

Edgar Filing: TYLER TECHNOLOGIES INC - Form SC 13G/A

TYLER TECHNOLOGIES INC  
Form SC 13G/A  
January 30, 2006

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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 13G

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

Tyler Technologies, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

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

902252105

-----  
(CUSIP Number)

December 31, 2005

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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

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(Continued on following pages)  
Page 1 of 37 Pages  
Exhibit Index Found on Page 35

13G

=====  
CUSIP No. 902252105  
=====

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
  
\*\* The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----

5 SOLE VOTING POWER  
NUMBER OF 5 -0-  
-----  
6 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 6 2,570,000  
-----  
7 SOLE DISPOSITIVE POWER  
EACH 7  
REPORTING PERSON WITH 7 -0-  
-----  
8 SHARED DISPOSITIVE POWER  
8 2,570,000  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
2,570,000  
-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
-----

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=====
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
    6.6 %
=====
12 TYPE OF REPORTING PERSON (See Instructions)
    PN
=====

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Page 2 of 37 Pages

13G

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=====
CUSIP No. 902252105
=====

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```

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

  Noonday G.P. (U.S.), L.L.C.
=====

```

```

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

  ** The reporting persons making this filing hold an
  aggregate of 2,570,000 Shares, which is 6.6% 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.
=====

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```

=====
3 SEC USE ONLY
=====

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```

=====
4 CITIZENSHIP OR PLACE OF ORGANIZATION

  Delaware
=====

```

```

=====
5 SOLE VOTING POWER
  NUMBER OF
  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
  -0-
=====
6 SHARED VOTING POWER
  2,570,000
=====
7 SOLE DISPOSITIVE POWER
  -0-
=====
8 SHARED DISPOSITIVE POWER
  2,570,000
=====

```

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=====

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,570,000

=====

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

=====

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
6.6 %

=====

12 TYPE OF REPORTING PERSON (See Instructions)  
OO

=====

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13G

=====

CUSIP No. 902252105

=====

=====

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

=====

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

=====

5 SOLE VOTING POWER  
NUMBER OF -0-  
SHARES

=====

6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 2,570,000

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=====

EACH	SOLE DISPOSITIVE POWER
7	-0-
REPORTING PERSON WITH	SHARED DISPOSITIVE POWER
8	2,570,000

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,570,000

-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

-----

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

6.6 %

-----

12 TYPE OF REPORTING PERSON (See Instructions)

OO

-----

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13G

=====  
CUSIP No. 902252105  
=====

-----

1 NAMES OF REPORTING PERSONS

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

David I. Cohen

-----

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 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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=====	
	SOLE VOTING POWER
5	
NUMBER OF	-0-
=====	
	SHARED VOTING POWER
6	
SHARES	2,570,000
BENEFICIALLY	
OWNED BY	
=====	
	SOLE DISPOSITIVE POWER
7	
EACH	-0-
REPORTING	
PERSON WITH	
=====	
	SHARED DISPOSITIVE POWER
8	
	2,570,000
=====	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,570,000
=====	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]
=====	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	6.6 %
=====	
12	TYPE OF REPORTING PERSON (See Instructions)
	IN
=====	

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13G

=====

CUSIP No. 902252105

=====

=====	
1	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Saurabh K. Mittal
=====	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) [ ]
	(b) [ X ]**
**	The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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.

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-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

India

-----

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		2,570,000
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
	8	SHARED DISPOSITIVE POWER
		2,570,000

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,570,000

-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

-----

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

6.6%

-----

12 TYPE OF REPORTING PERSON (See Instructions)

IN

-----

13G

=====  
CUSIP No. 902252105  
=====

-----

1 NAMES OF REPORTING PERSONS

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

Noonday Capital Partners, L.L.C.

-----

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

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2 (a) [ ]  
(b) [ X ]\*\*  
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3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5  
NUMBER OF -0-  
SHARES  
BENEFICIALLY OWNED BY  
EACH

SHARED VOTING POWER

6 49,900

SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

7 -0-

SHARED DISPOSITIVE POWER

8 49,900

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 49,900

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 0.1%

TYPE OF REPORTING PERSON (See Instructions)

12 00



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-----  
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 2,570,000 Shares, which is 6.6% 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  
-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
4 California  
-----  
SOLE VOTING POWER  
5  
NUMBER OF -0-  
-----  
SHARED VOTING POWER  
6  
SHARES BENEFICIALLY OWNED BY EACH 503,000  
-----  
SOLE DISPOSITIVE POWER  
7  
REPORTING PERSON WITH -0-  
-----  
SHARED DISPOSITIVE POWER  
8  
503,000  
-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9  
503,000  
-----  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
10 CERTAIN SHARES (See Instructions) [ ]  
-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
11  
1.3%  
-----  
TYPE OF REPORTING PERSON (See Instructions)  
12  
PN  
-----

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13G

=====  
CUSIP No. 902252105  
=====

-----	
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 ]**  ** The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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	CITIZENSHIP OR PLACE OF ORGANIZATION  California
-----	
	SOLE VOTING POWER
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	-0-
-----	
	SHARED VOTING POWER
6	514,200
-----	
	SOLE DISPOSITIVE POWER
7	-0-
-----	
	SHARED DISPOSITIVE POWER
8	514,200
-----	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  514,200
-----	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]
-----	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.3%
-----	
12	TYPE OF REPORTING PERSON (See Instructions)  PN
-----	

13G

=====  
 CUSIP No. 902252105  
 =====

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

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

3 SEC USE ONLY  
 -----

CITIZENSHIP OR PLACE OF ORGANIZATION  
 4  
 California  
 -----

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		49,100
EACH		-----
	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON WITH		-----
	8	SHARED DISPOSITIVE POWER
		49,100

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 49,100  
 -----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
 -----

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11  
0.1%

TYPE OF REPORTING PERSON (See Instructions)

12  
PN

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13G

=====  
CUSIP No. 902252105  
=====

-----  
NAMES OF REPORTING PERSONS

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

Farallon Capital Institutional Partners III, L.P.

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

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

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3 SEC USE ONLY

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4  
Delaware

-----  
SOLE VOTING POWER

5  
NUMBER OF  
SHARES -0-

-----  
SHARED VOTING POWER

6  
BENEFICIALLY  
OWNED BY 41,400

-----  
SOLE DISPOSITIVE POWER

7  
EACH  
REPORTING  
PERSON WITH -0-

-----  
SHARED DISPOSITIVE POWER

8  
41,400  
-----

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9  
41,400

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.1%

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

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13G

=====  
CUSIP No. 902252105  
=====

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

Tinicum 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

5 SOLE VOTING POWER  
NUMBER OF -0-  
SHARES  
BENEFICIALLY OWNED BY  
6 SHARED VOTING POWER  
17,000

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EACH  
7  
SOLE DISPOSITIVE POWER  
-0-  
REPORTING PERSON WITH  
-----  
8  
SHARED DISPOSITIVE POWER  
17,000  
-----  
9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
17,000  
-----  
10  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]  
-----  
11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%  
-----  
12  
TYPE OF REPORTING PERSON (See Instructions)  
PN  
-----

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13G

=====  
CUSIP No. 902252105  
=====

-----  
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 ]\*\*  
\*\* The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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  
CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands  
-----  
SOLE VOTING POWER

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	5	-0-	
NUMBER OF			
=====			
SHARES		SHARED VOTING POWER	
BENEFICIALLY	6	425,971	
OWNED BY			
=====			
EACH		SOLE DISPOSITIVE POWER	
	7	-0-	
REPORTING			
PERSON WITH		SHARED DISPOSITIVE POWER	
	8	425,971	
=====			
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		425,971	
=====			
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
=====			
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		1.1%	
=====			
12		TYPE OF REPORTING PERSON (See Instructions)	
		PN	
=====			

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13G

=====  
CUSIP No. 902252105  
=====

=====	
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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=====	

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3 SEC USE ONLY

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

-----  
SOLE VOTING POWER

5  
NUMBER OF -0-

-----  
SHARED VOTING POWER  
6  
SHARES 969,429  
BENEFICIALLY OWNED BY

-----  
SOLE DISPOSITIVE POWER  
7  
EACH

-----  
-0-  
8  
REPORTING PERSON WITH

-----  
SHARED DISPOSITIVE POWER  
969,429

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 969,429

-----  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

10

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

11 2.5%

-----  
TYPE OF REPORTING PERSON (See Instructions)

12 IA, 00

-----

13G

=====  
CUSIP No. 902252105  
=====

-----  
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)



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2 (a) [ ]  
 (b) [ X ]\*\*  
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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

6 SHARED VOTING POWER

1,600,571

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

1,600,571

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,600,571

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

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

4.1%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

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

   Chun R. Ding
=====
2  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
   (a) [   ]
   (b) [ X ]**
   **      The reporting persons making this filing hold an
           aggregate of 2,570,000 Shares, which is 6.6% 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  CITIZENSHIP OR PLACE OF ORGANIZATION

   United States
=====
5  SOLE VOTING POWER
   NUMBER OF          5          -0-
   SHARES
   BENEFICIALLY      6          2,570,000
   OWNED BY
   EACH
   REPORTING         7          -0-
   PERSON WITH
   SHARED            8          2,570,000
   DISPOSITIVE POWER
=====
9  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   2,570,000
=====
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
    CERTAIN SHARES (See Instructions)          [   ]
=====
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

   6.6%
=====
12 TYPE OF REPORTING PERSON (See Instructions)

   IN
=====

```

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13G

=====  
CUSIP No. 902252105  
=====

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

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

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		2,570,000
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
	8	SHARED DISPOSITIVE POWER
		2,570,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
2,570,000  
-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
6.6%  
-----

12 TYPE OF REPORTING PERSON (See Instructions)  
-----

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IN

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13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

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

Charles E. Ellwein

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 2,570,000 Shares, which is 6.6% 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

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5 NUMBER OF SHARES -0-

SHARED VOTING POWER

6 BENEFICIALLY OWNED BY 2,570,000

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON WITH -0-

SHARED DISPOSITIVE POWER

8 2,570,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,570,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10 [ ]

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-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
6.6%  
-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

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13G

=====  
CUSIP No. 902252105  
=====

-----  
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 ]\*\*  
  
\*\* The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States  
-----

-----  
5 SOLE VOTING POWER  
NUMBER OF 5 -0-  
-----

-----  
6 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY EACH 6 2,570,000  
-----

-----  
7 SOLE DISPOSITIVE POWER  
REPORTING PERSON WITH 7 -0-  
-----

-----  
8 SHARED DISPOSITIVE POWER  
8  
-----

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2,570,000

=====

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,570,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
6.6%

12 TYPE OF REPORTING PERSON (See Instructions)  
IN

=====

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13G

=====

CUSIP No. 902252105

=====

=====

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 ]\*\*  
  
\*\* The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States

5 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY -0-

6 SHARED VOTING POWER

=====

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OWNED BY 2,570,000  
-----  
EACH 7 SOLE DISPOSITIVE POWER  
REPORTING -0-  
PERSON WITH -----  
8 SHARED DISPOSITIVE POWER  
2,570,000  
-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,570,000  
-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
6.6%  
-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

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13G

=====  
CUSIP No. 902252105  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
William F. Mellin  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
  
\*\* The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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 CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

		SOLE VOTING POWER
5		
NUMBER OF		-0-
		SHARED VOTING POWER
6		2,570,000
SHARES		
BENEFICIALLY		SOLE DISPOSITIVE POWER
OWNED BY		7
		-0-
EACH		SHARED DISPOSITIVE POWER
8		2,570,000
REPORTING		
PERSON WITH		
		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9		2,570,000
		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
10		CERTAIN SHARES (See Instructions) [ ]
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11		6.6%
		TYPE OF REPORTING PERSON (See Instructions)
12		IN

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13G

=====  
CUSIP No. 902252105  
=====

		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)
2		(a) [ ]
		(b) [ X ]**
	**	The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner



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only of the securities reported by it on this cover page.

3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	United States
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 -0- 6 2,570,000 7 -0- 8 2,570,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	2,570,000
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	6.6%
12	TYPE OF REPORTING PERSON (See Instructions)	IN

13G

=====  
CUSIP No. 902252105  
=====

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

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Jason E. Moment [See Preliminary Note]

-----

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 2,570,000 Shares, which is 6.6% 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 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		2,570,000
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
	8	SHARED DISPOSITIVE POWER
		2,570,000

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,570,000

-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

-----

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

6.6%

-----

12 TYPE OF REPORTING PERSON (See Instructions)

IN

-----

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=====  
CUSIP No. 902252105  
=====

-----  
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)  \*\*

\*\* The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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 CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
-----

	5	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		6 SHARED VOTING POWER
BENEFICIALLY OWNED BY	2,570,000	
EACH		7 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	-0-	
		8 SHARED DISPOSITIVE POWER
	2,570,000	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,570,000  
-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

6.6%  
-----

12 TYPE OF REPORTING PERSON (See Instructions)

IN  
-----

13G

=====  
 CUSIP No. 902252105  
 =====

-----  
 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 ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

-----  
 5 SOLE VOTING POWER  
 NUMBER OF -0-

-----  
 6 SHARED VOTING POWER  
 BENEFICIALLY OWNED BY 2,570,000

-----  
 7 SOLE DISPOSITIVE POWER  
 EACH REPORTING PERSON WITH -0-

-----  
 8 SHARED DISPOSITIVE POWER  
 2,570,000

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 2,570,000

-----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

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

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6.6%

-----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 IN  
 -----

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13G

=====  
 CUSIP No. 902252105  
 =====

-----  
 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 ]\*\*  
 \*\* The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States  
 -----

-----  
 5 SOLE VOTING POWER  
 NUMBER OF -0-  
 -----

6 SHARED VOTING POWER  
 SHARES 2,570,000  
 BENEFICIALLY OWNED BY  
 -----

7 SOLE DISPOSITIVE POWER  
 EACH -0-  
 REPORTING PERSON WITH  
 -----

8 SHARED DISPOSITIVE POWER  
 2,570,000  
 -----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 -----

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2,570,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.6%

12 TYPE OF REPORTING PERSON (See Instructions) IN

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13G

CUSIP No. 902252105

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) [ X ]\*\* \*\* The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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 CITIZENSHIP OR PLACE OF ORGANIZATION United States

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON SOLE VOTING POWER -0- 6 SHARED VOTING POWER 2,570,000 7 SOLE DISPOSITIVE POWER -0-

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PERSON WITH -----  
SHARED DISPOSITIVE POWER  
8  
2,570,000  
-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,570,000  
-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
6.6%  
-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

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This Amendment No. 1 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on December 13, 2005 (collectively, with all amendments thereto, the "Schedule 13G").

Preliminary Note: This Amendment reports that effective on January 1, 2006 Jason E. Moment became a managing member of Farallon Capital Management, L.L.C. and Farallon Partners, L.L.C., two of the Reporting Persons listed below, and as such may be deemed to be a beneficial owner of the securities beneficially owned by such entities as of such date.

Item 1. Issuer  
-----

(a) Name of Issuer:  
-----

Tyler Technologies, Inc. (the "Company")

(b) Address of Issuer's Principal Executive Offices:  
-----

5949 Sherry Lane, Suite 1400, Dallas, Texas 75225

Item 2. Identity And Background  
-----

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))  
-----

This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is

902252105.

Name Of Persons Filing, Address Of Principal Business Office And  
-----  
Citizenship (Item 2(a), (b) and (c))  
-----

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Noonday Sub-adviser Entities  
-----

- (i) Noonday G.P. (U.S.), L.L.C., a Delaware limited liability company which is a sub-investment adviser to each of the Funds and the Managed Accounts (the "First Noonday Sub-adviser"), with respect to all of the Shares held by the Funds and the Managed Accounts;
- (ii) Noonday Asset Management, L.P., a Delaware limited partnership which is a sub-investment adviser to each of the Funds and the Managed Accounts (the "Second Noonday Sub-adviser"), with respect to all of the Shares held by the Funds and the Managed Accounts; and

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- (iii) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser (the "Noonday General Partner"), with respect to all of the Shares held by the Funds and the Managed Accounts.

The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Noonday General Partner are together referred to herein as the "Noonday Sub-adviser Entities."

The Noonday Managing Members  
-----

- (iv) David I. Cohen ("Cohen") and Saurabh K. Mittal ("Mittal"), the managing members of both the First Noonday Sub-adviser and the Noonday General Partner, with respect to all of the Shares held by the Funds and the Managed Accounts.

Cohen and Mittal are referred to herein as the "Noonday Individual Reporting Persons."

The Noonday Fund  
-----

- (v) Noonday Capital Partners, L.L.C., a Delaware limited liability company (the "Noonday Fund"), with respect to the Shares held by it.



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### The Farallon Funds

-----

- (vi) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (vii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (viii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (ix) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (x) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it; and
- (xi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, Tincum and FCOI II are together referred to herein as the "Farallon Funds." The Noonday Fund and the Farallon Funds are together referred to herein as the "Funds."

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### The Management Company

-----

- (xii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed Accounts").

### The Farallon General Partner

-----

- (xiii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds and the managing member of the Noonday Fund (the "Farallon General Partner"), with respect to the Shares held by each of the Funds.

### The Farallon Managing Members

-----

- (xiv) The following persons who are managing members of

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both the Farallon General Partner and the Management Company, with respect to the Shares held by the Funds and the Managed Accounts: Chun R. Ding ("Ding"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Jason E. Moment ("Moment"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Ding, Duhamel, Ellwein, Fried, Landry, Mellin, Millham, Moment, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons." The Farallon Individual Reporting Persons and the Noonday Individual Reporting Persons are together referred to herein as the "Individual Reporting Persons."

The citizenship of each of the Noonday Sub-adviser Entities, the Funds, the Management Company and the Farallon General Partner is set forth above. Each of the Individual Reporting Persons other than Mittal is a citizen of the United States. Mittal is a citizen of India. The address of the principal business office of each of the Noonday Sub-adviser Entities and the Noonday Individual Reporting Persons is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The address of the principal business office of each of the Reporting Persons other than the Noonday Sub-adviser Entities and the Noonday Individual Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or  
-----  
240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity  
-----  
Specified In (a) - (j):  
-----

Not Applicable.

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If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This  
-----  
Box. [X]  
-----

Item 4. Ownership  
-----

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Funds are owned directly by the Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The First Noonday Sub-adviser and the Second Noonday Sub-adviser, as sub-investment advisers to the Funds and Managed Accounts, may be deemed to be the beneficial owner of all

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such Shares owned by the Funds and the Managed Accounts. The Noonday General Partner, as general partner to the Second Noonday Sub-adviser, may be deemed to be the beneficial owner of all such Shares owned by the Funds and the Managed Accounts. The Noonday Individual Reporting Persons, as managing members of both the First Noonday Sub-adviser and the Noonday General Partner, may each be deemed to be the beneficial owner of all such Shares owned by the Funds and the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Managed Accounts. The Farallon General Partner, as general partner to the Farallon Funds and managing member of the Noonday Fund, may be deemed to be the beneficial owner of all such Shares owned by the Funds. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Shares owned by the Funds and the Managed Accounts. Each of the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership Of Five Percent Or Less Of A Class  
-----

Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person  
-----

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired  
-----

The Security Being Reported On By The Parent Holding Company  
-----

Not Applicable.

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Item 8. Identification And Classification Of Members Of The Group  
-----

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group  
-----

Not Applicable.

Item 10. Certification  
-----

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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: January 30, 2006

/s/ Monica R. Landry  
-----

NOONDAY CAPITAL, L.L.C.,  
On its own behalf and as the General Partner of  
NOONDAY ASSET MANAGEMENT, L.P.  
By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry  
-----

NOONDAY G.P. (U.S.), L.L.C.  
By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry  
-----

FARALLON PARTNERS, L.L.C.,  
On its own behalf, 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.  
and as the Managing Member of  
NOONDAY CAPITAL PARTNERS, L.L.C.  
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 David I. Cohen, Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard B. Fried, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly

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The Powers of Attorney executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13G 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 Ding and Schrier authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Powers of Attorney executed by Ellwein and Patel authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13G on its or his behalf, which were filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Moment authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference.

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EXHIBIT INDEX

EXHIBIT 2

Joint Acquisition Statement Pursuant  
to Section 240.13d-1(k)

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EXHIBIT 2  
to  
SCHEDULE 13G

JOINT ACQUISITION STATEMENT  
PURSUANT TO SECTION 240.13d-1(k)  
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The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: January 30, 2006

/s/ Monica R. Landry  
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NOONDAY CAPITAL, L.L.C.,  
On its own behalf and as the General Partner of  
NOONDAY ASSET MANAGEMENT, L.P.  
By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry  
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NOONDAY G.P. (U.S.), L.L.C.  
By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry  
-----

FARALLON PARTNERS, L.L.C.,  
On its own behalf, 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

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FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.  
and as the Managing Member of  
NOONDAY CAPITAL PARTNERS, L.L.C.  
By Monica R. Landry, Managing Member

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

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

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