# SECURITIES & EXCHANGE COMMISSION Washington, D.C. 20549

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SCHEDULE 13G

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

Cryolife, Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

228903100 (CUSIP Number)

 $$\operatorname{\textsc{December}}\xspace$  December 31, 2006 (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 purposes 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 17 Pages)

CUSIP No. 228903100 13G Page 2 of 17 Pages (1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) O.S.S. Capital Management LP (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* (a) [X] (b) [ ] (3) SEC USE ONLY \_\_\_\_\_\_ (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA NUMBER OF (5) SOLE VOTING POWER -0-SHARES BENEFICIALLY (6) SHARED VOTING POWER

2,000,000 shares of common stock; 85,000 shares of convertible preferred stock converts into 528,607

EACH	(7)	SOLE I	DISPOSITI	VE POWER					
REPORTING					<u>-</u>	0-			
PERSON WITH	(8)	SHAREI	2,000,00 converti	TIVE POWE 0 shares ble prefe f common	of commerred st				
(9)			TING PERS 2,000,00 converti	CICIALLY CON On shares ble prefer common	of commerred st				
(10)	IN ROW	(9) EXC		GATE AMOU RTAIN SHA					[ ]
(11)	PERCENT BY AMOU	OF CLA	ASS REPRE ROW (9) ommon sto						rsion of
(12)	TYPE OF	REPOR'	ring pers	ON **	P:	 N			
		** SEI	 E INSTRUC	TIONS BEE	ORE FIL	 LING OUT	!		
				13G		P	age 3	of 17	Pages
CUSIP No. 22	NAMES O	 F REPOI IDENTII	 RTING PER FICATION DNS (ENTI	SONS NO. TIES ONLY		P  S. Schaf			
(1)	NAMES O	F REPOI IDENTII E PERSO	FICATION ONS (ENTI	SONS NO. TIES ONLY	Oscar	S. Schaf	er & :	Partne	
(1)	NAMES O	F REPOIDENTING PERSONNEL P	FICATION DNS (ENTI ROPRIATE	SONS NO. TIES ONLY BOX IF A	Oscar	S. Schaf	er & :	Partne	rs I LP
(1)	NAMES O. I.R.S. OF ABOVE	F REPOBLICATION FOR THE PERSON FOR THE APPROPRIES ONLY	FICATION DNS (ENTI ROPRIATE	SONS NO. TIES ONLY BOX IF A	Oscar MEMBER	S. Schaf	er & :	Partne	rs I LP
(2)	NAMES OF I.R.S. OF ABOVE	F REPORTING THE PERSON ONLY	FICATION DNS (ENTI ROPRIATE R PLACE O	SONS NO. TIES ONLY BOX IF A  F ORGANIZ	Oscar MEMBER MEMBER	S. Schaf	er & :	Partne	rs I LP
(1) (2) (3) (4)  NUMBER OF SHARES BENEFICIALLY	NAMES OF ABOVE  CHECK THE SEC USE  CITIZEN  (5)	F REPORTING THE APPROPERTY OF	FICATION DNS (ENTI ROPRIATE ROPRIATE R PLACE O Delaware VOTING PO DVOTING 90,370 s converti	SONS NO. TIES ONLY BOX IF A OF ORGANIZ OF USA	OSCAT MEMBER  ATION  common	S. Schaf OF A GRO	er &	Partne (a) (b)	rs I LP [X] [ ]
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BY EACH REPORTING PERSON
90,370 shares of common s

90,370 shares of common stock; 3,536 shares of convertible preferred stock converts into 21,990

# shares of common stock

(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	]
(11)	PERCENT OF CLASS REPRESENTED  BY AMOUNT IN ROW (9)  .4% common stock + .04% common stock through conversion of convertible preferred stock if converted = .4%	
(12)	TYPE OF REPORTING PERSON ** PN	
	** SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP No. 22	28903100 13G Page 4 of 17 Page	es
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Oscar S. Schafer & Partners II	I LP
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **  (a) [X (b) [	
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA	
NUMBER OF	(5) SOLE VOTING POWER	
SHARES		
BENEFICIALLY	Y (6) SHARED VOTING POWER  951,222 shares of common stock; 39,542 shares of convertible preferred stock converts into 245,90 shares of common stock	
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER -0-	
REPORTING		
PERSON WITH	(8) SHARED DISPOSITIVE POWER 951,222 shares of common stock; 39,542 shares of convertible preferred stock converts into 245,99 shares of common stock	
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 951,222 shares of common stock; 39,542 shares of convertible preferred stock converts into 245,96 shares of common stock	
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	]
(11)	PERCENT OF CLASS REPRESENTED  BY AMOUNT IN ROW (9)  3.8% common stock + .9% common stock through conversion of convertible preferred stock if converted = 4.7%	f
(12)	TYPE OF REPORTING PERSON ** PN	

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  O.S.S. Overseas Fund Ltd.  (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **  (a) [X] (b) []  (3) SEC USE ONLY  (4) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands  NUMBER OF  (5) SOLE VOTING POWER  -0-  SHARES  BENEFICIALLY (6) SHARED VOTING POWER  958,408 shares of common stock; 41,922 shares of	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **  (a) [X] (b) []  (3) SEC USE ONLY  (4) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands  NUMBER OF (5) SOLE VOTING POWER  SHARES  BENEFICIALLY (6) SHARED VOTING POWER 958,408 shares of common stock; 41,922 shares of	
(a) [X] (b) []  (3) SEC USE ONLY  (4) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands  NUMBER OF (5) SOLE VOTING POWER  SHARES  BENEFICIALLY (6) SHARED VOTING POWER 958,408 shares of common stock; 41,922 shares of	
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands  NUMBER OF (5) SOLE VOTING POWER  -0-  SHARES  BENEFICIALLY (6) SHARED VOTING POWER  958,408 shares of common stock; 41,922 shares of	
Cayman Islands  NUMBER OF (5) SOLE VOTING POWER  -0-  SHARES  BENEFICIALLY (6) SHARED VOTING POWER  958,408 shares of common stock; 41,922 shares of	
SHARES  BENEFICIALLY (6) SHARED VOTING POWER 958,408 shares of common stock; 41,922 shares of	
SHARES  BENEFICIALLY (6) SHARED VOTING POWER 958,408 shares of common stock; 41,922 shares of	
958,408 shares of common stock; 41,922 shares of	
convertible preferred stock converts into 260,709 shares of common stock	
OWNED BY	
EACH (7) SOLE DISPOSITIVE POWER	
REPORTING	
PERSON WITH (8) SHARED DISPOSITIVE POWER  958,408 shares of common stock; 41,922 shares of convertible preferred stock converts into 260,709 shares of common stock	
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  BY EACH REPORTING PERSON  958,408 shares of common stock; 41,922 shares of convertible preferred stock converts into 260,709 shares of common stock	
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** [ ]	
(11) PERCENT OF CLASS REPRESENTED  BY AMOUNT IN ROW (9)  3.9% common stock + .9% common stock through conversion of convertible preferred stock if converted = 4.8%	
(12) TYPE OF REPORTING PERSON **	
** SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP No. 228903100 13G Page 6 of 17 Pages	
(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
O.S.S. Advisors LLC	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **  (a) [X]  (b) [ ]	
(3) SEC USE ONLY	

(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA
NUMBER OF	(5) SOLE VOTING POWER
SHARES	-0-
BENEFICIALL	Y (6) SHARED VOTING POWER  1,041,592 shares of common stock; 43,078 shares of convertible preferred stock converts into 267,898 shares of common stock
OWNED BY	
EACH	(7) SOLE DISPOSITIVE POWER -0-
REPORTING	
PERSON WITH	(8) SHARED DISPOSITIVE POWER  1,041,592 shares of common stock; 43,078 shares of convertible preferred stock converts into 267,898 shares of common stock
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,041,592 shares of common stock; 43,078 shares of convertible preferred stock converts into 267,898 shares of common stock
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** [ ]
(11)	PERCENT OF CLASS REPRESENTED  BY AMOUNT IN ROW (9)  4.2% common stock + .9% common stock through conversion of convertible preferred stock if converted = 5.1%
(12)	TYPE OF REPORTING PERSON **
CUSIP No. 2	** SEE INSTRUCTIONS BEFORE FILLING OUT!  28903100 13G Page 7 of 17 Pages
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Schafer Brothers LLC
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **  (a) [X] (b) []
(3)	SEC USE ONLY
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, USA
NUMBER OF	(5) SOLE VOTING POWER
SHARES	-0-
BENEFICIALL	Y (6) SHARED VOTING POWER  2,000,000 shares of common stock; 85,000 shares of convertible preferred stock converts into 528,607 shares of common stock
OWNED BY	
EACH	
	(7) SOLE DISPOSITIVE POWER -0-

PERSON WITH	(8)	2,00 conveshare		of common st erred stock c		
(9)		TE AMOUNT B REPORTING 2,00 conv	ENEFICIALLY ( PERSON 0,000 shares	of common sterred stock c		
(10)			GGREGATE AMOU S CERTAIN SHA			[ ]
(11)	BY AMOU 8		9) stock +1.9%	common stock	-	onversion of
(12)	TYPE OF	REPORTING	PERSON **	00		
		** SEE INS	TRUCTIONS BEE	FORE FILLING	OUT!	
CUSIP No. 22	28903100		13G		Page 8 of	17 Pages
(1)	I.R.S.	F REPORTING IDENTIFICAT E PERSONS (		······································	Os	scar S. Schafer
(2)	CHECK T	HE APPROPRI	ATE BOX IF A	MEMBER OF A	GROUP **	(a) [X] (b) []
(3)	SEC USE	ONLY				
(4)	CITIZEN		CE OF ORGANIZed States	ZATION		
NUMBER OF	(5)	SOLE VOTIN	G POWER			
SHARES				-0-		
BENEFICIALL	Y (6)	conv	0,000 shares	of common st		
OWNED BY						
EACH	(7)	SOLE DISPO	SITIVE POWER	-0-		
REPORTING						
PERSON WITH	(8)	2,00 conv		of common st erred stock c		
(9)		REPORTING 2,00 conv	0,000 shares	of common sterred stock c		
(10)			GGREGATE AMOU S CERTAIN SHA			[ ]
(11)	PERCENT	OF CLASS R	EPRESENTED			

BY AMOUNT IN ROW (9)

8.0 % common stock +1.9% common stock through conversion of convertible preferred stock if converted = 9.9%

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(12) TYPE OF REPORTING PERSON \*\*

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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 228903100

1.3G

Page 9 of 17 Pages

ITEM 1.

- (a) NAME OF ISSUER: Cryolife, Inc.
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 1655 Roberts Boulevard, NW
  Kennesaw, Georgia 30144

Item 2(a). NAME OF PERSON FILING:

- (i) Oscar S. Schafer & Partners I LP, a Delaware limited partnership ("OSS I"), with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by it;
- (ii) Oscar S. Schafer & Partners II LP, a Delaware limited partnership ("OSS II", and together with OSS I, the "Partnerships"), with respect to shares of Common Stock as defined in Item 2(d) below) directly owned by it;
- (iii) O.S.S. Advisors LLC, a Delaware limited liability company (the "General Partner"), which serves as the general partner of each of the Partnerships, with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by each of the Partnerships;
- (iv) O.S.S. Overseas Fund Ltd., a Cayman Islands exempted company
   ("OSS Overseas"), with respect to shares of Common Stock
   directly owned by it;
- (v) O.S.S. Capital Management LP, a Delaware limited partnership (the "Investment Manager"), which serves as investment manager, and management company, to OSS Overseas and the Partnerships, respectively, and has investment discretion with respect to shares of Common Stock directly owned by OSS Overseas and Partnerships;
- (vi) Schafer Brothers LLC, a Delaware limited liability company (the "SB LLC"), which serves as the general partner to the Investment Manager, with respect to shares of Common Stock directly owned by OSS Overseas and the Partnerships; and
- (vii) Mr. Oscar S. Schafer ("Mr. Schafer"), who serves as the senior managing member of the General Partner and of SB LLC, with respect to shares of Common Stock directly owned by OSS Overseas and the Partnerships.

CUSIP No. 228903100

13G

Page 10 of 17 Pages

The Partnerships, OSS Overseas, the General Partner, the Investment Manager, SB LLC and Mr. Schafer are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The address of the principal business offices of each of: Investment Manager (i) 598 Madison Avenue New York, NY 10022 (ii) OSS I 598 Madison Avenue New York, NY 10022 (iii) OSS II 598 Madison Avenue New York, NY 10022 (iv) OSS Overseas SEI Investments Global (Cayman) Limited Harbor Place, 5th Floor South Church Street, P.O. Box 30464 SMB Grand Cayman, Cayman Islands British West Indies (V) General Partner 598 Madison Avenue New York, NY 10022 (vi) SB LLC 598 Madison Avenue New York, NY 10022 (vii) Mr. Schafer 598 Madison Avenue New York, NY 10022 CITIZENSHIP (i) Investment Manager - Delaware, USA OSS I - Delaware, USA (iii) OSS II - Delaware, USA (iv) OSS Overseas - Cayman Islands (v) General Partner - Delaware, USA (vi) SB LLC - Delaware, USA (vii) Mr. Schafer - New York, USA TITLE OF CLASS OF SECURITIES Common Stock, par value \$0.01 per share CUSIP NUMBER 228903100 CUSIP No. 228903100 13G Page 11 of 17 Pages Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a: (a) [ ] Broker or dealer registered under Section 15 of the Act, (b) [ ] Bank as defined in Section 3(a)(6) of the Act, (c) [ ] Insurance Company as defined in Section 3(a)(19) of the Act, (d) [ ] Investment Company registered under Section 8 of the Investment Company Act of 1940, (e) [ ] Investment Adviser in accordance with Rule 13d-1 (b) (1) (ii) (E), (f) [ ] Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b) (1) (ii) (F), (q) [ ] Parent Holding Company or control person in accordance with Rule 13d-1 (b) (1) (ii) (G), (h) [ ] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act, (i) [ ] Church Plan that is excluded from the definition of an

investment company under Section 3(c)(14) of the Investment

Company Act of 1940,

(C)

(d)

(e)

(j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J). Not applicable.

CUSIP No. 228903100

13G

Page 12 of 17 Pages

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. Investment Manager

- (a) Amount beneficially owned: 2,000,000 shares of common stock; 85,000 shares of convertible preferred stock converts into 528,607 shares of common stock
- (b) Percent of class: 8.0% common stock + 1.9% common stock through conversion of convertible preferred stock if converted = 9.9%. The percentages used herein and in the rest of Item 4 are calculated based on calculations made in accordance with Rule 13d-3 (d)
  - (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 2,000,000 shares of common stock; 85,000 shares of convertible preferred stock converts into 528,607 shares of common stock
  - (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 2,000,000 shares of common stock; 85,000 shares of convertible preferred stock converts into 528,607 shares of common stock

#### B. OSS I

- (a) Amount beneficially owned: 90,370 shares of common stock; 3,536 shares of convertible preferred stock converts into 21,990 shares of common stock
- (b) Percent of class: .4% common stock + .1% common stock through conversion of convertible preferred stock if converted = .4%
  - (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 90,370 shares of common stock; 3,536 shares of convertible preferred stock converts into 21,990 shares of common stock
  - (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 90,370 shares of common stock; 3,536 shares of convertible preferred stock converts into 21,990 shares of common stock

#### C. OSS II

- (a) Amount beneficially owned: 951,222 shares of common stock; 39,542 shares of convertible preferred stock converts into 245,908 shares of common stock
- (b) Percent of class: 3.8% common stock + .9% common stock through conversion of convertible preferred stock if converted = 4.8%
  - (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 951,222 shares of common stock; 39,542 shares of convertible preferred stock converts into 245,908 shares of common stock
  - (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 951,222 shares of common stock; 39,542 shares of convertible preferred stock converts into 245,908 shares of common stock

CUSIP No. 228903100

13G

Page 13 of 17 Pages

#### D. OSS Overseas

- (a) Amount beneficially owned: 958,408 shares of common stock; 41,922 shares of convertible preferred stock converts into 260,709 shares of common stock
- (b) Percent of class: 3.9% common stock + .9% common stock through conversion of convertible preferred stock if converted = 4.8%
  - (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 958,408 shares of common stock; 41,922 shares of convertible preferred stock converts into 260,709

shares of common stock

- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 958,408 shares of common stock; 41,922 shares of convertible preferred stock converts into 260,709 shares of common stock

#### E. General Partner

- (a) Amount beneficially owned: 1,041,592 shares of common stock; 43,078 shares of convertible preferred stock converts into 267,898 shares of common stock
- (b) Percent of class: 4.2% common stock + .9% common stock through conversion of convertible preferred stock if converted = 5.1%
  - (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,041,592 shares of common stock; 43,078 shares of convertible preferred stock converts into 267,898 shares of common stock
  - (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 1,041,592 shares of common stock; 43,078 shares of convertible preferred stock converts into 267,898 shares of common stock

# F. SB LLC

- (a) Amount beneficially owned: 2,000,000 shares of common stock; 85,000 shares of convertible preferred stock converts into 528,607 shares of common stock
- (b) Percent of class: 8.0% common stock + 1.9% common stock through conversion of convertible preferred stock if converted = 9.9%
  - (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 2,000,000 shares of common stock; 85,000 shares of convertible preferred stock converts into 528,607 shares of common stock.
  - (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 2,000,000 shares of common stock; 85,000 shares of convertible preferred stock converts into 528,607 shares of common stock

CUSIP No. 228903100

13G

Page 14 of 17 Pages

#### G. Mr. Schafer

- (a) Amount beneficially owned: 2,000,000 shares of common stock; 85,000 shares of convertible preferred stock converts into 528,607 shares of common stock
  - (b) Percent of class: 8.0% common stock + 1.9% common stock through conversion of convertible preferred stock if converted = 9.9%.
  - (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 2,000,000 shares of common stock; 85,000 shares of convertible preferred stock converts into 528,607 shares of common stock.
  - (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 2,000,000 shares of common stock; 85,000 shares of convertible preferred stock converts into 528,607 shares of common stock

CUSIP No. 228903100

13G

Page 15 of 17 Pages

The Investment Manager, the General Partner, SB LLC and Mr. Schafer expressly declare that this filing shall not be construed as an admission that each is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this filing.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The shareholders of OSS Overseas have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities

held for OSS Overseas.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 2.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

CUSIP No. 228903100

13G

Page 16 of 17 Pages

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 14, 2007

Date

/s/ Oscar S. Schafer

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Signature

Oscar S. Schafer, Managing Partner

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

CUSIP No. 228903100

13G

Page 17 of 17 Pages

EXHIBIT 1

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2007

# /s/ Oscar S. Schafer

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- and
- (ii)Oscar S. Schafer & Partners II
   LP; and(
- (b) Schafer Brothers LLC, for itself and as the general partner of O.S.S. Capital Management LP