

SUNLINK HEALTH SYSTEMS INC  
Form SC 13D/A  
October 12, 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. 4)\***

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)

October 11, 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.

\* 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*).

(Continued on following pages)

**SCHEDULE 13D**

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

North Atlantic Value LLP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

England

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 8. SHARED VOTING POWER

EACH

REPORTING 1,144,900

PERSON 9. SOLE DISPOSITIVE POWER

WITH

0

10. SHARED DISPOSITIVE POWER

1,144,900

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,144,900

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

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

15.9%

14. TYPE OF REPORTING PERSON\*

OO, IA

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**SCHEDULE 13D**

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Christopher Harwood Bernard Mills

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

England

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 8. SHARED VOTING POWER

EACH

REPORTING 1,144,900

PERSON 9. SOLE DISPOSITIVE POWER

WITH

0

10. SHARED DISPOSITIVE POWER

1,144,900

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,144,900

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

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

15.9%

14. TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**SCHEDULE 13D**

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

American Opportunity Trust plc

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 ITEM 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

England

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 8. SHARED VOTING POWER

EACH

REPORTING 302,844

PERSON 9. SOLE DISPOSITIVE POWER

WITH

0

10. SHARED DISPOSITIVE POWER

302,844

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

302,844

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

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

4.2%

14. TYPE OF REPORTING PERSON\*

IV

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



**SCHEDULE 13D**

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The Trident North Atlantic Fund

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 ITEM 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 8. SHARED VOTING POWER

EACH

REPORTING 239,302

PERSON 9. SOLE DISPOSITIVE POWER

WITH

0

10. SHARED DISPOSITIVE POWER

239,302

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

239,302

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

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

3.3%

14. TYPE OF REPORTING PERSON\*

IV, CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**SCHEDULE 13D**

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Trident Holdings

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 ITEM 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 8. SHARED VOTING POWER

EACH

REPORTING 123,670

PERSON 9. SOLE DISPOSITIVE POWER

WITH

0

10. SHARED DISPOSITIVE POWER

123,670

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

123,670

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

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

1.7%

14. TYPE OF REPORTING PERSON\*

IV, CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**SCHEDULE 13D**

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

High Tor Limited

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 ITEM 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 8. SHARED VOTING POWER

EACH

REPORTING 29,084

PERSON 9. SOLE DISPOSITIVE POWER

WITH

0

10. SHARED DISPOSITIVE POWER

29,084

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,084

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

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

0.4%

14. TYPE OF REPORTING PERSON\*

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**SCHEDULE 13D**

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Gildea Management Company

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 8. SHARED VOTING POWER

EACH

REPORTING 105,000

PERSON 9. SOLE DISPOSITIVE POWER

WITH

0

10. SHARED DISPOSITIVE POWER

105,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

105,000

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

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

1.5%

14. TYPE OF REPORTING PERSON\*

CO, IA

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



SCHEDULE 13D

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John W. Gildea

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF, PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 2,800

OWNED BY 8. SHARED VOTING POWER

EACH

REPORTING 105,000

PERSON 9. SOLE DISPOSITIVE POWER

WITH

2,800

10. SHARED DISPOSITIVE POWER

105,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,800

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

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

1.5%

14. TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**SCHEDULE 13D**

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Axia Value Partners 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 ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 0

OWNED BY 8. SHARED VOTING POWER

EACH

REPORTING 105,000

PERSON 9. SOLE DISPOSITIVE POWER

WITH

0

10. SHARED DISPOSITIVE POWER

105,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

105,000

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

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

1.5%

14. TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**AMENDMENT NO. 4 TO**  
**STATEMENT ON SCHEDULE 13D**

This Amendment No. 4 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 September 30, 2005 pursuant to an amended and restated joint filing agreement dated as of January 31, 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 and September 30, 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 executive director of North Atlantic Smaller Companies Investment Trust ( 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., and as co-investment adviser to NASCIT.

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 adviser 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 adviser to a portfolio of assets owned by Trident High Tor.
7. Gildea Management Company is a corporation organized under the laws of the State of Delaware with its principal office and business address at PO Box 938, 65 Vitti Street, New Canaan, Connecticut. Gildea Management Company is principally engaged in the business of investment management.
8. John W. Gildea is a U.S. citizen whose principal business address is PO 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.
9. 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 PO 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 \$1,733,585 (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 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. The letter to the Company is attached as Exhibit 99.3 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:

| Filing Party               | Aggregate Number of Shares | Number of                  |                              | Number of Shares: Sole Power to Dispose | Number of Shares: Shared Power to Dispose | Approximate Percentage* |
|----------------------------|----------------------------|----------------------------|------------------------------|---|---|-------------------------|
|                            |                            | Shares: Sole Power to Vote | Shares: Shared Power to Vote |   |   |                         |
| North Atlantic Value+      | 1,144,900                  | 0                          | 1,144,900                    | 0                                       | 1,144,900                                 | 15.9%                   |
| Christopher H. B. Mills+   | 1,144,900                  | 0                          | 1,144,900                    | 0                                       | 1,144,900                                 | 15.9%                   |
| 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%                    |
| 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 7,203,703 shares of Common Stock, without par value, outstanding as of September 15, 2005, which is based on information reported in the Company's 10-K, for the fiscal year ended June 30, 2005.

+ Consists of shares of Common Stock held by American Opportunity Trust, Trident North Atlantic, Trident Holdings, Trident High Tor 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 their last filing on Schedule 13D, 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 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. 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 October 10, 2005 filed as Exhibit 99.3.

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: October 12, 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  
(Member)  
Business Address: Ryder Court  
14 Ryder Street  
London SW1Y 6QB  
England

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

Partners:

Name: Christopher Harwood Bernard Mills  
(Partner)  
Citizenship: British  
Business Address: Ryder Court  
14 Ryder Street  
London SW1Y 6QB  
England  
Principal Occupation: Chief Executive, American Opportunity Trust  
Director, Trident North Atlantic  
Director, J O Hambro Capital Management Limited  
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  
  
(Chairman)  
Citizenship: British  
Business Address: 29 Rutland Square  
  
Edinburgh EH1 2BW  
  
Scotland  
Principal Occupation: Non-Executive Director, American Opportunity  
  
Trust

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

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





Name: The Hon. James J. Nelson  
  
(Director)  
Citizenship: 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  
  
(Director)  
Citizenship: British  
Business Address: Swallow Ha-Symington  
  
Ayrohire  
  
Scotland  
  
KA1 5PN  
Principal Occupation: Non-Executive Director, American Opportunity

Trust  
Name: Philip Ehrman  
  
(Director)  
Citizenship: 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  
  
(Director)  
Citizenship: USA  
Business Address: Gildea Management Company  
  
PO Box 938  
  
65 Vitti Street  
  
New Canaan, Connecticut 06840  
  
USA  
Principal Occupation: Managing Director, Gildea Management Company

Name: Ralph Woodford  
  
(Director)  
Citizenship: British  
Business Address: Caledonian Bank & Trust Limited  
  
Caledonian House  
  
George Town, Grand Cayman  
  
Cayman Islands  
Principal Occupation: 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>The Huntlaw Building<br>Fort Street<br>George Town, Grand Cayman<br>Cayman Islands |
| Principal Occupation: | Corporation  |

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   |

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

|                       |                                      |
|-----------------------|--------------------------------------|
| Name:                 | John W. Gildea                       |
|                       | (Managing Director)                  |
| Citizenship:          | USA                                  |
| Business Address:     | Gildea Management Company            |
|                       | PO Box 938                           |
|                       | 65 Vitti Street                      |
|                       | New Canaan, Connecticut 06840        |
| Principal Occupation: | USA                                  |
|                       | 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                       |
|                       | (Sole Director)                      |
| Citizenship:          | USA                                  |
| Business Address:     | Gildea Management Company            |
|                       | PO Box 938                           |
|                       | 65 Vitti Street                      |
|                       | New Canaan, Connecticut 06840        |
| Principal Occupation: | USA                                  |
|                       | 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.                      | Previously filed. |
| (99.2) Amended and Restated Joint Filing Agreement dated as of January 31, 2005 among the Filing Parties. | Previously filed. |
| (99.3) Letter to the Company dated October 10, 2005.  | Exhibit 99.3.     |