AMERICREDIT CORP Form SC 13D/A February 27, 2008

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

SCHEDULE 13D UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 5)

AmeriCredit Corp.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of class of securities)

03060R101

(CUSIP number)

JOSEPH A. ORLANDO VICE PRESIDENT AND CHIEF FINANCIAL OFFICER LEUCADIA NATIONAL CORPORATION 315 PARK AVENUE SOUTH NEW YORK, NEW YORK 10010

WITH A COPY TO:

ANDREA A. BERNSTEIN, ESQ. WEIL, GOTSHAL & MANGES LLP 767 FIFTH AVENUE NEW YORK, NEW YORK 10153

(Name, address and telephone number of person authorized to receive

notices and communications)

February 25, 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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

CUSIP No. 03	8060R101	13D		Page 2	
1	NAME OF REPORTIN	G PERSON:	Leucad:	ia National	Corporation
2	CHECK THE APPROP	RIATE BOX IF A MEME	BER OF A GRO	 OUP:	(a) [X] (b) [_]
3	SEC USE ONLY				
4	SOURCE OF FUNDS:		N/A		
5	CHECK BOX IF DIS ITEM 2(d) OR 2(e	CLOSURE OF LEGAL PF):	ROCEEDINGS	IS REQUIRED	PURSUANT TC [_]
6	CITIZENSHIP OR P	LACE OF ORGANIZATIO	DN:	New Y	/ork
	7	SOLE VOTING POWER	:	-0-	
NUMBER OF SHARES BENEFICIALLY		SHARED VOTING POV	VER:	30,361,44	40(1)(2)
OWNED BY EACH REPORTING		SOLE DISPOSITIVE	POWER:	-0-	
PERSON WITH		SHARED DISPOSITIN	/E POWER:	29,336,44	40(1)
11	AGGREGATE AMOUNT	BENEFICIALLY OWNER) BY EACH RI	EPORTING PEH 30,361,44	
12	CHECK BOX IF THE SHARES:	AGGREGATE AMOUNT 1	IN ROW (11)	EXCLUDES CH	ERTAIN [_]
13	PERCENT OF CLASS	REPRESENTED BY AMO	OUNT IN ROW	(11): 2	26.5%(1)(2)
14	TYPE OF REPORTIN	G PERSON:			CO

(1) Includes an aggregate of 3,250,000 shares of common stock, representing approximately 2.8% of the common stock outstanding as of January 31, 2008, that, for purposes of this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant to the terms of option agreements between RCG Baldwin, L.P. and Lehman Brothers OTC Derivatives Inc. See Item 6 of the Statement on Schedule 13D, filed January 22, 2008, for a description of the option transactions.

(2) Includes 1,025,000 shares of common stock, representing approximately 0.9% of the common stock outstanding as of January 31, 2008, that, for purposes of

this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant to the terms of the voting and proxy agreement between Baldwin Enterprises, Inc. and Ramius Capital Group, L.L.C. and its affiliates. See Item 6 of Amendment No. 1 to the Statement on Schedule 13D, filed January 29, 2008, for a description of the voting and proxy agreement.

_____ _____ 13D CUSIP No. 03060R101 Page 3 _____ _____ _____ _____ 1 NAME OF REPORTING PERSON: Phlcorp, Inc. _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: 2 (a) [X] (b) [_] _____ SEC USE ONLY 3 _____ 4 SOURCE OF FUNDS: N/A _____ 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): [_] _____ 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Pennsylvania _____ 7 SOLE VOTING POWER: -0-NUMBER OF _____ 8 SHARED VOTING POWER: SHARES 30,361,440(1)(2) BENEFICIALLY OWNED BY _____ 9 EACH SOLE DISPOSITIVE POWER: -0-REPORTING PERSON WITH _____ 10 SHARED DISPOSITIVE POWER: 29,336,440(1) _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 11 30,361,440(1)(2) _____ 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [] _____ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 26.5%(1)(2) _____ 14 TYPE OF REPORTING PERSON: CO _____

(1) Includes an aggregate of 3,250,000 shares of common stock, representing approximately 2.8% of the common stock outstanding as of January 31, 2008, that,

for purposes of this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant to the terms of option agreements between RCG Baldwin, L.P. and Lehman Brothers OTC Derivatives Inc. See Item 6 of the Statement on Schedule 13D, filed January 22, 2008, for a description of the option transactions.

(2) Includes 1,025,000 shares of common stock, representing approximately 0.9% of the common stock outstanding as of January 31, 2008, that, for purposes of this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant to the terms of the voting and proxy agreement between Baldwin Enterprises, Inc. and Ramius Capital Group, L.L.C. and its affiliates. See Item 6 of Amendment No. 1 to the Statement on Schedule 13D, filed January 29, 2008, for a description of the voting and proxy agreement.

CUSIP No. 03	8060R101			13D		Page 4		
1	NAME OF RE	 PORTING	G PERSON:		Baldwi	n Enterpri:	ses, Inc.	
2	CHECK THE	APPROPI	RIATE BOX I	F A MEM	BER OF A GR	OUP:	(a) (b)	
3	SEC USE ON							
4	SOURCE OF	FUNDS:			WC			
5	CHECK BOX ITEM 2(d)		:		ROCEEDINGS	_	D PURSUAN	 Т ТО
6	CITIZENSHI	P OR PI	LACE OF ORG				orado	
		7	SOLE VOTI	ING POWE	R:		 D_	
NUMBER OF SHARES BENEFICIALLY		8	SHARED VC	DTING PC	 WER:	30,361,4	440(1)(2)	
OWNED BY EACH REPORTING		9	SOLE DISE	POSITIVE	POWER:		 D-	
PERSON WITH	I	10	SHARED DI	SPOSITI	VE POWER:	29,336,4	440(1)	
11	AGGREGATE	AMOUNT	BENEFICIAI	LY OWNE	D BY EACH R		ERSON: 440(1)(2)	
12	CHECK BOX SHARES:	IF THE	AGGREGATE	AMOUNT	 IN ROW (11)	EXCLUDES (CERTAIN [_]	
13	PERCENT OF	CLASS	REPRESENTE	D BY AM	OUNT IN ROW	(11):	26.5%(1)	(2)

14 TYPE OF REPORTING PERSON:

(1) Includes an aggregate of 3,250,000 shares of common stock, representing approximately 2.8% of the common stock outstanding as of January 31, 2008, that, for purposes of this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant to the terms of option agreements between RCG Baldwin, L.P. and Lehman Brothers OTC Derivatives Inc. See Item 6 of the Statement on Schedule 13D, filed January 22, 2008, for a description of the option transactions.

(2) Includes 1,025,000 shares of common stock, representing approximately 0.9% of the common stock outstanding as of January 31, 2008, that, for purposes of this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant to the terms of the voting and proxy agreement between Baldwin Enterprises, Inc. and Ramius Capital Group, L.L.C. and its affiliates. See Item 6 of Amendment No. 1 to the Statement on Schedule 13D, filed January 29, 2008, for a description of the voting and proxy agreement.

CUSIP No. 03			13D		Page 5		
			G PERSON:		Baldwin, L.P.		
2	CHECK THE		RIATE BOX IF A M			(a) (b)	
3	SEC USE ON	ILY					
4	SOURCE OF			WC			
5	CHECK BOX ITEM 2(d)			_ PROCEEDING	_	PURSUAN	т то
6	CITIZENSHI	P OR PI	LACE OF ORGANIZA		Dela	ware	
		7	SOLE VOTING PO		-0		
NUMBER OF SHARES BENEFICIALLY	ζ	8	SHARED VOTING	POWER:	3,250,00	0(1)	
OWNED BY EACH REPORTING			SOLE DISPOSIT	IVE POWER:			
PERSON WITH	1		SHARED DISPOS			0(1)	
	AGGREGATE	AMOUNT	BENEFICIALLY OV	NED BY EACH	 H REPORTING PE	 RSON:	

	3,250,	000(1)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES:	CERTAIN [_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	2.8%(1)
14	TYPE OF REPORTING PERSON:	PN

(1) Consists of an aggregate of 3,250,000 shares of common stock, representing approximately 2.8% of the common stock outstanding as of January 31, 2008, that, for purposes of this Statement on Schedule 13D, may be deemed to be beneficially owned pursuant to the terms of option agreements between RCG Baldwin, L.P. and Lehman Brothers OTC Derivatives Inc. See Item 6 of the Statement on Schedule 13D, filed January 22, 2008, for a description of the option transactions.

CUSIP No.	03060R1				13D				ge 6 		
1											
2	CHECH	 K THE	APPROP	RIATE BOX	IF A MEME	BER OF	A GROU			• • •	[X] [_]
3	SEC U	JSE OI	 NLY								
4	SOUR	CE OF				WC					
5			IF DIS OR 2(e	CLOSURE O	F LEGAL PF	ROCEEDI	INGS IS	RE	QUIRED 1		NT TC
6	CITIZ	ZENSHI	IP OR P		RGANIZATIO					n Isla	nds
			7	SOLE VO	IING POWEF				-0-		
NUMBER C SHARES BENEFICIAL	LY		8	SHARED V	VOTING POW	VER:			697,240		
OWNED BY EACH REPORTIN	1G		9	SOLE DI:	SPOSITIVE	POWER:	:				
PERSON WI	.11		10	SHARED I	DISPOSITIV						
11	AGGRE	 EGATE	AMOUNT	BENEFICI	ALLY OWNED) by e <i>i</i>	ACH REP	ORT	ING PER	 SON:	

6

							697 , :	240		
12	CHECK BOX	IF THE	AGGREGATE	AMOUNT	IN ROW	(11)	EXCLUDES	CERTA	.IN [_]	
13	PERCENT C)F CLASS	REPRESENT	ed by An	MOUNT IN	I ROW	(11):	Less	than	19
14	TYPE OF R	REPORTIN	G PERSON:						CO	
CUSIP No. 03	3060R101			13D			Page 7			
1	NAME OF R	REPORTIN	G PERSON:		RC	G En	terprise,	Ltd		
2			RIATE BOX			A GR	 OUP:		(a) (b)	
3	SEC USE C									
4	SOURCE OF	FUNDS:			WC					
5	CHECK BOX ITEM 2(d)								SUANT	TC
6	CITIZENSH	HIP OR P	LACE OF OR	GANIZATI			Ca	yman I	sland	s
		7	SOLE VOT	ING POWE	 ER:			-0-		
NUMBER OF SHARES ENEFICIALLY	ŕ	8	SHARED V	OTING PO	OWER:		327,	760		
OWNED BY EACH REPORTING			SOLE DIS		E POWER:		327,	760		
PERSON WITH			SHARED D		IVE POWE	CR:		-0-		
	AGGREGATE	AMOUNT	BENEFICIA	LLY OWNE	ED BY EA	CH R	EPORTING 1 327,	Person 760	:	
			AGGREGATE							
	PERCENT C									

	Lug	arring	: AMERICREDIT (
14	TYPE OF R	EPORTING	G PERSON:			CO
CUSIP No. 03	3060R101		13D		Page 8	
1	NAME OF R	EPORTING	G PERSON:	Ramius	Capital Group	, L.L.C
2	CHECK THE	APPROPI	RIATE BOX IF A ME	CMBER OF A GRO	DUP:	(a) [(b) [
3	SEC USE O	NLY				
4	SOURCE OF	FUNDS:		00		
5	CHECK BOX ITEM 2(d)		CLOSURE OF LEGAL	PROCEEDINGS 1		 RSUANT [_]
6	CITIZENSH	IP OR PI	LACE OF ORGANIZAT	 CION:	Delawar	e
		7	SOLE VOTING POW	/ER:	-0-	
NUMBER OF SHARES BENEFICIALLY	 Z	8	SHARED VOTING E	OWER:	1,025,000	
OWNED BY EACH REPORTING		9	SOLE DISPOSITIV			
PERSON WITH	1	10	SHARED DISPOSIT		-0-	
11		AMOUNT	BENEFICIALLY OWN	IED BY EACH RE	1,025,000	N :
			AGGREGATE AMOUNI		EXCLUDES CERT	
13	PERCENT O	F CLASS	REPRESENTED BY A			s than

CUSIP No. 03	3060R101			13D		Page 9		
1	NAME OF RI	EPORTING	G PERSON:		C4S &	Co., L.L.C		
2	CHECK THE	APPROPF	RIATE BOX	IF A MEMBE	ER OF A GF	ROUP:	(a) (b)	
3	SEC USE OI	NLY						
4	SOURCE OF	FUNDS:			00			
5	CHECK BOX ITEM 2(d)			LEGAL PRC	CEEDINGS	IS REQUIREI) PURSUAN	г тс
6	CITIZENSH	IP OR PI	LACE OF OR	GANIZATION	1:	Dela	aware	
		7	SOLE VOT	ING POWER:)_	
NUMBER OF SHARES BENEFICIALLY		8	SHARED V	OTING POWE	ER:	1,025,00)0	
OWNED BY EACH REPORTING		9	SOLE DIS	POSITIVE F	OWER:	1,025,00)0	
PERSON WITH	1	10	SHARED D	ISPOSITIVE	E POWER:	- ()–	
11	AGGREGATE	AMOUNT	BENEFICIA	LLY OWNED	BY EACH F	REPORTING PH 1,025,00		
12	CHECK BOX SHARES:					EXCLUDES ([_]	
13	PERCENT O					V (11):		
14	TYPE OF RI						00	
CUSIP No. 03	3060R101			13D		Page 10		
Ţ	NAME OF RI	SPORITNO	FERSON:		reter	A. Cohen		

2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP:	(a) (b)	
3	SEC USE O	 NLY			·
4	SOURCE OF	FUNDS:	00		
5	CHECK BOX ITEM 2(d)		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED :	PURSUANI	 ` ТО
6	CITIZENSH	IP OR PI	JACE OF ORGANIZATION: USA		
		7	SOLE VOTING POWER: -0-		
NUMBER OF SHARES BENEFICIALLY			SHARED VOTING POWER: 1,025,000		
OWNED BY EACH REPORTING		9	SOLE DISPOSITIVE POWER: -0-		
PERSON WITH	1	10	SHARED DISPOSITIVE POWER: 1,025,000		
11			BENEFICIALLY OWNED BY EACH REPORTING PER 1,025,000	SON:	
12			AGGREGATE AMOUNT IN ROW (11) EXCLUDES CE	RTAIN [_]	
13	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (11): L	ess thar	 1 18
14	TYPE OF R	EPORTING	G PERSON:	IN	

_____ _____ 13D CUSIP No. 03060R101 Page 11 _____ _____ _____ 1 NAME OF REPORTING PERSON: Morgan B. Stark _____ 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [X] (b) [_] _____ 3 SEC USE ONLY ----------4 SOURCE OF FUNDS: 00

5	CHECK BOX IE ITEM 2(d) OF		:					[_]	
6	CITIZENSHIP	OR PL				US			
		7	SOLE VOT	ING POWER:			-0-		
NUMBER OF SHARES BENEFICIALLY	Y			OTING POWE	R:		000		
OWNED BY EACH REPORTING				POSITIVE P			-0-		
PERSON WITH		10	SHARED D	ISPOSITIVE	POWER:	1,025,	000		
11	AGGREGATE AN	MOUNT	BENEFICIA	LLY OWNED	BY EACH F	REPORTING 1,025,		SON :	
12	CHECK BOX IE SHARES:	F THE 2	AGGREGATE	AMOUNT IN	ROW (11)	EXCLUDES	CEF	RTAIN [_]	
13	PERCENT OF C	CLASS 1	REPRESENT	ED BY AMOU	NT IN ROW	I (11):	Le	ess that	1 1
14	TYPE OF REPO	DRTING	PERSON:					IN	
14 		DRTING		 13D		 Page 1			
				 13D		Page 1			
USIP No. 0							2		
USIP No. 0	3060R101 NAME OF REPO CHECK THE AF	DRTING	PERSON: IATE BOX	IF A MEMBE	Thomas R OF A GF	Page 1	2 .ss	(a) (b)	
USIP No. 03	3060R101 NAME OF REPC	DRTING PPROPR	PERSON: IATE BOX	IF A MEMBE	Thomas R OF A GF	Page 1	2 .ss	(a) (b)	
2 3	3060R101 NAME OF REPO CHECK THE AF	DRTING PPROPR	PERSON: IATE BOX	IF A MEMBE	Thomas R OF A GF	Page 1	2 .ss	(a) (b)	
2 3	3060R101 NAME OF REPO CHECK THE AF SEC USE ONLY	PPROPR Y JNDS: F DISC	PERSON: IATE BOX LOSURE OF	IF A MEMBE	Thomas R OF A GF OO CEEDINGS	Page 1	2 ss	(a) (b)	[]

	7	SOLE VOTI	NG POWER:		-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY	-	SHARED VO	TING POWER:	1,025,	000
EACH REPORTING PERSON WITH		SOLE DISP	OSITIVE POWER		-0-
I LIKSON WITT	-	SHARED DI	SPOSITIVE POW	ER: 1,025,	000
11	AGGREGATE AMO	JNT BENEFICIAL	LY OWNED BY E	ACH REPORTING 1,025,	
12	CHECK BOX IF T SHARES:	THE AGGREGATE .		(11) EXCLUDES	CERTAIN [_]
13	PERCENT OF CL	ASS REPRESENTE			Less than 1%
14	TYPE OF REPOR	TING PERSON:			IN

CUSIP	No. (D3060R101			13D			Page 13		
	1	NAME OF RE	EPORTING		 N:		ffrey M	. Solomor		
	2	CHECK THE							(b)	[X] [_]
	3	SEC USE ON								
	4	SOURCE OF				00				
	5	CHECK BOX ITEM 2(d)	IF DISC	CLOSURE		PROCEEDII	NGS IS	REQUIRED	PURSUA	NT TO
	6	CITIZENSHI	IP OR PI	LACE OF	ORGANIZAT			USA		
					VOTING POW	ER:		-0-		
SHA					D VOTING P				 D	
Ež	ED BY ACH ORTIN(9	SOLE	DISPOSITIV	E POWER:		-0-		

PERSON WITH	H 10 SHARED DISPOSITIVE POWER: 1,025,	000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING 1,025,	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES:	CERTAIN [_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	Less than 1%
14	TYPE OF REPORTING PERSON:	IN

This Amendment No. 5 (this "Amendment") amends the Statement on Schedule 13D originally filed on January 22, 2008 (the "Original Schedule") by the Reporting Persons, which Original Schedule was subsequently amended (the Original Schedule as amended by Amendments No. 1, No. 2, No. 3, No. 4 and No. 5, is referred to as the "Schedule 13D") by the Reporting Persons and is filed by and on behalf of the Reporting Persons with respect to the common stock, \$0.01 par value per share (the "Common Stock"), of AmeriCredit Corp., a Texas corporation (the "Company"). Unless otherwise indicated, all capitalized terms used herein have the meaning ascribed to them in the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Schedule 13D is hereby supplemented, with effect from the date of this Amendment, by adding the following:

(1) The Leucadia Reporting Persons.

The aggregate amount of funds used by Baldwin to purchase the additional 1,700,000 shares of Common Stock reported herein by the Leucadia Reporting Persons was \$22,700,000, including commissions. All purchases of these shares of Common Stock were made in open market transactions. The source of funds used in connection with such purchases is Baldwin's funds available for investment.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety, with effect from the date of this Amendment, as follows:

As of February 27, 2008, the Reporting Persons may be deemed to beneficially own collectively an aggregate of 30,361,440 shares of Common Stock, representing approximately 26.5% of the shares of Common Stock presently outstanding. All percentages in this Item 5 are based on 114,599,921 shares of Common Stock outstanding as of January 31, 2008, as set forth in the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2007. The Leucadia Reporting Persons and the Ramius Reporting Persons each expressly disclaims beneficial ownership for all purposes of the Common Stock held by the other Reporting Person. The foregoing does not include any shares that are subject to the exchange-traded put options reported in Item 6 of the Original

Schedule.

(1) The Leucadia Reporting Persons.

(a) The responses of the Leucadia Reporting Persons to Rows (7) through (13) of the cover pages of this Amendment and the information on Schedule A to the Original Schedule are incorporated herein by reference. As of February 27, 2008, the Leucadia Reporting Persons beneficially owned the following shares of Common Stock:

(i) Baldwin may be deemed to beneficially own an aggregate of 30,361,440 shares of Common Stock, representing approximately 26.5% of the shares of Common Stock presently outstanding. This consists of (A) 26,086,440 shares of Common Stock, representing approximately 22.8% of the shares of Common Stock presently outstanding, that Baldwin owns, (B) 3,250,000 shares of Common Stock, representing approximately 2.8% of the shares of Common Stock presently outstanding, that Baldwin owns, (B) 3,250,000 shares of Common Stock, representing approximately 2.8% of the shares of Common Stock presently outstanding, that Baldwin may be deemed to beneficially own under Rule 13d-3 pursuant to the terms of option agreements between RCG Baldwin and Lehman described in Item 6 of the Original Schedule and incorporated herein by

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reference, and (C) 1,025,000 shares of Common Stock, representing approximately 0.9% of the shares of Common Stock presently outstanding, that Baldwin may be deemed to beneficially own under Rule 13d-3 pursuant to the terms of the voting and proxy agreement between Baldwin and Ramius Capital described in Item 6 of Amendment No. 1 and incorporated herein by reference.

(ii) By virtue of its ownership of all of the outstanding shares of Baldwin, for purposes of this Statement on Schedule 13D, Phlcorp may be deemed to be the beneficial owner of all of the shares of Common Stock beneficially owned by Baldwin.

(iii) By virtue of its ownership of all of the outstanding shares of Phlcorp, for purposes of this Statement on Schedule 13D, Leucadia may be deemed to be the beneficial owner of all of the shares of Common Stock beneficially owned by Baldwin.

(iv) By virtue of their ownership of Leucadia common shares and their positions as Chairman of the Board, and President and a director, respectively, of Leucadia, for purposes of this Statement on Schedule 13D, Mr. Cumming and Mr. Steinberg may be deemed to be the beneficial owners of all of the shares of Common Stock beneficially owned by Baldwin.

(b) The responses of the Leucadia Reporting Persons to Rows (7) through (10) of the cover pages of this Amendment, Item 5(a) hereof and the information on Schedule A to the Original Schedule are incorporated herein by reference. Leucadia, Phlcorp and Baldwin may be deemed to share voting and dispositive power with respect to the 26,086,440 shares of Common Stock owned by Baldwin reflected in this Statement on Schedule 13D.

Although the Leucadia Reporting Persons do not currently have the power to vote or dispose of the 3,250,000 shares of Common Stock that the Leucadia Reporting Persons may be deemed to beneficially own pursuant to the terms of option agreements between RCG Baldwin and Lehman described in Item 6 of the Original Schedule and incorporated herein by reference, the Leucadia Reporting Persons may be deemed under Rule 13d-3 to share voting and dispositive power with respect to the 3,250,000 shares of Common Stock.

Pursuant to the terms of the voting and proxy agreement between Baldwin and Ramius Capital described in Item 6 of Amendment No. 1 and incorporated herein by reference, Leucadia, Phlcorp and Baldwin may be deemed under Rule 13d-3 to share voting power, but not dispositive power, with respect to the 1,025,000 shares of Common Stock reported by the Ramius Reporting Persons herein.

(c) Except as set forth in the following table or as previously reported in the Schedule 13D, the Leucadia Reporting Persons have not effected any transaction in shares of Common Stock during the sixty (60) days preceding the date of this Statement.

REPORTING PERSON	DATE	TRANSACTION	NUMBER OF SHARES OF COMMON STOCK	PRICE PER SHARE (EXCLUDING COMMISSIONS)
Baldwin	02/21/08	Purchase	1,000,000	\$12.99
Baldwin	02/25/08	Purchase	700,000	\$13.75

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- (d) Not applicable.
- (e) Not applicable.
- (2) The Ramius Reporting Persons.

(a) The responses of the Ramius Reporting Persons to Rows (7) through (13) of the cover pages of this Amendment are incorporated herein by reference. As of February 27, 2008, the Ramius Reporting Persons beneficially owned the following shares of Common Stock:

(i) RCG Sextant beneficially owns an aggregate of 697,240 shares of Common Stock, representing less than 1% of the shares of Common Stock presently outstanding.

(ii) RCG Enterprise beneficially owns an aggregate of 327,760 shares of Common Stock, representing less than 1% of the shares of Common Stock presently outstanding.

(iii) As investment manager of RCG Enterprise and RCG Sextant and sole member of Ramius Advisors, Ramius Capital may be deemed the beneficial owner of the 1,025,000 shares of Common Stock owned by RCG Enterprise and RCG Sextant.

(iv) As the managing member of Ramius Capital, C4S may be deemed the beneficial owner of the 1,025,000 shares of Common Stock owned by RCG Enterprise, RCG Sextant and RCG PB.

(v)~ As the managing members of C4S, each of Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon may be deemed the beneficial owner of the 1,025,000 shares of Common Stock owned by RCG Enterprise, RCG Sextant and RCG PB.

(b) Each of the Ramius Reporting Persons has sole dispositive power of the shares of Common Stock reported as beneficially owned by it in Item 5(a) hereof, except that each of Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon has shared dispositive power of the shares of Common Stock reported as beneficially owned by him in Item 5(a) hereof. Pursuant to the terms of the voting and proxy agreement between Baldwin and Ramius Capital described in Item 6 of Amendment No. 1 and incorporated herein by reference, each of the Ramius Reporting Persons has shared voting power of the shares of Common Stock reported as beneficially owned by it in Item 5(a) hereof.

(c) Except as set forth herein or as previously reported in the Schedule 13D, the Ramius Reporting Persons have not effected any transaction in shares of Common Stock during the sixty (60) days preceding the date of this Statement.

- (d) Not applicable.
- (e) Not applicable.

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SIGNATURES

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

Dated: February 27, 2008

LEUCADIA NATIONAL CORPORATION

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando

Title: Vice President and Chief Financial Officer

PHLCORP, INC.

RCG BALDWIN, L.P.

By: Ramius Advisors, LLC

Its General Partner By: Baldwin Enterprises, Inc. As Attorney-In-Fact By: /s/ Joseph A. Orlando Name: Joseph A. Orlando Title: Vice President RCG SEXTANT MASTER FUND, LTD. By: Ramius Capital Group, L.L.C. Its Investment Manager By: C4S & Co., L.L.C. As Managing Member RCG ENTERPRISE, LTD By: Ramius Capital Group, L.L.C. Its Investment Manager

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By: C4S & Co., L.L.C. As Managing Member

RAMIUS CAPITAL GROUP, LLC

By: C4S & Co., L.L.C. As Managing Member

C4S & CO., LLC

By: /s/ Jeffrey M. Solomon

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/s/ Jeffrey M. Solomon

JEFFREY M. SOLOMON Individually and as attorney-in-fact for Peter A. Cohen, Morgan B. Stark and Thomas W. Strauss