

KLOPP JOHN R
Form SC 13D/A
June 16, 2006

As Filed with the Securities and Exchange Commission on June 16, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 10)

Under the Securities Exchange Act of 1934

Capital Trust, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

14052H100

(CUSIP Number)

Michael L. Zuppone, Esq.

Paul, Hastings, Janofsky & Walker LLP

75 East 55th Street

New York, New York 10022

(212) 318-6000

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

May 4, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [] .

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).

SCHEDULE 13D

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- 1 NAME OF REPORTING PERSON
- I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- 2 Vectar Finance Company, L.L.C.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- 5 AF, BK
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware
 NUMBER OF 7 SOLE VOTING POWER
 SHARES 897,429
 BENEFICIALLY 8 SHARED VOTING POWER
 OWNED BY 9 0
 SOLE DISPOSITIVE POWER
 EACH 897,429
 REPORTING 10 SHARED DISPOSITIVE POWER
 0
 PERSON

WITH
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

897,429
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

5.9%
 14 TYPE OF REPORTING PERSON
 OO

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 Zell General Partnership, Inc.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF, BK
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois
NUMBER OF 7 SOLE VOTING POWER
SHARES 922,429
BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 9 0 SOLE DISPOSITIVE POWER
EACH 922,429
REPORTING 10 SHARED DISPOSITIVE POWER
PERSON 0

WITH
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

922,429
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

6.0%
14 TYPE OF REPORTING PERSON
OO

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 Sam Investment Trust
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 922,429 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | 9 | 0 |
| EACH | | SOLE DISPOSITIVE POWER |
| REPORTING | 10 | 922,429 |
| PERSON | | SHARED DISPOSITIVE POWER |
| | | 0 |

WITH
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 922,429
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

14 6.0%
TYPE OF REPORTING PERSON
OO

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1 NAME OF REPORTING PERSON

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Chai Trust Company, L.L.C.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER 8 922,429 SHARED VOTING POWER 9 0 SOLE DISPOSITIVE POWER 10 922,429 SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 922,429 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

14 6.0% TYPE OF REPORTING PERSON OO

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 SZ Investments, L.L.C.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

| | | |
|--------------|----|--------------------------|
| Delaware | | |
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 25,000 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | 9 | 0 |
| EACH | | SOLE DISPOSITIVE POWER |
| REPORTING | 10 | 25,000 |
| PERSON | | SHARED DISPOSITIVE POWER |
| | | 0 |

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 25,000
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

14 0.2%
TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Samstock, L.L.C.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC

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 SOLE VOTING POWER

SHARES 25,000

8 BENEFICIALLY SHARED VOTING POWER

9 OWNED BY SOLE DISPOSITIVE POWER

10 EACH 25,000 SHARED DISPOSITIVE POWER

REPORTING PERSON 0

11 WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,000

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

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

0.2%

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CMH Investment Partnership LP

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, BK

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 | | |
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 465,644 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | 9 | 0 |
| EACH | | SOLE DISPOSITIVE POWER |
| REPORTING | 10 | 465,644 |
| PERSON | | SHARED DISPOSITIVE POWER |
| | | 0 |

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

465,644

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 3.0%
14 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Craig M. Hatkoff

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, BK

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES 481,244 SHARED VOTING POWER

BENEFICIALLY 8 0

OWNED BY 9 SOLE DISPOSITIVE POWER

EACH 481,244 SHARED DISPOSITIVE POWER

REPORTING 10

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PERSON

0

WITH

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

481,244

12

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

[]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.1%

14

TYPE OF REPORTING PERSON

IN

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1

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2

JRK Investment Partnership LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3

SEC USE ONLY

4

SOURCE OF FUNDS

AF, BK

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

NUMBER OF

SOLE VOTING POWER

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SHARES 7 300,044
BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 9 0
EACH 9 SOLE DISPOSITIVE POWER
REPORTING 10 300,044
PERSON 10 SHARED DISPOSITIVE POWER
0

WITH
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

300,044
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

2.0%
14 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John R. Klopp
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

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4 SOURCE OF FUNDS
 AF, BK
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

| | | |
|--------------|---------|-------------------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | 827,683 | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | 9 | 0 SOLE DISPOSITIVE POWER |
| EACH | 10 | 827,683 SHARED DISPOSITIVE POWER |
| REPORTING | | 0 |

PERSON

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 827,683

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 5.3%

14 TYPE OF REPORTING PERSON
 IN

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This Amendment No. 10 to Schedule 13D is filed by the Reporting Persons (as defined below) pursuant to Rule 13d-2(a) under the Securities Exchange Act of 1934, as amended. This Amendment No. 10 to Schedule 13D amends and supplements:

the Schedule 13D, dated July 15, 1997, as filed with the Securities and Exchange Commission (the SEC) on July 25, 1997, as amended by
 Amendment No. 1, as filed with the SEC on December 22, 1997, as amended by
 Amendment No. 2, as filed with the SEC on July 2, 1998, as amended by

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Amendment No. 3, as filed with the SEC on August 19, 1999, as amended by
Amendment No. 4, as filed with the SEC on September 30, 1999, as amended by
Amendment No. 5, as filed with the SEC on February 2, 2000, as amended by
Amendment No. 6, as filed with the SEC on May 23, 2000, as amended by
Amendment No. 7, as filed with the SEC on November 2, 2001, as amended by
Amendment No. 8, as filed with the SEC on May 28, 2003, as amended by
Amendment No. 9, as filed with the SEC on August 23, 2004 (together with the original Schedule as previously amended, the Schedule 13D).

The Reporting Persons are:

- (i) Veqtor Finance Company, L.L.C., a Delaware limited liability company (VFC);
- (ii) Samstock, L.L.C., a Delaware limited liability company (Samstock);
- (iii) SZ Investments, L.L.C., a Delaware limited liability company and the sole member of Samstock (SZI);
- (iv) Zell General Partnership, Inc., an Illinois corporation and the sole managing member of SZI and the sole managing member of VFC (Zell GP);
- (v) the Sam Investment Trust, a trust formed under Illinois law and the sole stockholder of Zell GP (Sam Trust);
- (vi) Chai Trust Company, L.L.C., an Illinois limited liability company and the trustee of Sam Trust (Chai);
- (vii) CMH Investment Partnership LP, a Delaware limited partnership (Hatkoff LP)

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- (viii) Mr. Craig M. Hatkoff, a citizen of the United States and the general partner of Hatkoff LP (Hatkoff);
- (ix) JRK Investment Partnership LP, a Delaware limited partnership (Klopp LP); and
- (x) Mr. John R. Klopp, a citizen of the United States and the general partner of Klopp LP (Klopp and, collectively with VFC, Samstock, SZI, Zell GP, Sam Trust, Chai, Hatkoff LP, Hatkoff and Klopp LP, the Reporting Persons).

The original schedule reported beneficial ownership of class A common shares of beneficial interest, \$1.00 par value (the Class A Common Shares), in Capital Trust, a California business trust. As reported in Amendment No. 3 to Schedule 13D, Capital Trust reorganized into Capital Trust, Inc., a Maryland corporation and each Class A Common Share was converted into one share of class A common stock, par value \$0.01 per share, of Capital Trust, Inc. As reported in Amendment No. 8 to Schedule 13D, the Issuer effected a one (1) for three (3) reverse stock split which became effective April 2, 2003. This statement therefore relates to the shares of class A common stock, par value \$0.01 per share (Class A Common Stock), of Capital Trust, Inc. (hereinafter the Issuer), after giving effect to the reorganization and reverse stock split. The Issuer s principal office is located at 410 Park Avenue, 14th Floor, New York, New York 10022. All capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows:

(a) and (b) The aggregate percentage of shares of Class A Common Stock reported beneficially owned by the Reporting Persons as of the date of filing of this Amendment No. 10 to the Schedule 13D is based upon 15,325,277 shares of Class A Common Stock issued and outstanding as of May 4, 2006 as reported in the Issuer s Quarterly Report on Form 10-Q, as filed with the SEC on May 4, 2006. The Reporting Persons as a group

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beneficially own 2,231,356 shares of Class A Common Stock, including (i) 2,013,420 outstanding shares of Class A Common Stock; and (ii) 217,936 shares of stock issuable upon exercise or conversion of outstanding stock options and stock units. The foregoing shares represent approximately 14.4% of the outstanding shares of Class A Common Stock (calculated in accordance with Rule 13d-3(d)(1)).

VFC holds of record and thereby directly beneficially owns and has the sole direct power to vote and dispose of 897,429 outstanding shares of Class A Common Stock (the VFC Reported Shares). Chai, Sam Trust and Zell GP each have the sole indirect power to vote and dispose of the VFC Reported Shares. Samstock directly beneficially owns and has the sole direct power to vote and dispose of 25,000 shares of Class A Common Stock (Samstock Reported Shares). Chai, Sam Trust, Zell GP and SZI each have the sole indirect power to vote and dispose of the Samstock Reported Shares. Hatkoff LP holds of record and thereby directly beneficially owns and has the sole power to vote and dispose of 465,644 outstanding shares of Class A Common Stock (the Hatkoff LP Reported Shares). Hatkoff has the sole indirect

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power to vote or dispose of the Hatkoff LP Reported Shares. Hatkoff beneficially owns and has the sole power to vote and dispose of 6,000 outstanding shares of Class A Common Stock. Hatkoff beneficially owns and will have the sole power to vote and dispose of 9,600 shares of Class A Common Stock obtainable upon the conversion of vested stock units. Klopp LP holds of record and thereby directly beneficially owns and has the sole power to vote and dispose of 300,044 outstanding shares of Class A Common Stock (the Klopp LP Reported Shares). Klopp has the sole indirect power to vote or dispose of the Klopp LP Reported Shares. Klopp beneficially owns and has the sole power to vote and dispose of 43,830 outstanding shares of Class A Common Stock. Klopp holds of record and thereby directly beneficially owns and has the sole power to vote 275,473 outstanding shares of Class A Common Stock subject to restricted stock grants. Klopp beneficially owns and will have the sole power to vote and dispose of 208,336 shares of Class A Common Stock issuable upon the exercise of options to purchase shares of Class A Common Stock that are, or become within 60 days, vested and exercisable.

(c) On May 4, 2006, Klopp LP sold in a privately negotiated transaction 300,000 shares of Class A Common Stock at a price of \$31.00 per share. Hatkoff and Hatkoff LP sold in open market transactions shares of Class A Common Stock in the quantities, at the prices and on the dates set forth below:

| <u>Seller</u> | <u>Date</u> | <u>Number of Shares</u> | <u>Price</u> |
|---------------|----------------|-------------------------|--------------|
| Hatkoff | April 7, 2006 | 25,000 | \$29.773 |
| Hatkoff LP | April 7, 2006 | 25,000 | \$29.773 |
| Hatkoff LP | April 10, 2006 | 55,000 | \$29.5401 |
| Hatkoff LP | April 11, 2006 | 5,000 | \$30.00 |
| Hatkoff LP | April 11, 2006 | 500 | \$30.00 |
| Hatkoff LP | April 11, 2006 | 5,000 | \$29.90 |
| Hatkoff LP | April 11, 2006 | 17,000 | \$29.75 |
| Hatkoff LP | April 11, 2006 | 22,500 | \$29.75 |
| Hatkoff LP | June 1, 2006 | 2,400 | \$34.10 |
| Hatkoff LP | June 1, 2006 | 3,600 | \$34.09 |

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| | | | |
|------------|--------------|-------|---------|
| Hatkoff LP | June 1, 2006 | 800 | \$34.08 |
| Hatkoff LP | June 1, 2006 | 1,700 | \$34.07 |
| Hatkoff LP | June 1, 2006 | 300 | \$34.06 |
| Hatkoff LP | June 1, 2006 | 1,600 | \$34.05 |
| Hatkoff LP | June 1, 2006 | 100 | \$34.03 |
| Hatkoff LP | June 1, 2006 | 200 | \$34.02 |
| Hatkoff LP | June 2, 2006 | 100 | \$34.13 |
| Hatkoff LP | June 2, 2006 | 1,600 | \$34.06 |
| Hatkoff LP | June 2, 2006 | 100 | \$34.04 |
| Hatkoff LP | June 2, 2006 | 400 | \$34.01 |
| Hatkoff LP | June 2, 2006 | 1,500 | \$34.00 |

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

Item 6 is amended by adding the following:

On February 4, 2005, pursuant to the Issuer's amended and restated 2004 long-term incentive plan (the "2004 Plan"), Klopp was granted 10,724 shares of restricted stock and 10,724 shares of performance stock, subject to further vesting, due to the attainment of certain performance measures contained in a performance compensation award Klopp was awarded on February 24, 2004. On February 7, 2006, pursuant to the 2004 Plan, Klopp was granted 12,096 shares of restricted stock and 12,097 shares of performance stock, subject to further vesting, due to the attainment of certain performance measures contained in a performance compensation award Klopp was awarded in March 29, 2005.

On March 30, 2006, pursuant to the 2004 Plan, Klopp was granted a performance compensation award pursuant to which Klopp may initially vest in a right to receive shares of Class A Common Stock with a value at the end of 2006 ranging from \$0 to \$750,000 if and to the extent the initial performance criteria is satisfied subject to further vesting over time and the extent of the satisfaction of additional vesting criteria.

On September 30, 2004, October 15, 2004, December 31, 2004, January 18, 2005, March 31, 2005, April 15, 2005, June 30, 2005, July 15, 2005, September 30, 2005, October 17, 2005, December 31, 2005, January 13, 2006, March 31, 2006 and April 14, 2006, pursuant to the Issuer's amended and restated 1997 non-employee director stock plan, Hatkoff was granted stock units which are immediately vested and convertible into 286, 114, 245, 124, 237, 128, 222, 132, 228, 157, 246, 229, 235 and 188 shares of Class A Common Stock, respectively.

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To the best of knowledge of the Reporting Persons, except as described in this Amendment No. 10, none of the Reporting Persons has effected any transactions in the Class A Common Stock during the period which commenced sixty days prior to the date of the event which triggered the filing of this Amendment No. 10 to Schedule 13D and ends on the date of filing of this Amendment No. 10 to Schedule 13D.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct and agrees that this statement may be filed jointly with the other undersigned parties.

Veqtor Finance Company, L.L.C.

By: Zell General Partnership, Inc.,
its managing member

By: /s/ Philip G. Tinkler
Name: Philip G. Tinkler
Title: Vice President

Samstock, L.L.C.

By: /s/ Philip G. Tinkler
Name: Philip G. Tinkler
Title: Vice President

SZ Investments, L.L.C.

By: /s/ Philip G. Tinkler
Name: Philip G. Tinkler
Title: Vice President

Zell General Partnership, Inc.

By: /s/ Philip G. Tinkler
Name: Philip G. Tinkler
Title: Vice President

Sam Investment Trust

By: Chai Trust Company, L.L.C., as Trustee

By: /s/ Donald J. Liebentritt
Name: Donald J. Liebentritt
Title: President

Chai Trust Company, L.L.C.

By: /s/ Donald J. Liebentritt
Name: Donald J. Liebentritt
Title: President

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CMH Investment Partnership LP

By: Craig M. Hatkoff, its general partner

/s/ Craig M. Hatkoff
Name: Craig M. Hatkoff
Title: General Partner

CRAIG M. HATKOFF

/s/ Craig M. Hatkoff

JRK Investment Partnership LP

By: John R. Klopp, its general partner

/s/ John R. Klopp
Name: John R. Klopp
Title: General Partner

JOHN R. KLOPP

/s/ John R. Klopp