

Edgar Filing: SCHULMAN A INC - Form SC 13D/A

SCHULMAN A INC  
Form SC 13D/A  
August 03, 2005

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

SCHEDULE 13D  
(Rule 13d-101)  
(Amendment No. 2)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-  
1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

A. Schulman, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$1.00 per share

-----  
(Title of Class of Securities)

808194104

-----  
(CUSIP Number)

Mr. James A. Mitarotonda  
c/o Barington Companies Equity Partners, L.P.  
888 Seventh Avenue, 17th Floor  
New York, NY 10019  
(212) 974-5700

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

July 26, 2005

-----  
(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: .

SCHEDULE 13D

CUSIP No. 808194104

- 
- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Companies Equity Partners, L.P. 13-4088890
- 
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

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(b)

3)	SEC USE ONLY	
4)	SOURCE OF FUNDS	WC
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 408,609
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 408,609
	10)	SHARED DISPOSITIVE POWER none
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	408,609
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	1.34%
14)	TYPE OF REPORTING PERSON	PN

SCHEDULE 13D

CUSIP No. 808194104  
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1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Barington Companies Investors, LLC	13-4126527
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3)	SEC USE ONLY	
4)	SOURCE OF FUNDS	OO
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
	7)	SOLE VOTING POWER

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NUMBER OF SHARES	408,609
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 408,609
	10) SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	408,609
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	1.34%
14) TYPE OF REPORTING PERSON	OO

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Barington Companies Offshore Fund, Ltd. (BVI)	
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3) SEC USE ONLY	
4) SOURCE OF FUNDS	WC
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6) CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands	
NUMBER OF SHARES	7) SOLE VOTING POWER 143,685
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 143,685
	10) SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	143,685

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12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_ |

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.47%

14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barrington Companies Advisors, LLC 20-0327470

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) |\_ |

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e) |\_ |

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 143,685
	8)	SHARED VOTING POWER 327,893
	9)	SOLE DISPOSITIVE POWER 143,685
	10)	SHARED DISPOSITIVE POWER 327,893

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
471,578

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_ |

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.54%

14) TYPE OF REPORTING PERSON  
IA, OO

SCHEDULE 13D

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CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Capital Group, L.P. 13-3635132

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

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 552,294
	8)	SHARED VOTING POWER 327,893
	9)	SOLE DISPOSITIVE POWER 552,294
	10)	SHARED DISPOSITIVE POWER 327,893

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
880,187

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.88%

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14) TYPE OF REPORTING PERSON  
PN

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SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
LNA Capital Corp. 13-3635168

---

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

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 552,294
	8)	SHARED VOTING POWER 327,893
	9)	SOLE DISPOSITIVE POWER 552,294
	10)	SHARED DISPOSITIVE POWER 327,893

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
880,187

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.88%

14) TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
James Mitarotonda

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

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7)	SOLE VOTING POWER 552,294
	8)	SHARED VOTING POWER 327,893
	9)	SOLE DISPOSITIVE POWER

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PERSON WITH 552,294

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10) SHARED DISPOSITIVE POWER  
327,893

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
880,187

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.88%

---

14) TYPE OF REPORTING PERSON  
IN

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SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Parche, LLC 20-0870632

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

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3) SEC USE ONLY

---

4) SOURCE OF FUNDS WC

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7) SOLE VOTING POWER  
157,183

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8) SHARED VOTING POWER  
none

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9) SOLE DISPOSITIVE POWER  
157,183

---

10) SHARED DISPOSITIVE POWER  
none

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
157,183

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.51%

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14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Starboard Value & Opportunity Fund, LLC 37-1484524

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

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 7) SOLE VOTING POWER  
SHARES 825,250

BENEFICIALLY 8) SHARED VOTING POWER  
OWNED BY none

EACH 9) SOLE DISPOSITIVE POWER  
REPORTING 825,250  
PERSON

WITH 10) SHARED DISPOSITIVE POWER  
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
825,250

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.7%

14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON



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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Admiral Advisors, LLC

37-1484525

---

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

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 982,433
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 982,433
	10) SHARED DISPOSITIVE POWER none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
982,433

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.21%

---

14) TYPE OF REPORTING PERSON  
OO

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SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Ramius Capital Group, LLC 13-3937658

---

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

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

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6) CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 982,433
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 982,433
	10)	SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 982,433		
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  _		
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.21%		
14) TYPE OF REPORTING PERSON IA, OO		

SCHEDULE 13D

CUSIP No. 808194104  
 -----

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON C4S & Co., LLC	13-3946794
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [x] (b)  _
3)	SEC USE ONLY	
4)	SOURCE OF FUNDS	OO
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	_
6)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 982,433
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 982,433
	10)	SHARED DISPOSITIVE POWER

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none

- 
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
982,433
- 
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.21%
- 
- 14) TYPE OF REPORTING PERSON  
OO
- 

SCHEDULE 13D

CUSIP No. 808194104  
-----

- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Peter A. Cohen
- 
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
- 
- 3) SEC USE ONLY
- 
- 4) SOURCE OF FUNDS OO
- 
- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)
- 
- 6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States
- 
- |  |   |
|--|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7) SOLE VOTING POWER<br>none            |
|  | 8) SHARED VOTING POWER<br>982,433       |
|  | 9) SOLE DISPOSITIVE POWER<br>none       |
|  | 10) SHARED DISPOSITIVE POWER<br>982,433 |
- 
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
982,433
- 
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.21%
- 
- 14) TYPE OF REPORTING PERSON  
IN

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SCHEDULE 13D

CUSIP No. 808194104  
-----

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Morgan B. Stark	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3)	SEC USE ONLY	
4)	SOURCE OF FUNDS	OO
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER none
	8)	SHARED VOTING POWER 982,433
	9)	SOLE DISPOSITIVE POWER none
	10)	SHARED DISPOSITIVE POWER 982,433
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	982,433
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	3.21%
14)	TYPE OF REPORTING PERSON	IN

SCHEDULE 13D

CUSIP No. 808194104  
-----

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Jeffrey M. Solomon	
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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER none
	8)	SHARED VOTING POWER 982,433
	9)	SOLE DISPOSITIVE POWER none
	10)	SHARED DISPOSITIVE POWER 982,433

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
982,433

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.21%

---

14) TYPE OF REPORTING PERSON  
IN

---

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Thomas W. Strauss

---

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

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER none
	8)	SHARED VOTING POWER 982,433
	9)	SOLE DISPOSITIVE POWER none
	10)	SHARED DISPOSITIVE POWER 982,433
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 982,433		
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.21%		
14) TYPE OF REPORTING PERSON IN		

SCHEDULE 13D

CUSIP No. 808194104  
-----

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Millenco, L.P.	13-3532932
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3)	SEC USE ONLY	
4)	SOURCE OF FUNDS	WC
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 39,868
	8)	SHARED VOTING POWER 327,893
	9)	SOLE DISPOSITIVE POWER 39,868
	10)	SHARED DISPOSITIVE POWER 327,893
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		

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367,761

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.2%

14) TYPE OF REPORTING PERSON  
PN, BD

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Millennium Management, L.L.C. 13-3804139

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

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 39,868
	8) SHARED VOTING POWER 327,893
	9) SOLE DISPOSITIVE POWER 39,868
	10) SHARED DISPOSITIVE POWER 327,893

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
367,761

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.2%

14) TYPE OF REPORTING PERSON  
OO

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SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Israel A. Englander

---

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

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 39,868
	8)	SHARED VOTING POWER 327,893
	9)	SOLE DISPOSITIVE POWER 39,868
	10)	SHARED DISPOSITIVE POWER 327,893

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
367,761

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.2%

---

14) TYPE OF REPORTING PERSON  
IN

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SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
RJG Capital Partners, L.P. 20-0133443

---

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

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3) SEC USE ONLY	
<hr/>	
4) SOURCE OF FUNDS	WC
<hr/>	
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
<hr/>	
6) CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
<hr/>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 12,500
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 12,500
	10) SHARED DISPOSITIVE POWER none
<hr/>	
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	12,500
<hr/>	
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
<hr/>	
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0.04%
<hr/>	
14) TYPE OF REPORTING PERSON	PN
<hr/>	

SCHEDULE 13D

CUSIP No. 808194104  
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1) NAME OF REPORTING PERSON	
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
RJG Capital Management, LLC	20-0027325
<hr/>	
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
<hr/>	
3) SEC USE ONLY	
<hr/>	
4) SOURCE OF FUNDS	OO
<hr/>	
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
<hr/>	
6) CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
<hr/>	
NUMBER OF SHARES	7) SOLE VOTING POWER 12,500
<hr/>	

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 12,500
	10)	SHARED DISPOSITIVE POWER none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,500

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12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_ |

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.04%

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14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Ronald Gross

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) |\_ |

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |\_ |

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6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 12,500
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 12,500
	10)	SHARED DISPOSITIVE POWER none

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,500

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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|\_ |

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.04%

14) TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
D.B. Zwirn Special Opportunities Fund, L.P. 73-1637217

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) |\_ |

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e) |\_ |

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 1,240
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 1,240
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,240

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_ |

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.004%

14) TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 808194104

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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
D.B. Zwirn Special Opportunities Fund (TE), L.P. 20-0024165

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

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS WC

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 1,240
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 1,240
	10) SHARED DISPOSITIVE POWER none

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,240

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.004%

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14) TYPE OF REPORTING PERSON  
PN

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SCHEDULE 13D

CUSIP No. 808194104

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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
D.B. Zwirn Special Opportunities Fund, Ltd.

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

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS WC

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 7,440
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 7,440
	10)	SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,440

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.02%

14) TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
HCM/Z Special Opportunities LLC 98-0436333

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

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 2,480
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 2,480

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10) SHARED DISPOSITIVE POWER  
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,480

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.008%

14) TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 808194104  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
D.B. Zwirn & Co., L.P. 02-0597442

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

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 7) SOLE VOTING POWER  
SHARES 12,400

BENEFICIALLY 8) SHARED VOTING POWER  
OWNED BY none

EACH 9) SOLE DISPOSITIVE POWER  
REPORTING 12,400  
PERSON

WITH 10) SHARED DISPOSITIVE POWER  
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,400

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.04%

14) TYPE OF REPORTING PERSON

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PN

SCHEDULE 13D

CUSIP No. 808194104  
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- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
DBZ GP, LLC 42-1657316
- 
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
- 
- 3) SEC USE ONLY
- 
- 4) SOURCE OF FUNDS OO
- 
- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)
- 
- 6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- 
- |  |                                      |
|--|--------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7) SOLE VOTING POWER<br>12,400       |
|  | 8) SHARED VOTING POWER<br>none       |
|  | 9) SOLE DISPOSITIVE POWER<br>12,400  |
|  | 10) SHARED DISPOSITIVE POWER<br>none |
- 
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,400
- 
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.04%
- 
- 14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 808194104  
-----

- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Zwirn Holdings, LLC 30-0080444

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2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>
3)	SEC USE ONLY		
4)	SOURCE OF FUNDS	OO	
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER	12,400
	8)	SHARED VOTING POWER	none
	9)	SOLE DISPOSITIVE POWER	12,400
	10)	SHARED DISPOSITIVE POWER	none
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	12,400	
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>	
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0.04%	
14)	TYPE OF REPORTING PERSON	OO	

SCHEDULE 13D

CUSIP No. 808194104  
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1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Daniel B. Zwirn		
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>
3)	SEC USE ONLY		
4)	SOURCE OF FUNDS	OO	
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION	United States	



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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 12,400
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 12,400
	10)	SHARED DISPOSITIVE POWER none
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,400	
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.04%	
14)	TYPE OF REPORTING PERSON IN	

This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on June 6, 2005, as amended by that certain Amendment No. 1 filed on July 1, 2005 (together, the "Statement") by and on behalf of Barington Companies Equity Partners, L.P. ("Barington") and others with respect to the common stock, par value \$1.00 per share (the "Common Stock"), of A. Schulman, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 3550 West Market Street, Akron, Ohio 44333.

Item 2. Identity and Background.

The first and second paragraphs of Item 2(a)-(c) of the Statement are hereby amended and restated as follows:

(a) - (c) This Statement is being filed by Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC, Barington Companies Offshore Fund, Ltd. (BVI), Barington Companies Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp., James Mitarotonda, Parche, LLC, Starboard Value & Opportunity Fund, LLC, Admiral Advisors, LLC, Ramius Capital Group, LLC, C4S & Co., LLC, Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, Thomas W. Strauss, Millenco, L.P., Millennium Management, L.L.C., Israel A. Englander, RJG Capital Partners, L.P., RJG Capital Management, LLC, Ronald Gross, D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund (TE), L.P., D.B. Zwirn Special Opportunities Fund, Ltd., HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC and Daniel B. Zwirn (each, a "Reporting Entity" and, collectively, the "Reporting Entities").

As of the date of this filing, the Reporting Entities are the beneficial owners of, in the aggregate, 1,927,388 shares of Common Stock, representing approximately 6.3% of the shares of Common Stock presently outstanding.

Item 2(a)-(c) of the Statement is hereby amended and supplemented as follows:

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Each of D.B. Zwirn Special Opportunities Fund, L.P. and D.B. Zwirn Special Opportunities Fund (TE), L.P. is a Delaware limited partnership formed to be a private investment fund. The address of the principal business and principal office of D.B. Zwirn Special Opportunities Fund, L.P. and D.B. Zwirn Special Opportunities Fund (TE), L.P. is 745 Fifth Avenue, 18th Floor, New York, New York 10151.

D.B. Zwirn Special Opportunities Fund, Ltd. is an exempted company organized under the laws of the Cayman Islands formed to be a private investment fund. The address of the principal business and principal office of D.B. Zwirn Special Opportunities Fund, Ltd. is c/o Goldman Sachs (Cayman) Trust, Limited, P.O. Box 896 GT, George Town, Harbour Centre, 2nd Floor, Grand Cayman, Cayman Island, British West Indies. HCM/Z Special Opportunities LLC is an exempted company organized under the laws of the Cayman Islands formed to be used as an investment vehicle. The address of the principal business and principal office of HCM/Z Special Opportunities LLC is c/o Highbridge Capital Corporation, Corporate Centre, 4th Floor, 27 Hospital Road, Grand Cayman, Cayman Islands, British West Indies. There are no officers of D.B. Zwirn Special Opportunities Fund, Ltd. or HCM/Z Special Opportunities LLC. The directors of D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC

and their principal occupations and business addresses are set forth on Schedule I and incorporated by reference in this Item 2.

The manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund (TE), L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC is D.B. Zwirn & Co., L.P. D.B. Zwirn & Co., L.P. is a Delaware limited partnership that acts as the manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund (TE), L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC. The address of the principal business and principal office of D.B. Zwirn & Co., L.P. is 745 Fifth Avenue, 18th Floor, New York, New York 10151. The general partner of D.B. Zwirn & Co., L.P. is DBZ GP, LLC. DBZ GP, LLC is a Delaware limited liability company that acts as the general partner of D.B. Zwirn & Co., L.P. The address of the principal business and principal office of DBZ GP, LLC is 745 Fifth Avenue, 18th Floor, New York, New York 10151.

The managing member of DBZ GP, LLC is Zwirn Holdings, LLC. Zwirn Holdings, LLC is a Delaware limited liability company that acts as the managing member of DBZ GP, LLC. The address of the principal business and principal office of Zwirn Holdings, LLC is 745 Fifth Avenue, 18th Floor, New York, New York 10151. Daniel B. Zwirn is the managing member of Zwirn Holdings, LLC. The business address of Mr. Zwirn is c/o D.B. Zwirn & Co., L.P., 745 Fifth Avenue, 18th Floor, New York, New York 10151.

Item 2(d)-(f) of the Statement is hereby amended and restated as follows:

(d) - (e) During the last five years, none of the Reporting Entities or any other person identified in response to this Item 2 was convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each natural person identified in Item 2 is a citizen of the United States, other than Graham Cook, a director of Barington Companies Offshore Fund, Ltd. (BVI), Alun Davies, a director of D.B. Zwirn Special Opportunities Fund, Ltd. and Hugh Thompson, a director of HCM/Z Special Opportunities LLC, each of

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whom is a citizen of the United Kingdom.

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

The information contained in Item 3 of the Statement is hereby amended and supplemented as follows:

Since the filing of the Statement, the Reporting Entities purchased an aggregate of 76,100 shares of Common Stock. The amount of funds expended for such purchases was approximately \$50,904.60 by Barington Companies Equity Partners, L.P., \$392,084.63 by Barington Companies Offshore Fund Ltd. (BVI), \$73,147.50 by Parche, LLC, \$384,478.56 by Starboard Value & Opportunity Fund, LLC, \$225,548.96 by Millenco, L.P., \$298,748.97 on behalf of Millenco, L.P., \$46,691.78 by HCM/Z Special Opportunities LLC, \$23,345.82 by D.B. Zwirn

Special Opportunities Fund, L.P., \$140,075.32 by D.B. Zwirn Special Opportunities Fund, Ltd. and \$23,345.96 by D.B. Zwirn Special Opportunities Fund (TE), L.P.

All purchases of Common Stock by the Reporting Entities were made in open market transactions. All transactions effected since the filing of the Statement are described in the Schedule II attached hereto. All such purchases of Common Stock were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business.

### Item 5. Interest in Securities of the Issuer.

Items 5(a) and 5(b) of the Statement are hereby amended and restated as follows:

(a) As of the date hereof, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 408,609 shares of Common Stock, representing approximately 1.34% of the shares of Common Stock presently outstanding based upon the 30,605,296 shares of Common Stock reported by the Company to be issued and outstanding as of June 30, 2005 in its Form 10-Q filed with the Securities and Exchange Commission on July 11, 2005 (the "Issued and Outstanding Shares"). As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 408,609 shares of Common Stock owned by Barington Companies Equity Partners, L.P.

As of the date hereof, Barington Companies Offshore Fund, Ltd. (BVI) beneficially owns 143,685 shares of Common Stock, constituting approximately 0.47% of the Issued and Outstanding Shares. As of the date hereof, Barington Companies Advisors, LLC beneficially owns 327,893 shares of Common Stock, which shares are held in a managed account as further described in Item 6. As the investment advisor to Barington Companies Offshore Fund, Ltd. (BVI), Barington Companies Advisors, LLC may also be deemed to beneficially own the 143,685 shares of Common Stock owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 471,578 shares, constituting approximately 1.54% of the Issued and Outstanding Shares. As the Managing Member of Barington Companies Advisors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 327,893 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC and the 143,685 shares of Common Stock owned by Barington Companies Offshore Fund, Ltd. (BVI). As the majority member of Barington Companies Investors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 408,609 shares of Common Stock owned by Barington Companies Equity Partners, L.P., representing an aggregate of 880,187 shares, constituting approximately 2.88% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 408,609 shares owned by Barington Companies Equity

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Partners, L.P., the 327,893 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC and the 143,685 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 880,187 shares, constituting approximately 2.88% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., Mr. Mitarotonda may be deemed to beneficially own the 408,609 shares owned by Barington Companies Equity Partners, L.P., the 327,893 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC and the 143,685 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 880,187 shares, constituting approximately 2.88% of the Issued and Outstanding Shares.

Mr. Mitarotonda has sole voting and dispositive power with respect to the 408,609 shares owned by Barington Companies Equity Partners, L.P. and the 143,685 shares owned by Barington Companies Offshore Fund, Ltd. (BVI) and shared voting and dispositive power with respect to the 327,893 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC by virtue of his authority to vote and dispose of such shares. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of the date hereof, each of Parche, LLC and Starboard Value & Opportunity Fund, LLC beneficially own the 157,183 shares and 825,250 shares of Common Stock, respectively, constituting approximately 0.51% and 2.7%, respectively, of the Issued and Outstanding Shares. As the Managing Member of each of Parche, LLC and Starboard Value & Opportunity Fund, LLC, Admiral Advisors, LLC may be deemed to beneficially own the 157,183 shares and the 825,250 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 982,433 shares, constituting approximately 3.21% of the Issued and Outstanding Shares. As the sole member of Admiral Advisors, LLC, Ramius Capital Group, LLC may be deemed to beneficially own the 157,183 shares and the 825,250 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 982,433 shares, constituting approximately 3.21% of the Issued and Outstanding Shares. As the Managing Member of Ramius Capital Group, LLC, C4S & Co., LLC may be deemed to beneficially own the 157,183 shares and the 825,250 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 982,433 shares, constituting approximately 3.21% of the Issued and Outstanding Shares. As the Managing Members of C4S & Co., LLC, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the 157,183 shares and the 825,250 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 982,433 shares, constituting approximately 3.21% of the Issued and Outstanding Shares. Each of Messrs. Cohen, Stark, Solomon and Strauss share voting and dispositive power with respect to the 157,183 shares and the 825,250 shares owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, by virtue of their shared authority to vote and dispose of such shares. Messrs. Cohen, Stark, Solomon & Strauss disclaim beneficial ownership of such shares.

As of the date hereof, Millenco, L.P. may be deemed to beneficially own an aggregate of 367,761 shares of Common Stock, representing approximately 1.2% of the Issued and Outstanding Shares, 327,893 shares of which are held in a managed account as further described in Item 6 and 39,868 shares of which are owned by Millenco, L.P.

As the general partner of Millenco, L.P., Millennium Management, L.L.C. may be deemed to beneficially own the 367,761 shares of Common Stock which may be deemed to be beneficially owned by Millenco, L.P. As the Managing Member of Millennium Management, L.L.C., which in turn is the general partner of Millenco,

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L.P., Mr. Englander may be deemed to beneficially own the 367,761 shares of Common Stock which may be deemed to be beneficially owned by Millenco, L.P., constituting approximately 1.2% of the Issued and Outstanding Shares. Mr. Englander disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of the date hereof, RJG Capital Partners, L.P. beneficially owns 12,500 shares of Common Stock, constituting approximately 0.04% of the Issued and Outstanding Shares. As the general partner of RJG Capital Partners, L.P., RJG Capital Management, LLC may be deemed to beneficially own the 12,500 shares owned by RJG Capital Partners, L.P., constituting approximately 0.04% of the Issued and Outstanding Shares. As the managing member of RJG Capital Management, LLC, which in turn is the general partner of RJG Capital Partners, L.P., Mr. Gross may be deemed to beneficially own the 12,500 shares owned by RJG Capital Partners, L.P., constituting approximately 0.04% of the Issued and Outstanding Shares. Mr. Gross has sole voting and dispositive power with respect to the 12,500 shares owned by RJG Capital Partners, L.P. by virtue of his authority to vote and dispose of such shares. Mr. Gross disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of the date hereof, each of D.B. Zwirn Special Opportunities Fund, L.P. and D.B. Zwirn Special Opportunities Fund (TE), L.P. beneficially own 1,240 shares and 1,240 shares of Common Stock, respectively, constituting approximately 0.004% and 0.004%, respectively, of the Issued and Outstanding Shares. As of the date hereof, each of D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC beneficially own 7,440 shares and 2,480 shares of Common Stock, respectively, constituting approximately 0.02% and 0.008%, respectively, of the Issued and Outstanding Shares.

As the manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund (TE), L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P. may be deemed to beneficially own the 1,240 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 1,240 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 7,440 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 2,480 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 12,400 shares, constituting approximately 0.04% of the Issued and Outstanding Shares. As general partner of D.B. Zwirn & Co., L.P., DBZ GP, LLC may be deemed to beneficially own the 1,240 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 1,240 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 7,440 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 2,480 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 12,400 shares, constituting approximately 0.04% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 1,240 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 1,240 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 7,440 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 2,480 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 12,400 shares, constituting approximately 0.04% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 1,240 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 1,240 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 7,440 shares of Common Stock beneficially owned by D.B. Zwirn Special

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Opportunities Fund, Ltd. and the 2,480 shares of Common Stock beneficially owned by HCM/Z Special

Opportunities LLC, representing an aggregate of 12,400 shares, constituting approximately 0.04% of the Issued and Outstanding Shares. Mr. Zwirn disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a), except for the following persons:

- (1) Messrs. Cohen, Stark, Solomon and Strauss have shared authority to vote and dispose of the shares reported as beneficially owned by them. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of such shares.
- (2) Pursuant to an account management agreement between Millennium Operations, LLC and Barington Companies Advisors, LLC (the "Management Agreement"), Barington Companies Advisors, LLC manages an investment account on behalf of Millenco, L.P. The 327,893 shares of Common Stock purchased in that managed account on behalf of Millenco, L.P. have been reported herein as being beneficially owned by Barington Companies Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp. and James Mitarotonda and may also be deemed to be beneficially owned by Millenco, L.P., Millennium Management, L.L.C. and Israel Englander. Each such Reporting Entity has shared voting and dispositive power with respect to such shares.

Except as set forth above, each of the other Reporting Entities may be deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Entity.

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

Item 6 of the Statement is hereby amended and supplemented as follows:

Barington Capital Advisors, LLC or one or more of its affiliates expect to receive from D.B. Zwirn Special Opportunities Fund, L.P. and/or its affiliates a fee with respect to certain profits D.B. Zwirn Special Opportunities Fund, L.P. and/or its affiliates may derive from their

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investment in the Common Stock of the Company. An agreement between the parties with respect to the foregoing has not yet been formalized.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Statement is hereby amended and supplemented as follows:

Exhibit No.	Exhibit Description
99.4	Agreement of Joint Filing among Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC, James Mitarotonda, Barington Companies Offshore Fund, Ltd., Barington Companies Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp., Parche, LLC, Starboard Value & Opportunity Fund, LLC, Admiral Advisors, LLC, Ramius Capital Group, LLC, C4S & Co., LLC, Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, Thomas W. Strauss, Millenco, L.P., Millennium Management, L.L.C., Israel A. Englander, RJG Capital Partners, L.P., RJG Capital Management, LLC, Ronald Gross, D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund (TE), L.P., D.B. Zwirn Special Opportunities Fund, Ltd., HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC and Daniel B. Zwirn dated August 3, 2005 (which supersedes and replaces the Agreement of Joint Filing dated June 6, 2005, as previously filed as Exhibit 99.1 to the Schedule 13D filed with the SEC on June 6, 2005).

SIGNATURES

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

Dated: August 3, 2005

BARINGTON COMPANIES EQUITY PARTNERS, L.P.  
By: Barington Companies Investors,  
LLC, its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda  
Title: Managing Member

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/s/ James A. Mitarotonda  
-----

James A. Mitarotonda

BARINGTON COMPANIES OFFSHORE FUND,  
LTD. (BVI)

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: President

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: Authorized Signatory

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its general  
partner

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: President and CEO

PARCHE, LLC

By: Admiral Advisors, LLC, its managing  
member

By: /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Authorized Signatory

STARBOARD VALUE & OPPORTUNITY FUND, LLC

By: Admiral Advisors, LLC, its managing  
member

By: /s/ Jeffrey M. Solomon  
-----



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Name: Jeffrey M. Solomon  
Title: Authorized Signatory

ADMIRAL ADVISORS, LLC  
By: Ramius Capital Group, LLC, its  
sole member

By: /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Authorized Signatory

RAMIUS CAPITAL GROUP, LLC  
By: C4S & Co., LLC, its Managing Member

By: /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Managing Member

C4S & CO., LLC

By: /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Managing Member

/s/ Jeffrey M. Solomon  
-----

Jeffrey M. Solomon, individually and  
as attorney-in-fact for Peter A.  
Cohen, Morgan B. Stark, and Thomas W.  
Strauss

MILLENCO, L.P.  
By: Millennium Management, L.L.C., its  
general partner

By: /s/ Terry Feeney  
-----

Name: Terry Feeney  
Title: Chief Operating Officer

MILLENIUM MANAGEMENT, L.L.C.

By: /s/ Terry Feeney  
-----

Name: Terry Feeney  
Title: Chief Operating Officer

/s/ Israel A. Englander by Simon M.  
Lorne pursuant to Power of Attorney

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previously filed with the SEC

-----  
Israel A. Englander

RJG CAPITAL PARTNERS, L.P.

By: RJG Capital Management, LLC,  
its general partner

By: /s/ Ronald J. Gross

-----  
Name: Ronald J. Gross  
Title: Managing Member

RJG CAPITAL MANAGEMENT, LLC

By: /s/ Ronald J. Gross

-----  
Name: Ronald J. Gross  
Title: Managing Member

/s/ Ronald J. Gross

-----  
Ronald J. Gross

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND,  
L.P.

By: D.B. ZWIRN PARTNERS, LLC,  
its general partner

BY: ZWIRN HOLDINGS, LLC,  
its managing member

By: /s/ Daniel B. Zwirn

-----  
Name: Daniel B. Zwirn  
Title: Managing Member

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND  
(TE), L.P.

By: D.B. ZWIRN PARTNERS, LLC,  
its general partner

BY: ZWIRN HOLDINGS, LLC,  
its managing member

By: /s/ Daniel B. Zwirn

-----  
Name: Daniel B. Zwirn  
Title: Managing Member

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D.B. ZWIRN SPECIAL OPPORTUNITIES FUND,  
LTD.

By: D.B. Zwirn & Co., L.P., its manager

By: DBZ GP, LLC, its general partner

By: Zwirn Holdings, LLC, its managing  
member

By: /s/ Daniel B. Zwirn  
-----

Name: Daniel B. Zwirn  
Title: Managing Member

HCM/Z SPECIAL OPPORTUNITIES LLC

By: D.B. Zwirn & Co., L.P., its manager

By: DBZ GP, LLC, its general partner

By: Zwirn Holdings, LLC, its managing  
member

By: /s/ Daniel B. Zwirn  
-----

Name: Daniel B. Zwirn  
Title: Managing Member

D.B. ZWIRN & CO., L.P.

By: DBZ GP, LLC, its general partner

By: Zwirn Holdings, LLC, its managing  
member

By: /s/ Daniel B. Zwirn  
-----

Name: Daniel B. Zwirn  
Title: Managing Member

DBZ GP, LLC

By: Zwirn Holdings, LLC, its managing  
member

By: /s/ Daniel B. Zwirn  
-----

Name: Daniel B. Zwirn  
Title: Managing Member

ZWIRN HOLDINGS, LLC

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By: /s/ Daniel B. Zwirn

-----  
 Name: Daniel B. Zwirn  
 Title: Managing Member

/s/ Daniel B. Zwirn

-----  
 Daniel B. Zwirn

SCHEDULE I

Directors of D.B. Zwirn Special Opportunities Fund, Ltd.

Name and Position -----	Principal Occupation -----	Principal Business Address -----
Daniel B. Zwirn Director	Managing Partner of D.B. Zwirn & Co., L.P.	745 Fifth Avenue 18th Floor New York, NY 10151
Alun J. Davies Director	Financial Consultant	PO Box 10034 APO Grand Cayman, Cayman Islands

Directors of HCM/Z Special Opportunities LLC

Name and Position -----	Principal Occupation -----	Principal Business Address -----
Glenn R. Dubin Director	Managing Member/Co-Founder of Highbridge Capital Management and Co-Chairman of Dubin & Swieca Capital Management	9 West 57th Street 27th Floor New York, NY 10019
Hugh G. Thompson Director	Senior Vice President of Maples Finance Limited	PO Box 1093GT Queensgate House South Church Street, George Town Grand Cayman, Cayman Islands

SCHEDULE II

This schedule sets forth information with respect to each purchase of Common Stock which was effectuated by a Reporting Entity since the filing of the Statement. All transactions were effectuated in the open market through a broker.

Shares purchased by Barington Companies Equity Partners, L.P.

Date -----	Number of Shares -----	Price Per Share -----	Cost (1) -----
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7/20/2005	75	18.392	\$ 1,379.40
7/21/2005	120	18.835	\$ 2,260.20
8/2/2005	2,500	18.906	\$47,265.00

-----

(1) Excludes commissions and other execution-related costs.

Shares purchased by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost (2)
7/20/2005	25	18.392	\$459.80
7/21/2005	40	18.835	\$753.40
7/25/2005	3,334	18.861	\$62,882.57
7/26/2005	6,625	18.903	\$125,232.38
7/26/2005	1,025	18.729	\$19,197.23
7/27/2005	4,750	18.743	\$89,029.25
8/2/2005	5,000	18.906	\$94,530.00

-----

(2) Excludes commissions and other execution-related costs.

Shares purchased by Parche, LLC

Date	Number of Shares	Price Per Share	Cost (3)
7/20/2005	375	18.392	\$6,897.00
7/21/2005	600	18.835	\$11,301.00
7/25/2005	532	18.860	\$10,033.52
7/26/2005	164	18.730	\$3,071.72
7/26/2005	1,060	18.903	\$20,037.18
7/27/2005	760	18.743	\$14,244.68
8/2/2005	400	18.906	\$7,562.40

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(3) Excludes commissions and other execution-related costs.

Shares purchased by Starboard Value & Opportunity Fund, LLC

Date	Number of Shares	Price Per Share	Cost (4)
7/20/2005	1,975	18.392	\$36,324.20
7/21/2005	3,160	18.835	\$59,518.60
7/25/2005	2,801	18.860	\$52,826.86
7/26/2005	861	18.730	\$16,126.53
7/26/2005	5,565	18.903	\$105,195.20
7/27/2005	3,990	18.743	\$74,784.57
8/2/2005	2,100	18.906	\$39,702.60

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(4) Excludes commissions and other execution-related costs.

Shares purchased on behalf of Millenco, L.P.



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7/7/2005	(100)	17.84	\$ (1,784.00)
7/7/2005	(100)	17.84	\$ (1,784.00)
7/7/2005	(100)	17.84	\$ (1,784.00)
7/7/2005	(100)	17.85	\$ (1,785.00)
7/7/2005	(100)	17.85	\$ (1,785.00)
7/7/2005	(100)	17.86	\$ (1,786.00)
7/7/2005	(100)	17.88	\$ (1,788.00)
7/7/2005	(96)	17.82	\$ (1,710.72)
7/7/2005	(88)	17.86	\$ (1,571.68)
7/7/2005	(12)	17.89	\$ (214.68)
7/8/2005	(100)	17.93	\$ (1,793.00)
7/12/2005	(500)	18.26	\$ (9,130.00)
7/12/2005	(300)	18.26	\$ (5,478.00)
7/12/2005	(160)	18.29	\$ (2,926.40)
7/12/2005	(155)	18.29	\$ (2,834.95)
7/12/2005	(100)	18.18	\$ (1,818.00)
7/12/2005	(100)	18.18	\$ (1,818.00)
7/12/2005	(100)	18.29	\$ (1,829.00)
7/12/2005	(85)	18.18	\$ (1,545.30)
7/12/2005	(85)	18.18	\$ (1,545.30)
7/12/2005	(85)	18.18	\$ (1,545.30)
7/12/2005	(85)	18.26	\$ (1,552.10)
7/12/2005	(85)	18.26	\$ (1,552.10)
7/12/2005	(85)	18.29	\$ (1,554.65)
7/12/2005	(45)	18.18	\$ (818.10)
7/12/2005	2	18.48	\$36.96
7/12/2005	16	18.47	\$295.52
7/12/2005	20	18.46	\$369.20
7/12/2005	30	18.41	\$552.30
7/12/2005	40	18.42	\$736.80
7/12/2005	47	18.36	\$862.92
7/12/2005	67	18.41	\$1,233.47
7/12/2005	84	18.44	\$1,548.96
7/12/2005	84	18.47	\$1,551.48
7/12/2005	88	18.43	\$1,621.84
7/12/2005	93	18.42	\$1,713.06
7/12/2005	100	18.42	\$1,842.00
7/12/2005	100	18.42	\$1,842.00
7/12/2005	100	18.42	\$1,842.00
7/12/2005	100	18.42	\$1,842.00
7/12/2005	100	18.43	\$1,843.00
7/12/2005	100	18.45	\$1,845.00
7/12/2005	100	18.45	\$1,845.00
7/12/2005	100	18.45	\$1,845.00
7/12/2005	100	18.45	\$1,845.00
7/12/2005	100	18.45	\$1,845.00
7/12/2005	100	18.45	\$1,845.00
7/12/2005	100	18.46	\$1,846.00
7/12/2005	100	18.46	\$1,846.00
7/12/2005	100	18.46	\$1,846.00
7/12/2005	100	18.47	\$1,847.00
7/12/2005	100	18.48	\$1,848.00
7/12/2005	100	18.41	\$1,841.00
7/12/2005	100	18.44	\$1,844.00
7/12/2005	100	18.44	\$1,844.00
7/12/2005	100	18.44	\$1,844.00
7/12/2005	100	18.44	\$1,844.00
7/12/2005	100	18.44	\$1,844.00
7/12/2005	100	18.44	\$1,844.00
7/12/2005	100	18.45	\$1,845.00
7/12/2005	100	18.46	\$1,846.00

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7/12/2005	100	18.46	\$1,846.00
7/12/2005	100	18.46	\$1,846.00
7/12/2005	100	18.47	\$1,847.00
7/12/2005	100	18.47	\$1,847.00
7/12/2005	105	18.45	\$1,937.25
7/12/2005	200	18.41	\$3,682.00
7/12/2005	200	18.41	\$3,682.00
7/12/2005	200	18.44	\$3,688.00
7/12/2005	200	18.47	\$3,694.00
7/12/2005	296	18.46	\$5,464.16
7/12/2005	300	18.45	\$5,535.00
7/12/2005	300	18.46	\$5,538.00
7/12/2005	300	18.48	\$5,544.00
7/12/2005	400	18.47	\$7,388.00
7/12/2005	400	18.4	\$7,360.00
7/12/2005	400	18.46	\$7,384.00
7/12/2005	498	18.48	\$9,203.04
7/12/2005	500	18.45	\$9,225.00
7/12/2005	500	18.45	\$9,225.00
7/12/2005	500	18.46	\$9,230.00
7/12/2005	500	18.46	\$9,230.00
7/12/2005	600	18.48	\$11,088.00
7/12/2005	700	18.46	\$12,922.00

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(6) Excludes commissions and other execution-related costs. Transactions include short sales.

Shares purchased on behalf of HCM/Z Special Opportunities LLC

Date	Number of Shares	Price Per Share	Cost (7)
----	-----	-----	-----
7/26/2005	1,325	18.903	\$25,046.48
7/26/2005	205	18.729	\$3,839.45
7/27/2005	950	18.743	\$17,805.85

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(7) Excludes commissions and other execution-related costs.

Shares purchased on behalf of D.B. Zwirn Special Opportunities Fund, L.P.

Date	Number of Shares	Price Per Share	Cost (8)
----	-----	-----	-----
7/26/2005	662	18.903	\$12,513.79
7/26/2005	102	18.729	\$1,910.36
7/27/2005	476	18.743	\$8,921.67

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(8) Excludes commissions and other execution-related costs.

Shares purchased on behalf of D.B. Zwirn Special Opportunities Fund, Ltd.

Number of



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Date	Shares	Price Per Share	Cost (9)
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7/26/2005	3,975	18.903	\$75,139.43
7/26/2005	615	18.729	\$11,518.34
7/27/2005	2,850	18.743	\$53,417.55

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(9) Excludes commissions and other execution-related costs.

Shares purchased on behalf of D.B. Zwirn Special Opportunities Fund (TE), L.P.

Date	Number of Shares	Price Per Share	Cost (10)
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7/26/2005	663	18.903	\$12,532.69
7/26/2005	103	18.729	\$1,929.09
7/27/2005	474	18.743	\$8,884.18

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(10) Excludes commissions and other execution-related costs.