HEXCEL CORP /DE/ Form SC 13D/A February 25, 2008

> SCHEDULE 13D/A (AMENDMENT NO. 4)

Under the Securities Exchange Act of 1934 Hexcel Corporation \_\_\_\_\_ (Name of Company) Common Stock (Title of Class of Securities) 428291108 \_\_\_\_\_ (CUSIP Number of Class of Securities)

Oscar S. Schafer O.S.S. Capital Management LP 598 Madison Avenue New York, NY 10022 (212) 756-8700

With a copy to: Marc Weingarten, Esq. and David Rosewater, Esq. Schulte Roth & Zabel LLP 919 Third Avenue New York, NY 10022 (212) 756-2000

\_\_\_\_\_

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications) February 25, 2008

\_\_\_\_\_

(Date of Event which Requires Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D/A, and is filing this schedule because of ss.ss.240.13D -1(e), 240.13D/A-1(f) or 240.13D-1(q), 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 ss.240.13D-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 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).

| CUSIP N         | O. 4:    | <br>282911(  | 08   | PAGE 2 OF 12 PAGES        |         |  |  |
|-----------------|----------|--|--|---------------------------|---------|--|--|
|                 |          |  |  |                           |         |  |  |
| 1               | I.R.S.   | IDENTIE  | TING PERSON TICATION NOS. OF ABOVE PROME TO THE PROME TH | ERSONS (ENTITIES ONLY)    |         |  |  |
| 2               | CHECK T  | HE APPF  | ROPRIATE BOX IF A MEMBER   | OF A GROUP                | (a) [X] |  |  |
| 3               | SEC USE  | ONLY   |  |                           |         |  |  |
| 4               | SOURCE   | OF FUNI  | )S*  |                           |         |  |  |
|                 | AF       |  |  |                           |         |  |  |
| 5               | CHECK BO |  |  | EEDING IS REQUIRED PURSUA | OT TM.  |  |  |
| 6               | CITIZEN  | SHIP OF  | R PLACE OF ORGANIZATION  |                           |         |  |  |
|                 | Delawar  | e<br>  |  |                           |         |  |  |
|                 |          | 7  | SOLE VOTING POWER  |                           |         |  |  |
|                 |          |  | 0  |                           |         |  |  |
| NUMBE           |          | 8  | SHARED VOTING POWER  |                           |         |  |  |
| SHAR            | CALLY    |  | 5,285,900  |                           |         |  |  |
| EAC             |          | 9  | SOLE DISPOSITIVE POWER   |                           |         |  |  |
| REPOR<br>PERSON |          |  | 0  |                           |         |  |  |
|                 |          | 10   | SHARED DISPOSITIVE POW   | ER                        |         |  |  |
|                 |          |  | 5,285,900  |                           |         |  |  |
| 11              | AGGREGA  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |  |                           |         |  |  |
|                 | 5,285,9  | 00   |  |                           |         |  |  |
| 12              |          |  | THE AGGREGATE AMOUNT IN DESCRIPTION OF THE CERTAIN SHARES* [ ]   | ROW                       |         |  |  |
| 13              | 5.5% (s  | ee Iten  | •  |                           |         |  |  |
| 14              |          |  | ING PERSON*  |                           |         |  |  |
|                 | PN       |  |  |                           |         |  |  |

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| CUSIP NO           | . 42                                 | 829110 | 8   | PAGE 3 OF 12 PAGES          |  |
|--------------------|--------------------------------------|--------|---|-----------------------------|--|
| 1                  | I.R.S. I                             | DENTIE | ING PERSON<br>ICATION NOS. OF ABOVE PERS<br>Fer & Partners I LP | ONS (ENTITIES ONLY)         |  |
| 2                  | CHECK TH                             | E APPF | OPRIATE BOX IF A MEMBER OF                                      | A GROUP (a)[X] (b)[]        |  |
| 3                  | SEC USE                              | ONLY   |   |                             |  |
| 4                  | SOURCE O                             | F FUNI | S*  |                             |  |
|                    | WC                                   |        |   |                             |  |
| 5                  | CHECK BO                             |        |   | ING IS REQUIRED PURSUANT TO |  |
| 6                  | CITIZENSHIP OR PLACE OF ORGANIZATION |        |   |                             |  |
|                    | Delaware                             |        |   |                             |  |
|                    |                                      | 7      | SOLE VOTING POWER   |                             |  |
|                    |                                      |        | 0   |                             |  |
| NUMBER             | OF                                   | 8      | SHARED VOTING POWER   |                             |  |
| SHARES<br>BENEFICA |                                      |        | 205,970   |                             |  |
| OWNED<br>EACH      |                                      | 9      | SOLE DISPOSITIVE POWER  |                             |  |
| REPORT:            |                                      |        | 0   |                             |  |
|                    |                                      | 10     | SHARED DISPOSITIVE POWER  |                             |  |
|                    |                                      |        | 205,970   |                             |  |
| 11                 | AGGREGAT                             | E AMOU | NT BENEFICIALLY OWNED BY E                                      | ACH PERSON                  |  |
|                    | 205,970                              |        |   |                             |  |
| 12                 |                                      |        | THE AGGREGATE AMOUNT IN ROW                                     |                             |  |
| <br>13             | PERCENT                              | OF CLA | SS REPRESENTED BY AMOUNT I                                      | N ROW (11)                  |  |

| U.2% (S  | ee Item   | 5)  |  |  |
|--|---|---|--|--|
| TYPE OF  | REPORT  | ING PERSON*   |  |  |
| PN   |   |   |  |  |
|  |   |   |  |  |
|  |   |   |  |  |
|  |   |   |  |  |
|  |   |   |  |  |
|  |   |   |  |  |
|  |   | SCHEDULE 13D/A  |  |  |
| · 4  | <br>2829110   | <br>3   | PAGE 4 OF 12 PAGES   |  |
|  |   |   |  |  |
| I.R.S.   | IDENTIF   | ING PERSON<br>ICATION NOS. OF ABOVE PER   |  |  |
|  |   |   | OF A CROUD   |  |
| CHECK I  | HE APPR   | PRIAIE BOX IF A MEMBER (  |  | ) [X]<br>) [ ]   |
| SEC USE  | ONLY  |   |  |  |
| SOURCE   | OF FUND   |   |  |  |
| WC   |   |   |  |  |
|  |   |   | EDING IS REQUIRED PURSUANT T   | <br>O<br>[ ]   |
| CITIZEN  | SHIP OR   | PLACE OF ORGANIZATION   |  |  |
| Delawar  | е   |   |  |  |
|  | 7   | SOLE VOTING POWER   |  |  |
|  |   | 0   |  |  |
|  | 8   |   |  |  |
| SHARES BENEFICALLY OWNED BY EACH REPORTING PERSON WITH |   |   |  |  |
|  |   |   |  |  |
|  |   | 0   |  |  |
|  | 10  |   |  |  |
|  |   | 2,325,586   |  |  |
|  | TYPE OF PN  PN  NAME OF I.R.S. Oscar S  CHECK T  SEC USE  WC  CHECK B ITEMS 2  CITIZEN  Delawar  CITIZEN  Delawar  CITIZEN  Delawar  CITIZEN  Delawar | TYPE OF REPORT:  PN  A28291108  NAME OF REPORT: I.R.S. IDENTIF: Oscar S. Schafe CHECK THE APPRO  SEC USE ONLY  SOURCE OF FUNDS  WC  CHECK BOX IF D: ITEMS 2 (d) or 2  CITIZENSHIP OR  Delaware  7  COF 8  SSALLY DBY DEING WITH | SCHEDULE 13D/A  2. 428291108  NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PER OSCAR S. Schafer & Partners II LP  CHECK THE APPROPRIATE BOX IF A MEMBER (  SEC USE ONLY  SOURCE OF FUNDS*  WC  CHECK BOX IF DISCLOSURE OF LEGAL PROCENTIEMS 2(d) or 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  7 SOLE VOTING POWER  0  R OF 8 SHARED VOTING POWER  SALLY 2,325,586  DBY 9 SOLE DISPOSITIVE POWER  ING WITH 0  10 SHARED DISPOSITIVE POWER | SCHEDULE 13D/A  SCHEDULE 13D/A  A28291108  PAGE 4 OF 12 PAGES  NAME OF REPORTING PERSON  1.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) OSCAR S. SCHAfer & PAITHERS II LP  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  GEORGE ONLY  SOURCE OF FUNDS*  WC  CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TITEMS 2(d) or 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  7 SOLE VOTING POWER  0  10 SHARED VOTING POWER  ING WITH  0  10 SHARED DISPOSITIVE POWER |

|        | 2,325,586  |
|--------|--|
| 12     | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [ ] |
| 13     | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                         |
|        | 2.4% (see Item 5)  |
| <br>14 | TYPE OF REPORTING PERSON*  |
|        | PN   |
| <br>   |  |

| CUSIP | NO. 4                     | 28291108 PAGE 5 OF 12 PAG  | GES<br>            |  |  |  |  |  |
|-------|---------------------------|--|--------------------|--|--|--|--|--|
| 1     | I.R.S.                    | REPORTING PERSON IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONI Overseas Fund Ltd. | Y)                 |  |  |  |  |  |
| 2     | CHECK T                   | HE APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) [X]<br>(b) [ ] |  |  |  |  |  |
| 3     | SEC USE                   | ONLY   |                    |  |  |  |  |  |
| 4     | SOURCE                    | OF FUNDS*  |                    |  |  |  |  |  |
|       | WC                        |  |                    |  |  |  |  |  |
| 5     |                           | OX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED F<br>S 2(d) or 2(e)                   | PURSUANT           |  |  |  |  |  |
| 6     | CITIZEN                   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                    |  |  |  |  |  |
|       | Cayman                    | Islands  |                    |  |  |  |  |  |
|       |                           | 7 SOLE VOTING POWER  |                    |  |  |  |  |  |
|       |                           | 0  |                    |  |  |  |  |  |
|       | BER OF                    | 8 SHARED VOTING POWER  |                    |  |  |  |  |  |
| BENE  | ARES<br>FICALLY<br>NED BY | 2,680,981  |                    |  |  |  |  |  |
| E     | ACH                       | 9 SOLE DISPOSITIVE POWER   |                    |  |  |  |  |  |
|       | ORTING<br>ON WITH         | 0  |                    |  |  |  |  |  |
|       |                           |  |                    |  |  |  |  |  |

10 SHARED DISPOSITIVE POWER

|    | 2,680,981  |
|----|--|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON                         |
|    | 2,680,981  |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [ ] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                         |
|    | 2.8% (see Item 5)  |
| 14 | TYPE OF REPORTING PERSON*  |
|    | CO   |

|             | NO. 42829110   |                                       | PAGE 6 OF 12 PAGES              |
|-------------|----------------|---------------------------------------|---------------------------------|
|             | NAME OF REPORT | TING PERSON<br>TICATION NOS. OF ABOVE | PERSONS (ENTITIES ONLY)         |
| 2           |                | ROPRIATE BOX IF A MEMBE               | R OF A GROUP (a) [X (b) [       |
| 3           | SEC USE ONLY   |                                       |                                 |
| 4           | SOURCE OF FUNI | )S*                                   |                                 |
|             | AF             |                                       |                                 |
| 5           | CHECK BOX IF I | 2 (e)                                 | CEEDING IS REQUIRED PURSUANT TO |
| 6           | CITIZENSHIP OF | R PLACE OF ORGANIZATION               |                                 |
|             | Delaware       |                                       |                                 |
|             | 7              | SOLE VOTING POWER                     |                                 |
|             |                | 0                                     |                                 |
| NUMB<br>SHA |                | SHARED VOTING POWER                   |                                 |

| BENEFICALLY<br>OWNED BY |           |           |       | 2,531,556                                      |
|-------------------------|-----------|-----------|-------|--|
|                         | *         |           | 9     | SOLE DISPOSITIVE POWER                         |
|                         | PERSON I  | _         |       | 0  |
|                         |           |           | 10    | SHARED DISPOSITIVE POWER                       |
|                         |           |           |       | 2,531,556                                      |
|                         | 11        | AGGREGATE | AMOU: | NT BENEFICIALLY OWNED BY EACH PERSON           |
|                         | 2,531,556 |           |       |  |
|                         |           | CHECK BOX | IF T  | HE AGGREGATE AMOUNT IN ROW CERTAIN SHARES* [ ] |
|                         |           |           |       | SS REPRESENTED BY AMOUNT IN ROW (11)           |
|                         | 2.6% (see |           |       | 5)   |
|                         |           |           |       | ING PERSON*                                    |
|                         |           | 00        |       |  |
|                         |           |           |       |  |

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|---|---|--|
|   |   |  |
| 1 | 111111111111111111111111111111111111111 | . OF ABOVE PERSONS (ENTITIES ONLY)         |
|   | CHECK THE APPROPRIATE BOX               | IF A MEMBER OF A GROUP (a) [X] (b) []      |
| 3 | SEC USE ONLY                            |  |
| 4 | SOURCE OF FUNDS*                        |  |
|   | AF                                      |  |
| 5 | CHECK BOX IF DISCLOSURE C               | F LEGAL PROCEEDING IS REQUIRED PURSUANT TO |
| 6 | CITIZENSHIP OR PLACE OF C               | PGANIZATION                                |
|   | Delaware                                |  |
|   |   |  |

|                                 |                           | 7       | SOLE VOTING POW                     | ER                            |     |  |  |  |
|---------------------------------|---------------------------|---------|-------------------------------------|-------------------------------|-----|--|--|--|
|                                 |                           |         | 0                                   |                               |     |  |  |  |
| NUMBER                          |                           | 8       | SHARED VOTING P                     | OWER                          |     |  |  |  |
| SHARE                           | ALLY                      |         | 5,285,900                           |                               |     |  |  |  |
| OWNED                           |                           | 9       | SOLE DISPOSITIV                     | E POWER                       |     |  |  |  |
| REPORT:                         |                           |         | 0                                   |                               |     |  |  |  |
|                                 |                           | 10      | SHARED DISPOSIT                     | IVE POWER                     |     |  |  |  |
|                                 |                           |         | 5,285,900                           |                               |     |  |  |  |
| 11                              | AGGREGA'                  | TE AMOU | T BENEFICIALLY                      | OWNED BY EACH PERSON          |     |  |  |  |
|                                 | 5,285,9                   | 00      |                                     |                               |     |  |  |  |
| 12 CHECK BOX IF<br>(11) EXCLUDE |                           |         | HE AGGREGATE AMO<br>CERTAIN SHARES* |                               |     |  |  |  |
| 13                              | PERCENT                   | OF CLA  | SS REPRESENTED B                    | Y AMOUNT IN ROW (11)          |     |  |  |  |
|                                 | 5.5% (see Item 5)         |         |                                     |                               |     |  |  |  |
| 14                              | TYPE OF REPORTING PERSON* |         |                                     |                               |     |  |  |  |
|                                 | 00                        | no<br>  |                                     |                               |     |  |  |  |
|                                 |                           |         |                                     |                               |     |  |  |  |
|                                 |                           |         |                                     |                               |     |  |  |  |
|                                 |                           |         |                                     |                               |     |  |  |  |
|                                 |                           |         |                                     |                               |     |  |  |  |
|                                 |                           |         | SCHEDII                             | LE 13D/A                      |     |  |  |  |
|                                 |                           |         |                                     |                               |     |  |  |  |
| CUSIP NO                        |                           |         | 8                                   | PAGE 8 OF 12 PAGES            |     |  |  |  |
|                                 | NAME OF                   |         |                                     |                               |     |  |  |  |
|                                 |                           | IDENTIF | er                                  | ABOVE PERSONS (ENTITIES ONLY) |     |  |  |  |
| 2                               |                           |         | OPRIATE BOX IF A                    | MEMBER OF A GROUP (a) (b)     | [ X |  |  |  |
| 3                               | SEC USE                   |         |                                     |                               |     |  |  |  |
| 4                               | SOURCE (                  | OF FUND |                                     |                               |     |  |  |  |
|                                 | 3.17                      |         |                                     |                               |     |  |  |  |

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT

|                   | TO ITEMS | 2 (d)            | or 2(e)                                |                             | [ ]                |
|-------------------|----------|------------------|--|-----------------------------|--------------------|
| 6                 | CITIZENS | HIP OF           | R PLACE OF ORGANIZA                    | ATION                       |                    |
|                   | United S | tates            |  |                             |                    |
|                   |          | 7                | SOLE VOTING POWER                      | <br>R                       |                    |
|                   |          |                  | 0                                      |                             |                    |
| NUMBER<br>SHARE   |          | 8                | SHARED VOTING PO                       | WER                         |                    |
| BENEFIC:<br>OWNED |          |                  | 5,285,900<br>                          |                             |                    |
| EACH<br>REPORT    |          | 9                | SOLE DISPOSITIVE                       | POWER                       |                    |
| PERSON I          |          |                  | 0                                      |                             |                    |
|                   |          | 10               | SHARED DISPOSITIV                      | JE POWER                    |                    |
|                   |          |                  | 5,285,900                              |                             |                    |
| 11                | AGGREGAT | E AMOU           | JNT BENEFICIALLY OF                    | WNED BY EACH PERSON         |                    |
|                   | 5,285,90 |                  |  |                             |                    |
| 12                |          | X IF T           | THE AGGREGATE AMOUI<br>CERTAIN SHARES* | NT IN ROW                   | [ ]                |
| 13                | PERCENT  | OF CLA           | ASS REPRESENTED BY                     | AMOUNT IN ROW (11)          |                    |
|                   | 5.5% (se | e Item           | ·                                      |                             |                    |
| 14                | TYPE OF  | REPORT           | TING PERSON*                           |                             |                    |
|                   | IN       |                  |  |                             |                    |
|                   |          |                  |  |                             |                    |
|                   |          |                  |  |                             |                    |
|                   |          |                  | SCHEDULI                               | E 13D/A                     |                    |
|                   |          |                  |  |                             |                    |
| CUSIP NO          | . 42     |                  | <br>                                   | PAGE 9 OF 12 PAGE           | :S<br>             |
|                   | NAME OF  | REPORT<br>DENTIF | TING PERSON<br>FICATION NOS. OF A      | BOVE PERSONS (ENTITIES ONLY |                    |
| 2                 |          |                  |  | MEMBER OF A CHOID           | ري ( د )           |
|                   |          |                  |  | MEMBER OF A GROUP           | (a) [X]<br>(b) [ ] |
| 3                 | SEC USE  |                  |  |                             |                    |
| 4                 | SOURCE C | F FUND           |  |                             |                    |

|                     | AF  |       |   |     |  |
|---------------------|---|-------|---|-----|--|
| 5                   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUED TO ITEMS 2(d) or 2(e) |       |   |     |  |
| 6                   | CITIZENSH   | IP OR | PLACE OF ORGANIZATION                         |     |  |
|                     | United St   | ates  |   |     |  |
|                     |   | 7     | SOLE VOTING POWER                             |     |  |
|                     |   |       | 0   |     |  |
| NUMBER              |   | 8     | SHARED VOTING POWER                           |     |  |
| SHARES              | ALLY  |       | 0   |     |  |
| OWNED<br>EACH       |   | 9     | SOLE DISPOSITIVE POWER                        |     |  |
| REPORT:<br>PERSON I | _   |       | 800   |     |  |
|                     | _   | 10    | SHARED DISPOSITIVE POWER                      |     |  |
|                     |   |       | 0   |     |  |
| 11                  | AGGREGATE   | AMOU  | NT BENEFICIALLY OWNED BY EACH PERSON          |     |  |
|                     | 800   |       |   |     |  |
|                     |   |       | HE AGGREGATE AMOUNT IN ROW<br>CERTAIN SHARES* | [ ] |  |
| 13 PERCENT OF CL    |   | F CLA | SS REPRESENTED BY AMOUNT IN ROW (11)          |     |  |
| 0.0% (see Item 5)   |   | 5)    |   |     |  |
| 14                  | TYPE OF R   | EPORT | ING PERSON*                                   |     |  |
|                     | IN  |       |   |     |  |
|                     |   |       |   |     |  |

#### SCHEDULE 13D/A

| CUSIP NO. | 428291108           | PAGE 10 OF 12 PAGES |
|-----------|---------------------|---------------------|
|           |                     |                     |
| ITEM 1.   | SECURITY AND ISSUER |                     |

Pursuant to Rule 13D-2 promulgated under the Act, this Schedule 13D/A ("Amendment No. 4") amends the Schedule 13D filed on April 27, 2007 (the "Original 13D"), as amended by Amendment No. 1 dated July 25, 2007, Amendment No. 2 dated October 22, 2007 and Amendment No. 3 dated November 26, 2007.

This Amendment No. 4 is being filed by O.S.S. Capital Management LP

("Investment Manager"), Oscar S. Schafer & Partners I LP, Oscar S. Schafer & Partners II LP, O.S.S. Overseas Fund Ltd., O.S.S. Advisors LLC, Schafer Brothers LLC, Oscar S. Schafer and Peter J. Grondin. Amendment No. 4 relates to the ordinary shares ("Shares") of Hexcel Corporation, a Delaware corporation (the "Company").

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Original 13D, as heretofore amended, is being amended to include the following:

On February 19, 2008, after considering the issue for more than two months, the Company informed the Investment Manager that it would be willing to nominate only one of the Investment Manager's three nominees to the board of directors of the Company (the "Board"). The Investment Manager immediately advised the Company's Board representative that this would not provide sufficient change in the composition of the Board and, on February 25, 2008, sent a letter to the Company advising that the Investment Manager had no alternative but to take its nominees directly to the Company's shareholders and to proceed with a proxy contest to elect all three of its nominees to the Board. A copy of the letter is attached hereto as Exhibit A and is incorporated by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit A. Letter dated February 25, 2008

SCHEDULE 13D/A

CUSIP NO. 428291108 PAGE 11 OF 12 PAGES

#### 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: February 25, 2008

OSCAR S. SCHAFER

By:/s/ Oscar S. Schafer
Oscar S. Schafer, individually

O.S.S. CAPITAL MANAGEMENT LP By: Schafer Brothers LLC, as General Partner

By:/s/ Oscar S. Schafer

Name: Oscar S. Schafer

Title: Senior Managing Member

OSCAR S. SCHAFER & PARTNERS I LP

By: O.S.S. Advisors LLC, as General Partner

By:/s/ Oscar S. Schafer

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Name: Oscar S. Schafer

Title: Senior Managing Member

SCHEDULE 13D/A

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CUSIP NO. 428291108

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OSCAR S. SCHAFER & PARTNERS II LP
By: O.S.S. Advisors LLC, as General Partner

By:/S/ Oscar S. Schafer

\_\_\_\_\_

Name: Oscar S. Schafer

Title: Senior Managing Member

O.S.S. OVERSEAS FUND LTD.

By:/s/ Oscar S. Schafer

-----

Name: Oscar S. Schafer

Title: Director

O.S.S. ADVISORS LLC

By:/s/ Oscar S. Schafer

\_\_\_\_\_

Name: Oscar S. Schafer

Title: Senior Managing Member

SCHAFER BROTHERS LLC

By:/s/ Oscar S. Schafer

\_\_\_\_\_

Name: Oscar S. Schafer

Title: Senior Managing Member

PETER J. GRONDIN

By:/s/ Peter J. Grondin

\_\_\_\_\_

Peter J. Grondin, individually