

SCS TRANSPORTATION INC
Form SC 13D/A
January 27, 2006
CUSIP No. 81111T102

13D

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

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

(Amendment No. 2)¹

SCS Transportation, Inc.
(Name of Issuer)

Common Stock, \$.001 Par Value
(Title of Class of Securities)

81111T102
(CUSIP Number)

STEVEN WOLOSKY, ESQ.
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300

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

January 26, 2006
(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 that 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 o.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act

(however, see the Notes).

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD.

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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7. SOLE VOTING POWER

Number of Shares

623,326

Beneficially Owned by Each Reporting Person

8. SHARED VOTING POWER

- 0 -

With 9. SOLE DISPOSITIVE POWER

623,326

10. SHARED DISPOSITIVE POWER

- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

623,326

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

o

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

4.3%

14. TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
PARCHE, LLC

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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

Number of Shares

249,636

Beneficially Owned

8. SHARED VOTING POWER

by Each Reporting Person

- 0 -

With 9. SOLE DISPOSITIVE POWER

249,636

10. SHARED DISPOSITIVE POWER

- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

249,636

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

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

1.7%

14. TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
RCG AMBROSE MASTER FUND, LTD

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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7. SOLE VOTING POWER

Number of Shares

87,043

Beneficially Owned by Each Reporting Person

8. SHARED VOTING POWER

- 0 -

With 9. SOLE DISPOSITIVE POWER

87,043

10. SHARED DISPOSITIVE POWER

- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,043

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

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

Less than 1%

14. TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
RCG HALIFAX FUND, LTD

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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7. SOLE VOTING POWER

Number of Shares

79,589

Beneficially Owned by Each Reporting Person

8. SHARED VOTING POWER

- 0 -

With 9. SOLE DISPOSITIVE POWER

79,589

10. SHARED DISPOSITIVE POWER

- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

79,589

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

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

Less than 1%

14. TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
RAMIUS MASTER FUND, LTD.

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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7. SOLE VOTING POWER

Number of Shares

390,069

Beneficially Owned

8. SHARED VOTING POWER

by Each Reporting Person

- 0 -

With 9. SOLE DISPOSITIVE POWER

390,069

10. SHARED DISPOSITIVE POWER

- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

390,069

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*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
ADMIRAL ADVISORS, LLC

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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

Number of Shares

872,962

Beneficially Owned

8. SHARED VOTING POWER

by Each Reporting Person

- 0 -

With 9. SOLE DISPOSITIVE POWER

872,962

10. SHARED DISPOSITIVE POWER

- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

872,962

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

o

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

6.0%

14. TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
RAMIUS ADVISORS, LLC

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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

Number of Shares

390,069

Beneficially Owned by Each Reporting Person

8. SHARED VOTING POWER

- 0 -

With 9. SOLE DISPOSITIVE POWER

390,069

10. SHARED DISPOSITIVE POWER

- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

390,069

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*

IA, OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
RAMIUS CAPITAL GROUP, LLC

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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

Number of Shares

1,429,663

Beneficially Owned by Each Reporting Person

8. SHARED VOTING POWER

- 0 -

With 9. SOLE DISPOSITIVE POWER

1,429,663

10. SHARED DISPOSITIVE POWER

- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,429,663

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

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

9.9%

14. TYPE OF REPORTING PERSON*

IA, OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
C4S & CO., LLC

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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

Number of Shares

1,429,663

Beneficially Owned by Each Reporting Person

8. SHARED VOTING POWER

- 0 -

With 9. SOLE DISPOSITIVE POWER

1,429,663

10. SHARED DISPOSITIVE POWER

- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,429,663

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

o

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

9.9%

14. TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

Number of Shares

-0-

Beneficially Owned

8. SHARED VOTING POWER

by Each Reporting Person

1,429,663

With

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

1,429,663

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,429,663

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

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

9.9%

14. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
MORGAN B. STARK

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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

Number of Shares

-0-

Beneficially Owned

8. SHARED VOTING POWER

by Each Reporting Person

1,429,663

With 9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

1,429,663

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,429,663

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

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

9.9%

14. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
JEFFREY M. SOLOMON

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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

Number of Shares

-0-

Beneficially Owned

8. SHARED VOTING POWER

by Each Reporting Person

1,429,663

With

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

1,429,663

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,429,663

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

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

9.9%

14. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

Number of Shares

-0-

Beneficially Owned

8. SHARED VOTING POWER

by Each Reporting Person

1,429,663

With 9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

1,429,663

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,429,663

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

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

9.9%

14. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
JEFFREY C. SMITH

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 ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

Number of Shares

-0-

Beneficially Owned

8. SHARED VOTING POWER

by Each Reporting Person

-0-

With 9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

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

0%

14. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
JEFFREY C. WARD

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

PF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

Number of Shares

2,000

Beneficially Owned by Each Reporting Person

8. SHARED VOTING POWER

- 0 -

With

9. SOLE DISPOSITIVE POWER

2,000

10. SHARED DISPOSITIVE POWER

- 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000

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

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

Less than 1%

14. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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The following constitutes Amendment No. 2 (Amendment No. 2) to the Schedule 13D filed by the undersigned. This Amendment No. 2 amends the Schedule 13D as specifically set forth.

Item 3 is hereby amended and restated as follows:

The Shares purchased by Starboard, Parche, RCG Ambrose, RCG Halifax and Ramius Master were purchased with the working capital of such entities (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein. The aggregate purchase cost of the 1,429,663 Shares beneficially owned in the aggregate by all of the Reporting Persons, not including Mr. Ward, is approximately \$31,273,269, including brokerage commissions. The aggregate purchase price of the 2,000 Shares owned directly by Mr. Ward is approximately \$45,040, including brokerage commissions. The Shares owned directly by Mr. Ward were acquired with personal funds.

Item 5 is hereby amended and restated as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 14,473,938 Shares outstanding, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 28, 2005.

A. Starboard

(a) As of the date of this filing, Starboard beneficially owns 623,326 Shares.

Percentage: Approximately 4.3% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 623,326
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 623,326
4. Shared power to dispose or direct the disposition: 0

(c) The number of Shares acquired by Starboard since the filing of Amendment No. 1 to Schedule 13D is set forth in Schedule A and is incorporated by reference.

B. Parche

(a) As of the date of this filing, Parche beneficially owns 249,636 Shares.

Percentage: Approximately 1.7% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 249,636
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 249,636
4. Shared power to dispose or direct the disposition: 0
-

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(c) The number of Shares acquired by Parche since the filing of Amendment No. 1 to Schedule 13D is set forth in Schedule A and is incorporated by reference.

C. RCG Ambrose

(a) As of the date of this filing, RCG Ambrose beneficially owns 87,043 Shares.

Percentage: Less than 1% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 87,043
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 87,043
4. Shared power to dispose or direct the disposition: 0

(c) The number of Shares acquired by RCG Ambrose since the filing of Amendment No. 1 to Schedule 13D is set forth in Schedule A and is incorporated by reference.

D. RCG Halifax

(a) As of the date of this filing, RCG Halifax beneficially owns 79,589 Shares.

Percentage: Less than 1% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 79,589
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 79,589
4. Shared power to dispose or direct the disposition: 0

(c) The number of Shares acquired by RCG Halifax since the filing of Amendment No. 1 to Schedule 13D is set forth in Schedule A and is incorporated by reference.

E. Ramius Master

(a) As of the date of this filing, Ramius Master beneficially owns 390,069 Shares.

Percentage: Approximately 2.7% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 390,069
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 390,069
4. Shared power to dispose or direct the disposition: 0

(c) The number of Shares acquired by Ramius Master since the filing of Amendment No. 1 to Schedule 13D is set forth in Schedule A and is incorporated by reference.

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F. Admiral Advisors

(a) As of the date of this filing, as the investment manager of Starboard and the managing member of Parche, Admiral Advisors may be deemed the beneficial owner of (i) 623,326 Shares owned by Starboard and (ii) 249,636 Shares owned by Parche.

Percentage: Approximately 6.0% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 872,962
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 872,962
- 4. Shared power to dispose or direct the disposition: 0

(c) Admiral Advisors did not enter into any transactions in the Shares since the filing of the Amendment No. 1 to Schedule 13D. The transactions in the Shares since the filing of Amendment No. 1 to Schedule 13D on behalf of Starboard and Parche, which were all in the open market, are set forth in Schedule A, and are incorporated by reference.

G. Ramius Advisors

(a) As of the date of this filing, as the investment advisor of Ramius Master, Ramius Advisors may be deemed the beneficial owner of 390,069 Shares owned by Ramius Master.

Percentage: Approximately 2.7% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 390,069
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 390,069
- 4. Shared power to dispose or direct the disposition: 0

(c) Ramius Advisors did not enter into any transactions in the Shares since the filing of Amendment No. 1 to Schedule 13D. The transactions in the Shares since the filing of Amendment No. 1 to Schedule 13D on behalf of Ramius Master, which were all in the open market, are set forth in Schedule A, and are incorporated by reference.

H. Ramius Capital

(a) As of the date of this filing, as the sole member of Admiral Advisors and Ramius Advisors (the investment advisor of Ramius Master) and as the investment advisor to RCG Halifax and RCG Ambrose, Ramius Capital may be deemed the beneficial owner of (i) 623,326 shares owned by Starboard, (ii) 249,636 Shares owned by Parche, (iii) 87,043 Shares owned by RCG Ambrose, (iv) 79,589 Shares owned by RCG Halifax and (v) 390,069 Shares owned by Ramius Master.

Percentage: Approximately 9.9% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 1,429,663
-

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2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 1,429,663
4. Shared power to dispose or direct the disposition: 0

(c) Ramius Capital did not enter into any transactions in the Shares since the filing of Amendment No. 1 to Schedule 13D. The transactions in the Shares since the filing of Amendment No. 1 to Schedule 13D on behalf of Starboard, Parche, RCG Ambrose, RCG Halifax and Ramius Master are set forth in Schedule A, and are incorporated herein by reference.

I. C4S

(a) As of the date of this filing, as the managing member of Ramius Capital, C4S may be deemed the beneficial owner of (i) 623,326 Shares owned by Starboard, (ii) 249,636 Shares owned by Parche, (iii) 87,043 Shares owned by RCG Ambrose, (iv) 79,589 Shares owned by RCG Halifax, and (v) 390,069 Shares owned by Ramius Master.

Percentage: Approximately 9.9% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 1,429,663
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 1,429,663
4. Shared power to dispose or direct the disposition: 0

(c) C4S did not enter into any transactions in the Shares since the filing of Amendment No. 1 to Schedule 13D. The transactions in the Shares since the filing of Amendment No. 1 to Schedule 13D on behalf of Starboard, Parche, RCG Ambrose, RCG Halifax and Ramius Master are set forth in Schedule A and are incorporated by reference.

J. Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon

(a) As of the date of this filing, as the managing members of C4S, each of Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon may be deemed the beneficial owner of (i) 623,326 Shares owned by Starboard, (ii) 249,636 Shares owned by Parche, (iii) 87,043 Shares owned by RCG Ambrose, (iv) 79,589 Shares owned by RCG Halifax and (v) 390,069 Shares owned by Ramius Master. Each of Messrs. Cohen, Stark, Solomon and Strauss share voting and dispositive power with respect to the Shares owned by Starboard, Parche, RCG Ambrose, RCG Halifax and Ramius Master by virtue of their shared authority to vote and dispose of such Shares. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of such Shares.

Percentage: Approximately 9.9% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 1,429,663
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 1,429,663
-

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(c) None of Mr. Cohen, Mr. Stark, Mr. Strauss or Mr. Solomon have entered into any transactions in the Shares since the filing of Amendment No. 1 to Schedule 13D. The transactions in the Shares since the filing of Amendment No. 1 to Schedule 13D on behalf of Starboard, Parche, RCG Ambrose, RCG Halifax and Ramius Master are set forth in Schedule A and are incorporated by reference.

K. Mr. Smith

(a) As of the date of this filing, Mr. Smith does not beneficially own any Shares of the Issuer.

Percentage: 0%

- (b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 0

(c) N/A

L. Mr. Ward

(a) As of the date of this filing, Mr. Ward beneficially owns 2,000 Shares.

Percentage: Less than 1% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 2,000
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 2,000
4. Shared power to dispose or direct the disposition: 0

(c) Mr. Ward has not acquired any Shares since the filing of Amendment No. 1 to Schedule 13D.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such Shares.

(e) Not applicable.

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SIGNATURES

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

Dated: January 27, 2006

RAMIUS CAPITAL GROUP, LLC

By: C4S & Co., L.L.C.,
as Managing Member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Managing Member

RCG AMBROSE MASTER FUND, LTD.

By: Ramius Capital Group, LLC,
its Investment Advisor

By: C4S & Co., L.L.C.,
its Managing Member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Managing Member

RCG HALIFAX FUND, LTD.

By: Ramius Capital Group, LLC,
its Investment Advisor

By: C4S & Co., L.L.C.,
its Managing Member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Managing Member

RAMIUS MASTER FUND, LTD

By: By: Ramius Advisors, LLC
its Investment Advisor

By: Ramius Capital Group, LLC
its Managing Member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Managing Member

C4S & CO., L.L.C.

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Managing Member

JEFFREY M. SOLOMON

By: /s/ Jeffrey M. Solomon

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

STARBOARD VALUE & OPPORTUNITY
MASTER FUND LTD.

PARCHE, LLC

By: Admiral Advisors, LLC, its managing
member

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By: /s/ Jeffrey M. Solomon

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Authorized Signatory

Name: Jeffrey M. Solomon
Title: Authorized Signatory

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ADMIRAL ADVISORS, LLC

By: Ramius Capital Group, LLC, its managing member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Authorized Signatory

/s/ Jeffrey C. Smith

JEFFREY C. SMITH

/s/ Jeffrey C. Ward

JEFFREY C. WARD

RAMIUS ADVISORS, LLC

By: Ramius Capital Group, LLC, its managing member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Authorized Signatory

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SCHEDULE A**Transactions in the Shares Since the Filing of Amendment No. 1 to Schedule 13D**

Shares of Common Stock <u>Purchased</u>	Price Per <u>Share(\$)</u>	Date of <u>Purchase</u>
<u>STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD.</u>		
4,410	28.2000	01/25/06
19,385	27.6716	01/25/06
29,400	27.8000	01/26/06
<u>PARCHE, LLC</u>		
1,853	28.2000	01/25/06
840	28.2000	01/25/06
8,143	27.6716	01/25/06
3,692	27.6716	01/25/06
12,350	27.8000	01/26/06
5,600	27.8000	01/26/06
<u>RCG AMBROSE MASTER FUND, LTD.</u>		
1,268	28.2000	01/25/06
5,571	27.6716	01/25/06
8,450	27.8000	01/26/06
<u>RCG HALIFAX FUND, LTD.</u>		
1,073	28.2000	01/25/06
4,714	27.6716	01/25/06
7,150	27.8000	01/26/06
<u>RAMIUS MASTER FUND, LTD</u>		
5,556	28.2000	01/25/06
24,428	27.6716	01/25/06
37,050	27.8000	01/26/06
