

AGILYSYS INC  
Form SC 13D/A  
January 22, 2010

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

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 9)1

Agilysys, Inc.

(Name of Issuer)

Common Stock, no par value  
(Title of Class of Securities)

00847J105

(CUSIP Number)

MARK MITCHELL  
RAMIUS LLC  
599 Lexington Avenue, 20th Floor  
New York, New York 10022  
(212) 845-7988

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 22, 2010

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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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 ("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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CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD

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

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		889,382
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	889,382
		SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

889,382

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

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

3.9%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RAMIUS ENTERPRISE MASTER FUND LTD

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		224,352
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		224,352
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

224,352

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

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RAMIUS NAVIGATION MASTER FUND LTD

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		923,978
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		923,978
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

923,978

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

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

4.0%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RCG PB, LTD

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

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		923,978
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		923,978
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

923,978

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

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

4.0%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RAMIUS ADVISORS, LLC

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	1,148,330 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	1,148,330 SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,148,330

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

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

5.0%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RCG STARBOARD ADVISORS, LLC

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		889,382
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		889,382
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

889,382

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

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

3.9%

14 TYPE OF REPORTING PERSON

OO



CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RAMIUS LLC

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,037,712
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		2,037,712
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,037,712

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

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

8.8%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

COWEN GROUP, INC.

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,037,712
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		2,037,712
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,037,712

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

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

8.8%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

RCG HOLDINGS LLC

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,037,712
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		2,037,712
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,037,712

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

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

8.8%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

C4S & CO., L.L.C.

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		2,037,712
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		2,037,712
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,037,712

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

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

8.8%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

PETER A. COHEN

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

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		2,037,712
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 -
		SHARED DISPOSITIVE POWER
		2,037,712

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,037,712

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

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

8.8%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

MORGAN B. STARK

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	2,037,712 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		2,037,712

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,037,712

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

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

8.8%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

JEFFREY M. SOLOMON

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	2,037,712 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		2,037,712

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,037,712

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

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

8.8%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 00847J105

1 NAME OF REPORTING PERSON

THOMAS W. STRAUSS

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	2,037,712 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		2,037,712

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,037,712

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

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

8.8%

14 TYPE OF REPORTING PERSON

IN



CUSIP NO. 00847J105

The following constitutes Amendment No. 9 to the Schedule 13D filed by the undersigned (“Amendment No. 9”). This Amendment No. 9 amends the Schedule 13D as specifically set forth.

Item 2. Identity and Background.

Item 2 is hereby amended and restated to read as follows:

- (a) This statement is filed by:
- (i) Ramius Value and Opportunity Master Fund Ltd, a Cayman Islands exempted company (“Value and Opportunity Master Fund”), with respect to the Shares directly and beneficially owned by it;
  - (ii) Ramius Enterprise Master Fund Ltd, a Cayman Islands exempted company (“Enterprise Master Fund”), with respect to the Shares directly and beneficially owned by it;
  - (iii) Ramius Navigation Master Fund Ltd, a Cayman Islands exempted company (“Navigation Master Fund”), with respect to the Shares directly and beneficially owned by it;
  - (iv) RCG PB, Ltd, a Cayman Islands exempted company (“RCG PB”), who is the sole shareholder of Navigation Master Fund;
  - (v) Ramius Advisors, LLC, a Delaware limited liability company (“Ramius Advisors”), who serves as the investment advisor of Enterprise Master Fund and Navigation Master Fund;
  - (vi) RCG Starboard Advisors, LLC, a Delaware limited liability company (“RCG Starboard Advisors”), who serves as the investment manager of Value and Opportunity Master Fund;
  - (vii) Ramius LLC, a Delaware limited liability company (“Ramius”), who serves as the sole member of each of RCG Starboard Advisors and Ramius Advisors;
  - (viii) Cowen Group, Inc., a Delaware corporation (“Cowen”), who serves as the sole member of Ramius;
  - (ix) RCG Holdings LLC, a Delaware limited liability company (“RCG Holdings”), who is a significant shareholder of Cowen;
  - (x) C4S & Co., L.L.C., a Delaware limited liability company (“C4S”), who serves as managing member of RCG Holdings;
  - (xi) Peter A. Cohen, who serves as one of the managing members of C4S;
  - (xii) Morgan B. Stark, who serves as one of the managing members of C4S;
  - (xiii) Thomas W. Strauss, who serves as one of the managing members of C4S; and
  - (xiv) Jeffrey M. Solomon, who serves as one of the managing members of C4S.

CUSIP NO. 00847J105

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Ramius Advisors, RCG Starboard Advisors, Ramius, Cowen, RCG Holdings, C4S, and Messrs. Cohen, Stark, Strauss and Solomon is 599 Lexington Avenue, 20th Floor, New York, New York 10022.

The address of the principal office of each of Value and Opportunity Master Fund, Enterprise Master Fund, Navigation Master Fund and RCG PB is c/o Citco Fund Services (Cayman Islands) Limited, Regatta Office Park, Windward 1, 2nd Floor, PO Box 31106, Grand Cayman KY1-1205, Cayman Islands. The officers and directors of Value and Opportunity Master Fund and their principal occupations and business addresses are set forth on Schedule B and incorporated by reference in this Item 2. The officers and directors of Enterprise Master Fund and their principal occupations and business addresses are set forth on Schedule C and incorporated by reference in this Item 2. The officers and directors of Navigation Master Fund and their principal occupations and business addresses are set forth on Schedule D and incorporated by reference in this Item 2. The officers and directors of RCG PB and their principal occupations and business addresses are set forth on Schedule E and incorporated by reference in this Item 2. The officers and directors of Cowen and their principal occupations and business addresses are set forth on Schedule F and incorporated by reference in this Item 2.

(c) The principal business of each of Value and Opportunity Master Fund, Enterprise Master Fund, RCG PB and Navigation Master Fund is serving as a private investment fund. Value and Opportunity Master Fund has been formed for the purpose of making equity investments and, on occasion, taking an active role in the management of portfolio companies in order to enhance shareholder value. Each of Enterprise Master Fund and Navigation Master Fund has been formed for the purpose of making equity and debt investments. RCG PB is the sole shareholder of Navigation Master Fund. The principal business of RCG Starboard Advisors is acting as the investment manager of Value and Opportunity Master Fund. The principal business of Ramius Advisors is acting as the investment advisor of Navigation Master Fund and Enterprise Master Fund. Ramius is engaged in money management and investment advisory services for third parties and proprietary accounts and serves as the sole member of each of RCG Starboard Advisors and Ramius Advisors. Cowen provides alternative investment management, investment banking, research, and sales and trading services through its business units, Ramius and Cowen and Company. Cowen also serves as the sole member of Ramius. RCG Holdings is a significant shareholder of Cowen. C4S serves as managing member of Ramius. Messrs. Cohen, Strauss, Stark and Solomon serve as co-managing members of C4S.

(d) No Reporting Person, nor any person listed on Schedule B, Schedule C, Schedule D, Schedule E or Schedule F, each annexed hereto, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person, nor any person listed on Schedule B, Schedule C, Schedule D, Schedule E or Schedule F, each annexed hereto, has, during the last five years, been 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) Messrs. Cohen, Stark, Strauss, and Solomon are citizens of the United States of America.

CUSIP NO. 00847J105

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

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by Value and Opportunity Master Fund, Navigation Master Fund and Enterprise Master Fund were purchased with working capital (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 2,037,712 Shares beneficially owned in the aggregate by Value and Opportunity Master Fund, Navigation Master Fund and Enterprise Master Fund is approximately \$16,728,000, excluding brokerage commissions.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and restated to read as follows:

The Reporting Persons have reviewed the proxy materials filed by the Issuer and MAK Capital Fund LP (“MAK”), respectively, in connection with the special meeting of shareholders scheduled to be held on February 18, 2010 (the “Special Meeting”) to consider and vote on whether to authorize MAK and Paloma International L.P. (“Paloma”) to increase their aggregate ownership to 20% or more, but not to exceed one-third, of the Issuer’s outstanding shares (the “Proposed Control Share Acquisition”). The Reporting Persons have also reviewed certain other materials in connection with the Proposed Control Share Acquisition, including but not limited to the Voting Trust Agreement by and among MAK, Paloma and Computershare Trust Company, N.A. The Reporting Persons intend to vote against the Proposed Control Share Acquisition at the Special Meeting because the Reporting Persons believe that (i) the Proposed Control Share Acquisition is not in the best interests of the Issuer’s shareholders and (ii) that this potential level of ownership by MAK and Paloma would provide the firms with disproportional influence and control over the Issuer’s Board of Directors and corporate policy without proper protections under the Voting Trust Agreement.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 23,096,119 Shares outstanding, as of January 15, 2010, which is the total number of Shares outstanding as reported in the Issuer’s Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on January 21, 2010.

A. Value and Opportunity Master Fund

(a) As of the close of business on January 21, 2010, Value and Opportunity Master Fund beneficially owned 889,382 Shares.

Percentage: Approximately 3.9%

- (b)
1. Sole power to vote or direct vote: 889,382
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 889,382
  4. Shared power to dispose or direct the disposition: 0



CUSIP NO. 00847J105

(c) The transactions in the Shares by Value and Opportunity Master Fund during the past 60 days are set forth in Schedule A and are incorporated by reference.

B. Navigation Master Fund

(a) As of the close of business on January 21, 2010, Navigation Master Fund beneficially owned 923,978 Shares.

Percentage: Approximately 4.0%

- (b)
1. Sole power to vote or direct vote: 923,978
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 923,978
  4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Navigation Master Fund during the past 60 days are set forth in Schedule A and are incorporated by reference.

C. Enterprise Master Fund

(a) As of the close of business on January 21, 2010, Enterprise Master Fund beneficially owned 224,352 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 224,352
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 224,352
  4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Enterprise Master Fund during the past 60 days are set forth in Schedule A and are incorporated by reference.

D. RCG PB

(a) RCG PB, as the sole shareholder of Navigation Master Fund, may be deemed the beneficial owner of 923,978 Shares owned by Navigation Master Fund.

Percentage: Approximately 4.0%

- (b)
1. Sole power to vote or direct vote: 923,978
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 923,978
  4. Shared power to dispose or direct the disposition: 0

CUSIP NO. 00847J105

(c) On January 1, 2010, RCG PB transferred all of the Shares held by it to Navigation Master Fund in an exempt transaction. Additional transactions in the Shares by RCG PB during the past 60 days are set forth in Schedule A and are incorporated by reference. The transactions in the Shares during the past 60 days on behalf of Navigation Master Fund are set forth in Schedule A and are incorporated by reference.

E. RCG Starboard Advisors

(a) RCG Starboard Advisors, as the investment manager of Value and Opportunity Master Fund, may be deemed the beneficial owner of the 889,382 Shares owned by Value and Opportunity Master Fund.

Percentage: Approximately 3.9%

- (b)
1. Sole power to vote or direct vote: 989,812
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 989,812
  4. Shared power to dispose or direct the disposition: 0

(c) RCG Starboard Advisors did not enter into any transactions in the Shares during the past 60 days. The transactions in the Shares on behalf of Value and Opportunity Master Fund are set forth on Schedule A and are incorporated by reference.

F. Ramius Advisors

(a) Ramius Advisors, as the investment advisor of each of Enterprise Master Fund and Navigation Master Fund, may be deemed the beneficial owner of the (i) 224,352 Shares owned by Enterprise Master Fund and (ii) 923,978 Shares owned by Navigation Master Fund.

Percentage: Approximately 5.0%.

- (b)
1. Sole power to vote or direct vote: 1,148,330
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 1,148,330
  4. Shared power to dispose or direct the disposition: 0

(c) Ramius Advisors did not enter into any transactions in the Shares during the past 60 days. The transactions in the Shares on behalf of Enterprise Master Fund and Navigation Master Fund during the past 60 days are set forth in Schedule A and are incorporated by reference.

G. Ramius

(a) Ramius, as the sole member of each of RCG Starboard Advisors and Ramius Advisors, may be deemed the beneficial owner of the (i) 889,382 Shares owned by Value and Opportunity Master Fund, (ii) 923,978 Shares owned by Navigation Master Fund and (iii) 224,352 Shares owned by Enterprise Master Fund.

Percentage: Approximately 8.8%

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- (b)
  - 1. Sole power to vote or direct vote: 2,037,712
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,037,712
  - 4. Shared power to dispose or direct the disposition: 0

(c) Ramius did not enter into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, Navigation Master Fund and Enterprise Master Fund are set forth in Schedule A and are incorporated by reference.

H. Cowen

(a) Cowen, as the sole member of Ramius, may be deemed the beneficial owner of the (i) 889,382 Shares owned by Value and Opportunity Master Fund, (ii) 923,978 Shares owned by Navigation Master Fund and (iii) 224,352 Shares owned by Enterprise Master Fund.

Percentage: Approximately 8.8%

- (b)
  - 1. Sole power to vote or direct vote: 2,037,712
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,037,712
  - 4. Shared power to dispose or direct the disposition: 0

(c) Cowen did not enter into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, Navigation Master Fund and Enterprise Master Fund are set forth in Schedule A and are incorporated by reference.

I. RCG Holdings

(a) RCG Holdings, as a significant shareholder of Cowen, may be deemed the beneficial owner of the (i) 889,382 Shares owned by Value and Opportunity Master Fund, (ii) 923,978 Shares owned by Navigation Master Fund and (iii) 224,352 Shares owned by Enterprise Master Fund.

Percentage: Approximately 8.8%

- (b)
  - 1. Sole power to vote or direct vote: 2,037,712
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,037,712
  - 4. Shared power to dispose or direct the disposition: 0

(c) RCG Holdings did not enter into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, Navigation Master Fund and Enterprise Master Fund are set forth in Schedule A and are incorporated by reference.

J. C4S

(a) C4S, as the managing member of RCG Holdings, may be deemed the beneficial owner of the (i) 889,382 Shares owned by Value and Opportunity Master Fund, (ii) 923,978 Shares owned by Navigation Master Fund and (iii) 224,352 Shares owned by Enterprise Master Fund.

Percentage: Approximately 8.8%

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- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 2,037,712
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 2,037,712

(c) C4S did not enter into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, Navigation Master Fund and Enterprise Master Fund are set forth in Schedule A and are incorporated by reference.

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

(a) Each of Messrs. Cohen, Stark, Strauss and Solomon, as the managing members of C4S, may be deemed the beneficial owner of the (i) 889,382 Shares owned by Value and Opportunity Master Fund, (ii) 923,978 Shares owned by Navigation Master Fund and (iii) 224,352 Shares owned by Enterprise Master Fund.

Percentage: Approximately 8.8%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 2,037,712
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 2,037,712

(c) None of Mr. Cohen, Mr. Stark, Mr. Strauss or Mr. Solomon has entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, Navigation Master Fund and Enterprise Master Fund are set forth in Schedule A and are incorporated by reference.

(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.

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

Item 6 is hereby amended to add the following:

On January 22, 2010, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D, with respect to securities of the Issuer, to the extent required by applicable law. A copy of this agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

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Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Joint Filing Agreement by and among Ramius Value and Opportunity Master Fund Ltd, Ramius Navigation Master Fund Ltd, Ramius Enterprise Master Fund Ltd, RCG PB, Ltd, Ramius Advisors, LLC, RCG Starboard Advisors, LLC, Ramius LLC, Cowen Group, Inc., RCG Holdings LLC, C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey M. Solomon, dated January 22, 2010.

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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 22, 2010

RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD By: RCG Starboard Advisors, LLC, its investment manager	RAMIUS ADVISORS, LLC By: Ramius LLC, its sole member
RAMIUS NAVIGATION MASTER FUND LTD By: Ramius Advisors, LLC, its investment advisor	RAMIUS LLC By: Cowen Group, Inc., its sole member
RAMIUS ENTERPRISE MASTER FUND LTD By: Ramius Advisors, LLC, its investment advisor	RCG PB, LTD By: Ramius Advisors, LLC, its investment advisor
RCG STARBOARD ADVISORS, LLC By: Ramius LLC, its sole member	COWEN GROUP, INC.  RCG HOLDINGS LLC By: C4S & Co., L.L.C., its managing member  C4S & CO., L.L.C.

By: /s/ Jeffrey M.  
Solomon  
Name: Jeffrey M.  
Solomon  
Title: Authorized  
Signatory

/s/ Jeffrey M.  
Solomon  
JEFFREY M.  
SOLOMON  
Individually  
and as  
attorney-in-fact  
for Peter A.  
Cohen, Morgan  
B. Stark and  
Thomas W.

Strauss

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## SCHEDULE A

## Transactions in the Shares During the Past 60 Days

Shares of Common Stock Purchased/(Sold)	Price Per Share(\$)	Date of Purchase/ Sale
RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD		
(2,313)	9.0471	12/2/2009
(87)	9.0100	12/3/2009
(6,119)	9.0056	12/3/2009
(87)	9.0000	12/4/2009
(4,878)	9.0119	12/4/2009
(499)	9.0207	12/7/2009
(2,133)	9.0026	12/7/2009
(44)	9.0000	12/8/2009
(73)	9.0030	12/8/2009
(6,680)	9.1939	12/9/2009
(15,583)	9.1981	12/9/2009
(262)	9.3000	12/10/2009
(10,650)	9.3126	12/10/2009
(2,488)	9.3216	12/11/2009
(4,295)	9.3090	12/11/2009
(3)	9.4000	12/14/2009
(4,116)	9.3523	12/14/2009
(87)	9.4000	12/15/2009
(4,288)	9.4047	12/15/2009
(1,528)	9.4289	12/16/2009
(7,201)	9.6918	12/16/2009
(4,365)	9.6097	12/17/2009
(4,365)	9.3246	12/18/2009
(4,365)	9.5419	12/21/2009
(4,365)	9.5258	12/22/2009
(2,499)	9.6201	12/23/2009
(759)	9.7092	12/24/2009
(3,679)	9.3977	12/28/2009
(1,790)	9.1223	12/29/2009
(829)	9.1926	1/14/2010
RCG PB, LTD		
(2,403)	9.0471	12/2/2009
(91)	9.0100	12/3/2009
(6,357)	9.0056	12/3/2009
(91)	9.0000	12/4/2009
(5,068)	9.0119	12/4/2009
(518)	9.0207	12/7/2009



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(2,216)	9.0026	12/7/2009
(46)	9.0000	12/8/2009
(76)	9.0030	12/8/2009
(6,939)	9.1939	12/9/2009
(16,190)	9.1981	12/9/2009
(272)	9.3000	12/10/2009
(11,064)	9.3126	12/10/2009
(2,584)	9.3216	12/11/2009
(4,462)	9.3090	12/11/2009
(2)	9.4000	12/14/2009
(4,276)	9.3523	12/14/2009
(91)	9.4000	12/15/2009
(4,454)	9.4047	12/15/2009
(1,587)	9.4289	12/16/2009
(7,482)	9.6918	12/16/2009
(4,534)	9.6097	12/17/2009
(4,534)	9.3246	12/18/2009
(4,534)	9.5419	12/21/2009
(4,534)	9.5258	12/22/2009
(2,596)	9.6201	12/23/2009
(789)	9.7092	12/24/2009
(3,825)	9.3977	12/28/2009
(1,859)	9.1223	12/29/2009
(3,000)*	9.1100	1/1/2010
(59,829)*	9.1100	1/1/2010
(646) *	9.1100	1/1/2010
(1,825) *	9.1100	1/1/2010
(1,429) *	9.1100	1/1/2010
(3,369) *	9.1100	1/1/2010
(1,400) *	9.1100	1/1/2010
(9,800) *	9.1100	1/1/2010
(48,790) *	9.1100	1/1/2010
(58,785) *	9.1100	1/1/2010
(292,667) *	9.1100	1/1/2010
(18,060) *	9.1100	1/1/2010
(3,888) *	9.1100	1/1/2010
(156,876) *	9.1100	1/1/2010
(36,409) *	9.1100	1/1/2010
(43,805) *	9.1100	1/1/2010
(114) *	9.1100	1/1/2010
(28,445) *	9.1100	1/1/2010
(9,128)*	9.1100	1/1/2010
(22,756) *	9.1100	1/1/2010

\* Shares were transferred to Ramius Navigation Master Fund Ltd, an affiliate of RCG PB Ltd, in an exempt transaction.





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(18,963) *	9.1100	1/1/2010
(18,963) *	9.1100	1/1/2010
(18,963) *	9.1100	1/1/2010
(9,482) *	9.1100	1/1/2010
(3,793) *	9.1100	1/1/2010
(5,461) *	9.1100	1/1/2010
(10,987) *	9.1100	1/1/2010
(8,603) *	9.1100	1/1/2010
(20,206) *	9.1100	1/1/2010
(8,398) *	9.1100	1/1/2010

## RAMIUS ENTERPRISE MASTER FUND LTD

(584)	9.0471	12/2/2009
(22)	9.0100	12/3/2009
(1,543)	9.0056	12/3/2009
(22)	9.0000	12/4/2009
(1,230)	9.0119	12/4/2009
(126)	9.0207	12/7/2009
(538)	9.0026	12/7/2009
(11)	9.0000	12/8/2009
(18)	9.0030	12/8/2009
(1,685)	9.1939	12/9/2009
(3,931)	9.1981	12/9/2009
(66)	9.3000	12/10/2009
(2,686)	9.3126	12/10/2009
(628)	9.3216	12/11/2009
(1,083)	9.3090	12/11/2009
(1)	9.4000	12/14/2009
(1,038)	9.3523	12/14/2009
(22)	9.4000	12/15/2009
(1,082)	9.4047	12/15/2009
(385)	9.4289	12/16/2009
(1,817)	9.6918	12/16/2009
(1,101)	9.6097	12/17/2009
(1,101)	9.3246	12/18/2009
(1,101)	9.5419	12/21/2009
(1,101)	9.5258	12/22/2009
(630)	9.6201	12/23/2009
(192)	9.7092	12/24/2009
(931)	9.3977	12/28/2009
(451)	9.1223	12/29/2009
(209)	9.1926	1/14/2010

\* Shares were transferred to Ramius Navigation Master Fund Ltd, an affiliate of RCG PB Ltd, in an exempt transaction.

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## RAMIUS NAVIGATION MASTER FUND LTD

3,000**	11.8993	1/1/2010
59,829**	13.0100	1/1/2010
646**	11.9228	1/1/2010
1,825**	11.9669	1/1/2010
1,429**	11.8143	1/1/2010
3,369**	10.152	1/1/2010
1,400**	9.5962	1/1/2010
9,800**	7.4313	1/1/2010
48,790**	6.9600	1/1/2010
58,785**	7.4313	1/1/2010
292,667**	6.9600	1/1/2010
18,060**	11.8993	1/1/2010
3,888**	11.9228	1/1/2010
156,876**	9.8121	1/1/2010
36,409**	10.1014	1/1/2010
43,805**	11.0465	1/1/2010
114**	10.9490	1/1/2010
28,445**	12.3136	1/1/2010
9,128**	12.2142	1/1/2010
22,756**	12.2027	1/1/2010
18,963**	12.0892	1/1/2010
18,963**	11.9308	1/1/2010
18,963**	11.8656	1/1/2010
9,482**	11.8254	1/1/2010
3,793**	11.4889	1/1/2010
5,461**	11.6329	1/1/2010
10,987**	11.9669	1/1/2010
8,603**	11.8143	1/1/2010
20,206**	10.1520	1/1/2010
8,398**	9.5962	1/1/2010
(862)	9.1926	1/14/2010

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\*\* Shares were acquired from RCG PB Ltd, an affiliate of Ramius Navigation Master Fund Ltd, in an exempt transaction.

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## SCHEDULE B

## Directors and Officers of Ramius Value and Opportunity Master Fund Ltd

Name and Position	Principal Occupation	Principal Business Address	Citizenship
Jeffrey M. Solomon Director	Chairman of the Investment Committee of Cowen Group, Inc.	599 Lexington Avenue 20th Floor New York, New York 10022	United States
Mark R. Mitchell Director	Partner Managing Director of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022	United States
CFS Company Ltd. Director	Nominee Company registered with Cayman Islands Monetary Authority and is affiliated with Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Regatta Office Park Windward 1, 2nd Floor PO Box 31106 Grand Cayman KY1-1205 Cayman Islands	Cayman Islands
CSS Corporation Ltd. Secretary	Affiliate of the Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Regatta Office Park Windward 1, 2nd Floor PO Box 31106 Grand Cayman KY1-1205 Cayman Islands	Cayman Islands
CSS Corporation Ltd. Secretary	Affiliate of the Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Regatta Office Park Windward 1, 2nd Floor PO Box 31106 Grand Cayman KY1-1205 Cayman Islands	Cayman Islands

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## SCHEDULE C

## Directors and Officers of Ramius Enterprise Master Fund Ltd

Name and Position	Principal Occupation	Principal Business Address	Citizenship
Morgan B. Stark Director	Chief Executive Officer and President of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022	United States
Marran Ogilvie Director	Chief of Staff of Cowen Group, Inc.	599 Lexington Avenue 20th Floor New York, New York 10022	United States
CFS Company Ltd. Director	Nominee Company registered with Cayman Islands Monetary Authority and is affiliated with Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Regatta Office Park Windward 1, 2nd Floor PO Box 31106 Grand Cayman KY1-1205 Cayman Islands	Cayman Islands
CSS Corporation Ltd. Secretary	Affiliate of the Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Regatta Office Park Windward 1, 2nd Floor PO Box 31106 Grand Cayman KY1-1205 Cayman Islands	Cayman Islands

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SCHEDULE D

Directors and Officers of Ramius Navigation Master Fund Ltd

Name and Position	Principal Occupation	Principal Business Address	Citizenship
Jeffrey C. Smith Director	Partner Managing Director of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022	United States
Marran Ogilvie Director	Chief of Staff of Cowen Group, Inc.	599 Lexington Avenue 20th Floor New York, New York 10022	United States

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## SCHEDULE E

## Directors and Officers of RCG PB, Ltd

Name and Position	Principal Occupation	Principal Business Address	Citizenship
Morgan B. Stark Director	Chief Executive Officer and President of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022	United States
Marran Ogilvie Director	Chief of Staff of Cowen Group, Inc.	599 Lexington Avenue 20th Floor New York, New York 10022	United States
CFS Company Ltd. Director	Nominee Company registered with Cayman Islands Monetary Authority and is affiliated with Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Regatta Office Park Windward 1, 2nd Floor PO Box 31106 Grand Cayman KY1-1205 Cayman Islands	Cayman Islands
CSS Corporation Ltd. Secretary	Affiliate of the Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Regatta Office Park Windward 1, 2nd Floor PO Box 31106 Grand Cayman KY1-1205 Cayman Islands	Cayman Islands

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## SCHEDULE F

## Directors and Officers of Cowen Group, Inc.

Name and Position	Principal Occupation	Principal Business Address	Citizenship
Peter A. Cohen Chairman of the Board and Chief Executive Officer	Chief Executive Officer of Cowen Group, Inc.	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Jules B. Kroll Director	President of JEMKroll Group	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
David M. Malcolm Director	President and Chief Executive Officer of Cowen and Company	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Jerome S. Markowitz Director	Senior Partner at Conifer Securities LLC	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Jack H. Nusbaum Director	Chairman of Willkie Farr & Gallagher LLP	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
L. Thomas Richards, M.D. Director	Physician, UCSF Medical Center	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Edoardo Spezzotti Director	Senior Executive Vice President of Unicredit Group	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	Italy
John E. Toffolon, Jr.		c/o Cowen Group, Inc.	United States

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Lead Director	Director, Westway Group, Inc.	599 Lexington Avenue 20th Floor New York, New York 10022	
Charles W.B. Wardell, III Director	Senior Client Partner at Korn/Ferry	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States



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Christopher A. White Chief Financial Officer	Chief Financial Officer of Cowen Group, Inc.	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Joseph R. Wright Director	Chief Executive Officer and Director of Scientific Games Corporation	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States

