

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

STERICYCLE INC  
Form SC 13D/A  
September 10, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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. 1)/1/

Stericycle, Inc.

-----

(Name of Issuer)

Common Stock, par value \$.01 per share

-----

(Title of Class of Securities)

858912108

-----

(CUSIP Number)

Thomas R. Reusche  
Madison Dearborn Partners, Inc.  
Three First National Plaza  
Chicago, Illinois 60602  
312/895-1000

John P. Connaughton  
Bain Capital, LLC  
Two Copley Place  
Boston, Massachusetts 02116  
617/572-3000

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

August 29, 2001

(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(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 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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-----

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=====

1 NAME OF REPORTING PERSON  
Bain Capital Fund VI, L.P.  
04-3405560

-----

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

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS\*  
OO

-----

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        |
| NUMBER OF    |    | 1,537,962 (See Item 5)   |
| SHARES       |    |                          |
| BENEFICIALLY | 8  | SHARED VOTING POWER      |
| OWNED BY     |    | 0                        |
| EACH         | 9  | SOLE DISPOSITIVE POWER   |
| REPORTING    |    | 1,537,962 (See Item 5)   |
| PERSON       |    |                          |
| WITH         | 10 | SHARED DISPOSITIVE POWER |
|              |    | 0                        |

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,537,962 (See Item 5)

-----

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

-----

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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13

10.6%

-----  
TYPE OF REPORTING PERSON\*

14

PN  
=====

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
NAME OF REPORTING PERSON

1

Bain Capital Partners VI, L.P.  
-----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a)

(b)

-----  
SEC USE ONLY

3

-----  
SOURCE OF FUNDS\*

4

OO  
-----

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

5

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware  
-----

SOLE VOTING POWER

7

NUMBER OF

0

SHARES

-----  
SHARED VOTING POWER

BENEFICIALLY

8

1,537,962 (See Item 5)

OWNED BY

-----  
EACH

9

SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

-----  
SHARED DISPOSITIVE POWER

WITH

10

1,537,962 (See Item 5)  
-----

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

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1,537,962 (See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.2%

14 TYPE OF REPORTING PERSON\* PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON BCIP Associates II 04-3404818

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 ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 7 271,911 (See Item 5)

8 SHARED VOTING POWER 0

9 SOLE DISPOSITIVE POWER

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PERSON 271,911 (See Item 5)
-----
WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
271,911 (See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.6%

14 TYPE OF REPORTING PERSON\*
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
BCIP Associates II-B
04-3404819

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 ITEMS 2(d) or 2(e)
[\_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
NUMBER OF 37,270 (See Item 5)

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|              |                          |
|--------------|--------------------------|
| SHARES       | -----                    |
|              | SHARED VOTING POWER      |
| BENEFICIALLY | 8                        |
| OWNED BY     | 0                        |
|              | -----                    |
| EACH         | SOLE DISPOSITIVE POWER   |
| REPORTING    | 9                        |
|              | 37,270 (See Item 5)      |
| PERSON       | -----                    |
|              | SHARED DISPOSITIVE POWER |
| WITH         | 10                       |
|              | 0                        |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,270 (See Item 5)

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

[\_]

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

0.3%

14 TYPE OF REPORTING PERSON\*

PN

=====

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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=====

1 NAME OF REPORTING PERSON

BCIP Associates II-C  
04-3424217

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 ITEMS 2(d) or 2(e)

[\_]

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-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

7 SOLE VOTING POWER  
NUMBER OF 79,899 (See Item 5)  
SHARES -----

8 SHARED VOTING POWER  
BENEFICIALLY 0  
OWNED BY -----

9 SOLE DISPOSITIVE POWER  
EACH 79,899 (See Item 5)  
REPORTING PERSON -----

10 SHARED DISPOSITIVE POWER  
WITH 0  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
79,899 (See Item 5)  
-----

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.5%  
-----

14 TYPE OF REPORTING PERSON\*  
PN  
=====

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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=====

1 NAME OF REPORTING PERSON  
BCIP Trust Associates II  
04-3400371  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]  
(b) [X]  
-----

3 SEC USE ONLY  
-----

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4 SOURCE OF FUNDS\*  
OO

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  
NUMBER OF 78,171 (See Item 5)  
SHARES

8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 0

9 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 78,171 (See Item 5)

10 SHARED DISPOSITIVE POWER  
WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
78,171 (See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.5%

14 TYPE OF REPORTING PERSON\*  
PN

=====

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----

1 NAME OF REPORTING PERSON  
BCIP Trust Associates II-B  
04-3400372

-----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*



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2 (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

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  
NUMBER OF 12,476 (See Item 5)  
SHARES

8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 0

9 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 12,476 (See Item 5)

10 SHARED DISPOSITIVE POWER  
WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,476 (See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.07%

14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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|       |  |
|-------|--|
| ===== |  |
| 1     | NAME OF REPORTING PERSON<br>PEP Investments Pty Limited  |
| ----- |  |
| 2     | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |
| ----- |  |
| 3     | SEC USE ONLY   |
| ----- |  |
| 4     | SOURCE OF FUNDS*<br>OO   |
| ----- |  |
| 5     | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)<br><input type="checkbox"/>          |
| ----- |  |
| 6     | CITIZENSHIP OR PLACE OF ORGANIZATION<br>New South Wales, Australia   |
| ----- |  |
| 7     | SOLE VOTING POWER<br>NUMBER OF 5,127 (See Item 5)<br>SHARES  |
| ----- |  |
| 8     | SHARED VOTING POWER<br>BENEFICIALLY OWNED BY 0   |
| ----- |  |
| 9     | SOLE DISPOSITIVE POWER<br>EACH REPORTING PERSON 5,127 (See Item 5)   |
| ----- |  |
| 10    | SHARED DISPOSITIVE POWER<br>WITH 0   |
| ----- |  |
| 11    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>5,127 (See Item 5)   |
| ----- |  |
| 12    | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*<br><input type="checkbox"/>                           |
| ----- |  |
| 13    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>0.07%  |
| ----- |  |
| 14    | TYPE OF REPORTING PERSON*<br>OO  |
| ===== |  |

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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=====

1 NAME OF REPORTING PERSON  
Bain Capital Investors, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

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        |
| NUMBER OF    | 0  |                          |
| SHARES       |    |                          |
| BENEFICIALLY | 8  | SHARED VOTING POWER      |
| OWNED BY     |    | 2,022,817 (See Item 5)   |
| EACH         | 9  | SOLE DISPOSITIVE POWER   |
| REPORTING    | 0  |                          |
| PERSON       |    |                          |
| WITH         | 10 | SHARED DISPOSITIVE POWER |
|              |    | 2,022,817 (See Item 5)   |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,022,817 (See Item 5)

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

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

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10.6%

14 TYPE OF REPORTING PERSON\*  
OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSON  
Sankaty High Yield Asset Partners, L.P.  
04-3395139

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

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  
NUMBER OF 112,379 (See Item 5)  
SHARES

8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 0

9 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 112,379 (See Item 5)

10 SHARED DISPOSITIVE POWER  
WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
112,379 (See Item 5)

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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)  
0.7%

-----  
14 TYPE OF REPORTING PERSON\*  
PN  
=====

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----

=====

|   |   |
|---|---|
| 1 | NAMES OF REPORTING PERSON               |
|   | Sankaty High Yield Asset Investors, LLC |

-----

|   |   |         |
|---|---|---------|
| 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 ITEMS 2(d) or 2(e) | [ ] |
|---|---|-----|

-----

|   |                                      |
|---|--------------------------------------|
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
|   | Delaware                             |

-----

|              |   |                        |
|--------------|---|------------------------|
|              |   | SOLE VOTING POWER      |
|              | 7 |                        |
| NUMBER OF    |   |                        |
|              |   | 0                      |
| SHARES       |   |                        |
|              |   | -----                  |
|              |   | SHARED VOTING POWER    |
| BENEFICIALLY | 8 |                        |
|              |   | 112,379 (See Item 5)   |
| OWNED BY     |   |                        |
|              |   | -----                  |
|              |   | SOLE DISPOSITIVE POWER |
| EACH         | 9 |                        |
| REPORTING    |   | 0                      |

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PERSON -----  
SHARED DISPOSITIVE POWER  
WITH 10  
112,379 (See Item 5)

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11  
112,379 (See Item 5)

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

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13  
0.7%

-----  
TYPE OF REPORTING PERSON\*  
14  
OO

=====

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----

=====

NAMES OF REPORTING PERSON  
1  
Sankaty Investors, LLC

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
2  
(a) [ ]  
(b) [X]

-----  
SEC USE ONLY  
3

-----  
SOURCE OF FUNDS\*  
4  
OO

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

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
6  
Delaware

-----  
SOLE VOTING POWER  
NUMBER OF 7  
0  
SHARES -----  
SHARED VOTING POWER

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BENEFICIALLY 8  
 OWNED BY 112,379 (See Item 5)  
 -----  
 EACH SOLE DISPOSITIVE POWER  
 9  
 REPORTING 0  
 -----  
 PERSON SHARED DISPOSITIVE POWER  
 WITH 10  
 112,379 (See Item 5)  
 -----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 112,379 (See Item 5)  
 -----

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.7%  
 -----

14 TYPE OF REPORTING PERSON\*  
 OO  
 =====

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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 -----

=====

1 NAME OF REPORTING PERSON  
 Brookside Capital Partners, Fund, L.P.  
 04-3313066

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 ITEMS 2(d) or 2(e)  
 [ ]  
 -----

CITIZENSHIP OR PLACE OF ORGANIZATION

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6

Delaware

-----

|              |    |                          |
|--------------|----|--------------------------|
|              |    | SOLE VOTING POWER        |
|              | 7  |                          |
| NUMBER OF    |    | 112,379 (See Item 5)     |
| SHARES       |    | -----                    |
|              |    | SHARED VOTING POWER      |
| BENEFICIALLY | 8  |                          |
| OWNED BY     |    | 0                        |
| EACH         |    | -----                    |
|              |    | SOLE DISPOSITIVE POWER   |
| REPORTING    | 9  |                          |
| PERSON       |    | 112,379 (See Item 5)     |
|              |    | -----                    |
|              |    | SHARED DISPOSITIVE POWER |
| WITH         | 10 |                          |
|              |    | 0                        |

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

112,379 (See Item 5)

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

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

0.7%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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=====

NAME OF REPORTING PERSON

1 Brookside Capital Investors, L.P.

-----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a)

(b)

-----

SEC USE ONLY

3

-----

SOURCE OF FUNDS\*

4



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OO

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

5 [ ]

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7  
NUMBER OF  
SHARES

0

BENEFICIALLY

8

SHARED VOTING POWER

OWNED BY

112,379 (See Item 5)

EACH

SOLE DISPOSITIVE POWER

REPORTING

9

PERSON

0

WITH

10

SHARED DISPOSITIVE POWER

112,379 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

112,379 (See Item 5)

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

12 [ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.7%

TYPE OF REPORTING PERSON\*

14

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

13D

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NAME OF REPORTING PERSON

1 Brookside Capital Management, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a) [ ]

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(b) [X]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS\*

OO

-----

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

-----

|              |    |                          |
|--------------|----|--------------------------|
|              |    | SOLE VOTING POWER        |
| NUMBER OF    | 7  |                          |
| SHARES       |    | 0                        |
|              |    | -----                    |
| BENEFICIALLY | 8  | SHARED VOTING POWER      |
| OWNED BY     |    | 112,379 (See Item 5)     |
|              |    | -----                    |
| EACH         | 9  | SOLE DISPOSITIVE POWER   |
| REPORTING    |    | 0                        |
| PERSON       |    | -----                    |
| WITH         | 10 | SHARED DISPOSITIVE POWER |
|              |    | 112,379 (See Item 5)     |

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

112,379 (See Item 5)

-----

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

[\_]

-----

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

0.7%

-----

14 TYPE OF REPORTING PERSON\*

OO

-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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NAME OF REPORTING PERSON

1 Madison Dearborn Capital Partners III, L.P.

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a)   
(b)

-----  
SEC USE ONLY

3

-----  
SOURCE OF FUNDS\*

4 OO

-----  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

5

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

-----  
SOLE VOTING POWER

7  
NUMBER OF 2,212,078 (See Item 5)  
SHARES

-----  
BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 0

-----  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING 2,212,078 (See Item 5)  
PERSON

-----  
WITH 10 SHARED DISPOSITIVE POWER  
0

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 2,212,078 (See Item 5)

-----  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

12

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

13 11.4%

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-----  
14 TYPE OF REPORTING PERSON\*  
PN  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----

=====

1 NAMES OF REPORTING PERSON  
Madison Dearborn Special Equity III, L.P.

-----

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

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS\*  
OO

-----

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  
NUMBER OF 7  
SHARES 49,118 (See Item 5)

-----

8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 8  
0

-----

9 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 9  
49,118 (See Item 5)

-----

10 SHARED DISPOSITIVE POWER  
WITH 10  
0

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
49,118 (See Item 5)

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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)  
0.3%

-----  
14 TYPE OF REPORTING PERSON\*  
PN  
=====

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----

-----  
NAME OF REPORTING PERSON  
1 Special Advisors Fund I, LLC

-----  
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 ITEMS 2(d) or 2(e)  
[ ]

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----  
7 SOLE VOTING POWER  
NUMBER OF 9,081 (See Item 5)  
SHARES  
-----  
8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH 0  
-----  
9 SOLE DISPOSITIVE POWER  
REPORTING

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PERSON 9,081 (See Item 5)
-----
WITH 10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,081 (See Item 5)

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

[\_]

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

0.05%

14 TYPE OF REPORTING PERSON\*

OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON

Madison Dearborn Partners III, L.P.

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 ITEMS 2(d) or 2(e)

[\_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
NUMBER OF 0

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SHARES -----  
 BENEFCIALLY OWNED BY EACH REPORTING PERSON WITH  
 8 8 SHARED VOTING POWER  
 2,270,277 (See Item 5)  
 9 9 SOLE DISPOSITIVE POWER  
 0 0  
 10 10 SHARED DISPOSITIVE POWER  
 2,270,277 (See Item 5)  
 -----  
 11 AGGREGATE AMOUNT BENEFCIALLY OWNED BY EACH REPORTING PERSON  
 2,270,277 (See Item 5)  
 -----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
 [ ]  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 11.8%  
 -----  
 14 TYPE OF REPORTING PERSON\*  
 PN  
 =====

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
 1 NAME OF REPORTING PERSON  
 Madison Dearborn Partners, LLC  
 -----  
 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 ITEMS 2(d) or 2(e)  
 [ ]  
 -----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION

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|              |  |                          |
|--------------|--|--------------------------|
| Delaware     |  |                          |
| -----        |  |                          |
|              |  | SOLE VOTING POWER        |
| NUMBER OF    | 7  | 0                        |
| SHARES       |  | -----                    |
|              |  | SHARED VOTING POWER      |
| BENEFICIALLY | 8  | 2,270,277 (See Item 5)   |
| OWNED BY     |  | -----                    |
|              |  | SOLE DISPOSITIVE POWER   |
| EACH         | 9  | 0                        |
| REPORTING    |  | -----                    |
|              |  | SHARED DISPOSITIVE POWER |
| PERSON       |  | -----                    |
| WITH         | 10   | 2,270,277 (See Item 5)   |
|              |  | -----                    |
| 11           | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON           |                          |
|              | 2,270,277 (See Item 5)   |                          |
|              | -----  |                          |
| 12           | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* |                          |
|              | [ ]  |                          |
|              | -----  |                          |
| 13           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                     |                          |
|              | 11.8%  |                          |
|              | -----  |                          |
| 14           | TYPE OF REPORTING PERSON*  |                          |
|              | OO   |                          |
|              | =====  |                          |

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

The Statement on Schedule 13D (the "Statement") originally filed with the Securities and Exchange Commission on November 11, 1999 by the persons named therein is hereby amended and supplemented by this Amendment No. 1 to Schedule 13D (the "Amendment"). Capitalized terms used herein and not otherwise defined have the meanings assigned to such terms in the Statement.

Item 2. Identity and Background.

Item 2 of the Statement hereby is amended by deleting the existing Item 2 in its entirety and replacing it as follows:

This Statement is being jointly filed by each of the following persons pursuant to Rule 13d-1(f) promulgated by the Securities and Exchange Commission (the "Commission") pursuant to Section 13 of the Securities Exchange Act of 1934 as amended (the "Exchange Act"):

- (i) Bain Capital Fund VI, L.P. ("BCF VI"), a Delaware limited partnership, by virtue of its direct beneficial ownership of 25,403.76 shares of Preferred Stock;
- (ii) Bain Capital Partners VI, L.P. ("BCP VI"), a Delaware limited



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- partnership, as the sole general partner of BCF VI;
- (iii) BCIP Associates II ("BCIP II"), a Delaware general partnership, by virtue of its direct beneficial ownership of 4,491.38 shares of Preferred Stock;
  - (iv) BCIP Associates II-B ("BCIP II-B"), a Delaware general partnership, by virtue of its direct beneficial ownership of 615.62 shares of Preferred Stock;
  - (v) BCIP Associates II-C ("BCIP II-C"), a Delaware general partnership, by virtue of its direct beneficial ownership of 1,319.76 shares of Preferred Stock;
  - (vi) BCIP Trust Associates II ("BCIPT II"), a Delaware general partnership, by virtue of its direct beneficial ownership of 1,219.22 shares of Preferred Stock;
  - (vii) BCIP Trust Associates II-B ("BCIPT II-B"), a Delaware general partnership, by virtue of its direct beneficial ownership of 206.08 shares of Preferred Stock;
  - (viii) PEP Investments Pty Limited ("PEP"), a New South Wales limited company, by virtue of its direct beneficial ownership of 84.68 shares of Preferred Stock;
  - (ix) Bain Capital Investors, LLC ("BCI"), a Delaware limited liability company, as the sole general partner of BCP VI (and successor to Bain Capital Investors VI, Inc.) and the managing partner of BCIP II, BCIP II-B, BCIP II-C, BCIPT II and BCIPT II-B;
  - (x) Sankaty High Yield Asset Partners, L.P. ("Sankaty"), a Delaware limited partnership, by virtue of its direct beneficial ownership of 1,856.25 shares of Preferred Stock;
  - (xi) Sankaty High Yield Asset Investors, L.L.C. ("Sankaty LLC"), a Delaware limited liability company, as the sole general partner of Sankaty;
  - (xii) Sankaty Investors, LLC ("Sankaty Investors"), a Delaware limited liability company, as the managing member of Sankaty LLC;

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- (xiii) Brookside Capital Partners Fund, L.P. ("Brookside"), a Delaware limited partnership, by virtue of its direct beneficial ownership of 1,856.25 shares of Preferred Stock;
- (xiv) Brookside Capital Investors, L.P. ("Brookside Investors"), a Delaware limited partnership, as the sole general partner of Brookside;
- (xv) Brookside Capital Management, LLC, a Delaware limited liability company ("BCM"), as the sole general partner of the Brookside Investors;
- (xvi) Madison Dearborn Capital Partners III, L.P. ("MDCP"), a Delaware limited partnership, by virtue of its direct beneficial ownership of 36,538.68 shares of Preferred Stock;
- (xvii) Madison Dearborn Special Equity III, L.P. ("MDSE"), Delaware limited partnership, by virtue of its direct beneficial ownership of 811.32

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shares of Preferred Stock;

- (xviii) Special Advisors Fund I, LLC ("SAF"), a Delaware limited liability company, by virtue of its direct beneficial ownership of 150 shares of Preferred Stock;
- (xix) Madison Dearborn Partners III, L.P. ("MDP III"), a Delaware limited partnership, as the sole general partner of MDCP, MDSE and SAF; and
- (xx) Madison Dearborn Partners, LLC ("MDP"), a Delaware limited liability company, as the sole general partner of MDP III. Dispositive and voting powers of securities owned by MDP III is shared by MDP Inc. and an advisory committee of limited partners of MDP III (the "L.P. Committee").

BCIP II, BCIP II-B, BCIP II-C, BCIPT II, and BCIPT II-B are collectively referred herein as the "BCIP Entities." BCF VI, the BCIP Entities, PEP, Sankaty and Brookside are collectively referred herein as the "Bain Investors." MDCP, MDSC and SAF are collectively referred herein as the "MDP Investors." The Bain Investors and the MDP Investors are collectively referred herein as the "Investors." The Bain Investors, BCP VI, BCI, Brookside Investors, BCM, Sankaty LLC and Sankaty Investors are collectively referred herein as the "Bain Reporting Persons." The MDP Investors, MDP III and MDP are collectively referred herein as the "MDP Reporting Persons." The Bain Reporting Persons and MDP Reporting Persons are collectively referred herein as the "Reporting Persons." The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Amendment as Exhibit A (which is incorporated herein by reference), pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(f)(1) under the Exchange Act.

Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of information furnished by another Reporting Person. By their signature on this Statement, each of the Reporting Persons agrees that this Statement is filed on behalf of such Reporting Person.

As more fully discussed herein, the Reporting Persons may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Exchange Act. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this Statement.

Each of the Bain Investors is principally engaged in the business of investing in securities. BCP VI is principally engaged in the business of serving as the general partner for BCF VI. BCI is principally engaged in the business of serving as the general partner for BCP VI and ultimate general partner of BCF VI and as the managing partner for the BCIP Entities. Brookside Investors

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is principally engaged in the business of serving as the general partner for Brookside. BCM is principally engaged in the business of serving as the general partner for Brookside Investors and ultimate general partner of Brookside. Sankaty LLC is principally engaged in the business of serving as the general partner for Sankaty. Sankaty Investors is principally engaged in the business of serving as the managing member of Sankaty LLC and ultimate general partner of Sankaty.

Attached as Schedule A to this Statement is information concerning the

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Bain Reporting Persons and other persons to which such information is required to be disclosed in response to Item 2 and General Instruction C to Schedule 13D.

Except as otherwise set forth herein, the business address of the Bain Reporting Persons is Two Copley Place, Boston Massachusetts, 02116. The principal business address of Sankaty Investors is Reid House, 31 Church Street, Hamilton Hm 12, Bermuda. The principal business address of PEP is Level 34, The Chiefley Tower, 2 Chiefley Square, Sydney, New South Wales, Australia.

Each of the MDP Investors is principally engaged in the business of investing in securities. MDP III is engaged primarily in the business of serving as the general partner for the MDP Investors. MDP is engaged primarily in the business of serving as the general partner for MDP III and ultimate general partner of the MDP Investors.

Attached as Schedule B to this Statement is information concerning the MDP Reporting Persons and other persons to which such information is required to be disclosed in response to Item 2 and General Instruction C to Schedule 13D.

The address of the principal business of the MDP Reporting Persons is Three First National Plaza, Suite 3800, Chicago, Illinois 60602.

During the past five years, none of the Reporting Persons or their executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the past five years, none of the Reporting Persons or their executive officers or directors was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws.

#### Item 4. Purpose of Transaction.

Item 4 of the Statement is hereby amended by adding the following paragraphs immediately prior to the last paragraph thereof:

On August 29, 2001, the Issuer filed a registration statement on Form S-3 (Registration No. 333-68622) (the "Registration Statement") with the Commission relating to a proposed firm commitment underwritten offering of up to 3,105,000 shares of Common Stock (including 405,000 shares subject to an option granted to the underwriters named therein) to cover over-allotments. The Registration Statement relates to the offering of 1,000,000 shares by the Issuer and up to 2,105,000 shares of Common Stock by the Investors.

The table set forth below sets forth the proposed number of shares to be sold by the Investors in the proposed offering.

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| Shares<br>Offered<br>for Sale | Shares Owned<br>After Offering |              |
|-------------------------------|--------------------------------|--------------|
|                               | Number                         | Percentage ( |
| -----                         | -----                          | -----        |

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MDP Investors:

|   |         |           |      |
|---|---------|-----------|------|
| Madison Dearborn Capital Partners III, L.P..... | 828,210 | 1,383,868 | 6.5% |
| Madison Dearborn Special Equity III, L.P.....   | 18,390  | 30,728    | *    |
| Special Advisors Fund I, LLC.....               | 3,400   | 5,681     | *    |
|   | -----   | -----     | ---  |
| Total.....                                      | 850,000 | 1,420,277 | 6.7% |

Bain Investors:

|   |         |           |      |
|---|---------|-----------|------|
| Bain Capital Fund VI, L.P.....              | 581,635 | 956,327   | 4.5  |
| BCIP Associates II.....                     | 102,833 | 169,078   | *    |
| BCIP Associates II-B.....                   | 14,095  | 23,175    | *    |
| BCIP Associates II-C.....                   | 30,217  | 49,683    | *    |
| BCIP Trust Associates II.....               | 29,563  | 48,608    | *    |
| BCIP Trust Associates II-B.....             | 4,718   | 7,758     | *    |
| PEP Investments Pty. Limited.....           | 1,939   | 3,188     | *    |
| Brookside Capital Partners Fund L.P.....    | 42,500  | 69,879    | *    |
| Sankaty High Yield Asset Partners, L.P..... | 42,500  | 69,879    | *    |
|   | -----   | -----     | ---  |
| Total.....                                  | 850,000 | 1,397,575 | 6.6% |

-----  
\* Less than 1%

(1) The percentages in this column were calculated on the basis of an assumed total of 21,181,353 shares of Common Stock outstanding following completion of the proposed offering, consisting of 15,663,501 shares outstanding as of August 8, 2001, 1,000,000 new shares sold by the Issuer in the offering, 1,700,000 shares sold by the Investors in the offering following conversion of a portion of their shares of Preferred Stock, and 2,817,852 shares issuable upon the conversion of the Investors' remaining shares of Preferred Stock, assuming the conversion of all shares of Preferred Stock, including the shares converted in connection with this offering, as of August 8, 2001.

The completion of the proposed offering is subject to numerous conditions, many of which are outside the control of the Investors. As a result, no assurances can be given that the proposed offering will be completed or, if completed, on the terms outlined herein.

Item 5. Interest in Securities of the Issuer.

As of August 8, 2001, each share of Preferred Stock (including accrued and unpaid dividends thereon) was convertible into 60.54 shares of Common Stock. All assumed conversion numbers included in this Amendment are as of August 8, 2001.

By virtue of its beneficial ownership of 25,403.76 shares of Preferred Stock, BCF VI beneficially owns 1,537,962 shares of Common Stock. Such 25,403.76 shares of Preferred Stock

(assuming conversion of all such 25,403.76 shares of Preferred Stock into Common Stock) represent approximately 8.2% of the total number of outstanding shares of Common Stock issued and outstanding as of August 8, 2001, as reported in the Registration Statement. BCF VI has sole voting and sole dispositive power with respect to such shares.

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BCP VI, as the sole general partner of BCF VI, may be deemed to share voting and dispositive power with respect to 1,537,962 shares of Common Stock currently held by BCF VI (assuming conversion of all of the shares of Preferred Stock held by BCF VI into Common Stock), which represents approximately 8.2% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. The filing of this Statement by BCP VI shall not be construed as an admission that BCP VI is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of such shares held by BCF VI.

By virtue of its beneficial ownership of 4,491.38 shares of Preferred Stock, BCIP II beneficially owns 271,911 shares of Common Stock. Such 4,491.38 shares of Preferred Stock (assuming conversion of all such 4,491.38 shares of Preferred Stock held by BCIP II into Common Stock) represent approximately 1.6% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. BCIP II has sole voting and sole dispositive power with respect to such shares.

By virtue of its beneficial ownership of 615.62 shares of Preferred Stock, BCIP II-B beneficially owns 37,270 shares of Common Stock. Such 615.62 shares of Preferred Stock (assuming conversion of all such 615.62 shares of Preferred Stock held by BCIP II-B into Common Stock) represent approximately 0.3% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. BCIP II-B has sole voting and sole dispositive power with respect to such shares.

By virtue of its beneficial ownership of 1,319.76 shares of Preferred Stock, BCIP II-C beneficially owns 79,899 shares of Common Stock. Such 1,319.76 shares of Preferred Stock (assuming conversion of all such 1,319.76 shares of Preferred Stock held by BCIP II-C into Common Stock) represent approximately 0.5% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. BCIP II-C has sole voting and sole dispositive power with respect to such shares.

By virtue of its beneficial ownership of 1,291.22 shares of Preferred Stock, BCIPT II beneficially owns 78,171 shares of Common Stock. Such 1,291.22 shares of Preferred Stock (assuming conversion of all such 1,291.22 shares of Preferred Stock held by BCIPT II into Common Stock) represent approximately 0.5% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. BCIPT II has sole voting and sole dispositive power with respect to such shares.

By virtue of its beneficial ownership of 206.08 shares of Preferred Stock, BCIPT II-B beneficially owns 12,476 shares of Common Stock. Such 206.08 shares of Preferred Stock (assuming conversion of all such 206.08 shares of Preferred Stock held by BCIPT II-B into Common Stock) represent approximately 0.07% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. BCIPT II-B has sole voting and sole dispositive power with respect to such shares.

By virtue of its beneficial ownership of 84.68 shares of Preferred Stock, PEP beneficially owns 5,127 shares of Common Stock. Such 84.68 shares of Preferred Stock (assuming conversion of all such 84.68 shares of Preferred Stock into Common Stock) represent approximately 0.03% of

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the total number of outstanding shares of Common Stock as reported in the Registration Statement. PEP has sole voting and sole dispositive power with respect to such shares.

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BCI, as the sole general partner of BCP VI, may be deemed to share voting and dispositive power with respect to 1,537,962 shares of Common Stock currently held by BCP VI (assuming conversion of all of the shares of Preferred Stock held by BCF VI into Common Stock), which represents approximately 8.2% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. BCI, as the managing partner of the BCIP Entities may be deemed to share voting and dispositive power with respect to 479,727 shares of Common Stock currently held by the BCIP Entities (assuming conversion of all of the shares of Preferred Stock held by the BCIP Entities into Common Stock), which represents approximately 3.0% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. In addition, by power of attorney, BCI has the right to vote and dispose of the securities owned by PEP. The filing of this Statement by BCI shall not be construed as an admission that BCI is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of such shares held by BCF VI, the BCIP Entities or PEP.

By virtue of its beneficial ownership of 1,856.25 shares of Preferred Stock, Brookside beneficially owns 112,379 shares of Common Stock. Such 1,856.25 shares of Preferred Stock (assuming conversion of all such 1,856.25 shares of Preferred Stock into Common Stock) represent approximately 0.7% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. Brookside has sole voting and sole dispositive power with respect to such shares.

Brookside Investors, as the sole general partner of Brookside, may be deemed to share voting and dispositive power with respect to 112,379 shares of Common Stock currently held by Brookside (assuming conversion of all of the shares of Preferred held by Brookside into Common Stock), which represents approximately 0.7% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. The filing of this Statement by Brookside Investors shall not be construed as an admission that Brookside Investors is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of such shares held by Brookside.

BCM, as the sole general partner of Brookside Investors, may be deemed to share voting and dispositive power with respect to 112,379 shares of Common Stock currently held by Brookside (assuming conversion of all of the shares of Preferred Stock held by Brookside into Common Stock), which represents approximately 0.7% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. The filing of this Statement by Brookside Inc. shall not be construed as an admission that BCM is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of such shares held by Brookside.

By virtue of its beneficial ownership of 1,856.25 shares of Preferred Stock, Sankaty beneficially owns 112,379 shares of Common Stock. Such 1,856.25 shares of Preferred Stock (assuming conversion of all such 1,856.25 shares of Preferred Stock into Common Stock) represent approximately 0.7% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. Sankaty has sole voting and sole dispositive power with respect to such shares.

Sankaty LLC, as the sole general partner of Sankaty, may be deemed to share voting and dispositive power with respect to 112,379 shares of Common Stock currently held by Sankaty (assuming conversion of all of the shares of Preferred Stock held by Sankaty into Common Stock), which represents approximately 0.7% of the total number of outstanding shares of Common Stock

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as reported in the Registration Statement. The filing of this Statement by Sankaty LLC shall not be construed as an admission that Sankaty LLC is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of such shares held by Sankaty.

Sankaty Investors, as the sole managing members of Sankaty LLC, may be deemed to share voting and dispositive power with respect to 112,379 shares of Common Stock currently held by Sankaty (assuming conversion of all of the Preferred Stock held by Sankaty into Common Stock), which represents approximately 0.7% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. The filing of this Statement by Sankaty Investors shall not be construed as an admission that Sankaty Investors is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of such shares held by Sankaty.

By virtue of its beneficial ownership of 36,538.68 shares of Preferred Stock, MDCP beneficially owns 2,212,078 shares of Common Stock. Such 36,538.68 shares of Preferred Stock (assuming conversion of all such 36,538.68 shares of Preferred Stock into Common Stock) represent approximately 11.4% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. MDCP has sole voting and sole dispositive power with respect to such shares.

By virtue of its beneficial ownership of 811.32 shares of Preferred Stock, MDSE beneficially owns 49,118 shares of Common Stock. Such 811.32 shares of Preferred Stock (assuming conversion of all such 811.32 shares of Preferred Stock into Common Stock) represent approximately 0.3% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. MDSE has sole voting and sole dispositive power with respect to such shares.

By virtue of its beneficial ownership of 150 shares of Preferred Stock, SAF beneficially owns 9,081 shares of Common Stock. Such 150 shares of Preferred Stock (assuming conversion of all such 150 shares of Preferred Stock into Common Stock) represent approximately 0.05% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. SAF has sole voting and sole dispositive power with respect to such shares.

MDP III, as the sole general partner of the MDP Investors, may be deemed to share voting and dispositive power with respect to 2,270,277 shares of Common Stock currently held by the MDP Investors (assuming conversion of all of the shares of Preferred Stock held by the MDP Investors into Common Stock), which represents approximately 11.8% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. The filing of this Statement by MDP III shall not be construed as an admission that MDP III is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of such shares held by the MDP Investors.

MDP, as the sole general partner of MDP III, may be deemed to share voting and dispositive power with respect to 2,270,277 shares of Common Stock currently held by MDP III (assuming conversion of all of the shares of Preferred Stock held by MDP III into Common Stock), which represents approximately 11.8% of the total number of outstanding shares of Common Stock as reported in the Registration Statement. The filing of this Statement by MDP shall not be construed as an admission that MDP is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of such shares held by MDP III.

The Bain Investors and the MDP Investors have agreed to vote their shares of Preferred Stock in accordance with the terms of an Inter-Investor Agreement. A copy of the Inter-Investor Agreement is attached hereto as Exhibit F and is incorporated by reference herein. Each of the Investors have agreed between themselves to exercise the powers and rights conferred upon them

by the Purchase Agreement, Registration Rights Agreement and Corporate Governance Agreement in accordance with the provisions of the Inter-Investor Agreement. The following summary is qualified in its entirety by reference to the detailed provisions of the Inter-Investor Agreement.

Inter-Investor Agreement  
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Voting Rights. Pursuant to the terms of the Inter-Investor Agreement, the Investors have agreed that during such time as they collectively hold the right to elect two directors to the Issuer's board of directors and each of the Bain Investors and MDP Investors continue to hold at least 50% of the Preferred Stock, one representative shall be designated to serve on the board by a majority of the Bain Investors and one representative shall be designated to serve on the board by a majority of the MDP Investors. During such time as the Investors have the right to elect two directors to the board and either the Bain Investors or MDP Investors no longer hold 50% of the Preferred Shares, two representatives shall be designated by the group of investors that has not ceased to hold 50% of the Preferred Stock. During such time as the Investors have the right to elect a single director to serve on the Issuer's board of directors, the single representative shall be designated by the Bain Investors if the Bain Investors hold a majority of the Preferred Stock, or the single representative shall be designated by the MDP Investors if the MDP Investors hold a majority of the Preferred Stock.

Transfer of Shares. If a holder of Preferred Stock wishes to transfer its shares of Preferred Stock, unless such transfer is pursuant to the terms of a redemption provision under the Certificate of Designation, pursuant to a registered securities offering under the Securities Act of 1933 as amended, or pursuant to a public sale, the transfer of shares must be pursuant to the terms of the Inter-Investor Agreement. Where any holder of Preferred Stock (the "First Shareholder") contemplates a transfer of its shares and the effect of such transfer would dispossess the other holders of Preferred Stock (the "Other Shareholders") of existing rights under the Purchase Agreement, Registration Rights Agreement, Corporate Governance Agreement or Certificate of Designation, including the right to elect two directors to the Issuer's board of directors, the First Shareholder shall notify the Other Shareholders of the terms and conditions of its proposed transaction and the Other Shareholders shall have the opportunity to negotiate the purchase of all of the Preferred Shares of the First Shareholder.

As a result of the terms of the Inter-Investor Agreement, the Bain Investors and the MDP Investors may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Exchange Act. Accordingly, by virtue of their beneficial ownership of 74,625 shares of Preferred Stock, the Investors beneficially own 4,517,852 shares of Common Stock. Such 74,625 shares of Preferred Stock (assuming conversion of all such 74,625 shares of Preferred Stock into Common Stock) represent approximately 20.9% of the total number of outstanding shares of Common Stock as represented in the Registration Statement. The filing of this Statement by the Investors shall not be construed as an admission that the Investors are, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of the shares held by the Investors.

Neither the filing of this statement nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of any Common Stock referred to in this statement for the purpose of Section 13(d) of the Act or for any other purpose, and such beneficial ownership is expressly disclaimed.



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Item 7. Material to be filed as Exhibits.

Exhibit A - Joint Filing Agreement.

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SIGNATURES  
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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to 13D Statement is true, complete and correct.

Date: September 6, 2001                    BAIN CAPITAL FUND VI, L.P.  
By:    Bain Capital Partners VI, L.P.,  
              its General Partner  
  
By:    Bain Capital Investors LLC,  
              its General Partner  
  
By:    /s/ Dennis M. Myers  
-----  
Name:    Dennis M. Myers  
Title:    Attorney-in-Fact

Date: September 6, 2001                    BAIN CAPITAL PARTNERS VI, L.P.  
By:    Bain Capital Investors LLC,  
              its General Partner  
  
By:    /s/ Dennis M. Myers  
-----  
Name:    Dennis M. Myers  
Title:    Attorney-in-Fact

Date September 6, 2001                    BAIN CAPITAL INVESTORS, LLC  
  
By:    /s/ Dennis M. Myers  
-----  
Name:    Dennis M. Myers  
Title:    Attorney-in-Fact

Date: September 6, 2001                    SANKATY HIGH YIELD ASSET PARTNERS, L.P.  
By:    Sankaty High Yield Asset Investors, LLC,  
              its General Partner  
  
By:    Sankaty Investors, LLC,  
              its Managing Member  
  
By:    /s/ Dennis M. Myers  
-----

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Name: Dennis M. Myers  
Title: Attorney-in-Fact

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Date: September 6, 2001

SANKATY HIGH YIELD ASSET INVESTORS, LLC  
By: Sankaty Investors, LLC,  
its Managing Member

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date September 6, 2001

SANKATY INVESTORS, LLC

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date: September 6, 2001

BROOKSIDE CAPITAL PARTNERS FUND, L.P.  
By: Brookside Capital Investors, L.P.,  
its General Partner

By: Brookside Capital Management, LLC,  
its General Partner

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date: September 6, 2001

BROOKSIDE CAPITAL INVESTORS, L.P.  
By: Brookside Capital Management, LLC,  
its General Partner

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date: September 6, 2001

BROOKSIDE CAPITAL MANAGEMENT, LLC

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

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Date: September 6, 2001

BCIP ASSOCIATES II  
BCIP TRUST ASSOCIATES II  
BCIP ASSOCIATES II-B  
BCIP TRUST ASSOCIATES II-B  
BCIP ASSOCIATES II-C  
By: Bain Capital Investors, LLC,  
their Managing Partner

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date: September 6, 2001

PEP INVESTMENTS PTY LIMITED  
By: Bain Capital Investors, LLC,  
its Attorney-in-Fact

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date: September 6, 2001

MADISON DEARBORN CAPITAL PARTNERS III, L.P.  
By: Madison Dearborn Partners III, L.P.,  
its General Partner

By: Madison Dearborn Partners, LLC,  
its General Partner

By: /s/ Thomas R. Reusche  
-----

Name: Thomas R. Reusche  
Title:

Page 32 of 40 Pages

Date: September 6, 2001

MADISON DEARBORN SPECIALTY EQUITY III, L.P.  
By: Madison Dearborn Partners III, L.P.  
its General Partner

By: Madison Dearborn Partners, LLC  
its General Partner

By: /s/ Thomas R. Reusche  
-----

Name: Thomas R. Reusche  
Title:

Date: September 6, 2001

SPECIAL ADVISORS FUND I, LLC  
By: Madison Dearborn Partners III, L.P.  
its Manager

By: Madison Dearborn Partners, LLC,

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its General Partner

By: /s/ Thomas R. Reusche

-----  
Name: Thomas R. Reusche

Title:

Date: September 6, 2001

MADISON DEARBORN PARTNERS III, L.P.

By: Madison Dearborn Partners, LLC,  
its General Partner

By: /s/ Thomas R. Reusche

-----  
Name: Thomas R. Reusche

Title:

Date: September 6, 2001

MADISON DEARBORN PARTNERS, LLC

By: /s/ Thomas R. Reusche

-----  
Name: Thomas R. Reusche

Title:

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SCHEDULE A

Bain Capital Partners VI, L.P. ("BCP VI") is the sole general partner of Bain Capital Fund VI, L.P. ("BCF VI"). Bain Capital Investors, LLC ("BCI") is the sole general partner of BCP VI. BCI is the managing general partner for BCIP Associates II, BCIP Associates II-B, BCIP Associates II-C, BCIP Trust Associates II and BCIP Trust Associates II-B. The following persons are members and executive officers of BCI: Joshua Bekenstein (Managing Director), Edward Conard (Managing Director), John P. Connaughton (Managing Director), Paul B. Edgerley (Managing Director), Robert C. Gay (Managing Director), Michael A. Krupka (Managing Director), Ronald P. Mika (Managing Director), Mark E. Nunnally (Managing Director), Stephen G. Pagliuca (Managing Director), Robert F. White (Managing Director), Dwight Poler (Managing Director) and Joseph P. Pretlow (Managing Director). In addition, Roy Edgar Brakeman III, Jonathan S. Lavine and Domenic Ferrante are also members of BCI.

Brookside Capital Investors, L.P. ("Brookside Investors") is the sole general partner of Brookside Capital Partners Fund, L.P. ("Brookside"). Brookside Capital Management, LLC ("BCM") is the sole general partner of Brookside Investors. Roy Edgar Brakeman, III is the Managing Member of BCM. In addition, the following persons serve as executive officers for Brookside: Roy Edgar Brakeman, III (Managing Director); and Domenic Ferrante (Managing Director).

Sankaty High Yield Asset Investors, LLC ("Sankaty LLC") is the sole general partner of Sankaty High Yield Asset Partners, L.P. ("Sankaty"). Sankaty Investors, LLC ("Sankaty Investors") is the Managing Member of Sankaty LLC. Jonathan S. Lavine is the Managing Member of Sankaty Investors. In addition, the

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following persons serve as executive officers for Sankaty: Jonathan S. Lavine (Managing Director and Chief Investment Officer); Diane J. Exter (Managing Director and Portfolio Manager), Kristin Mugford (Managing Director and Portfolio Manager), and Stacy Braatz (Secretary).

Unless otherwise noted, the business address for each of the foregoing persons is Two Copley Place, Boston, MA 02116. The business address for Messrs. Conard and Pretlow is Bain Capital NY, LLC, 745 5th Avenue, New York, NY 10151 and for Mr. Poler is Bain Capital, LTD, 12 St. James Square, London SW1Y4RB, United Kingdom. Unless otherwise noted, the principal occupation of each of the foregoing persons is serving as Managing Director of Bain Capital, LLC and its affiliated investment funds.

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### SCHEDULE B

Madison Dearborn Partners III, L.P. ("MDP III") is the sole general partner of Madison Dearborn Capital Partners III, L.P. ("MDCP III"), Madison Dearborn Special Equity III, L.P. ("MDSE III") and Special Advisors Fund I LLC ("SAF"). Madison Dearborn Partners, LLC ("MDP") is the sole general partner of MDP. The directors and executive officers of MDP Inc. are as follows: John A. Canning, Jr. (Director, executive officer and President); Paul J. Finnegan (Managing Director); William J. Hunckler, III (Managing Director); Samuel M. Menco (Managing Director); Paul R. Wood (Managing Director); Justin S. Huscher (Managing Director); Benjamin D. Chereskin (Managing Director); Thomas R. Reusche (Managing Director); James N. Perry, Jr. (Managing Director); Nicholas W. Alexos (Managing Director); Timothy P. Sullivan (Managing Director); Gary J. Little (Managing Director); David F. Mosher (Managing Director); and Robin P. Selati (Managing Director). The business address for each of the foregoing persons is Three First National Plaza, Suite 3800, Chicago, IL 60602. The principal occupation of each of the foregoing persons is serving as a Managing Director of MDP.

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Exhibit A

### SCHEDULE 13D JOINT FILING AGREEMENT

The undersigned and each other person executing this joint filing agreement (this "Agreement") agree as follows:

(i) The undersigned and each other person executing this Agreement are individually eligible to use the Schedule 13D to which this Exhibit is attached and such Schedule 13D is filed on behalf of the undersigned and each other person executing this Agreement; and

(ii) The undersigned and each other person executing this Agreement are responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of the undersigned or any other person executing this Agreement is responsible for the completeness or accuracy of the information statement concerning any other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in any number of counterparts, each of which

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shall be deemed to be an original, but all of which, taken together, shall constitute one and the same instrument.

\* \* \* \* \*

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In Witness Whereof, the undersigned have caused this Agreement to be signed by their respective officers thereunto duly authorized as of the date set forth opposite their name.

Date: September 6, 2001

BAIN CAPITAL FUND VI, L.P.  
By: Bain Capital Partners VI, L.P.,  
its General Partner

By: Bain Capital Investors LLC,  
its General Partner

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date: September 6, 2001

BAIN CAPITAL PARTNERS VI, L.P.  
By: Bain Capital Investors LLC,  
its General Partner

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date: September 6, 2001

BAIN CAPITAL INVESTORS, LLC

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date: September 6, 2001

SANKATY HIGH YIELD ASSET PARTNERS, L.P.  
By: Sankaty High Yield Asset Investors, LLC,  
its General Partner

By: Sankaty Investors, LLC,  
its Managing Member

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

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Date: September 6, 2001

SANKATY HIGH YIELD ASSET INVESTORS, LLC

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By: Sankaty Investors, LLC,  
its Managing Member

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date: September 6, 2001

SANKATY INVESTORS, LLC

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date: September 6, 2001

BROOKSIDE CAPITAL PARTNERS FUND, L.P.  
By: Brookside Capital Investors, L.P.,  
its General Partner

By: Brookside Capital Management, LLC,  
its General Partner

By: /s/ Dennis M. Myers  
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Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date: September 6, 2001

BROOKSIDE CAPITAL INVESTORS, L.P.  
By: Brookside Capital Management, LLC,  
its General Partner

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date: September 6, 2001

BROOKSIDE CAPITAL MANAGEMENT, LLC

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

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Date: September 6, 2001

BCIP ASSOCIATES II  
BCIP TRUST ASSOCIATES II  
BCIP ASSOCIATES II-B  
BCIP TRUST ASSOCIATES II-B  
BCIP ASSOCIATES II-C  
By: Bain Capital Investors, LLC,  
their Managing Partner

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers

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Title: Attorney-in-Fact

Date: September 6, 2001

PEP INVESTMENTS PTY LIMITED  
By: Bain Capital Investors, LLC,  
its Attorney-in-Fact

By: /s/ Dennis M. Myers  
-----

Name: Dennis M. Myers  
Title: Attorney-in-Fact

Date: September 6, 2001

MADISON DEARBORN CAPITAL PARTNERS III, L.P.  
By: Madison Dearborn Partners III, L.P.,  
its General Partner

By: Madison Dearborn Partners, LLC,  
its General Partner

By: /s/ Thomas R. Reusche  
-----

Name: Thomas R. Reusche  
Title:

Page 39 of 40 Pages

Date: September 6, 2001

MADISON DEARBORN SPECIALTY EQUITY III, L.P.  
By: Madison Dearborn Partners III, L.P.  
its General Partner

By: Madison Dearborn Partners, LLC  
its General Partner

By: /s/ Thomas R. Reusche  
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Name: Thomas R. Reusche  
Title:

Date: September 6, 2001

SPECIAL ADVISORS FUND I, LLC  
By: Madison Dearborn Partners III, L.P.  
its Manager

By: Madison Dearborn Partners, LLC,  
its General Partner

By: /s/ Thomas R. Reusche  
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Name: Thomas R. Reusche  
Title:

Date: September 6, 2001

MADISON DEARBORN PARTNERS III, L.P.  
By: Madison Dearborn Partners, LLC,  
its General Partner

By: /s/ Thomas R. Reusche  
-----

Name: Thomas R. Reusche



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Title:

Date: September 6, 2001

MADISON DEARBORN PARTNERS, LLC

By: /s/ Thomas R. Reusche

-----  
Name: Thomas R. Reusche

Title:

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