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Fortress America Acquisition CORP
Form SC 13D/A
January 26, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13D-2(A)

AMENDMENT NO. 2

Fortress America Acquisition Corporation

(Name of Issuer)

Common Stock \$.0001 par value
(Title of Class of Securities)

34957j100

(CUSIP Number)

Paul D. Sonkin
Hummingbird Management, LLC
460 Park Avenue, 12th Floor
New York, New York 10022

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

January 25, 2007

(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(b) for other parties to whom copies are to be sent.

1 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

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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).

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1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Hummingbird Management, LLC
IRS No. 13-4082842

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

| | | | |
|---|----|--------------------------|-----------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 1,452,000 |
| | 8 | SHARED VOTING POWER | -0- |
| | 9 | SOLE DISPOSITIVE POWER | 1,452,000 |
| | 10 | SHARED DISPOSITIVE POWER | -0- |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,452,000

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

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

15.1%**

14 TYPE OF REPORTING PERSON

OO

**The Reporting Parties own approximately 14.2% of the Company's outstanding common stock. The calculation of the percentage set forth above assumes the exercise by the Reporting Parties of 95,000 presently exercisable warrants acquired in connection with the Company's initial public offering and in subsequent open market purchases. The Reporting Parties have not yet exercised or converted any of such warrants. In connection with the company's initial public offering, the company has 15,600,000 exercisable warrants outstanding. This calculation does not assume the conversion of any warrants, held by security holders other than the Reporting Parties, whether or not exercisable.

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1 NAME OF REPORTING PERSONS S.S. OR
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Paul D. Sonkin

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
1,815,600

8 SHARED VOTING POWER

28,400

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9 SOLE DISPOSITIVE POWER

1,815,600

10 SHARED DISPOSITIVE POWER

28,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,844,000

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

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

18.3%**

14 TYPE OF REPORTING PERSON

OO

**The Reporting Parties own approximately 14.2% of the Company's outstanding common stock. The calculation of the percentage set forth above assumes the exercise by the Reporting Parties of 543,800 presently exercisable warrants acquired in connection with the Company's initial public offering and in subsequent open market purchases (of which 392,000 are owned by Mr. Sonkin and held in his and his wife's IRA accounts, and 28,400 held in other IRA accounts, over which he has dispositive power). The Reporting Parties have not yet exercised or converted any of such warrants. In connection with the company's initial public offering, the company has 15,600,000 exercisable warrants outstanding. This calculation does not assume the conversion of any warrants, held by security holders other than the Reporting Parties, whether or not exercisable.
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1 NAME OF REPORTING PERSONS S.S. OR
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Capital, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

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00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 UNITED STATES

7 SOLE VOTING POWER
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 1,452,000

8 SHARED VOTING POWER
 -0-

9 SOLE DISPOSITIVE POWER
 1,452,000

10 SHARED DISPOSITIVE POWER
 -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,452,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 15.1%**

14 TYPE OF REPORTING PERSON
 00

**The Reporting Parties own approximately 14.2% of the Company's outstanding common stock. The calculation of the percentage set forth above assumes the exercise by the Reporting Parties of 95,000 presently exercisable warrants acquired in connection with the Company's initial public offering and in subsequent open market purchases. The Reporting Parties have not yet exercised or converted any of such warrants. In connection with the company's initial public offering, the company has 15,600,000 exercisable warrants outstanding. This calculation does not assume the conversion of any warrants, held by security holders other than the Reporting Parties, whether or not exercisable.
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| | |
|---|--|
| ===== | |
| 1 | NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |
| | Hummingbird Value Fund, L.P. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / (b) /X/ |
| 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER 305,864 |
| | 8 SHARED VOTING POWER -0- |
| | 9 SOLE DISPOSITIVE POWER 305,864 |
| | 10 SHARED DISPOSITIVE POWER -0- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 305,864 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / / |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.2% |
| 14 | TYPE OF REPORTING PERSON LP |
| ===== | |

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| | | |
|---|--|---------------------------------------|
| ===== | | |
| 1 | NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Hummingbird Microcap Value Fund, L.P. | |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) / / (b) /X/ |
| ----- | | |
| 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 378,733 |
| ----- | | |
| | 8 | SHARED VOTING POWER -0- |
| ----- | | |
| | 9 | SOLE DISPOSITIVE POWER 378,733 |
| ----- | | |
| | 10 | SHARED DISPOSITIVE POWER -0- |
| ----- | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 378,733 | |
| ----- | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | / / |
| ----- | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 3.9% | |
| ----- | | |
| 14 | TYPE OF REPORTING PERSON | |

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LP

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1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Concentrated Fund, L.P.

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

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER 767,403

8 SHARED VOTING POWER -0-

9 SOLE DISPOSITIVE POWER 767,403

10 SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 767,403

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.0%**

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14 TYPE OF REPORTING PERSON

LP

**The Hummingbird Concentrated Fund, LP own approximately 7.0% of the Company's outstanding common stock. The calculation of the percentage set forth above assumes the exercise by the Hummingbird Concentrated Fund of 95,000 presently exercisable warrants acquired in open market purchases. The Hummingbird Concentrated Fund has not yet exercised or converted any of such warrants. In connection with the company's initial public offering, the company has 15,600,000 exercisable warrants outstanding. This calculation does not assume the conversion of any warrants, held by security holders other than the Hummingbird Concentrated Fund, whether or not exercisable.

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The following constitutes the Schedule 13D/A filed by the undersigned (the "Schedule 13D").

AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 1, dated January 26, 2007, to Schedule 13D/A is filed by the Reporting Persons and amends Schedule 13D/A as previously filed by the Reporting Persons with the Securities and Exchange Commission on January 9, 2007 (the "Schedule 13D"), relating to the common stock, \$.0001 par value (the "Common Stock") of Fortress America Acquisition Corporation, a Delaware Corporation.

Items 3 and 5 of the Schedule 13D/A are hereby amended and restated, as follows:

ITEM 3 SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

As of January 26, 2007, Hummingbird has caused HVF, Microcap Fund, and Concentrated Fund to invest approximately \$1,672,349, \$2,007,871, and \$3,732,838, respectively, in the Shares and Warrants of the Issuer using their working capital. Mr. Sonkin has invested approximately \$201,792 in Warrants of the Issuer, using personal funds.

ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

(a) As investment manager of HVF, Microcap Fund, and Concentrated Fund, Hummingbird may be deemed to have the sole voting and investment authority over the Shares owned by HVF, Microcap Fund, and Concentrated Fund, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), may be deemed to be the beneficial owner of 1,452,000 Shares representing approximately 15.1% of the outstanding shares of the Issuer (based upon 9,550,000 shares of Common Stock outstanding as of December 15, 2006, as reported on Form 10-QSB for the period ended September 30, 2006, and assuming conversion of 95,000 Warrants.) Hummingbird disclaims any beneficial ownership of the Shares covered by this Statement.

Mr. Sonkin owns 392,000 Warrants held in his and Mrs. Sonkin's IRA Accounts and has dispositive power over an additional 28,400 Warrants held in IRA Accounts of various other parties and for which Mr. Sonkin disclaims beneficial ownership. As the managing member and control person of Hummingbird,

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Mr. Sonkin may also be deemed to have the sole voting and investment authority over the Shares beneficially owned by Hummingbird and, for purposes of Rule 13d-3, may be deemed to be the beneficial owner of 1,452,000 Shares representing approximately 15.1% of the outstanding shares of the Issuer, (and together with 392,000 Warrants held in his and Mrs. Sonkin's IRA Accounts and 28,400 Warrants owned in IRA Accounts of various other parties over which he has dispositive power, an aggregate of 1,844,000 Shares, representing approximately 18.3% of the outstanding Share of the Issuer, based upon 9,550,000 shares of Common Stock outstanding as of December 15, 2006, as reported on Form 10-QSB for the period ended September 30, 2006, and assuming conversion of 543,800 warrants.) Mr. Sonkin disclaims any beneficial ownership of the Shares covered by this Statement, except by pecuniary interest in the 392,000 Warrants owned by him and his wife personally.

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HC, as the general partner of each of HVF, Microcap Fund, and Concentrated Fund, Hummingbird may be deemed to have the sole voting and investment authority over the Shares owned by HVF, Microcap Fund, and Concentrated Fund, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), may be deemed to be the beneficial owner of 1,452,000 Shares representing approximately 15.1% of the outstanding shares of the Issuer (based upon 9,550,000 shares of Common Stock outstanding as of December 15, 2006, as reported on Form 10-QSB for the period ended September 30, 2006, and assuming conversion of 95,000 Warrants.) HC disclaims any beneficial ownership of the Shares covered by this Statement.

HVF is the beneficial owner of 305,864 Shares or 3.2% of the outstanding shares of the Issuer.

Microcap Fund is the beneficial owner of 378,733 Shares or 4.0% of the outstanding shares of the Issuer.

Concentrated Fund is the beneficial owner of 672,403 Shares or 6.1% of the outstanding shares of the Issuer, and 95,000 Warrants of the Issuer.

Mr. Sonkin is the beneficial owner of 392,000 warrants of the issuer.

(c) Hummingbird caused HVF to effect transactions in the Shares during the past 60 days as set forth below:

| DATE ---- | TYPE ---- | NUMBER OF SHARES ----- | PRICE/SHARE ----- |
|--------------|----------------------|------------------------------|----------------------|
| 12/22/2006 | open market purchase | 3,000 | 5.607 |
| 12/26/2006 | open market purchase | 2,000 | 5.610 |
| 12/28/2006 | open market purchase | 1,000 | 5.610 |
| 1/3/2007 | open market purchase | 1,500 | 5.614 |
| 1/4/2007 | open market purchase | 333 | 5.570 |
| 1/8/2007 | open market purchase | 50,000 | 5.613 |

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Hummingbird caused the Microcap Fund to effect transactions in the Shares during the past 60 days as set forth below:

| DATE ---- | TYPE ---- | NUMBER OF SHARES ----- | PRICE/SHARE ----- |
|--------------|----------------------|------------------------------|----------------------|
| 12/27/2006 | open market purchase | 2,000 | 5.610 |
| 1/3/2007 | open market purchase | 1,500 | 5.614 |
| 1/4/2007 | open market purchase | 333 | 5.570 |
| 1/8/2007 | open market purchase | 75,000 | 5.613 |

Hummingbird caused the Concentrated Fund to effect transactions in the Shares during the past 60 days as set forth below:

| DATE ---- | TYPE ---- | NUMBER OF SHARES ----- | PRICE/SHARE ----- |
|--------------|----------------------|------------------------------|----------------------|
| 1/3/2007 | open market purchase | 2,000 | 5.614 |
| 1/4/2007 | open market purchase | 334 | 5.570 |
| 1/8/2007 | open market purchase | 50,000 | 5.613 |
| 1/18/2007 | open market purchase | 38,000 | 5.404 |
| 1/19/2007 | open market purchase | 36,000 | 5.409 |
| 1/22/2007 | open market purchase | 20,000 | 5.423 |

Hummingbird caused the Concentrated Fund to effect transactions in the Warrants during the past 60 days as set forth below:

| DATE ---- | TYPE ---- | NUMBER OF WARRANTS ----- | PRICE/WARRANT ----- |
|--------------|----------------------|--------------------------------|------------------------|
| 1/25/2007 | open market purchase | 95,000 | 0.601 |

Mr. Sonkin has effected transactions in the Warrants during the past 60 days as set forth below:

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| DATE ---- | TYPE ---- | NUMBER OF WARRANTS ----- | PRICE/WARRANT ----- |
|--------------|----------------------|--------------------------------|------------------------|
| 12/20/2006 | open market sale | 1,000 | 0.464 |
| 1/5/2007 | open market purchase | 17,000 | 0.267 |

(d) Inapplicable.

(e) Inapplicable.

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ITEM 6 Inapplicable

ITEM 7 MATERIAL TO BE FILED AS EXHIBITS

Not applicable.

SIGNATURES

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

Dated: January 26, 2007

HUMMINGBIRD MANAGEMENT, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

/s/ Paul D. Sonkin

PAUL D. SONKIN

HUMMINGBIRD VALUE FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

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HUMMINGBIRD MICROCAP VALUE
FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

CUSIP No. 34957j100

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HUMMINGBIRD CONCENTRATED
FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

HUMMINGBIRD CAPITAL, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin