

NORTH ATLANTIC VALUE LLP  
Form SC 13D/A  
November 29, 2005

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

**SCHEDULE 13D**

(Rule 13d-101)

**Information to be Included in Statements Filed Pursuant**  
**to Rules 13d-1(a) and Amendments thereto Filed**  
**Pursuant to Rule 13d-2(a)**

(Amendment No. 6)\*

**SUNLINK HEALTH SYSTEMS, INC.**

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(Name of issuer)

**Common Stock, without par value**

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(Title of class of securities)

**86737U102**

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(CUSIP number)

**COPY TO:**

**R. G. Barrett**

**North Atlantic Value LLP**

**Ryder Court**

**14 Ryder Street**

**London SW1Y 6QB, England**

**011-44-207-747-5640**

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

**November 28, 2005**

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(Dates of Events which Require 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 Rule 13d-1(e), 13d-1(f) or 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.

(Continued on following pages)

(Page 1 of 30 Pages)

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\*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 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*).

SCHEDULE 13D

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

North Atlantic Value LLP

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

England

7. Sole Voting Power

NUMBER OF

SHARES 0  
8. Shared Voting Power

BENEFICIALLY

OWNED BY 1,232,300  
EACH 9. Sole Dispositive Power

REPORTING

PERSON 0  
10. Shared Dispositive Power

WITH

1,232,300

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,232,300

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

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

17.0%

14. Type of Reporting Person (See Instructions)

OO, IA

SCHEDULE 13D

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

Christopher Harwood Bernard Mills

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

England

7.  Sole Voting Power

NUMBER OF

SHARES  0  
8.  Shared Voting Power

BENEFICIALLY

OWNED BY  1,232,300  
EACH  9.  Sole Dispositive Power

REPORTING

PERSON  0  
10.  Shared Dispositive Power

WITH

1,232,300

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,232,300

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

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

17.0%

14. Type of Reporting Person (See Instructions)

IN

SCHEDULE 13D

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

American Opportunity Trust plc

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

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

England

7.  Sole Voting Power

NUMBER OF

SHARES  0  
8.  Shared Voting Power

BENEFICIALLY

OWNED BY  302,844  
EACH  9.  Sole Dispositive Power

REPORTING

PERSON  0  
10.  Shared Dispositive Power

WITH

302,844

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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302,844

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

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

4.2%

14. Type of Reporting Person (See Instructions)

IV



SCHEDULE 13D

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

The Trident North Atlantic Fund

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

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

Cayman Islands

7.  Sole Voting Power

NUMBER OF

SHARES  0  
8.  Shared Voting Power

BENEFICIALLY

OWNED BY  239,302  
EACH  9.  Sole Dispositive Power

REPORTING

PERSON  0  
10.  Shared Dispositive Power

WITH

239,302

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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239,302

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

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

3.3%

14. Type of Reporting Person (See Instructions)

IV, CO

SCHEDULE 13D

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

Trident Holdings

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

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

Cayman Islands

7.  Sole Voting Power

NUMBER OF

SHARES  0  
8.  Shared Voting Power

BENEFICIALLY

OWNED BY  123,670  
EACH  9.  Sole Dispositive Power

REPORTING

PERSON  0  
10.  Shared Dispositive Power

WITH

123,670

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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123,670

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

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

1.7%

14. Type of Reporting Person (See Instructions)

IV, CO

SCHEDULE 13D

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

High Tor Limited

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

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

Cayman Islands

7.  Sole Voting Power

NUMBER OF

SHARES  0  
8.  Shared Voting Power

BENEFICIALLY

OWNED BY  29,084  
EACH  9.  Sole Dispositive Power

REPORTING

PERSON  0  
10.  Shared Dispositive Power

WITH

29,084

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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29,084

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

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

0.4%

14. Type of Reporting Person (See Instructions)

CO

SCHEDULE 13D

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

North Atlantic Smaller Companies Investment Trust Plc

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

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

England

7. Sole Voting Power

NUMBER OF

SHARES 0  
8. Shared Voting Power

BENEFICIALLY

OWNED BY 87,400  
EACH 9. Sole Dispositive Power

REPORTING

PERSON 0  
10. Shared Dispositive Power

WITH

87,400

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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87,400

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

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

1.2%

14. Type of Reporting Person (See Instructions)

OO, IA



SCHEDULE 13D

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

Gildea Management Company

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

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

NUMBER OF

SHARES  0  
8.  Shared Voting Power

BENEFICIALLY

OWNED BY  105,000  
EACH  9.  Sole Dispositive Power

REPORTING

PERSON  0  
10.  Shared Dispositive Power

WITH

105,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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105,000

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

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

1.5%

14. Type of Reporting Person (See Instructions)

CO, IA

SCHEDULE 13D

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

John W. Gildea

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF, PF

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

7. Sole Voting Power

NUMBER OF

SHARES 2,800  
8. Shared Voting Power

BENEFICIALLY

OWNED BY 105,000  
EACH 9. Sole Dispositive Power

REPORTING

PERSON 2,800  
10. Shared Dispositive Power

WITH

105,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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107,800

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

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

1.5%

14. Type of Reporting Person (See Instructions)

IN

SCHEDULE 13D

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

Axia Value Partners LLC

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

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

NUMBER OF

SHARES 0  
8. Shared Voting Power

BENEFICIALLY

OWNED BY 105,000  
EACH 9. Sole Dispositive Power

REPORTING

PERSON 0  
10. Shared Dispositive Power

WITH

105,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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105,000

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

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

1.5%

14. Type of Reporting Person (See Instructions)

OO

**AMENDMENT NO. 6 TO**  
**STATEMENT ON SCHEDULE 13D**

This Amendment No. 6 to Statement on Schedule 13D (the Amendment) is filed on behalf of the Filing Parties (defined below). This Amendment amends the Statement on Schedule 13D filed by certain of the Filing Parties with the Securities and Exchange Commission (the SEC) on November 7, 2005 pursuant to an amended and restated joint filing agreement dated as of November 7, 2005. The Filing Parties have previously filed Statements on Schedule 13D relating to the Company on January 25, 2005, January 31, 2005, April 18, 2005, September 30, 2005, October 12, 2005 and November 7, 2005.

**Item 1. Security and Issuer.**

The class of equity securities to which this Amendment relates is the common stock, without par value (the Common Stock), of SunLink Health Systems, Inc., an Ohio corporation (the Company). The principal executive offices of the Company are located at 900 Circle 75 Parkway, Suite 1120, Atlanta, Georgia 30339.

**Item 2. Identity and Background.**

2 (a-c,f).

**I. Filing Parties:**

This Amendment is filed on behalf of the following persons, who are collectively referred to as the Filing Parties :

1. North Atlantic Value LLP ( North Atlantic Value ) is a limited liability partnership organized under the laws of England with its principal office and business at Ryder Court, 14 Ryder Street, London SW1Y 6QB England. North Atlantic Value is a firm authorized by the United Kingdom's Financial Services Authority and is principally engaged in the business of investment management of active value and private equity investments, as well as to its private clients.
2. Christopher Harwood Bernard Mills is a British citizen whose business address is Ryder Court, 14 Ryder Street, London SW1Y 6QB England. His principal employment includes service as director and chief executive of North Atlantic Smaller Companies Investment Trust plc ( NASCIT ), as chief executive of American Opportunity Trust plc ( American Opportunity Trust ), as a director of J O Hambro Capital Management Group Limited, J O Hambro Capital Management Limited, The Trident North Atlantic Fund ( Trident North Atlantic ), Oryx International Growth Fund Limited, Acquisitor plc and Acquisitor Holdings (Bermuda) Ltd.

3. American Opportunity Trust is a corporation organized under the laws of England with its principal office and business at Ryder Court, 14 Ryder Street, London SW1Y 6QB England. American Opportunity Trust is a publicly-held investment trust company. North Atlantic Value serves as investment manager to American Opportunity Trust.
4. Trident North Atlantic is an open-ended investment company incorporated in the Cayman Islands with its principal office and business at P.O. Box 309, Uglan House, George Town, Grand Cayman, Cayman Islands. Trident North Atlantic is a publicly-held regulated mutual fund. Christopher Harwood Bernard Mills serves as a director of Trident North Atlantic and North Atlantic Value serves as an investment adviser to Trident North Atlantic.
5. Trident Holdings ( Trident Holdings ) is an open-ended investment company incorporated in the Cayman Islands with its principal office and business at P.O. Box 1350GT, 75 Fort Street, George Town, Grand Cayman, Cayman Islands. Trident North Atlantic is a publicly-held regulated mutual fund. North Atlantic Value serves as an investment manager to Trident Holdings.
6. High Tor Limited ( Trident High Tor ) is a corporation organized under the laws of the Cayman Islands with its principal office and business at P.O. Box N-4857, Unit No. 2, Cable Beach Court, West Bay Street, Nassau, The Bahamas. High Tor Limited is a private client of North Atlantic Value, which serves as an investment manager to a portfolio of assets owned by Trident High Tor.
7. NASCIT is a corporation organized under the laws of England with its principal office and business at Ryder Court, 14 Ryder Street, London SW1Y 6QB, England. NASCIT is a publicly-held investment trust company. Christopher Harwood Bernard Mills is director and chief executive of NASCIT and North Atlantic Value acts as manager.
8. Gildea Management Company is a corporation organized under the laws of the State of Delaware with its principal office and business address at P.O. Box 938, 65 Vitti Street, New Canaan, Connecticut. Gildea Management Company is principally engaged in the business of investment management.
9. John W. Gildea is a U.S. citizen whose principal business address is P.O. Box 938, 65 Vitti Street, New Canaan, Connecticut. His principal employment includes service as the managing director of Gildea Management Company and as a director of American Opportunity Trust.



10. Axia Value Partners LLC ( Axia Value Partners ) is a limited liability company organized under the laws of the State of Delaware with its principal office and business address at P.O. Box 938, 65 Vitti Street, New Canaan, Connecticut. Axia Value Partners is a private equity fund. Gildea Management Company serves as the investment manager of Axia Value Partners.

**II. Executive Officers and Directors:**

In accordance with the provisions of General Instruction C to Schedule 13D, information concerning the executive officers and directors of the Filing Parties is included in Schedule A hereto and is incorporated by reference herein.

(d) Criminal Proceedings

During the last five years, neither the Filing Parties (or a controlling entity thereof) nor any executive officer or director of any of the Filing Parties (or a controlling entity thereof) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Civil Securities Law Proceedings

During the last five years, neither the Filing Parties (or a controlling entity thereof) nor any executive officer or director of any of the Filing Parties (or a controlling entity thereof) has been a 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.

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

The aggregate purchase price of the 302,844 shares of Common Stock beneficially held by American Opportunity Trust is \$1,672,934 (exclusive of brokerage fees and commissions). All of the shares of Common Stock beneficially held by American Opportunity Trust were paid for using its working capital funds.

The aggregate purchase price of the 239,302 shares of Common Stock beneficially held by Trident North Atlantic is \$1,744,943 (exclusive of brokerage fees and commissions). All of the shares of Common Stock beneficially held by Trident North Atlantic were paid for using its working capital funds.

The aggregate purchase price of the 123,670 shares of Common Stock beneficially held by Trident Holdings is \$906,259 (exclusive of brokerage fees and commissions). All of the shares of Common Stock beneficially held by Trident Holdings were paid for using its working capital funds.

The aggregate purchase price of the 29,084 shares of Common Stock beneficially held by Trident High Tor is \$200,107 (exclusive of brokerage fees and commissions). All of the shares of Common Stock beneficially held by Trident High Tor were paid for using its working capital funds.

The aggregate purchase price of the 87,400 shares of Common Stock beneficially held by NASCIT is \$830,291 (exclusive of brokerage fees and commissions). All of the shares of Common Stock beneficially held by NASCIT were paid for using its working capital funds.

The aggregate purchase price of the 450,000 shares of Common Stock beneficially held by North Atlantic Value on behalf of its private clients is \$3,780,000 (exclusive of brokerage fees and commissions). All of the shares of Common Stock beneficially held by North Atlantic Value on behalf of its private clients were paid for using the working capital funds of such private clients.

The aggregate purchase price of the 105,000 shares of Common Stock beneficially held by Axia Value Partners is \$576,250 (exclusive of brokerage fees and commissions). All of the shares of Common Stock beneficially held by Axia Value Partners were paid for using its working capital funds.

The aggregate purchase price of the 2,800 shares of Common Stock beneficially held solely by John W. Gildea is \$14,280 (exclusive of brokerage fees and commissions). All of the shares of Common Stock beneficially held solely by Mr. Gildea were paid for using his personal funds.

**Item 4. Purpose of Transaction.**

On October 11, 2005, North Atlantic Value delivered a letter to the Company setting forth its proposal to acquire all the outstanding shares of the Company for \$10.25 per share in cash, subject only to due diligence and satisfaction of customary conditions. On November 7, 2005, North Atlantic Value issued a press release regarding the Company's refusal to engage in discussions with NAV unless NAV enter into a two year standstill agreement. On November 28, 2005, North Atlantic Value delivered a subsequent letter to the Company reaffirming its commitment to acquire all outstanding shares of the Company and its willingness to increase its offer to \$11.00 per share. The original letter to the Company is attached as Exhibit 99.3 to the Amendment on Schedule 13D filed on October 12, 2005, the press release is attached as Exhibit 99.5 to the Amendment on Schedule 13D filed on November 7, 2005 and the subsequent letter to the Company is attached as Exhibit 99.6 to this Amendment on Schedule 13D.

In addition to the foregoing, the Filing Parties may take such actions with respect to their investment in the Company as they deem appropriate, including without limitation: (i) having open communications with the Company's management in order to monitor their efforts to increase shareholder value, (ii) purchasing additional shares of Common Stock in the open market or otherwise, (iii) seeking a change of control of the Company through various means, including without limitation, an extraordinary corporate transaction, such as a merger,

reorganization, recapitalization or tender offer, (iv) seeking to amend the Company's charter and by-laws, (v) seeking to elect a slate of directors to the Company's board of directors and (vi) presenting proposals for stockholders' consideration at an annual or special meeting of the Company's stockholders.

Should the Company fail to define a clear strategy to maximize shareholder value, the Filing Parties may consider a means by which some or all of the directors may be removed from the board of directors.

In addition, the Filing Parties believe it is in the interest of all shareholders if either the current board or a new board immediately appoint an independent firm of investment bankers to find ways to maximize shareholder value.

The Filing Parties may also participate in discussions with potential purchasers of their shares of Common Stock, sell some or all of their shares of Common Stock in the open market or through privately negotiated transactions, or change their intention with respect to any and all of the matters referred to above.

**Item 5. Interest in Securities of the Issuer.**

(a)-(b) The aggregate number and percentage of the outstanding Common Stock of the Company beneficially owned (i) by each of the Filing Parties, and (ii) to the knowledge of the Filing Parties, by each other person who may be deemed to be a member of the group, is as follows:

| <u>Filing Party</u>        | <u>Aggregate<br/>Number<br/>of<br/>Shares</u> | <u>Number of<br/>Shares:<br/>Sole<br/>Power to<br/>Vote</u> | <u>Number<br/>of<br/>Shares:<br/>Shared<br/>Power to<br/>Vote</u> | <u>Number of<br/>Shares:<br/>Sole<br/>Power to<br/>Dispose</u> | <u>Number<br/>of<br/>Shares:<br/>Shared<br/>Power to<br/>Dispose</u> | <u>Approximate<br/>Percentage*</u> |
|----------------------------|---|---|---|--|--|------------------------------------|
| North Atlantic Value+      | 1,232,300                                     | 0   | 1,232,300   | 0  | 1,232,300  | 17.0%                              |
| Christopher H. B. Mills+   | 1,232,300                                     | 0   | 1,232,300   | 0  | 1,232,300  | 17.0%                              |
| American Opportunity Trust | 302,844                                       | 0   | 302,844   | 0  | 302,844  | 4.2%                               |
| Trident North Atlantic     | 239,302                                       | 0   | 239,302   | 0  | 239,302  | 3.3%                               |
| Trident Holdings           | 123,670                                       | 0   | 123,670   | 0  | 123,670  | 1.7%                               |
| Trident High Tor           | 29,084  | 0   | 29,084  | 0  | 29,084   | 0.4%                               |
| NASCIT                     | 87,400  | 0   | 87,400  | 0  | 87,400   | 1.2%                               |
| John W. Gildea             | 107,800                                       | 2,800   | 105,000   | 2,800  | 105,000  | 1.5%                               |
| Gildea Management Company  | 105,000                                       | 0   | 105,000   | 0  | 105,000  | 1.5%                               |
| Axia Value Partners        | 105,000                                       | 0   | 105,000   | 0  | 105,000  | 1.5%                               |

\* Based on 7,242,578 shares of Common Stock, without par value, outstanding as of November 10, 2005, which is based on information reported in the Company's 10-Q, for the quarterly period ended September 30, 2005.

+ Consists of shares of Common Stock held by American Opportunity Trust, Trident North Atlantic, Trident Holdings, Trident High Tor, NASCIT and certain private clients of North Atlantic Value. Does not include 2,800 shares of Common Stock held personally by John W. Gildea nor 105,000 shares of Common Stock held by Axia Value Partners (nor Gildea Management Company as the investment manager of Axia Value Partners).



(c) In the time since the Filing Parties last filed an amendment to the Statement on Schedule 13D relating to the Common Stock, the Filing Parties effected no transactions in the Common Stock.

(d) No person other than the Filing Parties is known to have the right to receive, or the power to direct the receipt of dividends from, or the proceeds from the sale of, such shares of Common Stock.

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

North Atlantic Value is the investment manager and/or investment adviser to each of American Opportunity Trust, Trident North Atlantic, Trident Holdings, Trident High Tor, NASCIT and its private clients and as such it has the authority to vote or dispose of the Common Stock. Christopher Harwood Bernard Mills is the chief executive of American Opportunity Trust and NASCIT. Christopher Harwood Bernard Mills is also a partner and the chief investment officer of North Atlantic Value. Gildea Management Company is the investment manager to Axia Value Partners and as such it has the authority to vote or dispose of the Common Stock. John W. Gildea is a managing director of Gildea Management Company and is also a director of American Opportunity Trust.

**Item 7. Material to be Filed as Exhibits.**

Letter to the Company dated November 28, 2005 filed as Exhibit 99.6.

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.

Dated: November 29, 2005

NORTH ATLANTIC VALUE LLP

By: /s/ R. G. BARRETT  
Name: R. G. Barrett

Title: Compliance Officer

Executed on behalf of the Filing Parties pursuant to the  
Amended and Restated Joint Filing Agreement,  
previously filed.

**Schedule A**

Information Concerning Directors and Executive Officers of the Filing Parties

The following table sets forth certain information concerning each of the members and partners of North Atlantic Value LLP as of the date hereof.

Members:

|                   |  |
|-------------------|--|
| Name:             | J O Hambro Capital Management Group Limited<br>(Member)      |
| Business Address: | Ryder Court<br>14 Ryder Street<br>London SW1Y 6QB<br>England |

|                   |  |
|-------------------|--|
| Name:             | J O Hambro Capital Management Limited<br>(Member)            |
| Business Address: | Ryder Court<br>14 Ryder Street<br>London SW1Y 6QB<br>England |

Partners:

|                       |   |
|-----------------------|---|
| Name:                 | Christopher Harwood Bernard Mills<br>(Partner)  |
| Citizenship:          | British   |
| Business Address:     | Ryder Court<br>14 Ryder Street<br>London SW1Y 6QB<br>England  |
| Principal Occupation: | Chief Executive, American Opportunity Trust<br>Director, Trident North Atlantic<br>Director, J O Hambro Capital Management Limited<br>Partner, North Atlantic Value LLP |

Name: Nichola Pease  
(Partner)  
Citizenship: British  
Business Address: Ryder Court  
14 Ryder Street  
London SW1Y 6QB  
England  
Principal Occupation: Director and Chief Executive, J O Hambro Capital  
Management Limited  
Partner, North Atlantic Value LLP

Name: Jeremy James Brade  
(Partner)  
Citizenship: British  
Business Address: Ryder Court  
14 Ryder Street  
London SW1Y 6QB  
England  
Principal Occupation: Director, J O Hambro Capital Management Limited  
Partner, North Atlantic Value LLP

Name: Fay Elizabeth Foster  
(Partner)  
Citizenship: British  
Business Address: Ryder Court  
14 Ryder Street  
London SW1Y 6QB  
England  
Principal Occupation: Partner, North Atlantic Value LLP

Name: Charles Clifford Dominic Groves  
(Partner)  
Citizenship: British  
Business Address: Ryder Court  
14 Ryder Street  
London SW1Y 6QB  
England  
Principal Occupation: Partner, North Atlantic Value LLP

Name: Basil David Postan  
(Partner)  
Citizenship: British  
Business Address: Ryder Court  
14 Ryder Street  
London SW1Y 6QB  
England  
Principal Occupation: Director, J O Hambro Capital Management Limited  
Partner, JOHCM Alternative Investments LLP



Name: M.D. Hemsley  
(Partner)  
Citizenship: British  
Business Address: Ryder Court  
14 Ryder Street  
London SW1Y 6QB  
England  
Principal Occupation: Partner, North Atlantic Value LLP

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The following table sets forth certain information concerning each of the directors and executive officers of American Opportunity Trust plc as of the date hereof.

|                       |   |
|-----------------------|---|
| Name:                 | R. Alexander Hammond-Chambers   |
| Citizenship:          | (Chairman)<br>British   |
| Business Address:     | 29 Rutland Square<br><br>Edinburgh EH1 2BW<br><br>Scotland  |
| Principal Occupation: | Non-Executive Director, American Opportunity<br><br>Trust   |
| Name:                 | Christopher Harwood Bernard Mills   |
| Citizenship:          | (Chief Executive)<br>British  |
| Business Address:     | Ryder Court<br><br>14 Ryder Street<br><br>London SW1Y 6QB<br><br>England  |
| Principal Occupation: | Chief Executive, American Opportunity Trust<br><br>Director, Trident North Atlantic<br><br>Director, J O Hambro Capital Management Limited<br><br>Partner, North Atlantic Value LLP |
| Name:                 | John W. Gildea  |
| Citizenship:          | (Director)<br>USA   |
| Business Address:     | Gildea Management Company<br><br>P.O. Box 938<br><br>65 Vitti Street<br><br>New Canaan, Connecticut 06840<br><br>USA  |
| Principal Occupation: | Managing Director, Gildea Management<br><br>Company   |

Name: The Hon. James J. Nelson  
  
Citizenship: (Director)  
British  
Business Address: Graphite Capital Management LTD<sup>1</sup>  
  
4th Floor  
  
Berkeley Square House  
  
Berkeley Square  
  
London W1X 5PA  
  
England  
Principal Occupation: Non-Executive Director, Graphite Capital

Management LTD

Name: Iain Tulloch  
  
Citizenship: (Director)  
British  
Business Address: Swallow Ha-Symington  
  
Ayrohire  
  
Scotland  
  
KA1 5PN  
Principal Occupation: Non-Executive Director, American Opportunity Trust

Name: Philip Ehrman  
  
Citizenship: (Director)  
British  
Business Address: Gartmore Investment Management Ltd.<sup>2</sup>  
  
Gartmore House  
  
8 Fenchurch Place  
  
London EC3M 4PH  
  
England  
Principal Occupation: Head of Pacific & Emerging Markets, Gartmore  
  
Investment Management Ltd.

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1 Graphite Capital Management LTD is principally engaged in the investment management business.

2 Gartmore Investment Management Limited is principally engaged in the investment management business.

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The following table sets forth certain information concerning each of the directors and executive officers of The Trident North Atlantic Fund as of the date hereof.

|                       |  |
|-----------------------|--|
| Name:                 | Raymond O Neill  |
| Citizenship:          | (Director)<br>Irish  |
| Business Address:     | RSM Robson (Dublin)<br><br>Futzwilton House<br><br>Wilton Place<br><br>Dublin 2<br><br>Ireland<br>Partner, RSM Robson Rhodes   |
| Principal Occupation: |  |
| Name:                 | Christopher Harwood Bernard Mills  |
| Citizenship:          | (Director)<br>British  |
| Business Address:     | J O Hambro Capital Management Limited<br><br>Ryder Court<br><br>14 Ryder Street<br><br>London SW1Y 6QB<br><br>England<br>Chief Executive, American Opportunity Trust |
| Principal Occupation: | Director, Trident North Atlantic<br><br>Director, J O Hambro Capital Management Limited<br><br>Partner, North Atlantic Value LLP                                     |
| Name:                 | David Sargison   |
| Citizenship:          | (Director)<br>British  |
| Business Address:     | Ironshore Corporate Services Limited<br><br>Box 1234GT<br><br>Queensgate House<br><br>South Church Street<br><br>Grand Cayman<br><br>Cayman Islands                  |

Principal Occupation:

Managing Director, Ironshore Corporate Services Limited

Name: John Gildea  
  
Citizenship: (Director)  
USA  
Business Address: Gildea Management Company  
  
P.O. Box 938  
  
65 Vitti Street  
  
New Canaan, Connecticut 06840  
  
Principal Occupation: USA  
Managing Director, Gildea Management Company

Name: Ralph Woodford  
  
Citizenship: (Director)  
British  
Business Address: Caledonian Bank & Trust Limited  
  
Caledonian House  
  
George Town, Grand Cayman  
  
Principal Occupation: Cayman Islands  
Director, Caledonian Bank & Trust Limited

The following table sets forth certain information concerning each of the directors and executive officers of Trident Holdings as of the date hereof.

|                       |  |
|-----------------------|--|
| Name:                 | Integra Limited<br>(Corporate Director)  |
| Citizenship:          | Cayman Islands   |
| Business Address:     | Integra Limited<br>P.O. Box 1350<br><br>The Huntlaw Building<br><br>Fort Street<br><br>George Town, Grand Cayman |
| Principal Occupation: | Cayman Islands<br>Corporation  |

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The following table sets forth certain information concerning each of the directors and executive officers of High Tor Limited as of the date hereof.

|                       |  |
|-----------------------|--|
| Name:                 | Paul R. Sandford<br>(Director)   |
| Citizenship:          | Canadian   |
| Business Address:     | High Tor Limited<br>P.O. Box N-4857<br>Unit No. 2<br>Cable Beach Court<br>West Bay Street<br>Nassau, The Bahamas |
| Principal Occupation: | Director, High Tor Limited   |

|                       |  |
|-----------------------|--|
| Name:                 | Donald W. Tomlinson<br>(Director)  |
| Citizenship:          | Canadian   |
| Business Address:     | High Tor Limited<br>P.O. Box N-4857<br>Unit No. 2<br>Cable Beach Court<br>West Bay Street<br>Nassau, The Bahamas |
| Principal Occupation: | Director, High Tor Limited   |



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The following table sets forth certain information concerning each of the directors and executive officers of North Atlantic Smaller Companies Investment Trust plc ( NASCIT ) as of the date hereof.

|                       |   |
|-----------------------|---|
| Name:                 | Christopher Harwood Bernard Mills   |
| Citizenship:          | (Director and Chief Executive)<br>British   |
| Business Address:     | Ryder Court<br><br>14 Ryder Street<br><br>London SW1Y 6QB<br><br>England<br>Chief Executive, American Opportunity Trust<br><br>Director, Trident North Atlantic<br><br>Director, J O Hambro Capital Management Limited<br><br>Partner, North Atlantic Value LLP |
| Name:                 | Enrique Foster Gittes   |
| Citizenship:          | (Chairman)<br>USA   |
| Residence:            | 4 East 82 <sup>nd</sup> Street<br><br>New York, New York 10028<br><br>USA<br>Director, NASCIT   |
| Principal Occupation: |   |
| Name:                 | The Hon. Peregrine D E M Moncreiffe   |
| Citizenship:          | (Director)<br>British   |
| Business Address:     | Easter Moncreiffe<br><br>Bridge of Earn<br><br>Perthshire<br><br>Scotland<br><br>PH2 8 QA   |
| Name:                 | Kristian Siem   |
| Citizenship:          | Norwegian   |
| Business Address:     | 3 <sup>rd</sup> Floor<br><br>30 King Charles II Street<br><br>London, SW1Y 4AE  |

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|                       |  |
|-----------------------|--|
| Principal Occupation: | England<br>Chairman of Siem Capital UK Limited       |
| Name:                 | Charles L. A. Irby                                   |
| Citizenship:          | British  |
| Business Address:     | 125 Blenheim Crescent<br><br>London W11 2EQ          |
| Principal Occupation: | England<br>Chairman of Aberdeen Asset Management Plc |

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The following table sets forth certain information concerning the sole director of Gildea Management Company as of the date hereof.

|                       |  |
|-----------------------|--|
| Name:                 | John W. Gildea   |
| Citizenship:          | (Managing Director)<br>USA   |
| Business Address:     | Gildea Management Company<br><br>P.O. Box 938<br><br>65 Vitti Street<br><br>New Canaan, Connecticut 06840<br><br>USA |
| Principal Occupation: | Managing Director, Gildea Management Company   |

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The following table sets forth certain information concerning the sole director of Axia Value Partners LLC as of the date hereof.

|                       |   |
|-----------------------|---|
| Name:                 | John W. Gildea  |
| Citizenship:          | (Sole Director)<br>USA  |
| Business Address:     | Gildea Management Company<br><br>P.O. Box 938<br><br>65 Vitti Street<br><br>New Canaan, Connecticut 06840 |
| Principal Occupation: | USA<br>Managing Director, Gildea Management Company   |

Exhibit Index

The following documents are filed herewith or incorporated herein by reference:

| <u>Exhibit</u>  | <u>Page</u>  |
|---|--|
| (99.1) Joint Filing Agreement dated as of January 24, 2005 among the Filing Parties.                      | Exhibit 99.1 to the Schedule 13D filed on January 25, 2005.              |
| (99.2) Amended and Restated Joint Filing Agreement dated as of January 31, 2005 among the Filing Parties. | Exhibit 99.2 to the Amendment on Schedule 13D filed on January 31, 2005. |
| (99.3) Letter to the Company dated October 10, 2005.  | Exhibit 99.3 to the Amendment on Schedule 13D filed on October 12, 2005. |
| (99.4) Amended and Restated Joint Filing Agreement dated November 4, 2005 among the Filing Parties.       | Exhibit 99.4 to the Amendment on Schedule 13D filed on November 7, 2005. |
| (99.5) Press Release issued on November 7, 2005.  | Exhibit 99.5 to the Amendment on Schedule 13D filed on November 7, 2005. |
| (99.6) Letter to the Company dated November 28, 2005.   | Exhibit 99.6 hereto.   |