

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

TECHTEAM GLOBAL INC
Form SC 13G/A
May 19, 2006

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

Amendment No. 1 *

TechTeam Global, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

87831110-9
(CUSIP Number)

May 1, 2006
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

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

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 992,887

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 0

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 992,887

PERSON WITH (8) SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
992,887

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
Approximately 9.82%.

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

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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

(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER

SHARES 125,178

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY _____

EACH (7) SOLE DISPOSITIVE POWER

REPORTING 125,178

PERSON WITH (8) SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

125,178

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

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
Approximately 1.24%.

(12) TYPE OF REPORTING PERSON **
CO

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

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

(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER

SHARES 126,493

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BENEFICIALLY (6) SHARED VOTING POWER
0
OWNED BY _____
EACH (7) SOLE DISPOSITIVE POWER
REPORTING 126,493

PERSON WITH (8) SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
126,493

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
Approximately 1.25%.

(12) TYPE OF REPORTING PERSON **
CO

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

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER
SHARES 29,060

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY _____
EACH (7) SOLE DISPOSITIVE POWER
REPORTING 29,060

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PERSON WITH (8) SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

29,060

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

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
Approximately 0.3%.

(12) TYPE OF REPORTING PERSON **
CO

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

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

(a) [X]

(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER

SHARES 501,033

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER

REPORTING 501,033

PERSON WITH (8) SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

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501,033

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

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
Approximately 4.95%.

(12) TYPE OF REPORTING PERSON **
CO

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

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

(a) [X]

(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 211,123

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER

REPORTING 211,123

PERSON WITH (8) SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

211,123

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

[]

(11) PERCENT OF CLASS REPRESENTED

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BY AMOUNT IN ROW (9)
Approximately 2.08%.

(12) TYPE OF REPORTING PERSON **
BD

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

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 530,093

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 530,093

PERSON WITH (8) SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
530,093

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

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
Approximately 5.24%.

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

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

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

(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 992,887

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY _____

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 992,887

PERSON WITH (8) SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
992,887

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

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
Approximately 9.82%.

(12) TYPE OF REPORTING PERSON **
OO

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

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
SHARES _____

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 992,887

EACH (7) SOLE DISPOSITIVE POWER
REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER
992,887

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
992,887

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
Approximately 9.82%.

(12) TYPE OF REPORTING PERSON **
IN

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

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
SHARES _____

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 992,887

EACH (7) SOLE DISPOSITIVE POWER
REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER
992,887

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
992,887

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
Approximately 9.82%.

(12) TYPE OF REPORTING PERSON **
IN

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

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

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
SHARES _____

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 992,887

EACH (7) SOLE DISPOSITIVE POWER
REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER
992,887

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
992,887

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
Approximately 9.82%.

(12) TYPE OF REPORTING PERSON **
IN

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

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

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NUMBER OF (5) SOLE VOTING POWER
SHARES _____
BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 992,887

EACH (7) SOLE DISPOSITIVE POWER
REPORTING _____
PERSON WITH (8) SHARED DISPOSITIVE POWER
992,887

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
992,887

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
Approximately 9.82%.

(12) TYPE OF REPORTING PERSON **
IN

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This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G which was filed on March 30, 2006 (the "Schedule 13G") with respect to shares of common stock, par value \$0.01 per share (the "Common Stock") of TechTeam Global, Inc., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends items 2(a), 2(b), 2(c) and 4 as set forth below.

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

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

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

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Item 4. Ownership

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

(a) Amount Beneficially Owned:

As of the date hereof, (i) RCG Ambrose Master Fund, Ltd., a Cayman Islands company ("Ambrose") owns 125,178 shares of Common Stock, (ii) RCG Halifax Fund, Ltd., a Cayman Islands company ("Halifax") owns 126,493 shares of Common Stock, (iii) Ramius Fund III, Ltd., a Cayman Islands company ("Ramius III") owns 29,060 shares of Common Stock, (iv) Ramius Master Fund, Ltd., a Cayman Islands company ("Ramius Master Fund") owns 501,033 shares of Common Stock, and (v) Ramius Securities, L.L.C., a Delaware limited liability company ("Ramius Securities") owns 211,123 shares of Common Stock. In addition, (i) Ramius Advisors, LLC, a Delaware limited liability company ("Ramius Advisors") may be deemed to beneficially own the 530,093 shares owned by Ramius Master Fund and Ramius III and (ii) each of Ramius Capital Group, L.L.C., a Delaware limited liability company ("Ramius Capital"), C4S & Co., L.L.C., a Delaware limited liability company ("C4S"), Peter A. Cohen ("Mr. Cohen"), Morgan B. Stark ("Mr. Stark"), Thomas W. Strauss ("Mr. Strauss") and Jeffrey M. Solomon ("Mr. Solomon") may be deemed to beneficially own all shares of Common Stock held by Ambrose, Halifax, Ramius III, Ramius Master Fund and Ramius Securities, an aggregate number of 992,887 shares of Common Stock.

Note: Ramius Capital is the investment manager of Ambrose and Halifax and has the power to direct some of the affairs of Ambrose and Halifax, including decisions respecting the disposition of the proceeds from the sale of shares of the Common Stock. Ramius Advisors is the investment manager of Ramius Master Fund and Ramius III and has the power to direct some of the affairs of Ramius Master Fund and Ramius III, including decisions respecting the disposition of the proceeds from the sale of shares of the Common Stock. Ramius Capital is the sole member of Ramius Advisors. Ramius Securities is a broker dealer affiliated with Ramius Capital. Ramius Capital is the managing member of Ramius Securities. C4S is the managing member of Ramius Capital and in that capacity directs its operations. Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon are the managing members of C4S and in that capacity direct its operations. The foregoing should not be construed in and of itself as an

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admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. In addition, each of Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon disclaims beneficial ownership of the shares of Common Stock owned by Ambrose, Halifax, Ramius III, Ramius Master Fund and Ramius Securities and the filing of this statement shall not be construed as an admission that any such person is the beneficial owner of any such securities.

(b) Percent of class:

Based on the quarterly report on Form 10-Q filed by the Company on May 10, 2006, there were 10,112,939 shares of Common Stock outstanding as of May 1, 2006. Therefore, (i) Ambrose may be deemed to beneficially own 1.24% of the outstanding shares of Common Stock, (ii) Halifax may be deemed to beneficially own 1.25% of the outstanding shares of Common Stock, (iii) Ramius III may be deemed to beneficially own 0.3% of the outstanding shares of Common Stock, (iv)

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Ramius Master Fund may be deemed to beneficially own 4.95% of the outstanding shares of Common Stock, (v) Ramius Advisors may be deemed to beneficially own 5.24% of the outstanding shares of Common Stock, (vi) Ramius Securities may be deemed to beneficially own 2.08% of the outstanding shares of Common Stock, and (vii) each of Ramius Capital, C4S, Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon may be deemed to beneficially own 9.82% of the outstanding shares of Common Stock.

- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:
See Item 4(a) above.
 - (ii) Shared power to vote or to direct the vote:
See Item 4(a) above.
 - (iii) Sole power to dispose or to direct the disposition of:
See Item 4(a) above.
 - (iv) Shared power to dispose or to direct the disposition of:
See Item 4(a) above.

Exhibits:

Exhibit I: Joint Filing Agreement, dated May 18, 2006 by and among Ramius Capital, Ambrose, Halifax, Ramius III, Ramius Master Fund, Ramius Securities, Ramius Advisors, C4S, Mr. Cohen, Mr. Stark, Mr. Strauss and Mr. Solomon.

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SIGNATURE

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

Dated this 18th day of May, 2006

RCG AMBROSE MASTER FUND, LTD.
By: Ramius Capital Group, L.L.C.,
its investment manager
By: C4S & Co., L.L.C.,
its managing member

RAMIUS MASTER FUND, LTD
By: Ramius Advisors, LLC
its investment manager
By: Ramius Capital Group, L.L.C.
its sole member

RCG HALIFAX FUND, LTD.
By: Ramius Capital Group, L.L.C.,
its investment manager
By: C4S & Co., L.L.C.,
its managing member

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

RAMIUS SECURITIES, L.L.C.
By: Ramius Capital Group, L.L.C.,
its managing member
By: C4S & Co., L.L.C.,
its managing member

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

RAMIUS FUND III, LTD
By: Ramius Advisors, LLC
its investment manager
By: Ramius Capital Group, L.L.C.

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its sole member

C4S & CO., L.L.C.

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Authorized Signatory

MORGAN B. STARK

/s/ Morgan B. Stark

Individually and as attorney-in-fact
for Peter A. Cohen,
Jeffrey M. Solomon and
Thomas W. Strauss

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EXHIBIT I
JOINT FILING AGREEMENT
PURSUANT TO RULE 13D-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated this 18th day of May, 2006

RCG AMBROSE MASTER FUND, LTD.

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

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

RCG HALIFAX FUND, LTD.

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

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

RAMIUS SECURITIES, L.L.C.

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

By: C4S & Co., L.L.C.,

RAMIUS MASTER FUND, LTD

By: Ramius Advisors, LLC
its investment manager

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

RAMIUS ADVISORS, LLC

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

RAMIUS CAPITAL GROUP, L.L.C.

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

RAMIUS FUND III, LTD

By: Ramius Advisors, LLC

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its managing member

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

C4S & CO., L.L.C.

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Authorized Signatory

MORGAN B. STARK

/s/ Morgan B. Stark

Individually and as attorney-in-fact
for Peter A. Cohen,
Jeffrey M. Solomon and
Thomas W. Strauss