

Edgar Filing: BEVERLY ENTERPRISES INC - Form SC 13D/A

BEVERLY ENTERPRISES INC
Form SC 13D/A
August 26, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Schedule 13D/A

(Amendment No. 9)

Under the Securities Exchange Act of 1934

Beverly Enterprises, Inc.

(Name of Issuer)

Common Stock, \$0.10 par value per share

(Title of class of securities)

087851309

(CUSIP Number)

Kenneth Maiman, Esq.
Appaloosa Management L.P.
26 Main Street, First Floor
Chatham, NJ 07928
(973) 701-7000

Bradley Takahashi, Esq.
Franklin Mutual Advisers, LLC
51 John F. Kennedy Parkway
Short Hills, NJ 07078
(973) 912-2000

Arnold M. Whitman
Formation Capital, LLC
1035 Powers Place
Alpharetta, GA 30004
(770) 754-9660

Richard Marks, Esq.
Northbrook NBV, LLC
500 Skokie Blvd, Ste. 310
Northbrook, IL 60062
(847) 559-1002

Robert C. Schwenkel, Esq.
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One New York Plaza
New York, NY 10004-1980

(212) 859-8000

(Persons Authorized to Receive Notices and Communications)

August 24, 2005

(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 ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

CUSIP NO. 087851309

13D

PAGE

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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Appaloosa Investment Limited Partnership I

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 1,873,122

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH 1,873,122

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
1,873,122

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.7%

14 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Palomino Fund Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

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(b) |_ |

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 1,641,178

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH 1,641,178

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
1,641,178

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.5%

14 TYPE OF REPORTING PERSON
CO

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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Appaloosa Management L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) |_ |
(b) |_ |

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

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TO ITEM 2(d) OR 2(e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 3,514,300

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH 3,514,300

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
3,514,300

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.2%

14 TYPE OF REPORTING PERSON
PN; IA

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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Appaloosa Partners Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 7 SOLE VOTING POWER

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SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 3,514,300

EACH 9 SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER

WITH 3,514,300

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
3,514,300

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.2%

14 TYPE OF REPORTING PERSON
CO

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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
David A. Tepper

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF 7 SOLE VOTING POWER

SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 3,514,300

EACH 9 SOLE DISPOSITIVE POWER

Edgar Filing: BEVERLY ENTERPRISES INC - Form SC 13D/A

REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER

WITH 3,514,300

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
3,514,300

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.2%

14 TYPE OF REPORTING PERSON
IN; HC

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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Franklin Mutual Advisers, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2 (d) OR 2 (e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES 3,508,900

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY -0-

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 3,508,900

PERSON 10 SHARED DISPOSITIVE POWER

WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
3,508,900

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- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.2%
- 14 TYPE OF REPORTING PERSON
IA

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- 1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Northbrook NBV, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- 2 (a)
(b)

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS
WC

- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)
N/A

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

- NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

- BENEFICIALLY 8 SHARED VOTING POWER

- OWNED BY 1,487,200

- EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

- PERSON 10 SHARED DISPOSITIVE POWER
WITH 1,487,200

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
1,487,200

- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.4%

- 14 TYPE OF REPORTING PERSON

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00

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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
David Hokin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 1,487,200

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH 1,487,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
1,487,200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.4%

14 TYPE OF REPORTING PERSON
IN;HC

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1 NAME OF REPORTING PERSON

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SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Rob Rubin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2 (d) OR 2 (e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 1,487,200

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH 1,487,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
1,487,200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.4%

14 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Robert Hartman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

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3 SEC USE ONLY
4 SOURCE OF FUNDS
OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)
N/A
6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-
BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 1,487,200
EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-
PERSON 10 SHARED DISPOSITIVE POWER
WITH 1,487,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
1,487,200
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.4%
14 TYPE OF REPORTING PERSON
IN

CUSIP NO. 087851309 13D PAGE 12 OF 43 PAGES

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
1995 David Reis Family Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS
OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)
N/A

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6 CITIZENSHIP OR PLACE OF ORGANIZATION
Connecticut

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 10,000
EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-
PERSON 10 SHARED DISPOSITIVE POWER
WITH 10,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
10,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 1.0%

14 TYPE OF REPORTING PERSON
OO

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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
1995 Donna Reis Family Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) |_
(b) |_
3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Connecticut

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

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BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 25,000
EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-
PERSON 10 SHARED DISPOSITIVE POWER
WITH 25,000
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
25,000
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 1.0%
14 TYPE OF REPORTING PERSON
OO

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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Aaron Reis Spray Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Connecticut

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 20,000
EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

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PERSON 10 SHARED DISPOSITIVE POWER

WITH 20,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
20,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 1.0%

14 TYPE OF REPORTING PERSON
OO

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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Anna Reis Spray Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Connecticut

NUMBER OF 7 SOLE VOTING POWER

SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 22,500

EACH 9 SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER

WITH 22,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
22,500

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

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N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 1.0%

14 TYPE OF REPORTING PERSON
OO

CUSIP NO. 087851309 13D PAGE 16 OF 43 PAGES

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Alexander Reis Spray Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2 (d) OR 2 (e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Connecticut

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 22,500

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH 22,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
22,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 1.0%

14 TYPE OF REPORTING PERSON
OO

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CUSIP NO. 087851309 13D PAGE 17 OF 43 PAGES

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
David Reis Family Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Connecticut

NUMBER OF 7 SOLE VOTING POWER

SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 25,000

EACH 9 SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER

WITH 25,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
25,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 1.0%

14 TYPE OF REPORTING PERSON
OO

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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
David Reis

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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF 7 SOLE VOTING POWER

SHARES 75,000

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 125,000

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 75,000

PERSON 10 SHARED DISPOSITIVE POWER

WITH 125,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
200,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 1.0%

14 TYPE OF REPORTING PERSON
IN

CUSIP NO. 087851309 13D PAGE 19 OF 43 PAGES

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Baylor Enterprises LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2 (d) OR 2 (e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Georgia

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 21,900

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH 21,900

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
21,900

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 1.0%

14 TYPE OF REPORTING PERSON
OO

CUSIP NO. 087851309 13D PAGE 20 OF 43 PAGES

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Arnold M. Whitman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2 (d) OR 2 (e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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USA

| | | |
|--------------|--|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | 4,700 | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | 21,900 | |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | 4,700 | |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | 21,900 | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 26,600 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES N/A | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% | |
| 14 | TYPE OF REPORTING PERSON IN;HC | |

This Amendment No. 9 amends the Schedule 13D originally filed on January 24, 2005, as amended by Amendment No. 1 filed on January 25, 2005, by Amendment No. 2 filed on January 27, 2005, by Amendment No. 3 filed on February 4, 2005, by Amendment No. 4 filed on February 22, 2005, by Amendment No. 5 filed on March 14, 2005, by Amendment No. 6 filed on April 12, 2005, by Amendment No. 7 filed on April 20, 2005, and by Amendment No. 8 filed on August 10, 2005 (as amended, the "Statement"), by (i) Appaloosa Investment Limited Partnership I, (ii) Palomino Fund Ltd., (iii) Appaloosa Management L.P., (iv) Appaloosa Partners, Inc., (v) David A. Tepper, (vi) Franklin Mutual Advisers, LLC, (vii) Northbrook NBV, LLC, (viii) David Hokin, (ix) Rob Rubin, (x) Robert Hartman, (xi) 1995 David Reis Family Trust, (xii) 1995 Donna Reis Family Trust, (xiii) Aaron Reis Spray Trust, (xiv) Anna Reis Spray Trust, (xv) Alexander Reis Spray Trust, (xvi) David Reis Family Trust, (xvii) David Reis, (xviii) Baylor Enterprises LLC and (xix) Arnold Whitman, relating to the common stock, \$0.10 par value per share, of Beverly Enterprises, Inc. Unless otherwise indicated, all capitalized terms used herein shall have the meanings given to them in the Statement, and unless amended hereby, all information previously filed remains in effect.

ITEM 4. PURPOSE OF TRANSACTION

Item No. 4 is hereby supplemented by the following:

In connection with the Company's process to seek a buyer for the Company, since May 9, 2005, certain of the Filing Persons submitted to the Company a number of proposals to acquire the Company. On August 17, 2005, the Company announced that it had entered into an Agreement and Plan of Merger with North American Senior Care, Inc. ("NASC"), providing for the acquisition of the Company by NASC for \$12.80 per share (the "NASC Merger

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Agreement"). On August 18, 2005, certain of the Filing Persons submitted a revised proposal to acquire the Company through a newly formed entity for \$12.90 per share (the "Topping Offer"). From August 18 through August 23, representatives of the Filing Persons engaged in negotiations with representatives of the Company with respect to the terms of a definitive merger agreement reflecting the Topping Offer. However, on August 24, 2005, the Company announced that it had determined to accept a revised proposal from NASC to acquire the Company for \$13.00 per share (the "Revised NASC Offer") and had entered into an amendment to the NASC Merger Agreement reflecting the Revised NASC Offer (as amended, the "Amended NASC Merger Agreement"). In light of these developments and the terms of the Amended NASC Merger Agreement, the Filing Persons do not have any present intention to submit any further proposals to acquire the Company. The Filing Persons do, however, reserve the right to change such intention at any time or to submit a proposal to acquire the Company in the event that the Amended NASC Merger Agreement is terminated.

In light of the foregoing, the Filing Persons have determined that they no longer have any agreements, arrangements or understandings that could deem them to be a "group" (within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended) and, accordingly, none of the Filing Persons beneficially owns more than five percent of the outstanding Beverly Enterprises Shares (based on the number of Beverly Enterprises Shares reported as outstanding by the Company in recent public filings). In that connection, as described below in Item 6, the Filing Persons and Formation have entered into an agreement to terminate that certain Agreement among Stockholders, dated January 24, 2005, which provided for the coordinated supply of information among the Filing Persons in connection with the filing of the Schedule 13D and amendments thereto.

Each of the Filing Persons reserves the right, in light of its or his ongoing evaluation of the Company's financial condition, business, operations and prospects, the market price of the Beverly Enterprises Shares, conditions in the securities markets generally, general economic and industry conditions, its or his business objectives and other relevant factors, to change its or his plans and intentions at any time, as it or he deems appropriate. In particular, and without limiting the generality of the foregoing, any one or more of the Filing Persons (and their respective affiliates) reserves the right, in each case subject to any applicable limitations imposed on the sale of any of their Beverly Enterprises Shares by the Securities Act of 1933, as amended, or other applicable law, to (i) purchase additional Beverly Enterprises Shares or other securities of the Company, (ii) sell or transfer Beverly Enterprises Shares or other securities beneficially owned by them from time to time in public or private transactions, and (iii) distribute in kind to their respective shareholders, partners or members, as the case may be, Beverly Enterprises Shares or other securities owned by any of them.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 is hereby supplemented by the following:

On August 25, 2005, the Filing Persons and Formation entered into a Termination Agreement (the "Termination Agreement") terminating that certain Agreement among Stockholders, dated January 24, 2005, by and among the Filing Persons and Formation, which was previously filed as Exhibit H to this Statement. The description of the Termination Agreement is qualified in its entirety by reference to the Termination Agreement, dated August 25, 2005, filed as Exhibit R hereto and incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

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- A. Joint Filing Agreement dated January 24, 2005.*
- B. Executive Officers of Franklin Mutual.*
- C. Transactions in Beverly Enterprises Shares Since November 18, 2004.****
- D. Letter dated December 22, 2004 from Formation to the Company.*
- E. Letter dated January 5, 2005 from the Company to Formation.*
- F. Letter dated January 19, 2005 from Formation to the Company.*
- G. Term Sheet dated December 14, 2004.*
- H. Agreement among Stockholders dated January 24, 2005.+
- I. Letter dated January 27, 2005 from Fried, Frank, Harris, Shriver & Jacobson LLP to Douglas J. Babb, Executive Vice President, Chief Administrative and Legal Officer of the Company.**
- J. Press Release issued on February 3, 2005 (including Letter dated February 3, 2005 from Mr. Whitman to Mr. Floyd).***
- K. Notice of Business and Proposals to be Brought before the 2005 Annual Meeting of Stockholders.***
- L. List of Participants in Solicitation of Company Stockholders.***
- M. Complaint, filed by Formation and Arnold M. Whitman*****
- N. Confidentiality Agreement, dated as of April 11, 2005, between the Consortium Parties and the Company.*****
- O. Settlement Agreement, dated as of April 11, 2005, between the Consortium Parties and the Company.*****
- P. Agreement, dated as of April 18, 2005, between Formation Capital and Northbrook.*****
- Q. Agreement, dated as of August 5, 2005, between Formation Capital and Senior Care.*****
- R. Termination Agreement, dated August 25, 2005, among Formation and the Filing Persons.++

* Filed on January 24, 2005
+ Filed with Amendment No. 1 on January 25, 2005
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***** Filed with Amendment No. 5 on March 14, 2005
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***** Filed with Amendment No. 7 on April 20, 2005
***** Filed with Amendment No. 8 on August 10, 2005
++ Filed herewith

SIGNATURE

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

Dated: August 25, 2005

APPALOOSA INVESTMENT LIMITED PARTNERSHIP
I

By: Appaloosa Management L.P.,
its General Partner

By: Appaloosa Partners Inc.,
its General Partner

By: /s/ David A. Tepper

Edgar Filing: BEVERLY ENTERPRISES INC - Form SC 13D/A

Name: David A. Tepper
Title: President

SIGNATURE

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

Dated: August 25, 2005

PALOMINO FUND LTD.

By: Appaloosa Management L.P.,
its Investment Adviser

By: Appaloosa Partners Inc.,
its General Partner

By: /s/ David A. Tepper

Name: David A. Tepper
Title: President

SIGNATURE

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

Dated: August 25, 2005

APPALOOSA MANAGEMENT L.P.

By: Appaloosa Partners Inc.,
its General Partner

By: /s/ David A. Tepper

Name: David A. Tepper
Title: President

SIGNATURE

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

Edgar Filing: BEVERLY ENTERPRISES INC - Form SC 13D/A

Dated: August 25, 2005

APPALOOSA PARTNERS INC.

By: /s/ David A. Tepper

Name: David A. Tepper
Title: President

SIGNATURE

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

Dated: August 25, 2005

/s/ David A. Tepper

DAVID A. TEPPER

SIGNATURE

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

Dated: August 25, 2005

FRANKLIN MUTUAL ADVISERS, LLC

By: /s/ Bradley Takahashi

Name: Bradley Takahashi
Title: Vice President

SIGNATURE

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

Dated: August 25, 2005

NORTHBROOK NBV, LLC

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By: /s/ Rob Rubin

Name: Rob Rubin
Title: Manager

SIGNATURE

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

Dated: August 25, 2005

/s/ David Hokin

DAVID HOKIN

SIGNATURE

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

Dated: August 25, 2005

/s/ Rob Rubin

ROB RUBIN

SIGNATURE

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

Dated: August 25, 2005

/s/ Robert Hartman

ROBERT HARTMAN

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the Reporting Person certifies that the information set forth in this

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statement is true, complete and correct.

Dated: August 25, 2005

1995 DAVID REIS FAMILY TRUST

By: /s/ David Reis

Name: David Reis
Title: Trustee

SIGNATURE

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

Dated: August 25, 2005

1995 DONNA REIS FAMILY TRUST

By: /s/ David Reis

Name: David Reis
Title: Trustee

SIGNATURE

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

Dated: August 25, 2005

AARON REIS SPRAY TRUST

By: /s/ David Reis

Name: David Reis
Title: Trustee

SIGNATURE

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

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Dated: August 25, 2005

ANNA REIS SPRAY TRUST

By: /s/ David Reis

Name: David Reis

Title: Trustee

SIGNATURE

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

Dated: August 25, 2005

ALEXANDER REIS SPRAY TRUST

By: /s/ David Reis

Name: David Reis

Title: Trustee

SIGNATURE

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

Dated: August 25, 2005

DAVID REIS FAMILY TRUST

By: /s/ David Reis

Name: David Reis

Title: Trustee

SIGNATURE

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

Dated: August 25, 2005

Edgar Filing: BEVERLY ENTERPRISES INC - Form SC 13D/A

/s/ David Reis

DAVID REIS

SIGNATURE

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

Dated: August 25, 2005

BAYLOR ENTERPRISES LLC

By: /s/ Arnold M. Whitman

Name: Arnold M. Whitman
Title: Managing Member

SIGNATURE

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

Dated: August 25, 2005

/s/ Arnold M. Whitman

ARNOLD M. WHITMAN

EXHIBIT INDEX

| EXHIBIT | NAME |
|---------|---|
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- G. Term Sheet dated December 14, 2004.*
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++ Filed herewith

Exhibit R

TERMINATION AGREEMENT

August 25, 2005

Appaloosa Management, L.P.,
on behalf of itself and each of
the Appaloosa Filers,
26 Main Street, First Floor
Chatham, NJ 07928

Northbrook NBV, LLC, on behalf of
itself and each of
Messrs. Hokin, Rubin and Hartman
500 Skokie Blvd, Suite 310
Northbrook, IL 60062

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Franklin Mutual Advisers, LLC
101 John F. Kennedy Parkway
Short Hills, NJ 07078

David Reis, as trustee of each of the
Reis Trusts,
19 Hilltop Place
Rye, NY 10580

Baylor Enterprises LLC
c/o Formation Capital, LLC
1035 Powers Place
Alpharetta, GA 30004
06880

Arnold M. Whitman
c/o Formation Capital, LLC
1035 Powers Place
Alpharetta, GA 30004

David Reis, in his
personal capacity
19 Post Road
East Westport, CT

Formation Capital, LLC
1035 Powers Place
Alpharetta, GA 30004

Reference is hereby made to that certain Letter Agreement, dated January 24, 2005 (the "Schedule 13D Coordination Agreement"), by and among Formation Capital, LLC ("Formation"), Appaloosa Management L.P. ("Appaloosa"), Appaloosa Investment Limited Partnership ("AILP"), Palomino Fund Ltd. ("Palomino"), Appaloosa Partners Inc. ("API"), David A. Tepper ("Mr. Tepper", together with Appaloosa, AILP, Palomino, and API, the "Appaloosa Filers"), Franklin Mutual Advisers, LLC ("Franklin"), Northbrook NBV, LLC ("Northbrook"), David Hokin, Rob Rubin, Robert Hartman, David Reis, in his personal capacity and in his capacity as trustee of each of the Reis Trusts, the 1995 David Reis Family Trust ("1995 DRF Trust"), the 1995 Donna Reis Family Trust ("Donna Trust"), the Aaron Reis Spray Trust ("Aaron Trust"), the Anna Reis Spray Trust ("Anna Trust"), the Alexander Reis Spray Trust ("Alexander Trust") and the David Reis Family Trust ("DRF Trust"), Baylor Enterprises LLC ("Baylor") and Arnold M. Whitman (collectively, the "Filing Persons").

Pursuant to Section 4 of the Schedule 13D Coordination Agreement, each of the Filing Persons hereby certifies to each of the other Filing Persons that it and its affiliates have no agreements, arrangements or understandings with the other Filing Persons and their affiliates with respect to the acquiring, holding, voting or disposing of shares of Company Common Stock (as defined in the Schedule 13D Coordination Agreement). Accordingly, the Filing Persons acknowledge and agree that, subject to the last sentence of Section 5 of the Schedule 13D Coordination Agreement, the Schedule 13D Coordination Agreement is hereby terminated and of no further force or effect. This letter agreement shall be governed by the laws of the State of New York, without regard for the conflicts of law principles thereof.

IN WITNESS WHEREOF, the parties hereto have executed this Termination Agreement on the day and year first above written.

FORMATION CAPITAL, LLC

By: /s/ Arnold M. Whitman

Name: Arnold M. Whitman
Title: Chief Executive Officer

APPALOOSA INVESTMENT LIMITED PARTNERSHIP I

By: APPALOOSA MANAGEMENT L.P.,

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Its General Partner
By: APPALOOSA PARTNERS INC.,
Its General Partner

By: /s/ Ronald M. Goldstein

Name: Ronald M. Goldstein
Title: Vice President

PALOMINO FUND LTD.

By: APPALOOSA MANAGEMENT L.P.,
Its Investment Adviser
By: APPALOOSA PARTNERS INC.,
Its General Partner

By: /s/ Ronald M. Goldstein

Name: Ronald M. Goldstein
Title: Vice President

APPALOOSA MANAGEMENT L.P.

By: APPALOOSA PARTNERS INC.,
Its General Partner

By: /s/ Ronald M. Goldstein

Name: Ronald M. Goldstein
Title: Vice President

APPALOOSA PARTNERS INC.

By: /s/ Ronald M. Goldstein

Name: Ronald M. Goldstein
Title: Vice President

/s/ David A. Tepper

David A. Tepper

FRANKLIN MUTUAL ADVISERS, LLC

By: /s/ Bradley Takahashi

Name: Bradley Takahashi
Title: Vice President

NORTHBROOK NBV, LLC

By: /s/ Rob Rubin

Name: Rob Rubin
Title: Manager

/s/ David Hokin

DAVID HOKIN

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/s/ Rob Rubin

ROB RUBIN

/s/ Robert Hartman

ROBERT HARTMAN

1995 DAVID REIS FAMILY TRUST

By: /s/ David Reis

Name: David Reis
Title: Trustee

1995 DONNA REIS FAMILY TRUST

By: /s/ David Reis

Name: David Reis
Title: Trustee

AARON REIS SPRAY TRUST

By: /s/ David Reis

Name: David Reis
Title: Trustee

ANNA REIS SPRAY TRUST

By: /s/ David Reis

Name: David Reis
Title: Trustee

ALEXANDER REIS SPRAY TRUST

By: /s/ David Reis

Name: David Reis
Title: Trustee

DAVID REIS FAMILY TRUST

By: /s/ David Reis

Name: David Reis
Title: Trustee

/s/ David Reis

David Reis

BAYLOR ENTERPRISES LLC

By: /s/ Arnold M. Whitman

Name: Arnold M. Whitman
Title: Managing Member

/s/ Arnold M. Whitman

Arnold M. Whitman