

TREMISIS ENERGY ACQUISITION CORP  
Form SC 13D/A  
December 14, 2005

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OMB APPROVAL  
-----

OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....11  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Tremisis Energy Acquisition Corporation

-----  
(Name of Issuer)

Common Stock, par value \$0.0001 per share

-----  
(Title of Class of Securities)

894727106

-----  
(CUSIP Number)

Mark C. Wehrly  
Farallon Capital Management, L.L.C.  
One Maritime Plaza, Suite 1325  
San Francisco, California 94111  
(415) 421-2132

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 6, 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 Sections 240.13d-1(e), 13d-1(f) or 240.13d-1(g), check the following box [ ].

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

\* 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 disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose 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).

(Continued on following pages)  
Page 1 of 32 Pages

13D

=====  
CUSIP No. 894727106  
=====

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

Farallon Capital Partners, L.P.

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
2 (a) [ ]  
(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 743,070 Shares, which is 9.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS (See Instructions)  
WC, OO

-----  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

-----  
7 SOLE VOTING POWER  
NUMBER OF -0-

-----  
8 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 132,600

-----  
9 SOLE DISPOSITIVE POWER  
EACH REPORTING -0-

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PERSON WITH -----  
SHARED DISPOSITIVE POWER  
10 132,600  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
132,600  
-----  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.7%  
-----  
14 TYPE OF REPORTING PERSON (See Instructions)  
PN  
-----

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13D

=====  
CUSIP No. 894727106  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Farallon Capital Institutional Partners, L.P.  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
  
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-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS (See Instructions)  
WC  
-----  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) [ ]  
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

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```

=====
              SOLE VOTING POWER
NUMBER OF      7      -0-
SHARES
BENEFICIALLY  8      SHARED VOTING POWER
OWNED BY      105,700
EACH          9      SOLE DISPOSITIVE POWER
REPORTING     9      -0-
PERSON WITH   10     SHARED DISPOSITIVE POWER
              105,700
=====
11  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
    105,700
=====
12  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
    CERTAIN SHARES (See Instructions)
                                     [   ]
=====
13  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
    1.4%
=====
14  TYPE OF REPORTING PERSON (See Instructions)
    PN
=====

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13D

=====
CUSIP No. 894727106
=====

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

   Farallon Capital Institutional Partners II, L.P.
=====

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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) [   ]
(b) [ X ]**
2

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-----

4 SOURCE OF FUNDS (See Instructions)  
WC

-----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) [ ]

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

-----

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		26,700
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
	10	SHARED DISPOSITIVE POWER
		26,700

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
26,700

-----

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

-----

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

-----

14 TYPE OF REPORTING PERSON (See Instructions)  
PN

-----

13D

=====

CUSIP No. 894727106

=====

-----

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Farallon Capital Institutional Partners III, L.P.

-----

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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2

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3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

WC

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[ ]

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	8	29,200
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	9	-0-
		SHARED DISPOSITIVE POWER
	10	29,200

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,200

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%

14

TYPE OF REPORTING PERSON (See Instructions)

PN

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13D

=====  
CUSIP No. 894727106  
=====

-----  
 NAMES OF REPORTING PERSONS  
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
 Tincum Partners, L.P.  
 -----

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 2

-----  
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3 SEC USE ONLY

-----  
 SOURCE OF FUNDS (See Instructions)  
 4  
 WC, 00  
 -----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]  
 -----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 New York  
 -----

		7	SOLE VOTING POWER
NUMBER OF			-0-

		8	SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY			5,000

		9	SOLE DISPOSITIVE POWER
EACH REPORTING PERSON WITH			-0-

		10	SHARED DISPOSITIVE POWER
			5,000

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 5,000  
 -----

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
 -----

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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13

0.1%

14

TYPE OF REPORTING PERSON (See Instructions)  
PN

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=====  
CUSIP No. 894727106  
=====

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

Farallon Capital Offshore Investors II, L.P.

=====  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

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3 SEC USE ONLY

=====  
4 SOURCE OF FUNDS (See Instructions)  
WC, OO

=====  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

=====  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES		8	SHARED VOTING POWER
BENEFICIALLY OWNED BY			204,300
EACH		9	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH			-0-
			SHARED DISPOSITIVE POWER



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10

204,300

=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,300

-----

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

-----

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

2.7%

-----

14 TYPE OF REPORTING PERSON (See Instructions)

PN

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=====

CUSIP No. 894727106

=====

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1 NAMES OF REPORTING PERSONS

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

Farallon Capital Management, L.L.C.

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

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3 SEC USE ONLY

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4 SOURCE OF FUNDS (See Instructions)

OO

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) [ ]

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----

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		SOLE VOTING POWER
7		
NUMBER OF		-0-
		=====
		SHARED VOTING POWER
8		
SHARES		239,570
BENEFICIALLY		
OWNED BY		=====
		SOLE DISPOSITIVE POWER
9		
EACH		
		=====
		SHARED DISPOSITIVE POWER
10		
REPORTING		239,570
PERSON WITH		=====
		=====
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		239,570
		=====
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
		[ ]
		=====
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
		3.1%
		=====
14		TYPE OF REPORTING PERSON (See Instructions)
		IA, OO
		=====

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13D

=====  
CUSIP No. 894727106  
=====

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

=====

		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
		(a) [ ]
		(b) [ X ]**

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4 SOURCE OF FUNDS (See Instructions)  
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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) [ ]

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		503,500
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
	10	SHARED DISPOSITIVE POWER
		503,500

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
503,500

-----

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.5%

-----

14 TYPE OF REPORTING PERSON (See Instructions)  
OO

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13D

=====

CUSIP No. 894727106

=====

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

-----

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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2

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4

SOURCE OF FUNDS (See Instructions)

AF, OO

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[ ]

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	8	743,070
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	9	-0-
		SHARED DISPOSITIVE POWER
	10	743,070

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

743,070

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.7%

14

TYPE OF REPORTING PERSON (See Instructions)

IN

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13D

=====  
CUSIP No. 894727106  
=====

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

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 2  
  
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 SOURCE OF FUNDS (See Instructions)  
 4  
 AF, OO  
 -----

-----  
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 5 TO ITEMS 2(d) OR 2(e) [ ]  
 -----

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 6  
 United States  
 -----

		7	SOLE VOTING POWER
NUMBER OF			-0-
		8	SHARED VOTING POWER
SHARES			743,070
BENEFICIALLY OWNED BY			
		9	SOLE DISPOSITIVE POWER
EACH			-0-
REPORTING PERSON WITH		10	SHARED DISPOSITIVE POWER
			743,070

-----  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 11  
 743,070  
 -----

-----  
 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 12 CERTAIN SHARES (See Instructions) [ ]  
 -----

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-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.7%  
-----  
14 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

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13D

=====  
CUSIP No. 894727106  
=====

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

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

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3 SEC USE ONLY

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4 SOURCE OF FUNDS (See Instructions)  
AF, 00  
-----

-----  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
[ ]  
-----

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

-----  
7 SOLE VOTING POWER  
NUMBER OF -0-  
-----

-----  
8 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 743,070  
-----

-----  
9 SOLE DISPOSITIVE POWER  
EACH  
-----

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REPORTING PERSON WITH -0-

---

SHARED DISPOSITIVE POWER

10 743,070

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

743,070

---

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

---

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

9.7%

---

14 TYPE OF REPORTING PERSON (See Instructions)

IN

---

Page 12 of 32 Pages

13D

=====

CUSIP No. 894727106

=====

---

1 NAMES OF REPORTING PERSONS

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

Richard B. Fried

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

---

CITIZENSHIP OR PLACE OF ORGANIZATION

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6

United States

		SOLE VOTING POWER
7	NUMBER OF	-0-
	SHARES	SHARED VOTING POWER
8	BENEFICIALLY OWNED BY	743,070
	EACH	SOLE DISPOSITIVE POWER
9	REPORTING PERSON WITH	-0-
		SHARED DISPOSITIVE POWER
10		743,070
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		743,070
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
		[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		9.7%
14	TYPE OF REPORTING PERSON (See Instructions)	
		IN

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13D

=====  
CUSIP No. 894727106  
=====

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Monica R. Landry	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
		(a) [ ]
		(b) [ X ]**

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AF, OO  
-----  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) [ ]  
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----  
7 SOLE VOTING POWER  
NUMBER OF 7 -0-  
-----  
8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 8 743,070  
-----  
9 SOLE DISPOSITIVE POWER  
EACH 9 -0-  
-----  
10 SHARED DISPOSITIVE POWER  
REPORTING PERSON WITH 10 743,070  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
743,070  
-----  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.7%  
-----  
14 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

13D

=====  
CUSIP No. 894727106  
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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
-----

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William F. Mellin

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2

\*\* The reporting persons making this filing hold an aggregate of 743,070 Shares, which is 9.7% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

AF, OO

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[ ]

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER
EACH	743,070	
REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
	-0-	
	10	SHARED DISPOSITIVE POWER
	743,070	

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

743,070

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.7%

14

TYPE OF REPORTING PERSON (See Instructions)

IN

13D

=====  
 CUSIP No. 894727106  
 =====

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

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 2

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 3 SEC USE ONLY

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 SOURCE OF FUNDS (See Instructions)  
 4  
 AF, 00  
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 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  
 [ ]  
 5  
 -----

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 6  
 United States  
 -----

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES			-----
BENEFICIALLY	8		SHARED VOTING POWER
OWNED BY			743,070
EACH			-----
REPORTING	9		SOLE DISPOSITIVE POWER
PERSON WITH			-0-
			-----
	10		SHARED DISPOSITIVE POWER
			743,070

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 743,070  
 -----

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.7%

---

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

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Page 16 of 32 Pages

13D

=====  
CUSIP No. 894727106  
=====

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

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

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3 SEC USE ONLY

---

4 SOURCE OF FUNDS (See Instructions)  
AF, OO

---

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) [ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES			SHARED VOTING POWER
BENEFICIALLY OWNED BY	8		743,070

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=====

EACH	SOLE DISPOSITIVE POWER
9	-0-
REPORTING PERSON WITH	SHARED DISPOSITIVE POWER
10	743,070

=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

743,070

=====

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

[ ]

=====

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

9.7%

=====

14 TYPE OF REPORTING PERSON (See Instructions)

IN

=====

Page 17 of 32 Pages

13D

=====  
CUSIP No. 894727106  
=====

=====

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

Derek C. Schrier

=====

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

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=====

3 SEC USE ONLY

=====

4 SOURCE OF FUNDS (See Instructions)

AF, OO

=====

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

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[ ]

```

=====
6      CITIZENSHIP OR PLACE OF ORGANIZATION
      United States
=====
      SOLE VOTING POWER
      7      -0-
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      EACH
      REPORTING
      PERSON WITH
      8      SHARED VOTING POWER
      743,070
      9      SOLE DISPOSITIVE POWER
      -0-
      10     SHARED DISPOSITIVE POWER
      743,070
=====
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      743,070
=====
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES (See Instructions)
      [ ]
=====
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
      9.7%
=====
14     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

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Page 18 of 32 Pages

13D

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=====
CUSIP No. 894727106
=====

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=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
      Thomas F. Steyer
=====
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [ ]
      (b) [ X ]**

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\*\* The reporting persons making this filing hold an aggregate of 743,070 Shares, which is 9.7% of the class of securities. The reporting person on this

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cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

=====		
3	SEC USE ONLY	
=====		
4	SOURCE OF FUNDS (See Instructions)	
	AF, OO	
=====		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[ ]
=====		
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
=====		
		SOLE VOTING POWER
	7	-0-
NUMBER OF		-----
		SHARED VOTING POWER
SHARES	8	743,070
BENEFICIALLY		-----
OWNED BY		SOLE DISPOSITIVE POWER
EACH	9	-0-
REPORTING		-----
PERSON WITH		SHARED DISPOSITIVE POWER
	10	743,070
=====		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	743,070	
=====		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
=====		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	9.7%	
=====		
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	
=====		

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=====

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

Mark C. Wehrly

=====

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

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=====

3 SEC USE ONLY

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4 SOURCE OF FUNDS (See Instructions)  
AF, OO

=====

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

=====

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

=====

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		=====
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		743,070
EACH		=====
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		=====
	10	SHARED DISPOSITIVE POWER
		743,070

=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
743,070

=====

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

=====

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.7%

=====

14 TYPE OF REPORTING PERSON (See Instructions)



IN

Page 20 of 32 Pages

This Amendment No. 1 to Schedule 13D amends the Schedule 13D initially filed on November 30, 2005 (collectively, with all amendments thereto, the "Schedule 13D").

Item 3. Source And Amount Of Funds And Other Consideration

Item 3 of the Schedule 13D is amended and supplemented by the following:

The net investment cost (including commissions) for the Shares acquired by each of the Farallon Funds and the Managed Account since the filing of the prior Schedule 13D is set forth below:

Entity	Shares Acquired	Approximate Net Investment Cost
FCP	31,200	\$172,224
FCIP	26,100	\$144,072
FCIP II	6,800	\$37,536
FCIP III	4,900	\$27,048
Tinicum	1,200	\$6,624
FCOI II	34,700	\$191,544
Managed Account	47,100	\$259,992

The consideration for such acquisitions was obtained as follows: (i) with respect to FCIP, FCIP II and FCIP III, from working capital; (ii) with respect to FCP, Tinicum and FCOI II, from working capital, and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by FCP, Tinicum and FCOI II at Goldman, Sachs & Co.; and (iii) with respect to the Managed Account, from the working capital of the Managed Account and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by the Managed Account at Goldman, Sachs & Co. FCP, Tinicum, FCOI II and the Managed Account hold certain securities in their respective margin accounts at Goldman, Sachs & Co., and the accounts may from time to time have debit balances. It is not possible to determine the amount of borrowings, if any, used to acquire the Shares.

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Item 5. Interest In Securities Of The Issuer

Item 5 of the Schedule 13D is amended and restated in its entirety as follows:

- (a) The Farallon Funds

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(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Fund is incorporated herein by reference for each such Farallon Fund. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 7,700,000 Shares outstanding as of November 14, 2005 as reported by the Company in its Quarterly Report on Form 10-QSB for the period ended September 30, 2005 filed with the Securities and Exchange Commission on November 14, 2005.

(c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Farallon Funds since the filing of the prior Schedule 13D are set forth on Schedules A-F hereto and are incorporated herein by reference. All of such transactions were open-market transactions.

(d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.

(e) Not applicable.

(b) The Management Company  
-----

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.

(c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Management Company on behalf of the Managed Account since the filing of the prior Schedule 13D are set forth on Schedule G hereto and are incorporated herein by reference. All of such transactions were open-market transactions.

(d) The Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Account as reported herein. The Farallon Individual Reporting Persons are managing members of the Management Company.

(e) Not applicable.

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(c) The Farallon General Partner  
-----

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- (a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.
  - (c) None.
  - (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.
  - (e) Not applicable.
- (d) The Farallon Individual Reporting Persons  
-----
- (a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Individual Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.
  - (c) None.
  - (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. The Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all the Shares held by the Managed Account as reported herein. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.
  - (e) Not applicable.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds and those reported by the Management Company on behalf of the Managed Account are owned directly by the Managed Account. The Farallon General Partner, as general partner to the Farallon Funds, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds. The Management Company, as investment adviser to the Managed Account, may be deemed to be the beneficial owner of all such Shares owned by the Managed Account. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company, may each be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds and the Managed Account. Each of the Management Company, the Farallon General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

SIGNATURES  
-----

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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: December 14, 2005

/s/ Monica R. Landry

-----  
FARALLON PARTNERS, L.L.C.,  
On its own behalf and  
as the General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
TINICUM PARTNERS, L.P.,  
and FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.  
By Monica R. Landry,  
Managing Member

/s/ Monica R. Landry

-----  
FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Monica R. Landry,  
Managing Member

/s/ Monica R. Landry

-----  
Monica R. Landry, individually and as attorney-in-fact  
for each of Chun R. Ding, William F. Duhamel,  
Charles E. Ellwein, Richard B. Fried, William F. Mellin,  
Stephen L. Millham, Rajiv A. Patel, Derek C. Schrier,  
Thomas F. Steyer and Mark C. Wehrly.

The Powers of Attorney, each executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by each of Ding and Schrier authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Person with respect to the Common Stock of Salix Pharmaceuticals, Ltd., is hereby incorporated by reference. The Powers of Attorney executed by each of Ellwein and Patel authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 4 to the

Page 24 of 32 Pages

Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004 by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference.

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SCHEDULE A  
-----

FARALLON CAPITAL PARTNERS, L.P.  
-----

TRADE DATE -----	NO. OF SHARES PURCHASED -----	PRICE PER SHARE (\$) -----
12/06/2005	23,000	5.52
12/12/2005	5,300	5.52
12/12/2005	2,900	5.52

Page 26 of 32 Pages

SCHEDULE B  
-----

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.  
-----

TRADE DATE -----	NO. OF SHARES PURCHASED -----	PRICE PER SHARE (\$) -----
12/06/2005	18,700	5.52
12/12/2005	2,600	5.52
12/12/2005	4,800	5.52

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SCHEDULE C

-----

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

-----

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
-----	-----	-----
12/06/2005	5,100	5.52
12/12/2005	1,100	5.52
12/12/2005	600	5.52

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SCHEDULE D

-----

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

-----

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
-----	-----	-----
12/06/2005	3,700	5.52
12/12/2005	800	5.52
12/12/2005	400	5.52

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SCHEDULE E

-----

TINICUM PARTNERS, L.P.

-----

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
-----	-----	-----
12/06/2005	900	5.52
12/12/2005	200	5.52
12/12/2005	100	5.52

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SCHEDULE F

-----

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

-----

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
-----	-----	-----
12/06/2005	26,700	5.52
12/12/2005	2,800	5.52
12/12/2005	5,200	5.52

Page 31 of 32 Pages

SCHEDULE G

FARALLON CAPITAL MANAGEMENT, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
12/06/2005	35,400	5.52
12/12/2005	4,100	5.52
12/12/2005	7,600	5.52

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