

NATIONAL FUEL GAS CO  
Form SC 13D/A  
October 19, 2007

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

**SCHEDULE 13D**

**(Amendment No. 5)\***

**Under the Securities Exchange Act of 1934**

**NATIONAL FUEL GAS COMPANY**

---

(Name of Issuer)

**Common Stock, par value \$1 per share**

---

(Title of Class of Securities)

**636180101**

---

(CUSIP Number)

**Steven B. Klinsky  
New Mountain Vantage, L.P.  
787 Seventh Avenue, 49<sup>th</sup> Floor  
New York, NY 10019  
(212) 720-0300**

Copies to:

**Paul Reinstein  
Fried, Frank, Harris, Shriver & Jacobson LLP  
One New York Plaza  
New York, NY 10004-1980  
(212) 859-8000**

---

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

**October 17, 2007**

---

(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 §§ 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).

---

**SCHEDULE 13D**

CUSIP No. 636180101

Page 2 of 15

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

**New Mountain Vantage GP, L.L.C.**

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

(b)

(a)

**3 SEC USE ONLY**

**4** SOURCE OF FUNDS

**AF**

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

2(e)

(b)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

NUMBER OF **7** SOLE VOTING POWER

SHARES **0**

BENEFICIALLY **8** SHARED VOTING POWER

OWNED BY **5,310,700**

EACH **9** SOLE DISPOSITIVE POWER

REPORTING **0**

PERSON **10** SHARED DISPOSITIVE POWER

WITH **5,310,700**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**5,310,700**

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

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

**6.4%**

14 TYPE OF REPORTING PERSON

**OO**

---

**SCHEDULE 13D**

CUSIP No. 636180101

Page 3 of 15

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

**New Mountain Vantage, L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 **SEC USE ONLY**

4 SOURCE OF FUNDS

**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**

NUMBER OF 7 SOLE VOTING POWER

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY **904,800**

EACH 9 SOLE DISPOSITIVE POWER

REPORTING **0**

PERSON 10 SHARED DISPOSITIVE POWER

WITH **904,800**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**904,800**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0

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

**1.1%**

14 TYPE OF REPORTING PERSON

**PN**

---

**SCHEDULE 13D**

CUSIP No. 636180101

Page 4 of 15

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

**New Mountain Vantage (California), L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 **SEC USE ONLY**

4 SOURCE OF FUNDS

**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**

NUMBER OF 7 SOLE VOTING POWER

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY **909,100**

EACH 9 SOLE DISPOSITIVE POWER

REPORTING **0**

PERSON 10 SHARED DISPOSITIVE POWER

WITH **909,100**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**909,100**

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

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

**1.1%**

14 TYPE OF REPORTING PERSON

**PN**

---



**SCHEDULE 13D**

CUSIP No. 636180101

Page 5 of 15

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

**New Mountain Vantage (Texas), L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 **SEC USE ONLY**

4 SOURCE OF FUNDS

**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**

NUMBER OF 7 SOLE VOTING POWER

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY **819,800**

EACH 9 SOLE DISPOSITIVE POWER

REPORTING **0**

PERSON 10 SHARED DISPOSITIVE POWER

WITH **819,800**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**819,800**

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

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

**1.0%**

14 TYPE OF REPORTING PERSON

**PN**

---

**SCHEDULE 13D**

CUSIP No. 636180101

Page 6 of 15

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

**New Mountain Vantage Advisers, 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**

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 **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY **4,828,100**

EACH 9 SOLE DISPOSITIVE POWER

REPORTING **0**

PERSON 10 SHARED DISPOSITIVE POWER

WITH **4,828,100**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**4,828,100**

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

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

**5.8%**

14 TYPE OF REPORTING PERSON

**00**

---

**SCHEDULE 13D**

CUSIP No. 636180101

Page 7 of 15

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

**New Mountain Vantage (Cayman) Ltd.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 **SEC USE ONLY**

4 SOURCE OF FUNDS

**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

**Cayman Islands**

NUMBER OF 7 SOLE VOTING POWER

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY **2,194,400**

EACH 9 SOLE DISPOSITIVE POWER

REPORTING **0**

PERSON 10 SHARED DISPOSITIVE POWER

WITH **2,194,400**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,194,400**

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

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

**2.6%**

14 TYPE OF REPORTING PERSON

**CO**

---

**SCHEDULE 13D**

CUSIP No. 636180101

Page 8 of 15

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

**New Mountain Vantage HoldCo Ltd.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 **SEC USE ONLY**

4 SOURCE OF FUNDS

**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

**Cayman Islands**

NUMBER OF 7 SOLE VOTING POWER

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY **2,194,400**

EACH 9 SOLE DISPOSITIVE POWER

REPORTING **0**

PERSON 10 SHARED DISPOSITIVE POWER

WITH **2,194,400**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,194,400**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0

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

**2.6%**

14 TYPE OF REPORTING PERSON

**CO**

---



**SCHEDULE 13D**

CUSIP No. 636180101

Page 9 of 15

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

**Steven B. Klinsky**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A  
GROUP

(b) o

(a) y

3 **SEC USE ONLY**

4 SOURCE OF FUNDS

**AF, PF**

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

o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**United States of America**

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 7,505,100

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER

WITH 7,505,100

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

**7,505,100**

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

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

**9.0%**

14 TYPE OF REPORTING PERSON

**IN**

---

**SCHEDULE 13D**

CUSIP No. 636180101

Page 10 of 15

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

**NMV Special Holdings, LLC**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 **SEC USE ONLY**

4 SOURCE OF FUNDS

**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**

NUMBER OF 7 SOLE VOTING POWER

SHARES **0**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY **2,677,000**

EACH 9 SOLE DISPOSITIVE POWER

REPORTING **0**

PERSON 10 SHARED DISPOSITIVE POWER

WITH **2,677,000**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,677,000**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0

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

**3.2%**

14 TYPE OF REPORTING PERSON

**OO**

---

**SCHEDULE 13D**

CUSIP No. 636180101

Page 11 of 15

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

**California Public Employees' Retirement System**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 **SEC USE ONLY**

4 SOURCE OF FUNDS

**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

**United States of America**

NUMBER OF 7 SOLE VOTING POWER

SHARES **577,806**

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY **2,677,000**

EACH 9 SOLE DISPOSITIVE POWER

REPORTING **577,806**

PERSON 10 SHARED DISPOSITIVE POWER

WITH **2,677,000**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**3,254,806**

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

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

**3.9%**

14 TYPE OF REPORTING PERSON

**EP**

---

This Amendment No. 5, filed by New Mountain Vantage GP, L.L.C., a Delaware limited liability company (“Vantage GP”), New Mountain Vantage, L.P., a Delaware limited partnership (“NMV”), New Mountain Vantage (California), L.P., a Delaware limited partnership (“NMVC”), New Mountain Vantage (Texas), L.P., a Delaware limited partnership (“NMVT”), New Mountain Vantage Advisers, L.L.C., a Delaware limited liability company (“NMV Advisers”), New Mountain Vantage (Cayman) Ltd., a Cayman Islands exempt limited company (“NMV Offshore”), New Mountain Vantage HoldCo Ltd., a Cayman Islands exempt limited company (“NMV Offshore HoldCo”), Mr. Steven B. Klinsky (collectively, the “NMV Entities”), NMV Special Holdings, LLC, a Delaware limited liability company (“NMVSH”), and the California Public Employees’ Retirement System, a unit of the California State and Consumer Services Agency charged with oversight of the Public Employees’ Retirement Fund (“CalPERS”), (NMV Entities, NMVSH and CalPERS, collectively, the “Reporting Persons”), amends and supplements the Schedule 13D (the “Schedule 13D”) filed by the Reporting Persons with the Securities and Exchange Commission (the “SEC”) on October 30, 2006, as amended, relating to the common stock, par value \$1 per share (“Common Stock”), of National Fuel Gas Company, a New Jersey corporation (the “Issuer”). NMV, NMVC, NMVT, NMV Offshore HoldCo, NMVSH and CalPERS are referred to together as the “Purchasers.”

### **ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 is hereby amended and restated in its entirety as follows:

The aggregate purchase price of the 8,082,906 shares of Common Stock owned by the Purchasers is \$290,386,740.33, including brokerage commissions. The shares of Common Stock owned by the Purchasers were acquired with working capital.

### **ITEM 4. PURPOSE OF TRANSACTION**

Item 4 is hereby amended by adding the following paragraph to the end thereof:

The Reporting Persons are seeking to ensure that the Issuer's Board of Directors is appropriately considering and implementing the recommendations that the Reporting Persons set forth in their letter dated September 11, 2007. The Reporting Persons also believe that the Issuer's Board of Directors would benefit from new members who may better understand and reflect current stockholder issues and concerns. Accordingly, on October 17, 2007, the Reporting Persons gave notice to the Issuer, in accordance with the requirements set forth in the Issuer's bylaws, of the nomination of David M. DiDomenico, F. Fox Benton, III and Frederic V. Salerno for election to the Board of Directors of the Issuer at the 2008 Annual Meeting of the Stockholders of the Issuer.

### **ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5 is hereby amended and restated in its entirety as follows:

(a). The aggregate percentage of shares of Common Stock reported owned by each person named herein is based upon 83,549,949 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as of July 31, 2007 as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, as filed with the Securities and Exchange Commission on August 3, 2007.

As of the close of business on October 17, 2007, as described below, the Reporting Persons may be deemed to beneficially own an aggregate of 8,082,906 shares of Common Stock representing, in the aggregate, approximately 9.7% of the issued and outstanding shares of Common Stock.

As of the close of business on October 17, 2007, Mr. Klinsky may be deemed to beneficially own an aggregate of 7,505,100 shares of Common Stock that may be deemed to be beneficially owned by NMV, NMVC, NMVT, NMV

Offshore and NMVSH representing, in the aggregate, approximately 9.0% of the issued and outstanding shares of Common Stock. Mr. Klinsky disclaims beneficial ownership of the shares of Common Stock beneficially owned by NMV, NMVC, NMVT, NMV Offshore and NMVSH, to the extent that partnership interests or limited liability company interests in NMV, NMVC, NMVT, NMV Offshore and NMVSH are held by persons other than Mr. Klinsky.

As of the close of business on October 17, 2007, NMV Advisers may be deemed to beneficially own an aggregate of 4,828,100 shares of Common Stock that may be deemed to be beneficially owned by NMV, NMVC, NMVT and NMV Offshore representing, in the aggregate, approximately 5.8% of the issued and outstanding shares of Common Stock. NMV Advisers disclaims beneficial ownership of the shares of Common Stock beneficially owned by NMV, NMVC, NMVT and NMV Offshore, to the extent that partnership interests in NMV, NMVC, NMVT and NMV Offshore are held by persons other than NMV Advisers.

As of the close of business on October 17, 2007, Vantage GP may be deemed to beneficially own an aggregate of 5,310,700 shares of Common Stock that may be deemed to be beneficially owned by NMV, NMVC, NMVT and NMVSH representing, in the aggregate, approximately 6.4% of the issued and outstanding shares of Common Stock. Vantage GP disclaims beneficial ownership of the shares of Common Stock beneficially owned by NMV, NMVC, NMVT and NMVSH to the extent that partnership interests or limited liability company interests in NMV, NMVC, NMVT and NMVSH are held by persons other than Vantage GP.

As of the close of business on October 17, 2007, NMV Offshore may be deemed to beneficially own an aggregate of 2,194,400 shares of Common Stock that may be deemed to be beneficially owned by NMV Offshore HoldCo, representing approximately 2.6% of the issued and outstanding shares of Common Stock.

As of the close of business on October 17, 2007, (i) NMV may be deemed to beneficially own an aggregate of 904,800 shares of Common Stock, representing approximately 1.1% of the issued and outstanding shares of Common Stock, (ii) NMVC may be deemed to beneficially own an aggregate of 909,100 shares of Common Stock, representing approximately 1.1% of the issued and outstanding shares of Common Stock, (iii) NMVT may be deemed to beneficially own an aggregate of 819,800 shares of Common Stock, representing approximately 1.0% of the issued and outstanding shares of Common Stock and (iv) NMV Offshore HoldCo may be deemed to beneficially own an aggregate of 2,194,400 shares of Common Stock, representing approximately 2.6% of the issued and outstanding shares of Common Stock.

As of the close of business on October 17, 2007, NMVSH may be deemed to beneficially own an aggregate of 2,677,000 shares of Common Stock, representing approximately 3.2% of the issued and outstanding shares of Common Stock.

As of the close of business on October 17, 2007, CalPERS may be deemed to beneficially own an aggregate of 3,254,806 shares of Common Stock that may be deemed to be beneficially owned by NMVSH and by CalPERS, representing approximately 3.9% of the issued and outstanding shares of Common Stock. CalPERS disclaims beneficial ownership of the shares of Common Stock beneficially owned by NMVSH to the extent that membership interests in NMVSH are held by persons other than CalPERS.

In addition to the foregoing, Mr. F. Fox Benton, III, who has entered into a consulting agreement with New Mountain as discussed in Item 6, is the President, director and a shareholder of Moreno Energy, Inc., a Texas Corporation ("Moreno Energy"). Mr. Benton has advised the Reporting Persons that Moreno Energy may be deemed to beneficially own, as of October 17, 2007, an aggregate of 5,400 shares of Common Stock, representing less than .01% of the issued and outstanding shares of Common Stock and that Mr. Benton may be deemed to beneficially own all of the shares of Common Stock that may be deemed to be beneficially owned by Moreno Energy. Moreno Energy is an energy investment company engaged principally in the business of owning direct interests in oil and gas properties and both private and public securities of energy companies. The principal business address of Moreno Energy is 919



Milam, Suite 1900, Houston, Texas 77002. No agreement or understanding exists between Mr. Benton or Moreno Energy, on the one hand, and any of the Reporting Persons, on the other hand, with respect to the disposition or the power to vote any of the shares of Common Stock that may be deemed to be beneficially owned by Moreno Energy or Mr. Benton or with respect to the acquisition by Mr. Benton or Moreno Energy of any additional shares of Common Stock.

(b). Except as set forth below, each Reporting Person may be deemed to share the power to vote or direct the vote and to dispose or to direct the disposition of the shares of Common Stock that the Reporting Person may be deemed to beneficially own as described above. CalPERS may be deemed to have the sole power to vote or direct the vote and to dispose or to direct the disposition of the 577,806 shares of Common Stock that CalPERS owns directly.

(c). Schedule A annexed hereto lists all transactions in the shares of Common Stock during the past sixty days by the Reporting Persons.

(d). No person is known by any Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock that may be deemed to be beneficially owned by any Reporting Person.

(e). Not applicable.

**ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER**

Item 6 is hereby amended by adding the following paragraph to the end thereof:

On October 12, 2007, New Mountain and Mr. Benton amended the Consulting Agreement to increase the compensation under Section 4 thereof from \$50,000 to \$200,000.

---

<sup>1</sup>Neither the present filing nor anything contained herein shall be construed as an admission that any Reporting Person constitutes a "person" for any purposes other than Section 13(d) of the Securities Exchange Act of 1934, as amended.

---

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 18, 2007

NEW MOUNTAIN VANTAGE GP, L.L.C.

By: /s/ Steven B. Klinsky  
Steven B. Klinsky  
Managing Member

NEW MOUNTAIN VANTAGE, L.P.

By: New Mountain Vantage GP, L.L.C.,  
its general partner

By: /s/ Steven B. Klinsky  
Steven B. Klinsky  
Managing Member

NEW MOUNTAIN VANTAGE  
(CALIFORNIA), L.P.

By: New Mountain Vantage GP, L.L.C.,  
its general partner

By: /s/ Steven B. Klinsky  
Steven B. Klinsky  
Managing Member

NEW MOUNTAIN VANTAGE (TEXAS), L.P.

By: New Mountain Vantage GP, L.L.C.,  
its general partner

By: /s/ Steven B. Klinsky  
Steven B. Klinsky  
Managing Member

NEW MOUNTAIN VANTAGE ADVISERS, L.L.C.

By: /s/ Steven B. Klinsky  
Steven B. Klinsky  
Managing Member

NEW MOUNTAIN VANTAGE (CAYMAN) LTD.

By: /s/ Steven B. Klinsky  
Steven B. Klinsky  
Director

NEW MOUNTAIN VANTAGE HOLDCO LTD.

By: /s/ Steven B. Klinsky  
Steven B. Klinsky  
Director

/s/ Steven B. Klinsky  
Steven B. Klinsky

NMV SPECIAL HOLDINGS, L.L.C.

By: New Mountain Vantage GP, L.L.C.,  
its managing member

By: /s/ Steven B. Klinsky  
Steven B. Klinsky  
Managing Member

California Public Employees' Retirement System

/s/ Christianna Wood  
By: Christianna Wood  
Title: Senior Investment Officer

SCHEDULE A  
TRANSACTIONS IN THE PAST SIXTY DAYS BY THE PURCHASERS

CalPERS

Date	Shares of Common Stock (Sold)	Approximate Price per Share (inclusive of commissions)
8/20/2007	(1,880)	42.89
8/29/2007	(200)	44.36
8/30/2007	(300)	44.17
8/31/2007	(300)	44.35
9/14/2007	(23,440)	44.19
9/14/2007	23,440	44.19
9/17/2007	(5,860)	43.96
9/19/2007	(4,190)	45.53
9/24/2007	(13,390)	45.41