

Edgar Filing: BARINGTON CAPITAL GROUP L P - Form SC 13D/A

BARINGTON CAPITAL GROUP L P  
Form SC 13D/A  
May 25, 2004

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

SCHEDULE 13D  
(Rule 13d-101)

(Amendment No. 3)

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

Dynabazaar, Inc.  
(Name of Issuer)

Common Stock, \$.001 par value  
(Title of Class of Securities)

305158107  
(CUSIP Number)

Mr. James Mitarotonda  
c/o Barington Capital Group, L.P.  
888 Seventh Avenue, 17th Floor  
New York, N.Y. 10019  
(212) 974-5700  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

May 19, 2004  
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: .

SCHEDULE 13D

CUSIP No. 305158107

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

Barington Companies Equity Partners, L.P.  
13-4088890

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

(a)   
(b)

-----  
3 SEC USE ONLY

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4 SOURCE OF FUNDS

WC OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

648,890

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

none

9 SOLE DISPOSITIVE POWER

648,890

10 SHARED DISPOSITIVE POWER

none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

648,890

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

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

2.4%

14 TYPE OF REPORTING PERSON

PN

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SCHEDULE 13D

CUSIP No. 305158107

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

Ramius Capital Group, LLC  
13-3937658

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7 SOLE VOTING POWER  
313,695

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER  
none

9 SOLE DISPOSITIVE POWER  
313,695

10 SHARED DISPOSITIVE POWER  
none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
313,695

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.2%

14 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

Ramius Halifax Partners, L.P.  
98-01976232

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  |X|  
(b)  |\_|

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)  |\_|

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7 SOLE VOTING POWER  
313,695

8 SHARED VOTING POWER  
none

9 SOLE DISPOSITIVE POWER  
313,695

10 SHARED DISPOSITIVE POWER  
none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
313,695

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.2%

14 TYPE OF REPORTING PERSON  
PN

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SCHEDULE 13D

CUSIP No. 305158107

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

MM Companies, Inc.  
54-1811721

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

none

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY

none

EACH  
REPORTING

9 SOLE DISPOSITIVE POWER

PERSON  
WITH

none

10 SHARED DISPOSITIVE POWER

none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

none

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

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

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0%

14 TYPE OF REPORTING PERSON

CO

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SCHEDULE 13D

CUSIP No. 305158107

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

Jewelcor Management, Inc.  
23-2331228

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  |  
(b)  |

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

7 SOLE VOTING POWER

none

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY

none

OWNED BY

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

none

WITH

10 SHARED DISPOSITIVE POWER

none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

none

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

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

0%

14 TYPE OF REPORTING PERSON

CO

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SCHEDULE 13D

CUSIP No. 305158107

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

Barington Capital Group, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

629,640

NUMBER OF  
SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY 648,890

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON 629,640

WITH

10 SHARED DISPOSITIVE POWER

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648,890

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,278,530

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

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

4.8%

14 TYPE OF REPORTING PERSON

PN

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SCHEDULE 13D

CUSIP No. 305158107

1 NAME OF REPORTING PERSON

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

Ramius Securities, LLC  
58-2253019

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

150,742

NUMBER OF  
SHARES

8 SHARED VOTING POWER



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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

none	-----
9 SOLE DISPOSITIVE POWER	-----
150,742	-----
10 SHARED DISPOSITIVE POWER	-----
none	-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

150,742

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

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

0.5%

14 TYPE OF REPORTING PERSON

BD

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SCHEDULE 13D

CUSIP No. 305158107

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

Starboard Value & Opportunity Fund, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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	7	SOLE VOTING POWER	
			728,898
-----			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		none	
-----			
	9	SOLE DISPOSITIVE POWER	
			728,898
-----			
	10	SHARED DISPOSITIVE POWER	
		none	
-----			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
			728,898
-----			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
			<input type="checkbox"/>
-----			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
			2.8%
-----			
14	TYPE OF REPORTING PERSON		
			OO
-----			

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Introduction. This Amendment No. 3 amends and supplements the Schedule 13D, dated February 25, 2002, as amended to date (the "Schedule 13D"), originally filed with the Securities and Exchange Commission by JHC Investment Partners, LLC, MM Companies, Inc., Jewelcor Management, Inc. and Barington Companies Equity Partners, L.P., with respect to the common stock, \$.001 par value (the "Common Stock") of Dynabazaar, Inc., a Delaware corporation, formerly known as Fairmarket, Inc. (the "Company"). The principal executive offices of the Company are located at 500 Unicorn Park Drive, Woburn, Massachusetts 01801.

Item 2(a) - (c) of Schedule 13D, "Identity and Background," is deleted in its entirety and replaced with the following:

(a) - (c) This Schedule 13D is being filed by Barington Companies Equity Partners, L.P., Ramius Capital Group, LLC, Ramius Halifax Partners, L.P., MM Companies, Inc., Jewelcor Management, Inc., Barington Capital Group, L.P., Ramius Securities, LLC and Starboard Value & Opportunity Fund (collectively, the "Reporting Entities").

Barington Companies Equity Partners, L.P. is a Delaware limited partnership formed to engage in the business of acquiring, holding and disposing of investments in various companies. The address of the principal business and principal offices of Barington Companies Equity Partners, L.P. is 888 Seventh Avenue, 17th Floor, New York, New York 10019.

The general partner of Barington Companies Equity Partners, L.P. is

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Barington Companies Investors, LLC. Barington Companies Investors, LLC is a Delaware limited liability company formed to be the general partner of Barington Companies Equity Partners, L.P. The address of the principal business and principal offices of Barington Companies Investors, LLC is 888 Seventh Avenue, 17th Floor, New York, New York 10019. James Mitarotonda is the managing member of Barington Companies Investors, LLC. The business address of Mr. Mitarotonda is c/o Barington Capital Group, L.P., 888 Seventh Avenue, 17th Floor, New York, New York 10019.

Ramius Capital Group, LLC is a Delaware limited liability company that is engaged in money management and investment advisory services for third parties and proprietary accounts. The address of the principal business and principal offices of Ramius Capital Group, LLC is 666 Third Avenue, 26th Floor, New York, New York 10017.

The Managing Member of Ramius Capital Group, LLC is C4S, LLC, a Delaware limited liability company formed to be the managing member of Ramius Capital Group, LLC. The address of the principal business and principal offices of C4S, LLC is 666 Third Avenue, 26th Floor, New York, New York 10017. Each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss is a managing member of C4S, LLC. The business address of each of Messrs. Cohen, Stark, Solomon and Strauss is 666 Third Avenue, 26th Floor, New York, New York 10017.

Ramius Halifax Partners, L.P. is a Delaware limited partnership that is engaged in investing in a multi-strategy portfolio. The address of the principal business and principal

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offices of Ramius Halifax Partners, L.P. is 666 Third Avenue, 26th Floor, New York, New York 10017. The general partner of Ramius Halifax Partners, L.P. is Ramius Capital Group, LLC, which is discussed above.

MM Companies, Inc. is a Delaware corporation that was formerly engaged in the business of marketing customized compact discs over the internet and is presently exploring alternative business opportunities. The address of the principal business and principal offices of MM Companies, Inc. is c/o Barington Capital Group, L.P., 888 Seventh Avenue, 17th Floor, New York, New York 10019. The officers and directors of MM Companies, Inc. and their principal occupations and business addresses are set forth on Schedule II of Amendment No. 2 to Schedule 13D.

Jewelcor Management, Inc. is a Nevada corporation engaged in money management and investment advisory services. The address of the principal business and principal offices of Jewelcor Management, Inc. is 100 North Wilkes Barre Blvd., Wilkes Barre, Pennsylvania 18702.

Barington Capital Group, L.P. is a Delaware limited partnership formed to engage in the business of acquiring, holding and disposing of investments in various companies. The address of the principal business and principal offices of Barington Capital Group, L.P. is 888 Seventh Avenue, 17th Floor, New York, New York 10019.

The general partner of Barington Capital Group, L.P. is LNA Capital Corp. LNA Capital Corp. is a Delaware corporation formed to be the general partner of Barington Capital Group, L.P. The address of the principal business and principal offices of LNA Capital Corp. is: c/o Barington Capital Group, L.P., 888 Seventh Avenue, 17th Floor, New York, New York 10019. James Mitarotonda is the Chairman, President and Chief Executive Officer of LNA Capital Corp.

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Ramius Securities, LLC is a Delaware limited liability company and a registered broker-dealer. The address of the principal business and principal offices of Ramius Securities, LLC is 666 Third Avenue, 26th Floor, New York, New York 10017. The Managing Member of Ramius Securities, LLC is Ramius Capital Group, LLC.

Starboard Value & Opportunity Fund, LLC is a Delaware limited liability company 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. The address of the principal offices of Starboard Value & Opportunity Fund, LLC is 666 Third Avenue, 26th Floor, New York, New York 10017.

The managing member of Starboard Value & Opportunity Fund, LLC is Admiral Advisors, LLC. The sole member of Admiral Advisors, LLC is Ramius Capital Group, LLC.

Item 3 of the Schedule 13D, "Source and Amount of Funds or Other Consideration," is amended and supplemented by adding the following:

On May 19, 2004, Barington Capital Group, L.P., Starboard Value & Opportunity Fund, LLC and Ramius Securities, LLC purchased 629,640 shares, 528,898 shares and 100,742 shares

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of Common Stock, respectively, for a purchase price of \$226,670.40, \$190,043.28 and \$36,267.12, respectively. These purchases were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business.

Item 4 of the Schedule 13D, "Purpose of the Transaction," is amended and supplemented by adding the following:

On May 19, 2004, pursuant to the terms of a securities purchase agreement, dated May 13, 2004, Jewelcor Management, Inc. sold 315,695 shares of Common Stock of the Company to Barington Capital Group, L.P. and 315,965 shares of Common Stock of the Company to Starboard Value & Opportunity Fund, LLC. On the same date, MM Companies, Inc. sold 312,195 shares to Barington Capital Group, L.P., 100,742 shares to Ramius Securities, LLC and 212,933 shares to Starboard Value & Opportunity Fund, LLC. Each entity purchased shares of Common Stock at a price per share of \$0.36.

Two of the Reporting Entities--MM Companies, Inc. and Jewelcor Management, Inc.--no longer beneficially own any shares of Common Stock. Such persons disclaim membership in any "group" with Barington Companies Equity Partners, L.P., Ramius Capital Group, LLC, Ramius Halifax Partners, L.P., Barington Capital Group, L.P., Ramius Securities, LLC and Starboard Value & Opportunity Fund for purposes of Section 13 of the Securities Exchange Act of 1934, as amended, and will not be included in future amendments to this Schedule 13D.

Item 5(a) of the Schedule 13D, "Interest in Securities of the Issuer," is deleted in its entirety and replaced with the following:

(a) As of the date hereof, the Reporting Entities own an aggregate of shares of Common Stock, representing approximately 10.4% of the outstanding shares of Common Stock based upon the 26,703,862 shares of Common Stock reported by the Company to be issued and outstanding as of May 11, 2004 in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2004.

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As of the date hereof, Barington Company Equities Partners, L.P. beneficially owns an aggregate of 648,890 shares of Common Stock, representing approximately 2.4% of the outstanding shares of Common Stock.

As of the date hereof, Ramius Capital Group, LLC beneficially owns an aggregate of 313,695 shares of Common Stock, representing approximately 1.2% of the outstanding shares of Common Stock.

As of the date hereof, Ramius Halifax Partners, L.P. beneficially owns an aggregate of 313,695 shares of Common Stock, representing approximately 1.2% of the outstanding shares of Common Stock.

As of the date hereof, Barington Capital Group, L.P. beneficially owns an aggregate of 629,640 shares of Common Stock, representing approximately 2.3% of the outstanding shares of Common Stock.

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As of the date hereof, Ramius Securities, LLC owns an aggregate of 150,742 shares of Common Stock, representing approximately 0.6% of the outstanding shares of Common Stock.

As of the date hereof, Starboard Value & Opportunity Fund, LLC owns an aggregate of 728,898 shares of Common Stock, representing approximately 2.7% of the outstanding shares of Common Stock.

Item 7 of the Schedule 13D, "Materials to be Filed as Exhibits," is amended by adding the following:

- 99.1 Securities Purchase Agreement among Jewelcor Management, Inc., Seymour Holtzman, Barington Capital Group, L.P., James A. Mitarotonda and Ramius Securities, LLC dated as of May 13, 2004.
- 99.2 Agreement of Joint Filing among Barington Companies Equity Partners, L.P., Jewelcor Management, Inc., Ramius Capital Group, LLC, Ramius Halifax Partners, LLC and MM Companies, Inc. dated May 25, 2004.

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SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Schedule 13D--Amendment No. 3 is true, complete and correct.

Dated: May 25, 2004

BARINGTON COMPANIES EQUITY PARTNERS, L.P.  
By Barington Companies Investors, LLC, its general partner

By /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: Manager

RAMIUS CAPITAL GROUP, LLC

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By /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Authorized Signatory

RAMIUS HALIFAX PARTNERS, LLC

By /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Authorized Signatory

MM COMPANIES, INC.

By /s/ Seymour Holtzman  
-----

Name: Seymour Holtzman  
Title: Chairman of the Board

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JEWELCOR MANAGEMENT, INC.

By /s/ Seymour Holtzman  
-----

Name: Seymour Holtzman  
Title: Chairman and Chief Executive Officer

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its General Partner

By /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: President and Chief Financial Officer

RAMIUS SECURITIES, LLC

By: Ramius Capital Group, LLC,  
its managing member

By /s/ Peter A. Cohen  
-----

Name: Peter A. Cohen  
Title: Manager

STARBOARD VALUE & OPPORTUNITY FUND, LLC

By: Admiral Advisors LLC, its managing member

By /s/ Jeffrey A. Solomon  
-----

Name: Jeffrey A. Solomon

Title: Authorized Signatory

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