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 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).

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 Appropri (a) (b)	ate Box if a Member of a o ý	Group (See Instructions)
3.	SEC Use Only		
4.	Citizenship or Place Delaware	e of Organization	
	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-
	8.		Shared Dispositive Power 7,749,577
9.	Aggregate Amount 7,749,577	Beneficially Owned by E	ach Reporting Person
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0		
11.	Percent of Class Rep 18.9%	presented by Amount in F	Row (9)
12.	Type of Reporting F PN	Person (See Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas H. Lee Foreign Fund IV-B, 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 Organization Delaware		
	5.		Sole Voting Power -0-
Number of	C		Shawad Matin - Daman
Shares Beneficially	6.		Shared Voting Power 754,027
Owned by			
Each	7.		Sole Dispositive Power
Reporting Person With			-0-
	8.		Shared Dispositive Power 754,027
9.	Aggregate Amount Beneficiall 754,027	y Owned by Each Reportin	g Person
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0		
11.	Percent of Class Represented by Amount in Row (9)		
	1.8%		
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 Foreign Fund IV, L.P.		
2.	Check the Appropriate Box if a	Member of a Group (See I	instructions)
	(a) (b)	o ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organiz Delaware	ation	
	5.		Sole Voting Power -0-
Number of Shares Beneficially Owned by	6.		Shared Voting Power 267,890
Each Reporting Person With	7.		Sole Dispositive Power -0-
	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) 0		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (See PN	Instructions)	

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 Appropri	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			50,436	
Owned by	7			
Each Reporting	7.		Sole Dispositive Power -0-	
Person With				
	8.		Shared Dispositive Power 50,436	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 50,436			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0			
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%			
12.	Type of Reporting I PN	Person (See Instructions)		

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas H. Lee Investors Limited Partnership		
2.	Check the Appropriate Box if a (a) (b)	Member of a Group (See I o ý	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organization Massachusetts		
	5.		Sole Voting Power -0-
Number of Shares Beneficially Owned by	6.		Shared Voting Power 2,116
Each Reporting	7.		Sole Dispositive Power -0-
Person 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%		
12.	Type of Reporting Person (See PN	Instructions)	

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 Appropria	ate Box if a Member of a	Group (See Instructions)
	(a) (b)	O ý	
3.	SEC Use Only		
4.	Citizenship or Place Massachusetts	of Organization	
	5.		Sole Voting Power 355
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 355
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount E 355	Beneficially Owned by E	ach Reporting Person
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Po OO	erson (See Instructions)	

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

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Soren L. Oberg		
2.	Check the Appropri	iate Box if a Member of a G	roup (See Instructions)
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organization United States		
	5.		Sole Voting Power 1,358
Number of Shares	6.		Shared Voting Power
Beneficially			
Owned by	_		
Each 7. Reporting			Sole Dispositive Power 1,358
Person With			1,550
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount 1,358	Beneficially Owned by Eac	h Reporting Person
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting I 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 Orga United States	anization	
	5.		Sole Voting Power 1,403
Number of Shares	6.		Shared Voting Power
Beneficially	0.		Shared Voting I ower
Owned by			
Each	7.		Sole Dispositive Power
Reporting Person With			1,403
	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 Person (S IN	See Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Charles W. Robins		
2.	Check the Appropr	riate Box if a Member of a	Group (See Instructions)
	(a)	0	-
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Plac United States	e of Organization	
	5.		Sole Voting Power 1,403
Number of Shares	6		Sharad Vating Dowar
Beneficially	6.		Shared Voting Power -0-
Owned by			0
Each	7.		Sole Dispositive Power
Reporting			1,403
Person With	0		
	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) 0		
11.	Percent of Class Re	epresented by Amount in R	ow (9)
	Percent of Class Represented by Amount in Row (9) less than 1%		
12.	Type of Reporting Person (See Instructions) IN		

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Scott L. Jaeckel		
Check the Appropriate Box if a	Member of a Group (See I	instructions)
(a)	0	
(b)	ý	
SEC Use Only		
Citizenship or Place of Organiz United States	ation	
5.		Sole Voting Power 1,417
6		Shared Voting Power
0.		-0-
-		
7.		Sole Dispositive Power 1,417
		1,117
8.		Shared Dispositive Power -0-
Aggregate Amount Beneficially Owned by Each Reporting Person 1,417		
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0		
Percent of Class Represented by Amount in Row (9) less than 1%		
Type of Reporting Person (See IN	Instructions)	
	Scott L. Jaeckel Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz United States 5. 6. 7. 8. Aggregate Amount Beneficially 1,417 Check if the Aggregate Amoun Percent of Class Represented by less than 1% Type of Reporting Person (See	Scott L. Jaeckel Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) ý SEC Use Only Citizenship or Place of Organization United States 5. 6. 7. 8. Aggregate Amount Beneficially Owned by Each Reporting 1,417 Check if the Aggregate Amount in Row (9) Excludes Cert Percent of Class Represented by Amount in Row (9) less than 1% Type of Reporting Person (See Instructions)

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas R. Shepherd			
Check the Appropriate Box if a	Member of a Group (See I	nstructions)	
(a)	0		
(b)	ý		
SEC Use Only			
Citizenship or Place of Organiz United States	ation		
5.		Sole Voting Power 2,595	
<i>,</i>			
6.		Shared Voting Power -0-	
		-0-	
7.		Sole Dispositive Power	
2,595			
Reporting2,595Person With2			
8.		Shared Dispositive Power -0-	
Aggregate Amount Beneficially Owned by Each Reporting Person 2,595			
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
Percent of Class Represented by Amount in Row (9) less than 1%			
Type of Reporting Person (See IN	Instructions)		
	Thomas R. Shepherd Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz United States 5. 6. 7. 8. Aggregate Amount Beneficially 2,595 Check if the Aggregate Amoun Percent of Class Represented by less than 1% Type of Reporting Person (See	Thomas R. Shepherd Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) ý SEC Use Only Citizenship or Place of Organization United States 5. 6. 7. 8. Aggregate Amount Beneficially Owned by Each Reporting 2,595 Check if the Aggregate Amount in Row (9) Excludes Cert Percent of Class Represented by Amount in Row (9) less than 1% Type of Reporting Person (See Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Joseph J. Incandela			
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 United States	of Organization		
	5.		Sole Voting Power 2,595	
Number of	<i>(</i>			
Shares Beneficially	6.		Shared Voting Power -0-	
Owned by			-0-	
Each	7.		Sole Dispositive Power	
Reporting			2,595	
Person With				
	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount F	Beneficially Owned by E	ach Reporting Person	
	2,595	Selicited by E	ten Reporting Person	
10.	Check if the Aggrega	ate Amount in Row (9) E	Excludes Certain Shares (See Instructions) O	
11.	Demonst of Class Dam	wasantad by Amount in D	Pour (D)	
11.	Less than 1.0%	Percent of Class Represented by Amount in Row (9)		
	2000 thun 1.070			
12.	Type of Reporting Po IN	erson (See Instructions)		

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 Organization Massachusetts			
	5.		Sole Voting Power 3,025	
Number of Shares	(Shared Matin - Decor	
Beneficially	6.		Shared Voting Power -0-	
Owned by			-0-	
Each	7.		Sole Dispositive Power	
Reporting			3,025	
Person With				
	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,025			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11				
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%			
12.	Type of Reporting F OO	Person (See 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 Appropriate Box if a Member of a Group (See Instructions)			
	(a)	0		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of Organization Massachusetts			
	5.		Sole Voting Power 3,733	
Number of	(Shared Matin - Daman	
Shares Beneficially	6.		Shared Voting Power -0-	
Owned by			-	
Each	7.		Sole Dispositive Power	
Reporting Person With			3,733	
	8.		Shared Dispositive Power -0-	
			0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,733			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0			
11.	Percent of Class Represented by Amount in Row (9)			
	less than 1%			
12.	Type of Reporting Pe OO	erson (See Instructions)		

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Charles A. Brizius				
2.	Check the Appropr	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	0	-		
	(b)	ý			
3.	SEC Use Only				
4.	Citizenship or Plac United States	e of Organization			
	5.		Sole Voting Power 3,695		
Number of Shares	6.		Shared Voting Power		
Beneficially	0.		-0-		
Owned by	-				
Each Reporting	7.		Sole Dispositive Power 3,695		
Person With					
	8.		Shared Dispositive Power -0-		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,695				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0				
11.		epresented by Amount in Ro	ow (9)		
	less than 1%				
12.	Type of Reporting IN	Person (See Instructions)			

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Terrence M. Mullen			
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	ation		
	5.		Sole Voting Power 4,932	
Number of				
Shares Beneficially	6.		Shared Voting Power -0-	
Owned by			-0-	
Each	7.		Sole Dispositive Power	
Reporting			4,932	
Person With	2			
	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,932			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0			
11.	Percent of Class Represented by	y Amount in Row (9)		
	less than 1%			
12.	Type of Reporting Person (See IN	Instructions)		

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Todd M. Abbrecht			
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	ation		
	5.		Sole Voting Power 4,992	
Number of Shares	6.		Shared Voting Power	
Beneficially	0.		-0-	
Owned by				
Each	7.		Sole Dispositive Power	
Reporting			4,992	
Person With	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,992			
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) Robert Schiff Lee 1988 Irrevocable 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 Massachusetts	e of Organization		
	5.		Sole Voting Power 5,493	
Number of	(Shanad Wating Daman	
Shares Beneficially	6.		Shared Voting Power -0-	
Owned by			-0-	
Each	7.		Sole Dispositive Power	
Reporting			5,493	
Person With				
	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 5,493			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0			
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) Stephen Zachary Lee			
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 5,493	
Number of Shares Beneficially Owned by	6.		Shared Voting Power	
Each Reporting Person With	7.		Sole Dispositive Power 5,493	
	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 5,493			
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 IN	Instructions)		

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Kent R. Weldon		
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 of Organization United States		
	5.		Sole Voting Power 6,209
Number of			
Shares	6.		Shared Voting Power
Beneficially			-0-
Owned by Each	7.		Sole Dispositive Power
Reporting	7.		6,209
Person With			0,207
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount H	Beneficially Owned by E	Each Reporting Person
	6,209	,	r
10.			Freiheiter Centrin Channer (Centrestioner)
10.	Check if the Aggregi	ate Amount In Kow (9)	Excludes Certain Shares (See Instructions) O
11.	Percent of Class Ren	presented by Amount in I	Row (9)
	Less than 1.0%	, and the second s	
12.	Type of Reporting Po IN	erson (See Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Seth W. Lawry		
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	ation	
	5.		Sole Voting Power 9,327
Number of Shares	6		Sharad Vating Down
Beneficially	6.		Shared Voting Power -0-
Owned by			ů –
Each	7.		Sole Dispositive Power
Reporting			9,327
Person With	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 9,327		
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 IN	Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Scott M. Sperling		
2.	Check the Appropri	ate Box if a Member of a	Group (See Instructions)
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place United States	e of Organization	
	5.		Sole Voting Power 22,466
Number of Shares	6.		Sharad Vating Dowar
Beneficially	0.		Shared Voting Power -0-
Owned by			Ū.
Each	7.		Sole Dispositive Power
Reporting			22,466
Person With	8.		Shared Dispositive Power
	0.		-0-
9.	Aggregate Amount 22,466	Beneficially Owned by Ea	ach Reporting Person
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Re	presented by Amount in R	low (9)
11.	Less than 1.0%	presented by Amount in R	
12.	Type of Reporting F	Person (See Instructions)	
12.	IN	(See instructions)	

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Scott A. Schoen		
Check the Appropriate Box if a	Member of a Group (See I	instructions)
(a)	0	
(b)	ý	
SEC Use Only		
Citizenship or Place of Organization United States		
5.		Sole Voting Power 22,466
6		Shared Voting Power
0.		-0-
7.		Sole Dispositive Power
		22,466
8.		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) 0		
Percent of Class Represented by Amount in Row (9) less than 1%		
Type of Reporting Person (See IN	Instructions)	
	Scott A. Schoen Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz United States 5. 6. 7. 8. Aggregate Amount Beneficially 22,466 Check if the Aggregate Amount Percent of Class Represented by less than 1% Type of Reporting Person (See	Scott A. Schoen Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) ý SEC Use Only Citizenship or Place of Organization United States 5. 6. 7. 8. Aggregate Amount Beneficially Owned by Each Reporting 22,466 Check if the Aggregate Amount in Row (9) Excludes Cert Percent of Class Represented by Amount in Row (9) less than 1% Type of Reporting Person (See 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	C		Chanad Matin - Daman	
Beneficially	6.		Shared Voting Power -0-	
Owned by			-0-	
Each	7.		Sole Dispositive Power	
Reporting			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) 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) (b)	o 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 Each Reporting Person With	6.		Shared Voting Power -0-	
	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 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.	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 -0-
Beneficially Owned by			-0-
Each	7.		Sole Dispositive Power
Reporting			22,466
Person With			
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount F	Beneficially Owned by Eac	h Reporting Person
	22,466		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0		
11.	Percent of Class Represented by Amount in Row (9) less than 1%		
12.	Type of Reporting Po IN	Person (See Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas M. Hagerty				
2.	Check the Appropr	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 22,524		
Number of	(Chanad Wating Damag		
Shares Beneficially	6.		Shared Voting Power -0-		
Owned by			-0-		
Each	7.		Sole Dispositive Power		
Reporting			22,524		
Person With					
	8.		Shared Dispositive Power -0-		
9.	Aggregate Amount	t Beneficially Owned by Ea	ch Reporting Person		
	22,524	· _ · · · · · · · · · · · · · · · · · ·			
10					
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
11					
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%				
12.	Type of Reporting Person (See Instructions) IN				

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) David V. Harkins			
Check the Appropriate Box if a Member of a Group (See Instructions)			
(a)	0		
(b)	ý		
SEC Use Only			
Citizenship or Place of Organization United States			
5.		Sole Voting Power 26,948	
6		Sharad Vating Dowar	
0.		Shared Voting Power 3,025	
		2,020	
7.		Sole Dispositive Power	
		26,948	
8.		Shared Dispositive Power 3,025	
Aggregate Amount Beneficially Owned by Each Reporting Person 29,973			
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0			
Percent of Class Represented by Amount in Row (9) Less than 1.0%			
Type of Reporting Person (See Instructions) IN			
	David V. Harkins Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz United States 5. 6. 7. 8. Aggregate Amount Beneficially 29,973 Check if the Aggregate Amount Percent of Class Represented by Less than 1.0% Type of Reporting Person (See	David V. Harkins Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) ý SEC Use Only Citizenship or Place of Organization United States 5. 6. 7. 8. Aggregate Amount Beneficially Owned by Each Reporting 29,973 Check if the Aggregate Amount in Row (9) Excludes Cert Percent of Class Represented by Amount in Row (9) Less than 1.0% Type of Reporting Person (See Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) State Street Bank & Trust Company, as Trustee for the 1997 Thomas H. Lee Nominee Trust		
2.	Check the Appropriate Box if a l (a) (b) y)	nstructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organization Massachusetts		
	5.		Sole Voting Power 101,724
Number of Shares Beneficially Owned by Each Reporting Person With	6.		Shared Voting Power -0-
	7.		Sole Dispositive Power 101,724
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 101,724		
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 In OO	nstructions)	

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	
Number of			-0-	
Shares	6.		Shared Voting Power	
Beneficially	0.		8,771,494	
Owned by			0,771,721	
Each	7.		Sole Dispositive Power	
Reporting			-0-	
Person With				
	8.		Shared Dispositive Power 8,771,494	
9.	Aggragata Amount	Panaficially Owned by Ea	ah Daparting Darson	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 8,771,494			
10.				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Parcent of Class De	presented by Amount in P	ow (0)	
11.	Percent of Class Represented by Amount in Row (9) 21.4%			
12.	Type of Reporting Person (See Instructions) OO			

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) THL Investment Management Corp.			
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			2,116	
Owned by Each	7.		Sole Dispositive Power	
Reporting	7.		-0-	
Person With				
	8.		Shared Dispositive Power 2,116	
9.	Aggragata Amount Danafia	ielly Owned by Each Deporti	ag Dorson	
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			
	check if the Aggregate Ain	ount in Row ()) Excludes Cer	tain shares (see instructions) o	
11.	Percent of Class Represente	ed by Amount in Row (9)		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%			
12	Tune of Departing Devery	See Instructions)		
12.	Type of Reporting Person (CO	See instructions)		

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Item 1.	(a)	Name of Issuer	
		Affordable Residential	
	(b)		ncipal Executive Offices 900, Denver, Colorado 80203
Item 2.	(a)	Name of Person Filing	
		Thomas H. Lee Equity	Fund IV, L.P.
		Thomas H. Lee Foreign	n Fund IV-B, L.P.
		Thomas H. Lee Foreign	n Fund IV, L.P.
		THL Equity Advisors I	IV, LLC
		Thomas H. Lee Charita	able Investment, L.P.
	Thomas H. Lee Investors Limited Partnership		
		THL Investment Mana	gement Corp.
		Affiliate Purchasers	d with Thomas H. Lee Partners, L.P., a Delaware limited partnership (the) set forth on Schedule I attached hereto
	(b) Address of Principal Business Office or, if none, Residence c/o Thomas H. Lee Partners, L.P.		
		100 Federal Street, 35t	h Floor
		Boston, MA 02110	
	(c)	Citizenship	
	(d)	See item 4 of each cove Title of Class of Securi	
		Common Stock, \$0.01	par value per share
	(e)	CUSIP Number 008273 104	
Item 3.	If this stateme	ent is filed pursuant to §§240.3	13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Broker or dealer registered under section 15 of the Act (15 U.S.C.
	(a)	0	780).
	(b)	0	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 U.S.C. 78c).
	(d)	0	Investment company registered under section 8 of the Investment 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)	0	A savings associations as defined in Section 3(b) of the Federal
	(i)	0	Deposit Insurance Act (12 U.S.C. 1813); A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of

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(j) o

1940 (15 U.S.C. 80a-3); Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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. Amount beneficially owned: (a)

> 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
(ii)	See Item 5 of each cover page Shared power to vote or to direct the vote
(iii)	See Item 6 of each cover page Sole power to dispose or to direct the disposition of
(iv)	See Item 7 of each cover page Shared power to dispose or to direct the disposition of

See Item 8 of each cover page

Item 5.

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 GroupNot 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

Item 10. Certification

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

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)

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 FOREIGN FUND IV-B, L.P.By:THL Equity Advisors IV, LLC, its general partner

/s/ Thomas H. Lee Name: Thomas H. Lee Title: Member

By:

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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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 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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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.

/s/ Thomas H. Lee Name: Thomas H. Lee Title: General Partner

By:

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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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 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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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.

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

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)

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)

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)

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)

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.

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)

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)

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

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.

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

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)

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)

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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Dated: February 14, 2005.

TODD M. ABBRECHT

/s/ Todd M. Abbrecht

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Dated: February 14, 2005.

ROBERT SCHIFF LEE 1988 IRREVOCABLE TRUST

/s/ Charles W. Robins Name: Charles W. Robins Title: Trustee

By:

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Dated: February 14, 2005.

STEPHEN ZACHARY LEE

/s/ Stephen Zachary Lee

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Dated: February 14, 2005.

KENT R. WELDON

/s/ Kent R. Weldon

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Dated: February 14, 2005.

SETH W. LAWRY

/s/ Seth W. Lawry

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Dated: February 14, 2005.

SCOTT M. SPERLING

/s/ Scott M. Sperling

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SCOTT A. SCHOEN

/s/ Scott A. Schoen

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Dated: February 14, 2005.

WARREN C. SMITH, JR.

/s/ Warren C. Smith, Jr.

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Dated: February 14, 2005.

ANTHONY J. DINOVI

/s/ Anthony J. Dinovi

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Dated: February 14, 2005.

C. HUNTER BOLL

/s/ C. Hunter Boll

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Dated: February 14, 2005.

THOMAS M. HAGERTY

/s/ Thomas M. Hagerty

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DAVID V. HARKINS

/s/ David V. Harkins

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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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Dated: February 14, 2005.

THL EQUITY ADVISORS IV, LLC

By: /s/ Thomas H. Lee Name: Thomas H. Lee Title: Member

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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

C. Hunter Boll

Signature

Thomas M. Hagerty

David V. Harkins

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