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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (Amendment No. 1 )  $^{\star}$ 

Cryolife, Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

228903100 (CUSIP Number)

March 15, 2005 (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.	22890310	) 13G/A		Page	2 of 1	7 Pages
(1)	I.R.S.	DF REPORTING PERSONS IDENTIFICATION NO. VE PERSONS (ENTITIES ONLY)	0.s.s.	Capital	Manage	ment LP
(2)	CHECK	THE APPROPRIATE BOX IF A ME	MBER OF A	GROUP **		[X]
(3)	SEC US	E ONLY				
(4)	CITIZE	NSHIP OR PLACE OF ORGANIZAT Delaware, USA	ION			
NUMBER OF SHARES	(5)	SOLE VOTING POWER		-0-		
BENEFICIAI	LLY (6)	SHARED VOTING POWER 2,000,000 shares of convertible preferr				

OWNED BY	shares of common stock				
EACH	(7) SOLE DISPOSITIVE POWER				
REPORTING	-0-				
PERSON WITH	(8) SHARED DISPOSITIVE POWER  2,000,000 shares of common stock; 85,000 shares of convertible preferred stock converts into 528,607 shares of common stock				
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,000,000 shares of common stock; 85,000 shares of convertible preferred stock converts into 528,607 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)  8.2% common stock + 2.2% common stock through conversion convertible preferred stock if converted = 10.4%				
(12)	TYPE OF REPORTING PERSON **				
	** SEE INSTRUCTIONS BEFORE FILLING OUT!				
CUSIP No. 22	28903100 13G/A Page 3 of 17 Page				
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) OSCAR S. Schafer & Partners I LF				
(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 SHARES	(5) SOLE VOTING POWER -0-				
BENEFICIALLY	(6) SHARED VOTING POWER 90,370 shares of common stock; 3,536 shares of convertible preferred stock converts into 21,990 shares of common stock				
OWNED BY	(7) 0017 0700077777 00170				
EACH	(7) SOLE DISPOSITIVE POWER -0-				
REPORTING	(8) SHARED DISPOSITIVE POWER 90,370 shares of common stock; 3,536 shares of convertible preferred stock converts into 21,990 shares of common stock				
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 90,370 shares of common stock; 3,536 shares of				

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 90,370 shares of common stock; 3,536 shares of convertible preferred stock converts into 21,990 shares of common stock

	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 + .1% common stock through conversion of convertible preferred stock if converted =.5%			
(12)	TYPE OF REPORTING PERSON **			
	** SEE INSTRUCTIONS BEFORE FILLING OUT!			
CUSIP No. 22	28903100 13G/A Page 4 of 17	Pages		
	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Oscar S. Schafer & Partners	II LI		
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **  (a) [ (b) [	-		
(3)	SEC USE ONLY			
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, USA			
	(5) SOLE VOTING POWER			
SHARES	-0-			
BENEFICIALLY	(6) SHARED VOTING POWER 951,222 shares of common stock; 39,542 shares convertible preferred stock converts into 245, shares of common stock			
OWNED BY				
EACH REPORTING	(7) SOLE DISPOSITIVE POWER -0-			
PERSON WITH	(8) SHARED DISPOSITIVE POWER 951,222 shares of common stock; 39,542 shares convertible preferred stock converts into 245, shares of common stock			
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO 951,222 shares of common stock; 39,542 shares convertible preferred stock converts into 245, shares of common stock	of		
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **			
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.0% common stock + 1.0% common stock through conversion of convertible preferred stock if converted = 4.9%			
(12)	TYPE OF REPORTING PERSON ** PN			
	** SEE INSTRUCTIONS BEFORE FILLING OUT!			

(1)	NAMES OF REPORTING PERSONS 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					
SHARES					
BENEFICIALLY	(6) SHARED VOTING POWER 958,408 shares of common stock; 41,922 shares of convertible preferred stock converts into 260,709 shares of common stock				
EACH	(7) SOLE DISPOSITIVE POWER				
REPORTING	-0-				
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) 4.0% common stock + 1.1% common stock through conversion o convertible preferred stock if converted = 5.0%				
(12)	TYPE OF REPORTING PERSON **				
	** SEE INSTRUCTIONS BEFORE FILLING OUT!				
CUSIP No. 2	28903100 13G/A Page 6 of 17 Pages				
COSIF NO. 2.	130/A Fage 0 01 17 Fages				
(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) [ ]				
	SEC USE ONLY				
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA				
	(5) SOLE VOTING POWER				

SHARES			
BENEFICIALLY	(6)	SHARED VOTING POWER  1,041,592 shares of common stock convertible preferred stock conv shares of common stock	
OWNED BY			
EACH	(7)	SOLE DISPOSITIVE POWER	
REPORTING		 	, <del>-</del> 
PERSON WITH	(8)	SHARED DISPOSITIVE POWER  1,041,592 shares of common stock convertible preferred stock conv shares of common stock	
(9)	AGGREG	ATE AMOUNT BENEFICIALLY OWNED BY EACH R 1,041,592 shares of common stock convertible preferred stock conv	; 43,078 shares of
(10)		BOX IF THE AGGREGATE AMOUNT	[ ]
(11)	4.3	TT OF CLASS REPRESENTED BY AMOUNT IN ROW common stock + 1.1% common stock throwertible preferred stock if converted =	ough conversion of
(12)	TYPE C	F REPORTING PERSON **	)
CUSIP No. 228	8903100	** SEE INSTRUCTIONS BEFORE FILLING OU	
(1)	NAMES (	** SEE INSTRUCTIONS BEFORE FILLING OU  13G/A  PF REPORTING PERSONS IDENTIFICATION NO.	T!
(1)	NAMES (	** SEE INSTRUCTIONS BEFORE FILLING OU  13G/A  F REPORTING PERSONS	T!
(1) 1	NAMES OIR.S.	** SEE INSTRUCTIONS BEFORE FILLING OU  13G/A  PF REPORTING PERSONS IDENTIFICATION NO.	Page 7 of 17 Pages  Schafer Brothers L
(1) 1	NAMES CI.R.S. OF ABOV	** SEE INSTRUCTIONS BEFORE FILLING OU  13G/A  F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY)  THE APPROPRIATE BOX IF A MEMBER OF A GRO	Page 7 of 17 Pages  Schafer Brothers L  OUP **  (a) [X]
(2) (3)	NAMES CI.R.S. OF ABOVCHECK T	** SEE INSTRUCTIONS BEFORE FILLING OU  13G/A  F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY)  THE APPROPRIATE BOX IF A MEMBER OF A GRO	Page 7 of 17 Pages  Schafer Brothers L  OUP **  (a) [X]
(2) (3)	NAMES OF ABOV  CHECK T  SEC USE	** SEE INSTRUCTIONS BEFORE FILLING OU  13G/A  F REPORTING PERSONS IDENTIFICATION NO. TE PERSONS (ENTITIES ONLY)  THE APPROPRIATE BOX IF A MEMBER OF A GRO ONLY  SHIP OR PLACE OF ORGANIZATION Delaware, USA  SOLE VOTING POWER	Page 7 of 17 Pages  Schafer Brothers L  OUP **  (a) [X]
(1) 1 1 (2) (3) (3) (4) (4) (5) SHARES BENEFICIALLY	NAMES OF ABOVE THE CHECK TO SEC USE CITIZEN	** SEE INSTRUCTIONS BEFORE FILLING OU  13G/A  F REPORTING PERSONS IDENTIFICATION NO. TE PERSONS (ENTITIES ONLY)  THE APPROPRIATE BOX IF A MEMBER OF A GRO ONLY  SHIP OR PLACE OF ORGANIZATION Delaware, USA  SOLE VOTING POWER	Page 7 of 17 Pages  Schafer Brothers L  OP **  (a) [X] (b) []
(1) 1 1 (1) (1) (2) (2) (3) (4) (4) (4) (5) (5) (5) (5) (6) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7	NAMES OF ABOVE THE CHECK TO SEC USE CITIZEN	** SEE INSTRUCTIONS BEFORE FILLING OU  13G/A  OF REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY)  THE APPROPRIATE BOX IF A MEMBER OF A GRO  CONLY  SHIP OR PLACE OF ORGANIZATION Delaware, USA  SOLE VOTING POWER  2,000,000 shares of common stock convertible preferred stock conv	Page 7 of 17 Pages  Schafer Brothers L  OP **  (a) [X] (b) []
(1) 1 1 (2) (3) (3) (4) (4) (5) SHARES BENEFICIALLY	NAMES OF ABOVE THE CHECK TO SEC USE CITIZEN	** SEE INSTRUCTIONS BEFORE FILLING OU  13G/A  F REPORTING PERSONS IDENTIFICATION NO. FE PERSONS (ENTITIES ONLY)  THE APPROPRIATE BOX IF A MEMBER OF A GRO ONLY  SHIP OR PLACE OF ORGANIZATION Delaware, USA  SOLE VOTING POWER  2,000,000 shares of common stock convertible preferred stock conv shares of common stock  SOLE DISPOSITIVE POWER	Page 7 of 17 Pages  Schafer Brothers L  OP **  (a) [X] (b) []

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

		convertible preferred stock shares of common stock	converts into 528,607	
(10)	IN ROW (9) EX	THE AGGREGATE AMOUNT	[ ]	
(11)	PERCENT OF CI 8.2% commo	LASS REPRESENTED BY AMOUNT I on stock + 2.2% common stock Le preferred stock if conver	N ROW (9) through conversion of	
(12)	TYPE OF REPOR	TING PERSON **	00	
	** SI	CE INSTRUCTIONS BEFORE FILLI	NG OUT!	
CUSIP No. 22	8903100	13G/A	Page 8 of 17 Pages	
	NAMES OF REPOR		Oscar S. Schafe	
(2)	CHECK THE APPR	ROPRIATE BOX IF A MEMBER OF	A GROUP **  (a) [X] (b) [ ]	
(3)	SEC USE ONLY			
(4)	CITIZENSHIP OF	R PLACE OF ORGANIZATION United States		
NUMBER OF	(5) SOLE V	/OTING POWER	-0-	
SHARES				
	(6) SHAREI	O VOTING POWER 2,000,000 shares of common convertible preferred stock shares of common stock	The state of the s	
OWNED BY				
EACH REPORTING	(7) SOLE I	DISPOSITIVE POWER	-0-	
PERSON WITH	(8) SHAREI	D DISPOSITIVE POWER 2,000,000 shares of common convertible preferred stock shares of common stock		
(9)	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY E 2,000,000 shares of common convertible preferred stock shares of common stock	stock; 85,000 shares of	
(10)		THE AGGREGATE AMOUNT CLUDES CERTAIN SHARES **	[ ]	
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.2% common stock + 2.2% common stock through conversion of convertible preferred stock if converted = 10.4%			
(12)	TYPE OF REPOR	RTING PERSON **		

2,000,000 shares of common stock; 85,000 shares of

CUSIF NO. 220903100

TTEM 1.

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

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## 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 the 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.

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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.

ITEM 2(b) ADDRESS OF PRINCIPAL OFFICE, OR, IF NONE, RESIDENCE

The address of the principal business offices of each of:

- (i) Investment Manager 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

- (c) CITIZENSHIP
  - (i) Investment Manager Delaware, USA
  - (ii) 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
- (d) TITLE OF CLASS OF SECURITIES Common Stock, par value \$0.01 per share
- (e) CUSIP NUMBER 228903100

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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  ${\tt Act}$ ,
- (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),
- (g) [ ] 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,
- (j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J). Not applicable.

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: 8.2% common stock + 2.2% common stock through conversion of convertible preferred stock if converted = 10.4%. The percentages used herein and in the rest of Item 4 are calculated based upon the 23,714,340 shares of Common Stock issued and outstanding as of May 2, 2005 as reported in the Company's Form 10-Q for the quarter period ended March 31, 2005.
  - (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 = .5%
  - (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: 4.0% common stock + 1.0% common stock through conversion of convertible preferred stock if converted = 4.9%
  - (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

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# 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: 4.0% common stock + 1.1% common stock through conversion of convertible preferred stock if converted = 5.0%
  - (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: 4.3% common stock + 1.1% common stock through conversion of convertible preferred stock if converted = 5.4%
  - (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: 8.2% common stock + 2.2% common stock through conversion of convertible preferred stock if converted = 10.4%
  - (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

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# 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: 8.2% common stock + 2.2% common stock through conversion of convertible preferred stock if converted = 10.4%
  - (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared powerto 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:  $\ensuremath{\text{-0-}}$
- (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

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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.

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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.

August 3, 2005
----Date
/s/ Oscar S. Schafer

Oi makees

Signature

/s/ 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)

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EXHIBIT 1

JOINT ACQUISITION STATEMENT PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule  $13 \, \text{G/A}$ , is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule  $13 \, \text{G/A}$ , 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: August 3, 2005

/s/ Oscar S. Schafer

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- (i) Oscar S. Schafer & Partners I LP; 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