

MERCURY AIR GROUP INC  
Form SC 13D/A  
August 01, 2003

**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. 5)\***

**MERCURY AIR GROUP, INC.**

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(Name of Issuer)

Common Stock, par value \$0.01 per share

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(Title of Class of Securities)

589354109

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(CUSIP Number)

COPY TO:

R. G. Barrett

J O Hambro Capital Management Limited

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)

August 1, 2003

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(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 24 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. Name of Reporting Person, S.S. or I.R.S. Identification No. of above person (Entities only)

J O Hambro Capital Management Group Limited

No IRS Identification Number

---

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 Items 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 366,000

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PERSON

---

9. Sole Dispositive Power

WITH

0

---

10. Shared Dispositive Power

366,000

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

366,000

---

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

---

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

11.1%

---

14. Type of Reporting Person

HC

---

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**SCHEDULE 13D**

---

1. Name of Reporting Person, S.S. or I.R.S. Identification No. of above person (Entities only)

J O Hambro Capital Management Limited

No IRS Identification Number

---

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 Items 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 366,000

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PERSON

---

9. Sole Dispositive Power

WITH

0

---

10. Shared Dispositive Power

366,000

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

366,000

---

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

---

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

11.1%

---

14. Type of Reporting Person

IA

---

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**SCHEDULE 13D**

1. Name of Reporting Person, S.S. or I.R.S. Identification No. of above person (Entities only)

Christopher Harwood Bernard Mills

No IRS Identification Number

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 Items 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 366,000

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PERSON

---

9. Sole Dispositive Power

WITH

0

---

10. Shared Dispositive Power

366,000

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

366,000

---

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

---

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

11.1%

---

14. Type of Reporting Person

IN

---

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



**SCHEDULE 13D**

1. Name of Reporting Person, S.S. or I.R.S. Identification No. of above person (Entities only)

American Opportunity Trust plc

No IRS Identification Number

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 Items 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 157,500

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PERSON

---

9. Sole Dispositive Power

WITH

0

---

10. Shared Dispositive Power

157,500

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

157,500

---

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

---

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

4.8%

---

14. Type of Reporting Person

IV

---

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**SCHEDULE 13D**

---

1. Name of Reporting Person, S.S. or I.R.S. Identification No. of above person

The Trident North Atlantic Fund

No IRS Identification Number

---

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 Items 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 111,660

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PERSON

---

9. Sole Dispositive Power

WITH

0

---

10. Shared Dispositive Power

111,660

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

111,660

---

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

---

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

3.4%

---

14. Type of Reporting Person

IV, CO

---

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

**AMENDMENT NO. 5 TO  
STATEMENT ON SCHEDULE 13D**

This Amendment No. 5 to Statement on Schedule 13D (the *Amendment*) is filed on behalf of the Filing Parties (defined below). This Amendment amends the Amendment No. 4 filed by the Filing Parties with the Securities and Exchange Commission (the *SEC*) on July 11, 2003 pursuant to a joint filing agreement dated as of April 9, 2003. The Filing Parties first filed with the SEC a Statement on Schedule 13D with respect to the common stock, par value \$0.01 per share, of Mercury Air Group, Inc. on December 2, 2002. The initial statement was subsequently amended on December 6, 2002, December 17, 2002, April 14, 2003 and July 11, 2003.

**Item 1. Security and Issuer.**

The class of equity securities to which this Amendment relates is the common stock, par value \$0.01 per share (the *Common Stock*) of Mercury Air Group, Inc., a Delaware corporation (the *Company*). The principal executive offices of the Company are located at 5456 McConnell Avenue, Los Angeles, CA 90066.

**Item 2. Identity and Background.**

2 (a-c,f).

**I. Filing Parties:**

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

1. J O Hambro Capital Management Group Limited ( *J O Hambro Group* ) 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. J O Hambro Group functions as the ultimate holding company for J O Hambro Capital Management Limited.
2. J O Hambro Capital Management Limited ( *J O Hambro Capital Management* ) 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. J O Hambro Capital Management is principally engaged in the business of investment management and advising. It serves as co-investment adviser to North Atlantic Smaller Companies Investment Trust plc ( *NASCIT* ) and American Opportunity Trust plc ( *American Opportunity Trust* ) and as investment adviser to Oryx International Growth Fund Limited ( *Oryx* ), The Trident North Atlantic Fund ( *Trident North Atlantic* ) and The Trident European Fund ( *Trident European* ), as well as to private clients.
3. 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 NASCIT and American Opportunity Trust, as a



director of J O Hambro Group, J O Hambro Capital Management, Trident North Atlantic, Oryx, Acquisitor plc and Acquisitor Holdings (Bermuda) Ltd. ( Acquisitor ), and as co-investment adviser to NASCIT and American Opportunity Trust.

4. 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. Christopher Harwood Bernard Mills and J O Hambro Capital Management serve as co-investment advisers to American Opportunity Trust.
5. 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, Ugland 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 J O Hambro Capital Management serves as an investment adviser to Trident North Atlantic.

## **II. Control Relationships:**

J O Hambro Capital Management is a wholly-owned subsidiary of J O Hambro Group.

Christopher Harwood Bernard Mills serves as a director of J O Hambro Group and J O Hambro Capital Management, as executive director of American Opportunity Trust and as a director of Trident North Atlantic.

## **III. 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 157,500 shares of Common Stock beneficially held by American Opportunity Trust is \$1,036,157 (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 111,660 shares of Common Stock beneficially held by Trident North Atlantic is \$710,457 (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 96,840 shares of Common Stock beneficially held by private clients of J O Hambro Capital Management is \$616,471 (exclusive of brokerage fees and commissions). All of the shares of Common Stock beneficially held by such private clients were paid for using their working capital funds.

**Item 4. Purpose of Transaction.**

The Filing Parties believe that the shares of Common Stock of the Company are undervalued and represent an attractive investment opportunity and they are considering pursuing any and all of the actions enumerated below.

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 or recapitalization, (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, (vi) presenting proposals for stockholders' consideration at an annual or special meeting of the Company's stockholders and (vii) reviewing the Company's securities filings for compliance with federal securities laws and, where appropriate, making referrals to the SEC.

On June 30, 2003, the Company filed a Current Report on Form 8-K disclosing that it had filed a lawsuit in federal district court in Los Angeles against the Filing Parties, Acquisitor Holdings (Bermuda) Ltd. and Executive Air Support, Inc. alleging that the Filing Parties and the other defendants had made false and/or misleading statements in SEC filings and misused proprietary, confidential and trade secret information in an attempt to take control of the Company's assets. Following a review of the action filed by the Company, the Filing Parties intend to vigorously defend themselves against these claims.

The Filing Parties believe that the current corporate governance of the Company relating to its officers falls well short of acceptable practice. The Filing Parties intend to thoroughly

investigate what appears to be a pattern of self-dealing by members of the Company's board of directors by which certain individuals have engaged in a scheme to enrich themselves at the Company's expense and, depending on the findings of their investigation, the Filing Parties may commence litigation.

In light of the current corporate governance of the Company, the Filing Parties are considering means by which some or all of the directors may be removed from the board of directors. On August 1, 2003, one of the Filing Parties, Trident North Atlantic, submitted a request to the Company, through its registered agent in Delaware, seeking a complete list of the Company's stockholders and a copy of the Company's by-laws and any other rules of the Company regarding the nomination and election of directors, shareholder proposals and the conduct of the Company's 2003 Annual Meeting of Stockholders. A copy of the request is attached hereto.

The Filing Parties now are giving specific consideration to the nomination of qualified individuals for election to the Company's Board of Directors at the Company's 2003 Annual Meeting of Stockholders, in place of the Company's current directors. The purpose of the August 1, 2003 request to the Company is to allow Trident North Atlantic to communicate with stockholders regarding the Company's corporate governance and management practices, the lawsuit filed by the Company against Trident North Atlantic, among others, and to facilitate the possible nomination and election of directors to serve on the Company's 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:

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<u>Filing Party</u>	<u>Aggregate Number of Shares</u>	<u>Number of Shares: Sole Power to Vote</u>	<u>Number of Shares: Shared Power to Vote</u>	<u>Number of Shares: Sole or Shared Power to Dispose</u>	<u>Approximate Percentage*</u>
J O Hambro Group	366,000	0	366,000	366,000	11.1%
J O Hambro Capital Management	366,000	0	366,000	366,000	11.1%
Christopher H. B. Mills	366,000	0	366,000	366,000	11.1%
American Opportunity Trust	157,500	0	157,500	157,500	4.8%
Trident North Atlantic	111,660	0	111,660	111,660	3.4%

\* Based on 6,577,334 shares of Common Stock, par value \$0.01 per share, outstanding as of May 9, 2003, which is based on information reported in the Company's 10-Q, for the period ended March 31, 2003. On June 18, 2003, the Common Stock was consolidated in a 1 for 2 reverse stock split.

(c) In the time since the Amendment No. 4 to Statement on Schedule 13D was filed by the Filing Parties on July 11, 2003, Filing Parties effected no transactions in the Common Stock other than those set forth in the following table:

**Mercury Air Group, Inc.**

**Trades Since Last Filing**

<u>Filing Party</u>	<u>Date</u>	<u>No. of Shares</u>	<u>Price (US\$)</u>	<u>Broker</u>
J O Hambro Capital Management (on behalf of its private clients)	7/18/03	300	6.50	McDonald Investments
J O Hambro Capital Management (on behalf of its private clients)	7/18/03	500	6.50	McDonald Investments
J O Hambro Capital Management (on behalf of its private clients)	7/21/03	100	6.50	McDonald Investments

All of the above transactions were effected on the open market and were purchases.

(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.**

As co-investment advisers to American Opportunity Trust, Christopher Harwood Bernard Mills and J O Hambro Capital Management share the right to transfer and vote the shares of the Common Stock of the Company pursuant to an agreement dated as of January 7, 1993 between American Opportunity Trust and J O Hambro Capital Management.

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

(e) Letter dated July 31, 2003 from Trident North Atlantic to the Company requesting a complete list of the Company's stockholders.

**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: August 1, 2003

J O HAMBRO CAPITAL MANAGEMENT LIMITED

By: /s/ CHRISTOPHER H. B. MILLS

Name: Christopher H. B. Mills

Title: Director

Executed on behalf of the Filing Parties pursuant to the

Joint Filing Agreement, as 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 directors and executive officers of J O Hambro Capital Management Group Limited ( J O Hambro Group ) as of the date hereof.

Name:	James Daryl Hambro
Citizenship:	(Chairman) British
Business Address:	J O Hambro Capital Management Limited  Ryder Court  14 Ryder Street  London SW1Y 6QB  England Chairman, J O Hambro Capital Management
Name:	Christopher Harwood Bernard Mills
Citizenship:	(Director) British
Business Address:	J O Hambro Capital Management Limited  Ryder Court  14 Ryder Street  London SW1Y 6QB  England Non-Executive Director, Acquisitor  Non-Executive Director, Acquisitor plc  Executive Director, NASCIT  Executive Director, American Opportunity Trust  Director, J O Hambro Capital Management
Name:	Nichola Pease
Citizenship:	(Director and Chief Executive) British

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Business Address:

J O Hambro Capital Management Limited

Ryder Court

14 Ryder Street

London SW1Y 6QB

England

Principal Occupation:

Director and Chief Executive, J O Hambro Capital Management

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

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

Name: Graham Warner  
  
Citizenship: (Director)  
British  
Business Address: J O Hambro Capital Management Limited  
  
Ryder Court  
  
14 Ryder Street  
  
London SW1Y 6QB  
  
England  
Principal Occupation: Director, J O Hambro Capital Management

Name: Robert George Barrett  
  
Citizenship: (Director)  
British  
Business Address: J O Hambro Capital Management Limited  
  
Ryder Court  
  
14 Ryder Street



London SW1Y 6QB

England  
Director, J O Hambro Capital Management

Principal Occupation:

Name: Andreas Christian Jutting Lehmann  
(Director)  
Citizenship: Danish  
Business Address: J O Hambro Capital Management Limited  
Ryder Court  
14 Ryder Street  
London SW1Y 6QB  
England  
Principal Occupation: Director, J O Hambro Capital Management

Name: Willem Vinke  
(Director)  
Citizenship: Dutch  
Business Address: J O Hambro Capital Management Limited  
Ryder Court  
14 Ryder Street  
London SW1Y 6QB  
England  
Principal Occupation: Director, J O Hambro Capital Management

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The following table sets forth certain information concerning each of the directors and executive officers of J O Hambro Capital Management Limited ( J O Hambro Capital Management ) as of the date hereof.

Name: James Daryl Hambro  
  
Citizenship: (Managing Director)  
British  
Business Address: J O Hambro Capital Management Limited  
  
Ryder Court  
  
14 Ryder Street  
  
London SW1Y 6QB  
  
Principal Occupation: England  
Managing Director, J O Hambro Capital Management

Name: Christopher Harwood Bernard Mills  
  
Citizenship: (Director)  
British  
Business Address: J O Hambro Capital Management Limited  
  
Ryder Court  
  
14 Ryder Street  
  
London SW1Y 6QB  
  
Principal Occupation: England  
Non-Executive Director, Acquisitor  
  
Non-Executive Director, Acquisitor plc  
  
Executive Director, NASCIT  
  
Executive Director, American Opportunity Trust  
  
Director, J O Hambro Capital Management

Name: Jeremy James Brade  
  
Citizenship: (Director)  
British  
Business Address: J O Hambro Capital Management Limited  
  
Ryder Court  
  
14 Ryder Street  
  
London SW1Y 6QB

Principal Occupation:

England  
Director, J O Hambro Capital Management

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

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

Name: Robert George Barrett  
  
(Director)  
Citizenship: British  
Business Address: J O Hambro Capital Management Limited  
  
Ryder Court  
  
14 Ryder Street  
  
London SW1Y 6QB  
  
England  
Principal Occupation: Director, J O Hambro Capital Management

Name: Andreas Christian Jutting Lehmann  
  
(Director)  
Citizenship: Danish  
Business Address: J O Hambro Capital Management Limited  
  
Ryder Court  
  
14 Ryder Street  
  
London SW1Y 6QB

Principal Occupation:

England  
Director, J O Hambro Capital Management

Name: Willem Vinke  
(Director)  
Citizenship: Dutch  
Business Address: J O Hambro Capital Management Limited  
Ryder Court  
14 Ryder Street  
London SW1Y 6QB  
Principal Occupation: England  
Director, J O Hambro Capital Management

The following table sets forth certain information concerning each of the directors and executive officers of American Opportunity Trust plc ( American Opportunity Trust ) 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  
 (Executive Director)  
 Citizenship: British  
 Business Address: Ryder Court  
 14 Ryder Street  
 London SW1Y 6QB  
 England  
 Principal Occupation: Non-Executive Director, Acquisitor  
 Non-Executive Director, Acquisitor plc  
 Executive Director, American Opportunity Trust  
 Executive Director, NASCIT  
 Director, J O Hambro Capital Management

Name: John Gildea  
 (Director)  
 Citizenship: USA  
 Business Address: Gildea Management Company<sup>1</sup>  
 537 Steamboat Road  
 Greenwich, Connecticut 06830  
 Principal Occupation: Managing Director, Gildea Management Company

<sup>1</sup> Gildea Management Company is principally engaged in the investment management business.



Name: The Hon. James J. Nelson  
  
(Director)  
Citizenship: British  
Business Address: Foreign & Colonial Ventures<sup>2</sup>  
  
4th Floor  
  
Berkeley Square House  
  
Berkeley Square  
  
London W1X 5PA  
  
England  
Principal Occupation: Director, Foreign & Colonial Ventures

Name: Iain Tulloch  
  
(Director)  
Citizenship: British  
Business Address: Murray Johnstone Ltd.<sup>3</sup>  
  
7 West Nile Street  
  
Glasgow G2 2PX  
  
Scotland  
Principal Occupation: Director, Murray Johnstone Ltd.

Name: Philip Ehrman  
  
(Director)  
Citizenship: British  
Business Address: Gartmore Investment Management Ltd.<sup>4</sup>  
  
Gartmore House  
  
16-18 Monument Street  
  
London EC3R 8AJ  
  
England  
Principal Occupation: Investment Manager, Gartmore Investment Management Ltd.

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<sup>2</sup> Foreign & Colonial Ventures is principally engaged in the investment management business.

<sup>3</sup> Murray Johnstone Ltd. is principally engaged in the investment management business.

<sup>4</sup> 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 (Trident North Atlantic) as of the date hereof.

Name:	Basil Postan
Citizenship:	(Director) British
Business Address:	J O Hambro Capital Management Limited  Ryder Court  14 Ryder Street  London SW1Y 6QB
Principal Occupation:	England Director, J O Hambro Capital Management Partner, RSM Robson Rhodes
Name:	Christopher Harwood Bernard Mills
Citizenship:	(Director) British
Business Address:	J O Hambro Capital Management Limited  Ryder Court  14 Ryder Street  London SW1Y 6QB
Principal Occupation:	England Executive Director, NASCIT  Executive Director, American Opportunity Trust  Director, J O Hambro Capital Management
Name:	David Sargison
Citizenship:	(Director) British
Business Address:	Caledonian Bank & Trust Limited  Caledonian House  George Town, Grand Cayman
Principal Occupation:	Cayman Islands Managing Director, Caledonian Bank & Trust Limited

Name: John Gildea  
(Director)  
Citizenship: USA  
Business Address: Gildea Management Company  
P.O. Box 98  
New Canaan, Connecticut 06840  
USA  
Principal Occupation: Managing Director, Gildea Management Company

**Exhibit Index**

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

<u>Exhibit</u>	<u>Page</u>
(a) Administration, Management and Custody Agreement dated as of January 7, 1993 between J O Hambro Capital Management Limited and American Opportunity Trust plc.	Incorporated by reference to Exhibit (a) of the Schedule 13D Amendment No. 1 filed on February 20, 2001 by Acquisitor plc and the other parties thereto with respect to Colorado MEDtech Inc.
(b) Joint Filing Agreement dated as of December 2, 2002 among Acquisitor Holdings (Bermuda) Ltd., J O Hambro Capital Management Group Limited, J O Hambro Capital Management Limited, American Opportunity Trust plc, and Christopher H. B. Mills.	Previously filed.
(c) Amended and Restated Joint Filing Agreement dated as of December 17, 2002 among Acquisitor Holdings (Bermuda) Ltd., J O Hambro Capital Management Group Limited, J O Hambro Capital Management Limited, American Opportunity Trust plc, Christopher H. B. Mills and The Trident North Atlantic Fund.	Previously filed.
(d) Second Amended and Restated Joint Filing Agreement dated as of April 9, 2003 among Acquisitor Holdings (Bermuda) Ltd., J O Hambro Capital Management Group Limited, J O Hambro Capital Management Limited, American Opportunity Trust plc, Christopher H. B. Mills and The Trident North Atlantic Fund.	Previously filed.
(e) Letter dated July 31, 2003 from The Trident North Atlantic Fund to the Company requesting a complete list of the Company's stockholders.	Exhibit (e) attached hereto.