CYPRESS GROUP LLC Form SC 13G/A January 07, 2005

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

(Name of Issuer) Common Stock, par value \$0.01 per share (Title of Class of Securities) 95082P 10 5 (CUSIP Number) December 28, 2004 (Date of Event Which Requires Filing of this Statement) Check the appropriate box to designate the rule pursuant to which this Schedule is filed: [] Rule 13d-1(b) [] Rule 13d-1(c) [X] 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).	
Common Stock, par value \$0.01 per share (Title of Class of Securities) 95082P 10 5 (CUSIP Number) December 28, 2004 (Date of Event Which Requires Filing of this Statement) Check the appropriate box to designate the rule pursuant to which this Schedule is filed: [] Rule 13d-1(b) [] Rule 13d-1(c) [X] 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	WESCO International, Inc.
(Title of Class of Securities) 95082P 10 5 (CUSIP Number) December 28, 2004 (Date of Event Which Requires Filing of this Statement) Check the appropriate box to designate the rule pursuant to which this Schedule is filed: [] Rule 13d-1(b) [] Rule 13d-1(c) [X] 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	(Name of Issuer)
95082P 10 5 (CUSIP Number) December 28, 2004 (Date of Event Which Requires Filing of this Statement) Check the appropriate box to designate the rule pursuant to which this Schedule is filed: [] Rule 13d-1(b) [] Rule 13d-1(c) [X] 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	Common Stock, par value \$0.01 per share
(CUSIP Number) December 28, 2004 (Date of Event Which Requires Filing of this Statement) Check the appropriate box to designate the rule pursuant to which this Schedule is filed: [] Rule 13d-1(b) [] Rule 13d-1(c) [X] 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	(Title of Class of Securities)
December 28, 2004 (Date of Event Which Requires Filing of this Statement) Check the appropriate box to designate the rule pursuant to which this Schedule is filed: [] Rule 13d-1(b) [] Rule 13d-1(c) [X] 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	95082P 10 5
(Date of Event Which Requires Filing of this Statement) Check the appropriate box to designate the rule pursuant to which this Schedule is filed: [] Rule 13d-1(b) [] Rule 13d-1(c) [X] 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	(CUSIP Number)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed: [] Rule 13d-1(b) [] Rule 13d-1(c) [X] 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	December 28, 2004
Schedule is filed: [] Rule 13d-1(b) [] Rule 13d-1(c) [X] 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	(Date of Event Which Requires Filing of this Statement)
[] Rule 13d-1(c) [X] 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 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	[] Rule 13d-1(b)
*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	[] Rule 13d-1(c)
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	[X] Rule 13d-1(d)
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	initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the
	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

Schedule 13G

CUSIP No. 95082P 10 5

Page 2 of 22 Pages

1. Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only).

The Cypress Group L.L.C.

	2.	Check th	ne Ap	propriat	e Box if	a Member o	of a Group	(See Instruction	ns)
	3.	SEC Use	Only						
	4.	Citizens	ship	or Place	e of Orgai	nization	Delaware		
Numbe Share Benei	es ficia								
Owned Each Perso	Repo	orting	5.	Sole Vo	oting Powe	er	0		
reiso	J11 W.	LCII	6.	Shared	Voting Po	ower	13,075	5,536	
			7.	Sole Di	spositive	e Power	0		
			8.	Shared	Disposit	ive Power	13,075	5,536	
	9.	Aggrega	ate A	mount Be	eneficial	ly Owned by	y Each Repo	orting Person	
		13,075,	,536						
	10.			e Aggred		nt in Row	(9) Exclude	es Certain Share	:S
		Not app	plica	ble.					
	11.	Percent	of	Class Re	epresente	d by Amount	t in Row (9) 28.4%	
	12.	Type of	f Rep	orting E	Person (Se	ee Instruc	tions)	00	
					Scl	nedule 13G			
CUSII	P No.	. 95082P	10 5					Page 3 of 22	Pages
	1.	Names of Persons	_	_		.R.S. Ident	tification	Nos. of Above	
		Cypress	Asso	ciates I	.P.				
	2.	Check th	ne Ap	propriat	e Box if	a Member o	of a Group	(See Instruction	ns)
		(- /							
	3.	SEC Use	Only						• • •
	4.	Citizens	ship	or Place	e of Organ	nization	Delaware		

Number of Shares Beneficially

Edgar Filing: CYPRESS GROUP LLC - Form SC 13G/A						
Owned by Each Report Person With	-	Sole Voting Power	0			
reison with	6.	Shared Voting Power	13,075,536			
	7.	Sole Dispositive Power	0			
	8.	Shared Dispositive Power	13,075,536			
9. A	Aggregate A	amount Beneficially Owned by E	ach Reporting Person			
1	13,075,536					
10. Check if the Aggregate Amount in Row (9) Excludes Certain Share (See Instructions).						
N	Not applica	ble.				
11. P	Percent of	Class Represented by Amount i	n Row (9) 28.4%			
12. T	Type of Rep	orting Person (See Instructio	ns) PN			
		Schedule 13G				
CUSIP No. 9	95082P 10 5		Page 4 of 22 Pages			
	_	oorting Persons/I.R.S. Identif ities Only).	ication Nos. of Above			
Су	ypress Merc	chant Banking Partners L.P.				
2. Ch	neck the Ap	opropriate Box if a Member of	a Group (See Instructions)			
•	(a)(b) [X]					
3. SE	3. SEC Use Only					
4. Ci	itizenship	or Place of Organization D	elaware			
Number of Shares Beneficiall Owned by Each Report Person With	5. a 6. 7. 8.	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power amount Beneficially Owned by E	12,431,663 0 12,431,663 0 ach Reporting Person			
1	12,431,663					

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

(See Instructions).

Not applicable.

- 11. Percent of Class Represented by Amount in Row (9) 27.0%
- 12. Type of Reporting Person (See Instructions) PN

Schedule 13G

CUSIP No. 95082P 10 5

Page 5 of 22 Pages

 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only).

Cypress Offshore Partners L.P.

- 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 Organization Cayman Islands

Number of Shares Beneficially Owned by Each Reporting

Each Reporting 5. Sole Voting Power 643,873 Person With

6. Shared Voting Power

7. Sole Dispositive Power 643,873

8. Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

643,873

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).

Not applicable.

- 11. Percent of Class Represented by Amount in Row (9) 1.4%
- 12. Type of Reporting Person (See Instructions) PN

CUSIP No	950	082P 10 5	Page	6 of 22	Pages			
1.		es of Reporting Persons./I.R.S. Identification sons (Entities Only).	Nos. o	f Above				
	Jeff	Jeffrey P. Hughes						
2.	Chec	Check the Appropriate Box if a Member of a Group (See Instructions)						
	(a) (b)		1					
3.	SEC	Use Only						
4.	Citi	zenship or Place of Organization United S	States	of Ameri	.ca			
_	ially / portin	ng 5. Sole Voting Power 0						
Person V	Vitn	6. Shared Voting Power 13,075,	536					
		7. Sole Dispositive Power 0						
		8. Shared Dispositive Power 13,075,	536					
	9.	Aggregate Amount Beneficially Owned by Each Re	portin	g Person	1			
		13,075,536						
	10.	Check if the Aggregate Amount in Row (9) Exclusions (See Instructions).	ıdes Ce	rtain				
		Not applicable.						
	11.	Percent of Class Represented by Amount in Row	(9)	28.4%				
	12.	Type of Reporting Person (See Instructions)	IN					
		Schedule 13G						
CUSIP No	950	082P 10 5	Page	7 of 22	Pages			
 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only). 								
	Jame	es L. Singleton						
2.	Chec	ck the Appropriate Box if a Member of a Group (See In	structic	ns)			
	(a) (b)	[X]						
3	SEC	IIco Only						

4.	Citize	enship or Place of Organization	United States of America				
Number of Shares Beneficially							
Owned by Each Rep Person	porting	5. Sole Voting Power	0				
rerson	MTCU	6. Shared Voting Power	13,075,536				
		7. Sole Dispositive Power	0				
		8. Shared Dispositive Power	13,075,536				
	9. A	ggregate Amount Beneficially Owned	by Each Reporting Person				
	13	3,075,536					
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).							
	No	ot applicable.					
	11. Pe	ercent of Class Represented by Amor	unt in Row (9) 28.4%				
	12. Ty	ype of Reporting Person (See Instr	uctions) IN				
Schedule 13G							
		Schedule 13G					
CUSIP No	o. 95082		Page 8 of 22 Pages				
CUSIP No	Names						
	Names Person	2P 10 5 of Reporting Persons/I.R.S. Ident.					
	Names Person David	2P 10 5 of Reporting Persons/I.R.S. Ident. ns (Entities Only).	ification Nos. of Above				
1.	Names Person David Check	of Reporting Persons/I.R.S. Identens (Entities Only). P. Spalding	ification Nos. of Above f a Group (See Instructions)				
1.	Names Person David Check (a) (b)	of Reporting Persons/I.R.S. Identins (Entities Only). P. Spalding the Appropriate Box if a Member of	ification Nos. of Above f a Group (See Instructions)				
2.	Names Person David Check (a) (b) SEC Us	of Reporting Persons/I.R.S. Identins (Entities Only). P. Spalding the Appropriate Box if a Member of [X]	ification Nos. of Above f a Group (See Instructions)				
2. 3. 4. Number shares Benefic Owned by	Names Person David Check (a) (b) SEC Us Citize of ially	of Reporting Persons/I.R.S. Identins (Entities Only). P. Spalding the Appropriate Box if a Member of Table Only.	ification Nos. of Above f a Group (See Instructions)				
2. 3. 4. Number shares Benefic	Names Person David Check (a) (b) SEC Us Citize of ially y porting	of Reporting Persons/I.R.S. Identins (Entities Only). P. Spalding the Appropriate Box if a Member of Table Only.	ification Nos. of Above f a Group (See Instructions)				
2. 3. 4. Number shares Benefic Owned by Each Rej	Names Person David Check (a) (b) SEC Us Citize of ially y porting	of Reporting Persons/I.R.S. Identins (Entities Only). P. Spalding the Appropriate Box if a Member of Table Only.	ification Nos. of Above f a Group (See Instructions) United States of America				
2. 3. 4. Number shares Benefic Owned by Each Rej	Names Person David Check (a) (b) SEC Us Citize of ially y porting	of Reporting Persons/I.R.S. Identins (Entities Only). P. Spalding the Appropriate Box if a Member of the Appropriate Box	ification Nos. of Above f a Group (See Instructions) United States of America				

9.	Aggregate Amount Beneficially Owned	by Each Reporting Person			
	13,075,536				
10.	Check if the Aggregate Amount in Row Shares (See Instructions).	(9) Excludes Certain			
	Not applicable.				
11.	Percent of Class Represented by Amou	nt in Row (9) 28.4%			
12.	Type of Reporting Person (See Instru	ctions) IN			
	Schedule 13G				
CUSIP No. 95	082P 10 5	Page 9 of 22 Pages			
	nes of Reporting Persons/I.R.S. Identi sons (Entities Only).	fication Nos. of Above			
Jam	mes A. Stern				
(a) (b)					
2. Che	ck the Appropriate Box if a Member of	a Group (see Instructions)			
3. SEC	Use Only				
4. Cit	izenship or Place of Organization	United States of America			
Number of Shares					
Beneficially Owned by					
Each Reporti Person With	ng 5. Sole Voting Power	0			
	6. Shared Voting Power	13,075,536			
	7. Sole Dispositive Power	0			
	8. Shared Dispositive Power	13,075,536			
9.	Aggregate Amount Beneficially Owned	by Each Reporting Person			
	13,075,536				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).				
	Not applicable.				
11.	Percent of Class Represented by Amou	nt in Row (9) 28.4%			
12.	Type of Reporting Person (See Instru	ctions) IN			

Page 10 of 22 Pages

Item 1.

- (a) Name of Issuer: WESCO International, Inc.
- (b) Address of Issuer's Principal Executive Offices:

225 West Station Square Drive, Suite 700 Pittsburgh, Pennsylvania 15219

Item 2.

(a) Names of Persons Filing:

The Cypress Group L.L.C.
Cypress Associates L.P.
Cypress Merchant Banking Partners L.P.
Cypress Offshore Partners L.P.
Jeffrey P. Hughes
James L. Singleton
David P. Spalding
James A. Stern

(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of The Cypress Group L.L.C., Cypress Associates L.P., Cypress Merchant Banking Partners L.P., Cypress Offshore Partners L.P., Jeffery P. Hughes, James L. Singleton, David P. Spalding and James A. Stern is:

c/o The Cypress Group L.L.C.
65 East 55th Street
New York, New York 10022

- (c) Citizenship: See Row 4 of each cover page.
- (d) Title of Class of Securities: Common Stock, par value \$0.01 per share
- (e) CUSIP Number: 95082P 10 5
- Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
 - (a) [] Broker or dealer registered under section 15 of the Act $(15\ U.S.C.\ 78o)$.
 - (b) [] Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
 - (c) [] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) [] Investment company registered under section 8 of the Investment Company Act

Page 11 of 22 Pages

of 1940 (15 U.S.C. 80a-8).

- (f) [] An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) [] A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G);
- (i) [] A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [] Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Cypress Merchant Banking Partners L.P., a Delaware limited partnership ("CMBP"), is the record holder of 12,431,663 shares of the identified class of securities; and Cypress Offshore Partners L.P., a Cayman Islands exempted limited partnership ("COP"), is the record holder of 643,873 shares of the identified class of securities. As the sole general partner of CMBP and the sole investment general partner of COP, Cypress Associates L.P., a Delaware limited partnership ("Cypress Associates"), may be deemed to be a beneficial owner of 13,075,536 shares of the identified securities; and as the sole general partner of Cypress Associates, The Cypress Group L.L.C., a Delaware limited liability company ("Cypress Group"), may be deemed to be a beneficial owner of 13,075,536 shares of the identified securities. Jeffrey P. Hughes, James L. Singleton, David P. Spalding and James A. Stern are the members of Cypress Group, and in such capacity may be deemed to share beneficial ownership of any securities beneficially owned by Cypress Group, but they disclaim any such beneficial ownership.

- (b) Percent of class: See Row 11 of each cover page, which is based on Row 5 of each cover page.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: See Row 5 of each cover page.

Page 12 of 22 Pages

- (ii) Shared power to vote or to direct the vote: See Row 6 of each cover page.
- (iii) Sole power to dispose or to direct the disposition of: See Row 7 of each cover page
- (iv) Shared power to dispose or to direct the disposition of: See Row 8 of each cover page.

Item 5. Ownership of 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 has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See Item 4(a) above.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

The Cypress Group L.L.C., a Delaware limited liability company ("Cypress Group"), is the sole general partner of Cypress Associates L.P., a Delaware limited partnership ("Cypress Associates"); and Cypress Associates is the sole general partner of Cypress Merchant Banking Partners L.P., a Delaware limited partnership ("CMBP"), and the sole investment general partner of Cypress Offshore Partners L.P., a Cayman Islands exempted limited partnership ("COP"), and therefore each of Cypress Group and Cypress Associates may be deemed to be the beneficial owner of the securities held by such limited partnerships. However, each of Cypress Group and Cypress Associates disclaims that it is a beneficial owner of such securities, except to the extent of its pecuniary interest in such securities. Because Cypress Group is a general partner of Cypress Associates and Cypress Associates is a general partner of each of CMBP and COP and because CMBP and COP acted together in their acquisition and disposition of the securities held by such limited partnerships, CMBP and COP may be deemed to be a member of "group" in relation to their respective investments in WESCO International, Inc. CMBP and COP do not affirm the existence of a group.

Page 13 of 22 Pages

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

- (a) Not applicable.
- (b) Not applicable.

Page 14 of 22 Pages

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.

THE CYPRESS GROUP L.L.C.

By: /s/ James A. Stern

Name: James A. Stern

Title: Member

Dated: January 7, 2005

Page 15 of 22 Pages

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.

CYPRESS ASSOCIATES L.P.

By: The Cypress Group L.L.C., its
General Partner

By: /s/ James A. Stern

Name: James A. Stern

Title: Member

Dated: January 7, 2005

Page 16 of 22 Pages

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.

CYPRESS MERCHANT BANKING PARTNERS L.P.

By: Cypress Associates L.P., its General Partner

By: The Cypress Group L.L.C., its General Partner

By: /s/ James A. Stern

Name: James A. Stern

Title: Member

Dated: January 7, 2005

Page 17 of 22 Pages

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.

CYPRESS OFFSHORE PARTNERS L.P.

By: Cypress Associates L.P., its General Partner

By: The Cypress Group L.L.C., its General Partner

By: /s/ James A. Stern

Name: James A. Stern

Title: Member

Dated: January 7, 2005

Page 18 of 22 Pages

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.

By: /s/ Jeffrey P. Hughes

Jeffrey P. Hughes

Dated: January 7, 2005

Page 19 of 22 Pages

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.

By: /s/ James L. Singleton

James L. Singleton

Dated: January 7, 2005

Page 20 of 22 Pages

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.

By: /s/ David P. Spalding
----David P. Spalding

Dated: January 7, 2005

Page 21 of 22 Pages

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.

By: /s/ James A. Stern

James A. Stern

Dated: January 7, 2005

Page 22 of 22 Pages

EXHIBITS

Exhibit 99 Joint Filing Agreement