

Edgar Filing: ART TECHNOLOGY GROUP INC - Form SC 13D/A

ART TECHNOLOGY GROUP INC
Form SC 13D/A
November 03, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 5) *

ART TECHNOLOGY GROUP, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

CUSIP NO. 458727 20 3

(CUSIP Number)

James H. Deneddy
Mitchell-Wright Technology Group, LLC
8060 Montgomery Road, Suite 205
Cincinnati, OH 45236

Richard S. Rofe
Mitchell-Wright Technology Group, LLC
185 Great Neck Road, Suite 460
Great Neck, NY 11020

(513) 792-5100

(516) 466-5258

Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications

November 1, 2004

(Date of Event Which Requires
Filing of This Statement)

If the person filing 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 ss. 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 Rule 13d-7 for other parties to whom copies are to be sent.

*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

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the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 458727 20 3

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

SSH Partners I, LLP

(2) Check the Appropriate Box if a Member (a) /x/
of a Group (See Instructions) (b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions)
WC

(5) Check if disclosure of legal proceedings is required pursuant to
Items 2(d) or 2(e).

(6) Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each (7) Sole Voting Power
Reporting Person with:
125,000

(8) Shared Voting Power
0

(9) Sole Dispositive Power
125,000

(10) Shared Dispositive Power
0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
125,000

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

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(13) Percent of Class Represented by Amount in Row (11)
0.1%

(14) Type of Reporting Person (See Instructions)
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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PAGE 3 OF 21 PAGES

(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Mitchell-Wright Technology Group, LLC 41-2142179

(2) Check the Appropriate Box if a Member (a) /x/
of a Group (See Instructions) (b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions)
WC

(5) Check if disclosure of legal proceedings is required pursuant to
Items 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
		125,000
	(8)	Shared Voting Power
		0
	(9)	Sole Dispositive Power
		125,000
	(10)	Shared Dispositive Power
		0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
125,000

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(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
0.1%

(14) Type of Reporting Person (See Instructions)
00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Mitchell-Wright, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) /x/
(b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions)
WC

(5) Check if disclosure of legal proceedings is required pursuant to
Items 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
		125,000
	(8)	Shared Voting Power
		0
	(9)	Sole Dispositive Power
		125,000
	(10)	Shared Dispositive Power

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0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
125,000

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
0.1%

(14) Type of Reporting Person (See Instructions)
00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NO. 458727 20 3

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

James Denedy

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) /x/
(b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions)
PF/AF

(5) Check if disclosure of legal proceedings is required pursuant to
Items 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
145,000

(8) Shared Voting Power
0

(9) Sole Dispositive Power

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145,000

(10) Shared Dispositive Power

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
145,000

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
0.1%

(14) Type of Reporting Person (See Instructions)
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP NO. 458727 20 3

PAGE 6 OF 21 PAGES

(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Arcadia Partners, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) /x/
(b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions)
WC

(5) Check if disclosure of legal proceedings is required pursuant to
Items 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

36,744

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(8) Shared Voting Power

0

(9) Sole Dispositive Power

36,744

(10) Shared Dispositive Power

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
36,744

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
0.0%

(14) Type of Reporting Person (See Instructions)
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Arcadia Capital Management, LLC

(2) Check the Appropriate Box if a Member (a) /x/
of a Group (See Instructions) (b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions)
WC

(5) Check 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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Number of Shares Beneficially Owned by Each Reporting Person with: (7) Sole Voting Power
36,744

(8) Shared Voting Power
0

(9) Sole Dispositive Power
36,744

(10) Shared Dispositive Power
0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
36,744

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
0.0%

(14) Type of Reporting Person (See Instructions)
00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Richard Rofo

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) /x/
(b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions)
WC

(5) Check if disclosure of legal proceedings is required pursuant to
Items 2(d) or 2(e).

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(6) Citizenship or Place of Organization

USA

Number of Shares Beneficially Owned by Each Reporting Person with:

(7) Sole Voting Power

172,244

(8) Shared Voting Power

0

(9) Sole Dispositive Power

172,244

(10) Shared Dispositive Power

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

172,244

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)

0.2%

(14) Type of Reporting Person (See Instructions)

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.

S.S. or Identification Nos. of above persons (entities only).

Parche, LLC

20-0870632

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) /x/

(b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions)

WC

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(5) Check if disclosure of legal proceedings is required pursuant to Items 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
0

(8) Shared Voting Power
628,174

(9) Sole Dispositive Power

(10) Shared Dispositive Power
628,174

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
628,174

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
0.6%

(14) Type of Reporting Person (See Instructions)
00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Starboard Value & Opportunity Fund, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) /x/
(b) / /

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(3) Sec Use Only

(4) Source of Funds (see instructions)
WC

(5) Check if disclosure of legal proceedings is required pursuant to
Items 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	0
	(8)	Shared Voting Power	3,297,919
	(9)	Sole Dispositive Power	0
	(10)	Shared Dispositive Power	3,297,919

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
3,297,919

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
3.1%

(14) Type of Reporting Person (See Instructions)
00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Admiral Advisors, LLC

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(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) /x/ (b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items 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
		0
	(8)	Shared Voting Power
		3,926,093
	(9)	Sole Dispositive Power
		0
	(10)	Shared Dispositive Power
		3,926,093

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 3,926,093

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) //

(13) Percent of Class Represented by Amount in Row (11) 3.7%

(14) Type of Reporting Person (See Instructions) 00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Ramius Capital Group, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) /x/ (b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions)
WC

(5) Check if disclosure of legal proceedings is required pursuant to Items 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	0
	(8)	Shared Voting Power	3,926,093
	(9)	Sole Dispositive Power	0
	(10)	Shared Dispositive Power	3,926,093

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
3,926,093

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
3.7%

(14) Type of Reporting Person (See Instructions)
00

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

C4S & Co., LLC

(2) Check the Appropriate Box if a Member (a) /x/
of a Group (See Instructions) (b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions)
WC

(5) Check if disclosure of legal proceedings is required pursuant to
Items 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	0
	(8)	Shared Voting Power	3,926,093
	(9)	Sole Dispositive Power	0
	(10)	Shared Dispositive Power	3,926,093

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
3,926,093

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
3.7%

(14) Type of Reporting Person (See Instructions)
00

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Peter A. Cohen

(2) Check the Appropriate Box if a Member (a) /x/
of a Group (See Instructions) (b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions)
WC

(5) Check if disclosure of legal proceedings is required pursuant to
Items 2(d) or 2(e).

(6) Citizenship or Place of Organization
USA

Number of Shares Beneficially Owned by Each (7) Sole Voting Power
Reporting Person with:
0

(8) Shared Voting Power
3,926,093

(9) Sole Dispositive Power
0

(10) Shared Dispositive Power
3,926,093

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
3,926,093

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)

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3.7%

(14) Type of Reporting Person (See Instructions)
IN

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CUSIP NO. 458727 20 3

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Morgan B. Stark

(2) Check the Appropriate Box if a Member (a) /x/
of a Group (See Instructions) (b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions)
WC

(5) Check if disclosure of legal proceedings is required pursuant to
Items 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	0
	(8)	Shared Voting Power	3,926,093
	(9)	Sole Dispositive Power	0
	(10)	Shared Dispositive Power	3,926,093

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
3,926,093

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

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(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
3.7%

(14) Type of Reporting Person (See Instructions)
IN

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CUSIP NO. 458727 20 3

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Jeffrey M. Solomon

(2) Check the Appropriate Box if a Member (a) /x/
of a Group (See Instructions) (b) //

(3) Sec Use Only

(4) Source of Funds (see instructions)
WC

(5) Check if disclosure of legal proceedings is required pursuant to
Items 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
		0
	(8)	Shared Voting Power
		3,926,093
	(9)	Sole Dispositive Power
		0
	(10)	Shared Dispositive Power
		3,926,093

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(11) Aggregate Amount Beneficially Owned by Each Reporting Person
3,926,093

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
3.7%

(14) Type of Reporting Person (See Instructions)
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Thomas W. Strauss

(2) Check the Appropriate Box if a Member (a) /x/
of a Group (See Instructions) (b) / /

(3) Sec Use Only

(4) Source of Funds (see instructions)
WC

(5) Check if disclosure of legal proceedings is required pursuant to
Items 2(d) or 2(e).

(6) Citizenship or Place of Organization

USA

Number of Shares Beneficially Owned by Each (7) Sole Voting Power
Reporting Person with:

0

(8) Shared Voting Power

3,926,093

(9) Sole Dispositive Power

0

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(10) Shared Dispositive Power

3,926,093

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
3,926,093

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
3.7%

(14) Type of Reporting Person (See Instructions)
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1. SECURITY AND ISSUER

This Amendment No. 5 to Schedule 13D relates to shares of the Common Stock, par value \$0.01 per share ("Common Stock"), of Art Technology Group, Inc. (the "Issuer" or the "Company"), and is being filed on behalf of the undersigned to amend the Schedule 13D which was originally filed on August 24, 2004, and amended on September 10, 2004, September 20, 2004, September 29, 2004 and November 1, 2004 (the "Schedule 13D") to disclose that the Reporting Persons no longer beneficially own 5% or more of the outstanding Common Stock.

ITEM 2. IDENTITY AND BACKGROUND

This Amendment No. 5 to Schedule 13D is filed by a group consisting of SSH Partners I, LP, Mitchell-Wright Technology Group, LLC, Mitchell-Wright, LLC, James Dennedy, Arcadia Partners, L.P., Arcadia Capital Management, LLC, Richard Rofe, Parche, LLC, Starboard Value & Opportunity Fund, LLC, Admiral Advisors, LLC, Ramius Capital Group, LLC, C4S & Co., LLC, Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, and Thomas W. Strauss (collectively, the "Reporting Persons").

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The Reporting Persons no longer beneficially own 5% or more of the outstanding Common Stock.

ITEM 4. PURPOSE OF THE TRANSACTION

As a result of the issuance by the Company of additional shares of Common Stock in connection with the acquisition of Primus Knowledge Solutions, Inc. ("Primus"), the Reporting Persons no longer beneficially own 5% or more of the outstanding Common Stock.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a), (b)

As a result of the issuance by the Company of additional shares of Common Stock in connection with the acquisition of Primus, the Reporting Persons no longer beneficially own 5% or more of the outstanding Common Stock. The Company reported in its press release dated November 1, 2004, that it had closed its acquisition with Primus and that shareholders of Primus are entitled to 1.3567 shares of Common Stock for each share of Primus common stock that they hold. The Company disclosed in its Joint Proxy Statement/Prospectus dated September 20, 2004, that there were 23,858,194 shares of Primus common stock issued and outstanding as of September 17, 2004. Accordingly, approximately 32,368,412 shares of Common Stock will be issued in connection with the acquisition.

(c) Not applicable

(d) Not applicable

(e) Not applicable

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

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.

November 3, 2004

SSH Partners I, LP
By: Mitchell-Wright Technology Group,
LLC, its General Partner
/s/ James Dennedy

By: James Dennedy
Managing Member

November 3, 2004

Mitchell-Wright Technology Group, LLC
By: Mitchell-Wright, LLC, its Managing
Member
/s/ James Dennedy

By: James Dennedy
Managing Member

November 3, 2004

Mitchell-Wright, LLC
/s/ James Dennedy

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By: James Dennedy
Managing Member

November 3, 2004

/s/ James Dennedy

James Dennedy

November 3, 2004

Arcadia Partners, L.P.

By: Arcadia Capital Management, LLC,
its General Partner

/s/ Richard Rofe

By: Richard Rofe
Member

November 3, 2004

Arcadia Capital Management, LLC

/s/ Richard Rofe

By: Richard Rofe
Member

November 3, 2004

/s/ Richard Rofe

Richard Rofe

November 3, 2004

Parche, LLC

By: Admiral Advisors, LLC, its managing
member

/s/ Jeffrey M. Solomon

By: Jeffrey M. Solomon
Authorized Signatory

November 3, 2004

Starboard Value & Opportunity Fund, LLC

By: Admiral Advisors, LLC, its managing
member

/s/ Jeffrey M. Solomon

By: Jeffrey M. Solomon
Authorized Signatory

November 3, 2004

Ramius Capital Group, LLC

By: C4S & Co., LLC, its Managing Member

/s/ Jeffrey M. Solomon

By: Jeffrey M. Solomon
Authorized Signatory

November 3, 2004

C4S & Co., LLC

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/s/ Jeffrey M. Solomon

By: Jeffrey M. Solomon
Authorized Signatory

November 3, 2004

/s/ Peter A. Cohen

Peter A. Cohen

November 3, 2004

/s/ Morgan B. Stark

Morgan B. Stark

November 3, 2004

/s/ Jeffrey M. Solomon

Jeffrey M. Solomon

November 3, 2004

/s/ Thomas W. Strauss

Thomas W. Strauss