

QEP RESOURCES, INC.
Form SC 13G
August 15, 2017

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

QEP RESOURCES, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

74733V100
(CUSIP Number)

AUGUST 10, 2017
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 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.

74733V100

SCHEDULE 13G

Page

2
of
16

1 NAMES OF REPORTING PERSONS	
Integrated Core Strategies (US) LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="radio"/> o	
(b) <input type="radio"/> p	
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	
7,544,422	
7 SOLE DISPOSITIVE POWER	
-0-	
8 SHARED DISPOSITIVE POWER	
7,544,422	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
7,544,422	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
<input type="radio"/> 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
3.1%	

12TYPE OF REPORTING PERSON

OO

CUSIP No.

74733V100

SCHEDULE 13G

Page

3
of
16

1	
NAMES OF REPORTING PERSONS	
Integrated Assets II LLC	
2	
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="radio"/>	
(b) <input type="radio"/>	
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	
971,669	
7	
SOLE DISPOSITIVE POWER	
-0-	
8	
SHARED DISPOSITIVE POWER	
971,669	
9	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
971,669	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
<input type="radio"/>	
11	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
0.4%	

12TYPE OF REPORTING PERSON

00

CUSIP No.

74733V100

SCHEDULE 13G

Page

4
of
16

<p>1 NAMES OF REPORTING PERSONS</p> <p>Cognizant Holdings, Ltd.</p>										
<p>2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</p> <p>(a) <input type="radio"/> o</p> <p>(b) <input type="radio"/> p</p> <p>3 SEC USE ONLY</p> <p>4 CITIZENSHIP OR PLACE OF ORGANIZATION</p> <p>Cayman Islands</p>										
<table border="1"> <thead> <tr> <th></th> <th>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</th> </tr> </thead> <tbody> <tr> <td>5 SOLE VOTING POWER</td> <td>-0-</td> </tr> <tr> <td>6 SHARED VOTING POWER</td> <td>2,982,443</td> </tr> <tr> <td>7 SOLE DISPOSITIVE POWER</td> <td>-0-</td> </tr> <tr> <td>8 SHARED DISPOSITIVE POWER</td> <td>2,982,443</td> </tr> </tbody> </table>		NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	-0-	6 SHARED VOTING POWER	2,982,443	7 SOLE DISPOSITIVE POWER	-0-	8 SHARED DISPOSITIVE POWER	2,982,443
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH									
5 SOLE VOTING POWER	-0-									
6 SHARED VOTING POWER	2,982,443									
7 SOLE DISPOSITIVE POWER	-0-									
8 SHARED DISPOSITIVE POWER	2,982,443									
<p>9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>2,982,443</p>										
<p>10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</p> <p><input type="radio"/> 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</p> <p>1.2%</p>										

12TYPE OF REPORTING PERSON

CO

CUSIP No.

74733V100

SCHEDULE 13G

Page

5
of
16

1	
NAMES OF REPORTING PERSONS	
Integrated Assets, Ltd.	
2	
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="radio"/>	
(b) <input type="radio"/>	
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	
111,302	
7	
SOLE DISPOSITIVE POWER	
-0-	
8	
SHARED DISPOSITIVE POWER	
111,302	
9	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
111,302	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
<input type="radio"/>	
11	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
0.0%	

12TYPE OF REPORTING PERSON

CO

CUSIP No.

74733V100

SCHEDULE 13G

Page

6
of
16

1 NAMES OF REPORTING PERSONS Millennium International Management LP	2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> o (b) <input type="radio"/> p 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	<table border="1"> <thead> <tr> <th data-bbox="86 976 702 1186"></th> <th data-bbox="702 976 1495 1186"> NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH </th> </tr> </thead> <tbody> <tr> <td data-bbox="86 1186 702 1302"> 5 SOLE VOTING POWER -0- </td> <td data-bbox="702 1186 1495 1302"></td> </tr> <tr> <td data-bbox="86 1302 702 1428"> 6 SHARED VOTING POWER 3,093,745 </td> <td data-bbox="702 1302 1495 1428"></td> </tr> <tr> <td data-bbox="86 1428 702 1543"> 7 SOLE DISPOSITIVE POWER -0- </td> <td data-bbox="702 1428 1495 1543"></td> </tr> <tr> <td data-bbox="86 1543 702 1648"> 8 SHARED DISPOSITIVE POWER 3,093,745 </td> <td data-bbox="702 1543 1495 1648"></td> </tr> </tbody> </table>		NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER -0-		6 SHARED VOTING POWER 3,093,745		7 SOLE DISPOSITIVE POWER -0-		8 SHARED DISPOSITIVE POWER 3,093,745	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH											
5 SOLE VOTING POWER -0-												
6 SHARED VOTING POWER 3,093,745												
7 SOLE DISPOSITIVE POWER -0-												
8 SHARED DISPOSITIVE POWER 3,093,745												
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,093,745 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/> 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.3%												

12TYPE OF REPORTING PERSON

PN

CUSIP No.

74733V100

SCHEDULE 13G

Page

7

of

16

1
NAMES OF REPORTING PERSONS

Millennium Management LLC

2
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐(b) ☐**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

11,609,836

7
SOLE DISPOSITIVE POWER

-0-

8
SHARED DISPOSITIVE POWER

11,609,836

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,609,836

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.8%

12TYPE OF REPORTING PERSON

00

CUSIP No.

74733V100

SCHEDULE 13G

Page

8
of
16

1 NAMES OF REPORTING PERSONS	
Millennium Group Management LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="radio"/>	
(b) <input type="radio"/>	
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	
11,609,836	
7 SOLE DISPOSITIVE POWER	
-0-	
8 SHARED DISPOSITIVE POWER	
11,609,836	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11,609,836	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
<input type="radio"/> 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
4.8%	

12TYPE OF REPORTING PERSON

00

CUSIP No.

74733V100

SCHEDULE 13G

Page

9
of
16

1	
NAMES OF REPORTING PERSONS	
Israel A. Englander	
2	
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="radio"/>	
(b) <input type="radio"/>	
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	
11,609,836	
7	
SOLE DISPOSITIVE POWER	
-0-	
8	
SHARED DISPOSITIVE POWER	
11,609,836	
9	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11,609,836	
10	
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
<input type="radio"/>	
11	

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.8%

12

TYPE OF REPORTING PERSON

IN

CUSIP No.

74733V100

SCHEDULE 13G

Page

10
of
16

Item 1.

(a)Name of Issuer:

QEP Resources, Inc., a Delaware corporation (the "Issuer").

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

1050 17th Street, Suite 800
Denver, Colorado 80265

Item 2.

(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

Integrated Core Strategies (US) LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Integrated Assets II LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

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Cognizant Holdings, Ltd.
c/o Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

Integrated Assets, Ltd.
c/o Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Group Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Israel A. Englander
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: United States

(d)Title of Class of Securities: common stock, par value \$0.01 per share ("Common Stock")

(e)CUSIP Number: 74733V100

CUSIP No.

74733V100

SCHEDULE 13G

Page

11
of
16

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
 - (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
-

CUSIP No.

74733V100

SCHEDULE 13G

Page

12
of
16

(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned

As of the close of business on August 10, 2017, the reporting persons beneficially owned an aggregate of 12,035,648 shares of the Issuer's Common Stock or 5.0% of the Issuer's Common Stock outstanding.

However, as of the close of business on August 14, 2017: (i) Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies"), beneficially owned 7,544,422 shares of the Issuer's Common Stock; (ii) Integrated Assets II LLC, a Delaware limited liability company ("Integrated Assets II"), beneficially owned 971,669 shares of the Issuer's Common Stock; (iii) Cognizant Holdings, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("Cognizant Holdings"), beneficially owned 2,982,443 shares of the Issuer's Common Stock; and (iv) Integrated Assets, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("Integrated Assets"), beneficially owned 111,302 shares of the Issuer's Common Stock, which collectively represented 11,609,836 shares of the Issuer's Common Stock or 4.8% of the Issuer's Common Stock outstanding.

Millennium International Management LP, a Delaware limited partnership ("Millennium International Management"), is the investment manager to Cognizant Holdings and Integrated Assets and may be deemed to have shared voting control and investment discretion over securities owned by Cognizant Holdings and Integrated Assets.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the managing member of Integrated Core Strategies and Integrated Assets II and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies and Integrated Assets II. Millennium Management is also the general partner of the 100% shareholder of Cognizant Holdings and Integrated Assets and may be deemed to have shared voting control and investment discretion over securities owned by Cognizant Holdings and Integrated Assets.

Millennium Group Management LLC, a Delaware limited liability company ("Millennium Group Management"), is the managing member of Millennium Management and may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies and Integrated Assets II. Millennium Group Management is also the general partner of Millennium International Management and may be deemed to have shared voting control and investment discretion over securities owned by Cognizant Holdings and Integrated Assets.

Israel A. Englander, a United States citizen ("Mr. Englander"), controls the managing member of Millennium Group Management and may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies, Integrated Assets II, Cognizant Holdings and Integrated Assets.

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The foregoing should not be construed in and of itself as an admission by Millennium International Management, Millennium Management, Millennium Group Management or Mr. Englander as to beneficial ownership of the securities owned by Integrated Core Strategies, Integrated Assets II, Cognizant Holdings or Integrated Assets, as the case may be.

(b) Percent of Class:

As of the close of business on August 14, 2017, Millennium Management, Millennium Group Management and Mr. Englander may be deemed to have beneficially owned 11,609,836 shares or 4.8% of the Issuer's Common Stock outstanding (see Item 4(a) above), which percentage was calculated based on 240,555,086 shares of Common Stock outstanding as of June 30, 2017, as per the Issuer's Form 10-Q dated July 26, 2017.

CUSIP No.

74733V100

SCHEDULE 13G

Page

13
of
16

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

-0-

(ii) Shared power to vote or to direct the vote

11,609,836 (See Item 4(b))

(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

11,609,836 (See Item 4(b))

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

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.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its 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.

CUSIP No.

74733V100

SCHEDULE 13G

Page

14

of

16

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of August 14, 2017, by and among Integrated Core Strategies (US) LLC, Integrated Assets II LLC, Cognizant Holdings, Ltd., Integrated Assets, Ltd., Millennium International Management LP, Millennium Management LLC, Millennium Group Management LLC and Israel A. Englander.

CUSIP No.

74733V100

SCHEDULE 13G

Page

15
of
16

SIGNATURE

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

Dated: August 14, 2017

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ David Nolan
Name: David Nolan
Title: Vice Chairman

INTEGRATED ASSETS II LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ David Nolan
Name: David Nolan
Title: Vice Chairman

COGNIZANT HOLDINGS, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/David Nolan

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Name: David Nolan
Title: Vice Chairman

INTEGRATED ASSETS, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

MILLENNIUM MANAGEMENT LLC

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

/s/ Israel A. Englander by David Nolan
pursuant to Power of Attorney filed with
the SEC on June 6, 2005
Israel A. Englander

CUSIP No.

74733V100

SCHEDULE 13G

Page

16
of
16

EXHIBIT I JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.01 per share, of QEP Resources, Inc., a Delaware corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: August 14, 2017

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ David Nolan
Name: David Nolan
Title: Vice Chairman

INTEGRATED ASSETS II LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ David Nolan
Name: David Nolan
Title: Vice Chairman

COGNIZANT HOLDINGS, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/David Nolan

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Name: David Nolan
Title: Vice Chairman

INTEGRATED ASSETS, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

MILLENNIUM MANAGEMENT LLC

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/David Nolan
Name: David Nolan
Title: Vice Chairman

/s/ Israel A. Englander by David Nolan
pursuant to Power of Attorney filed with
the SEC on June 6, 2005
Israel A. Englander