CEC ENTERTAINMENT INC Form SC 13G/A February 17, 2009

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

> > SCHEDULE 13G (Amendment No. 1)*

Under the Securities Exchange Act of 1934

CEC ENTERTAINMENT, INC.

(Name of Issuer)

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

125137109

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

[] Rule 13d-1(b)
[X] Rule 13d-1(c)
[] Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 125137109

(1)	Names of Reporting Persons: WS Capital, L.L.C.
	I.R.S. Identification Nos. of Above Persons (entities only):

	Lugar Thing. OLO LIVIL	шл		
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a) []		b) [X]	
(3)	SEC Use Only			
(4)	Citizenship or Place of Organ		ion: Texas	
	r of Shares Beneficially Owned Each Reporting Person		Sole Voting Power:	0*
		(6)		0*
		(7)		0*
		(8)	Shared Dispositive Power:	0*
(9)	Aggregate Amount Beneficially 0*	Own	ed by Each Reporting Person:	
	Check Box if the Aggregate []	Amou	nt in Row (9) Excludes Certain Shar	es
	Percent of Class Represented	-	mount in Row (9): 0.0%*	
(12)	Type of Reporting Person:	HC/		
		-	Date"), for purposes of Reg. Secti	on

240.13d-3, Walker Smith Capital, L.P. ("WSC"), Walker Smith Capital (Q.P.), L.P. ("WSCQP"), Walker Smith International Fund, Ltd. ("WS International") and HHMI Investments, L.P. ("HHMI", and together with WSC, WSCQP and WS International, the "WS Funds") owned no securities of CEC Entertainment, Inc. (the "Company"). WS Capital Management, L.P. ("WSC Management") is the general partner of WSC and WSCQP, the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital, and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities of the Company held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund, L.P. ("WSO") and WS Opportunity Fund (Q.P.), L.P. ("WSOQP", and together with WSO, the "WSO Funds") owned no securities of the Company. WS Ventures Management, L.P. ("WSVM") is the general partner of the WSO Funds. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities of the Company held by the WSO Funds.

CUSIP No. 125137109

(1) Names of Reporting Persons: WS Capital Management, L.P.

I.R.S. Identification Nos. of Above Persons (entities only):

(2)	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a) []	((z) [X]
(3)	SEC Use Only		
(4)	Citizenship or Place of Organi	zat	ion: Texas
Number	of Shares Beneficially Owned		
by E	ach Reporting Person	(5)	Sole Voting Power: 0
		(6)	Shared Voting Power: 0
		(7)	Sole Dispositive Power: 0
		(8)	Shared Dispositive Power: 0
(9)	Aggregate Amount Beneficially 0*	 Own	ed by Each Reporting Person:
(10)	Check Box if the Aggregate A	mou	nt in Row (9) Excludes Certain Share.
(11)	Percent of Class Represented b	у А: 	nount in Row (9): 0.0%*
(12)	Type of Reporting Person:	IA/	PN
240.13d	-3, Walker Smith Capital, L.P.	("W	Date"), for purposes of Reg. Section SC"), Walker Smith Capital (Q.P.), L.P nd, Ltd. ("WS International") and HHM

Investments, L.P. ("HHMI", and together with WSC, WSCQP and WS International, the "WS Funds") owned no securities of CEC Entertainment, Inc. (the "Company"). WS Capital Management, L.P. ("WSC Management") is the general partner of WSC and WSCQP, the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital, and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities of the Company held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund, L.P. ("WSO") and WS Opportunity Fund (Q.P.), L.P. ("WSOQP", and together with WSO, the "WSO Funds") owned no securities of the Company. WS Ventures Management, L.P. ("WSVM") is the general partner of the WSO Funds. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities of the Company held by the WSO Funds.

CUSIP No. 125137109

	Edgar Filing: CEC ENTE	RTA	INMENT INC - Form SC 13G/A	
(1)	Names of Reporting Persons: WSV Management, L.L.C.			
	I.R.S. Identification Nos. of	Abc	ve Persons (entities only):	
(2)	Check the Appropriate Box if	a Me	mber of a Group (See Instructions)	
	(a) []		b) [X]	
(3)	SEC Use Only			
(4)	Citizenship or Place of Organ	izat	ion: Texas	
	of Shares Beneficially Owned Each Reporting Person	(5)	Sole Voting Power:	0*
		(6)	Shared Voting Power:	0*
		(7)	Sole Dispositive Power:	0*
		(8)	Shared Dispositive Power:	 0*
(9)	Aggregate Amount Beneficially 0*	Own	ed by Each Reporting Person:	
(10)	Check Box if the Aggregate . []	Amou	nt in Row (9) Excludes Certain Sł	lares
(11)	Percent of Class Represented	by A	mount in Row (9): 0.0%*	
(12)	Type of Reporting Person: HC/	00		
240.13d ("WSCQP Investm the "WS WS Capi	-3, Walker Smith Capital, L.P. "), Walker Smith Internationa ents, L.P. ("HHMI", and tog Funds") owned no securities o tal Management, L.P. ("WSC Man	("W l Fu ethe f CE agem	Date"), for purposes of Reg. Sec SC"), Walker Smith Capital (Q.P.), nd, Ltd. ("WS International") and r with WSC, WSCQP and WS Internation C Entertainment, Inc. (the "Comparent") is the general partner of WSC or WS International and the invest	L.P. HHMI onal, ny"). C and

WS Funds") owned no securities of CEC Entertainment, Inc. (the "Company"). WS Capital Management, L.P. ("WSC Management") is the general partner of WSC and WSCQP, the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital, and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities of the Company held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund, L.P. ("WSO") and WS Opportunity Fund (Q.P.), L.P. ("WSOQP", and together with WSO, the "WSO Funds") owned no securities of the Company. WS Ventures Management, L.P. ("WSVM") is the general partner of the WSO Funds. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities of the Company held by the WSO Funds.

CUSIP N	0. 125137109		
(1)	Names of Reporting Persons: WS Ventures Management, L.P.		
	I.R.S. Identification Nos. of	Above Persons (entities only):	
(2)	Check the Appropriate Box if a	a Member of a Group (See Instructions)	
	(a) []	(b) [X]	
(3)			
(4)	Citizenship or Place of Organ	zation: Texas	
	of Shares Beneficially Owned ach Reporting Person	(5) Sole Voting Power:	0*
		(6) Shared Voting Power:	0*
		<pre>(7) Sole Dispositive Power:</pre>	0*
		<pre>(8) Shared Dispositive Power: </pre>	0*
(9)	Aggregate Amount Beneficially 0*	Owned by Each Reporting Person:	
(10)	Check Box if the Aggregate A	Amount in Row (9) Excludes Certain Sha	ares
(11)	Percent of Class Represented b	by Amount in Row (9): 0.0%*	

(12) Type of Reporting Person: IA/PN

_____ * As of December 31, 2008 (the "Reporting Date"), for purposes of Reg. Section 240.13d-3, Walker Smith Capital, L.P. ("WSC"), Walker Smith Capital (Q.P.), L.P. ("WSCQP"), Walker Smith International Fund, Ltd. ("WS International") and HHMI Investments, L.P. ("HHMI", and together with WSC, WSCQP and WS International, the "WS Funds") owned no securities of CEC Entertainment, Inc. (the "Company"). WS Capital Management, L.P. ("WSC Management") is the general partner of WSC and WSCQP, the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital, and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities of the Company held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund, L.P. ("WSO") and WS Opportunity Fund (Q.P.), L.P. ("WSOQP", and together with WSO, the "WSO Funds") owned no securities of the Company. WS Ventures Management, L.P. ("WSVM") is the general partner of the WSO Funds. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities of the Company held by the WSO Funds.

CUSIP N	Io. 125137109		
(1)	Names of Reporting Persons:	 Reid	S. Walker
	I.R.S. Identification Nos. of	Abo	ve Persons (entities only):
(2)	Check the Appropriate Box if	 а Ме	mber of a Group (See Instructions)
	(a) []		b) [X]
(3)	SEC Use Only		
(4)	Citizenship or Place of Organ	izat	ion: United States
	c of Shares Beneficially Owned Cach Reporting Person	(5)	Sole Voting Power: 0
		(6)	Shared Voting Power: 0
		(7)	Sole Dispositive Power: 0
		(8)	Shared Dispositive Power: 0
(9)	Aggregate Amount Beneficially 0*	 Own	ed by Each Reporting Person:
(10)	Check Box if the Aggregate . []	Amou	nt in Row (9) Excludes Certain Share
(11)	Percent of Class Represented 1	by A	mount in Row (9): 0.0%*
(12)	Type of Reporting Person:	IN	
240.13d ("WSCQP Investm the "WS WS Capi WSC Capi WSC Man a resul Smith p of the Opportu and tog Venture Managem	A-3, Walker Smith Capital, L.P. P"), Walker Smith Internationa ments, L.P. ("HHMI", and tog of Funds") owned no securities o tal Management, L.P. ("WSC Man- the agent and attorney-in-face of or HHMI. WS Capital, L.L.C. magement. Reid S. Walker and G t, WSC Management, WS Capital possess shared power to vote and Company held by the WS Funds. mity Fund, L.P. ("WSO") and W gether with WSO, the "WSO Funds as Management, L.P. ("WSVM") i ment, L.L.C. ("WSV") is the get	("W l Fu ethe f CE agem t f (" . St (" . St d di In S Op ") s th ener	Date"), for purposes of Reg. Sectio SC"), Walker Smith Capital (Q.P.), L.P nd, Ltd. ("WS International") and HHM r with WSC, WSCQP and WS International C Entertainment, Inc. (the "Company") ent") is the general partner of WSC an or WS International and the investmen WS Capital") is the general partner o acy Smith are members of WS Capital. A nd Messrs. Reid S. Walker and G. Stac rect the disposition of the securitie addition, as of the Reporting Date, W portunity Fund (Q.P.), L.P. ("WSOQP" owned no securities of the Company. W e general partner of the WSO Funds. WS al partner of WSVM. Reid S. Walker, G mbers of WSV. As a result, WSVM, WSV

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and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities of the Company held by the WSO Funds.

CUSIP N	o. 125137109			
(1)	Names of Reporting Persons: G	tacy Smith		
	I.R.S. Identification Nos. of A	ve Persons (e	ntities only):	
(2)	Check the Appropriate Box if a	mber of a Gro	up (See Instructions)	
	(a) []	b) [X]		
(3)	SEC Use Only			
(4)	Citizenship or Place of Organi:	ion: United	States	
	of Shares Beneficially Owned ach Reporting Person	Sole Voting	Power:	0*
		Shared Votin	g Power:	0*
		Sole Disposi	tive Power:	0*
		Shared Dispo	sitive Power:	0*
(9)	Aggregate Amount Beneficially (0*	ed by Each Rep	porting Person:	
(10)	Check Box if the Aggregate Ar	nt in Row (9) Excludes Certain S	Shares
(11)	Percent of Class Represented by	mount in Row	(9): 0.0%*	
(12)	Type of Reporting Person:			
240.13d ("WSCQP Investm the "WS WS Capi WSCQP, manager WSC Man a resul Smith p of the	December 31, 2008 (the "Report: -3, Walker Smith Capital, L.P. "), Walker Smith International ents, L.P. ("HHMI", and toget Funds") owned no securities of tal Management, L.P. ("WSC Manage the agent and attorney-in-fact for HHMI. WS Capital, L.L.C. agement. Reid S. Walker and G. t, WSC Management, WS Capital, ossess shared power to vote and Company held by the WS Funds. In nity Fund, L.P. ("WSO") and WS	SC"), Walker and, Ltd. ("WS r with WSC, Wa C Entertainment ent") is the of or WS Interna WS Capital") acy Smith are nd Messrs. Ro rect the disp addition, as	Smith Capital (Q.P.), International") and SCQP and WS Internation t, Inc. (the "Compa- general partner of WS tional and the invest is the general partr members of WS Capita eid S. Walker and G. position of the secur of the Reporting Dat	L.P. d HHMI onal, any"). SC and stment her of al. As Stacy cities te, WS

and together with WSO, the "WSO Funds") owned no securities of the Company. WS Ventures Management, L.P. ("WSVM") is the general partner of the WSO Funds. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities of the Company held by the WSO Funds.

CUSIP 1	No. 125137109			
(1)	Names of Reporting Persons:	Patrick P. Walke	er	
	I.R.S. Identification Nos.	f Above Persons	(entities only):	
(2)	Check the Appropriate Box i	a Member of a G	roup (See Instruct	ions)
	(a) []	(b) [X]		
(3)	SEC Use Only			
(4)	Citizenship or Place of Org	nization: United	d States	
	r of Shares Beneficially Owne Each Reporting Person	(5) Sole Voting	g Power:	0*
		(6) Shared Vot:	ing Power:	0*
			sitive Power:	0*
			positive Power:	0*
(9)	Aggregate Amount Beneficial 0*	y Owned by Each 1	Reporting Person:	
(10)	Check Box if the Aggregat	Amount in Row	(9) Excludes Cert	ain Shares
(11)	Percent of Class Represente	by Amount in Ro	v (9): 0.0%*	

(12) Type of Reporting Person: IN

* As of December 31, 2008 (the "Reporting Date"), for purposes of Reg. Section 240.13d-3, Walker Smith Capital, L.P. ("WSC"), Walker Smith Capital (Q.P.), L.P. ("WSCQP"), Walker Smith International Fund, Ltd. ("WS International") and HHMI Investments, L.P. ("HHMI", and together with WSC, WSCQP and WS International, the "WS Funds") owned no securities of CEC Entertainment, Inc. (the "Company"). WS Capital Management, L.P. ("WSC Management") is the general partner of WSC and WSCQP, the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital, and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities

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- Item 1(a). Name of Issuer: CEC ENTERTAINMENT, INC.
- Item 1(b). Address of Issuer's Principal Executive Offices: 4441 West Airport Freeway Irving, Texas 75062
- Item 2(a). Name of Person Filing: WS Capital, L.L.C. WS Capital Management, L.P. WSV Management, L.L.C. WS Ventures Management, L.P. Reid S. Walker G. Stacy Smith Patrick P. Walker
- Item 2(c). Citizenship: WS Capital, L.L.C.: Texas WS Capital Management, L.P.: Texas WSV Management, L.L.C.: Texas WS Ventures Management, L.P.: Texas Reid S. Walker: United States G. Stacy Smith: United States Patrick P. Walker: United States
- Item 2(e). CUSIP Number: 125137109
- Item 3. Not Applicable.
- Item 4. Ownership:

(a)	Amount Beneficially Owned:	
	WS Capital, L.L.C.	0 *
	WS Capital Management, L.P.	0 *
	WSV Management, L.L.C.	0 *
	WS Ventures Management, L.P.	0 *
	Reid S. Walker	0 *
	G. Stacy Smith	0 *
	Patrick P. Walker	0 *

(b)		of Class:	
	-	tal, L.L.C.	0.0%*
	-	tal Management, L.P.	0.0%*
		agement, L.L.C.	0.0%*
		ires Management, L.P.	0.0%*
	Reid S.		0.0%*
	G. Stac	•	0.0%*
	Patrick	P. Walker	0.0%*
(c)	Number o	of shares as to which such person has:	
	(i) s	ole power to vote or to direct the vote	e:
	W	S Capital, L.L.C.	0 *
	W	5 Capital Management, L.P.	0 *
	W	SV Management, L.L.C.	0 *
	W	S Ventures Management, L.P.	0 *
	Re	eid S. Walker	0 *
	G	. Stacy Smith	0 *
	Pa	atrick P. Walker	0 *
	(ii) sl	nared power to vote or to direct the vo	ote:
	W	S Capital, L.L.C.	0 *
	W	5 Capital Management, L.P.	0 *
	W	SV Management, L.L.C.	0 *
	W	S Ventures Management, L.P.	0 *
	Re	eid S. Walker	0 *
	G	. Stacy Smith	0 *
	Pa	atrick P. Walker	0 *
	(iii) so	ole power to dispose or to direct the o	disposition of:
	W	S Capital, L.L.C.	0 *
	W	S Capital Management, L.P.	0 *
	W	SV Management, L.L.C.	0 *
	W	6 Ventures Management, L.P.	0 *
	Re	eid S. Walker	0 *
	G	. Stacy Smith	0 *
	Pa	atrick P. Walker	0 *
	(iv) sl	nared power to dispose or to direct the	e disposition of:
	W	S Capital, L.L.C.	0 *
	W	S Capital Management, L.P.	0 *
	W	SV Management, L.L.C.	0 *
	W	S Ventures Management, L.P.	0 *
	Re	eid S. Walker	0 *
	G	. Stacy Smith	0 *
	Pa	atrick P. Walker	0 *
* See footnot	e to cove:	pages.	
Item 5. Owne:	ship of 1	Five Percent or Less of a Class:	

If this statement is being filed to report the fact that as of the date hereof the reporting person ceased to be the beneficial owner of more than five percent of the class of securities, check the following

[X].

- Item 6. Ownership of More than Five Percent on Behalf of Another Person: Not applicable.
- Item 7. Identification and Classification of Subsidiary Which Acquired the Securities:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

February 17, 2009

WS CAPITAL, L.L.C.

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS CAPITAL MANAGEMENT, L.P.

By: WS Capital, L.L.C., its general partner

By: /s/ Reid S. Walker Reid S. Walker, Member

WSV MANAGEMENT, L.L.C.

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS VENTURES MANAGEMENT, L.P.

By: WSV Management, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

/s/ Reid S. Walker ------REID S. WALKER

/s/ G. Stacy Smith

G. STACY SMITH

/s/ Patrick P. Walker

PATRICK P. WALKER

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them a Statement on Schedule 13G (including amendments thereto) with regard to the common stock of CEC ENTERTAINMENT, INC. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, hereby execute this Joint Filing Agreement as of February 17, 2009.

WS CAPITAL, L.L.C.

By: /s/ Reid S. Walker Reid S. Walker, Member

WS CAPITAL MANAGEMENT, L.P.

By: WS Capital, L.L.C., its general partner

By: /s/ Reid S. Walker
Reid S. Walker, Member
WSV MANAGEMENT, L.L.C.
By: /s/ Reid S. Walker
Reid S. Walker, Member
WS VENTURES MANAGEMENT, L.P.
By: WSV Management, L.L.C., its general partner
By: /s/ Reid S. Walker
Reid S. Walker, Member
/s/ Reid S. Walker
REID S. WALKER
/s/ G. Stacy Smith
G. STACY SMITH

/s/ Patrick P. Walker
PATRICK P. WALKER