

Edgar Filing: TECHTEAM GLOBAL INC - Form SC 13G/A

TECHTEAM GLOBAL INC  
Form SC 13G/A  
November 03, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
-----

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

Amendment No. 2 \*

TechTeam Global, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

87831110-9  
(CUSIP Number)

October 31, 2006  
(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. 87831110-9

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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Ramius Capital Group, L.L.C. 13-3937658  
-----

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)  [X]

(b)  [ ]

-----  
(3) SEC USE ONLY  
-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 990,887  
-----

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0  
-----

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 990,887  
-----

PERSON WITH (8) SHARED DISPOSITIVE POWER  
-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
990,887  
-----

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

[ ]

-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
Approximately 9.63%.  
-----

(12) TYPE OF REPORTING PERSON \*\*  
IA, OO  
-----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
RCG Ambrose Master Fund, Ltd.  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)  [X]

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(b) [ ]

-----  
(3) SEC USE ONLY

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 124,926

-----  
BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY -----

-----  
EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 124,926

-----  
PERSON WITH (8) SHARED DISPOSITIVE POWER

-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
124,926

-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
Approximately 1.21%.

-----  
(12) TYPE OF REPORTING PERSON \*\*  
CO

-----  
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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
RCG Halifax Fund, Ltd.

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [X]  
(b) [ ]

-----  
(3) SEC USE ONLY

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-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands  
-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 126,238  
-----  
BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0  
-----  
EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 126,238  
-----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
126,238  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
Approximately 1.23%.  
-----  
(12) TYPE OF REPORTING PERSON \*\*  
CO  
-----

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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Ramius Fund III, Ltd  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [X]  
(b) [ ]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands  
-----

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-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 0  
-----

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0  
-----

PERSON WITH (8) SHARED DISPOSITIVE POWER

-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0  
-----

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

-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0  
-----

(12) TYPE OF REPORTING PERSON \*\*  
CO  
-----

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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Ramius Master Fund, Ltd.  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a) [X]  
(b) [ ]

-----  
(3) SEC USE ONLY  
-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands  
-----

NUMBER OF (5) SOLE VOTING POWER  
SHARES 529,025

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-----  
BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER

REPORTING 529,025  
-----

PERSON WITH (8) SHARED DISPOSITIVE POWER

-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

529,025  
-----

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

-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
Approximately 5.14%.  
-----

(12) TYPE OF REPORTING PERSON \*\*  
CO  
-----

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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Ramus Securities, L.L.C. 58-2253019  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a) [X]  
(b) [ ]  
-----

(3) SEC USE ONLY  
-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

NUMBER OF (5) SOLE VOTING POWER

SHARES 210,698  
-----

BENEFICIALLY (6) SHARED VOTING POWER

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OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER

REPORTING 210,698  
-----

PERSON WITH (8) SHARED DISPOSITIVE POWER

-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

210,698  
-----

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

-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

Approximately 2.05%.

-----  
(12) TYPE OF REPORTING PERSON \*\*  
BD  
-----

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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Ramius Advisors, LLC 13-3954331  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a) [X]  
(b) [ ]

-----  
(3) SEC USE ONLY  
-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

NUMBER OF (5) SOLE VOTING POWER

SHARES 529,025  
-----

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY -----

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EACH (7) SOLE DISPOSITIVE POWER

REPORTING 529,025

PERSON WITH (8) SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

529,025

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
Approximately 5.14%.

(12) TYPE OF REPORTING PERSON \*\*  
IA, OO

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
C4S & Co., L.L.C. 13-3946794

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)  [X]  
(b)  [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF (5) SOLE VOTING POWER

SHARES 990,887

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER

REPORTING 990,887



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PERSON WITH (8) SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

990,887

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
Approximately 9.63%.

(12) TYPE OF REPORTING PERSON \*\*  
OO

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Peter A. Cohen

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a) [X]  
(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF (5) SOLE VOTING POWER

SHARES

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY 990,887

EACH (7) SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER

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990,887

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

990,887

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
Approximately 9.63%.

(12) TYPE OF REPORTING PERSON \*\*  
IN

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Morgan B. Stark

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)  [X]  
(b)  [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF (5) SOLE VOTING POWER  
SHARES

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 990,887

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER  
990,887

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED

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BY EACH REPORTING PERSON

990,887

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
Approximately 9.63%.

(12) TYPE OF REPORTING PERSON \*\*  
IN

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Thomas W. Strauss

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a)  [X]  
(b)  [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF (5) SOLE VOTING POWER  
SHARES

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 990,887

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER  
990,887

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

990,887

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
Approximately 9.63%.

(12) TYPE OF REPORTING PERSON \*\*  
IN

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Jeffrey M. Solomon

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a)  [X]  
(b)  [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF (5) SOLE VOTING POWER  
SHARES

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 990,887

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER  
990,887

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
990,887

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

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-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
Approximately 9.63%.  
-----

(12) TYPE OF REPORTING PERSON \*\*  
IN  
-----

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This Amendment No. 2 (this "Amendment") amends the statement on Schedule 13G which was filed on April 10, 2006 and amended by Amendment No. 1 filed on May 19, 2006 (the "Schedule 13G") with respect to shares of common stock, par value \$0.01 per share (the "Common Stock") of TechTeam Global, Inc., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends items 2(a), 2(b), 2(c) and 4 as set forth below.

Item 2(a). Name of Person Filing  
Item 2(b). Address of Principal Business Office  
Item 2(c). Citizenship

Items 2(a), 2(b) and 2(c) are hereby amended and restated as follows:

Ramius Capital Group, L.L.C.  
666 Third Avenue, 26th Floor  
New York, New York 10017  
Citizenship: Delaware

RCG Ambrose Master Fund, Ltd.  
c/o Ramius Capital Group, L.L.C.  
666 Third Avenue, 26th Floor  
New York, New York 10017  
Citizenship: Cayman Islands

RCG Halifax Fund, Ltd.  
c/o Ramius Capital Group, L.L.C.  
666 Third Avenue, 26th Floor  
New York, New York 10017  
Citizenship: Cayman Islands

Ramius Master Fund, Ltd.  
c/o Ramius Capital Group, L.L.C.  
666 Third Avenue, 26th Floor  
New York, New York 10017  
Citizenship: Cayman Islands

Ramius Securities, L.L.C.  
c/o Ramius Capital Group, L.L.C.  
666 Third Avenue, 26th Floor  
New York, New York 10017

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Citizenship: Delaware

Ramius Advisors, L.L.C.  
c/o Ramius Capital Group, L.L.C.  
666 Third Avenue, 26th Floor  
New York, New York 10017  
Citizenship: Delaware

C4S & Co., L.L.C.  
c/o Ramius Capital Group, L.L.C.  
666 Third Avenue, 26th Floor  
New York, New York 10017  
Citizenship: Delaware

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Peter A. Cohen  
c/o Ramius Capital Group, L.L.C.  
666 Third Avenue, 26th Floor  
New York, New York 10017  
Citizenship: United States

Morgan B. Stark  
c/o Ramius Capital Group, L.L.C.  
666 Third Avenue, 26th Floor  
New York, New York 10017  
Citizenship: United States

Thomas W. Strauss  
c/o Ramius Capital Group, L.L.C.  
666 Third Avenue, 26th Floor  
New York, New York 10017  
Citizenship: United States

Jeffrey M. Solomon  
c/o Ramius Capital Group, L.L.C.  
666 Third Avenue, 26th Floor  
New York, New York 10017  
Citizenship: United States

### Item 4. Ownership

Item 4 is hereby amended and restated in its entirety as follows:

#### (a) Amount Beneficially Owned:

As of the date hereof, (i) RCG Ambrose Master Fund, Ltd., a Cayman Islands company ("Ambrose") owns 124,926 shares of Common Stock, (ii) RCG Halifax Fund, Ltd., a Cayman Islands company ("Halifax") owns 126,238 shares of Common Stock, (iii) Ramius Master Fund, Ltd., a Cayman Islands company ("Ramius Master Fund") owns 529,025 shares of Common Stock, and (iv) Ramius Securities, L.L.C., a Delaware limited liability company ("Ramius Securities") owns 210,698 shares of Common Stock. In addition, (i) Ramius Advisors, LLC, a Delaware limited liability company ("Ramius Advisors") may be deemed to beneficially own the 529,025 shares owned by Ramius Master Fund and (ii) each of Ramius Capital Group, L.L.C., a Delaware limited liability company ("Ramius Capital"), C4S & Co., L.L.C., a Delaware limited liability company ("C4S"), Peter A. Cohen ("Mr.

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Cohen"), Morgan B. Stark ("Mr. Stark"), Thomas W. Strauss ("Mr. Strauss") and Jeffrey M. Solomon ("Mr. Solomon") may be deemed to beneficially own all shares of Common Stock held by Ambrose, Halifax, Ramius Master Fund and Ramius Securities, an aggregate number of 990,887 shares of Common Stock.

Note: Ramius Capital is the investment manager of Ambrose and Halifax and has the power to direct some of the affairs of Ambrose and Halifax, including decisions respecting the disposition of the proceeds from the sale of shares of the Common Stock. Ramius Advisors is the investment manager of Ramius Master Fund and has the power to direct some of the affairs of Ramius Master Fund, including decisions respecting the disposition of the proceeds from the sale of shares of the Common Stock. Ramius Capital is the sole member of Ramius Advisors. Ramius Securities is a broker dealer affiliated with Ramius Capital. Ramius Capital is the managing member of Ramius Securities. C4S is the managing member of Ramius Capital and in that capacity directs its operations. Mr. Cohen, Mr. Stark, Mr. Strauss and Mr.

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Solomon are the managing members of C4S and in that capacity direct its operations. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. In addition, each of Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon disclaims beneficial ownership of the shares of Common Stock owned by Ambrose, Halifax, Ramius Master Fund and Ramius Securities and the filing of this statement shall not be construed as an admission that any such person is the beneficial owner of any such securities.

(b) Percent of class:

Based on the quarterly report on Form 10-Q filed by the Company on August 9, 2006, there were 10,288,352 shares of Common Stock outstanding as of August 1, 2006. Therefore, (i) Ambrose may be deemed to beneficially own 1.21% of the outstanding shares of Common Stock, (ii) Halifax may be deemed to beneficially own 1.23% of the outstanding shares of Common Stock, (iii) each of Ramius Master Fund and Ramius Advisors may be deemed to beneficially own 5.14% of the outstanding shares of Common Stock, (iv) Ramius Securities may be deemed to beneficially own 2.05% of the outstanding shares of Common Stock, and (v) each of Ramius Capital, C4S, Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon may be deemed to beneficially own 9.63% of the outstanding shares of Common Stock.

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

- (i) Sole power to vote or to direct the vote:  
See Item 4(a) above.
- (ii) Shared power to vote or to direct the vote:  
See Item 4(a) above.
- (iii) Sole power to dispose or to direct the disposition of:  
See Item 4(a) above.
- (iv) Shared power to dispose or to direct the disposition of:  
See Item 4(a) above.

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SIGNATURE

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 November 3, 2006

RCG AMBROSE MASTER FUND, LTD.

By: Ramius Capital Group, L.L.C.,  
its investment manager

By: C4S & Co., L.L.C.,  
its managing member

RCG HALIFAX FUND, LTD.

By: Ramius Capital Group, L.L.C.,  
its investment manager

By: C4S & Co., L.L.C.,  
its managing member

RAMIUS SECURITIES, L.L.C.

By: Ramius Capital Group, L.L.C.,  
its managing member

By: C4S & Co., L.L.C.,  
its managing member

RAMIUS MASTER FUND, LTD

By: Ramius Advisors, LLC  
its investment manager

By: Ramius Capital Group, L.L.C.  
its sole member

RAMIUS ADVISORS, LLC

By: Ramius Capital Group, L.L.C.,  
its sole member

RAMIUS CAPITAL GROUP, L.L.C.

By: C4S & Co., L.L.C.,  
as managing member

RAMIUS FUND III, LTD

By: Ramius Advisors, LLC  
its investment manager

By: Ramius Capital Group, L.L.C.  
its sole member

C4S & CO., L.L.C.

By: /s/ Jeffrey M. Solomon

-----  
Name: Jeffrey M. Solomon  
Title: Authorized Signatory

JEFFREY M. SOLOMON

/s/ Jeffrey M. Solomon

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