56 | 9/12/2007 | 9/17/2007 |
| P | 2,500 | \$0.57 | 9/12/2007 | 9/17/2007 |
| S | 3,000 | \$0.51 | 9/12/2007 | 9/17/2007 |
| S | 3,000 | \$0.51 | 9/12/2007 | 9/17/2007 |
| S | 3,000 | \$0.51 | 9/12/2007 | 9/17/2007 |
| S | 3,000 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 3,000 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 3,000 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 3,000 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 3,000 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 3,000 | \$0.56 | 9/12/2007 | 9/17/2007 |
| S | 3,000 | \$0.56 | 9/12/2007 | 9/17/2007 |
| P | 3,000 | \$0.56 | 9/12/2007 | 9/17/2007 |
| S | 3,000 | \$0.56 | 9/12/2007 | 9/17/2007 |
| S | 3,000 | \$0.56 | 9/12/2007 | 9/17/2007 |
| P | 3,000 | \$0.61 | 9/12/2007 | 9/17/2007 |
| S | 3,000 | \$0.62 | 9/12/2007 | 9/17/2007 |
| P | 5,000 | \$0.50 | 9/12/2007 | 9/17/2007 |
| P | 5,000 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 5,000 | \$0.55 | 9/12/2007 | 9/17/2007 |
| S | 5,000 | \$0.55 | 9/12/2007 | 9/17/2007 |
| P | 5,000 | \$0.56 | 9/12/2007 | 9/17/2007 |
| S | 5,000 | \$0.56 | 9/12/2007 | 9/17/2007 |
| S | 5,400 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 7,500 | \$0.53 | 9/12/2007 | 9/17/2007 |
| S | 8,700 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 10,000 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 11,600 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 11,000 | \$0.55 | 9/12/2007 | 9/17/2007 |
| S | 10,000 | \$0.62 | 9/12/2007 | 9/17/2007 |
| S | 20,000 | \$0.51 | 9/12/2007 | 9/17/2007 |
| S | 20,000 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 20,000 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 20,000 | \$0.52 | 9/12/2007 | 9/17/2007 |
| S | 20,000 | \$0.56 | 9/12/2007 | 9/17/2007 |
| S | 20,000 | \$0.56 | 9/12/2007 | 9/17/2007 |
| S | 24,000 | \$0.50 | 9/12/2007 | 9/17/2007 |
| S | 24,000 | \$0.51 | 9/12/2007 | 9/17/2007 |

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| $\begin{gathered} \text { Purchase (P)/ } \\ \text { Sale (S) } \end{gathered}$ | SHARES | PRICE | TRADE_DATE | SETTLEMENT DATE |
| :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  |
| P | 1,500 | \$0.58 | 9/13/2007 | 9/18/2007 |
| S | 1,574 | \$0.58 | 9/13/2007 | 9/18/2007 |
| S | 2,000 | \$0.58 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.51 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.51 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.51 | 9/13/2007 | 9/18/2007 |
| P | 2,500 | \$0.52 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.52 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.52 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.52 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.55 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.56 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.56 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.57 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.58 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.58 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.58 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.58 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.58 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.58 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.58 | 9/13/2007 | 9/18/2007 |
| P | 2,500 | \$0.59 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.60 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.60 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.60 | 9/13/2007 | 9/18/2007 |
| S | 2,500 | \$0.61 | 9/13/2007 | 9/18/2007 |
| S | 5,000 | \$0.50 | 9/13/2007 | 9/18/2007 |
| S | 5,000 | \$0.50 | 9/13/2007 | 9/18/2007 |
| S | 5,000 | \$0.50 | 9/13/2007 | 9/18/2007 |
| P | 5,000 | \$0.50 | 9/13/2007 | 9/18/2007 |
| S | 5,000 | \$0.52 | 9/13/2007 | 9/18/2007 |
| S | 5,000 | \$0.54 | 9/13/2007 | 9/18/2007 |
| S | 5,000 | \$0.54 | 9/13/2007 | 9/18/2007 |
| S | 5,000 | \$0.54 | 9/13/2007 | 9/18/2007 |
| S | 5,000 | \$0.55 | 9/13/2007 | 9/18/2007 |

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Purchase (P)/

| Sale (S) | SHARES |
| :--- | ---: |
| S | 25,000 |
| S | 25,000 |
| S | 40,000 |
| S | 50,000 |
| S | 50,000 |
| S | 50,000 |
| S | 1,300 |
| S | 4,000 |
| P | 50,000 |
| S | 250,000 |
|  | 2,500 |
|  | 2,500 |

PRICE
TRADE_DATE
$\$ 0.58$
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## SETTLEMENT DATE

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| Purchase (P)/ <br> Sale (S) | SHARES | PRICE | TRADE_DATE | $\begin{aligned} & \text { SETTLEMENT } \\ & \text { DATE } \end{aligned}$ |
| :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  |
| S | 2,500 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 2,500 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 2,500 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 2,500 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 2,500 | \$0.52 | 9/18/2007 | 9/21/2007 |
| P | 2,500 | \$0.54 | 9/18/2007 | 9/21/2007 |
| S | 3,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 3,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 3,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 3,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 3,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 3,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 3,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 3,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| P | 3,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 5,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 5,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| P | 5,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 7,500 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 10,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 10,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 10,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 10,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 10,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 10,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 10,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 10,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 10,700 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 20,000 | \$0.50 | 9/18/2007 | 9/21/2007 |
| S | 20,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 21,400 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 22,500 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 25,000 | \$0.53 | 9/18/2007 | 9/21/2007 |
| S | 26,010 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 31,700 | \$0.50 | 9/18/2007 | 9/21/2007 |
| S | 31,700 | \$0.50 | 9/18/2007 | 9/21/2007 |
| S | 31,800 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 45,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 48,400 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 50,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 50,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 50,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 50,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 50,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 50,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 72,500 | \$0.50 | 9/18/2007 | 9/21/2007 |
| S | 100,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 100,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 100,000 | \$0.51 | 9/18/2007 | 9/21/2007 |
| S | 100,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 100,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 100,000 | \$0.52 | 9/18/2007 | 9/21/2007 |
| S | 140,000 | \$0.52 | 9/18/2007 | 9/21/2007 |

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> 30,000 100,000 150,000 150,000 177,000 200,000 2 7,500 7,500 7,500 7,500 10,000 30,000 250,000 24,000 280,000 14,760 1 500 1,000 1,300 4,000

Purchase (P)/ Sale (S)

SHARES

$$
\begin{array}{r}
5,000 \\
5,420 \\
7,500 \\
7,500 \\
8,100 \\
8,100 \\
8,200 \\
10,000 \\
10,000 \\
20,000 \\
100 \\
1,400 \\
8,000 \\
20,000 \\
14,760 \\
7,500 \\
7,500 \\
7,500 \\
7,500 \\
300,000 \\
576,800 \\
1,700 \\
2,500 \\
2,768 \\
5,000 \\
5,000 \\
5,000 \\
5,000 \\
5,000 \\
5,000 \\
5,000
\end{array}
$$

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SETTLEMENT DATE

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7,500
7,500
7,500
10,000
10,000
15,000
15,000
20,000
20,000
21,432
21,428
25,000
37,500

Purchase (P)/

| Sale (S) |  |
| :--- | ---: |
| SHARES |  |
| S | 50,000 |
| S | 50,000 |
| S | 50,000 |
| S | 60,000 |
| S | 7,500 |
| S | 7,500 |
| S | 10,526 |
| P | 2 |
| S | 1,880 |

PRICE

TRADE_DATE

$$
\begin{aligned}
& 9 / 24 / 2007 \\
& 9 / 24 / 2007 \\
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& 9 / 24 / 2007 \\
& 9 / 25 / 2007 \\
& 9 / 25 / 2007 \\
& 9 / 25 / 2007
\end{aligned}
$$

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9/27/2007
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$9 / 28 / 2007$

| 2,500 | \$0.50 | 9/25/2007 | 9/28/2007 |
| :---: | :---: | :---: | :---: |
| 2,500 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 2,500 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 2,500 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 2,500 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 2,500 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 2,500 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 2,500 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 2,500 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 2,500 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 5,000 | \$0.50 | 9/25/2007 | 9/28/2007 |
| 5,000 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 5,000 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 5,000 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 5,000 | \$0.53 | 9/25/2007 | 9/28/2007 |
| 7,500 | \$0.50 | 9/25/2007 | 9/28/2007 |
| 7,500 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 7,500 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 7,500 | \$0.52 | 9/25/2007 | 9/28/2007 |
| 7,500 | \$0.53 | 9/25/2007 | 9/28/2007 |
| 7,500 | \$0.53 | 9/25/2007 | 9/28/2007 |
| 7,500 | \$0.53 | 9/25/2007 | 9/28/2007 |
| 7,500 | \$0.53 | 9/25/2007 | 9/28/2007 |
| 7,500 | \$0.56 | 9/25/2007 | 9/28/2007 |
| 10,000 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 10,000 | \$0.53 | 9/25/2007 | 9/28/2007 |
| 10,000 | \$0.53 | 9/25/2007 | 9/28/2007 |
| 11,000 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 11,000 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 11,000 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 10,526 | \$0.55 | 9/25/2007 | 9/28/2007 |
| 11,600 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 20,000 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 25,000 | \$0.51 | 9/25/2007 | 9/28/2007 |
| 25,000 | \$0.52 | 9/25/2007 | 9/28/2007 |
| 25,000 | \$0.53 | 9/25/2007 | 9/28/2007 |
| 50,000 | \$0.53 | 9/25/2007 | 9/28/2007 |
| 250,000 | \$0.53 | 9/25/2007 | 9/28/2007 |
| 1 | \$0.58 | 9/26/2007 | 10/1/2007 |
| 778 | \$0.57 | 9/26/2007 | 10/1/2007 |
| 2,600 | \$0.51 | 9/26/2007 | 10/1/2007 |
| 2 | \$0.52 | 9/27/2007 | 10/2/2007 |
| 500 | \$0.47 | 9/27/2007 | 10/2/2007 |
| 5,000 | \$0.47 | 9/27/2007 | 10/2/2007 |
| 13,800 | \$0.50 | 9/27/2007 | 10/2/2007 |
| 37,500 | \$0.48 | 10/1/2007 | 10/4/2007 |
| 37,500 | \$0.48 | 10/1/2007 | 10/4/2007 |
| 1,350 | \$0.46 | 10/1/2007 | 10/4/2007 |
| 10,225 | \$0.48 | 10/2/2007 | 10/5/2007 |
| 1 | \$0.48 | 10/2/2007 | 10/5/2007 |
| 5,000 | \$0.42 | 10/2/2007 | 10/5/2007 |
| 5,000 | \$0.42 | 10/2/2007 | 10/5/2007 |
| 5,000 | \$0.42 | 10/2/2007 | 10/5/2007 |
| 5,000 | \$0.42 | 10/2/2007 | 10/5/2007 |
| 5,000 | \$0.42 | 10/2/2007 | 10/5/2007 |
| 7,500 | \$0.43 | 10/2/2007 | 10/5/2007 |
| 7,500 | \$0.43 | 10/2/2007 | 10/5/2007 |
| 7,500 | \$0.43 | 10/2/2007 | 10/5/2007 |
| 10,000 | \$0.42 | 10/2/2007 | 10/5/2007 |
| 11,200 | \$0.42 | 10/2/2007 | 10/5/2007 |
| 11,200 | \$0.42 | 10/2/2007 | 10/5/2007 |
| 11,300 | \$0.42 | 10/2/2007 | 10/5/2007 |

## P <br> S <br> P <br> P

11, 300
10,225
5,000
5,000
$\$ 0.42$
$\$ 0.48$
$\$ 0.39$
$\$ 0.42$
$10 / 2 / 2007$
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10/3/2007
$10 / 5 / 2007$
$10 / 5 / 2007$
$10 / 9 / 2007$
10/9/2007

Purchase (P)/
Sale (S)

| P | 6,000 |
| :---: | :---: |
| P | 13,800 |
| S | 101,498 |
| P | 5,717 |
| P | 7,366 |
| P | 1 |
| S | 3,100 |
| S | 5,717 |
| S | 7,366 |
| P | 10,165 |
| S | 7,500 |
| S | 10,165 |
| P | 10,000 |
| P | 100,000 |
| P | 100,000 |
| S | 94,000 |
| P | 172,700 |
| S | 250,000 |
| P | 1 |
| S | 7,500 |
| P | 10,893 |
| S | 94 |
| P | 3,100 |
| S | 10,893 |
| P | 432 |
| P | 2 |
| P | 349 |
| P | 1 |
| P | 125 |
| P | 1 |
| S | 4,746,003 |
| P | 4,746,003 |
| P | 5,000 |
| P | 5,000 |
| P | 9,000 |
| P | 9,000 |
| P | 9,000 |
| P | 20,460 |
| S | 5,000 |
| S | 5,000 |
| P | 5,000 |
| P | 5,000 |
| S | 9,000 |
| S | 9,000 |
| S | 9,000 |
| P | 9,000 |
| P | 9,000 |
| P | 9,000 |
| S | 20,460 |

PRICE
$\$ 0.37$
$\$ 0.41$
$\$ 0.40$
$\$ 0.40$
$\$ 0.38$
$\$ 0.40$
\$0.39
\$0.40
$\$ 0.38$
$\$ 0.42$
\$0.42
\$0. 42
$\$ 0.43$
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$\$ 0.44$
$\$ 0.40$
$\$ 0.41$
$\$ 0.42$
\$0. 44
$\$ 0.45$
$\$ 0.45$
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\$0. 45
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| P | 778 |
| :--- | ---: |
| P | 1 |
| P | 1 |
| P | 5,000 |
| P | 10,000 |
| P | 20,000 |
| S | 2,960 |
| P | 2 |
| P | 1,000 |
| P | 10,000 |
| P | 10,000 |
| P | 10,000 |
| P | 10,000 |
| P | 10,000 |
| S | 5,250 |
| S | 12,000 |
| S | 37,913 |
| P | 1 |
| S | 1,000 |
| S | 2,200 |
| S | 3,000 |
| S | 28,000 |
| P | 37,913 |
| P | 1 |
| S | 9, |
| P | 5,000 |

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5,000
20,000
2,960
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1,000
10,000
10,000
10,000
10,000
5,250
12,000
37,913
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2,200
3,000
28,000
37,913
91
5,000

Purchase (P)/
Sale (S)

P
P
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SHARES
5,000
1
1
7,500
10,000
437
103
437
3,937
32,500
32,500
47,500
47,500
437
1
1,001
10,000
1
2,500
13,000
$\$ 0.45$ $\$ 0.46$ $\$ 0.45$ $\$ 0.39$
\$0. 42
$\$ 0.44$
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## SETTLEMENT DATE

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