

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

SCHEDULE 13D/A

Amendment No. 5

Under the Securities Exchange Act of 1934

TeamStaff, Inc.

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(Name of Issuer)

Common Stock, \$.001 par value

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(Title of Class of Securities)

87815U204

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(CUSIP Number)

Wynnefield Partners Small Cap Value, L.P.  
450 Seventh Avenue, Suite 509  
New York, New York 10123  
Attention: Mr. Nelson Obus

Copy to:

Jeffrey S. Tullman, Esq.

Kane Kessler, P.C.

1350 Avenue of the Americas, 26<sup>th</sup> Floor

New York, New York 10019

(212) 541-6222

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

February 22, 2008

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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 which 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.  .

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) <b>Wynnefield Partners Small Cap Value, L.P.</b> <b>13-3688497</b>	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) <b>WC</b>	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>1,011,400 (see Item 5)</b>
	8	SHARED VOTING POWER <b>-0- (see Item 5)</b>
	9	SOLE DISPOSITIVE POWER <b>1,011,400 (see Item 5)</b>
	10	SHARED DISPOSITIVE POWER <b>-0- (see Item 5)</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>1,011,400 (see Item 5)</b>	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>5.2%</b>	
14	TYPE OF REPORTING PERSON (See Instructions) <b>PN</b>	

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) <b>Wynnefield Partners Small Cap Value, L.P. I</b> <b>13-3953291</b>	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) <b>WC</b>	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>1,275,400 (see Item 5)</b>
	8	SHARED VOTING POWER <b>-0- (see Item 5)</b>
	9	SOLE DISPOSITIVE POWER <b>1,275,400 (see Item 5)</b>
	10	SHARED DISPOSITIVE POWER <b>-0- (see Item 5)</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>1,275,400 (see Item 5)</b>	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>6.6%</b>	
14	TYPE OF REPORTING PERSON (See Instructions) <b>PN</b>	

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) <b>Wynnefield Small Cap Value Offshore Fund, Ltd.</b> <b>(No IRS Identification No.)</b>
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions) <b>WC</b>
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Cayman Islands</b>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER <b>1,307,000 (see Item 5)</b>
	8 SHARED VOTING POWER <b>-0- (see Item 5)</b>
	9 SOLE DISPOSITIVE POWER <b>1,307,000 (see Item 5)</b>
	10 SHARED DISPOSITIVE POWER <b>-0- (see Item 5)</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>1,307,000 (see Item 5)</b>
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>6.7%</b>
14	TYPE OF REPORTING PERSON (See Instructions) <b>CO</b>

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) <b>Wynnefield Capital Management, LLC</b> <b>13-4018186</b>
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions) <b>WC</b>
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>New York</b>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER <b>2,286,800 (see Item 5)</b>
	8 SHARED VOTING POWER <b>-0- (see Item 5)</b>
	9 SOLE DISPOSITIVE POWER <b>2,286,800 (see Item 5)</b>
	10 SHARED DISPOSITIVE POWER <b>-0- (see Item 5)</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>2,286,800 (see Item 5)</b>
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>11.8%</b>
14	TYPE OF REPORTING PERSON (See Instructions) <b>OO (Limited Liability Company)</b>

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) <b>Wynnefield Capital, Inc.</b> <b>(No IRS Identification No.)</b>
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions) <b>WC</b>
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Cayman Islands</b>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER <b>1,307,000 (see Item 5)</b>
	8 SHARED VOTING POWER <b>-0- (see Item 5)</b>
	9 SOLE DISPOSITIVE POWER <b>1,307,000 (see Item 5)</b>
	10 SHARED DISPOSITIVE POWER <b>-0- (see Item 5)</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>1,307,000 (see Item 5)</b>
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>6.7%</b>
14	TYPE OF REPORTING PERSON (See Instructions) <b>CO</b>

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Channel Partnership II, L.P.</b> <b>22-3215653</b>
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS* <b>WC</b>
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>New York</b>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER <b>50,000 (See Item 5)</b>
	8 SHARED VOTING POWER <b>-0- (See Item 5)</b>
	9 SOLE DISPOSITIVE POWER <b>50,000 (See Item 5)</b>
	10 SHARED DISPOSITIVE POWER <b>-0- (See Item 5)</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>50,000 (See Item 5)</b>
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>0.3 %</b>
14	TYPE OF REPORTING PERSON* <b>PN</b>

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON <b>Wynnefield Capital, Inc. Profit Sharing Plan, Inc.</b>	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS* <b>N/A</b>	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>50,000 (See Item 5)</b>
	8	SHARED VOTING POWER <b>-0- (See Item 5)</b>
	9	SOLE DISPOSITIVE POWER <b>50,000 (See Item 5)</b>
	10	SHARED DISPOSITIVE POWER <b>-0- (See Item 5)</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>50,000 (See Item 5)</b>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>0.3 %</b>	
14	TYPE OF REPORTING PERSON* <b>CO</b>	



1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) <b>Nelson Obus</b>
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions) <b>WC</b>
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States of America</b>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER <b>100,000 (see Item 5)</b>
	8 SHARED VOTING POWER <b>3,593,800 (see Item 5)</b>
	9 SOLE DISPOSITIVE POWER <b>100,000 (see Item 5)</b>
	10 SHARED DISPOSITIVE POWER <b>3,593,800 (see Item 5)</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>3,693,800 (see Item 5)</b>
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>19.0%</b>
14	TYPE OF REPORTING PERSON (See Instructions) <b>IN</b>

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) <b>Joshua H. Landes</b>
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions) <b>WC</b>
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States of America</b>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER <b>- 0 - (see Item 5)</b>
	8 SHARED VOTING POWER <b>3,593,800 (see Item 5)</b>
	9 SOLE DISPOSITIVE POWER <b>- 0 - (see Item 5)</b>
	10 SHARED DISPOSITIVE POWER <b>3,593,800 (see Item 5)</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>3,593,800 (see Item 5)</b>
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>18.5%</b>
14	TYPE OF REPORTING PERSON (See Instructions) <b>IN</b>

This Amendment No. 5 (the "Amendment") amends the Statement of Beneficial Ownership on Schedule 13D, originally filed with the Securities and Exchange Commission (the "Commission") on March 18, 2005, and as amended by Amendment No. 1 filed on November 23, 2005, and further amended by Amendment No. 2 filed on January 30, 2007, and further amended by Amendment No. 3 filed on March 12, 2007, and further amended by Amendment No. 4 filed on March 26, 2007 (the "Statement") by Wynnefield Partners Small Cap Value, L.P. (the "Partnership"), Wynnefield Partners Small Cap Value, L.P. I (the "Partnership-I"), Wynnefield Small Cap Value Offshore Fund, Ltd. (the "Fund"), Wynnefield Capital Management, LLC ("WCM") and Wynnefield Capital, Inc. ("WCI"), Nelson Obus ("Mr. Obus") and Joshua Landes ("Mr. Landes"), with respect to shares of common stock, \$0.001 par value (the "Shares"), of TeamStaff, Inc., a New Jersey corporation with its principal executive offices located at 300 Atrium Drive, South Plainfield, NJ 08873 (the "Issuer"). In addition, this Amendment is being filed on behalf of Channel Partnership II, L.P. ("Channel") and Wynnefield Capital Inc. Profit Sharing Plan Inc. ("Profit Sharing Plan"). Unless specifically amended hereby, the disclosures set forth in the Statement shall remain unchanged.

## **Item 2. Identity and Background.**

Item 2 of the Statement is hereby amended and restated in its entirety as follows:

This Statement is filed by the Wynnefield Reporting Persons.

(a), (b), (c) and (f). The "Wynnefield Reporting Persons" are Partnership, the Fund, Partnership-I, Channel, WCM, WCI, the Profit Sharing Plan and Nelson Obus and Joshua Landes. The Wynnefield Reporting Persons are each separate and distinct entities with different beneficial owners (whether designated as limited partners or stockholders).

WCM, a New York limited liability company, is the general partner of the Partnership and the Partnership-I, private investment companies organized as limited partnerships under the laws of the State of Delaware. Nelson Obus and Joshua Landes are the managing members of WCM and the principal executive officers of WCI, the investment manager of the Fund, a private investment company organized under the laws of the Cayman Islands. Mr. Obus is also the general partner of Channel, a private investment company organized as a limited partnership under the laws of the State of New York. The Profit Sharing Plan is an employee profit sharing plan organized under the laws of the State of Delaware. Mr. Obus, as portfolio manager of the Profit Sharing Plan, has the power to direct the vote and the disposition of the shares held by the Profit Sharing Plan. Mr. Obus and Mr. Landes are citizens of the United States of America.

The business address of the Wynnefield Reporting Persons is 450 Seventh Avenue, Suite 509, New York, New York 10123.

(d) and (e). During the last five years, none of the Wynnefield Reporting Persons have been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) 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 securities reported in this Statement as directly beneficially owned by the Wynnefield Reporting Persons were acquired with funds of approximately \$3,055,612.00 (including brokerage commissions). All such funds were provided from the working capital or personal funds of the Wynnefield Reporting Persons who directly beneficially own such securities.

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

Item 5 of the Statement is hereby amended and restated in its entirety as follows:

(a) - (c) As of February 22, 2008, the Wynnefield Reporting Persons beneficially owned in the aggregate 3,693,800 Shares constituting approximately 19.0% of the outstanding shares of the Shares (the percentage of shares owned being based upon 19,403,366 Shares outstanding on February 13, 2008, as set forth in the Issuer's most recent report on Form 10-Q for the quarter ended December 31, 2007, filed with the Commission on February 14, 2008. The following table sets forth certain information with respect to Shares directly beneficially owned by the Wynnefield Reporting Persons listed below:

Name	Number of Shares	Percentage of Outstanding Shares
Partnership*	1,011,400	5.2%
Partnership-I *	1,275,400	6.6%
Fund **	1,307,000	6.7%
Channel ***	50,000	0.3%
Profit Sharing Plan ***	50,000	0.3%

\* WCM has an indirect beneficial ownership interest in these Shares.

\*\* WCI has an indirect beneficial ownership interest in these Shares.

\*\*\* Mr. Obus has an indirect beneficial ownership interest in these Shares.

WCM is the sole general partner of the Partnership and Partnership-I and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Shares that Partnership and Partnership-I beneficially own. WCM, as the sole general partner of Partnership and Partnership-I, has the sole power to direct the voting and disposition of the Shares that Partnership and Partnership-I beneficially own. Messrs. Obus and Landes are the co-managing members of WCM and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Shares that WCM may be deemed to beneficially own.

Each of Messrs. Obus and Landes, as a co-managing member of WCM, shares with the other the power to direct the voting and disposition of the Shares that WCM may be deemed to beneficially own. WCI is the sole investment manager of the Fund and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Shares that the Fund beneficially owns.

WCI as the sole investment manager of Fund, has the sole power to direct the voting and disposition of the Shares that the Fund beneficially owns. Messrs. Obus and Landes are executive officers of WCI and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Shares that WCI may be deemed to beneficially own. Each of Messrs. Obus and Landes, as executive officers of WCI, shares with the other the power to direct the voting and disposition of the Shares that WCI may be deemed to beneficially own.

Mr. Obus is the portfolio manager for the Profit Sharing Plan and accordingly, Mr. Obus may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 promulgated pursuant to the Exchange Act) of the shares of Common Stock that the Profit Sharing Plan may be deemed to beneficially own. Mr. Obus, as a portfolio manager for the Profit Sharing Plan, has the sole power to direct the voting and disposition of the shares of Common Stock beneficially owned by the Profit Sharing Plan.

Mr. Obus is the general partner of Channel and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 promulgated pursuant to the Exchange Act) of the shares of Common Stock that Channel beneficially owns. Mr. Obus, as the general partner of Channel, has the sole power to direct the voting and disposition of the shares of Common Stock that Channel beneficially owns.

Beneficial ownership of the Shares shown on the cover pages of and set forth elsewhere in this Statement for each member of the Wynnefield Reporting Persons assumes that they have not formed a group for purposes of Section 13(d)(3) under the Exchange Act, and Rule 13d-5(b)(1) promulgated thereunder. If the members of the Wynnefield Reporting Persons were deemed to have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1), the group would be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over) 3,693,800 Shares constituting approximately 19.0% of the outstanding Shares (the percentage of shares owned being based upon 19,403,366 Shares outstanding on February 13, 2008, as set forth in the Issuer's most recent report on Form 10-Q for the quarter ended December 31, 2007, filed with the Commission on February 14, 2008).

The filing of this Statement and any future amendment by the Wynnefield Reporting Persons, and the inclusion of information herein and therein with respect to WCM, WCI and Messrs. Obus and Landes, shall not be considered an admission that any of such persons, for the purpose of Section 16(b) of the Exchange Act, are the beneficial owners of any shares in which such persons do not have a pecuniary interest. Each of WCM, WCI and Messrs. Obus and Landes disclaims any beneficial ownership of the shares covered by this Statement.

Except as set forth below, to the best knowledge of the Wynnefield Reporting Persons, except as described in this Statement, none of the Wynnefield Reporting Persons, any person in control (ultimately or otherwise) of the Wynnefield Reporting Persons, any general partner, executive officer or director thereof, as applicable, beneficially owns any Shares, and there have been no transactions in the Shares affected during the past 60 days, by the Wynnefield Reporting Persons, any person in control of the Wynnefield Reporting Persons (ultimately or otherwise), or any general partner, executive officer or director thereof, as applicable.

The Wynnefield Reporting Persons have purchased Shares during the last 60 days as set forth below, each of which was made in a broker's transaction in the open market. Prices do not include brokerage commissions.

Name	Date	Number of Shares	Price Per Share
Partnership	February 22, 2008	265,000	\$.70
Partnership-I	February 22, 2008	365,000	\$.70
Fund	February 22, 2008	270,000	\$.70
Channel	February 22, 2008	50,000	\$.70
Profit Sharing Plan	February 22, 2008	50,000	\$.70

(d) No person, other than each member of the Wynnefield Reporting Persons referred to as the direct beneficial owner of the shares of Common Stock set forth in this response to Item 5, has 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.

(e) Not applicable.

**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.

Date: February \_\_, 2008

**WYNNEFIELD PARTNERS SMALL  
CAP VALUE, L.P.**

By: Wynnefield Capital Management, LLC,  
General Partner

By: /s/ Nelson Obus  
Nelson Obus, Co-Managing Member

**WYNNEFIELD PARTNERS SMALL  
CAP VALUE, L.P. I**

By: Wynnefield Capital Management, LLC,  
General Partner

By: /s/ Nelson Obus  
Nelson Obus, Co-Managing Member

**WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.**

By: Wynnefield Capital, Inc.

By: /s/ Nelson Obus  
Nelson Obus, President

**WYNNEFIELD CAPITAL MANAGEMENT, LLC**

By: /s/ Nelson Obus  
Nelson Obus, Co-Managing Member

**WYNNEFIELD CAPITAL, INC.**

By: /s/ Nelson Obus  
Nelson Obus, President

/s/ Joshua H. Landes  
Joshua H. Landes, Individually

/s/ Nelson Obus  
Nelson Obus, Individually

**WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, INC.**

By: /s/ Nelson Obus

\_\_\_\_\_  
Nelson Obus, Authorized Signatory

**CHANNEL PARTNERSHIP II, L.P.**

By: /s/ Nelson Obus

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