AFFORDABLE RESIDENTIAL COMMUNITIES INC Form SC 13G February 14, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

AFFORDABLE RESIDENTIAL COMMUNITIES, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

008273 104

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

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

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

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

^{*}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.

Act (however, see the Notes).

CUSIP No. 008273 104

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas H. Lee Equity Fund IV, L.P		
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group (See) o ý	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organiz Delaware	zation	
	5.		Sole Voting Power -0-
Number of Shares Beneficially Owned by	6.		Shared Voting Power 7,749,577
Each Reporting Person With	7.		Sole Dispositive Power -0-
reison with	8.		Shared Dispositive Power 7,749,577
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 7,749,577		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) 18.9%		
12.	Type of Reporting Person (See PN	Instructions)	

2

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas H. Lee Foreign Fund IV-B, L.P.		
(a)	0	Instructions)
(b)	ý	
SEC Use Only		
Citizenship or Place of Organiz Delaware	zation	
5.		Sole Voting Power -0-
6.		Shared Voting Power 754,027
7.		Sole Dispositive Power -0-
8.		Shared Dispositive Power 754,027
Aggregate Amount Beneficially Owned by Each Reporting Person 754,027		
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
Percent of Class Represented by Amount in Row (9) 1.8%		
Type of Reporting Person (See PN	Instructions)	
	Thomas H. Lee Foreign Fund I Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz Delaware 5. 6. 7. 8. Aggregate Amount Beneficially 754,027 Check if the Aggregate Amount Percent of Class Represented b 1.8% Type of Reporting Person (See	Thomas H. Lee Foreign Fund IV-B, L.P. Check the Appropriate Box if a Member of a Group (See (a) o (b) ý SEC Use Only Citizenship or Place of Organization Delaware 5. 6. 7. 8. Aggregate Amount Beneficially Owned by Each Reportin 754,027 Check if the Aggregate Amount in Row (9) Excludes Cert Percent of Class Represented by Amount in Row (9) 1.8% Type of Reporting Person (See Instructions)

CUSIP No. G0692 U 10 9

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas H. Lee Foreign Fund IV, L.P.		
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group (See o ý	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organization Delaware		
	5.		Sole Voting Power -0-
Number of Shares Beneficially	6.		Shared Voting Power 267,890
Owned by Each Reporting Person With	7.		Sole Dispositive Power -0-
Cison Willi	8.		Shared Dispositive Power 267,890
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 267,890		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (See PN	Instructions)	

4

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas H. Lee Charitable Investment, L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organi Delaware	zation	
	5.		Sole Voting Power -0-
Number of			
Shares	6.		Shared Voting Power
Beneficially Owned by			50,436
Each	7.		Sole Dispositive Power
Reporting			-0-
Person With	0		ci ip b
	8.		Shared Dispositive Power 50,436
9.	Aggregate Amount Beneficial	ly Owned by Each Reporting	ng Person
	50,436		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (See Instructions) PN		

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas H. Lee Investors Limited Partnership		
2.	Check the Appropria (a) (b)	ate Box if a Member of a Go o ý	roup (See Instructions)
3.	SEC Use Only		
4.	Citizenship or Place Massachusetts	of Organization	
	5.		Sole Voting Power -0-
Number of Shares Beneficially Dwned by	6.		Shared Voting Power 2,116
Each Reporting Person With	7.		Sole Dispositive Power -0-
erson wan	8.		Shared Dispositive Power 2,116
9.	Aggregate Amount I 2,116	Beneficially Owned by Eacl	n Reporting Person
10.	Check if the Aggreg	ate Amount in Row (9) Exc	ludes Certain Shares (See Instructions) 0
11.	Percent of Class Rep Less than 1.0%	presented by Amount in Rov	w (9)
12.	Type of Reporting P PN	Person (See Instructions)	

CUSIP No. G0692 U 10 9

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Charles W. Robins as Trustee of Nathan Lee 2000 Trust		
2.	Check the Appropriat (a) (b)	te Box if a Member of a G o ý	roup (See Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organization Massachusetts		
	5.		Sole Voting Power 355
Number of Shares Beneficially Dwned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 355
erson with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 355		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
11.	Percent of Class Repr Less than 1.0%	resented by Amount in Ro	w (9)
12.	Type of Reporting Pe OO	erson (See Instructions)	

7

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Andrew D. Flaster				
2.	Check the Appropriat	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	0			
	(b)	ý			
3.	SEC Use Only				
4.	Citizenship or Place of United States	of Organization			
	5.		Sole Voting Power 1,120		
Number of			1,120		
Shares	6.		Shared Voting Power		
Beneficially			-0-		
Owned by Each	7.		Sole Dispositive Power		
Reporting	7.		1,120		
Person With			1,120		
	8.		Shared Dispositive Power -0-		
9.	Aggregate Amount B	Seneficially Owned by Each	n Reporting Person		
	1,120				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O				
11.	Percent of Class Repu Less than 1.0%	resented by Amount in Rov	w (9)		
12.	Type of Reporting Pe IN	erson (See Instructions)			

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Soren L. Oberg				
2.		Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a) (b)	o ý			
3.	SEC Use Only				
4.	Citizenship or Place United States	of Organization			
	5.		Sole Voting Power 1,358		
Number of Shares Beneficially Dwned by	6.		Shared Voting Power -0-		
Each Reporting Person With	7.		Sole Dispositive Power 1,358		
	8.		Shared Dispositive Power -0-		
9.	Aggregate Amount I 1,358	Beneficially Owned by Each	n Reporting Person		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O				
11.	Percent of Class Rep Less than 1.0%	presented by Amount in Rov	v (9)		
12.	Type of Reporting P IN	Person (See Instructions)			

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) James Westra				
2.		Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	0			
	(b)	ý			
3.	SEC Use Only				
4.	Citizenship or Place of United States	of Organization			
	5.		Sole Voting Power 1,403		
Number of Shares Beneficially Dwned by	6.		Shared Voting Power		
Each Reporting Person With	7.		Sole Dispositive Power 1,403		
erson with	8.		Shared Dispositive Power -0-		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,403				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O				
11.	Percent of Class Represented by Amount in Row (9) less than 1%				
12.	Type of Reporting Pe IN	erson (See Instructions)			
			10		

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Charles W. Robins		
2.	Check the Appropri (a) (b)	iate Box if a Member of a G o ý	Group (See Instructions)
3.	SEC Use Only		
4.	Citizenship or Place United States	e of Organization	
	5.		Sole Voting Power 1,403
Number of Shares Beneficially Dwned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 1,403
Cison with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount 1,403	Beneficially Owned by Ea	ch Reporting Person
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) less than 1%		
12.	Type of Reporting l IN	Person (See Instructions)	
			11

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Scott L. Jaeckel		
2.	Check the Appropria (a) (b)	tte Box if a Member of a Gr o ý	roup (See Instructions)
3.	SEC Use Only		
4.	Citizenship or Place United States	of Organization	
	5.		Sole Voting Power 1,417
Number of Shares Beneficially Dwned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 1,417
erson with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,417		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
11.	Percent of Class Represented by Amount in Row (9) less than 1%		
12.	Type of Reporting Po IN	erson (See Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas R. Shepherd		
2.	Check the Appropriat	te Box if a Member of a Gro	oup (See Instructions)
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of United States	of Organization	
	5.		Sole Voting Power 2,595
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 2,595
Cison With	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,595		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
11.	Percent of Class Represented by Amount in Row (9) less than 1%		
12.	Type of Reporting Pe IN	erson (See Instructions)	

CUSIP No. G0692 U 10 9

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Joseph J. Incandela		
2.	Check the Appropria (a) (b)	te Box if a Member of a G o ý	roup (See Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of United States	of Organization	
	5.		Sole Voting Power 2,595
Number of Shares Beneficially	6.		Shared Voting Power -0-
Owned by Each Reporting Person With	7.		Sole Dispositive Power 2,595
reison with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount B 2,595	Beneficially Owned by Eac	h Reporting Person
10.	Check if the Aggrega	ate Amount in Row (9) Exc	cludes Certain Shares (See Instructions) o
11.	Percent of Class Rep. Less than 1.0%	resented by Amount in Ro	w (9)
12.	Type of Reporting Pe	erson (See Instructions)	

14

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) The 1995 Harkins Gift Trust		
2.	Check the Appropriate Box if	a Member of a Group (See	Instructions)
	(a)	0	,
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organi Massachusetts	zation	
	5.		Sole Voting Power 3,025
Number of			
Shares	6.		Shared Voting Power
Beneficially			-0-
Owned by			
Each	7.		Sole Dispositive Power
Reporting			3,025
Person With			
	8.		Shared Dispositive Power -0-
0	A		D.
9.	Aggregate Amount Beneficiall 3,025	ly Owned by Each Reporting	ig Person
10.	Check if the Aggregate Amoun	nt in Row (9) Excludes Cer	tain Shares (See Instructions) O
11.	Percent of Class Represented b Less than 1.0%	by Amount in Row (9)	
12.	Type of Reporting Person (See	e Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Charles W. Robins as Trustee of Jesse Lee 2000 Trust		
2.	Check the Appropria	ate Box if a Member of a	Group (See Instructions)
	(a)	0	* ` '
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place Massachusetts	of Organization	
	5.		Sole Voting Power 3,733
Number of			
Shares	6.		Shared Voting Power
Beneficially			-0-
Owned by Each	7.		Sole Dispositive Power
Reporting	7.		3,733
Person With			3,733
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount I	Beneficially Owned by Ea	ach Reporting Person
,.	3,733	zenemany e wheat ey za	to potting 1 tion
10			
10.	Check if the Aggreg	ate Amount in Row (9) E	xcludes Certain Shares (See Instructions) 0
11.	Percent of Class Ren	presented by Amount in R	ow (9)
11.	less than 1%	resented by 7 mount in N	.OW (2)
12.	Type of Reporting P OO	Person (See Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Charles A. Brizius		
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group (See o ý	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organiz United States	zation	
	5.		Sole Voting Power 3,695
Number of Shares Beneficially	6.		Shared Voting Power -0-
Owned by Each Reporting Person With	7.		Sole Dispositive Power 3,695
erson with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially 3,695	y Owned by Each Reportin	ng Person
10.	Check if the Aggregate Amoun	it in Row (9) Excludes Cer	tain Shares (See Instructions) O
11.	Percent of Class Represented b less than 1%	y Amount in Row (9)	
12.	Type of Reporting Person (See IN	Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Terrence M. Mullen			
2.	Check the Appropr (a) (b)	iate Box if a Member of a G o ý	Group (See Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place United States	e of Organization		
	5.		Sole Voting Power 4,932	
Number of Shares Beneficially Dwned by	6.		Shared Voting Power -0-	
Each Reporting Person With	7.		Sole Dispositive Power 4,932	
cison with	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount 4,932	Beneficially Owned by Ea	ch Reporting Person	
10.	Check if the Aggre	gate Amount in Row (9) Ex	xcludes Certain Shares (See Instructions) O	,
11.	Percent of Class Reless than 1%	epresented by Amount in R	ow (9)	
12.	Type of Reporting IN	Person (See Instructions)		
			18	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Todd M. Abbrecht		
2.	Check the Appropriat	te Box if a Member of a Gro	oup (See Instructions)
	(a)	О	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of United States	of Organization	
	5.		Sole Voting Power 4,992
Number of Shares Beneficially Dwned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 4,992
Cison Will	8.		Shared Dispositive Power -0-
9.	Aggregate Amount B 4,992	Beneficially Owned by Each	Reporting Person
10.	Check if the Aggrega	ate Amount in Row (9) Excl	ludes Certain Shares (See Instructions) o
11.	Percent of Class Repuless than 1%	resented by Amount in Row	v (9)
12.	Type of Reporting Pe IN	erson (See Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Robert Schiff Lee 1988 Irrevocable Trust		
2.	Check the Appropriate Bo. (a) (b)	x if a Member of a Group (Se o ý	e Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Org Massachusetts	ganization	
J 1 C	5.		Sole Voting Power 5,493
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 5,493
CISOII WILLI	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Benefi 5,493	cially Owned by Each Report	ting Person
10.	Check if the Aggregate Ar	nount in Row (9) Excludes C	ertain Shares (See Instructions) O
11.	Percent of Class Represent Less than 1.0%	ted by Amount in Row (9)	
12.	Type of Reporting Person OO	(See Instructions)	

1.	Names of Reporting Persons. I Stephen Zachary Lee	.R.S. Identification Nos. o	f above persons (entities only)
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group (See o ý	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organiz United States	zation	
	5.		Sole Voting Power 5,493
Number of Shares Beneficially	6.		Shared Voting Power
Owned by Each Reporting Person With	7.		Sole Dispositive Power 5,493
erson with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficiall 5,493	y Owned by Each Reporting	ng Person
10.	Check if the Aggregate Amoun	nt in Row (9) Excludes Cer	rtain Shares (See Instructions) O
11.	Percent of Class Represented b Less than 1.0%	by Amount in Row (9)	
12.	Type of Reporting Person (See IN	Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Kent R. Weldon			
2.	Check the Appropria (a) (b)	ate Box if a Member of a C o ý	Group (See Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place United States	of Organization		
	5.		Sole Voting Power 6,209	
Number of Shares Beneficially Dwned by	6.		Shared Voting Power -0-	
Each Reporting Person With	7.		Sole Dispositive Power 6,209	
CISON WILL	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount 1 6,209	Beneficially Owned by Eac	ch Reporting Person	
10.	Check if the Aggreg	ate Amount in Row (9) Ex	cludes Certain Shares (See Instructions) O	
11.	Percent of Class Rep Less than 1.0%	presented by Amount in Ro	ow (9)	
12.	Type of Reporting P IN	Person (See Instructions)		

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Seth W. Lawry			
2.		te Box if a Member of a C	Group (See Instructions)	
	(a) (b)	o ý		
3.	SEC Use Only			
4.	Citizenship or Place of United States	of Organization		
Number of	5.		Sole Voting Power 9,327	
Shares Beneficially Owned by	6.		Shared Voting Power -0-	
Each Reporting Person With	7.		Sole Dispositive Power 9,327	
	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount B 9,327	Beneficially Owned by Each	ch Reporting Person	
10.	Check if the Aggrega	ite Amount in Row (9) Ex	ccludes Certain Shares (See Instructions) O	
11.	Percent of Class Repu Less than 1.0%	resented by Amount in Ro	ow (9)	
12.	Type of Reporting Pe IN	erson (See Instructions)		

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) 0 (b) ý 3. SEC Use Only 4. Citizenship or Place of Organization United States 5. Sole Voting Power 22.466 Number of Shares 6. Shared Voting Power Beneficially Owned by Each Reporting Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,466 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions)	1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Scott M. Sperling		
(a) (b) ý 3. SEC Use Only 4. Citizenship or Place of Organization United States 5. Sole Voting Power 22,466 Number of Shares 6. Shared Voting Power Beneficially -0-Owned by Each 7. Sole Dispositive Power 22,466 Person With 8. Shared Dispositive Power -0-O 9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,466 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) Less than 1.0%	2.	Check the Appropriat	te Box if a Member of a G	roup (See Instructions)
(b) ý 3. SEC Use Only 4. Citizenship or Place of Organization United States 5. Sole Voting Power 22,466 Number of Shares 6. Shared Voting Power -0- Beneficially -0- Owned by Each 7. Sole Dispositive Power 22,466 Reporting 22,466 8. Shared Dispositive Power 22,466 Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,466 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) Less than 1.0%				,
4. Citizenship or Place of Organization United States 5. Sole Voting Power 22,466 Number of Shares 6. Shared Voting Power Power 22,466 Sole Dispositive Power 22,466 Sole Dispositive Power 22,466 8. Shared Dispositive Power 22,466 8. Shared Dispositive Power 22,466 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions)			ý	
United States 5. Sole Voting Power 22,466 Number of Shares 6. Shared Voting Power Power Power Sole Dispositive Power 22,466 Shared Voting Power 22,466 Sole Dispositive Power 22,466 Person With 8. Shared Dispositive Power 22,466 Shared Dispositive Power 22,466 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions)	3.	SEC Use Only		
Number of Shares 6. Shared Voting Power eneficially 0 -0- Owned by Each 7. Sole Dispositive Power experting Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,466 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) Less than 1.0%	4.		of Organization	
Shares 6. Shared Voting Power Beneficially Owned by Each 7. Sole Dispositive Power Reporting Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,466 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) Less than 1.0%		5.		-
Beneficially Owned by Each 7. Sole Dispositive Power Reporting Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting 22,466 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions)				
Owned by Each 7. Sole Dispositive Power Reporting Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,466 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions)		6.		
Each 7. Sole Dispositive Power 22,466 Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,466 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions)				-0-
Reporting Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,466 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions)	•	7.		Sole Dispositive Power
 Shared Dispositive Power -0- Aggregate Amount Beneficially Owned by Each Reporting Person 22,466 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Percent of Class Represented by Amount in Row (9) Less than 1.0% Type of Reporting Person (See Instructions) 				
9. Aggregate Amount Beneficially Owned by Each Reporting Person 22,466 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions)	Person With			
 Aggregate Amount Beneficially Owned by Each Reporting Person 22,466 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Percent of Class Represented by Amount in Row (9) Less than 1.0% Type of Reporting Person (See Instructions) 		8.		-
 22,466 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) 				-0-
 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) 	9.		eneficially Owned by Eac	h Reporting Person
Less than 1.0% 12. Type of Reporting Person (See Instructions)	10.	Check if the Aggrega	te Amount in Row (9) Exc	cludes Certain Shares (See Instructions) o
	11.	_	resented by Amount in Ro	w (9)
	12.	Type of Reporting Pe IN	erson (See Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Scott A. Schoen		
2.	Check the Appropriate Box if a	Member of a Group (See	Instructions)
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organiz United States	zation	
	5.		Sole Voting Power 22,466
Number of			
Shares	6.		Shared Voting Power
Beneficially Owned by			-0-
Each	7.		Sole Dispositive Power
Reporting	/.		22,466
Person With			22,
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficiall 22,466	y Owned by Each Reportin	ng Person
10.	Check if the Aggregate Amoun	t in Row (9) Excludes Cert	tain Shares (See Instructions) O
11.	Percent of Class Represented b less than 1%	y Amount in Row (9)	
12.	Type of Reporting Person (See IN	Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Warren C. Smith, Jr.			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	0		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of Organization United States			
	5.		Sole Voting Power 22,466	
Number of Shares Beneficially Dwned by	6.		Shared Voting Power -0-	
Each Reporting Person With	7.		Sole Dispositive Power 22,466	
CISON WILL	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 22,466			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented by Amount in Row (9) less than 1%			
12.	Type of Reporting Person (See Instructions) IN			

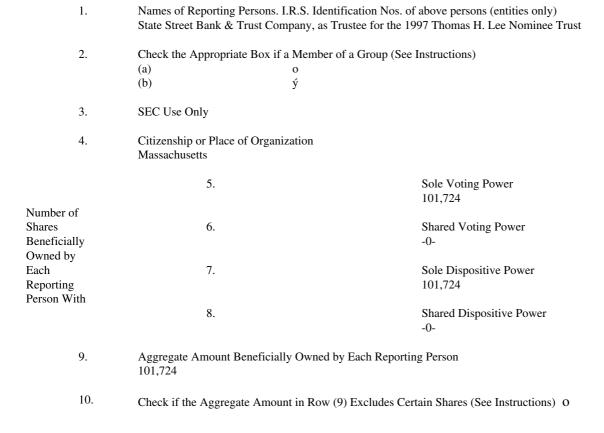
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Anthony J. DiNovi			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	0	• ` '	
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of United States	of Organization		
	5.		Sole Voting Power 22,466	
Number of Shares Beneficially Dwned by	6.		Shared Voting Power -0-	
Each Reporting Person With	7.		Sole Dispositive Power 22,466	
Crson With	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 22,466			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O			
11.	Percent of Class Represented by Amount in Row (9) less than 1%			
12.	Type of Reporting Person (See Instructions) IN			

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) C. Hunter Boll		
2.	(a)	if a Member of a Group (Second	e Instructions)
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organization United States		
	5.		Sole Voting Power 22,466
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 22,466
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 22,466		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Representelless than 1%	ed by Amount in Row (9)	
12.	Type of Reporting Person (IN	See Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas M. Hagerty			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a) (b)	o ý		
3.	SEC Use Only			
4.	Citizenship or Place United States	of Organization		
T 1 C	5.		Sole Voting Power 22,524	
Number of Shares Beneficially Dwned by	6.		Shared Voting Power -0-	
Each Reporting Person With	7.		Sole Dispositive Power 22,524	
V 13011 \\ 1111	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 22,524			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%			
12.	Type of Reporting Person (See Instructions)			

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) David V. Harkins			
2.	Check the Appropr (a) (b)	riate Box if a Member of a C o ý	Group (See Instructions)	
3.	SEC Use Only			
4.	Citizenship or Plac United States	e of Organization		
	5.		Sole Voting Power 26,948	
Number of Shares Beneficially Dwned by	6.		Shared Voting Power 3,025	
Each Reporting Person With	7.		Sole Dispositive Power 26,948	
Crson With	8.		Shared Dispositive Power 3,025	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 29,973			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			,
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%			
12.	Type of Reporting IN	Person (See Instructions)		
			30	

CUSIP No. G0692 U 10 9



11. Percent of Class Represented by Amount in Row (9)

Less than 1.0%

12. Type of Reporting Person (See Instructions)

OO

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) THL Equity Advisors IV, LLC			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	0		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of Organization Delaware			
	5.		Sole Voting Power -0-	
Number of Shares	6.		Shared Voting Power	
Beneficially	0.		8,771,494	
Owned by Each	7.		Cala Diamaritima Danna	
Reporting	7.		Sole Dispositive Power -0-	
Person With	0		CI ID: '' D	
	8.		Shared Dispositive Power 8,771,494	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 8,771,494			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O			
11.	Percent of Class Represented by Amount in Row (9) 21.4%			
12.	Type of Reporting Person (See Instructions) OO			

CUSIP No. G0692 U 10 9

12.

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) THL Investment Management Corp.		
2.	Check the Appropriate (a) (b)	Box if a Member of a G o ý	Group (See Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organization Delaware		
	5.		Sole Voting Power -0-
Number of Shares Beneficially Owned by	6.		Shared Voting Power 2,116
Each Reporting Person With	7.		Sole Dispositive Power -0-
erson with	8.		Shared Dispositive Power 2,116
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,116		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		

Type of Reporting Person (See Instructions) CO

33

Item 1.			
	(a)	Name of Issuer	
	(h)	Affordable Residential Comm	
	(b)	Address of Issuer's Principal E 600 Grant Street, Suite 900, D	
Item 2.	(a)	Name of Person Filing	
		Thomas H. Lee Equity Fund Γ	V, L.P.
		Thomas H. Lee Foreign Fund	IV-B, L.P.
		Thomas H. Lee Foreign Fund	IV, L.P.
		THL Equity Advisors IV, LLC	
		Thomas H. Lee Charitable Inv	estment, L.P.
		Thomas H. Lee Investors Limit	ited Partnership
		THL Investment Management	Corp.
	(b)		
		100 Federal Street, 35th Floor	
		Boston, MA 02110	
	(c)	Citizenship	
	(4)	See item 4 of each cover page.	
	(d)	Title of Class of Securities Common Stock, \$0.01 par value	ue per share
	(e)	CUSIP Number 008273 104	•
Item 3.	If this statement is fi	led pursuant to §§240.13d-1(b	o) or 240.13d-2(b) or (c), check whether the person filing is a:
	(a)	0	Broker or dealer registered under section 15 of the Act (15 U.S.C.
	(b)	0	78o). Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
	(c)	0	Insurance company as defined in section 3(a)(19) of the Act (15
	(d)		U.S.C. 78c). Investment company registered under section 8 of the Investment
	(u)	0	Company Act of 1940 (15 U.S.C 80a-8).
	(e)	0	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
	(f)	0	An employee benefit plan or endowment fund in accordance with \$240.13d-1(b)(1)(ii)(F);
	(g)	0	A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
	(h)	o	A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
	(i)	o	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Thomas H. Lee Equity Fund IV, L.P., a Delaware limited partnership (Fund IV), is the record holder of 7,137,077 shares of the identified class of securities and immediately exercisable warrants to purchase 612,500 shares of the identified class of securities. Thomas H. Lee Foreign Fund IV, L.P., a Delaware limited partnership (Foreign Fund IV) is the record holder of 246,717 shares of the identified class of securities and immediately exercisable warrants to purchase 21,173 shares of the identified class of securities. Thomas H. Lee Foreign Fund IV-B, L.P., a Delaware limited partnership (Foreign Fund IV-B and together with Fund IV and Foreign Fund IV, the Funds) is the record holder of 694,431 shares of the identified class of securities and immediately exercisable warrants to purchase 59,596 shares of the identified class of securities.

As the sole general partner of each of the Funds, THL Equity Advisors IV, LLC, a Delaware limited liability company (Advisors) may be deemed to be the beneficial owner of 8,078,225 shares of the identified securities and immediately exercisable warrants to purchase 693,269 shares of the identified securities. Advisors disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

Each of Thomas H. Lee Charitable Investment, L.P., Thomas H. Lee Investors Limited Partnership, THL Investment Management Corp. (the general partner of Thomas H. Lee Investors Limited Partnership), and the Affiliate Purchasers have beneficial ownership of less than 1% of the identified securities.

(b) Percent of class:

See Item 11 of each cover page.

- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote

See Item 5 of each cover page

(ii) Shared power to vote or to direct the vote

See Item 6 of each cover page

(iii) Sole power to dispose or to direct the disposition of

See Item 7 of each cover page

(iv) Shared power to dispose or to direct the disposition of

See Item 8 of each cover page

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following O.

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

See Item 4(a) above.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable. The reporting persons expressly disclaim membership in a group as used in

Rule 13d-1(b)(1)(ii)(J).

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

35

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

Dated: February 14, 2005. THOMAS H. LEE EQUITY FUND IV, L.P.

By: THL Equity Advisors IV, LLC, its general partner

By: /s/ Thomas H. Lee

Name: Thomas H. Lee Title: Member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

36

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

Dated: February 14, 2005. THOMAS H. LEE FOREIGN FUND IV-B, L.P.

By: THL Equity Advisors IV, LLC, its general partner

By: /s/ Thomas H. Lee

Name: Thomas H. Lee Title: Member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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37

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

Dated: February 14, 2005. THOMAS H. LEE FOREIGN FUND IV, L.P.

By: THL Equity Advisors IV, LLC, its general partner

By: /s/ Thomas H. Lee

Name: Thomas H. Lee Title: Member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

38

Signature

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

Dated: February 14, 2005. THOMAS H. LEE CHARITABLE INVESTMENT, L.P.

By: /s/ Thomas H. Lee

Name: Thomas H. Lee Title: General Partner

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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39

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

Dated: February 14, 2005. THOMAS H. LEE INVESTORS LIMITED PARTNERSHIP

By: THL Investment Management Corp., its general partner

By: /s/ Thomas H. Lee

Name: Thomas H. Lee Title: President

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

40

Signature

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

Dated: February 14, 2005. CHARLES W. ROBINS AS TRUSTEE OF NATHAN LEE 2000 TRUST

By: /s/ Charles W. Robins

Name: Charles W. Robins

Title: As trustee and not individually

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

41

Signature

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

Dated: February 14, 2005.

ANDREW D. FLASTER

/s/ Andrew D. Flaster

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

42

Signature

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

Dated: February 14, 2005.

SOREN L. OBERG

/s/ Soren L. Oberg

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

43

Signature

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

Dated: February 14, 2005.

JAMES WESTRA

/s/ James Westra

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

44

Signature

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

Dated: February 14, 2005.

CHARLES W. ROBINS

/s/ Charles W. Robins

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

45

Signature

After reasonable	inquiry and	to the best	of my knowle	edge and belic	ef, I certify t	that the inforn	nation set forth i	n this statement is	s true, complete
and correct.									

Dated: February 14, 2005.

SCOTT L. JAECKEL

/s/ Scott L. Jaeckel

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

46

Signature

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

Dated: February 14, 2005.

THOMAS R. SHEPHERD

/s/ Thomas R. Shepherd

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

47

Signature

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

Dated: February 14, 2005.

JOSEPH J. INCANDELA

/s/ Joseph J. Incandela

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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48

Signature

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

Dated: February 14, 2005. THE 1995 HARKINS GIFT TRUST

By: /s/ Sheryll Harkins

Name: Sheryll Harkins Title: Trustee

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

49

Signature

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

Dated: February 14, 2005. CHARLES W. ROBINS AS TRUSTEE OF

JESSE LEE 2000 TRUST

By: /s/ Charles W. Robins

Name: Charles W. Robins

Title: As trustee and not individually

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

50

Signature

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

Dated: February 14, 2005.

CHARLES A. BRIZIUS

/s/ Charles A. Brizius

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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

51

Signature

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

Dated: February 14, 2005.

TERRENCE M. MULLEN

/s/ Terrence M. Mullen

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52

Signature

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

Dated: February 14, 2005.

TODD M. ABBRECHT

/s/ Todd M. Abbrecht

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53

Signature

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

Dated: February 14, 2005.

ROBERT SCHIFF LEE 1988 IRREVOCABLE TRUST

By: /s/ Charles W. Robins

Name: Charles W. Robins

Title: Trustee

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54

Signature

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

Dated: February 14, 2005.

STEPHEN ZACHARY LEE

/s/ Stephen Zachary Lee

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55

Signature

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Dated: February 14, 2005.

KENT R. WELDON

/s/ Kent R. Weldon

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56

Signature

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

Dated: February 14, 2005.

SETH W. LAWRY

/s/ Seth W. Lawry

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57

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certif	by that the information set forth in this statement is true, complete
and correct.	

Dated: February 14, 2005.

SCOTT M. SPERLING

/s/ Scott M. Sperling

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58

Signature

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and correct.		

Dated: February 14, 2005.

SCOTT A. SCHOEN

/s/ Scott A. Schoen

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59

Signature

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and correct.		

Dated: February 14, 2005.

WARREN C. SMITH, JR.

/s/ Warren C. Smith, Jr.

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60

Signature

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Dated: February 14, 2005.

ANTHONY J. DINOVI

/s/ Anthony J. Dinovi

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61

Signature

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and correct.		

Dated: February 14, 2005.

C. HUNTER BOLL

/s/ C. Hunter Boll

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62

Signature

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

Dated: February 14, 2005.

THOMAS M. HAGERTY

/s/ Thomas M. Hagerty

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63

Signature

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

Dated: February 14, 2005.

DAVID V. HARKINS

/s/ David V. Harkins

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64

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

Dated: February 14, 2005. USBANK, N.A., NOT INDIVIDUALLY BUT SOLELY AS TRUSTEE FOR THE 1997 THOMAS H. LEE NOMINEE TRUST

By: /s/ Gerald Wheeler

Name: Gerald Wheeler Title: Vice President

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65

Signature

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

Dated: February 14, 2005. THL EQUITY ADVISORS IV, LLC

By: /s/ Thomas H. Lee

Name: Thomas H. Lee Title: Member

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66

Signature

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Dated: February 14, 2005. THL INVESTMENT MANAGEMENT CORP.

By: /s/ Thomas H. Lee

Name: Thomas H. Lee Title: President

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SCHEDULE I

Affiliate Purchasers

Charles W. Robins as Trustee of Nathan Lee 2000 Trust
Andrew D. Flaster
Soren L. Oberg
James Westra
Charles W. Robins
Scott L. Jaeckel
Thomas R. Shepherd
Joseph J. Incandela
The 1995 Harkins Gift Trust
Charles W. Robins as Trustee of Jesse Lee 2000 Trust
Charles A. Brizius
Terrence M. Mullen
Todd M. Abbrecht
RSL Trust
Stephen Zachary Lee
Kent R. Weldon
Seth W. Lawry
Scott M. Sperling
Scott A. Schoen
Warren C. Smith Jr.
Anthony J. DiNovi

Signature

C. Hunter Boll

Thomas M. Hagerty

David V. Harkins

State Street Bank & Trust Company, as Trustee for the 1997 Thomas H. Lee Nominee Trust

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