

Edgar Filing: CHAD THERAPEUTICS INC - Form SC 13G/A

CHAD THERAPEUTICS INC
Form SC 13G/A
February 13, 2008

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

SCHEDULE 13G
(Rule 13d-102)
INFORMATION TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

(Amendment No. 1)*

CHAD THERAPEUTICS, INC.

(Name of Issuer)

Common Stock, \$.0.01 par value per share

(Title of Class of Securities)

157228107

(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 13G is filed:

- Rule 13d-1(b)
 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 ("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).

CUSIP No. 157228107

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(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Laurus Master Fund, Ltd.
98-0337673

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

(a) []
(b) [X]

(3) SEC Use Only

(4) Citizenship or Place of Organization: Cayman Islands

Number of Shares Beneficially Owned
by Each Reporting Person With

(5) Sole Voting Power:	0*
(6) Shared Voting Power:	1,016,982*
(7) Sole Dispositive Power:	0*
(8) Shared Dispositive Power:	1,016,982*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,016,982

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): [X]

(11) Percent of Class Represented by Amount in Row (9): 9.99%*

(12) Type of Reporting Person (See Instructions): CO, HC

* Based on 10,180,000 shares of the common stock, \$0.01 par value per share (the "Shares") outstanding of Chad Therapeutics, Inc., a California corporation (the "Company"), as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007. As of December 31, 2007, Calliope Capital Corporation ("Calliope") and Valens U.S. SPV I, LLC ("Valens US", and together with Calliope, the "Investors") collectively held (i) a warrant (the "Warrant") to acquire 976,744 Shares, at an exercise price of \$1.24 per Share, subject to certain adjustments, and (ii) a secured convertible term note (the "Note") in the aggregate principal amount of \$750,000, which is convertible into Shares at a conversion rate of \$1.18 per Share, subject to certain adjustments. The Warrant and Note contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "Issuance Limitation"). The Issuance Limitation may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void (i) following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument), or (ii) upon receipt by the Investors of a Notice of Redemption (as defined in an

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pursuant to the terms of the applicable instrument). Calliope is a wholly owned subsidiary of Laurus Master Fund, Ltd. which is managed by Laurus Capital Management, LLC. Valens US is managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 157228107

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Calliope Capital Corporation
57-1237865

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

(a) []
(b) [X]

(3) SEC Use Only

(4) Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned
by Each Reporting Person With

(5) Sole Voting Power:	0*
(6) Shared Voting Power:	1,016,982*
(7) Sole Dispositive Power:	0*
(8) Shared Dispositive Power:	1,016,982*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,016,982

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): [X]

(11) Percent of Class Represented by Amount in Row (9): 9.99%*

(12) Type of Reporting Person (See Instructions): CO

* Based on 10,180,000 shares of the common stock, \$0.01 par value per share (the "Shares") outstanding of Chad Therapeutics, Inc., a California corporation (the "Company"), as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007. As of December 31, 2007, Calliope Capital Corporation ("Calliope") and Valens U.S. SPV I, LLC ("Valens US", and

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together with Calliope, the "Investors") collectively held (i) a warrant (the "Warrant") to acquire 976,744 Shares, at an exercise price of \$1.24 per Share, subject to certain adjustments, and (ii) a secured convertible term note (the "Note") in the aggregate principal amount of \$750,000, which is convertible into Shares at a conversion rate of \$1.18 per Share, subject to certain adjustments. The Warrant and Note contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "Issuance Limitation"). The Issuance Limitation may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void (i) following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument), or (ii) upon receipt by the Investors of a Notice of Redemption (as defined in an instrument pursuant to the terms of the applicable instrument). Calliope is a wholly owned subsidiary of Laurus Master Fund, Ltd. which is managed by Laurus Capital Management, LLC. Valens US is managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 157228107

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Laurus Capital Management, LLC
13-4150669

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

(a) []
(b) [X]

(3) SEC Use Only

(4) Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned
by Each Reporting Person With

(5) Sole Voting Power:	0*
(6) Shared Voting Power:	1,016,982*
(7) Sole Dispositive Power:	0*
(8) Shared Dispositive Power:	1,016,982*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,016,982

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): [X]

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(11) Percent of Class Represented by Amount in Row (9): 9.99%

(12) Type of Reporting Person (See Instructions): 00

* Based on 10,180,000 shares of the common stock, \$0.01 par value per share (the "Shares") outstanding of Chad Therapeutics, Inc., a California corporation (the "Company"), as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007. As of December 31, 2007, Calliope Capital Corporation ("Calliope") and Valens U.S. SPV I, LLC ("Valens US", and together with Calliope, the "Investors") collectively held (i) a warrant (the "Warrant") to acquire 976,744 Shares, at an exercise price of \$1.24 per Share, subject to certain adjustments, and (ii) a secured convertible term note (the "Note") in the aggregate principal amount of \$750,000, which is convertible into Shares at a conversion rate of \$1.18 per Share, subject to certain adjustments. The Warrant and Note contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "Issuance Limitation"). The Issuance Limitation may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void (i) following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument), or (ii) upon receipt by the Investors of a Notice of Redemption (as defined in an pursuant to the terms of the applicable instrument). Calliope is a wholly owned subsidiary of Laurus Master Fund, Ltd. which is managed by Laurus Capital Management, LLC. Valens US is managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 157228107

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Valens U.S. SPV I, LLC
20-8903266

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

(a) []
(b) [X]

(3) SEC Use Only

(4) Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned
by Each Reporting Person With

(5) Sole Voting Power: 0*

(6) Shared Voting Power: 1,016,982*

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(7) Sole Dispositive Power: 0*

(8) Shared Dispositive Power: 1,016,982*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,016,982

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

(11) Percent of Class Represented by Amount in Row (9): 9.99%*

(12) Type of Reporting Person (See Instructions): 00

* Based on 10,180,000 shares of the common stock, \$0.01 par value per share (the "Shares") outstanding of Chad Therapeutics, Inc., a California corporation (the "Company"), as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007. As of December 31, 2007, Calliope Capital Corporation ("Calliope") and Valens U.S. SPV I, LLC ("Valens US", and together with Calliope, the "Investors") collectively held (i) a warrant (the "Warrant") to acquire 976,744 Shares, at an exercise price of \$1.24 per Share, subject to certain adjustments, and (ii) a secured convertible term note (the "Note") in the aggregate principal amount of \$750,000, which is convertible into Shares at a conversion rate of \$1.18 per Share, subject to certain adjustments. The Warrant and Note contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "Issuance Limitation"). The Issuance Limitation may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void (i) following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument), or (ii) upon receipt by the Investors of a Notice of Redemption (as defined in and pursuant to the terms of the applicable instrument). Calliope is a wholly owned subsidiary of Laurus Master Fund, Ltd. which is managed by Laurus Capital Management, LLC. Valens US is managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 157228107

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Valens Capital Management, LLC
20-8903345

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

(a) []

(b) [X]

(3) SEC Use Only

(4) Citizenship or Place of Organization: Delaware

Number of Shares Beneficially Owned
by Each Reporting Person With

(5) Sole Voting Power: 0*

(6) Shared Voting Power: 1,016,982*

(7) Sole Dispositive Power: 0*

(8) Shared Dispositive Power: 1,016,982*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,016,982

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): [X]

(11) Percent of Class Represented by Amount in Row (9): 9.99%*

(12) Type of Reporting Person (See Instructions): 00

* Based on 10,180,000 shares of the common stock, \$0.01 par value per share (the "Shares") outstanding of Chad Therapeutics, Inc., a California corporation (the "Company"), as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007. As of December 31, 2007, Calliope Capital Corporation ("Calliope") and Valens U.S. SPV I, LLC ("Valens US", and together with Calliope, the "Investors") collectively held (i) a warrant (the "Warrant") to acquire 976,744 Shares, at an exercise price of \$1.24 per Share, subject to certain adjustments, and (ii) a secured convertible term note (the "Note") in the aggregate principal amount of \$750,000, which is convertible into Shares at a conversion rate of \$1.18 per Share, subject to certain adjustments. The Warrant and Note contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "Issuance Limitation"). The Issuance Limitation may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void (i) following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument), or (ii) upon receipt by the Investors of a Notice of Redemption (as defined in an pursuant to the terms of the applicable instrument). Calliope is a wholly owned subsidiary of Laurus Master Fund, Ltd. which is managed by Laurus Capital Management, LLC. Valens US is managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

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CUSIP No. 157228107

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

David Grin

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

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization: Israel

Number of Shares Beneficially Owned
by Each Reporting Person With

(5) Sole Voting Power: 0*

(6) Shared Voting Power: 1,016,982*

(7) Sole Dispositive Power: 0*

(8) Shared Dispositive Power: 1,016,982*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,016,982

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

(11) Percent of Class Represented by Amount in Row (9): 9.99%

(12) Type of Reporting Person (See Instructions): IN

* Based on 10,180,000 shares of the common stock, \$0.01 par value per share (the "Shares") outstanding of Chad Therapeutics, Inc., a California corporation (the "Company"), as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007. As of December 31, 2007, Calliope Capital Corporation ("Calliope") and Valens U.S. SPV I, LLC ("Valens US", and together with Calliope, the "Investors") collectively held (i) a warrant (the "Warrant") to acquire 976,744 Shares, at an exercise price of \$1.24 per Share, subject to certain adjustments, and (ii) a secured convertible term note (the "Note") in the aggregate principal amount of \$750,000, which is convertible into Shares at a conversion rate of \$1.18 per Share, subject to certain adjustments. The Warrant and Note contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the

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Shares then issued and outstanding (the "Issuance Limitation"). The Issuance Limitation may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void (i) following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument), or (ii) upon receipt by the Investors of a Notice of Redemption (as defined in and pursuant to the terms of the applicable instrument). Calliope is a wholly owned subsidiary of Laurus Master Fund, Ltd. which is managed by Laurus Capital Management, LLC. Valens US is managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 157228107

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only):

Eugene Grin

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

(3) SEC Use Only

(4) Citizenship or Place of Organization: United States

Number of Shares Beneficially Owned
by Each Reporting Person With

(5) Sole Voting Power: 0*

(6) Shared Voting Power: 1,016,982*

(7) Sole Dispositive Power: 0*

(8) Shared Dispositive Power: 1,016,982*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,016,982

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

(11) Percent of Class Represented by Amount in Row (9): 9.99%

(12) Type of Reporting Person (See Instructions): IN

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* Based on 10,180,000 shares of the common stock, \$0.01 par value per share (the "Shares") outstanding of Chad Therapeutics, Inc., a California corporation (the "Company"), as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007. As of December 31, 2007, Calliope Capital Corporation ("Calliope") and Valens U.S. SPV I, LLC ("Valens US", and together with Calliope, the "Investors") collectively held (i) a warrant (the "Warrant") to acquire 976,744 Shares, at an exercise price of \$1.24 per Share, subject to certain adjustments, and (ii) a secured convertible term note (the "Note") in the aggregate principal amount of \$750,000, which is convertible into Shares at a conversion rate of \$1.18 per Share, subject to certain adjustments. The Warrant and Note contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "Issuance Limitation"). The Issuance Limitation may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void (i) following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument), or (ii) upon receipt by the Investors of a Notice of Redemption (as defined in and pursuant to the terms of the applicable instrument). Calliope is a wholly owned subsidiary of Laurus Master Fund, Ltd. which is managed by Laurus Capital Management, LLC. Valens US is managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

CUSIP No. 157228107

Item 1(a). Name Of Issuer: Chad Therapeutics, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

21622 Plummer Street
Chatsworth, California 91311

Item 2(a). Name of Person Filing:

Laurus Master Fund, Ltd.

This Schedule 13G, as amended, is also filed on behalf of Calliope Capital Corporation, a Delaware corporation and a wholly owned subsidiary of Laurus Master Fund, Ltd., Laurus Capital Management, LLC, a Delaware limited liability company, Valens U.S. SPV I, LLC, a Delaware limited liability company, Valens Capital Management, LLC, a Delaware limited liability company, Eugene Grin and David Grin. Laurus Capital Management, LLC manages Laurus Master Fund, Ltd. Valens Capital Management, LLC manages Valens U.S. SPV I, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share sole voting and investment power over the shares owned by Calliope Capital Corporation and Valens U.S. SPV I, LLC. Information related to each of Laurus Capital Management, LLC, Valens Capital Management, LLC, Calliope Capital Corporation, Valens U.S. SPV I, LLC, Eugene Grin and David Grin is set forth on Appendix A hereto.

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Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o Laurus Capital Management, LLC,
335 Madison Avenue, 10th Floor
New York, NY 10017

Item 2(c). Citizenship:

Cayman Islands

Item 2(d). Title of Class of Securities: Common Stock ("Common Stock")

Item 2(e). CUSIP No.: 157228107

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the Person Filing is a:

Not Applicable.

Item 4. Ownership

(a) Amount Beneficially Owned: 1,016,982

(b) Percent of Class: 9.99%

(c) Number of Shares as to which the person has:

(i) sole power to vote or to direct the vote	0*
(ii) shared power to vote or to direct the vote	1,016,982*
(iii) sole power to dispose or to direct the disposition of	0*
(iv) shared power to dispose or to direct the disposition of	1,016,982*

* Based on 10,180,000 shares of the common stock, \$0.01 par value per share (the "Shares") outstanding of Chad Therapeutics, Inc., a California corporation (the "Company"), as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007. As of December 31, 2007, Calliope Capital Corporation ("Calliope") and Valens U.S. SPV I, LLC ("Valens US", and together with Calliope, the "Investors") collectively held (i) a warrant (the "Warrant") to acquire 976,744 Shares, at an exercise price of \$1.24 per Share, subject to certain adjustments, and (ii) a secured convertible term note (the "Note") in the aggregate principal amount of \$750,000, which is convertible into Shares at a conversion rate of \$1.18 per Share, subject to certain adjustments. The Warrant and Note contain an issuance limitation prohibiting the Investors from exercising or converting those securities to the extent that such exercise would result in beneficial ownership by the Investors of more than 9.99% of the Shares then issued and outstanding (the "Issuance Limitation"). The Issuance Limitation may be waived by the Investors upon at least 61 days prior notice to the Company and shall automatically become null and void (i) following notice to the Issuer of the occurrence and during the continuance of an event of default (as defined in and pursuant to the terms of the applicable instrument), or (ii) upon receipt by the Investors of a Notice of Redemption (as defined in an

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pursuant to the terms of the applicable instrument). Calliope is a wholly owned subsidiary of Laurus Master Fund, Ltd. which is managed by Laurus Capital Management, LLC. Valens US is managed by Valens Capital Management, LLC. Eugene Grin and David Grin, through other entities, are the controlling principals of Laurus Capital Management, LLC and Valens Capital Management, LLC and share voting and investment power over the securities owned by the Investors reported in this Schedule 13G, as amended.

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

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my 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.

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.

February 14, 2008

Date

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LAURUS MASTER FUND, LTD.

By: /s/ David Grin

Name: David Grin

Title: Director

Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001)

CUSIP No. 284739109

APPENDIX A

- A. Name: Laurus Capital Management, LLC, a Delaware limited liability company
- Address: 335 Madison Avenue, 10th Floor
New York, New York 10017
- Place of
Organization: Delaware
- B. Name: Calliope Capital Corporation, a Delaware corporation
- Address: c/o Laurus Capital Management, LLC
335 Madison Avenue, 10th Floor
New York, New York 10017
- Place of
Organization: Delaware
- C. Name: Valens U.S. SPV I, LLC, a Delaware limited liability company
- Address: c/o Laurus Capital Management, LLC
335 Madison Avenue, 10th Floor
New York, New York 10017
- Place of
Organization: Delaware
- D. Name: Valens Capital Management, LLC, a Delaware limited liability company
- Address: c/o Laurus Capital Management, LLC
335 Madison Avenue, 10th Floor
New York, New York 10017
- Place of

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Organization: Delaware

E. Name: David Grin
Business: 335 Madison Avenue, 10th Floor
Address: New York, New York 10017

Principal Occupation: Director of Laurus Master Fund, Ltd.
Principal of Laurus Capital Management, LLC

Citizenship: Israel

F. Name: Eugene Grin
Business: 335 Madison Avenue, 10th Floor
Address: New York, New York 10017

Principal Occupation: Director of Laurus Master Fund, Ltd.
Principal of Laurus Capital Management, LLC

Citizenship: United States

CUSIP No. 157228107

Each of Calliope Capital Corporation, Laurus Capital Management, LLC, Valens U.S. SPV I, LLC, Valens Capital Management, LLC, Eugene Grin and David Grin hereby agree, by their execution below, that the Schedule 13G (as amended) to which this Appendix A is attached is filed on behalf of each of them, respectively.

Calliope Capital Corporation

/s/ Eugene Grin

Eugene Grin
President, Chairman, Secretary
February 14, 2008

Laurus Capital Management, LLC

/s/ David Grin

David Grin
Principal
February 14, 2008

Valens U.S. SPV I, LLC

Valens Capital Management, LLC

By: Valens Capital Management, LLC
Individually and on behalf of Valens U.S. SPV I, LLC

/s/ David Grin

David Grin
February 14, 2008

/s/ Eugene Grin

Eugene Grin
February 14, 2008