

Edgar Filing: SYNOPSYS INC - Form SC 13D/A

SYNOPSYS INC
Form SC 13D/A
May 30, 2003

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

SCHEDULE 13D
(Amendment No. 2)

Under the Securities Exchange Act of 1934

SYNOPSYS, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01

(Title of Class of Securities)

871607107

(CUSIP Number)

Murray A. Indick
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)

May 28, 2003

(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 Rule 13d-1(b)(3) or (4), check the following box [].

*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

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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
SHARES 8. SHARED VOTING POWER 4,632,000**

BENEFICIALLY
OWNED BY EACH
PERSON WITH 9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 4,632,000**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,632,000**

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.3%**

14. TYPE OF REPORTING PERSON PN, IA

** See Item 5 below

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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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

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 California

7. SOLE VOTING POWER -0-

NUMBER OF
SHARES 8. SHARED VOTING POWER 4,632,000**

BENEFICIALLY
OWNED BY EACH
PERSON WITH 9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 4,632,000**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,632,000**

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.3%**

14. TYPE OF REPORTING PERSON CO

** See Item 5 below

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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 | 8. SHARED VOTING POWER | 4,632,000** |
| BENEFICIALLY | | |
| OWNED BY EACH | ----- | ----- |
| PERSON WITH | 9. SOLE DISPOSITIVE POWER | -0- |
| | ----- | ----- |
| | 10. SHARED DISPOSITIVE POWER | 4,632,000** |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,632,000**

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.3%**

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

** See Item 5 below

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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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 | 8. SHARED VOTING POWER | 4,632,000** |
| SHARES | | |
| BENEFICIALLY | ----- | ----- |
| OWNED BY EACH | 9. SOLE DISPOSITIVE POWER | -0- |
| PERSON WITH | ----- | ----- |
| | 10. SHARED DISPOSITIVE POWER | 4,632,000** |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,632,000**

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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) 6.3%**

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

** See Item 5 below

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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 1. NAME OF REPORTING PERSON RICHARD C. BLUM
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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 U.S.A.

7. SOLE VOTING POWER -0-

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH
 PERSON WITH

8. SHARED VOTING POWER 4,632,000**

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER 4,632,000**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,632,000**

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.3%**

14. TYPE OF REPORTING PERSON IN

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 ** See Item 5 below

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Item 1. Security and Issuer

This Amendment No. 2 amends the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission") on September 21, 2001 by Blum Capital Partners, L.P., a California limited partnership, ("Blum L.P."); Richard C. Blum & Associates, Inc., a California corporation ("RCBA Inc."); Blum Strategic GP, L.L.C. (formerly RCBA 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"); and Richard C. Blum, the Chairman and a substantial shareholder of RCBA Inc. and a managing member of Blum GP and Blum GP II (collectively, the "Reporting Persons"). This amendment relates to shares of Common Stock, \$0.01 par value (the "Common Stock") of Synopsys, Inc., a Delaware corporation (the "Issuer"). The principal executive office and mailing address of the Issuer is 700 East Middlefield Road, Mountain View, California 94043. 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. 1 to Schedule 13D, there have been changes to the executive officers and directors of Blum L.P. and RCBA Inc.

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

| Name and Office Held | Business Address | Citizen-ship | Principal Occupation or Employment |
|---|--|--------------|------------------------------------|
| ----- | ----- | ----- | ----- |
| Richard C. Blum President & Chairman | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | President & Chairman, Blum L.P. |
| Nils Colin Lind Managing Partner & Director | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | Norway | Managing Partner, Blum L.P. |
| Claus J. Moller Managing Partner & Director | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | Denmark | Managing Partner, Blum L.P. |

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| Name and Office Held | Business Address | Citizen-ship | Principal Occupation or Employment |
|---|--|--------------|--|
| John C. Walker Partner | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner, Blum L.P. |
| Kevin A. Richardson II Partner | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner, Blum L.P. |
| Jose S. Medeiros Partner | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | Brazil | Partner, Blum L.P. |
| Kerry L. Nelson Partner | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner, Blum L.P. |
| Jeffrey A. Cozad Partner | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner, Blum L.P. |
| 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 L.P. |
| Murray A. Indick Partner, General Counsel & Secretary | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner and General Counsel, Blum L.P. |

In February 2002, RCBA GP, L.L.C. changed its name to Blum GP. The principal business of Blum GP is acting as general partner for Blum Strategic Partners, L.P.

Since the filing of Amendment No. 1 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:

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| 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 L.P. |
| Nils Colin Lind Managing Member | 909 Montgomery St. Suite 400 | Norway | Managing Partner, Blum L.P. |

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San Francisco, CA 94133

| | | | |
|------------------------------------|--|---------|--|
| Claus J. Moller Managing Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | Denmark | Managing Partner, Blum L.P. |
| John C. Walker Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner, Blum L.P. |
| Kevin A. Richardson II Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner, Blum L.P. |
| Jose S. Medeiros Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | Brazil | Partner, Blum L.P. |
| Kerry L. Nelson Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner, Blum L.P. |
| Jeff A. Cozad Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner, Blum L.P. |
| Marc T. Scholvinck Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner & Chief Financial Officer, Blum L.P. |
| Murray A. Indick Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner and General Counsel, Blum L.P. |

Since the filing of Amendment No. 1 to Schedule 13D, there have been changes to the members of Blum GP II.

Blum GP II is a Delaware limited liability company whose principal business is acting as the sole general partner of Blum Strategic Partners II, L.P. and also as managing limited partner of Blum Strategic Partners II GmbH & Co. KG.

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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 L.P. |
| Nils Colin Lind Managing Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | Norway | Managing Partner, Blum L.P. |

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| | | | |
|---|--|---------|--|
| Claus J. Moller Managing Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | Denmark | Managing Partner, Blum L.P. |
| John C. Walker Managing Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner, Blum L.P. |
| Kevin A. Richardson II Managing Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner, Blum L.P. |
| Jose S. Medeiros Managing Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | Brazil | Partner, Blum L.P. |
| Kerry L. Nelson Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner, Blum L.P. |
| Jeff A. Cozad Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner, Blum L.P. |
| Marc T. Scholvinck Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner & Chief Financial Officer, Blum L.P. |
| Murray A. Indick Member | 909 Montgomery St. Suite 400 San Francisco, CA 94133 | USA | Partner and General Counsel, Blum L.P. |

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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 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 5. Interest in Securities of the Issuer

Item 5 is hereby amended as follows: (a), (b) According to the Issuer's most recent Definitive Proxy Statement, there were 74,066,198 shares of Common Stock issued and outstanding as of May 7, 2003. 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) 1,737,200 shares of Common Stock held by Blum L.P. and RCBA, Inc. on behalf of the limited partnerships for which Blum L.P. serves as the general partner, or on behalf of an entity for which Blum L.P. serves as investment advisor, which represents 2.3% of the outstanding shares of the Common Stock; (ii) 1,562,900 shares of Common Stock held by Blum GP on behalf of the limited partnership for which it serves as the general partner, which

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represents 2.1% of the outstanding shares of the Common Stock; (iii) 1,157,000 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 1.6% of the outstanding shares of the Common Stock; and (iv) 174,900 shares of Common Stock that are legally owned by United Brotherhood of Carpenters Pension Plan ("UBC") (the "Investment Advisory Client"), with respect to which Blum L.P. has voting and investment power. The Investment Advisory Client represents 0.2% of the outstanding shares of the Common Stock. The Investment Advisory Client has entered into an advisory agreement with Blum L.P. and does not have any contract, arrangement or understanding with any other Reporting Person, with respect to the acquisition, ownership, disposition or voting of any shares of the Common Stock. The Investment Advisory Client disclaims membership in a group with any Reporting Person, and disclaims beneficial ownership of any shares beneficially owned by the Reporting Persons other than for its own account. Voting and investment power concerning the above shares are held solely by Blum L.P., 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 4,457,100 shares of the Common Stock, which is 6.0% of the outstanding Common Stock. As the sole general partner of Blum L.P., RCBA Inc. is deemed the beneficial owner of the securities over which Blum L.P. has voting and investment power. As Chairman, director and a substantial shareholder of RCBA Inc., Richard C. Blum might be deemed to be the beneficial owner of the securities beneficially

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owned by RCBA Inc. Additionally, Mr. Blum may be deemed to be the beneficial owner of the securities over which Blum GP and Blum GP II has voting and investment power. Although Mr. Blum is joining in this Schedule as a Reporting Person, the filing of this Schedule shall not be construed as an admission that he, or any of the other shareholders, directors or executive officers of RCBA Inc., 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.

c) The reduction in holdings reflects sales of all shares legally owned by The Common Fund for which Blum L.P. maintained voting and investment power, and whose shares were therefore deemed to be beneficially owned by Blum L.P. The Reporting Persons are advised that The Common Fund is considering whether to register its Multi-Strategy fund as a mutual fund, thereby precluding third party management by the Reporting Persons of The Common Fund's equity positions. During the last 60 days, the Reporting Persons sold the following shares of Common Stock in the open market:

| Entity | Trade Date | Shares | Price/Share |
|---|------------|---------|-------------|
| The Common Fund, which Blum L.P. served as investment advisor | 05/27/03 | 119,200 | 58.5249 |
| | 05/28/03 | 155,000 | 58.9463 |

(d) and (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None of the Reporting Persons or, to the best knowledge of the Reporting Persons, the other persons named in Item 2, is a party to any contract,

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arrangement, understanding or relationship with respect to any securities of the Issuer, including but not limited to the transfer or voting of any securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, except (i) as previously disclosed, or (ii) as noted above, Blum L.P. has voting and investment power of the shares held by it for the benefit of the Investment Advisory Client.

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

Dated: May 30, 2003

RICHARD C. BLUM & ASSOCIATES, INC.

BLUM CAPITAL PARTNERS, L.P.

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

By /s/ Murray A. Indick

By /s/ Murray A. Indick

Murray A. Indick
Partner, General Counsel,
Counsel, and Secretary

Murray A. Indick
Partner, General Counsel,
and Secretary

BLUM STRATEGIC GP, L.L.C.
(Formerly RCBA GP, L.L.C.)

By /s/ Murray A. Indick

Murray A. Indick, Member

BLUM STRATEGIC PARTNERS, L.P. (Formerly RCBA Strategic Partners, L.P.)
By BLUM STRATEGIC GP, L.L.C., its general partner

By /s/ Murray A. Indick

Murray A. Indick, Member

BLUM STRATEGIC GP II, L.L.C.

By /s/ Murray A. Indick

Murray A. Indick, Member

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/s/ Murray A. Indick

RICHARD C. BLUM

By Murray A. Indick, Attorney-in-Fact

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Exhibit A
JOINT FILING UNDERTAKING

The undersigned, being duly authorized thereunto, hereby execute this 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: May 30, 2003

RICHARD C. BLUM & ASSOCIATES, INC.

BLUM CAPITAL PARTNERS, L.P.

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

By /s/ Murray A. Indick

By /s/ Murray A. Indick

Murray A. Indick
Partner, General Counsel,
Counsel, and Secretary

Murray A. Indick
Partner, General Counsel,
and Secretary

BLUM STRATEGIC GP, L.L.C.
(Formerly RCBA GP, L.L.C.)

By /s/ Murray A. Indick

Murray A. Indick, Member

BLUM STRATEGIC PARTNERS, L.P. (Formerly RCBA Strategic Partners, L.P.)

By BLUM STRATEGIC GP, L.L.C., its general partner

By /s/ Murray A. Indick

Murray A. Indick, Member

BLUM STRATEGIC GP II, L.L.C.

/s/ Murray A. Indick

RICHARD C. BLUM

By /s/ Murray A. Indick

By Murray A. Indick, Attorney-in-Fact

Murray A. Indick, Member

