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American Reprographics CO  
Form SC 13D/A  
October 09, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
Amendment No. 1

AMERICAN REPROGRAPHICS CO.

-----  
(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

-----  
(Title of Class of Securities)

029263100

-----  
(CUSIP Number)

Gregory D. Hitchan  
Blum Capital Partners, L.P.  
909 Montgomery Street, Suite 400  
San Francisco, CA 94133  
(415) 434-1111

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

October 7, 2009

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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\* \* \* \* \*

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1. NAME OF REPORTING PERSON BLUM CAPITAL PARTNERS, L.P.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 94-3205364

---

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

---

3. SEC USE ONLY

---

4. SOURCE OF FUNDS\* See Item 3

---

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

---

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

---

7. SOLE VOTING POWER -0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
PERSON WITH

8. SHARED VOTING POWER 3,622,728\*\*

---

9. SOLE DISPOSITIVE POWER -0-

---

10. SHARED DISPOSITIVE POWER 3,622,728\*\*

---

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,622,728\*\*

---

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

---

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.0%\*\*

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14. TYPE OF REPORTING PERSON PN, IA

\*\* See Item 5

\* \* \* \* \*

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1. NAME OF REPORTING PERSON RICHARD C. BLUM & ASSOCIATES, INC.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 94-2967812

---

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

---

3. SEC USE ONLY

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-----

4. SOURCE OF FUNDS\* See Item 3

-----

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

-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

-----

7. SOLE VOTING POWER -0-

-----

|   |  |                              |             |
|---|--|------------------------------|-------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>PERSON WITH |  | 8. SHARED VOTING POWER       | 3,622,728** |
|   |  | 9. SOLE DISPOSITIVE POWER    | -0-         |
|   |  | 10. SHARED DISPOSITIVE POWER | 3,622,728** |

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,622,728\*\*

-----

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

-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.0%\*\*

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14. TYPE OF REPORTING PERSON CO

-----

\*\* See Item 5

\* \* \* \* \*

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1. NAME OF REPORTING PERSON BLUM STRATEGIC GP III, L.L.C.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 04-3809436

-----

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

-----

3. SEC USE ONLY

-----

4. SOURCE OF FUNDS\* See Item 3

-----

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

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6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

-----  
 7. SOLE VOTING POWER -0-  
 -----  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PERSON WITH  
 8. SHARED VOTING POWER 3,622,728\*\*  
 -----  
 9. SOLE DISPOSITIVE POWER -0-  
 -----  
 10. SHARED DISPOSITIVE POWER 3,622,728\*\*  
 -----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,622,728\*\*

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.0%\*\*

14. TYPE OF REPORTING PERSON OO (Limited Liability Company)

\*\* See Item 5

\* \* \* \* \*

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-----  
 1. NAME OF REPORTING PERSON BLUM STRATEGIC GP III, L.P.  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 02-0742606  
 -----

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\* See Item 3

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

-----  
 7. SOLE VOTING POWER -0-  
 -----  
 NUMBER OF SHARES BENEFICIALLY  
 8. SHARED VOTING POWER 3,622,728\*\*  
 -----

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OWNED BY EACH PERSON WITH -----  
 9. SOLE DISPOSITIVE POWER -0-  
 -----  
 10. SHARED DISPOSITIVE POWER 3,622,728\*\*  
 -----  
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,622,728\*\*  
 -----  
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]  
 -----  
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.0%\*\*  
 -----  
 14. TYPE OF REPORTING PERSON PN  
 -----

\*\* See Item 5

\* \* \* \* \*

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-----  
 1. NAME OF REPORTING PERSON BLUM STRATEGIC GP IV, L.L.C.  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 26-0588693  
 -----  
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x]  
 (b) [x]  
 -----  
 3. SEC USE ONLY  
 -----  
 4. SOURCE OF FUNDS\* See Item 3  
 -----  
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]  
 -----  
 6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  
 -----  
 7. SOLE VOTING POWER -0-  
 -----  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PERSON WITH -----  
 8. SHARED VOTING POWER 3,622,728\*\*  
 -----  
 9. SOLE DISPOSITIVE POWER -0-  
 -----  
 10. SHARED DISPOSITIVE POWER 3,622,728\*\*  
 -----  
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,622,728\*\*  
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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) 8.0%\*\*  
 -----

14. TYPE OF REPORTING PERSON OO (Limited Liability Company)  
 -----

\*\* See Item 5

\* \* \* \* \*

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-----  
 1. NAME OF REPORTING PERSON BLUM STRATEGIC GP IV, L.P.  
 -----

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 26-0588732  
 -----

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

3. SEC USE ONLY  
 -----

4. SOURCE OF FUNDS\* See Item 3  
 -----

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

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

7. SOLE VOTING POWER -0-  
 -----

NUMBER OF SHARES 8. SHARED VOTING POWER 3,622,728\*\*  
 -----

BENEFICIALLY OWNED BY EACH PERSON WITH 9. SOLE DISPOSITIVE POWER -0-  
 -----

10. SHARED DISPOSITIVE POWER 3,622,728\*\*  
 -----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,622,728\*\*  
 -----

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.0%\*\*  
 -----

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14. TYPE OF REPORTING PERSON

PN

-----  
\*\* See Item 5

\* \* \* \* \*

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Item 1. Security and Issuer  
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This Amendment No. 1 amends the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission") on September 8, 2009 by Blum Capital Partners, L.P., a California limited partnership, ("Blum LP"); Richard C. Blum & Associates, Inc., a California corporation ("RCBA Inc."); Blum Strategic GP III, L.L.C., a Delaware limited liability company ("Blum GP III"); Blum Strategic GP III, L.P., a Delaware limited partnership ("Blum GP III LP"); Blum Strategic GP IV, L.L.C., a Delaware limited liability company ("Blum GP IV"); and Blum Strategic GP IV, L.P., a Delaware limited partnership ("Blum GP IV LP") (collectively, the "Reporting Persons").

This amendment relates to shares of common stock, \$0.01 par value per share (the "Common Stock") of American Reprographics Co., a Delaware corporation (the "Issuer"). The principal executive office and mailing address of the Issuer is 1981 N. Broadway, Suite 385, Walnut Creek, CA 94596.

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

Item 2. Identity and Background  
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Item 2 is hereby amended and restated in its entirety as follows:

This Schedule 13D is being filed by Blum Capital Partners, L.P., a California limited partnership, ("Blum LP"); Richard C. Blum & Associates, Inc., a California corporation ("RCBA Inc."); Blum Strategic GP III, L.L.C., a Delaware limited liability company ("Blum GP III"); Blum Strategic GP III, L.P., a Delaware limited partnership ("Blum GP III LP"); Blum Strategic GP IV, L.L.C., a Delaware limited liability company ("Blum GP IV"); and Blum Strategic GP IV, L.P., a Delaware limited partnership ("Blum GP IV LP"); (collectively, the "Reporting Persons").

Blum LP is a California limited partnership whose principal business is acting as general partner for investment partnerships and providing investment advisory services. Blum LP is an investment advisor registered with the Securities and Exchange Commission. The sole general partner of Blum LP is RCBA Inc.

\* \* \* \* \*

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The principal business office address of Blum LP and RCBA Inc. is 909 Montgomery Street, Suite 400, San Francisco, California 94133. The names of the executive officers and directors of RCBA Inc., their addresses, citizenship and principal occupations are as follows:

| Name and Office Held   | Business Address   | Citizenship       | Principal Occupation or Employment  |
|--|--|-------------------|---|
| Richard C. Blum<br>President,<br>Chairman & Director   | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | President & Chairman,<br>Blum LP  |
| Nils Colin Lind<br>Managing Partner<br>& Director  | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA and<br>Norway | Managing Partner,<br>Blum LP  |
| Gregory L. Jackson<br>Partner  | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | Partner,<br>Blum LP   |
| John H. Park<br>Partner  | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | Partner,<br>Blum LP   |
| Arthur C. Young<br>Partner   | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | Partner,<br>Blum LP   |
| Douglas J. Dossey<br>Partner   | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | Partner,<br>Blum LP   |
| Gregory D. Hitchan<br>Partner, Chief<br>Operating Officer,<br>General Counsel and<br>Secretary | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | Partner, Chief<br>Operating Officer,<br>General Counsel and<br>Secretary, Blum LP |
| David H.S. Chung<br>Partner  | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | Partner,<br>Blum LP   |

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| Name and Office Held        | Business Address   | Citizenship | Principal Occupation or Employment |
|-----------------------------|--|-------------|------------------------------------|
| Nadine F. Terman<br>Partner | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA         | Partner,<br>Blum LP                |



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|   |  |     |  |
|---|--|-----|--|
| Jane J. Su<br>Partner   | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP                              |
| Marc T. Scholvinck<br>Partner, Chief<br>Financial Officer,<br>Assistant Secretary<br>& Director | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner & Chief<br>Financial Officer,<br>Blum LP |

Blum GP III is a Delaware limited liability company whose principal business is acting as the general partner of Blum GP III LP, a Delaware limited partnership, whose principal business is acting as the general partner of Blum Strategic Partners III, L.P. ("Blum Strategic III"), whose principal office is 909 Montgomery Street, Suite 400, San Francisco, California 94133.

The principal business office address of Blum GP III and Blum GP III LP is 909 Montgomery Street, Suite 400, San Francisco, California 94133. The names of the managing members and members of Blum GP III, their addresses, citizenship and principal occupations are as follows:

| Name and<br>Office Held               | Business<br>Address  | Citizen-<br>ship  | Principal Occupation<br>or Employment |
|---------------------------------------|--|-------------------|---------------------------------------|
| -----                                 | -----  | -----             | -----                                 |
| Richard C. Blum<br>Managing Member    | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | President & Chairman,<br>Blum LP      |
| Nils Colin Lind<br>Managing Member    | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA and<br>Norway | Managing Partner,<br>Blum LP          |
| Gregory L. Jackson<br>Managing Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | Partner,<br>Blum LP                   |

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| Name and<br>Office Held         | Business<br>Address  | Citizen-<br>ship | Principal Occupation<br>or Employment |
|---------------------------------|--|------------------|---------------------------------------|
| -----                           | -----  | -----            | -----                                 |
| John H. Park<br>Managing Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA              | Partner,<br>Blum LP                   |
| Arthur C. Young<br>Member       | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA              | Partner,<br>Blum LP                   |
| Douglas J. Dossey<br>Member     | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA              | Partner,<br>Blum LP                   |

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|                                       |  |     |   |
|---------------------------------------|--|-----|---|
| Gregory D. Hitchan<br>Managing Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner, Chief<br>Operating Officer,<br>General Counsel and<br>Secretary, Blum LP |
| David H.S. Chung<br>Member            | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Nadine F. Terman<br>Member            | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Jane J. Su<br>Member                  | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Marc T. Scholvinck<br>Member          | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner & Chief<br>Financial Officer,<br>Blum LP                                  |

Blum GP IV is a Delaware limited liability company whose principal business is acting as the general partner of Blum GP IV LP, a Delaware limited partnership, whose principal business is acting as the general partner of Blum Strategic Partners IV, L.P. ("Blum Strategic IV"), whose principal office is 909 Montgomery Street, Suite 400, San Francisco, California 94133.

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The principal business office address of Blum GP IV and Blum GP IV LP is 909 Montgomery Street, Suite 400, San Francisco, California 94133. The names of the managing members and members of Blum GP IV, their addresses, citizenship and principal occupations are as follows:

| Name and<br>Office Held               | Business<br>Address  | Citizen-<br>ship  | Principal Occupation<br>or Employment |
|---------------------------------------|--|-------------------|---------------------------------------|
| -----                                 | -----  | -----             | -----                                 |
| Richard C. Blum<br>Managing Member    | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | President & Chairman,<br>Blum LP      |
| Nils Colin Lind<br>Managing Member    | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA and<br>Norway | Managing Partner,<br>Blum LP          |
| Gregory L. Jackson<br>Managing Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | Partner,<br>Blum LP                   |
| John H. Park<br>Managing Member       | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA               | Partner,<br>Blum LP                   |

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|                                       |  |     |   |
|---------------------------------------|--|-----|---|
| Arthur C. Young<br>Member             | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Douglas J. Dossey<br>Member           | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |
| Gregory D. Hitchan<br>Managing Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner, Chief<br>Operating Officer,<br>General Counsel and<br>Secretary, Blum LP |
| David H.S. Chung<br>Member            | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA | Partner,<br>Blum LP   |

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| Name and<br>Office Held      | Business<br>Address  | Citizen-<br>ship | Principal Occupation<br>or Employment            |
|------------------------------|--|------------------|--|
| -----                        | -----  | -----            | -----  |
| Nadine F. Terman<br>Member   | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA              | Partner,<br>Blum LP                              |
| Jane J. Su<br>Member         | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA              | Partner,<br>Blum LP                              |
| Marc T. Scholvinck<br>Member | 909 Montgomery St.<br>Suite 400<br>San Francisco, CA 94133 | USA              | Partner & Chief<br>Financial Officer,<br>Blum LP |

To the best knowledge of the Reporting Persons, none of the entities or persons identified in this Item 2 has, during the past five years, been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors), nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Considerations

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There have been no changes to Item 3 since the initial Schedule 13D filed on September 8, 2009.

Item 4. Purpose of Transaction

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There have been no changes to Item 4 since the initial Schedule 13D filed on September 8, 2009.

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Item 5. Interest in Securities of the Issuer  
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(a), (b) According to the Issuer's 10Q filed with the Securities and Exchange Commission on August 7, 2009, there were 45,300,200 shares of Common Stock issued and outstanding as of August 6, 2009. Based on such information, after taking into account the transactions described in Item 5(c) below, the Reporting Persons report beneficial ownership of the following shares of Common Stock: (i) 940,327 shares of Common Stock held by Blum LP and RCBA Inc. on behalf of the limited partnerships for which Blum LP serves as the general partner, which represents 2.1% of the outstanding shares of the Common Stock; (ii) 1,139,701 shares of the Common Stock held by Blum GP III which serves as general partner of Blum GP III LP which, in turn, serves as the general partner of Blum Strategic III, which represents 2.5% of the outstanding shares of the Common Stock; (iii) 1,481,700 shares of the Common Stock held by Blum GP IV, which serves as general partner of Blum GP IV LP which, in turn, serves as the general partner of Blum Strategic IV, which represents 3.3% of the outstanding shares of the Common Stock; and (iv) 30,500 shares of the Common Stock that are legally owned by The Nuclear Decommissioning Trust of Dominion Nuclear Connecticut, Inc. ("Dominion Connecticut"), which represents 0.1% of the outstanding shares of the Common Stock and 30,500 shares of the Common Stock that are legally owned by Virginia Electric and Power Company Qualified Nuclear Decommissioning Trust ("Virginia Electric"), which represents 0.1% of the outstanding shares of the Common Stock (collectively, the "Investment Advisory Clients"), with respect to which Blum LP has voting and investment power. Each Investment Advisory Client has entered into an investment management agreement with Blum LP, but neither Investment Advisory Client has any contract, arrangement or understanding with the other Investment Advisory Client, or any other Reporting Person, with respect to the acquisition, ownership, disposition or voting of any shares of the Common Stock. Each Investment Advisory Client disclaims membership in a group with any Reporting Person or with the other Investment Advisory Client, and each disclaims beneficial ownership of any shares beneficially owned by the Reporting Persons other than for their own account.

Voting and investment power concerning the above shares are held solely by Blum LP, Blum GP III, and Blum GP IV. The Reporting Persons therefore may be deemed to be members in a group, in which case the group would be deemed to have beneficial ownership of an aggregate of 3,622,728 shares of the Common Stock, which is 8.0% of the outstanding Common Stock. As the sole general partner of Blum LP, RCBA Inc. is deemed the beneficial owner of the securities over which Blum LP has voting and investment power. The filing of this Schedule shall not be construed as an admission that any of the shareholders, directors or executive officers of RCBA Inc. or the managing members and members of Blum GP III, Blum GP III LP, Blum GP IV, and Blum GP IV LP, is, for any purpose, the beneficial owner of any of the securities that are beneficially owned by RCBA Inc., Blum GP III LP, Blum GP III, Blum GP IV or Blum GP IV LP.

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c) Since the last Schedule 13D filed on September 8, 2009, the Reporting Persons have purchased the following number of shares of Common Stock in the open market:

| Entity   | Trade Date | Shares  | Price/Share |
|--|------------|---------|-------------|
| Investment partnerships for which Blum LP serves as the general partner. | 09-08-2009 | 11,100  | 8.6903      |
|  | 09-09-2009 | 2,100   | 8.9740      |
|  | 09-10-2009 | 600     | 9.1969      |
|  | 09-11-2009 | 1,300   | 9.3017      |
|  | 09-14-2009 | 300     | 9.2500      |
|  | 09-15-2009 | 1,400   | 9.3100      |
|  | 09-25-2009 | 10,600  | 9.1471      |
|  | 09-28-2009 | 500     | 9.1000      |
|  | 09-30-2009 | 6,000   | 9.1850      |
|  | 10-01-2009 | 800     | 9.3100      |
|  | 10-02-2009 | 1,200   | 9.3084      |
|  | 10-06-2009 | 27,500  | 8.0937      |
|  | 10-06-2009 | 8,700   | 8.2162      |
|  | 10-07-2009 | 197,900 | 7.6528      |

| Entity  | Trade Date | Shares | Price/Share |
|---|------------|--------|-------------|
| For Blum Strategic III for which Blum GP III LP serves as the general partner and for Blum GP III which serves as the general partner for Blum GP III LP. | 09-08-2009 | 2,200  | 8.6903      |
|   | 09-09-2009 | 391    | 8.9740      |
|   | 09-10-2009 | 100    | 9.1969      |
|   | 09-11-2009 | 300    | 9.3017      |
|   | 09-14-2009 | 112    | 9.2500      |
|   | 09-15-2009 | 325    | 9.3100      |
|   | 09-25-2009 | 2,000  | 9.1471      |
|   | 09-28-2009 | 100    | 9.1000      |
|   | 09-30-2009 | 1,099  | 9.1850      |
|   | 10-01-2009 | 200    | 9.3100      |
|   | 10-02-2009 | 300    | 9.3084      |
|   | 10-06-2009 | 5,864  | 8.0937      |
|   | 10-06-2009 | 1,900  | 8.2162      |
|   | 10-07-2009 | 40,800 | 7.6528      |

\* \* \* \* \*

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| Entity   | Trade Date | Shares | Price/Share |
|--|------------|--------|-------------|
| For Blum Strategic IV for which Blum GP IV LP serves as the general partner and for Blum GP IV which serves as the general | 09-08-2009 | 12,200 | 8.6903      |
|  | 09-09-2009 | 2,400  | 8.9740      |
|  | 09-10-2009 | 600    | 9.1969      |
|  | 09-11-2009 | 1,400  | 9.3017      |
|  | 09-14-2009 | 300    | 9.2500      |

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|                            |            |         |        |
|----------------------------|------------|---------|--------|
| partner for Blum GP IV LP. | 09-15-2009 | 1,600   | 9.3100 |
|                            | 09-18-2009 | 100     | 9.3000 |
|                            | 09-25-2009 | 11,700  | 9.1471 |
|                            | 09-28-2009 | 700     | 9.1000 |
|                            | 09-30-2009 | 6,400   | 9.1850 |
|                            | 10-01-2009 | 1,000   | 9.3100 |
|                            | 10-02-2009 | 1,300   | 9.3084 |
|                            | 10-06-2009 | 29,200  | 8.0937 |
|                            | 10-06-2009 | 9,400   | 8.2162 |
|                            | 10-07-2009 | 211,400 | 7.6528 |

(d) Not applicable.

(e) Not applicable.

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

-----  
 There have been no changes to Item 6 since the initial Schedule 13D filed on September 8, 2009.

Item 7. Material to be Filed as Exhibits

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 Exhibit A - Joint Filing Undertaking

\* \* \* \* \*

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SCHEDULE 13D

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SIGNATURES

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

Dated: October 9, 2009

RICHARD C. BLUM & ASSOCIATES, INC.

BLUM CAPITAL PARTNERS, L.P.

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

By: /s/ Gregory D. Hitchan

By: /s/ Gregory D. Hitchan

-----  
 Gregory D. Hitchan  
 Partner, Chief Operating Officer,  
 General Counsel and Secretary

-----  
 Gregory D. Hitchan  
 Partner, Chief Operating Officer,  
 General Counsel and Secretary

BLUM STRATEGIC GP III, L.L.C.

BLUM STRATEGIC GP III, L.P.

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

By: /s/ Gregory D. Hitchan

By: /s/ Gregory D. Hitchan

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Gregory D. Hitchan  
Managing Member

Gregory D. Hitchan  
Managing Member

BLUM STRATEGIC GP IV, L.L.C.

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

By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan  
Managing Member

By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan  
Managing Member

\* \* \* \* \*

CUSIP NO. 029263100

SCHEDULE 13D

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Exhibit A  
JOINT FILING UNDERTAKING

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Dated: October 9, 2009

RICHARD C. BLUM & ASSOCIATES, INC.

BLUM CAPITAL PARTNERS, L.P.  
By: Richard C. Blum & Associates, Inc.  
its General Partner

By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan  
Partner, Chief Operating Officer,  
General Counsel and Secretary

By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan  
Partner, Chief Operating Officer,  
General Counsel and Secretary

BLUM STRATEGIC GP III, L.L.C.

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

By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan  
Managing Member

By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan  
Managing Member

BLUM STRATEGIC GP IV, L.L.C.

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

By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan

By: /s/ Gregory D. Hitchan  
-----  
Gregory D. Hitchan

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Managing Member

Managing Member