BARINGTON COMPANIES EQUITY PARTNERS L P Form SC 13D/A

September 13, 2005

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

SCHEDULE 13D (Rule 13d-101) (Amendment No. 5)

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)

September 13, 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) [x]

(b) |_| 3) SEC USE ONLY 4) SOURCE OF FUNDS WC. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7) SOLE VOTING POWER NUMBER OF 440,250 SHARES SHARED VOTING POWER BENEFICIALLY OWNED BY none EACH REPORTING SOLE DISPOSITIVE POWER PERSON 440,250 WITH 10) SHARED DISPOSITIVE POWER none 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 440,250 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.44% 14) TYPE OF REPORTING PERSON PN SCHEDULE 13D CUSIP No. 808194104 NAME OF REPORTING PERSON 1) S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Barington Companies Investors, LLC 13-4126527 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2) (a) [x] (b) |_| 3) SEC USE ONLY 4) SOURCE OF FUNDS 00 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO 5) ITEMS 2(d) OR 2(e) 6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF		7)	SOLE VOTING POWER 440,250
	ICIALLY	8)	SHARED VOTING POWER
OWNED EACH	BY		none
REPOR PERSO		9)	SOLE DISPOSITIVE POWER 440,250
WITH	IN .		440,230
		10)	SHARED DISPOSITIVE POWER
			none
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 440,250		
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13)	PERCENT OF C	LASS REPRES	SENTED BY AMOUNT IN ROW (11) 1.44%
14)	TYPE OF REPO	RTING PERSC	OO 00

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)

	Barin	gron compani	les Offshore Fund, Ltd. (BVI)		
2)	CHECK THE A	PPROPRIATE E	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		F ORGANIZATION rgin Islands		
NUMBE SHARE		7)	SOLE VOTING POWER 293,931		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8)	SHARED VOTING POWER none		
		9)	SOLE DISPOSITIVE POWER 293,931		
		10)	SHARED DISPOSITIVE POWER none		

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

293,931

12)	CHECK BOX II	F THE AGGREGA	ATE AMOUNT I	N ROW (11)	EXCLUDE	S CERTAIN	SHARES
13)	PERCENT OF (CLASS REPRESE	ENTED BY AMO		(11)		
14)	TYPE OF REPO	ORTING PERSON	N 00				
			SCHEDUL	E 13D			
	No. 80819410						
1)	S.S. OR I.R.	ORTING PERSON	CATION NO. O		RSON		20-032747
2)	CHECK THE A	PPROPRIATE BO	OX IF A MEMB	ER OF A GRO	DUP	(a) [x] (b) _	
3)	SEC USE ONLY	- Ľ					
4)	SOURCE OF FU	JNDS	00				
5)	CHECK BOX II	F DISCLOSURE OR 2(e)	OF LEGAL PR	OCEEDINGS :	IS REQUI	RED PURSU.	ANT TO
6)	CITIZENSHIP	OR PLACE OF Delaware	ORGANIZATIO	N			
NUMBER		7)	SOLE VOTING 293,931	POWER			
	ICIALLY	8)	SHARED VOTI 339,793	NG POWER			
REPORT PERSON		9)	SOLE DISPOS 293,931	ITIVE POWER	₹		
V I I I I		10)	SHARED DISP 339,793	OSITIVE POW	VER		
11)	AGGREGATE AN	MOUNT BENEFIC	CIALLY OWNED 633,		EPORTING	PERSON	
12)	CHECK BOX II	F THE AGGREG <i>E</i>	ATE AMOUNT I	N ROW (11)	EXCLUDE		SHARES
13)	PERCENT OF (CLASS REPRESE	ENTED BY AMO 2.07%		(11)		
L4)	TYPE OF REPO	ORTING PERSON	N				

SCHEDULE 13D

CUSIP No. 808194104

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Barington Capital Group, L.P. 13-3635132						
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 New York	ORGANIZATION				
NUME SHAR	ER OF	7)	SOLE VOTING POWER 734,181				
BENE	FICIALLY D BY	8)	SHARED VOTING POWER 339,793				
	RTING ON	9)	SOLE DISPOSITIVE POWER 734,181				
***		10)	SHARED DISPOSITIVE POWER 339,793				
11)	AGGREGATE A	MOUNT BENEF	CIALLY OWNED BY EACH REPORT 1,073,974	ING PERSON			
12)	CHECK BOX I	F THE AGGREC	GATE AMOUNT IN ROW (11) EXCL	UDES CERTAIN SHARES			
13)	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW (11) 3.51%				
14)	TYPE OF REP	ORTING PERSO	DN				

SCHEDULE 13D

PN

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) [x]

				(b) _		
3)	SEC USE ONL	Y				
4)	SOURCE OF F	UNDS	00			
5)	CHECK BOX I ITEMS 2(d)		OF LEGAL PROCEEDINGS IS REQ	UIRED PURSUANT TO		
6)	CITIZENSHIP	OR PLACE OF Delaware	ORGANIZATION			
NUMBEI		7)	SOLE VOTING POWER 734,181			
	ICIALLY	8)	SHARED VOTING POWER 339,793			
REPOR' PERSOI	-	9)	SOLE DISPOSITIVE POWER 734,181			
		10)	SHARED DISPOSITIVE POWER 339,793			
11)	AGGREGATE A	MOUNT BENEFI	CIALLY OWNED BY EACH REPORTI 1,073,974	NG PERSON		
12)	CHECK BOX I	F THE AGGREG	ATE AMOUNT IN ROW (11) EXCLU	DES CERTAIN SHARES		
13)	PERCENT OF	CLASS REPRES	ENTED BY AMOUNT IN ROW (11)			
14)	TYPE OF REP	ORTING PERSO	N CO			
			SCHEDULE 13D			
CUSIP	No. 8081941	04				
1)	S.S. OR I.R	ORTING PERSO .S. IDENTIFI Mitarotonda	CATION NO. OF ABOVE PERSON			
2)	CHECK THE A	PPROPRIATE B	OX IF A MEMBER OF A GROUP	(a) [x] (b) _		
3)	SEC USE ONL	Y				
4)	SOURCE OF F	UNDS	00			
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) _					

CITIZENSHIP OR PLACE OF ORGANIZATION $\hbox{ United States }$

		7)	SOLE VOTING POWER
NUMBE	ER OF		734,181
SHARE			
	CIALLY	8)	SHARED VOTING POWER
OWNED) BY		339,793
EACH			
REPOF		9)	SOLE DISPOSITIVE POWER
PERSC)N		734,181
WITH		10)	SHARED DISPOSITIVE POWER
		10)	339,793
			337, 133
11)	AGGREGATE A	MOUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
,			1,073,974
12)	CHECK BOX I	F THE AGGREG	GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
			I_I
13)	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW (11)
			3.51%
1.4)	MADE OF SEC	ODETNIC DEDCC	
14)	TYPE OF REP	ORTING PERSC	
			IN

SCHEDULE 13D

CUSIP No. 808194104

NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Parche, LLC

20-0870632

2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x] (b) _				
3)	SEC USE ONLY				
4)	SOURCE OF FU	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				
NUMBE	NUMBER OF		SOLE VOTING POWER 178,065		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8)	SHARED VOTING POWER none		
		9)	SOLE DISPOSITIVE POWER 178,065		
		10)	SHARED DISPOSITIVE POWER none		

11)	AGGREGATE	AMOUNT	BENEFI	CIALLY OWNED BY EACH REPORTING PERSON 178,065		
12)	CHECK BOX	IF THE	AGGREG	ATE AMOUNT IN ROW (11) EXCLUDES CERTA:	IN SHARES	
13)	PERCENT OF	F CLASS	REPRES	ENTED BY AMOUNT IN ROW (11) 0.58%		
14)	TYPE OF RI	EPORTING	G PERSOI	N 00		
				SCHEDULE 13D		
CUSIP	No. 80819	4104				
1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Starboard Value & Opportunity Fund, LLC 20-066612					
2)	CHECK THE	APPROPI	RIATE BO	OX IF A MEMBER OF A GROUP (a) [x] (b) _		
3)	SEC USE ONLY					
4)	SOURCE OF	FUNDS		WC		
5)	CHECK BOX			OF LEGAL PROCEEDINGS IS REQUIRED PURS	SUANT TO	
6)	CITIZENSH	IP OR PI Dela		ORGANIZATION		
NUMBEI SHARE:			7)	SOLE VOTING POWER 934,876		
BENEF: OWNED EACH	ICIALLY BY		8)	SHARED VOTING POWER none		
REPOR'S PERSON WITH			9)	SOLE DISPOSITIVE POWER 934,876		
			10)	SHARED DISPOSITIVE POWER none		
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 934,876					
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			IN SHARES		
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.05%					
14)	TYPE OF REPORTING PERSON					

SCHEDULE 13D

CUSIP No. 808194104

37-1484525

2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x] (b) _				
3)	SEC USE ONLY				
4)	SOURCE OF FU	NDS	00		
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
6)		OR PLACE OF Delaware	ORGANIZATION		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		7)	SOLE VOTING POWER 1,112,941		
		8)	SHARED VOTING POWER none		
REPOR PERSO WITH	RTING DN	9)	SOLE DISPOSITIVE POWER 1,112,941		
	-	10)	SHARED DISPOSITIVE POWER none		
11)	AGGREGATE AM	OUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON 1,112,941		
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.64%				
14)	TYPE OF REPO	RTING PERSO	N 00		

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 A	PPROPRIATE B	OX IF A	MEMBER OF A	GROUP	(a) [x] (b) _	
3)	SEC USE ONL	Y					
4)	SOURCE OF F	UNDS	00				
5)	CHECK BOX II		OF LEGA	AL PROCEEDING	SS IS REQU	UIRED PURSU	ANT TO
6)	CITIZENSHIP	OR PLACE OF Delaware	ORGANIZ	ZATION			
NUMBEI SHARE:		7)	SOLE VO 1,112,9	OTING POWER 041			
	ICIALLY	8)	SHARED none	VOTING POWER	₹		
REPOR' PERSOI WITH		9)	SOLE DI 1,112,9	ISPOSITIVE PO)WER		
W I I I I		10)	SHARED none	DISPOSITIVE	POWER		
11)	AGGREGATE AI	MOUNT BENEFI		DWNED BY EACH	REPORTII	NG PERSON	
12)	CHECK BOX I	F THE AGGREG.	ATE AMOU	JNT IN ROW (1	1) EXCLUI	DES CERTAIN	SHARES
13)	PERCENT OF	CLASS REPRES		AMOUNT IN F	OW (11)		
14)	TYPE OF REP	ORTING PERSO		IA, 00			
			SCI	HEDULE 13D			
CUSIP	No. 8081941	04					
1)	S.S. OR I.R	ORTING PERSON		NO. OF ABOVE	PERSON		13-3946794
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x] (b) _						
3)	SEC USE ONL	Y					
4)	SOURCE OF F	UNDS	00				
5)	CHECK BOX I		OF LEGA	AL PROCEEDING	- 3s is requ	UIRED PURSU	ANT TO
6)	CITITENCUID	OD DIACE OF	ODCANTS	7 A T T O NI			

Delaware

		7)	SOLE VOTING POWER
	ER OF		1,112,941
SHARI	ES FICTALLY		CHAPER MOTING POWER
OWNE		8)	SHARED VOTING POWER none
EACH	Э Б1		none
	RTING	9)	SOLE DISPOSITIVE POWER
PERSO		2,	1,112,941
WITH	J.1.		1/110/311
		10)	SHARED DISPOSITIVE POWER
			none
11)	AGGREGATE A	MOUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
			1,112,941
12)	CHECK BOX I	F THE AGGREC	GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
			I_I
13)	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW (11)
10)	I BROBINI OI	CLINDO KLIKE	3.64%
14)	TYPE OF REP	ORTING PERSO	NO
			00

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Peter A. Cohen

	Peter	A. Cohen						
2)	CHECK THE AP	PROPRIATE E	BOX IF A MEMBER OF A GROUP (a) [x] (b) _					
3)	SEC USE ONLY	SE 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							
NUMBE	NUMBER OF		SOLE VOTING POWER none					
-	FICIALLY	8)	SHARED VOTING POWER 1,112,941					
REPOF PERSO		9)	SOLE DISPOSITIVE POWER none					
		10)	SHARED DISPOSITIVE POWER 1,112,941					

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE								
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.64% 4) TYPE OF REPORTING PERSON IN SCHEDULE 13D SCHEDULE 13D SCHEDULE 13D UNSIP No. 808194104 1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Morgan B. Stark 1) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x] (b) _ (b) _ (c) SOURCE OF FUNDS (d) SOURCE OF FUNDS (e) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) (d) CITIZENSHIP OR PLACE OF ORGANIZATION UNited States UNMBER OF none HARRES SERVEFICIALLY MINED BY 1,112,941 10) SHARED VOTING POWER none 1,112,941 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 2) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE	.⊥) .	AGGREGATE AM	OUNT BENEFI					
3.64% 4) TYPE OF REPORTING PERSON IN SCHEDULE 13D SCHEDULE 13D SCHEDULE 13D SCHEDULE 13D SCHEDULE 13D NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Morgan B. Stark CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x] (b) _ SEC USE ONLY SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) CITIZENSHIP OR PLACE OF ORGANIZATION United States 7) SOLE VOTING POWER none HARRES SENEFICIALLY SOLE VOTING POWER 1,112,941 10) SHARED VOTING POWER 1,112,941 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 2) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE	.2)	CHECK BOX IF	THE AGGREG					
SCHEDULE 13D SCHEDULE 13D SUSIP No. 808194104 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Morgan B. Stark CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x] (b) _ SEC USE ONLY SOURCE OF FUNDS O CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) SUMBER OF HARES SUMPTION SOLE VOTING POWER NONE 1,112,941 10) SHARED DISPOSITIVE POWER 1,112,941 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 2) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE [_ - - - - - - - - -	.3)	PERCENT OF C	LASS REPRES					
NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Morgan B. Stark CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x] (b) _ SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) JUMBER OF HARES SHENEFICIALLY WINNED BY JACH SEPORTING PERSON WITH 10) SHARED VOTING POWER none 1,112,941 10) SHARED DISPOSITIVE POWER 1,112,941 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 2) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE 3) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.64%	4)	TYPE OF REPO	RTING PERSO					
NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Morgan B. Stark CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) CITIZENSHIP OR PLACE OF ORGANIZATION United States CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) SOURCE OF FUNDS OO CITIZENSHIP OR PLACE OF ORGANIZATION United States CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) SOURCE OF FUNDS OO SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) II SOURCE OF FUNDS OO SOURCE OF FUNDS OO SOURCE OF FUNDS OO SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) II SOURCE OF FUNDS OO SOURCE OF FUNDS OO SOURCE OF FUNDS OO SOURCE OF FUNDS OO II SOURCE OF FUNDS OO SOURCE OF FUNDS OO SOURCE OF FUNDS OO SOURCE OF FUNDS OO SOURCE OF A MEMBER OF A GROUP II SOURCE OF A				SCHEDULE 13D				
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Morgan B. Stark CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x] (b) _ SEC USE ONLY (1) SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION United States IUMBER OF SHARES SHENEFICIALLY WINNED BY LACH LEPORTING PO SOLE VOTING POWER 1,112,941 ACH LEPORTING 10) SHARED DISPOSITIVE POWER 1,112,941 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE	CUSIP	No. 80819410	4 –					
(b) _ SEC USE ONLY SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)	,	S.S. OR I.R.	S. IDENTIFI					
SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) OF CITIZENSHIP OR PLACE OF ORGANIZATION United States OUMBER OF None SHARES SENEFICIALLY OWNED BY CACH REPORTING OF SOLE VOTING POWER 1,112,941 OUT SOLE VOTING POWER 1,112,941 OUT SHARED VOTING POWER 1,112,941 OUT SHARED DISPOSITIVE POWER 1,112,941	2)							
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION United States 7) SOLE VOTING POWER none SHARES SHENEFICIALLY WINED BY 1,112,941 10) SHARED VOTING POWER none 10) SOLE DISPOSITIVE POWER 1,112,941 10) SHARED DISPOSITIVE POWER 1,112,941 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE	3)	SEC USE ONLY						
ITEMS 2 (d) OR 2 (e) CITIZENSHIP OR PLACE OF ORGANIZATION United States NUMBER OF SHARES SHENEFICIALLY EXACT SHORE OF SHARES SENEFICIALLY EXECUTION OF SHARED VOTING POWER 1,112,941 10) SHARED DISPOSITIVE POWER 1,112,941 10) SHARED DISPOSITIVE POWER 1,112,941 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE - -	l)	SOURCE OF FUNDS OO						
United States 7) SOLE VOTING POWER none SHARES 8) SHARED VOTING POWER DEACH REPORTING PERSON FITH 9) SOLE DISPOSITIVE POWER none 10) SHARED DISPOSITIVE POWER 1,112,941 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE	,							
NUMBER OF none SHARES SENEFICIALLY SUNDED BY CACH REPORTING PERSON NITH 10) SHARED DISPOSITIVE POWER 1,112,941 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE	5)							
BENEFICIALLY DWNED BY DWNED BY EACH REPORTING PERSON NITH 10) SHARED DISPOSITIVE POWER 1,112,941 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.64%			7)					
PERSON NITH 10) SHARED DISPOSITIVE POWER 1,112,941 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.64%	BENEFI DWNED	CIALLY	8)					
10) SHARED DISPOSITIVE POWER 1,112,941 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,112,941 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE	REPORT PERSON		9)					
1,112,941 1.2) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE 1.3) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.64%			10)					
_ l3) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.64%	11)	AGGREGATE AM	OUNT BENEFI					
3.64%	12)	CHECK BOX IF	THE AGGREG					
	13)	PERCENT OF C	LASS REPRES					
14) TYPE OF REPORTING PERSON	14)	TYPE OF REPO	RTING PERSO	N				

SCHEDULE 13D

CUSIP No. 808194104

1)	NAME	OF	REPORTI	NG	PERSON				
	S.S.	OR	I.R.S.	IDE	ENTIFICATION	NO.	OF	ABOVE	PERSON
		Je	effrev M	1. 9	Solomon				

		y M. Solomo	on				
2)	CHECK THE AP	PROPRIATE E	BOX IF A MEMBER OF A GROUP (a) [x] (b) _				
3)	SEC USE ONLY						
4)	SOURCE OF FU	NDS	00				
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)						
6)		OR PLACE OF United Stat	ORGANIZATION ces				
NUMB!	ER OF	7)	SOLE VOTING POWER none				
BENEFICIALLY OWNED BY EACH		8)	SHARED VOTING POWER 1,112,941				
REPOR	RTING ON	9)	SOLE DISPOSITIVE POWER none				
		10)	SHARED DISPOSITIVE POWER 1,112,941				
11)	AGGREGATE AM	OUNT BENEFI	CCIALLY OWNED BY EACH REPORTING PERSON 1,112,941				
12)	CHECK BOX IF	THE AGGREG	GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13)	PERCENT OF C	LASS REPRES	SENTED BY AMOUNT IN ROW (11) 3.64%				
14)	TYPE OF REPO	RTING PERSC	N 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) [x]

						(b)	_	
3)	SEC USE ONL	Y						
4)	SOURCE OF F	UNDS	00					
5)	CHECK BOX I ITEMS 2(d)		RE OF LEGA	L PROCEEDINGS	S IS REQUI	RED PU	RSUAI	NT TO
6)	CITIZENSHIP	OR PLACE C		ATION				
NUMBEI		7)	SOLE VC	TING POWER				
SHARES BENEF OWNED EACH	ICIALLY	8)	SHARED 1,112,9	VOTING POWER				
REPOR' PERSOI WITH		9)	SOLE DI	SPOSITIVE POV	√ER			
		10)	SHARED 1,112,9	DISPOSITIVE H	POWER			
11)	AGGREGATE A	MOUNT BENEF		WNED BY EACH	REPORTING	G PERSO	N	
12)	CHECK BOX I	F THE AGGRE	GATE AMOU	NT IN ROW (13	l) EXCLUDE		AIN S	SHARES
13)	PERCENT OF	CLASS REPRE		AMOUNT IN RO	OW (11)			
14)	TYPE OF REP	ORTING PERS		N				
			SCH	EDULE 13D				
CUSIP	No. 8081941	04						
1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Millenco, L.P. 13-35329							13-353293
2)	CHECK THE A	PPROPRIATE	BOX IF A	MEMBER OF A (GROUP	(a) [: (b)		
3)	SEC USE ONL	Υ						
4)	SOURCE OF F	UNDS	WC					
5)	CHECK BOX I ITEMS 2(d)		RE OF LEGA	L PROCEEDINGS	S IS REQUI	IRED PU	RSUAI	NT TO
6)	CITIZENSHIP	OR PLACE C	F ORGANIZ	ATION				

		7)	SOLE VOTING POWER
NUMBE	R OF		39,868
SHARE	IS		
BENEF	CIALLY	8)	SHARED VOTING POWER
OWNED	BY		339,793
EACH			
REPOR	RTING	9)	SOLE DISPOSITIVE POWER
PERSO	N		39,868
WITH			
		10)	SHARED DISPOSITIVE POWER
			339,793
11)	AGGREGATE AM	OUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
			379,661
			·
12)	CHECK BOX IF	THE AGGREG	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
			_
13)	PERCENT OF C	LASS REPRES	ENTED BY AMOUNT IN ROW (11)
			1.24%
14)	TYPE OF REPO	RTING PERSO	N
			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 AF	PROPRIATE E	BOX IF A MEMBER OF A GROUP (a) [x] (b) _
3)	SEC USE ONLY	,	
4)	SOURCE OF FU	INDS	00
5)	CHECK BOX IF		OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
6)	CITIZENSHIP	OR PLACE OF Delaware	ORGANIZATION
NUMBE		7)	SOLE VOTING POWER 39,868
BENEFICIALLY OWNED BY EACH		8)	SHARED VOTING POWER 339,793
	RTING DN	9)	SOLE DISPOSITIVE POWER 39,868
		10)	SHARED DISPOSITIVE POWER 339,793

11)	AGGREGATE AMO	OUNT BENEFI	ICIALLY OWNED BY EACH REPORTING PERSON 379,661				
12)	CHECK BOX IF	THE AGGREG	GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13)	PERCENT OF C	LASS REPRES	SENTED BY AMOUNT IN ROW (11) 1.24%				
14)	TYPE OF REPO	RTING PERSC	OO M				
			SCHEDULE 13D				
CUSIP	No. 80819410	4					
1)			ICATION NO. OF ABOVE PERSON				
2)	CHECK THE API	PROPRIATE E	BOX IF A MEMBER OF A GROUP (a) [x] (b) _				
3)	SEC USE ONLY						
4)	SOURCE OF FUI	NDS	00				
5)	CHECK BOX IF ITEMS 2(d) O		E OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO				
6)		OR PLACE OF United Stat	F ORGANIZATION ces				
NUMBE:		7)	SOLE VOTING POWER 39,868				
	ICIALLY	8)	SHARED VOTING POWER 339,793				
REPOR PERSO: WITH		9)	SOLE DISPOSITIVE POWER 39,868				
	-	10)	SHARED DISPOSITIVE POWER 339,793				
11)	AGGREGATE AMO	 DUNT BENEFI	ICIALLY OWNED BY EACH REPORTING PERSON 379,661				
12)	CHECK BOX IF	THE AGGREG	GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13)	PERCENT OF C	LASS REPRES	SENTED BY AMOUNT IN ROW (11) 1.24%				
14)	TYPE OF REPO	RTING PERSC	NOIN				

SCHEDULE 13D

CUSIP No. 808194104

1)			CATION NO. OF ABOVE PERSON	20	-0133443
2)	CHECK THE AP	PROPRIATE B	OX IF A MEMBER OF A GROUP	(a) [x] (b) _	
3)	SEC USE ONLY				
4)	SOURCE OF FU	NDS	WC		
5)	CHECK BOX IF ITEMS 2(d) 0		OF LEGAL PROCEEDINGS IS REQ	UIRED PURSUANT	
6)		OR PLACE OF Delaware	ORGANIZATION		
NUMB:	ER OF	7)	SOLE VOTING POWER 12,500		
-	FICIALLY D BY	8)	SHARED VOTING POWER none		
	RTING ON	9)	SOLE DISPOSITIVE POWER 12,500		
WIII	-	10)	SHARED DISPOSITIVE POWER none		
11)	AGGREGATE AM	OUNT BENEFI	CIALLY OWNED BY EACH REPORTI 12,500	NG PERSON	
12)	CHECK BOX IF	THE AGGREG	TATE AMOUNT IN ROW (11) EXCLU	DES CERTAIN SH	IARES
13)	PERCENT OF C	LASS REPRES	ENTED BY AMOUNT IN ROW (11) 0.04%		
14)	TYPE OF REPO	RTING PERSC	N PN		

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
RJG Capital Management, LLC

20-0027325

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

			(b) _		
3)	SEC USE ONLY	,			
4)	SOURCE OF FU	INDS	00		
5)	CHECK BOX IF		E OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO		
6)		OR PLACE OF Delaware	F ORGANIZATION		
NUMBE SHARE		7)	SOLE VOTING POWER 12,500		
-	CIALLY	8)	SHARED VOTING POWER none		
REPOR PERSC WITH		9)	SOLE DISPOSITIVE POWER 12,500		
***		10)	SHARED DISPOSITIVE POWER none		
11)	AGGREGATE AM	OUNT BENEFI	ICIALLY OWNED BY EACH REPORTING PERSON 12,500		
12)	CHECK BOX IF	THE AGGREC	GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13)	PERCENT OF C	LASS REPRES	SENTED BY AMOUNT IN ROW (11) 0.04%		
14)	TYPE OF REPO	RTING PERSO	ОО		
			SCHEDULE 13D		
CUSIP	No. 80819410	4			
1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Ronald Gross				
2)	CHECK THE AP	PROPRIATE E	BOX IF A MEMBER OF A GROUP (a) [x] (b) _		
3)	SEC USE ONLY	,			
4)	SOURCE OF FU	INDS	00		
5)	CHECK BOX IF		E OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO		
6)		OR PLACE OF	F ORGANIZATION		

NUMBEI			7)	SOLE VOTING POWER 12,500
BENEF: OWNED EACH	ICIALLY BY		8)	SHARED VOTING POWER none
REPOR' PERSOI			9)	SOLE DISPOSITIVE POWER 12,500
			10)	SHARED DISPOSITIVE POWER none
11)	AGGREGATE A	MOUNT	BENEFI	CIALLY OWNED BY EACH REPORTING PERSON 12,500
12)	CHECK BOX I	F THE	AGGREGA	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13)	PERCENT OF	CLASS	REPRESI	ENTED BY AMOUNT IN ROW (11) 0.04%
14)	TYPE OF REP	ORTING	PERSO	N 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

		-1	oppoitunities runa, i.r.	73 103721
2)	CHECK THE A	PPROPRIATE B	OX IF A MEMBER OF A GROUP	(a) [x] (b) _
3)	SEC USE ONL	Y		
4)	SOURCE OF F	UNDS	WC	
5)	CHECK BOX I ITEMS 2(d)		OF LEGAL PROCEEDINGS IS R	EQUIRED PURSUANT TO
6)	CITIZENSHIP	OR PLACE OF Delaware	ORGANIZATION	
NUMBI SHARI	ER OF	7)	SOLE VOTING POWER 23,393	
-	FICIALLY D BY	8)	SHARED VOTING POWER none	
	RTING	9)	SOLE DISPOSITIVE POWER 23,393	
*** 111		10)	SHARED DISPOSITIVE POWER none	

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,393

12)	CHECK BOX IF	THE AGGRE	EGATE AMOUNT IN ROW (11) EXC	CLUDES CERTAIN	SHARES
				1.—1	
13)	PERCENT OF C	LASS REPRE	ESENTED BY AMOUNT IN ROW (1: 0.08%	1)	
L4)	TYPE OF REPO	RTING PERS	GON PN		
			SCHEDULE 13D		
CUSIP	No. 80819410	4			
1)		S. IDENTIF	SON FICATION NO. OF ABOVE PERSON Lal Opportunities Fund (TE),		20-002416
2)	CHECK THE AP	PROPRIATE	BOX IF A MEMBER OF A GROUP	(a) [x] (b) _	
3)	SEC USE ONLY				
4)	SOURCE OF FU	INDS	WC		
5)	CHECK BOX IF ITEMS 2(d) C		RE OF LEGAL PROCEEDINGS IS F	REQUIRED PURSU	
6)		OR PLACE O	OF ORGANIZATION		
NUMBE:		7)	SOLE VOTING POWER 23,393		
	ICIALLY	8)	SHARED VOTING POWER none		
REPOR PERSO: WITH		9)	SOLE DISPOSITIVE POWER 23,393		
WIIN		10)	SHARED DISPOSITIVE POWER none		
11)	AGGREGATE AM	OUNT BENEF	FICIALLY OWNED BY EACH REPOR	RTING PERSON	
12)	CHECK BOX IF	THE AGGRE	EGATE AMOUNT IN ROW (11) EXC	CLUDES CERTAIN	SHARES
	PERCENT OF C	LASS REPRE	ESENTED BY AMOUNT IN ROW (13	1)	
13)			0.000		

SCHEDULE 13D

CUSIP No. 808194104

1)	NAME	OF	REE	PORT	ING	PERS	SON								
	S.S.	OR	I.F	R.S.	ID:	ENTI	FICAT	CION	1 1	10.	OF	ABOV	JΕ	ΡĒ	CRSON
		D.	В.	Zwiı	n	Spec	ial (ppc	rt	uni	tie	s Fi	anc	d,	Ltd.
2)	CHECK	TH	IE A	APPRO	DPR	IATE	BOX	ΙF	Α	MEN	1BER	OF	А	GF	ROUP

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

	7)	SOLE VOTING POWER
NUMBER OF		140,356
SHARES		
BENEFICIALLY	8)	SHARED VOTING POWER
OWNED BY		none
EACH		
REPORTING	9)	SOLE DISPOSITIVE POWER
PERSON		140,356
WITH		
	10)	SHARED DISPOSITIVE POWER
		none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 140,356

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) \$0.46%

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) [x]

(a) [x] (b) |_|

(b) |_|

SEC USE ONI	.Y	
SOURCE OF E	'UNDS	WC
		E OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
CITIZENSHIE	OR PLACE OF Cayman Isla	
	7)	SOLE VOTING POWER 46,785
ICIALLY	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 46,785
	10)	SHARED DISPOSITIVE POWER none
AGGREGATE A	MOUNT BENEFI	ICIALLY OWNED BY EACH REPORTING PERSON 46,785
CHECK BOX I	F THE AGGREG	GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW (11) 0.15%
TYPE OF REF	ORTING PERSO	ON CO
		SCHEDULE 13D
No. 8081941	04	
S.S. OR I.F	R.S. IDENTIFI	ICATION NO. OF ABOVE PERSON
CHECK THE A	APPROPRIATE B	BOX IF A MEMBER OF A GROUP (a) [x] (b) _
SEC USE ONI	·Υ	
SOURCE OF F	UNDS	00
		E OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
CITIZENSHIE	OR PLACE OF Delaware	F ORGANIZATION
	SOURCE OF F CHECK BOX I ITEMS 2(d) CITIZENSHIF R OF S ICIALLY BY TING N AGGREGATE A CHECK BOX I PERCENT OF TYPE OF REF NAME OF REF S.S. OR I.F D.B. CHECK THE A SEC USE ONI SOURCE OF F CHECK BOX I	TIEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF CAYMAN ISL 7) R OF S ICIALLY 8) BY TING 9) N AGGREGATE AMOUNT BENEF CHECK BOX IF THE AGGRE PERCENT OF CLASS REPRE TYPE OF REPORTING PERSON NO. 808194104 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIF D.B. Zwirn & Co. CHECK THE APPROPRIATE SEC USE ONLY SOURCE OF FUNDS CHECK BOX IF DISCLOSUR ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE O

RTING PERSON
CLUDES CERTAIN SHARES
.)

SCHEDULE 13D

CUSIP No. 808194104

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
DBZ GP, LLC

42-1657316

2)	CHECK THE A	PPROPRIATE E	BOX IF A MEMBER OF A GROUP (a) [x] (b) _
3)	SEC USE ONL	Y	
4)	SOURCE OF F	UNDS	00
5)	CHECK BOX II		OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
6)	CITIZENSHIP	OR PLACE OF Delaware	ORGANIZATION
NUMB SHAR	ER OF	7)	SOLE VOTING POWER 233,927
BENE	FICIALLY D BY	8)	SHARED VOTING POWER none
	RTING ON	9)	SOLE DISPOSITIVE POWER 233,927
		10)	SHARED DISPOSITIVE POWER none

11)	AGGREGATE A	MOUNT BENEFI	CIALLY OWNED BY EACH REP 233,927	ORTING PERSON					
12)	CHECK BOX I	F THE AGGREG	ATE AMOUNT IN ROW (11) E	XCLUDES CERTAIN S	SHARES				
13)	PERCENT OF	CLASS REPRES	ENTED BY AMOUNT IN ROW (11)					
14)	TYPE OF REP	ORTING PERSO	N 00						
			SCHEDULE 13D						
CUSIP	No. 8081941	04							
1)	S.S. OR I.R	ORTING PERSO	CATION NO. OF ABOVE PERS	ON	30-0080444				
2)	CHECK THE A	PPROPRIATE B	OX IF A MEMBER OF A GROU	P (a) [x] (b) _					
3)	SEC USE ONLY								
4)	SOURCE OF F	UNDS	00						
5)	CHECK BOX I ITEMS 2(d)		OF LEGAL PROCEEDINGS IS	REQUIRED PURSUAN	IT TO				
6)	CITIZENSHIP	OR PLACE OF Delaware	ORGANIZATION						
NUMBE		7)	SOLE VOTING POWER 233,927						
OWNED	ICIALLY	8)	SHARED VOTING POWER none						
EACH REPORT PERSON WITH		9)	SOLE DISPOSITIVE POWER 233,927						
		10)	SHARED DISPOSITIVE POWE none	R					
11)	AGGREGATE A	MOUNT BENEFI	CIALLY OWNED BY EACH REP	ORTING PERSON					
12)	CHECK BOX I	F THE AGGREG	ATE AMOUNT IN ROW (11) E	XCLUDES CERTAIN S	SHARES				
13)	PERCENT OF	CLASS REPRES	ENTED BY AMOUNT IN ROW (11)					
14)	TYPE OF REP	ORTING PERSO	N 00						

SCHEDULE 13D

CUSIP No. 808194104

1)	NAME	OF	REPORTI	NG	PERSON				
	S.S.	OR	I.R.S.	IDE	ENTIFICATION	NO.	OF	ABOVE	PERSON
		Da	aniel B.	. 7.1	virn				

	Daniel	B. Zwirn	
2)	CHECK THE AP	PROPRIATE E	BOX IF A MEMBER OF A GROUP (a) [x] (b) _
3)	SEC USE ONLY		
4)	SOURCE OF FU	NDS	00
5)	CHECK BOX IF		E OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
6)		OR PLACE OF United Stat	F ORGANIZATION ces
NUMB:	ER OF	7)	SOLE VOTING POWER 233,927
-	FICIALLY D BY	8)	SHARED VOTING POWER none
REPO: PERSO		9)	SOLE DISPOSITIVE POWER 233,927
*****		10)	SHARED DISPOSITIVE POWER none
11)	AGGREGATE AM	OUNT BENEFI	ICIALLY OWNED BY EACH REPORTING PERSON 233,927
12)	CHECK BOX IF	THE AGGREG	GATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13)	PERCENT OF C	LASS REPRES	SENTED BY AMOUNT IN ROW (11) 0.76%
14)	TYPE OF REPO	RTING PERSO	ИС

SCHEDULE 13D

IN

CUSIP No. 808194104

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

(b) |_|

3)	SEC USE ONLY					
4)	SOURCE OF FU	NDS	PF			
5)	CHECK BOX IF ITEMS 2(d) C		OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO			
6)	-	OR PLACE OF United Stat	ORGANIZATION es			
NUMBE SHARE		7)	SOLE VOTING POWER 10,506			
BENEF OWNED EACH	ICIALLY BY	8)	SHARED VOTING POWER none			
REPOR PERSO WITH		9)	SOLE DISPOSITIVE POWER 10,506			
		10)	SHARED DISPOSITIVE POWER none			
11)	AGGREGATE AM	OUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON 10,506			
12)	2) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
13)	PERCENT OF C	LASS REPRES	ENTED BY AMOUNT IN ROW (11) 0.03%			
14)	TYPE OF REPO	RTING PERSO	N IN			

This Amendment No. 5 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, that certain Amendment No. 2 filed on August 3, 2005, that certain Amendment No. 3 filed on August 25, 2005 and that certain Amendment No. 4 filed on September 8, 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, Daniel B. Zwirn and Phillip D. Ashkettle (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, 2,483,716 shares of Common Stock, representing approximately 8.12% of the shares of Common Stock presently outstanding.

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

The business address of Phillip Ashkettle is 26045 Fawnwood Ct., Bonita Springs, Florida 34134. His present principal occupation is as a business advisor.

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 whom is a citizen of the United Kingdom.

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

Item 3 of the Statement is hereby amended and supplemented as follows:

All purchases of Common Stock effected by Phillip Ashkettle occurred in the past 60 days and are described in the attached Schedule. All such purchases of Common Stock were funded by the personal funds of Mr. Ashkettle. The amount of funds expended for such purchases was approximately \$197,106.24 by Mr. Ashkettle.

Item 4. Purpose of Transaction.

The information contained in Item 4 of the Statement is hereby supplemented as follows:

Barington has obtained the agreement of Phillip Ashkettle, a former chief executive officer of two companies in the plastics industry, that he would be willing to be named on a slate of nominees for election to the Board of Directors of the Company in the event that Barington and/or one or more of its affiliates should, in the future, determine to nominate directors for election to the Board at the Company's 2005 Annual Meeting of Stockholders.

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 440,250 shares of Common Stock, representing approximately 1.44% 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 440,250 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 293,931 shares of Common Stock, constituting approximately 0.96% of the Issued and Outstanding Shares. As of the date hereof, Barington Companies Advisors, LLC beneficially owns 339,793 shares of Common Stock, which shares are held in a managed account as further described in Item 6 of the Statement. As the investment advisor to Barington Companies Offshore Fund, Ltd. (BVI), Barington Companies Advisors, LLC may also be deemed to beneficially own the 293,931 shares of Common Stock owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 633,724 shares, constituting approximately 2.07% 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 339,793 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC and the 293,931 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 440,250 shares of Common Stock owned by Barington Companies Equity Partners, L.P., representing an aggregate of 1,073,974 shares, constituting approximately 3.51% 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 440,250 shares owned by Barington Companies Equity Partners, L.P., the 339,793 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC and the 293,931 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 1,073,974 shares, constituting approximately 3.51% 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 440,250 shares owned by Barington Companies Equity Partners, L.P., the 339,793 shares of Common Stock beneficially owned by Barington Companies Advisors, LLC and the 293,931 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 1,073,974 shares, constituting approximately 3.51% of the Issued and Outstanding Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 440,250 shares owned by Barington Companies Equity Partners, L.P. and the 293,931 shares owned by Barington Companies Offshore Fund, Ltd. (BVI) and shared voting and dispositive power with respect to the 339,793 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 178,065 shares and 934,876 shares of Common Stock, respectively, constituting approximately 0.58% and 3.05%, 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 178,065 shares and the 934,876 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 1,112,941 shares, constituting approximately 3.64% 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 178,065 shares and the 934,876 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 1,112,941 shares, constituting approximately 3.64% 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 178,065 shares and the 934,876 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 1,112,941 shares, constituting approximately 3.64% 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 178,065 shares and the 934,876 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 1,112,941 shares, constituting approximately 3.64% of the Issued and Outstanding Shares. Each of Messrs. Cohen, Stark, Solomon and Strauss share voting and dispositive power with respect to the 178,065 shares and the 934,876 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 379,661 shares of Common Stock, representing approximately 1.24% of the Issued and Outstanding Shares, 339,793 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. (with Millenco, L.P. holding an open short position of 5,388 shares of Common Stock).

As the general partner of Millenco, L.P., Millennium Management, L.L.C. may be deemed to beneficially own the 379,661 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, L.P., Mr. Englander may be deemed to beneficially own the 379,661 shares of Common Stock which may be deemed to be beneficially owned by Millenco, L.P., constituting approximately 1.24% of the Issued and Outstanding Shares. Each of Millennium Management L.L.C. and Mr. Englander disclaims beneficial ownership of any such shares except to the extent of its or his respective 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 23,393

shares and 23,393 shares of Common Stock, respectively, constituting approximately 0.08% and 0.08%, 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 140,356 shares and 46,785 shares of Common Stock, respectively, constituting approximately 0.46% and 0.15%, 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 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 140,356 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 46,785 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 233,927 shares, constituting approximately 0.76% 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 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 140,356 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities

Fund, Ltd. and the 46,785 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 233,927 shares, constituting approximately 0.76% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 140,356 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 46,785 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 233,927 shares, constituting approximately 0.76% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 23,393 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 140,356 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 46,785 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, representing an aggregate of 233,927 shares, constituting approximately 0.76% of the Issued and Outstanding Shares. Mr. Zwirn disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

As of the date hereof, Phillip Ashkettle owns 10,506 shares of Common Stock, constituting approximately 0.03% of the Issued and Outstanding Shares.

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 339,793 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 may be deemed to have 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.

- (c) No person identified in Item 2 hereof has effected any transaction in shares of such Common Stock during the 60 days preceding the date hereof, except to the extent disclosed in the Statement or the attached Schedule.
 - (d) Not applicable.
 - (e) Not applicable.
- 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:

Phillip Ashkettle has agreed to be named on a slate of nominees for election to the Board of Directors of the Company in the event that Barington and/or one or more of its affiliates should, in the future, determine to nominate directors for election to the Board at the Company's 2005 Annual Meeting of Stockholders. There is currently no written agreement between the parties with respect to the foregoing.

Item 7. Material to be Filed as Exhibits.

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

Exhibit No. Exhibit Description

99.6 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, Daniel B. Zwirn and Phillip Ashkettle dated September 13, 2005 (which supersedes and replaces the Agreement of Joint Filing dated August 3, 2005, as previously filed as Exhibit 99.4 to the Schedule 13D filed with the SEC on August 3, 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: September 13, 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

/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

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/ David Nolan Name: David Nolan Title: Executive Vice President MILLENNIUM MANAGEMENT, L.L.C. By: /s/ David Nolan

Name: David Nolan

Title: Executive Vice President

/s/ Israel A. Englander by Simon M. Lorne pursuant to Power of Attorney 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 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 By: /s/ Daniel B. Zwirn Name: Daniel B. Zwirn Title: Managing Member /s/ Daniel B. Zwirn _____ Daniel B. Zwirn /s/ Phillip D. Ashkettle _____ Phillip D. Ashkettle

SCHEDULE

This schedule sets forth information with respect to each purchase of Common Stock which was effectuated by Phillip Ashkettle during the past 60 days. All transactions were effectuated in the open market through a broker.

Shares purchased by Phillip Ashkettle

	Number of		
Date	Shares	Price Per Share	Cost(1)
8/9/2005	706	\$18.9057	\$13,347.42
8/10/05	9,800	\$18.7509	\$183,758.82

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