

# CNO FINANCIAL GROUP, INC.

Filed by  
**STEEL PARTNERS II LP**

## **FORM SC 13D/A** (Amended Statement of Beneficial Ownership)

Filed 03/13/08

Address	11825 N PENNSYLVANIA ST CARMEL, IN 46032
Telephone	3178176100
CIK	0001224608
Symbol	CNO
SIC Code	6321 - Accident and Health Insurance
Industry	Insurance (Life)
Sector	Financial
Fiscal Year	12/31

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

**SCHEDULE 13D**  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 2) <sup>1</sup>

Conseco, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01  
(Title of Class of Securities)

208464883  
(CUSIP Number)

STEVEN WOLOSKY, ESQ.  
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP  
Park Avenue Tower  
65 East 55th Street  
New York, New York 10022  
(212) 451-2300

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

March 12, 2008  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-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* § 240.13d-7 for other parties to whom copies are to be sent.

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<sup>1</sup> 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 on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes* ).

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1	NAME OF REPORTING PERSON  STEEL PARTNERS II, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  14,933,847
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  14,933,847
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  14,933,847	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.0%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  STEEL PARTNERS II GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  14,933,847
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  14,933,847
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  14,933,847	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.0%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  STEEL PARTNERS II MASTER FUND L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  14,933,847
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  14,933,847
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  14,933,847	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.0%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  STEEL PARTNERS LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  14,933,847
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  14,933,847
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  14,933,847	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.0%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  WARREN G. LICHTENSTEIN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  14,933,847
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  14,933,847
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  14,933,847	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.0%	
14	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON  JACK L. HOWARD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -**
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  - 0 -**
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  - 0 -**	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  - 0 -**	
14	TYPE OF REPORTING PERSON  IN	

\*\* See Item 5.



The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned ("Amendment No. 2"). This Amendment No. 2 amends the Schedule 13D as specifically set forth.

Item 2. Identity and Background.

Item 2 is hereby amended to add the following:

(a) On March 13, 2008, Jack L. Howard, together with the other Reporting Persons, executed a Joint Filing Agreement with respect to the securities of the Issuer. Accordingly, Mr. Howard is deemed to be a Reporting Person.

(b) The principal business address of Mr. Howard is c/o Steel Partners II, L.P., 590 Madison Avenue, 32nd Floor, New York, New York 10022.

(c) The principal occupation of Mr. Howard is serving as President of Steel Partners LLC, a global investment management firm, and a principal of Mutual Securities, Inc., a registered broker-dealer.

(f) Mr. Howard is a citizen of the United States of America.

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

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price of the 14,933,847 Shares owned by Steel Partners II is approximately \$227,043,887, including brokerage commissions. The Shares owned by Steel Partners II were acquired with partnership funds.

Steel Partners II effects purchases of securities primarily through margin accounts maintained for it with prime brokers, which may extend margin credit to it as and when required to open or carry positions in the margin accounts, subject to applicable federal margin regulations, stock exchange rules and the prime brokers' credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 4. Purpose of Transaction .

Item 4 is hereby amended to add the following:

On March 12, 2008, Steel Partners II delivered a letter to the Issuer requesting that the Issuer consider the voluntary nomination of two Steel Partners II representatives, Warren G. Lichtenstein and Jack L. Howard, for election to the Board of Directors of the Issuer. A copy of this letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer .

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 186,356,981 Shares outstanding, which is the total number of Shares outstanding as reported in the Issuer's quarterly report on Form 10-Q for the quarter ended September 30, 2007 filed with the Securities and Exchange Commission on November 8, 2007.

As of the close of business on March 12, 2008, Steel Partners II beneficially owned 14,933,847 Shares, constituting approximately 8.0% of the Shares outstanding. By virtue of their relationships with Steel Partners II discussed in further detail in Item 2, each of Steel GP LLC, Steel Master, Partners LLC and Warren G. Lichtenstein may be deemed to beneficially own the Shares owned by Steel Partners II.

Mr. Howard does not directly own any Shares. Mr. Howard, as a member of a “group” for the purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended, may be deemed to beneficially own the 14,933,847 Shares owned by Steel Partners II. Mr. Howard disclaims beneficial ownership of such Shares.

Item 5(c) is hereby amended to add the following:

(c) Schedule A annexed hereto lists all transactions in the Shares during the past sixty days by the Reporting Persons. All of such transactions were effected in the open market.

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

Item 6 is hereby amended to add the following:

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons have entered into an agreement dated March 13, 2008 with respect to the joint filing of this statement, and any amendment or amendments thereto (“Joint Filing Agreement”). A copy of the Joint Filing Agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

99.1 Letter to the Issuer, dated March 12, 2008.

99.2 Joint Filing Agreement by and among Steel Partners II, L.P., Steel Partners II GP LLC, Steel Partners II Master Fund L.P., Steel Partners LLC, Warren G. Lichtenstein and Jack L. Howard, dated March 13, 2008.

SIGNATURES

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

Dated: March 13, 2008

STEEL PARTNERS II, L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Jack L. Howard  
Jack L. Howard  
as Attorney-In-Fact for Warren G. Lichtenstein,  
Managing Member

STEEL PARTNERS II GP LLC

By: /s/ Jack L. Howard  
Jack L. Howard  
as Attorney-In-Fact for Warren G. Lichtenstein,  
Managing Member

STEEL PARTNERS II MASTER FUND L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Jack L. Howard  
Jack L. Howard  
as Attorney-In-Fact for Warren G. Lichtenstein,  
Managing Member

STEEL PARTNERS LLC

By: /s/ Jack L. Howard  
Jack L. Howard  
as Attorney-In-Fact for Warren G. Lichtenstein,  
Manager

/s/ Jack L. Howard  
JACK L. HOWARD  
as Attorney-In-Fact for Warren G. Lichtenstein

/s/ Jack L. Howard  
JACK L. HOWARD

SCHEDULE ATransactions in the Securities of the Issuer During the Past 60 Days

<u>Class of Security</u>	<u>Securities Purchased</u>	<u>Price Per Share (\$)</u>	<u>Date of Purchase</u>
<u>STEEL PARTNERS II, L.P.</u>			
Common Stock	400,000	11.9765	02/04/08
Common Stock	400,000	11.9669	02/05/08
Common Stock	400,000	12.1643	02/06/08
Common Stock	400,000	12.1777	02/07/08
Common Stock	200,000	12.1512	02/08/08
Common Stock	141,311	12.2379	02/26/08
Common Stock	109,621	12.3743	02/27/08
Common Stock	191,375	12.2611	02/28/08
Common Stock	129,905	11.8603	02/29/08
Common Stock	50,000	11.7257	03/03/08
Common Stock	75,000	10.3600	03/04/08
Common Stock	100,000	10.6088	03/04/08
Common Stock	100,000	10.7555	03/05/08
Common Stock	50,000	10.7457	03/05/08
Common Stock	35,000	10.3497	03/06/08
Common Stock	35,000	10.1765	03/07/08
Common Stock	75,056	10.1936	03/10/08
Common Stock	100,000	10.3526	03/11/08
Common Stock	300,000	10.2872	03/11/08
Common Stock	100,000	10.2693	03/11/08
Common Stock	150,600	10.4869	03/12/08
Common Stock	350,000	10.5722	03/12/08

STEEL PARTNERS II GP LLC

None

STEEL PARTNERS II MASTER FUND L.P.

None

STEEL PARTNERS LLC

None

WARREN G. LICHTENSTEIN

None

JACK L. HOWARD

None



STEEL PARTNERS II, L.P.  
590 MADISON AVENUE  
32ND FLOOR  
NEW YORK, NEW YORK 10022

TEL (212) 520-2300  
FAX (212) 520-2301

March 12, 2008

C. James Prieur  
Conseco, Inc.  
11825 N. Pennsylvania Street  
Carmel, Indiana 46032

Dear Jim:

It was a pleasure speaking with you regarding Steel Partners' request that Conseco, Inc. ("Conseco" or the "Company") consider the voluntary nomination of representatives of Steel Partners for election as directors. As you know, Steel Partners is one of the largest shareholders of the Company, owning in excess of 14.4 million shares. We believe the addition of Warren Lichtenstein and I to the Board of Directors would be a positive step for Conseco. Based on our conversations with other significant shareholders, we believe this move would also be welcomed by the shareholder base. At your request, please find attached biographical information on myself and Mr. Lichtenstein, which you should feel free to disseminate to the members of the Governance and Strategy Committee.

Our biographies attest to the fact that Mr. Lichtenstein and I have extensive global experience serving on and leading boards of directors of various public companies, including serving in Chairman and Chief Executive Officer positions, and have proven track records of maximizing shareholder value. As we discussed, Conseco's true value is not reflected in the current stock price. We would upon our appointment to the Board work with the Company to hire a nationally recognized investment bank to assist the Company in exploring all alternatives to maximize shareholder value. These include spinning off or selling business units, executing a major stock buyback or finding a merger partner. As members of the Board, Mr. Lichtenstein and I would work in partnership with the other directors to fully evaluate all these strategic alternatives and would diligently exercise our fiduciary duties taking into consideration the interests of all shareholders.

We are confident Mr. Lichtenstein and I can assist Conseco in rapidly achieving its full potential and are hopeful that we will be added to the Board in the near term. Please feel free to contact me if you have any questions or would like additional information on our qualifications.

Sincerely,

/s/ Jack L. Howard  
Jack L. Howard

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**Warren G. Lichtenstein (Age 42)** co-founded Steel Partners II, L.P. in 1993. He has been Managing Member since 1996 of Steel Partners II GP LLC, which is the General Partner of Steel Partners II, L.P. and Steel Partners II Master Fund L.P. He is Chief Executive Officer of Steel Partners LLC, a global investment management firm, which is the Investment Manager to Steel Partners II, L.P. and Steel Partners II Master Fund L.P. He is also a Co-Founder of Steel Partners Japan Strategic Fund (Offshore), L.P., a private investment partnership investing in Japan, and Steel Partners China Access I LP, a private equity partnership investing in China. Mr. Lichtenstein has been the Chairman of the Board, President and Chief Executive Officer of SP Acquisition Holdings, Inc., a company formed for the purpose of acquiring one or more businesses or assets, since February 2007. He has been a director (currently Chairman of the Board) of SL Industries, Inc., a designer and manufacturer of power electronics, power motion equipment, power protection equipment, and teleprotection and specialized communication equipment, since January 2002 and served as Chief Executive Officer from February 2002 to August 2005. He has served as Chairman of the Board of WHX Corporation, a holding company, since July 2005. Mr. Lichtenstein has been a director of KT&G Corporation, South Korea's largest tobacco company, since March 2006. He has served as a director of GenCorp Inc., a technology-based manufacturer of aerospace and defense products and systems with a real estate business segment, since March 5, 2008. He served as a director of WebFinancial Corporation, which through its operating subsidiaries, operates niche banking markets, from 1996 to June 2005, as Chairman and Chief Executive Officer from December 1997 to June 2005 and as President from December 1997 to December 2003. Prior to the formation of Steel Partners II, L.P. in 1993, Mr. Lichtenstein co-founded Steel Partners, L.P., an investment partnership, in 1990 and co-managed its business and operations. From 1988 to 1990, Mr. Lichtenstein was an acquisition/arbitrage analyst with Ballantrae Partners, L.P., which invested in risk arbitrage, special situations, and undervalued companies. From 1987 to 1988, he was an analyst at Para Partners, L.P., a partnership that invested in arbitrage and related situations. Mr. Lichtenstein has previously served as a director of the following companies: Alpha Technologies Group, Inc., Aydin Corporation (Chairman), BKF Capital Group Inc., CPX Corp. (f/k/a CellPro, Incorporated), ECC International Corporation, Gateway Industries, Inc., Layne Christensen Company, PLM International, Inc., Puroflow Incorporated, Saratoga Beverage Group, Inc., Synercom Technology, Inc., TAB Products Co., Tandycrafts Inc., Tech-Sym Corporation, United Industrial Corporation (Chairman) and U.S. Diagnostic Labs, Inc. Mr. Lichtenstein graduated from the University of Pennsylvania with a B.A. in Economics.

**Jack L. Howard (Age 45)** co-founded Steel Partners II, L.P. in 1993. He has been a registered principal of Mutual Securities, Inc., a NASD registered broker-dealer since 1989. He is the President of Steel Partners LLC, a global investment management firm, which is the Investment Manager to Steel Partners II, L.P. and Steel Partners II Master Fund L.P. He has been associated with Steel Partners LLC and its affiliates since December 2003. Mr. Howard has been the Chief Operating Officer of SP Acquisition Holdings, Inc., a company formed for the purpose of acquiring one or more businesses or assets, since June 2007 and its Secretary since February 2007. He was a director of SP Acquisition from February 2007 until June 2007 and was its Vice-Chairman from February 2007 until August 2007. He has been a director of Adaptec, Inc., a storage solutions provider, since December 2007. Mr. Howard has served as Chairman of the Board of WebFinancial Corporation, which through its operating subsidiaries, operates niche banking markets, since June 2005, as a director of WebFinancial since 1996 and its Vice President since 1997. From 1997 to May 2000, he also served as Secretary, Treasurer and Chief Financial Officer of WebFinancial. He served as Chairman of the Board and Chief Executive Officer of Gateway Industries, Inc., a provider of database development and web site design and development services, from February 2004 to April 2007 and as Vice President from December 2001 to April 2007. He has been a director of WHX Corporation, a holding company, since July 2005. He has served as a director of NOVTE Corporation, a former developer of advanced medical treatments for coronary and vascular disease, since April 2006. He has been a director of CoSine Communications, Inc., a holding company, since July 2005. He has been a director of BNS Holding, Inc., a holding company that owns the majority of Collins Industries, Inc., a manufacturer of school buses, ambulances and terminal trucks, since June 2004. From 1984 to 1989, Mr. Howard was with First Affiliated Securities, a NASD broker dealer. Mr. Howard has previously served as a director of Scientific Software-Intercomp, Inc., Pubco Corporation and Investors Insurance Group, Inc. Mr. Howard graduated from the University of Oregon with a B.A. in Finance. He currently holds the securities licenses of Series 7, Series 24, Series 55 and Series 63.



JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D dated March 13, 2008 (including amendments thereto) with respect to the Common Stock of Conseco, Inc. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: March 13, 2008

STEEL PARTNERS II, L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Jack L. Howard  
Jack L. Howard  
as Attorney-In-Fact for Warren G. Lichtenstein,  
Managing Member

STEEL PARTNERS II GP LLC

By: /s/ Jack L. Howard  
Jack L. Howard  
as Attorney-In-Fact for Warren G. Lichtenstein,  
Managing Member

STEEL PARTNERS II MASTER FUND L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Jack L. Howard  
Jack L. Howard  
as Attorney-In-Fact for Warren G. Lichtenstein,  
Managing Member

STEEL PARTNERS LLC

By: /s/ Jack L. Howard  
Jack L. Howard  
as Attorney-In-Fact for Warren G. Lichtenstein,  
Manager

/s/ Jack L. Howard  
JACK L. HOWARD  
as Attorney-In-Fact for Warren G. Lichtenstein

/s/ Jack L. Howard  
JACK L. HOWARD