

Edgar Filing: ITLA CAPITAL CORP - Form SC 13G/A

ITLA CAPITAL CORP  
Form SC 13G/A  
February 13, 2007

SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549  
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SCHEDULE 13G/A\*  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2(b)  
(Amendment No. 3)\*

ITLA Capital Corp.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

450565106  
(CUSIP Number)

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/A is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 14 Pages)

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\*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).

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- 
- (1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)

Granite Capital, L.P.

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-----  
(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  
-----  
NUMBER OF (5) SOLE VOTING POWER -0-  
SHARES -----  
BENEFICIALLY (6) SHARED VOTING POWER 248,454  
OWNED BY -----  
EACH (7) SOLE DISPOSITIVE POWER -0-  
REPORTING -----  
PERSON WITH (8) SHARED DISPOSITIVE POWER 248,454  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON 248,454  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9) 4.5%  
-----  
(12) TYPE OF REPORTING PERSON \*\* PN  
-----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY) Granite Capital II, L.P.  
-----  
(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  
-----  
NUMBER OF (5) SOLE VOTING POWER

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-0-

SHARES -----

BENEFICIALLY (6) SHARED VOTING POWER 19,146

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER -0-

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER 19,146

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON 19,146

-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9) 0.3%

-----

(12) TYPE OF REPORTING PERSON \*\* PN

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
GRANUM VALUE FUND

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(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

-----

NUMBER OF (5) SOLE VOTING POWER -0-

SHARES -----

BENEFICIALLY (6) SHARED VOTING POWER -0-

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER -0-

REPORTING -----

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PERSON WITH (8) SHARED DISPOSITIVE POWER -0-

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

---

(12) TYPE OF REPORTING PERSON \*\* IV

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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
GRANITE CAPITAL, L.L.C.

---

(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

---

NUMBER OF (5) SOLE VOTING POWER -0-  
SHARES

---

BENEFICIALLY (6) SHARED VOTING POWER 267,600  
OWNED BY

---

EACH (7) SOLE DISPOSITIVE POWER -0-  
REPORTING

---

PERSON WITH (8) SHARED DISPOSITIVE POWER 267,600

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 267,600

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

---

(11) PERCENT OF CLASS REPRESENTED

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BY AMOUNT IN ROW (9)

4.8%

(12) TYPE OF REPORTING PERSON \*\*

IA,OO

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)

GRANUM CAPITAL MANAGEMENT, L.L.C.

(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

NUMBER OF (5) SOLE VOTING POWER

-0-

SHARES

BENEFICIALLY (6) SHARED VOTING POWER

-0-

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER

-0-

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER

-0-

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

-0-

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

[ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

0.0%

(12) TYPE OF REPORTING PERSON \*\*

IA,OO

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(1) NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO.  
 OF ABOVE PERSONS (ENTITIES ONLY) Lewis M. Eisenberg

-----

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

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

-----

NUMBER OF	(5) SOLE VOTING POWER				
SHARES			-0-		
-----					
BENEFICIALLY	(6) SHARED VOTING POWER		267,600		
OWNED BY					
-----					
EACH	(7) SOLE DISPOSITIVE POWER		-0-		
REPORTING					
-----					
PERSON WITH	(8) SHARED DISPOSITIVE POWER		267,600		
-----					
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		267,600		
-----					
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **			[ ]	
-----					
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		4.8%		
-----					
(12)	TYPE OF REPORTING PERSON **		IN		
-----					

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(1) NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO.  
 OF ABOVE PERSONS (ENTITIES ONLY) Walter F. Harrison, III

-----

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

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(3)	SEC USE ONLY	
-----		
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
-----		
NUMBER OF	(5) SOLE VOTING POWER	
SHARES		-0-
-----		
BENEFICIALLY	(6) SHARED VOTING POWER	
OWNED BY		267,600
-----		
EACH	(7) SOLE DISPOSITIVE POWER	
REPORTING		-0-
-----		
PERSON WITH	(8) SHARED DISPOSITIVE POWER	
		267,600
-----		
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	267,600
-----		
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[ ]
-----		
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	4.8%
-----		
(12)	TYPE OF REPORTING PERSON **	IN
-----		

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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The Schedule 13G of (i) Granite Capital, L.P., (ii) Granite Capital II, L.P., (iii) Granite Capital, L.L.C., (iv) Granum Value Fund, (v) Granum Capital Management, L.L.C., (vi) Lewis M. Eisenberg and (vii) Walter F. Harrison, III, relating to the Common Stock (par value \$0.01) issued by ITLA Capital Corp. (the "Company"), initially filed as of September 5, 2001 is hereby further amended to read as follows:

Item 1(a). Name of Issuer:

The name of the issuer is ITLA Capital Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at 888 Prospect Street, Suite 110, La Jolla, CA 92037

Item 2(a). Name of Person Filing:

This statement is filed by:

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- (i) Granite Capital, L.P., a Delaware limited partnership ("Granite"), with respect to the shares of Common Stock (defined in Item 2(d) below) directly owned by it;
- (ii) Granite Capital II, L.P., a Delaware limited partnership ("Granite II"), with respect to the shares of Common Stock directly owned by it;
- (iii) Granum Value Fund, a publicly registered mutual fund organized as a trust under the laws of the state of Delaware ("Granum Value"), with respect to the shares of Common Stock directly owned by it;
- (iv) Granite Capital, L.L.C., a Delaware limited liability company ("Granite L.L.C."), which serves as the general partner of Granite and Granite II, with respect to the shares of Common Stock directly owned by each of Granite and Granite II;
- (v) Granum Capital Management, L.L.C., a Delaware limited liability company ("Granum Management") which serves as investment adviser to Granum Value, with respect to the shares of Common Stock directly owned by Granum Value;

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- (vi) Lewis M. Eisenberg, a United States citizen ("Mr. Eisenberg"), who serves as a managing member of Granite L.L.C. and as a managing member of Granum Management with respect to the shares of Common Stock directly owned by each of Granite, Granite II and Granum Value; and
- (vii) Walter F. Harrison, III, a United States citizen ("Mr. Harrison"), who serves as a managing member of Granite L.L.C. and as a managing member of Granum Management with respect to the shares of Common Stock directly owned by each of Granite, Granite II and Granum Value.

The foregoing persons are hereinafter 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 Business Office or, if None, Residence:

The address of the business office of each of the Reporting Persons is 126 East 56th Street, 25th Floor, New York, New York 10022.

Item 2(c). Citizenship:

Mr. Eisenberg and Mr. Harrison are citizens of the United States. Each of Granite, Granite II and Granum Value is organized under the laws of the state of Delaware.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value (the "Common Stock").

Item 2(e). CUSIP Number: 450565106

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:



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- (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,

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- (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.

The percentages used in this Item 4 are calculated based upon 5,543,451 shares of Common Stock issued and outstanding as of November 1, 2006 as reported in the Company's Form 10-Q for the period ending September 30, 2006.

A. Granite Capital, L.P.

- (a) Amount beneficially owned: 248,454
- (b) Percent of class: 4.5%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 248,454
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 248,454

B. Granite Capital II, L.P.

- (a) Amount beneficially owned: 19,146
- (b) Percent of class: 0.3%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 19,146
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 19,146

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C. Granum Value Fund

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- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

### D. Granite Capital, L.L.C.

- (a) Amount beneficially owned: 267,600
- (b) Percent of class: 4.8%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 267,600
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 267,600

### E. Granum Capital Management, L.L.C.

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

### F. Lewis M. Eisenberg

- (a) Amount beneficially owned: 267,600
- (b) Percent of class: 4.8%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 267,600
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 267,600

### G. Walter F. Harrison, III

- (a) Amount beneficially owned: 267,600
- (b) Percent of class: 4.8%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 267,600
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 267,600

## Item 5. Ownership of Five Percent or Less of a Class.

This statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities.

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

Not applicable.

## 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.

Please see Item 2.

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Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following 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.

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SIGNATURES

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

DATED: February 13, 2007

GRANITE CAPITAL, L.P.

By: Granite Capital, L.L.C.,  
General Partner

By: /s/ Walter F. Harrison, III  
-----

Walter F. Harrison, III  
Member

GRANITE CAPITAL II, L.P.

By: Granite Capital, L.L.C.,  
General Partner

By: /s/ Walter F. Harrison, III  
-----

Walter F. Harrison, III  
Member

GRANUM VALUE FUND

By: Granite Capital Management, L.L.C.,  
Investment Adviser

By: /s/ Walter F. Harrison, III  
-----

Walter F. Harrison, III  
Member

GRANITE CAPITAL, L.L.C.

By: /s/ Walter F. Harrison, III  
-----

Walter F. Harrison, III  
Member

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GRANUM CAPITAL MANAGEMENT, L.L.C.

By: /s/ Walter F. Harrison, III

-----  
Walter F. Harrison, III  
Member

LEWIS M. EISENBERG

/s/ Lewis M. Eisenberg

-----

WALTER F. HARRISON, III

/s/ Walter F. Harrison, III

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