

Edgar Filing: James River Group, INC - Form SC 13G

James River Group, INC  
Form SC 13G  
February 13, 2006

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13D-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

James River Group, Inc.

-----  
(Name of Issuer)

Common Stock

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

470359100

-----  
(CUSIP Number)

12/31/05

-----  
(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).

CUSIP NO. 470359100

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-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

HRWCP 1 LP

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

6 SHARED VOTING POWER

1,883,590 (1)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,883,590 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,883,590 (1)

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

(1) The shares are beneficially owned directly by HRWCP 1 LP. The general partner of HRWCP 1 LP is High Ridge GP Holdings LLC. Steven J. Tynan and James L. Zech are the managers of High Ridge GP Holdings LLC. Long Trail Ventures owns 100% of the equity interest in High Ridge GP Holdings LLC. Liberty Street Partners L.P. and James L. Zech own 100% of the equity interest in Long Trail Ventures LLC. The general partner of Liberty Street Partners L.P. is Liberty Street Corp. Steven J. Tynan and Lois Tynan own 100% of the equity interest in Liberty Street Corp. Accordingly, High Ridge GP Holdings LLC, Long Trail Ventures LLC, Liberty Street Partners L.P., Liberty Street Corp., Lois Tynan, Steven J. Tynan and James L. Zech can be deemed to share voting and dispositive power over the shares beneficially owned directly by HRWCP 1 LP.

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.5%

12 TYPE OF REPORTING PERSON

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PN

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

High Ridge Capital Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

276,753(2)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

276,753(2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

276,753(2)

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

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over the shares beneficially owned directly by High Ridge Capital Partners II, L.P.

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.8%

12 TYPE OF REPORTING PERSON

PN

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

High Ridge GP Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY

1,883,590 (1)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

WITH

8 SHARED DISPOSITIVE POWER

1,883,590 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,883,590 (1)

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.5%

12 TYPE OF REPORTING PERSON

OO

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

High Ridge GP II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

6 SHARED VOTING POWER

276,753 (2)

7 SOLE DISPOSITIVE POWER

0

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WITH

8 SHARED DISPOSITIVE POWER

276,753(2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

276,753(2)

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.8%

12 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Liberty Street Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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	5	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	2,246,982 (1), (2), (3)
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	2,246,982 (1), (2), (3)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,246,982 (1), (2), (3)

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.9%

12 TYPE OF REPORTING PERSON

CO

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II LLC, Liberty Street Partners L.P., Liberty Street Corp., Lois Tynan, Steven J. Tynan and James L. Zech can be deemed to share voting and dispositive power over the shares beneficially owned directly by High Ridge Capital Partners II, L.P.

(3) 86,639 shares are beneficially owned directly by Liberty Street Partners L.P. The general partner of Liberty Street Partners L.P. is Liberty Street Corp. Steven J. Tynan and Lois Tynan own 100% of the equity interest in Liberty Street Corp. Accordingly, Liberty Street Corp., Steven J. Tynan and Lois Tynan can be deemed to share voting and dispositive power over the shares beneficially owned by Liberty Street Partners L.P.

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

Liberty Street Partners L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

2,246,982 (1), (2), (3)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,246,982 (1), (2), (3)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,246,982 (1), (2), (3)

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



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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.9%

12 TYPE OF REPORTING PERSON

PN

(2) The shares are beneficially owned directly by High Ridge Capital Partners II, L.P. High Ridge GP II LLC is the general partner of High Ridge Capital Partners II, L.P. Steven J. Tynan and James L. Zech are the managers of High Ridge GP II LLC. Liberty Street Partners L.P. and James L. Zech own 100% of the equity interest of High Ridge GP II LLC. The general partner of Liberty Street Partners L.P. is Liberty Street Corp. Steven J. Tynan and Lois Tynan own 100% of the equity interest in Liberty Street Corp. Accordingly, High Ridge GP II LLC, Liberty Street Partners L.P., Liberty Street Corp., Lois Tynan, Steven J. Tynan and James L. Zech can be deemed to share voting and dispositive power over the shares beneficially owned directly by High Ridge Capital Partners II, L.P.

(3) 86,639 shares are beneficially owned directly by Liberty Street Partners L.P. The general partner of Liberty Street Partners L.P. is Liberty Street Corp. Steven J. Tynan and Lois Tynan own 100% of the equity interest in Liberty Street Corp. Accordingly, Liberty Street Corp., Steven J. Tynan and Lois Tynan can be deemed to share voting and dispositive power over the shares beneficially owned by Liberty Street Partners L.P.

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

Long Trail Ventures LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	1,883,590 (1)
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	1,883,590 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,883,590 (1)

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.5%

12 TYPE OF REPORTING PERSON

OO

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

Lois Tynan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

86,639(3)

EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

86,639(3)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

86,639(3)

(3) 86,639 shares are beneficially owned directly by Liberty Street Partners L.P. The general partner of Liberty Street Partners L.P. is Liberty Street Corp. Steven J. Tynan and Lois Tynan own 100% of the equity interest in Liberty Street Corp. Accordingly, Liberty Street Corp., Steven J. Tynan and Lois Tynan can be deemed to share voting and dispositive power over the shares beneficially owned by Liberty Street Partners L.P.

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

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12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 470359100

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

Steven J. Tynan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

2,401,982 (1), (2), (3)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,401,982 (1), (2), (3)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,401,982 (1), (2), (3)

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dispositive power over the shares beneficially owned directly by HRWCP 1 LP.

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.9%

12 TYPE OF REPORTING PERSON

IN

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(3) 86,639 shares are beneficially owned directly by Liberty Street Partners L.P. The general partner of Liberty Street Partners L.P. is Liberty Street Corp. Steven J. Tynan and Lois Tynan own 100% of the equity interest in Liberty Street Corp. Accordingly, Liberty Street Corp., Steven J. Tynan and Lois Tynan can be deemed to share voting and dispositive power over the shares beneficially owned by Liberty Street Partners L.P.

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

James L. Zech

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [X]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

129,960

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		2,315,343 (1), (2)
	7	SOLE DISPOSITIVE POWER
		129,960
	8	SHARED DISPOSITIVE POWER
		2,315,343 (1), (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,445,303 (1), (2)

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(2) The shares are beneficially owned directly by High Ridge Capital Partners II, L.P. High Ridge GP II LLC is the general partner of High Ridge Capital Partners II, L.P. Steven J. Tynan and James L. Zech are the managers of High Ridge GP II LLC. Liberty Street Partners L.P. and James L. Zech own 100% of the equity interest of High Ridge GP II LLC. The general partner of Liberty Street Partners L.P. is Liberty Street Corp. Steven J. Tynan and

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

16.2%

12 TYPE OF REPORTING PERSON

IN

Lois Tynan own 100% of the equity interest in Liberty Street Corp. Accordingly, High Ridge GP II LLC, Liberty Street Partners L.P., Liberty Street Corp., Lois Tynan, Steven J. Tynan and James L. Zech can be deemed to share voting and dispositive power over the shares beneficially owned directly by High Ridge Capital Partners II, L.P.

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Item 1(a) Name of Issuer

James River Group, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices

1414 Raleigh Road, Suite 415  
Chapel Hill, NC 27517

Item 2(a) Name of Person Filing

HRWCP 1 LP  
High Ridge Capital Partners II, L.P.  
High Ridge GP Holdings LLC  
High Ridge GP II LLC  
Liberty Street Corp.  
Liberty Street Partners L.P.  
Long Trail Ventures LLC  
Lois Tynan  
Steven J. Tynan  
James L. Zech

Item 2(b) Address of Principal Business Office or, if none, Residence

James L. Zech:	HRWCP 1 LP High Ridge Capital Partners II, L.P. High Ridge GP Holdings LLC High Ridge GP II LLC Liberty Street Corp. Liberty Street Partners L.P. Long Trail Ventures LLC Lois Tynan Steven J. Tynan:
----------------	--

1414 Raleigh Road, Suite 415 Chapel Hill, NC 27517	5405 2 Morgan Hill Road South Woodstock, VT 05071
---	--

Item 2(c) Citizenship

HRWCP 1 LP, High Ridge Capital Partners II, L.P. and Liberty Street Partners L.P. are each a limited partnership organized in the State of Delaware. High Ridge GP Holdings LLC, High Ridge GP II LLC and Long Trail Ventures LLC are each a limited liability company organized in the State of Delaware. Liberty Street Corp. is a corporation organized in the State of Delaware. Steven J. Tynan, James L. Zech and Lois Tynan are citizens of the United States of America.

Item 2(d) Title of Class of Securities

Common Stock

Item 2(e) CUSIP Number

470359100

Item 3 Not applicable.

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## Item 4 Ownership

(a) and (b)

HRWCP 1 LP beneficially owns 1,883,590 shares or 12.5% of the outstanding common stock. High Ridge Capital Partners II, L.P. beneficially owns 276,753 shares or 1.8% of the outstanding common stock. High Ridge GP Holdings LLC beneficially owns 1,883,590 shares or 12.5% of the outstanding common stock. High Ridge GP II LLC beneficially owns 276,753 shares or 1.8% of the outstanding common stock. Liberty Street Corp. beneficially owns 2,246,982 shares or 14.9% of the outstanding common stock. Liberty Street Partners L.P. beneficially owns 2,246,982 shares or 14.9% of the outstanding common stock. Long Trail Ventures LLC beneficially owns 1,883,590 shares or 12.5% of the outstanding common stock. Lois Tynan beneficially owns 86,639 shares or 0.0% of the outstanding common stock. Steven J. Tynan beneficially owns 2,401,982 shares or 15.9% of the outstanding common stock. James L. Zech beneficially owns 2,445,303 shares or 16.2% of the outstanding common stock.

(c)

HRWCP 1 LP has sole voting and dispositive power over no shares of common stock and shared voting and dispositive power over 1,883,590 shares. High Ridge Capital Partners II, L.P. has sole voting and dispositive power over no shares of common stock and shared voting and dispositive power over 276,753 shares. High Ridge GP Holdings LLC has sole voting and dispositive power over no shares of common stock and shared voting and dispositive power over 1,883,590 shares. High Ridge GP II LLC has sole voting and dispositive power over no shares of common stock and shared voting and dispositive power over 276,753 shares. Liberty Street Corp. has sole voting and dispositive power over no shares of common stock and shared voting and dispositive power over 2,246,982 shares. Liberty Street Partners L.P. has sole voting and dispositive power over no shares of common stock and shared voting and dispositive power over 2,246,982 shares. Long Trail Ventures LLC has sole voting and dispositive power over no shares of common stock and shared voting and dispositive power over 1,883,590 shares. Lois Tynan has sole voting and dispositive power over no shares of common stock and shared voting and dispositive power over 86,639 shares. Steven J. Tynan has sole voting and dispositive power over no shares of common stock and shared voting and dispositive power over 2,401,982 shares. James L. Zech has sole voting and dispositive power over 129,960 shares of common stock and shared voting and dispositive power over 2,315,343 shares.

## Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].



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Item 6 Ownership of More than Five Percent on Behalf of Another Person  
Not applicable.

Item 7 Identification and Classification of the Subsidiary which  
Acquired the Security Being Reported on by the Parent Holding  
Company.  
Not applicable.

Item 8 Identification and Classification of Members of the Group  
This schedule is being filed pursuant to Rule 13d-1(d). The  
identities of the group are stated in Item 2.

Item 9 Notice of Dissolution of Group  
Not applicable.

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Item 10 Certification  
Not applicable.

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SIGNATURE

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

February 13, 2006 HRWCP 1 LP  
By: /s/ Steven J. Tynan  
-----  
Steven J. Tynan  
Manager of General Partner

February 13, 2006 High Ridge Capital Partners II, L.P.  
By: /s/ Steven J. Tynan  
-----  
Steven J. Tynan  
Manager of General Partner

February 13, 2006 High Ridge GP Holdings LLC  
By: /s/ Steven J. Tynan  
-----  
Steven J. Tynan  
Manager

February 13, 2006 High Ridge GP II LLC  
By: /s/ Steven J. Tynan  
-----

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Steven J. Tynan  
Manager

February 13, 2006

Liberty Street Corp.

By: /s/ Steven J. Tynan

-----  
Steven J. Tynan  
President

February 13, 2006

Liberty Street Partners L.P.

By: /s/ Steven J. Tynan

-----  
Steven J. Tynan  
President of General Partner

February 13, 2006

Long Trail Ventures LLC

By: /s/ Steven J. Tynan

-----  
Steven J. Tynan  
Manager

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February 13, 2006

Lois Tynan

/s/ Lois Tynan

-----  
Lois Tynan

February 13, 2006

Steven J. Tynan

/s/ Steven J. Tynan

-----  
Steven J. Tynan

February 13, 2006

James L. Zech

/s/ James L. Zech

-----  
James L. Zech

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EXHIBIT INDEX

Exhibit No.  
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99.1 Agreement pursuant to 13d-1(k)(1) among, HRWCP 1 LP, High Ridge Capital Partners II, L.P., High Ridge GP Holdings LLC, High Ridge GP II LLC, Liberty Street Corp., Liberty Street Partners L.P., Long Trail Ventures LLC, Lois Tynan, Steven J.

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Tynan and James L. Zech.