

Altra Holdings, Inc.
Form SC 13G
October 24, 2008

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ____)*

ALTRA HOLDINGS, INC.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

02208R106
(CUSIP Number)

October 16, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- | | |
|----------------------------------|---------------|
| <input type="radio"/> | Rule 13d-1(b) |
| <input checked="" type="radio"/> | Rule 13d-1(c) |
| <input type="radio"/> | 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. 02208R106 | |
| 1 | <u>NAME OF REPORTING PERSON:</u> WS Capital, L.L.C. I.R.S. Identification Nos. of above persons (entities only): |
| 2 | <u>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</u> (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | <u>SEC USE ONLY</u> |
| 4 | <u>CITIZENSHIP OR PLACE OF ORGANIZATION</u> Texas |
| <u>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON</u> | 5 <u>SOLE VOTING POWER:</u> 0* |
| | 6 <u>SHARED VOTING POWER:</u> 1,289,515* |
| | 7 <u>SOLE DISPOSITIVE POWER:</u> 0* |
| | 8 <u>SHARED DISPOSITIVE POWER:</u> 1,289,515* |
| 9 | <u>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</u> 1,289,515* |
| 10 | <u>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</u> <input type="radio"/> |
| 11 | <u>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</u> 4.9%* |
| 12 | <u>TYPE OF REPORTING PERSON</u> HC/OO |

* Based on information set forth in the Quarterly Report on Form 10-Q of Altra Holdings, Inc. (the "Company") for the quarterly period ended June 28, 2008 and filed with the Securities and Exchange Commission on August 5, 2008, as of August 1, 2008, there were 26,392,209 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), issued and outstanding. As of October 16, 2008 (the "Reporting Date"), Walker Smith Capital, L.P. ("WSC"), Walker Smith Capital (Q.P.), L.P. ("WSCQP"), Walker Smith International Fund, Ltd. ("WS International"), and HHMI Investments, L.P. ("HHMI," and collectively with WSC, WSCQP and WS International, the "WS Funds") owned in the aggregate 1,289,515 Shares. WS Capital Management, L.P. ("WSC Management") is the general partner of WSC and WSCQP, the agent and attorney-in-fact for WS International, and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are principals of WS Capital. As a result, WSC Management, WS Capital, and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and to direct the disposition of the Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund, L.P. ("WSO"), WS Opportunity Fund (Q.P.), L.P. ("WSOQP"), and WS Opportunity Fund International, Ltd. ("WSO International," and collectively with WSO and WSOQP, the "WSO Funds") owned in the aggregate 200,300 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSO and WSOQP and the agent and attorney-in-fact for WSO International. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith, and Patrick P. Walker are principals of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker, and G. Stacy Smith possess shared power to vote and to direct the disposition of the Shares held by the WSO Funds. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 1,489,815 Shares, or approximately 5.6% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 1,289,515 Shares, or approximately 4.9% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 200,300 Shares, or approximately 0.8% of the Shares deemed issued and outstanding as of the

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Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a “group” under Section 13(d) of the Exchange Act and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G shall not be deemed to be an admission that any such reporting person is a member of such a group.

| | | |
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| CUSIP No. 02208R106 | | |
| 1 | <u>NAME OF REPORTING PERSON:</u> WS Capital Management, L.P. | |
| | I.R.S. Identification Nos. of above persons (entities only): | |
| 2 | <u>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</u> | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="radio"/> | |
| 3 | <u>SEC USE ONLY</u> | |
| 4 | <u>CITIZENSHIP OR PLACE OF ORGANIZATION</u> | |
| | Texas | |
| <u>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON</u> | 5 | <u>SOLE VOTING POWER:</u> 0* |
| | 6 | <u>SHARED VOTING POWER:</u> 1,289,515* |
| | 7 | <u>SOLE DISPOSITIVE POWER:</u> 0* |
| | 8 | <u>SHARED DISPOSITIVE POWER:</u> 1,289,515* |
| 9 | <u>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</u> | |
| | 1,289,515* | |
| 10 | <u>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</u> | |
| | <input type="radio"/> | |
| 11 | <u>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</u> | |
| | 4.9%* | |
| 12 | <u>TYPE OF REPORTING PERSON</u> | |
| | IA/PN | |

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| CUSIP No. 02208R106 | | |
| 1 | <u>NAME OF REPORTING PERSON:</u> WSV Management, L.L.C. I.R.S. Identification Nos. of above persons (entities only): | |
| 2 | <u>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</u> (a) <input type="radio"/> (b) <input checked="" type="radio"/> | |
| 3 | <u>SEC USE ONLY</u> | |
| 4 | <u>CITIZENSHIP OR PLACE OF ORGANIZATION</u> Texas | |
| <u>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON</u> | 5 | <u>SOLE VOTING POWER:</u> 0* |
| | 6 | <u>SHARED VOTING POWER:</u> 200,300* |
| | 7 | <u>SOLE DISPOSITIVE POWER:</u> 0* |
| | 8 | <u>SHARED DISPOSITIVE POWER:</u> 200,300* |
| 9 | <u>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</u> 200,300* | |
| 10 | <u>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</u> <input type="radio"/> | |
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| 12 | <u>TYPE OF REPORTING PERSON</u> HC/OO | |

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| CUSIP No. 02208R106 | | |
| 1 | <u>NAME OF REPORTING PERSON:</u> WS Ventures Management, L.P. I.R.S. Identification Nos. of above persons (entities only): | |
| 2 | <u>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</u> (a) <input type="radio"/> (b) <input checked="" type="radio"/> | |
| 3 | <u>SEC USE ONLY</u> | |
| 4 | <u>CITIZENSHIP OR PLACE OF ORGANIZATION</u> Texas | |
| <u>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON</u> | 5 | <u>SOLE VOTING POWER:</u> 0* |
| | 6 | <u>SHARED VOTING POWER:</u> 200,300* |
| | 7 | <u>SOLE DISPOSITIVE POWER:</u> 0* |
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| 12 | <u>TYPE OF REPORTING PERSON</u> IA/PN | |

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beneficially own 200,300 Shares, or approximately 0.8% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a “group” under Section 13(d) of the Exchange Act and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G shall not be deemed to be an admission that any such reporting person is a member of such a group.

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| CUSIP No. 02208R106 | |
| 1 | <u>NAME OF REPORTING PERSON:</u> Reid S. Walker <u>I.R.S. Identification Nos. of above persons (entities only):</u> |
| 2 | <u>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</u> (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | <u>SEC USE ONLY</u> |
| 4 | <u>CITIZENSHIP OR PLACE OF ORGANIZATION</u> United States |
| <u>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON</u> | 5 <u>SOLE VOTING POWER:</u> 0* |
| | 6 <u>SHARED VOTING POWER:</u> 1,489,815* |
| | 7 <u>SOLE DISPOSITIVE POWER:</u> 0* |
| | 8 <u>SHARED DISPOSITIVE POWER:</u> 1,489,815* |
| 9 | <u>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</u> 1,489,815* |
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| 11 | <u>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</u> 5.6%* |
| 12 | <u>TYPE OF REPORTING PERSON</u> IN |

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| CUSIP No. 02208R106 | |
| 1 | <u>NAME OF REPORTING PERSON:</u> G. Stacy Smith <u>I.R.S. Identification Nos. of above persons (entities only):</u> |
| 2 | <u>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</u> <input type="radio"/> (a) <input checked="" type="radio"/> (b) |
| 3 | <u>SEC USE ONLY</u> |
| 4 | <u>CITIZENSHIP OR PLACE OF ORGANIZATION</u> United States |
| <u>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON</u> | 5 <u>SOLE VOTING POWER:</u> 0* |
| | 6 <u>SHARED VOTING POWER:</u> 1,489,815* |
| | 7 <u>SOLE DISPOSITIVE POWER:</u> 0* |
| | 8 <u>SHARED DISPOSITIVE POWER:</u> 1,489,815* |
| 9 | <u>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</u> 1,489,815* |
| 10 | <u>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</u> <input type="radio"/> |
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| CUSIP No. 02208R106 | |
| 1 | <u>NAME OF REPORTING PERSON:</u> Patrick P. Walker <u>I.R.S. Identification Nos. of above persons (entities only):</u> |
| 2 | <u>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</u> (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | <u>SEC USE ONLY</u> |
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| <u>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON</u> | 5 <u>SOLE VOTING POWER:</u> 0* |
| | 6 <u>SHARED VOTING POWER:</u> 200,300* |
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| | 8 <u>SHARED DISPOSITIVE POWER:</u> 200,300* |
| 9 | <u>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</u> 200,300* |
| 10 | <u>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</u> <input type="radio"/> |
| 11 | <u>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</u> 0.8%* |
| 12 | <u>TYPE OF REPORTING PERSON</u> IN |

* Based on information set forth in the Quarterly Report on Form 10-Q of Altra Holdings, Inc. (the "Company") for the quarterly period ended June 28, 2008 and filed with the Securities and Exchange Commission on August 5, 2008, as of August 1, 2008, there were 26,392,209 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), issued and outstanding. As of October 16, 2008 (the "Reporting Date"), Walker Smith Capital, L.P. ("WSC"), Walker Smith Capital (Q.P.), L.P. ("WSCQP"), Walker Smith International Fund, Ltd. ("WS International"), and HHMI Investments, L.P. ("HHMI," and collectively with WSC, WSCQP and WS International, the "WS Funds") owned in the aggregate 1,289,515 Shares. WS Capital Management, L.P. ("WSC Management") is the general partner of WSC and WSCQP, the agent and attorney-in-fact for WS International, and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are principals of WS Capital. As a result, WSC Management, WS Capital, and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and to direct the disposition of the Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund, L.P. ("WSO"), WS Opportunity Fund (Q.P.), L.P. ("WSOQP"), and WS Opportunity Fund International, Ltd. ("WSO International," and collectively with WSO and WSOQP, the "WSO Funds") owned in the aggregate 200,300 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSO and WSOQP and the agent and attorney-in-fact for WSO International. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith, and Patrick P. Walker are principals of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker, and G. Stacy Smith possess shared power to vote and to direct the disposition of the Shares held by the WSO Funds. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 1,489,815 Shares, or approximately 5.6% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 1,289,515 Shares, or approximately 4.9% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 200,300 Shares, or approximately 0.8% of the Shares deemed issued and outstanding as of the

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Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a “group” under Section 13(d) of the Exchange Act and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G shall not be deemed to be an admission that any such reporting person is a member of such a group.

Name of Issuer: Altra Holdings,

Item 1(a). Inc.

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

14 Hayward Street
Quincy, Massachusetts 02171

Item 2(a). Name of Person Filing:

WS Capital, L.L.C.
WS Capital Management, L.P.
WSV Management, L.L.C.
WS Ventures Management, L.P.
Reid S. Walker
G. Stacy Smith
Patrick P. Walker

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

300 Crescent Court, Suite 1111
Dallas, Texas 75201

Item 2(c). Citizenship:

| | |
|-------------------------------|---------------|
| WS Capital, L.L.C.: | Texas |
| WS Capital Management, L.P.: | Texas |
| WSV Management, L.L.C.: | Texas |
| WS Ventures Management, L.P.: | Texas |
| Reid S. Walker: | United States |
| G. Stacy Smith: | United States |
| Patrick P. Walker: | United States |

Title of Class of Securities: Common Stock, par value \$0.001 per

Item 2(d). share

Item 2(e). CUSIP Number: 02208R106

Item 3. Not Applicable.

Item 4. Ownership:

(a) Amount Beneficially Owned:

WS Capital, L.L.C.: 1,289,515*

* Based on information set forth in the Quarterly Report on Form 10-Q of Altra Holdings, Inc. (the "Company") for the quarterly period ended June 28, 2008 and filed with the Securities and Exchange Commission on August 5, 2008, as of August 1, 2008, there were 26,392,209 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), issued and outstanding. As of October 16, 2008 (the "Reporting Date"), Walker Smith Capital, L.P. ("WSC"), Walker Smith Capital (Q.P.), L.P. ("WSCQP"), Walker Smith International Fund, Ltd. ("WS International"), and HHMI Investments, L.P. ("HHMI," and collectively with WSC, WSCQP and WS International, the "WS Funds") owned in the aggregate 1,289,515 Shares. WS Capital Management, L.P. ("WSC Management") is the general partner of WSC and WSCQP, the agent and attorney-in-fact for WS International, and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are principals of

WS Capital. As a result, WSC Management, WS Capital, and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and to direct the disposition of the Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund, L.P. (“WSO”), WS Opportunity Fund (Q.P.), L.P. (“WSOQP”), and WS Opportunity Fund International, Ltd. (“WSO International,” and collectively with WSO and WSOQP, the “WSO Funds”) owned in the aggregate 200,300 Shares. WS Ventures Management, L.P. (“WSVM”) is the general partner of WSO and WSOQP and the agent and attorney-in-fact for WSO International.

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| | |
|-------------------------------|------------|
| WS Capital Management, L.P.: | 1,289,515* |
| WSV Management, L.L.C.: | 200,300* |
| WS Ventures Management, L.P.: | 200,300* |
| Reid S. Walker: | 1,489,815* |
| G. Stacy Smith: | 1,489,815* |
| Patrick P. Walker: | 200,300* |

(b) Percent of Class:

| | |
|-------------------------------|-------|
| WS Capital, L.L.C.: | 4.9%* |
| WS Capital Management, L.P.: | 4.9%* |
| WSV Management, L.L.C.: | 0.8%* |
| WS Ventures Management, L.P.: | 0.8%* |
| Reid S. Walker: | 5.6%* |
| G. Stacy Smith: | 5.6%* |
| Patrick P. Walker: | 0.8%* |

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0*

(ii) shared power to vote or to direct the vote:

| | |
|-------------------------------|------------|
| WS Capital, L.L.C.: | 1,289,515* |
| WS Capital Management, L.P.: | 1,289,515* |
| WSV Management, L.L.C.: | 200,300* |
| WS Ventures Management, L.P.: | 200,300* |
| Reid S. Walker: | 1,489,815* |
| G. Stacy Smith: | 1,489,815* |
| Patrick P. Walker: | 200,300* |

(iii) sole power to dispose or to direct the disposition of: 0*

(iv) shared power to dispose or to direct the disposition of:

| | |
|-------------------------------|------------|
| WS Capital, L.L.C.: | 1,289,515* |
| WS Capital Management, L.P.: | 1,289,515* |
| WSV Management, L.L.C.: | 200,300* |
| WS Ventures Management, L.P.: | 200,300* |
| Reid S. Walker: | 1,489,815* |
| G. Stacy Smith: | 1,489,815* |
| Patrick P. Walker: | 200,300* |

WSV Management, L.L.C. (“WSV”) is the general partner of WSVM. Reid S. Walker, G. Stacy Smith, and Patrick P. Walker are principals of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker, and G. Stacy Smith possess shared power to vote and to direct the disposition of the Shares held by the WSO Funds. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 1,489,815 Shares, or approximately 5.6% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 1,289,515 Shares, or approximately 4.9% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 200,300 Shares, or approximately 0.8% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a “group” under Section 13(d) of the Exchange Act and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G shall not be deemed to be an admission that any such reporting person is a member of such a group.

- 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 o.
- Item 6. Ownership of More than Five Percent on Behalf of Another Person:
Not applicable.
- Item 7. Identification and Classification of Subsidiary Which Acquired the
Securities:
Not applicable.
- Item 8. Identification and Classification of Members of the Group:
Not applicable.
- Item 9. Notice of Dissolution of Group:
Not applicable.
- Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

October 24, 2008

WS CAPITAL, L.L.C.

By: /s/ Reid S. Walker
Reid S. Walker, Member

WS CAPITAL MANAGEMENT, L.P.

By: WS Capital, L.L.C., its general partner
By: /s/ Reid S. Walker
Reid S. Walker, Member

WSV MANAGEMENT, L.L.C.

By: /s/ Reid S. Walker
Reid S. Walker, Member

WS VENTURES MANAGEMENT, L.P.

By: WSV Management, L.L.C., its general partner
By: /s/ Reid S. Walker
Reid S. Walker, Member

/s/ Reid S. Walker
REID S. WALKER

/s/ G. Stacy Smith
G. STACY SMITH

/s/ Patrick P. Walker
PATRICK P. WALKER

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)
