

PRG SCHULTZ INTERNATIONAL INC
Form SC 13D/A
October 04, 2006

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

SCHEDULE 13D
(Amendment No. 19)

Under the Securities Exchange Act of 1934

PRG-SCHULTZ INTERNATIONAL, INC.

(Name of Issuer)

Common Stock, No Par Value Per Share

(Title of Class of Securities)

69357C503

(CUSIP Number)

Gregory D. Hitchan
Blum Capital Partners, L.P.
909 Montgomery Street, Suite 400
San Francisco, CA 94133
(415) 434-1111

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

September 1, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 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 Section 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAME OF REPORTING PERSON BLUM CAPITAL PARTNERS, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3205364

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

3. SEC USE ONLY

4. SOURCE OF FUNDS* See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

7. SOLE VOTING POWER -0-

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH
 PERSON WITH

8. SHARED VOTING POWER
 5,170,565 shares (including 4,244,794 shares issuable
 upon conversion of Senior Convertible Notes and Series
 A Preferred Stock)**

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER
 5,170,565 shares (including 4,244,794 shares issuable
 upon conversion of Senior Convertible Notes and Series
 A Preferred Stock)**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 5,170,565 shares (including 4,244,794 shares issuable upon
 conversion of Senior Convertible Notes and Series A Preferred Stock)**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 44.3%**

14. TYPE OF REPORTING PERSON PN, IA

** See Item 5

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 69357C503

SCHEDULE 13D

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1. NAME OF REPORTING PERSON RICHARD C. BLUM & ASSOCIATES, INC.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-2967812

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

3. SEC USE ONLY

4. SOURCE OF FUNDS* See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

7. SOLE VOTING POWER -0-

NUMBER OF
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14. TYPE OF REPORTING PERSON CO

** See Item 5

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CUSIP NO. 69357C503

SCHEDULE 13D

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1. NAME OF REPORTING PERSON BLUM STRATEGIC GP, L.L.C.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3303831

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

3. SEC USE ONLY

4. SOURCE OF FUNDS* See Item 3

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7. SOLE VOTING POWER -0-

NUMBER OF
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14. TYPE OF REPORTING PERSON OO (Limited Liability Company)

** See Item 5

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON BLUM STRATEGIC PARTNERS II, L.P.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3395151

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

3. SEC USE ONLY

4. SOURCE OF FUNDS* See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
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6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7. SOLE VOTING POWER -0-

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14. TYPE OF REPORTING PERSON PN

** See Item 5

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 69357C503

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1. NAME OF REPORTING PERSON BLUM STRATEGIC GP II, L.L.C.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3395150

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

3. SEC USE ONLY

4. SOURCE OF FUNDS* See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7. SOLE VOTING POWER -0-

NUMBER OF

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SHARES BENEFICIALLY OWNED BY EACH PERSON WITH

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14. TYPE OF REPORTING PERSON OO (Limited Liability Company)

** See Item 5

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 69357C503

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1. NAME OF REPORTING PERSON STINSON CAPITAL PARTNERS, L.P.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3232358

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

3. SEC USE ONLY

4. SOURCE OF FUNDS* See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

7. SOLE VOTING POWER -0-

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9. SOLE DISPOSITIVE POWER -0-

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-
10. SHARED DISPOSITIVE POWER
5,170,565 shares (including 4,244,794 shares issuable upon conversion of Senior Convertible Notes and Series A Preferred Stock)**
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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 44.3%**
-
14. TYPE OF REPORTING PERSON PN
-

** See Item 5

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 69357C503

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-
1. NAME OF REPORTING PERSON STINSON CAPITAL PARTNERS (QP), L.P.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 52-2379857
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [x]
(b) [x]
-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS* See Item 3
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
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6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
-
7. SOLE VOTING POWER -0-
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- NUMBER OF
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PERSON WITH
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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 44.3%**
-
14. TYPE OF REPORTING PERSON PN
-

** See Item 5

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-
1. NAME OF REPORTING PERSON STINSON CAPITAL PARTNERS II, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3264850
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [x]
 (b) [x]
-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS* See Item 3
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
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6. CITIZENSHIP OR PLACE OF ORGANIZATION California
-
7. SOLE VOTING POWER -0-
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 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 44.3%**

 14. TYPE OF REPORTING PERSON PN

 ** See Item 5

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Item 1. Security and Issuer

This Amendment No. 19 amends the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission") on March 24, 2006 by Blum Capital Partners, L.P., a California limited partnership, ("Blum LP"); Richard C. Blum & Associates, Inc., a California corporation ("RCBA Inc."); Blum Strategic GP, L.L.C., a Delaware limited liability company ("Blum GP"); Blum Strategic GP II, L.L.C., a Delaware limited liability company ("Blum GP II"); Blum Strategic Partners II, L.P., a Delaware limited partnership ("Blum Strategic II"); Stinson Capital Partners, L.P., a California limited partnership ("Stinson"), Stinson Capital Partners (QP), L.P., a Delaware limited partnership ("Stinson QP") and Stinson Capital Partners II, L.P., a California limited partnership ("Stinson II") (collectively, the "Reporting Persons"). This amendment to the Schedule 13D relates to the shares of Common Stock, no par value per share (the "Common Stock") of PRG-Schultz International, Inc., a Georgia corporation (the "Issuer"). The principal executive office and mailing address of the Issuer is 600 Galleria Parkway, Suite 100, Atlanta, Georgia 30339-5949. The following amendments to the Schedule 13D are hereby made. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended as follows:

Since the filing of Amendment No. 18 to Schedule 13D, there have been changes to the executive officers of Blum LP and RCBA Inc.

The principal business office address of Blum LP and RCBA Inc. is 909 Montgomery Street, Suite 400, San Francisco, California 94133. The names of the executive officers and directors of RCBA Inc., their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizenship	Principal Occupation or Employment
Richard C. Blum President, Chairman & Director	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	President & Chairman, Blum LP

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Nils Colin Lind Managing Partner & Director	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA and Norway	Managing Partner, Blum LP
John H. Park Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Gregory L. Jackson Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP

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Name and Office Held	Business Address	Citizenship	Principal Occupation or Employment
Jane J. Su Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
David H.S. Chung Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Gregory D. Hitchan Partner, Chief Operating Officer, General Counsel and Secretary	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Chief Operating Officer, General Counsel and Secretary, Blum LP
Marc T. Scholvinck Partner, Chief Financial Officer, Assistant Secretary & Director	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner & Chief Financial Officer, Blum LP
William Scott Hartman Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP

Since the filing of Amendment No. 18 to Schedule 13D, there have been changes to the members of Blum GP.

The principal business office address of Blum GP is 909 Montgomery Street, Suite 400, San Francisco, CA 94133. The names of the managing members and members of Blum GP, their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizen- ship	Principal Occupation or Employment
Richard C. Blum Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	President & Chairman, Blum LP
Nils Colin Lind Managing Member	909 Montgomery St. Suite 400	USA and Norway	Managing Partner, Blum LP

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San Francisco, CA 94133

Gregory D. Hitchan Member and General Counsel	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Chief Operating Officer, General Counsel & Secretary, Blum LP
Marc T. Scholvinck Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner & Chief Financial Officer, Blum LP

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Since the filing of Amendment No. 18 to Schedule 13D, there have been changes to the managing members and members of Blum GP II.

The principal business office address of Blum GP II is 909 Montgomery Street, Suite 400, San Francisco, CA 94133. The names of the managing members and members of Blum GP II, their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizen- ship	Principal Occupation or Employment
-----	-----	-----	-----
Richard C. Blum Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	President & Chairman, Blum LP
Nils Colin Lind Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA and Norway	Managing Partner, Blum LP
John H. Park Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Gregory L. Jackson Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP
Gregory D. Hitchan Member and General Counsel	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Chief Operating Officer, General Counsel & Secretary, Blum LP
Marc T. Scholvinck Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner & Chief Financial Officer, Blum LP
William Scott Hartman Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, Blum LP

To the best knowledge of the Reporting Persons, none of the entities or persons identified in this Item 2 has, during the past five years, been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors), nor 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

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future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended as follows:

(a), (b) According to the Issuer's Form 8-K filed with the Commission on August 17, 2006, there were 6,511,918 shares of Common Stock issued and outstanding as of August 14, 2006. Based on such information, after taking into account the transactions described in Item 5(c) below, the Reporting Persons report beneficial ownership of the following shares of Common Stock: (i) 69,296 shares of the Common Stock held by Blum LP and RCBA Inc. on behalf of the limited partnerships for which Blum LP serves as the general partner, or on behalf of an entity for which Blum LP serves as investment advisor, which represents 1.1% of the outstanding shares of the Common Stock; (ii) 11,770 shares of the Common Stock held by Blum GP on behalf of the limited partnership for which it serves as the general partner, which represents 0.2% of the outstanding shares of the Common Stock; and (iii) 844,705 shares of the Common Stock held by Blum GP II on behalf of the limited partnership for which it serves as the general partner and on behalf of the limited partnership for which it serves as the managing limited partner, which represents 13.0% of the outstanding shares of the Common Stock.

Voting and investment power concerning the above shares are held solely by Blum LP, Blum GP and Blum GP II. The Reporting Persons therefore may be deemed to be members in a group, in which case the group would be deemed to have beneficial ownership of an aggregate of 925,771 shares of the Common Stock, which is 14.2% of the outstanding Common Stock. As the sole general partner of Blum LP, RCBA Inc. is deemed the beneficial owner of the securities over which Blum LP has voting and investment power. The filing of this Schedule shall not be construed as an admission that any of the shareholders, directors or executive officers of RCBA Inc. or the managing members and members of Blum GP and Blum GP II, is, for any purpose, the beneficial owner of any of the securities that are beneficially owned by RCBA Inc., Blum GP, or Blum GP II.

In the event that the Reporting Persons converted the 10.0% Senior Convertible Notes due 2011 (the "Senior Convertible Notes") and the Series A Convertible Participating Preferred Stock (the "Series A Preferred Stock") of the Issuer into Common Stock (see the Schedule 13D Amendment Number 18, filed by the Reporting Persons on March 24, 2006), the Reporting Persons may be deemed to have beneficial ownership of and exercise shared voting and dispositive power over (i) principal amount of \$17,580,874 of Senior Convertible Notes, which is convertible into 2,704,752 shares of Common Stock, and (ii) 34,901 shares of Series A Preferred Stock, which are convertible into 1,540,042 shares of Common Stock. The Reporting Persons may thus be deemed to have beneficial ownership of 5,170,565 shares or 44.3% of the Common Stock, as follows:

(i) Blum LP and RCBA Inc. may be deemed to have beneficial ownership of 2,489,738 shares, which represents 21.3% on an as converted basis;

(ii) Blum GP II may be deemed to have beneficial ownership of 2,669,057 shares, which represents 22.8% on an as converted basis;
and

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(iii) Blum GP may be deemed to have beneficial ownership of 11,770 shares, which represents 0.1% on an as converted basis.

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(c) During the last 60 days, the following transactions were effected by either the Reporting Persons or the Issuer:

On August 14, 2006, the Issuer effected a 1-for-10 reverse stock split of its outstanding Common Stock. Following the reverse stock split, the new liquidation preference and new conversion price for the Series A Preferred stock was \$120.00 and \$2.8405, respectively, and the conversion price for the Senior Convertible Notes was \$6.50.

On September 1, 2006, the Reporting Persons distributed, in a pro-rata distribution for no consideration, to a limited partner in one of the limited partnerships for which Blum LP serves as the general partner, the following securities of the Issuer: 2,936 shares of Common Stock, the principal amount of \$530,323 of Senior Convertible Notes and 1,105 shares of Series A Preferred Stock.

On September 15, 2006, the Issuer paid interest in-kind to the Reporting Persons on the Senior Convertible Notes. Interest is due on the Senior Convertible Notes at a rate of 10% per annum on the principal amount, payable semi-annually on March 15 and September 15, commencing September 15, 2006. The Issuer can elect to pay interest due in cash or issue new Senior Convertible Notes. On September 15, 2006, the Issuer issued new Senior Convertible Notes to the Reporting Persons in the principal amount of \$828,317.

The Series A Preferred Stock accrues dividends at a cumulative annual rate of 9% of the then-effective liquidation preference per share on each March 15 and September 15, commencing September 15, 2006. Declared dividends are paid in cash. When dividends are undeclared on the dividend payment date, the liquidation preference on the Series A Preferred Stock will be increased. On September 15, 2006, the Issuer did not declare dividends on the Series A Preferred Stock, accordingly, the liquidation preference for the Series A Preferred Stock was increased to \$125.34 per share, or a new conversion ratio of 44.126 shares of Common Stock for each share of Series A Preferred Stock.

(d) and (e) Not applicable.

Item 7. Material to be Filed as Exhibits

Exhibit A Joint Filing Undertaking

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief,

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the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: October 4, 2006

RICHARD C. BLUM & ASSOCIATES, INC. BLUM CAPITAL PARTNERS, L.P.
By: Richard C. Blum & Associates, Inc.
its general partner

By: /s/ Gregory D. Hitchan By: /s/ Gregory D. Hitchan

Gregory D. Hitchan Gregory D. Hitchan
Partner, Chief Operating Officer, Partner, Chief Operating Officer,
General Counsel and Secretary General Counsel and Secretary

BLUM STRATEGIC GP, L.L.C. BLUM STRATEGIC GP II, L.L.C.

By: /s/ Gregory D. Hitchan By: /s/ Gregory D. Hitchan

Gregory D. Hitchan, General Gregory D. Hitchan, General
Counsel and Member Counsel and Member

BLUM STRATEGIC PARTNERS II, L.P. STINSON CAPITAL PARTNERS, L.P.
By: Blum Strategic GP II, L.L.C., By: Blum Capital Partners, L.P.,
its General Partner its General Partner
By: Richard C. Blum & Associates, Inc.
its General Partner

By: /s/ Gregory D. Hitchan By: /s/ Gregory D. Hitchan

Gregory D. Hitchan, General Partner, Chief Operating Officer,
Counsel and Member General Counsel and Secretary

STINSON CAPITAL PARTNERS II, L.P. STINSON CAPITAL PARTNERS (QP), L.P.
By: Blum Capital Partners, L.P., By: Blum Capital Partners, L.P.,
its General Partner its General Partner
By: Richard C. Blum & Associates, Inc. By: Richard C. Blum & Associates, Inc.
its General Partner its General Partner

By: /s/ Gregory D. Hitchan By: /s/ Gregory D. Hitchan

Gregory D. Hitchan Gregory D. Hitchan
Partner, Chief Operating Officer, Partner, Chief Operating Officer,
General Counsel and Secretary General Counsel and Secretary

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agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Dated: October 4, 2006

RICHARD C. BLUM & ASSOCIATES, INC.

BLUM CAPITAL PARTNERS, L.P.

By: Richard C. Blum & Associates, Inc.
its general partner

By: /s/ Gregory D. Hitchan

By: /s/ Gregory D. Hitchan

Gregory D. Hitchan
Partner, Chief Operating Officer,
General Counsel and Secretary

Gregory D. Hitchan
Partner, Chief Operating Officer,
General Counsel and Secretary

BLUM STRATEGIC GP, L.L.C.

BLUM STRATEGIC GP II, L.L.C.

By: /s/ Gregory D. Hitchan

By: /s/ Gregory D. Hitchan

Gregory D. Hitchan, General
Counsel and Member

Gregory D. Hitchan, General
Counsel and Member

BLUM STRATEGIC PARTNERS II, L.P.

STINSON CAPITAL PARTNERS, L.P.

By: Blum Strategic GP II, L.L.C.,
its General Partner

By: Blum Capital Partners, L.P.,
its General Partner

By: Richard C. Blum & Associates, Inc.
its General Partner

By: /s/ Gregory D. Hitchan

By: /s/ Gregory D. Hitchan

Gregory D. Hitchan, General
Counsel and Member

Partner, Chief Operating Officer,
General Counsel and Secretary

STINSON CAPITAL PARTNERS II, L.P.

STINSON CAPITAL PARTNERS (QP), L.P.

By: Blum Capital Partners, L.P.,
its General Partner

By: Blum Capital Partners, L.P.,
its General Partner

By: Richard C. Blum & Associates, Inc.
its General Partner

By: Richard C. Blum & Associates, Inc.
its General Partner

By: /s/ Gregory D. Hitchan

By: /s/ Gregory D. Hitchan

Gregory D. Hitchan
Partner, Chief Operating Officer,
General Counsel and Secretary

Gregory D. Hitchan
Partner, Chief Operating Officer,
General Counsel and Secretary