GRAVITY Co., Ltd. Form SC 13D/A November 06, 2006

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 8)*

Gravity Co., Ltd.
(Name of Issuer)

Common Stock, Par Value Won 500 Per Share (Title of Class of Securities)

38911N107 (CUSIP Number)

Marran Ogilvie 666 Third Avenue 26th Floor New York, New York 10017 (212) 845-7909

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

October 31, 2006 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition 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.

(Page 1 of 19 Pages)

*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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1)	I.F	R.S.	REPORTING PERSONS IDENTIFICATION NOS. E PERSONS (ENTITIES ONLY)	
	Sta	ırboa	rd Value and Opportunity Master Fund Ltd.	
(2)	CHE	CK T	HE APPROPRIATE BOX IF A MEMBER OF A GROUP **	[X]
(3)	SEC	USE	ONLY	
(4)	SOU WC	JRCE	OF FUNDS **	
(5)			OX IF DISCLOSURE OF LEGAL PROCEEDINGS IS D PURSUANT TO ITEMS 2(d) OR 2(e)	 []
(6)			SHIP OR PLACE OF ORGANIZATION Islands	
NUMBER OF		(7)	SOLE VOTING POWER 56,425	
SHARES				
BENEFICIALLY	Y	(8)	SHARED VOTING POWER	
EACH		(9)	SOLE DISPOSITIVE POWER 56,425	
REPORTING				
PERSON WITH		(10)	SHARED DISPOSITIVE POWER 0	
(11)	ВУ		TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON	
(12)			OX IF THE AGGREGATE AMOUNT (11) EXCLUDES CERTAIN SHARES **	 []
(13)		AMOU	OF CLASS REPRESENTED NT IN ROW (11)	
(14)	TYP CO	E OF	REPORTING PERSON **	

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 3	8911N107	7	1	3D		Page	3 of	19 Pages
(1)	I.R.S.	IDENTIFI	NG PERSONS CATION NOS (ENTITIE					
	Parche,	LLC				20-0	870632	
(2)	CHECK 1	THE APPRO	PRIATE BOX	IF A MEMBE	R OF A GRO	 UP **		[X]
(3)	SEC USE	E ONLY						
(4)	SOURCE WC	OF FUNDS	**					
(5)				F LEGAL PRO S 2(d) OR 2				[]
(6)	CITIZEN Delawar		PLACE OF O	RGANIZATION				
NUMBER OF	(7) 	SOLE VC	75					
BENEFICIALL	Y (8)	SHARED 0	VOTING POW	ER 				
EACH REPORTING	(9)	SOLE DI 76,398.	SPOSITIVE 75	POWER				
PERSON WITH	(10)	SHARED 0	DISPOSITIV	E POWER				
(11)		H REPORTI	T BENEFICI NG PERSON	ALLY OWNED				
(12)			E AGGREGAT LUDES CERT	E AMOUNT AIN SHARES	**			[]
(13)		OF CLAS	S REPRESEN	TED				

(14)	TYPE OO	OF	REPORTING PERSON *					
			** SEE INSTRUCTION	IS BEFORE	E FILLING	OUT!		
CUSIP No. 3	8911N	107	131)		Page 4	l of 1	.9 Pages
(1)	I.R.S	S. I	REPORTING PERSONS DENTIFICATION NOS. PERSONS (ENTITIES	ONLY)				
	RCG A	Ambr	ose Master Fund, Lt	id.				
(2)	CHEC	 K TH	E APPROPRIATE BOX I	F A MEME	BER OF A (GROUP **		[X]
(3)	SEC (USE	ONLY					
(4)	SOURG	CE C	FUNDS **					
(5)			K IF DISCLOSURE OF PURSUANT TO ITEMS			 S IS		[]
(6)			HIP OR PLACE OF ORG	GANIZATIO	ON			
			SOLE VOTING POWER					
SHARES								
BENEFICIALL	Y (8		SHARED VOTING POWER)	}				
OWNED BY								
EACH REPORTING			SOLE DISPOSITIVE PO 45,430.25 					
PERSON WITH	(-	10)	SHARED DISPOSITIVE	POWER				
(11)		ACH	E AMOUNT BENEFICIAI REPORTING PERSON					

(12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **	[]
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.65%	
(14)	TYPE OF REPORTING PERSON **	
	** SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP No. 3	38911N107 13D Page 5 of 19 Pa	ages
(1)	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	RCG Halifax Fund, Ltd.	
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) []	_
(3)	SEC USE ONLY	
(4)	SOURCE OF FUNDS **	
(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	
NUMBER OF	(7) SOLE VOTING POWER 44,758.25	
SHARES		
	LY (8) SHARED VOTING POWER 0	
OWNED BY EACH	(9) SOLE DISPOSITIVE POWER	
REPORTING	44,758.25 	
PERSON WITH	H (10) SHARED DISPOSITIVE POWER 0	

(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 44,758.25		
(12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **		[]
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.64%		
(14)	TYPE OF REPORTING PERSON **		
	** SEE INSTRUCTIONS BEFORE FILLING OUT!		
CUSIP No. 38	3911N107 13D Page	6 of 1	9 Pages
(1)	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Ramius Master Fund, Ltd.		
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) (b)	[X]
(3)	SEC USE ONLY		
(4)	SOURCE OF FUNDS **		
(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		
NUMBER OF	(7) SOLE VOTING POWER 167,652.25		
BENEFICIALLY	(8) SHARED VOTING POWER		
OWNED BY	0		

				[]
ıge	7 (of :	19 I	Page:
**			-	X]
				.]
	**	**	** (a) (b)	(a) [2

NUMBER OF		SOLE VC	TING PO	WER						
SHARES										
BENEFICIALLY	Y (8)	SHARED 0	VOTING	POWER						
OWNED BY										
EACH	(9)	SOLE DI	SPOSITI	VE POWER						
REPORTING										
PERSON WITH	(10) SHARED 0	DISPOSI	TIVE POWE	IR.					
(11)		ATE AMOUN			DWNED					
(12)		BOX IF TH								[]
(13)		T OF CLAS								
(14)	TYPE C	F REPORTI	NG PERS	ON **						
		** SEE	: INSTRU	CTIONS BE	FORE FILLI	NG OUT	:!			
CUSIP No. 38	8911N10	7		13D			Page	8 of	19	Pages
(1)	I.R.S.	F REPORTI IDENTIFI VE PERSON	CATION	NOS.	······································					
	Admira	l Advisor	s, LLC			37	7-1484	1525		
(2)	CHECK	THE APPRC	PRIATE	BOX IF A	MEMBER OF	A GROU	.———— JP **		· [-
(3)	SEC US	E ONLY								
(4)	SOURCE WC	OF FUNDS	· ; **							
(5)	 CHECK	BOX IF DI	SCLOSUR	E OF LEG <i>i</i>	AL PROCEEDI	NGS IS	· 5			

	REQUIRE	D PURSUANT TO ITE	MS 2(d) OR 2(e)]				
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware									
NUMBER OF	(7)	SOLE VOTING POWE	 CR							
SHARES		132,823.75								
BENEFICIALL	Y (8)	SHARED VOTING PO	WER							
OWNED BY		0								
EACH	(9)	SOLE DISPOSITIVE 132,823.75	POWER							
REPORTING										
PERSON WITH	(10)	SHARED DISPOSITI	VE POWER							
(11)		TE AMOUNT BENEFIC REPORTING PERSON								
(12)		OX IF THE AGGREGA				[]				
(13)		OF CLASS REPRESE	NTED							
(14)	TYPE OF	REPORTING PERSON	**							
		** SEE INSTRUCT	TIONS BEFORE FI	LLING OUT!						
CUSIP No. 3	8911N107		13D	Page (9 of 19	Page:				
(1)	I.R.S.	REPORTING PERSON IDENTIFICATION NO E PERSONS (ENTITI	S.							
	Ramius	Advisors, LLC		13-3954333	1					
(2)	CHECK T	HE APPROPRIATE BO	X IF A MEMBER	OF A GROUP **	(a) (b)					
(3)	SEC USE	ONLY								

(4)	SOURCE WC	OF FUNDS **			
(5)		OX IF DISCLOSURE OF LEGAL PROCEEDINGS IN DISCLOSURE OF LEGAL PROCEEDINGS IN DIVIDENCE 2 (d) OR 2 (e)	 S		[]
(6)	CITIZEN Delawar	SHIP OR PLACE OF ORGANIZATION e			
NUMBER OF	(7) 	SOLE VOTING POWER 167,652.25			
	Y (8)	SHARED VOTING POWER			
OWNED BY EACH	(9)	SOLE DISPOSITIVE POWER 167,652.25			
REPORTING PERSON WITH	(10)	SHARED DISPOSITIVE POWER			
(11)		TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON .25			
(12)		OX IF THE AGGREGATE AMOUNT (11) EXCLUDES CERTAIN SHARES **			[]
(13)		OF CLASS REPRESENTED NT IN ROW (11)			
` '	TYPE OF	REPORTING PERSON **			
		** SEE INSTRUCTIONS BEFORE FILLING OU			
CUSIP No. 38	3911N107	13D	Page 1	10 of 1	l9 Pages
(1)	I.R.S.	REPORTING PERSONS IDENTIFICATION NOS. E PERSONS (ENTITIES ONLY)			
	Safe Ha	rbor Master Fund, L.P.			

(2)	CHE	CK T	HE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) (b)]	
(3)	SEC	USE	ONLY			
(4)	SOU WC	JRCE (OF FUNDS **			
(5)			DX IF DISCLOSURE OF LEGAL PROCEEDINGS IS DEPURSUANT TO ITEMS 2(d) OR 2(e)			[]
(6)		TIZEN: vman				
		(7)	SOLE VOTING POWER 190,499			
SHARES BENEFICIALL	V	(8)	SHARED VOTING POWER			
OWNED BY	_		0 			
EACH		(9)	SOLE DISPOSITIVE POWER 190,499			
REPORTING						
PERSON WITH		(10)	SHARED DISPOSITIVE POWER 0			
(11)	ВҮ		TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON			
(12)			OX IF THE AGGREGATE AMOUNT (11) EXCLUDES CERTAIN SHARES **			[]
(13)		AMOUI	OF CLASS REPRESENTED NT IN ROW (11)			
(14)	TYF PN	E OF	REPORTING PERSON **			
			** SEE INSTRUCTIONS BEFORE FILLING OUT!			
CUSIP No. 3	8911	.N107	13D Page 11	of	19	Pages

(1)									
	Saf	е На	rbor Investment Ltd.						
(2)	CHE	CK T	HE APPROPRIATE BOX IF A MEMBER OF A GROUP **		[X]				
(3)	SEC	USE	ONLY						
(4)	SOU WC	RCE	OF FUNDS **						
(5)		CCK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS ULIRED PURSUANT TO ITEMS 2(d) OR 2(e) []							
(6)			SHIP OR PLACE OF ORGANIZATION Islands						
NUMBER OF		(7) 	SOLE VOTING POWER 190,499						
BENEFICIALLY	ď	(8)	SHARED VOTING POWER						
EACH REPORTING		(9)	SOLE DISPOSITIVE POWER 190,499						
PERSON WITH		(10)	SHARED DISPOSITIVE POWER 0						
(11)	BY		TE AMOUNT BENEFICIALLY OWNED REPORTING PERSON						
(12)			OX IF THE AGGREGATE AMOUNT (11) EXCLUDES CERTAIN SHARES **		[]				
(13)		AMOU	OF CLASS REPRESENTED NT IN ROW (11)						
(14)	TYP CO	E OF	REPORTING PERSON **						

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 3	8911N107		13D		Page	12 of 1	.9 Pages
(1)	I.R.S.	REPORTING PE IDENTIFICATION E PERSONS (EN	N NOS.				
	Ramius	Capital Group	, L.L.C.	1	3-393	7658	
(2)	CHECK T	HE APPROPRIAT	E BOX IF A ME	MBER OF A GE	 ROUP *	(a)	[X]
(3)	SEC USE	ONLY					
(4)	SOURCE 00	OF FUNDS **					
(5)		OX IF DISCLOS			IS		[]
(6)	CITIZEN Delawar	SHIP OR PLACE	OF ORGANIZAT				
NUMBER OF	(7)	SOLE VOTING 1581,163.50	POWER				
BENEFICIALL	Y (8)	SHARED VOTING	G POWER				
EACH REPORTING	(9)	SOLE DISPOSI	TIVE POWER				
	(10)	SHARED DISPO	SITIVE POWER				
(11)		TE AMOUNT BEN REPORTING PE		JED			
(12)		OX IF THE AGG					[]
(13)		OF CLASS REP					

(14)	TYPE OF IA, OO	REPORTING E	PERSON **				
		** SEE INS	STRUCTIONS	BEFORE FILLI	NG OUT!		
CUSIP No.	38911N107		13D		Page	13 of 1	l9 Pages
(1)	I.R.S.	REPORTING I IDENTIFICAT E PERSONS (I	ION NOS.	LY)			
	C4S & C	o., L.L.C.			13-39	946794	
(2)	CHECK T	HE APPROPRI <i>I</i>	ATE BOX IF	A MEMBER OF .	A GROUP **	(a)	[X]
(3)	SEC USE	ONLY					
(4)	SOURCE OO	OF FUNDS **					
(5)		OX IF DISCLO		GAL PROCEEDI: d) OR 2(e)	 NGS IS		[]
(6)	CITIZEN Delawar	SHIP OR PLAC e	CE OF ORGAN	IZATION			
NUMBER OF	(7)	SOLE VOTING 581,163.50	G POWER				
BENEFICIAL	LY (8)	SHARED VOT					
EACH REPORTING		SOLE DISPOS 581,163.50	SITIVE POWE	R			
		SHARED DISE	 POSITIVE PO				
(11)		TE AMOUNT BE REPORTING E		OWNED			

(12)		OX IF THE AGGREGATE AMOUNT (11) EXCLUDES CERTAIN SHARES **	[]
(13)		OF CLASS REPRESENTED NT IN ROW (11)	
(14)	TYPE OF	REPORTING PERSON **	
		** SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP No. 3	8911N107	13D Page 1	4 of 19 Pages
(1)	I.R.S.	REPORTING PERSONS IDENTIFICATION NOS. E PERSONS (ENTITIES ONLY)	
	Peter A	. Cohen	
(2)	CHECK T	HE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) [X] (b) []
(3)	SEC USE	ONLY	
(4)	SOURCE OO	OF FUNDS **	
(5)		OX IF DISCLOSURE OF LEGAL PROCEEDINGS IS D PURSUANT TO ITEMS 2(d) OR 2(e)	[]
(6)	CITIZEN United	SHIP OR PLACE OF ORGANIZATION States	
NUMBER OF	(7)	SOLE VOTING POWER 0	
NUMBER OF	(7)		
SHARES BENEFICIALL		SHARED VOTING POWER 581,163.50	
SHARES BENEFICIALL OWNED BY	 Y (8)	SHARED VOTING POWER 581,163.50	
SHARES BENEFICIALL OWNED BY EACH	 Y (8)	SHARED VOTING POWER 581,163.50 SOLE DISPOSITIVE POWER 0	
SHARES BENEFICIALL OWNED BY EACH REPORTING	 (9)	SHARED VOTING POWER 581,163.50 SOLE DISPOSITIVE POWER	

(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 581,163.50				
(12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **		[]		
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.36%				
(14)	TYPE OF REPORTING PERSON **				
	** SEE INSTRUCTIONS BEFORE FILLING OUT!				
CUSIP No. 38	3911N107 13D Page 1	5 of 1	9 Pages		
(1)	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Morgan B. Stark				
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) (b)	[X]		
(3)	SEC USE ONLY				
(4)	SOURCE OF FUNDS **				
(5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION United States				
NUMBER OF	(7) SOLE VOTING POWER 0				
BENEFICIALLY	(8) SHARED VOTING POWER 581,163.50				

EACH	(9) SOLE DISPOSITIVE POWER		
REPORTING	0		
PERSON WITH	(10) SHARED DISPOSITIVE POWER 581,163.50		
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 581,163.50		
(12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **		[]
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.36%		
(14)	TYPE OF REPORTING PERSON **		
	** SEE INSTRUCTIONS BEFORE FILLING OUT!		
CUSIP No. 3	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS.	6 of 19	Pages
	OF ABOVE PERSONS (ENTITIES ONLY) Thomas W. Strauss		
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **		 [X]
(3)	SEC USE ONLY		
(4)	SOURCE OF FUNDS **		
(5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		[]
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION United States		

NUMBER OF	(7)	SOLE VOTING POWER		
SHARES		0		
BENEFICIALLY	Y (8)	SHARED VOTING POWER		
OWNED BY		581,163.50 		
EACH	(9)	SOLE DISPOSITIVE POWER		
REPORTING		·		
PERSON WITH	(10)	SHARED DISPOSITIVE POWER 581,163.50		
	AGGREGA'	E AMOUNT BENEFICIALLY OWNED REPORTING PERSON 50		
(12)		OX IF THE AGGREGATE AMOUNT (11) EXCLUDES CERTAIN SHARES **		[]
		OF CLASS REPRESENTED IT IN ROW (11)		
(14)	TYPE OF	REPORTING PERSON **		
		** SEE INSTRUCTIONS BEFORE FILLING	G OUT!	
CUSIP No. 38	3911N107	13D	Page 17 o	f 19 Page
(1)	I.R.S.	REPORTING PERSONS DENTIFICATION NOS. PERSONS (ENTITIES ONLY)		
	Jeffrey	M. Solomon		
(2)	CHECK TI	HE APPROPRIATE BOX IF A MEMBER OF A	(a) [X] b) []
(3)	SEC USE	ONLY		
(4)	SOURCE (F FUNDS **		
(5)	CHECK BO	X IF DISCLOSURE OF LEGAL PROCEEDING	 GS IS	

	REQUIRE	ED PURSUANT TO ITEMS 2(d) OR 2(e) []	
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION United States			
NUMBER OF	(7)	SOLE VOTING POWER 0		
BENEFICIALLY	Y (8)	SHARED VOTING POWER 581,163.50		
EACH REPORTING	(9) 	SOLE DISPOSITIVE POWER 0		
PERSON WITH	(10)	SHARED DISPOSITIVE POWER 581,163.50		
(11)		ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON B.50		
(12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ** []]	
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.36%			
(14)	TYPE OF REPORTING PERSON ** IN			

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 38911N107

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This Amendment No. 8 ("Amendment No. 8") amends the statement on Schedule 13D dated March 28, 2006 as amended by Amendment No. 1 dated May 2, 2006, Amendment No. 2 dated May 23, 2006, Amendment No. 3 dated June 1, 2006, Amendment No. 4 dated July 18, 2006, Amendment No. 5 dated July 31, 2006, Amendment No. 6 dated August 22, 2006 and Amendment No. 7 dated August 25, 2006 (the "Original Statement"). Any capitalized terms used in this Amendment No. 8 and not otherwise defined herein shall have the meanings ascribed to such terms in the Original Statement.

On October 31, 2006 Ramius Fund III transferred all of the shares of Common Stock beneficially owned by it to Ramius Master Fund. Accordingly, Ramius Fund III no longer beneficially owns any shares of Common Stock and is no longer a reporting person under this Schedule 13D.

Item 5 is hereby amended and supplemented by the addition of the following:

On October 31, 2006, Ramius Fund III transferred 27,620 ADSs, each of which represents .25 shares of Common Stock, to Ramius Master Fund as a contribution in kind. The price at which such transfer was made was \$5.01 per ADS.

CUSIP No. 38911N107

13D

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 6, 2006

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD.

PARCHE, LLC By: Admiral Advisors, LLC, its managing member

RCG AMBROSE MASTER FUND, LTD.

By: Ramius Capital Group, L.L.C.,

its investment manager

By: C4S & Co., L.L.C.,

its managing member

RCG HALIFAX FUND, LTD.

By: Ramius Capital Group, L.L.C.,
 its investment manager
By: C4S & Co., L.L.C.,

its managing member

RAMIUS MASTER FUND, LTD.

By: Ramius Advisors, LLC

its investment manager

By: Ramius Capital Group, L.L.C. its managing member

RAMIUS FUND III, LTD

By: Ramius Advisors, LLC

its investment manager

By: Ramius Capital Group, LLC

its managing member

ADMIRAL ADVISORS, LLC

By: Ramius Capital Group, L.L.C.,

its managing member

RAMIUS ADVISORS, LLC

By: Ramius Capital Group, L.L.C.,

its managing member

RAMIUS CAPITAL GROUP, L.L.C. By: C4S & Co., L.L.C., as managing member

C4S & CO., L.L.C.

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon Title: Authorized Signatory

SAFE HARBOR MASTER FUND, L.P.

By: Safe Harbor Investment Ltd., its general partner

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon Title: Authorized Signatory

JEFFREY M. SOLOMON

SAFE HARBOR INVESTMENT LTD.

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon Title: Authorized Signatory

/s/ Jeffrey M. Solomon

Individually and as attorney-in-fact for Peter A. Cohen, Morgan

B. Stark and Thomas W. Strauss