CAREER EDUCATION CORP Form SC 13D/A June 21, 2013

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

SCHEDULE 13D (Amendment No. 16)

Under the Securities Exchange Act of 1934

CAREER EDUCATION CORPORATION

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

141665109

(CUSIP Number)

Gwen G. Reinke 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)

June 19, 2013

(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).

Page 1 of 13

* * * * *

1. NAME OF REPOR	TING PERSON	BLUM CAPITAL	PARTNERS, L.P.
I.R.S. IDENTIF	ICATION NO. OF ABOVE PERSON	(ENTITIES ONLY)	94-3205364
2. CHECK THE APP	ROPRIATE BOX IF A MEMBER OF		(a) [x] (b) [x]
3. SEC USE ONLY			
4. SOURCE OF FUN	DS*		See Item 3
	DISCLOSURE OF LEGAL PROCEED:	INGS IS REQUIRED	[]
6. CITIZENSHIP O	R PLACE OF ORGANIZATION		California
	7. SOLE VOTING POWER		-0-
BENEFICIALLY	8. SHARED VOTING POWER		9,003,834**
OWNED BY EACH PERSON WITH	9. SOLE DISPOSITIVE POWER		-0-
 11. AGGREGATE AMO	10. SHARED DISPOSITIVE POWNED BY EAR		9,003,834**
	10. SHARED DISPOSITIVE POWER TO THE AGGREGATE AMOUNT IN ROW	WER	9,003,834**
12. CHECK BOX IF CERTAIN SHARE	10. SHARED DISPOSITIVE POWER TO THE AGGREGATE AMOUNT IN ROW S	WER ACH REPORTING PER. (11) EXCLUDES	9,003,834** son 9,003,834**
12. CHECK BOX IF CERTAIN SHARE 13. PERCENT OF CL	10. SHARED DISPOSITIVE POWNED BY EXAMPLE AGGREGATE AMOUNT IN ROW S ASS REPRESENTED BY AMOUNT IN	WER ACH REPORTING PER. (11) EXCLUDES	9,003,834** SON 9,003,834**
12. CHECK BOX IF CERTAIN SHARE	10. SHARED DISPOSITIVE POWNED BY EXAMPLE AGGREGATE AMOUNT IN ROW S ASS REPRESENTED BY AMOUNT IN	WER ACH REPORTING PER. (11) EXCLUDES	9,003,834** SON 9,003,834** [] 13.4%**
12. CHECK BOX IF CERTAIN SHARE 13. PERCENT OF CL 14. TYPE OF REPOR	10. SHARED DISPOSITIVE POWNED BY EXAMPLE AGGREGATE AMOUNT IN ROW S ASS REPRESENTED BY AMOUNT IN	WER ACH REPORTING PER. (11) EXCLUDES	9,003,834** SON 9,003,834** [] 13.4%**
12. CHECK BOX IF CERTAIN SHARE 13. PERCENT OF CL 14. TYPE OF REPOR ** See Item 5	10. SHARED DISPOSITIVE PON	WER ACH REPORTING PER (11) EXCLUDES N ROW (11)	9,003,834** SON 9,003,834** [] 13.4***
12. CHECK BOX IF CERTAIN SHARE 13. PERCENT OF CL 14. TYPE OF REPOR ** See Item 5	10. SHARED DISPOSITIVE PON	WER ACH REPORTING PER. (11) EXCLUDES N ROW (11)	9,003,834** SON 9,003,834** [] 13.4%** PN, IA
12. CHECK BOX IF CERTAIN SHARE 13. PERCENT OF CL 14. TYPE OF REPOR ** See Item 5 CUSIP NO. 14166510 1. NAME OF REPOR	10. SHARED DISPOSITIVE PON	WER ACH REPORTING PER. (11) EXCLUDES N ROW (11) CHARD C. BLUM & A. (ENTITIES ONLY)	9,003,834** SON 9,003,834** [] 13.4%** PN, IA Page 3 of 13 SSOCIATES, INC. 94-2967812
12. CHECK BOX IF CERTAIN SHARE 13. PERCENT OF CL 14. TYPE OF REPOR ** See Item 5 CUSIP NO. 14166510 1. NAME OF REPOR I.R.S. IDENTIF 2. CHECK THE APP	10. SHARED DISPOSITIVE PONDUMENT OF THE AGGREGATE AMOUNT IN ROW SASS REPRESENTED BY AMOUNT IN TIME PERSON * * * * * * 9 SCHEDULE 13D TING PERSON RIGHT	WER ACH REPORTING PER. (11) EXCLUDES N ROW (11) CHARD C. BLUM & A. (ENTITIES ONLY) A GROUP*	9,003,834** SON 9,003,834** [] 13.4%** PN, IA Page 3 of 13 SSOCIATES, INC. 94-2967812 (a) [x] (b) [x]

4.	SOURCE OF FUND	 S*	See Item 3
	CHECK BOX IF D	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED CEMS 2(d) or 2(e)	[]
		PLACE OF ORGANIZATION	California
		7. SOLE VOTING POWER	-0-
S	ENEFICIALLY	8. SHARED VOTING POWER	9,003,834**
	WNED BY EACH ERSON WITH	9. SOLE DISPOSITIVE POWER	-0-
		10. SHARED DISPOSITIVE POWER	9,003,834**
11.		UNT BENEFICIALLY OWNED BY EACH REPORTING PERS	
12.	CHECK BOX IF T		[]
		ASS REPRESENTED BY AMOUNT IN ROW (11)	13.4%**
14.	TYPE OF REPORT	ING PERSON	CC
 ** S	ee Item 5		
		* * * *	
CUSI	P NO. 141665109	SCHEDULE 13D	Page 4 of 13
1.	NAME OF REPORT	TING PERSON BLUM STRATEGIC	
	I.R.S. IDENTIFI	CATION NO. OF ABOVE PERSON (ENTITIES ONLY)	04-3809436
2.		ROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [x] (b) [x]
3.	SEC USE ONLY		
	SOURCE OF FUND	 0S*	See Item 3
5.		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED CEMS 2(d) or 2(e)	
6.	CITIZENSHIP OF	R PLACE OF ORGANIZATION	Delaware

	7. SOLE VOTING POWER	-0-
NUMBER OF SHARES	8. SHARED VOTING POWER	9,003,834**
BENEFICIALLY OWNED BY EACH PERSON WITH	9. SOLE DISPOSITIVE POWER	-0-
	10. SHARED DISPOSITIVE POWER	9,003,834**
	JNT BENEFICIALLY OWNED BY EACH REPORTING PERS	ON 9,003,834**
 12. CHECK BOX IF CERTAIN SHARE	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES	
	LASS REPRESENTED BY AMOUNT IN ROW (11)	13.4%**
14. TYPE OF REPOR	RTING PERSON OO (Limited Lia	bility Company)
** See Item 5		
	* * * *	
CUSIP NO. 14166510	99 SCHEDULE 13D	Page 5 of 13
CUSIP NO. 14166510		
1. NAME OF REPOR		IC GP III, L.P.
1. NAME OF REPOR	RTING PERSON BLUM STRATEG	IC GP III, L.P.
1. NAME OF REPOR	RTING PERSON BLUM STRATEG	IC GP III, L.P. 02-0742606 (a) [x]
1. NAME OF REPORT I.R.S. IDENTIE	RTING PERSON BLUM STRATEG FICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	O2-0742606 (a) [x] (b) [x]
1. NAME OF REPORT I.R.S. IDENTIFE 2. CHECK THE APPROXIMATE APPROXI	RTING PERSON BLUM STRATEG FICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	O2-0742606 (a) [x] (b) [x] See Item 3
1. NAME OF REPORT I.R.S. IDENTIFE 2. CHECK THE APPROACH ASSET OF T	PROPRIATE BOX IF A MEMBER OF A GROUP* DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	O2-0742606 (a) [x] (b) [x] See Item 3
1. NAME OF REPORT I.R.S. IDENTIFE 2. CHECK THE APPROACH ASSET OF FURTHER SOURCE OF FURTHER SOURCE OF FURSUANT TO 10 6. CITIZENSHIP OF THE SOURCE OF THE PURSUANT TO 10	PROPRIATE BOX IF A MEMBER OF A GROUP* DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ITEMS 2(d) or 2(e)	O2-0742606 (a) [x] (b) [x] See Item 3

		10.	SHARED	DISPOSITIV	E POWER		9,003,834	**
 1. AGGR	 EGATE AMOU	JNT BE	 NEFICIAI	LLY OWNED B	Y EACH REP	ORTING PERS	ON 9,003,834	**
2. CHE		THE A	GGREGATI	E AMOUNT IN	ROW (11)			[
3. PER	CENT OF CI			TED BY AMOU		(11)	13.4	
4. TYP	E OF REPOF	RTING						P1
* See I								
				* * * *	*			
USIP NO	. 14166510	9		SCHEDULE 1	3D		Page 6 of	13
1. NAM	E OF REPOF	RTING :	PERSON		BLUM ST	RATEGIC PAR	TNERS III, 1	.P
1. NAM	E OF REPOF	RTING :	PERSON		BLUM ST		TNERS III, 1	.P.
1. NAM	E OF REPORS. IDENTIF	RTING : FICATI PROPRI	PERSON ON NO. (ATE BOX	OF ABOVE PE IF A MEMBE	BLUM ST RSON (ENTI R OF A GRO	TRATEGIC PARTIES ONLY)	04-3809 (a) (b)	438 [x]
1. NAM I.R. 2. CHE	E OF REPORS. IDENTIF	RTING : FICATI PROPRI	PERSON ON NO. (ATE BOX	OF ABOVE PE IF A MEMBE	BLUM ST RSON (ENTI R OF A GRO	RATEGIC PAR	04-3809 (a) (b)	438 [x]
1. NAM I.R. 2. CHE	E OF REPOR S. IDENTIF CK THE APF USE ONLY	RTING :	PERSON ON NO. (ATE BOX	OF ABOVE PE IF A MEMBE	BLUM ST RSON (ENTI R OF A GRO	TRATEGIC PARTIES ONLY)	04-3809 (a) (b)	(x) (x)
1. NAM I.R. 2. CHE 3. SEC 4. SOU	E OF REPOR S. IDENTIF CK THE APF USE ONLY RCE OF FUN CK BOX IF SUANT TO I	PROPRI. DISCL	PERSON ON NO. (ATE BOX OSURE OF 2 (d) or	OF ABOVE PE IF A MEMBE F LEGAL PRO	BLUM ST RSON (ENTI R OF A GRO	RATEGIC PAR' TIES ONLY)	04-3809 (a) (b) See Ite	[x]
1. NAM I.R. 2. CHE 3. SEC 4. SOU	E OF REPORE S. IDENTIF CK THE APF USE ONLY RCE OF FUN CK BOX IF SUANT TO I	PROPRI	PERSON ON NO. (ATE BOX OSURE OF	OF ABOVE PE IF A MEMBE F LEGAL PRO	BLUM ST RSON (ENTI R OF A GRC CEEDINGS I	TIES ONLY) TUP*	04-3809 (a) (b) See Ite	[x] [x] [x] [x]
1. NAM I.R. 2. CHE 3. SEC 4. SOU	E OF REPORE S. IDENTIF CK THE APF USE ONLY RCE OF FUN CK BOX IF SUANT TO I	PROPRI	PERSON ON NO. (ATE BOX OSURE OF 2 (d) or CE OF OF	OF ABOVE PE IF A MEMBE F LEGAL PRO 2 (e) RGANIZATION	BLUM ST	RATEGIC PAR' TIES ONLY)	TNERS III, 1 04-3809 (a) (b) See Ite	[x]
1. NAM I.R. 2. CHE 3. SEC 4. SOU 5. CHE PUR 6. CIT NUMBE SHARE BENEF	E OF REPORE S. IDENTIF CK THE APF USE ONLY RCE OF FUN CK BOX IF SUANT TO I IZENSHIP C	PROPRISE PROPRISE DISCLUTEMS OR PLA 7.	PERSON ON NO. (ATE BOX OSURE OH 2 (d) or CE OF OH SOLE V(OF ABOVE PE IF A MEMBE F LEGAL PRO 2(e) RGANIZATION OTING POWER	BLUM ST RSON (ENTI R OF A GRO CEEDINGS I	TIES ONLY) DUP* S REQUIRED	04-3809 (a) (b) See Ite	438 [x]
1. NAM I.R. 2. CHE 3. SEC 4. SOU 5. CHE PUR 6. CIT NUMBE SHARE BENEF OWNED	E OF REPOR S. IDENTIF CK THE APF USE ONLY RCE OF FUN CK BOX IF SUANT TO I IZENSHIP C R OF S ICIALLY BY EACH	PROPRISE DISCLUTEMS OR PLA 7. 8.	PERSON ON NO. (ATE BOX OSURE OH 2 (d) or CE OF OH SOLE V(OF ABOVE PE IF A MEMBE F LEGAL PRO 2(e) RGANIZATION OTING POWER	BLUM ST RSON (ENTI R OF A GRO CEEDINGS I ER	RATEGIC PAR' TIES ONLY) OUP* S REQUIRED	04-3809 (a) (b) See Ite	438 [x]

12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	13.4%**
	TYPE OF REPORTING PERSON	PN
 ** S	ee Item 5	
	* * * *	
CUSI	P NO. 141665109 SCHEDULE 13D	Page 7 of 13
1.	NAME OF REPORTING PERSON BLUM STRATEGIC	GP IV, L.L.C.
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
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
	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-
S B	UMBER OF	9,003,834**
	WNED BY EACH ERSON WITH 9. SOLE DISPOSITIVE POWER	-0-
	10. SHARED DISPOSITIVE POWER	9,003,834**
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	9,003,834**
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	13.4%**
	TYPE OF REPORTING PERSON OO (Limited Liabi	

._____

** See Item 5 * * * * * CUSIP NO. 141665109 SCHEDULE 13D Page 8 of 13 _____ BLUM STRATEGIC GP IV, L.P. 1. NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) _____ 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 SOLE VOTING POWER NUMBER OF _____ 8. SHARED VOTING POWER 9,003,834** SHARES BENEFICIALLY OWNED BY EACH -----9. SOLE DISPOSITIVE POWER PERSON WITH 10. SHARED DISPOSITIVE POWER 9,003,834** 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,003,834** 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ______ 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) ______ 14. TYPE OF REPORTING PERSON PΝ ._____ ** See Item 5

* * * * *

CUSIP NO. 14166510	9	SCHEDULE 13D		Page 9 of 13
1. NAME OF REPOR	TING PERSON		BLUM STRATEGIC F	PARTNERS IV, L.P.
I.R.S. IDENTIF	ICATION NO.	OF ABOVE PERSO	N (ENTITIES ONLY)	26-0588744
2. CHECK THE APP				(a) [x] (b) [x]
3. SEC USE ONLY				
4. SOURCE OF FUN				See Item 3
5. CHECK BOX IF PURSUANT TO I				. []
6. CITIZENSHIP O	R PLACE OF O	RGANIZATION		Delaware
		OTING POWER		-0-
BENEFICIALLY		VOTING POWER		9,003,834**
OWNED BY EACH PERSON WITH		ISPOSITIVE POW		-0-
		DISPOSITIVE P	OWER	9,003,834**
11. AGGREGATE AMOU	NT BENEFICIA	LLY OWNED BY E	ACH REPORTING PER	RSON 9,003,834**
12. CHECK BOX IF CERTAIN SHARE		E AMOUNT IN RO		
13. PERCENT OF CL	ASS REPRESEN	TED BY AMOUNT	IN ROW (11)	13.4%**
14. TYPE OF REPOR				PN
** See Item 5				
		* * * * *		
CUSIP NO. 14166510	9	SCHEDULE 13D		Page 10 of 13
Item 1. Security				

This Amendment No. 16 amends the Statement on Schedule 13D (the "Schedule

8

13D") filed with the Securities and Exchange Commission on May 14, 2013 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 Partners III, L.P., a Delaware limited partnership ("Blum Strategic III"); 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"); Blum Strategic Partners IV, L.P., a Delaware limited partnership ("Blum GP IV LP"); Blum Strategic IV") (collectively, the "Reporting Persons").

This amendment to the Schedule 13D relates to shares of common stock, \$.01 par value per share (the "Common Stock") of Career Education Corporation, a Delaware corporation (the "Issuer"). The principal executive office and mailing address of the Issuer is 231 N. Martingale Road, Schaumburg, Illinois 60173.

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

Item 2. Identity and Background

There have been no changes to Item 2 since the Schedule 13D Amendment filed on May 14, 2013.

Item 3. Source and Amount of Funds or Other Considerations

There have been no changes to Item 3 since the Schedule 13D Amendment filed on December 19, 2007.

Item 4. Purpose of Transaction

There have been no changes to Item 4 since the Schedule 13D Amendment filed on February 28, 2012.

* * * * *

CUSIP NO. 141665109

SCHEDULE 13D

Page 11 of 13

Item 5. Interest in Securities of the Issuer

(a), (b) According to the Issuer's Form 10-Q filed with the Securities and Exchange Commission on May 6, 2013, there were 67,046,173 shares of Common Stock issued and outstanding as of April 29, 2013. 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) 17,779 shares of Common Stock held directly by RCBA Inc., which represents 0.0% of the outstanding shares of the Common Stock; (ii) 4,471,926 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 6.7% of the outstanding shares of the Common Stock; and (v) 4.514.129 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 6.7% of the outstanding shares of the Common Stock.

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 9,003,834 shares of the Common Stock, which is 13.4% 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 LP and Blum GP IV.

(c) The reporting Persons have sold the following shares in the Common Stock of the Issuer since the last 13D Amendment filed on May 14, 2013:

Entity	Trade Date	Shares	Price/Share
For Blum Strategic III for	06-10-2013	100,900	3.0973
which Blum GP III LP serves	06-11-2013	50,700	3.0440
as the general partner and	06-12-2013	22,600	3.0523
for Blum GP III which	06-13-2013	30,900	2.9469
serves as the general	06-14-2013	6 , 500	2.8835
partner for Blum GP III LP	06-17-2013	37,300	2.8960
	06-18-2013	60,261	2.8504
	06-19-2013	51,582	2.7902
	06-20-2013	55 , 357	2.7167
	06-21-2013	81,600	2.6839

CUSIP NO. 141665109	SCHEDULE 13D		Page 12 of 13
Entity	Trade Date	Shares	Price/Share
For Blum Strategic IV for	06-10-2013	101,888	3.0973
which Blum GP IV LP serves	06-11-2013	51,148	3.0440
as the general partner and	06-12-2013	22,764	3.0523
for Blum GP IV which	06-13-2013	31,100	2.9469
serves as the general	06-14-2013	6,500	2.8835
partner for Blum GP IV LP	06-17-2013	37,700	2.8960
	06-18-2013	60,800	2.8504
	06-19-2013	52,100	2.7902
	06-20-2013	55,900	2.7167
	06-21-2013	82,400	2.6839

⁽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 Schedule 13D Amendment filed on November 19, 2008.

Item 7. Material to be Filed as Exhibits

Exhibit A - Joint Filing Undertaking

* * * * *

CUSIP NO. 141665109 SCHEDULE 13D

Page 13 of 13

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: June 21, 2013

RICHARD C. BLUM & ASSOCIATES, INC. BLUM CAPITAL PARTNERS, L.P.

By: Richard C. Blum & Associates, Inc.

its General Partner

By: /s/ Gwen G. Reinke By: /s/ Gwen G. Reinke

_____ _____

Gwen G. Reinke Gwen G. Reinke

General Counsel and Chief General Counsel and Chief

Compliance Officer Compliance Officer

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/ Gwen G. Reinke By: /s/ Gwen G. Reinke

_____ _____

Gwen G. Reinke Gwen G. Reinke

Member Member

BLUM STRATEGIC PARTNERS III, L.P. BLUM STRATEGIC GP IV, L.L.C.

By: Blum Strategic GP III, L.P.,

its General Partner

By: Blum Strategic GP III, L.L.C.

its General Partner

By: /s/ Gwen G. Reinke By: /s/ Gwen G. Reinke

_____ _____

Gwen G. Reinke Gwen G. Reinke

Member Member

BLUM STRATEGIC GP IV, L.P. BLUM STRATEGIC PARTNERS IV, L.P. Bum Strategic GP IV, L.L.C. By: Blum Strategic GP IV, L.P.,

its General Partner its General Partner

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

By: /s/ Gwen G. Reinke By: /s/ Gwen G. Reinke

_____ _____

Gwen G. Reinke Gwen G. Reinke

Member Member

CUSIP NO. 141665109 SCHEDULE 13D Page 1 of 1

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: June 21, 2013

RICHARD C. BLUM & ASSOCIATES, INC. BLUM CAPITAL PARTNERS, L.P. By: Richard C. Blum & Associates, Inc.

its General Partner

By: /s/ Gwen G. Reinke By: /s/ Gwen G. Reinke

_____ _____

Gwen G. Reinke Gwen G. Reinke

General Counsel and Chief General Counsel and Chief

Compliance Officer Compliance Officer

BLUM STRATEGIC GP III, L.P. BLUM STRATEGIC GP III, L.L.C.

By: Blum Strategic GP III, L.L.C.

its General Partner

By: /s/ Gwen G. Reinke By: /s/ Gwen G. Reinke

_____ -----

Gwen G. Reinke Gwen G. Reinke

Member Member

BLUM STRATEGIC PARTNERS III, L.P. BLUM STRATEGIC GP IV, L.L.C.

By: Blum Strategic GP III, L.P.,

By: Blum Strategic GP III, L.L.C.

its General Partner

its General Partner

By: /s/ Gwen G. Reinke By: /s/ Gwen G. Reinke

-----_____

Gwen G. Reinke Gwen G. Reinke

Member Member

BLUM STRATEGIC GP IV, L.P.

its General Partner

BLUM STRATEGIC PARTNERS IV, L.P. By: Blum Strategic GP IV, L.L.C. By: Blum Strategic GP IV, L.P.,

its General Partner

By: Blum Strategic GP IV, L.L.C.

its General Partner

By: /s/ Gwen G. Reinke

Gwen G. Reinke

Member

By: /s/ Gwen G. Reinke

Gwen G. Reinke

Member