

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) / /

6	CITIZENSHIP OR PLACE OF ORGANIZATION
TEXAS	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER
	4,760,550

	8 SHARED VOTING POWER
	0

	9 SOLE DISPOSITIVE POWER
	4,760,550

	10 SHARED DISPOSITIVE POWER
	0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,760,550

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

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	47.0%

14	TYPE OF REPORTING PERSON*
	PN

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	NEWCASTLE CAPITAL MANAGEMENT, L.P.

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (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) / /

6	CITIZENSHIP OR PLACE OF ORGANIZATION
	TEXAS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER
	4,760,550

	8 SHARED VOTING POWER
	0

4,760,550

0

4,760,550

/ /

47.0%

PN

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NEWCASTLE CAPITAL GROUP, L.L.C.

3 SEC USE ONLY

00

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

4,760,550

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER

4,760,550

0

4,760,550

// //

47.0%

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MARK E. SCHWARZ

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO, PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY 4,805,550
OWNED BY

EACH 8 SHARED VOTING POWER
REPORTING 0
PERSON WITH

9 SOLE DISPOSITIVE POWER

4,805,550

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

4,805,550

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

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

47.4%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

STEVEN J. PULLY

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (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) / /

6	CITIZENSHIP OR PLACE OF ORGANIZATION USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 26,787 ----- 8 SHARED VOTING POWER 0 ----- 9 SOLE DISPOSITIVE POWER 26,787 ----- 10 SHARED DISPOSITIVE POWER 0 -----

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 26,787 -----

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

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) less than 1% -----

14	TYPE OF REPORTING PERSON* IN =====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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The following statement constitutes Amendment No. 12 to the Schedule 13D filed by the undersigned (the "Statement"). Except as specifically amended by this Amendment No. 12, the Statement remains in full force and effect.

Item 3 is hereby amended and restated as follows:

The net investment cost (including commissions, if any) of the shares of Common Stock held directly by NP was approximately \$11,186,140.34, all of which was obtained from NP's working capital. The net investment cost (including commissions, if any) of the shares of Common Stock held directly by Mr. Schwarz (excludes stock options held by Mr. Schwarz and shares of Common Stock beneficially owned by NP that Mr. Schwarz may also be deemed to beneficially own) was approximately \$30,875, all of which was obtained from personal funds of Mr. Schwarz. Neither of NCM or NCG directly owns any shares of Common Stock.

The net investment cost (including commissions, if any) of the shares of Common Stock held directly by Mr. Pully was approximately \$23,952, all of which was obtained from personal funds of Mr. Pully.

Item 5(a) is hereby amended and restated as follows:

(a) The aggregate percentage of shares of Common Stock reported to be owned by the Reporting Persons is based upon 10,138,494 shares of Common Stock outstanding as of January 30, 2007 as reported in the Company's Form 10-Q as

filed with the Securities and Exchange Commission on February 7, 2007.

As of the filing date of this Statement, NP beneficially owned 4,760,550 shares of Common Stock, representing approximately 47.0% of the Company's issued and outstanding Common Stock.

NCM, as the general partner of NP, may be deemed to beneficially own the 4,760,550 shares of Common Stock beneficially owned by NP, representing approximately 47.0% of the issued and outstanding Common Stock.

NCG, as the general partner of NCM, which in turn is the general partner of NP, may also be deemed to beneficially own the 4,760,550 shares of Common Stock beneficially owned by NP, representing approximately 47.0% of the issued and outstanding Common Stock.

Mark E. Schwarz, as the managing member of NCG, the general partner of NCM, which in turn is the general partner of NP, may also be deemed to beneficially own the 4,760,550 shares of Common Stock beneficially owned by NP, representing approximately 47.0% of the issued and outstanding Common Stock. In addition, Mr. Schwarz directly owns 15,000 shares of Common Stock and 30,000 shares of Common Stock underlying currently exercisable stock options, which, together with the Common Stock held by NP, represents approximately 47.4% of the issued and outstanding Common Stock.

As of the filing date of this Statement, Steven J. Pully beneficially owned 8,929 shares of Common Stock and 17,858 shares of Common Stock underlying currently exercisable stock options, representing, in the aggregate, less than 1% of the Company's issued and outstanding Common Stock.

The filing of this Statement and any future amendment by the Reporting Persons, and the inclusion of information herein and therein, shall not be considered an admission that any of such persons, for the purpose of Section 13(d) of the Act, or otherwise, are the beneficial owners of any shares of Common Stock in which such persons do not have a pecuniary interest.

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Item 5(b) is hereby amended and restated as follows:

(b) By virtue of his position with NP, NCM and NCG, Mark Schwarz has the sole power to vote and to dispose of the 4,760,550 shares of Common Stock, or 47.0% of the issued and outstanding shares of Common Stock, beneficially owned by the Newcastle Control Persons. Mr. Schwarz has the sole power to vote and to dispose of the 15,000 shares of Common Stock he holds directly and the 30,000 shares of Common Stock underlying his currently exercisable stock options, which, together with the Common Stock held by NP, represents approximately 47.4% of the issued and outstanding Common Stock.

Steven J. Pully has the sole power to vote and to dispose of the 8,929 shares of Common Stock held directly by Mr. Pully and the 17,858 shares of Common Stock underlying his currently exercisable stock options, representing, in the aggregate, less than 1% of the Company's issued and outstanding Common Stock.

Item 5(c) is hereby amended to add the following:

Schedule A annexed hereto lists all transactions by the Reporting Persons in the Company's Common Stock during the past sixty days. All of such transactions were effected in the open market.

[Signature Page Follows]

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SIGNATURES

After due inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 14, 2007

NEWCASTLE PARTNERS, L.P.

By: Newcastle Capital Management, L.P., its
general partner

By: Newcastle Capital Group, L.L.C., its
general partner

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL MANAGEMENT, L.P.

By: Newcastle Capital Group, L.L.C., its
general partner

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL GROUP, L.L.C.

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

/s/ Mark E. Schwarz

MARK E. SCHWARZ

/s/ Steven J. Pully

STEVEN J. PULLY

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SCHEDULE A

Transactions in the Shares of Common Stock During the Past Sixty Days

Shares of Common Stock Purchased / (Sold)	Price Per Share (\$)	Date of Purchase / (Sale)
----------------------------------------------	-------------------------	------------------------------

NEWCASTLE PARTNERS, L.P.

752	1.88	01/16/07
100	1.85	01/24/07
930	1.85	01/25/07
3,700	1.85	02/05/07
519,502	1.95	03/13/07

NEWCASTLE CAPITAL MANAGEMENT, L.P.
None

NEWCASTLE CAPITAL GROUP, L.L.C.
None

MARK E. SCHWARZ
None

STEVEN J. PULLY
None