

Edgar Filing: OM GROUP INC - Form SC 13G

OM GROUP INC
Form SC 13G
December 09, 2002

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G*

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) and (c)

OM Group, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

670872100
(CUSIP Number)

December 4, 2002
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(Page 1 of 17 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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for purposes 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).

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Ardsley Advisory Partners

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

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(b) []

| | | |
|----------------------------------|--|-----------|
| (3) | SEC USE ONLY | |
| (4) | CITIZENSHIP OR PLACE OF ORGANIZATION Connecticut | |
| NUMBER OF SHARES | (5) SOLE VOTING POWER | -0- |
| BENEFICIALLY OWNED BY | (6) SHARED VOTING POWER | 2,850,000 |
| EACH REPORTING PERSON WITH | (7) SOLE DISPOSITIVE POWER | -0- |
| | (8) SHARED DISPOSITIVE POWER | 2,850,000 |
| (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 2,850,000 |
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** | [] |
| (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | 10.11% |
| (12) | TYPE OF REPORTING PERSON ** | IA |

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| | |
|---------------------|---|
| (1) | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Ardsley Partners I |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [x] (b) [] |
| (3) | SEC USE ONLY |
| (4) | CITIZENSHIP OR PLACE OF ORGANIZATION Connecticut |
| NUMBER OF SHARES | (5) SOLE VOTING POWER -0- |
| BENEFICIALLY | (6) SHARED VOTING POWER 2,850,000 |

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OWNED BY _____

EACH (7) SOLE DISPOSITIVE POWER -0-

REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER 2,850,000

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,850,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.11%

(12) TYPE OF REPORTING PERSON ** PN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Philip J. Hempleman

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [x]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER -0-

SHARES _____

BENEFICIALLY (6) SHARED VOTING POWER 2,850,000

OWNED BY _____

EACH (7) SOLE DISPOSITIVE POWER -0-

REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER 2,850,000

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,850,000

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| | | |
|-------|--|--------|
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** | [] |
| <hr/> | | |
| (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | 10.11% |
| <hr/> | | |
| (12) | TYPE OF REPORTING PERSON ** | IN |

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| | | |
|----------------------------------|---|--------------------|
| (1) | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Ardsley Offshore Fund Ltd. | |
| <hr/> | | |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** | (a) [x] (b) [] |
| <hr/> | | |
| (3) | SEC USE ONLY | |
| <hr/> | | |
| (4) | CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands | |
| <hr/> | | |
| NUMBER OF SHARES | (5) SOLE VOTING POWER | -0- |
| <hr/> | | |
| BENEFICIALLY OWNED BY | (6) SHARED VOTING POWER | 775,000 |
| <hr/> | | |
| EACH REPORTING PERSON WITH | (7) SOLE DISPOSITIVE POWER | -0- |
| <hr/> | | |
| (8) | SHARED DISPOSITIVE POWER | 775,000 |
| <hr/> | | |
| (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 775,000 |
| <hr/> | | |
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** | [] |
| <hr/> | | |
| (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | 2.75% |
| <hr/> | | |
| (12) | TYPE OF REPORTING PERSON ** | OO |

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| | | | |
|--------------|-----|---|---|
| (1) | | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Ardsley Partners Fund II, L.P. | |
| (2) | | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| (3) | | SEC USE ONLY | |
| (4) | | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF | (5) | SOLE VOTING POWER | -0- |
| SHARES | | | |
| BENEFICIALLY | (6) | SHARED VOTING POWER | 725,000 |
| OWNED BY | | | |
| EACH | (7) | SOLE DISPOSITIVE POWER | -0- |
| REPORTING | | | |
| PERSON WITH | (8) | SHARED DISPOSITIVE POWER | 725,000 |
| (9) | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 725,000 |
| (10) | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** | <input type="checkbox"/> |
| (11) | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | 2.57% |
| (12) | | TYPE OF REPORTING PERSON ** | PN |

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| | | | |
|-----|--|--|---|
| (1) | | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Ardsley Partners Fund I, L.P. | |
| (2) | | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 425,000

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
425,000

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
425,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
1.51%

(12) TYPE OF REPORTING PERSON **
PN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Ardsley Partners Institutional Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [x]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 450,000

EACH (7) SOLE DISPOSITIVE POWER

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-0-

| | | |
|-------------|---|---------|
| REPORTING | | |
| PERSON WITH | (8) SHARED DISPOSITIVE POWER | 450,000 |
| (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 450,000 |
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** | [] |
| (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | 1.6% |
| (12) | TYPE OF REPORTING PERSON ** | PN |

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| | | |
|--------------|--|--------------------|
| (1) | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Augusta Partners L.P. | |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** | (a) [x] (b) [] |
| (3) | SEC USE ONLY | |
| (4) | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF | (5) SOLE VOTING POWER | -0- |
| SHARES | | |
| BENEFICIALLY | (6) SHARED VOTING POWER | 475,000 |
| OWNED BY | | |
| EACH | (7) SOLE DISPOSITIVE POWER | -0- |
| REPORTING | | |
| PERSON WITH | (8) SHARED DISPOSITIVE POWER | 475,000 |
| (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 475,000 |
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** | [] |

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(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 1.69%

(12) TYPE OF REPORTING PERSON **
PN

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Item 1(a). Name of Issuer:

The name of the issuer is OM Group, Inc. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at Tower City
50 Public Square Suite 3500, Cleveland, Ohio, 44113-2204.

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) Ardsley Offshore Fund Ltd., a British Virgin Islands Corporation, ("Ardsley Offshore"), with respect to the shares of Common Stock (defined in Item 2(d) below) directly owned by it;
- (ii) Ardsley Partners Fund II, L.P., a Delaware limited partnership, ("Ardsley Fund II"), with respect to the shares of Common Stock directly owned by it;
- (iii) Ardsley Partners Fund I, L.P., a Delaware limited partnership ("Ardsley Fund I"), with respect to the shares of Common Stock directly owned by it;
- (iv) Ardsley Partners Institutional Fund, L.P., a Delaware limited partnership, ("Ardsley Institutional") with respect to the shares of Common Stock directly owned by it;
- (v) Augusta Partners L.P., a Delaware limited partnership("Augusta Partners") with respect to the shares of Common Stock directly owned by it;
- (vi) Ardsley Advisory Partners, a Connecticut general partnership, ("Ardsley"), which serves as Investment Adviser to Ardsley Offshore, Ardsley Fund II, Ardsley Fund I, Ardsley Institutional and Augusta Partners, with respect to the shares of Common Stock owned by Ardsley Offshore, Ardsley Fund II, Ardsley Fund I, Ardsley Institutional and Augusta Partners;
- (vii) Ardsley Partners I, a Connecticut general partnership ("Ardsley Partners"), the General Partner of Ardsley, with respect to the shares of Common Stock owned by Ardsley Offshore, Ardsley Fund II, Ardsley Fund I, Ardsley Institutional and Augusta Partners;
- (viii) Philip J. Hempleman, the managing partner of Ardsley, ("Mr. Hempleman"), with respect to the shares of Common Stock owned by Ardsley Offshore, Ardsley Fund II, Ardsley Fund I, Ardsley Institutional and Augusta Partners.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons". Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after

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making inquiry to the appropriate party.

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Item 2(b). Address of Principal Business Office or, if None,
Residence:

The address of the business office of each of the Reporting Persons, with the exception of Augusta Partners and Ardsley Offshore Fund Ltd., is 262 Harbor Drive, Stamford Connecticut 06902.

The address of the business office of Augusta Partners is 622 Third Avenue, New York, New York 10017.

The address of the business office of Ardsley Offshore Fund Ltd. is Romasco Place, Wickhams Cay 1, Roadtown Tortola, British Virgin Islands.

Item 2(c). Citizenship:

Ardsley Advisory Partners and Ardsley Partners I are Connecticut general partnerships. Ardsley Partners Fund II, L.P., Ardsley Partners Fund I, L.P. Ardsley Partners Institutional Fund, L.P. and Augusta Partners L.P. are Delaware limited partnerships. Ardsley Offshore Fund, Ltd. is a British Virgin Islands Corporation. Mr. Hempelman is a United States citizen.

Item 2(d). Title of Class of Securities:

OM Group, Inc. Class A Common Stock, \$0.01 par value (the "Common Stock")

Item 2(e). CUSIP Number:

67087210

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1 (b) (1) (ii) (E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b) (1) (ii) (F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1 (b) (1) (ii) (G),
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,

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- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check the box.

Item 4. Ownership.

A. Ardsley Advisory Partners

- (a) Amount beneficially owned: 2,850,000
- (b) Percent of class: 10.11% The percentages used herein and in the rest of Item 4 are calculated based upon the 28,182,726 shares of Common Stock issued and outstanding as of September 30, 2002 as reported in the Company's Form 10-Q for the period ending September 30, 2002.
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,850,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,850,000

B. Ardsley Partners I

- (a) Amount beneficially owned: 2,850,000
- (b) Percent of class: 10.11%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,850,000
 - (iii) Sole power to dispose or direct the disposition: 0-
 - (iv) Shared power to dispose or direct the disposition: 2,850,000

C. Philip J. Hempleman

- (a) Amount beneficially owned: 2,850,000
- (b) Percent of class: 10.11%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,850,000
 - (iii) Sole power to dispose or direct the disposition: 0-
 - (iv) Shared power to dispose or direct the disposition: 2,850,000

D. Ardsley Offshore Fund Ltd. 775,000

- (a) Amount beneficially owned:
- (b) Percent of class: 2.75%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 775,000
 - (iii) Sole power to dispose or direct the disposition: 0-
 - (iv) Shared power to dispose or direct the disposition: 775,000

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E. Ardsley Partners Fund II, L.P.

- (a) Amount beneficially owned: 725,000
- (b) Percent of class: 2.57%

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- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 725,000
- (iii) Sole power to dispose or direct the disposition: 0-
- (iv) Shared power to dispose or direct the disposition: 725,000

F. Ardsley Partners Fund I, L.P.

- (a) Amount beneficially owned: 425,000
- (b) Percent of class: 1.51%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 425,000
- (iii) Sole power to dispose or direct the disposition: 0-
- (iv) Shared power to dispose or direct the disposition: 425,000

G. Ardsley Partners Institutional Fund, L.P.

- (a) Amount beneficially owned: 450,000
- (b) Percent of class: 1.6%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 450,000
- (iii) Sole power to dispose or direct the disposition: 0-
- (iv) Shared power to dispose or direct the disposition: 450,000

H. Augusta Partners L.P.

- (a) Amount beneficially owned: 475,000
- (b) Percent of class: 1.69%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 475,000
- (iii) Sole power to dispose or direct the disposition: 0-
- (iv) Shared power to dispose or direct the disposition: 475,000

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Ardsley Advisory Partners, the Investment Manager of Ardsley Offshore Fund Ltd. and the investment advisor of Ardsley Partners Fund II, L.P., Ardsley Partners Fund I, L.P., and Ardsley Partners Institutional Fund, L.P., has the power to direct the affairs of each fund, including decisions respecting the disposition of the proceeds from the sale of shares. Ardsley Partners I is the General Partner of Ardsley Advisory Partners and as such, together with Mr. Hempleman, the Managing Partner of Ardsley Advisory Partners, directs its operations. Ardsley Advisory Partners is also a non-managing member of Augusta Management L.L.C., the Investment Advisor of Augusta Partners L.P., and in this capacity, shares in the power to direct the disposition of the shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

See Item 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

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

DATED: December 9, 2002

Ardsley Offshore Fund Ltd.

By: Neil Glass

Vice President and Administrative Manager

By: /s/Neil Glass

Neil Glass

Vice President and Administrative Manager

Ardsley Partners Fund II, L.P.

By: Ardsley Partners I
General Partner

By: /s/ Philip J. Hempleman

Philip J. Hempleman
General Partner

Ardsley Partners Fund I, L.P.

By: Ardsley Partners I
General Partner

By: /s/ Philip J. Hempleman

Philip J. Hempleman
General Partner

Ardsley Partners Institutional Fund, L.P.

By: Ardsley Partners I
General Partner

By: /s/ Philip J. Hempleman

Philip J. Hempleman
General Partner

Augusta Partners L.P.

By: Howard Singer
General Partner

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By: /s/ Howard Singer

Howard Singer
General Partner

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Ardsley Advisory Partners
By: Ardsley Partners I
General Partner

By: /s/ Philip J. Hempleman

Philip J. Hempleman
General Partner

Ardsley Partners I
By: Philip J. Hempleman
Managing Partner

By: /s/ Philip J. Hempleman

General Partner

Philip J. Hempleman, individually

By: /s/ Philip J. Hempleman

Philip J. Hempleman