CAREER EDUCATION CORP Form SC 13D/A April 16, 2008

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

> > SCHEDULE 13D (Amendment No. 5)

Under the Securities Exchange Act of 1934

CAREER EDUCATION CORPORATION

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

141665109

(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)

April 14, 2008

(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 [].

*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 REPOR	RTING PERSON	BLUM CAP	ITAL PARTNERS, L.P.
I.R.S. IDENTIF	CICATION NO. OF ABOVE	PERSON (ENTITIES ONL	Y) 94-3205364
2. CHECK THE APP	ROPRIATE BOX IF A MEM	BER OF A GROUP*	(a) [x] (b) [x]
3. SEC USE ONLY			
4. SOURCE OF FUN	IDS*		See Item 3
	DISCLOSURE OF LEGAL P	ROCEEDINGS IS REQUIR	[]
6. CITIZENSHIP C	OR PLACE OF ORGANIZATI	ON	California
	7. SOLE VOTING POW	ER	-0-
NUMBER OF SHARES BENEFICIALLY	8. SHARED VOTING P	OWER	16,215,561**
OWNED BY EACH PERSON WITH	9. SOLE DISPOSITIV		-0-
	10. SHARED DISPOSIT		16,215,561**
11. AGGREGATE AMC	UNT BENEFICIALLY OWNE	D BY EACH REPORTING	PERSON 16,215,561**
12. CHECK BOX IF CERTAIN SHARE	THE AGGREGATE AMOUNT		[]
13. PERCENT OF CI	ASS REPRESENTED BY AM		18.1%**
14. TYPE OF REPOR	TING PERSON		PN, IA
** See Item 5			
	* * *	* *	
CUSIP NO. 14166510	9 SCHEDUI	E 13D	Page 3 of 15
1. NAME OF REPOR	TING PERSON	RICHARD C. BLUM	& ASSOCIATES, INC.
I.R.S. IDENTIF	CICATION NO. OF ABOVE	PERSON (ENTITIES ONL	Y) 94-2967812
2. CHECK THE APP	PROPRIATE BOX IF A MEM	BER OF A GROUP*	(a) [x] (b) [x]

	ONLY		
4. SOURCE (See Item 3
5. CHECK BO	OX IF DISC T TO ITEMS	LOSURE OF LEGAL PROCEEDINGS IS 2(d) or 2(e)	REQUIRED []
		ACE OF ORGANIZATION	California
	7.	SOLE VOTING POWER	-0-
NUMBER OF SHARES BENEFICIA	8. LLY	SHARED VOTING POWER	16,215,561**
OWNED BY F	БПОП	SOLE DISPOSITIVE POWER	-0-
	10.	SHARED DISPOSITIVE POWER	16,215,561**
ll. AGGREGA	TE AMOUNT	BENEFICIALLY OWNED BY EACH REP	
	OX IF THE	AGGREGATE AMOUNT IN ROW (11) E	XCLUDES
	OF CLASS	REPRESENTED BY AMOUNT IN ROW (
PERCENT		REPRESENTED BY AMOUNT IN ROW (11) 18.1%**
	REPORTING	REPRESENTED BY AMOUNT IN ROW (11) 18.1%**
13. PERCENT 14. TYPE OF	REPORTING	REPRESENTED BY AMOUNT IN ROW (11) 18.1%** CC
13. PERCENT	REPORTING	REPRESENTED BY AMOUNT IN ROW (11) 18.1%** CC
13. PERCENT 14. TYPE OF ** See Item !	REPORTING	REPRESENTED BY AMOUNT IN ROW (PERSON * * * * * SCHEDULE 13D	11) 18.1%** CC
13. PERCENT 14. TYPE OF ** See Item S CUSIP NO. 14:	REPORTING 5 1665109 REPORTING	REPRESENTED BY AMOUNT IN ROW (PERSON * * * * * SCHEDULE 13D PERSON BLUM ION NO. OF ABOVE PERSON (ENTIT	Page 4 of 15
13. PERCENT 14. TYPE OF ** See Item S CUSIP NO. 14: 1. NAME OF I.R.S. II 2. CHECK TR	REPORTING 5 1665109 REPORTING DENTIFICAT HE APPROPR	PERSON * * * * * SCHEDULE 13D PERSON BLUM	Page 4 of 15 STRATEGIC GP III, L.L.C. Page 3 (a) [x] (b) [x]
13. PERCENT 14. TYPE OF ** See Item S CUSIP NO. 14: 1. NAME OF I.R.S. II 2. CHECK TR	REPORTING 5 1665109 REPORTING DENTIFICAT HE APPROPR	REPRESENTED BY AMOUNT IN ROW (PERSON * * * * * SCHEDULE 13D PERSON BLUM ION NO. OF ABOVE PERSON (ENTIT	Page 4 of 15 STRATEGIC GP III, L.L.C. TIES ONLY) 04-3809436 P* (a) [x] (b) [x]

6.	CITIZENSHIP O	R PLACE OF ORGANIZATION	Delaware
		7. SOLE VOTING POWER	-0-
S B	BENEFICIALLY	8. SHARED VOTING POWER	16,215,561**
	WNED BY EACH ERSON WITH	9. SOLE DISPOSITIVE POWER	-0-
		10. SHARED DISPOSITIVE POWER	16,215,561**
1.	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSO	ON 16,215,561**
2.	CHECK BOX IF		[]
	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	18.1%**
	TYPE OF REPORGE	TING PERSON OO (Limited Liak	
 :* S		* * * * * 9 SCHEDULE 13D	Page 5 of 1
cusi	See Item 5	* * * * * 9 SCHEDULE 13D	Page 5 of 1
** S	See Item 5 EP NO. 14166510 NAME OF REPOR	* * * * * 9 SCHEDULE 13D TING PERSON BLUM STRATEGI ICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	Page 5 of 1
** S	P NO. 14166510 NAME OF REPORT I.R.S. IDENTIF CHECK THE APP	* * * * * 9 SCHEDULE 13D TING PERSON BLUM STRATEGORITHM STRATEGORITHM BLUM STRATEGORITHM STRATEGOR	Page 5 of 1 CC GP III, L.P. 02-0742606 (a) [x] (b) [x]
* S	P NO. 14166510 NAME OF REPORT I.R.S. IDENTIF CHECK THE APP	* * * * * 9 SCHEDULE 13D TING PERSON BLUM STRATEGI ICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	Page 5 of 1 CC GP III, L.P. 02-0742606 (a) [x] (b) [x]
* S	P NO. 14166510 NAME OF REPOR I.R.S. IDENTIF CHECK THE APP SEC USE ONLY SOURCE OF FUNI	* * * * * 9 SCHEDULE 13D TING PERSON BLUM STRATEGI ICATION NO. OF ABOVE PERSON (ENTITIES ONLY) ROPRIATE BOX IF A MEMBER OF A GROUP* DS*	Page 5 of 1 CC GP III, L.P. 02-0742606 (a) [x] (b) [x]
* S	P NO. 14166510 NAME OF REPOR I.R.S. IDENTIF CHECK THE APP SEC USE ONLY SOURCE OF FUND CHECK BOX IF IP PURSUANT TO IT	* * * * * 9 SCHEDULE 13D TING PERSON BLUM STRATEGI ICATION NO. OF ABOVE PERSON (ENTITIES ONLY) ROPRIATE BOX IF A MEMBER OF A GROUP* DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TEMS 2(d) or 2(e)	Page 5 of 1 CC GP III, L.P. 02-0742606 (a) [x] (b) [x] See Item 3
* S	See Item 5 P NO. 14166510 NAME OF REPOR I.R.S. IDENTIF CHECK THE APP SEC USE ONLY SOURCE OF FUND CHECK BOX IF PURSUANT TO IT	* * * * * 9 SCHEDULE 13D TING PERSON BLUM STRATEGI ICATION NO. OF ABOVE PERSON (ENTITIES ONLY) ROPRIATE BOX IF A MEMBER OF A GROUP* DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	Page 5 of 1 CC GP III, L.P. 02-0742606 (a) [x] (b) [x] See Item 3

SHARES BENEFICIALLY	8. SHARED VOTING POWER	16,215,561**
OWNED BY EACH	9. SOLE DISPOSITIVE POWER	-0-
	10. SHARED DISPOSITIVE POWER	16,215,561**
11. AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	N 16,215,561**
12. CHECK BOX IF CERTAIN SHARE		[]
	ASS REPRESENTED BY AMOUNT IN ROW (11)	18.1%**
14. TYPE OF REPOR	RTING PERSON	PN
** See Item 5		
	* * * *	
CUSIP NO. 14166510	9 SCHEDULE 13D	Page 6 of 15
	TING PERSON BLUM STRATEGIC PART	
I.R.S. IDENTIE	CICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	04-3809438
2. CHECK THE APE	PROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [x] (b) [x]
3. SEC USE ONLY		
4. SOURCE OF FUN	 IDS*	See Item 3
PURSUANT TO I	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TEMS 2(d) or 2(e)	[]
	OR PLACE OF ORGANIZATION	Delaware
	7. SOLE VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY	8. SHARED VOTING POWER	16,215,561**
OWNED BY EACH PERSON WITH	9. SOLE DISPOSITIVE POWER	-0-
	10. SHARED DISPOSITIVE POWER	16,215,561**

 12		
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUD CERTAIN SHARES	[]
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	18.1%**
14.	TYPE OF REPORTING PERSON	PN
 ** S∈	ee Item 5	
	* * * *	
CUSIF	P NO. 141665109 SCHEDULE 13D	Page 7 of 15
1.	NAME OF REPORTING PERSON BLUM STR	ATEGIC GP IV, L.L.C.
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES	ONLY) 26-0588693
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
	SOURCE OF FUNDS* CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQU PURSUANT TO ITEMS 2 (d) or 2 (e)	See Item 3 IRED
 5.	SOURCE OF FUNDS* CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQU	See Item 3 IRED
5.	SOURCE OF FUNDS* CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQU PURSUANT TO ITEMS 2(d) or 2(e)	See Item 3 IRED []
5. 6. NU	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQU PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION 7. SOLE VOTING POWER UMBER OF HARES 8. SHARED VOTING POWER ENEFICIALLY	See Item 3 IRED [] Delaware
5. 6. NU SH BE OW	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQU PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION 7. SOLE VOTING POWER UMBER OF HARES 8. SHARED VOTING POWER	See Item 3 IRED [] Delaware -0- 16,215,561**
5. 6. NU SH BE OW	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQU PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION 7. SOLE VOTING POWER UMBER OF HARES 8. SHARED VOTING POWER ENEFICIALLY WNED BY EACH	See Item 3 IRED [] Delaware -0- 16,215,561**
5. 6. NU SH BE OW PF	SOURCE OF FUNDS* CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQU PURSUANT TO ITEMS 2 (d) or 2 (e) CITIZENSHIP OR PLACE OF ORGANIZATION 7. SOLE VOTING POWER UMBER OF HARES 8. SHARED VOTING POWER ENEFICIALLY WNED BY EACH ERSON WITH 9. SOLE DISPOSITIVE POWER	See Item 3 IRED [] Delaware -0- 16,215,561**
5. NU SH BE OW PE	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQU PURSUANT TO ITEMS 2 (d) or 2 (e) CITIZENSHIP OR PLACE OF ORGANIZATION 7. SOLE VOTING POWER UMBER OF HARES 8. SHARED VOTING POWER ENEFICIALLY WNED BY EACH ERSON WITH 9. SOLE DISPOSITIVE POWER 10. SHARED DISPOSITIVE POWER	See Item 3 IRED [] Delaware -0- 16,215,561** PERSON 16,215,561**

14. TYPE OF REPOR			00 (Limited Liabi	
** See Item 5				
		* * * * *		
CUSIP NO. 14166510	9	SCHEDULE 13D		Page 8 of 15
1. NAME OF REPOR			BLUM STRATEGI	
I.R.S. IDENTI	FICATION NO. O	F ABOVE PERSON	(ENTITIES ONLY)	
2. CHECK THE APE				(a) [x] (b) [x]
3. SEC USE ONLY				
4. SOURCE OF FUN				See Item 3
5. CHECK BOX IF PURSUANT TO 1		LEGAL PROCEEDIN	NGS IS REQUIRED	[]
6. CITIZENSHIP C	OR PLACE OF ORG			Delaware
	7. SOLE VOT			-0-
BENEFICIALLY	8. SHARED V	OTING POWER		16,215,561**
OWNED BY EACH PERSON WITH				-0-
		ISPOSITIVE POWE	IR	16,215,561**
11. AGGREGATE AMOU			H REPORTING PERSON	
12. CHECK BOX IF CERTAIN SHARE	THE AGGREGATE	AMOUNT IN ROW		[]
13. PERCENT OF CI			ROW (11)	18.1%**
14. TYPE OF REPOR				PN
** See Item 5				

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CUSIP NO. 141665109 SCHEDULE 13D	Page 9 of 15
1. NAME OF REPORTING PERSON BLUM STRATEGIC PART	NERS IV, L.P.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	26-0588744
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 OFSHARES 8. SHARED VOTING POWER BENEFICIALLY	16,215,561**
OWNED BY EACHPERSON WITH 9. SOLE DISPOSITIVE POWER	-0-
10. SHARED DISPOSITIVE POWER	16,215,561**
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	18.1%**
14. TYPE OF REPORTING PERSON	PN
** See Item 5	
* * * *	
CUSIP NO. 141665109 SCHEDULE 13D	Page 10 of 15

1. NAME OF REPOR	RTING PERSON	SADDLEPOINT PART	TNERS GP, L.L.C.
I.R.S. IDENTIE	'ICATION NO. OF ABOVE I	PERSON (ENTITIES ONLY)	83-0424234
	PROPRIATE BOX IF A MEMI		(a) [x] (b) [x]
3. SEC USE ONLY			
4. SOURCE OF FUN			See Item 3
	TEMS 2(d) or 2(e)	ROCEEDINGS IS REQUIRED	[]
6. CITIZENSHIP (DR PLACE OF ORGANIZATIO		Delaware
	7. SOLE VOTING POW		-0-
NUMBER OF SHARES BENEFICIALLY	8. SHARED VOTING PO		16,215,561**
OWNED BY EACH PERSON WITH	9. SOLE DISPOSITIVE		-0-
	10. SHARED DISPOSIT		16,215,561**
11. AGGREGATE AMOU	JNT BENEFICIALLY OWNED	BY EACH REPORTING PERS	
12. CHECK BOX IF CERTAIN SHARE	THE AGGREGATE AMOUNT :		[]
13. PERCENT OF CI	ASS REPRESENTED BY AM	OUNT IN ROW (11)	18.1%**
14. TYPE OF REPOR	RTING PERSON	OO (Limited Liab	oility Company)
** See Item 5			
	* * *	* *	
CUSIP NO. 14166510	9 SCHEDULI	E 13D	Page 11 of 15

Item 1. Security and Issuer

This Amendment No. 5 amends the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission on April 10, 2008 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 III, L.L.C., a Delaware limited liability company ("Blum GP $\,$ III"); Blum Strategic GP III, L.P., a Delaware limited partnership ("Blum GP

III LP"); Blum Strategic Partners III, L.P., a Delaware limited partnership ("Blum Strategic III"); Blum Strategic GP IV, L.L.C., a Delaware limited liability company ("Blum GP IV"); Blum Strategic GP IV, L.P., a Delaware limited partnership ("Blum GP IV LP"); Blum Strategic Partners IV, L.P., a Delaware limited partnership("Blum Strategic IV"); and Saddlepoint Partners GP, L.L.C., a Delaware limited liability company ("Saddlepoint GP") (collectively, the "Reporting Persons").

This amendment to the Schedule 13D relates to shares of common stock, \$.01 par value per share (the "Common Stock") of Career Education Corporation, a Delaware corporation (the "Issuer"). The principal executive office and mailing address of the Issuer is 2895 Greenspoint Parkway, Suite 600, Hoffman Estates, Illinois 60169.

The following amendments to the Schedule 13D are hereby made. Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Schedule 13D as previously amended.

Item 2. Identity and Background

There have been no changes to Item 2 since the Schedule 13D Amendment filed on December 19, 2007.

Item 3. Source and Amount of Funds or Other Considerations

There have been no changes to Item 3 since the Schedule 13D Amendment filed on December 19, 2007.

Item 4. Purpose of Transaction

There have been no changes to Item 4 since the initial Schedule 13D filed on December 21, 2006.

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Item 5. Interest in Securities of the Issuer

(a), (b) According to the Issuer's Form DEF 14A filed with the Securities and Exchange Commission on April 2, 2008, there were 89,480,978 shares of Common Stock issued and outstanding as of March 17, 2008. 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) 2,921,765 shares of Common Stock held by Blum LP and RCBA Inc. on behalf of the limited partnerships for which Blum LP serves as the general partner, which represents 3.3% of the outstanding shares of the Common Stock; (ii) 6,604,096 shares of the Common Stock held by Blum GP III which serves as general partner of Blum GP III LP which, in turn, serves as the general partner of Blum Strategic III, which represents 7.4% of the outstanding shares of the Common Stock; (iii) 5,895,800 shares of the Common

Stock held by Blum GP IV which serves as general partner of Blum GP IV LP which, in turn, serves as the general partner of Blum Strategic IV, which represents 6.6% of the outstanding shares of the Common Stock; (iv) 464,900 shares of the Common Stock held by Saddlepoint GP on behalf of a partnership for which it serves as the general partner, which represents 0.5% of the outstanding shares of the Common Stock; and (v) 164,500 shares of the Common Stock that are legally owned by The Nuclear Decommissioning Trust of Dominion Nuclear Connecticut, Inc. ("Dominion Connecticut"), which represents 0.2% of the outstanding shares of the Common Stock and 164,500 shares of the Common Stock that are legally owned by Virginia Electric and Power Company Oualified Nuclear Decommissioning Trust ("Virginia Electric"), which represents 0.2% of the outstanding shares of the Common Stock (collectively, the "Investment Advisory Clients"), with respect to which Blum LP has voting and investment power. Each Investment Advisory Client has entered into an investment management agreement with Blum LP, but neither Investment Advisory Client has any contract, arrangement or understanding with the other Investment Advisory Client, or any other Reporting Person, with respect to the acquisition, ownership, disposition or voting of any shares of the Common Stock. Each Investment Advisory Client disclaims membership in a group with any Reporting Person or with the other Investment Advisory Client, and each disclaims beneficial ownership of any shares beneficially owned by the Reporting Persons other than for their own account.

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Voting and investment power concerning the above shares are held solely by Blum LP, Blum GP III, Blum GP IV and Saddlepoint GP. 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 16,215,561 shares of the Common Stock, which is 18.1% 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 III, Blum GP III LP, Blum GP IV, Blum GP IV LP and Saddlepoint GP, is, for any purpose, the beneficial owner of any of the securities that are beneficially owned by RCBA Inc., Blum GP III LP, Blum GP III, Blum GP IV LP, Blum GP IV LP, Blum GP IV LP, Blum GP IV DP III, Blum GP IV LP, Blum GP IV DP III, Blum GP IV LP, Blum GP IV DP III, Blum GP IV LP, Blum GP IV DP III LP, Blum GP III LP, Blum GP III, Blum GP IV LP, Blum GP IV DP III LP, Blum GP III, Blum GP IV LP, Blum GP IV DP III LP, Blum GP I

c) Since the last Schedule 13D Amendment filed on April 10, 2008, the Reporting Persons have purchased the following shares of Common Stock in the open market:

Entity 	Trade Date	Shares	Price/Share
Investment partnerships for which Blum LP serves as the general partner.	04-11-2008 04-11-2008 04-14-2008 04-15-2008	300 1,200 1,700 1,000	16.0012 16.0735 15.9672 15.8987
Entity	Trade Date	Shares	Price/Share

For Blum Strategic IV for	04-10-2008	10,000	16.3188
which Blum GP IV LP	04-11-2008	99,700	16.0012
serves as the general partner	04-11-2008	336,800	16.0735
and for Blum GP IV which	04-14-2008	482,800	15.9672
serves as the general	04-15-2008	276,400	15.8987
partner for Blum GP IV LP.			

- (d) Not applicable.
- (e) Not applicable.

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

There have been no changes to Item 6 since the initial Schedule 13D filed on December 21, 2006.

Item 7. Material to be Filed as Exhibits

Exhibit A - Joint Filing Undertaking

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CUSIP NO. 141665109

SCHEDULE 13D

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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: April 16, 2008

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, Partner, Chief Operating Officer, General Counsel and Secretary General Counsel and Secretary

Gregory D. Hitchan

BLUM STRATEGIC GP III, L.L.C. BLUM STRATEGIC GP III, L.P.

By: Blum Strategic GP III, L.L.C.

its General Partner

By: /s/ Gregory D. Hitchan

By: /s/ Gregory D. Hitchan

Gregory D. Hitchan _____

Gregory D. Hitchan Managing Member Managing Member

BLUM STRATEGIC PARTNERS III, L.P. BLUM STRATEGIC GP IV, L.L.C.

By: Blum Strategic GP III, L.P.,

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

its General Partner

By: /s/ Gregory D. Hitchan

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

Managing Member Managing Member

BLUM STRATEGIC GP IV, L.P.

By: Blum Strategic GP IV, L.L.C.

BLUM STRATEGIC PARTNERS IV, L.P.

By: Blum Strategic GP IV, L.P.,

its General Partner its General Partner

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

By: /s/ Gregory D. Hitchan
By: /s/ Gregory D. Hitchan
------, , _. ...conan Gregory D. Hitchan, Gregory D. Hitchan

Managing Member Managing Member

SADDLEPOINT PARTNERS GP, L.L.C.

By: Blum Capital Partners, L.P. its Managing Member

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

By: /s/ Gregory D. Hitchan

_____ Gregory D. Hitchan

Partner, Chief Operating Officer, General Counsel and Secretary

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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: April 16, 2008

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
LUM STRATEGIC GP III, L.L.C.	BLUM STRATEGIC GP III, L.P. By: Blum Strategic GP III, L.L.C. its General Partner
y: /s/ Gregory D. Hitchan	By: /s/ Gregory D. Hitchan
Gregory D. Hitchan Managing Member	Gregory D. Hitchan Managing Member
LUM STRATEGIC PARTNERS III, L.P. y: Blum Strategic GP III, L.P., its General Partner y: Blum Strategic GP III, L.L.C. its General Partner	BLUM STRATEGIC GP IV, L.L.C.
y: /s/ Gregory D. Hitchan	By: /s/ Gregory D. Hitchan
Gregory D. Hitchan, Managing Member	Gregory D. Hitchan Managing Member
LUM STRATEGIC GP IV, L.P. y: Blum Strategic GP IV, L.L.C. its General Partner	BLUM STRATEGIC PARTNERS IV, L.P. By: Blum Strategic GP IV, L.P., its General Partner By: Blum Strategic GP IV, L.L.C. its General Partner
y: /s/ Gregory D. Hitchan	By: /s/ Gregory D. Hitchan
Gregory D. Hitchan, Managing Member	Gregory D. Hitchan Managing Member
ADDLEPOINT PARTNERS GP, L.L.C. y: Blum Capital Partners, L.P. its Managing Member y: Richard C. Blum & Associates, Inc. its General Partner	
y: /s/ Gregory D. Hitchan	
Gregory D. Hitchan Partner, Chief Operating Officer, General Counsel and Secretary	