TREMISIS ENERGY ACQUISITION CORP Form SC 13D/A

December 14, 2005

OMB APPROVAL

OMB Number: 3235-0145

Expires: December 31, 2005 Estimated average burden hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D

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

Tremisis Energy Acquisition Corporation

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

894727106

(AWATE W. I.)

(CUSIP Number)

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

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 6, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 13d-1(f) or 240.13d-1(g), check the following box [].

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

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

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)
Page 1 of 32 Pages

13D CUSIP No. 894727106 _____ -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Partners, L.P. -----CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] * * The reporting persons making this filing hold an aggregate of 743,070 Shares, which is 9.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY SOURCE OF FUNDS (See Instructions) WC, OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [] _____ CITIZENSHIP OR PLACE OF ORGANIZATION California SOLE VOTING POWER NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 8 OWNED BY 132,600 _____ SOLE DISPOSITIVE POWER EACH 9 REPORTING -0-

P	ERSON WITH
	SHARED DISPOSITIVE POWER
	132,600
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	132,600
1.0	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
12	CERTAIN SHARES (See Instructions)
1.0	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	1.7%
	TYPE OF REPORTING PERSON (See Instructions)
14	PN
	Page 2 of 32 Pages
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CUSIP No.	894727106
	NAMES OF REPORTING PERSONS
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capital Institutional Partners, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	** The reporting persons making this filing hold an aggregate of 743,070 Shares, which is 9.7% of the
	class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
	WC
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
J	10 TIEMS 2(d) OR 2(e)
	CITIZENSHIP OR PLACE OF ORGANIZATION
6	California

			SOLE VOTING POWER			
	NUMBER OF	7	-0-			
_	SHARES	8	SHARED VOTING POWER			
В	BENEFICIALLY OWNED BY		105,700			
	EACH	9	SOLE DISPOSITIVE POWER			
	REPORTING	9	-0-			
	PERSON WITH -		SHARED DISPOSITIVE POWER			
		10	105,700			
	AGGREGATE AMOU	JNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON			
11	105,700					
			AMOUNT IN ROW (11) EXCLUDES			
12	CERTAIN SHARES	TAIN SHARES (See Instructions) []				
	PERCENT OF CLA	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	1.4%	1.4%				
	TYPE OF REPORTING PERSON (See Instructions)					
14	PN					
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	======= . 894727106					
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	 NAMES OF REPOR	====== RTING PER	SONS			
1		I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Farallon Capit	al Insti	tutional Partners II, L.P.			
	CHECK THE APPR	ROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) []			
2			(b) [X]**			
	**	aggrega class o	porting persons making this filing hold an te of 743,070 Shares, which is 9.7% of the f securities. The reporting person on this			
			age, however, is a beneficial owner only of urities reported by it on this cover page.			

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	California				
		 7	SOLE VOTING POWER		
	NUMBER OF	/	-0-		
	SHARES		SHARED VOTING POWER	=======	
B	ENEFICIALLY OWNED BY	8	26,700		
	EACH		SOLE DISPOSITIVE POWER	========	
	REPORTING	9	-0-		
]	PERSON WITH		SHARED DISPOSITIVE POWER	========	
		10	26,700		
	AGGREGATE AMO	 DUNT BENEFI	CIALLY OWNED BY EACH REPORTING P	====== ERSON	
11	26 , 700				
	===================================	 AGGREGATE	AMOUNT IN ROW (11) EXCLUDES		
12	CERTAIN SHARE		tructions)	1	
	PERCENT OF CI				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
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	rarallon Capi	ıcaı instit 	utional Partners III, L.P.		

2	CHECK THE APPR	ROPRIATE I	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
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3	SEC USE ONLY		
4	SOURCE OF FUND	OS (See In	nstructions)
5	CHECK IF DISCI		LEGAL PROCEEDINGS IS REQUIRED PURSUANT
6	CITIZENSHIP OF	R PLACE OI	F ORGANIZATION
	NUMBER OF	7	SOLE VOTING POWER -0-
	SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 29,200
	EACH REPORTING	9	SOLE DISPOSITIVE POWER -0-
	PERSON WITH -	10	SHARED DISPOSITIVE POWER 29,200
11	AGGREGATE AMOU	JNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
12			AMOUNT IN ROW (11) EXCLUDES structions)
13	PERCENT OF CL#	ASS REPRES	SENTED BY AMOUNT IN ROW (11)
14	TYPE OF REPORT	ING PERS	DN (See Instructions)

Page 5 of 32 Pages

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	No. 894727106					
1	NAMES OF REF		SONS NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Tinicum Part	ners, L.P.				
	CHECK THE AF	:======= 'PROPRIATE E	BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]**			
2	**	aggregat class of cover pa	porting persons making this filing hold te of 743,070 Shares, which is 9.7% of f securities. The reporting person on t age, however, is a beneficial owner only urities reported by it on this cover page.			
3	SEC USE ONLY	:====== <u>?</u>				
4	SOURCE OF FU	SOURCE OF FUNDS (See Instructions) WC, 00				
5	CHECK IF DIS		LEGAL PROCEEDINGS IS REQUIRED PURSUANT			
6	CITIZENSHIP New York	OR PLACE OF	F ORGANIZATION			
		_	SOLE VOTING POWER			
		7				
	NUMBER OF	,	-0-			
	SHARES BENEFICIALLY	8	SHARED VOTING POWER			
	SHARES BENEFICIALLY OWNED BY		SHARED VOTING POWER 5,000			
	SHARES BENEFICIALLY		SHARED VOTING POWER			
	SHARES BENEFICIALLY OWNED BY EACH	8 9	SHARED VOTING POWER 5,000 SOLE DISPOSITIVE POWER			
	SHARES BENEFICIALLY OWNED BY EACH REPORTING	8	SHARED VOTING POWER 5,000 SOLE DISPOSITIVE POWER -0-			
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 9 10	SHARED VOTING POWER 5,000 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER			

13	0.1%		
14	TYPE OF REPO	PERSO	ON (See Instructions)
		D	
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CUSIP No.	894727106 =====		
1	NAMES OF REF	-	======================================
	Farallon Cap	oital Offsh	ore Investors II, L.P.
	CHECK THE AF	PROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggrega: class o: cover pa	porting persons making this filing hold and the of 743,070 Shares, which is 9.7% of the f securities. The reporting person on this age, however, is a beneficial owner only of urities reported by it on this cover page.
3	SEC USE ONLY	 ,	
4	SOURCE OF FU	JNDS (See I	nstructions)
5	CHECK IF DIS		LEGAL PROCEEDINGS IS REQUIRED PURSUANT
6	CITIZENSHIP Cayman Islar		F ORGANIZATION
	NUMBER OF	7	SOLE VOTING POWER -0-
	SHARES NEFICIALLY OWNED BY	8	SHARED VOTING POWER 204,300
1	EACH REPORTING	9	SOLE DISPOSITIVE POWER
	ERSON WITH		SHARED DISPOSITIVE POWER

10 204,300 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 204,300 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES 12 CERTAIN SHARES (See Instructions) -----PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 2.7% _____ TYPE OF REPORTING PERSON (See Instructions) 14 Page 7 of 32 Pages 13D ______ CUSIP No. 894727106 _____ -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Management, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] * * The reporting persons making this filing hold an $% \left(1\right) =\left(1\right) +\left(1\right) +\left$ aggregate of 743,070 Shares, which is 9.7% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. _____ SEC USE ONLY _____ SOURCE OF FUNDS (See Instructions) 4 -----CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) -----CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ------

		7	SOLE VOTING POWER	
1	NUMBER OF	7	-0-	
	SHARES		SHARED VOTING POWER	
BENEFICIALLY OWNED BY		8	239,570	
	EACH		SOLE DISPOSITIVE POWER	
	REPORTING ERSON WITH	9	-0-	
PI	EKSON WIIH	1.0	SHARED DISPOSITIVE POWER	
		10	239,570	
	AGGREGATE AM	====== OUNT BENEF	CICIALLY OWNED BY EACH REPORTING PERSON	
11	239,570			
12	== CHECK IF THE CERTAIN SHAR		AMOUNT IN ROW (11) EXCLUDES	
12	CENTAIN SHAN	ED (DEE II		
	PERCENT OF C	======= LASS REPRE	SENTED BY AMOUNT IN ROW (11)	
13	3.1%			
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1	NAMES OF REP		SONS NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Farallon Par	tners, L.I	c.	
	CHECK THE AP	====== PROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]**	
2	**	aggrega	porting persons making this filing hold te of 743,070 Shares, which is 9.7% of the securities. The reporting person on the securities.	

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5	CHECK IF DIS TO ITEMS 2(d		LEGAL PROCEEDINGS IS REQUIRED PURSUA	NT	
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6	CITIZENSHIP	OR PLACE O	F ORGANIZATION		
6	Delaware				
	========	_	SOLE VOTING POWER		
	NUMBER OF	7	-0-		
	SHARES		SHARED VOTING POWER		
В	ENEFICIALLY OWNED BY	8	503,500		
	EACH		SOLE DISPOSITIVE POWER		
	REPORTING	9	-0-		
:	PERSON WITH	10	SHARED DISPOSITIVE POWER		
			503,500		
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	503,500				
	=========		AMOUNT IN ROW (11) EXCLUDES		
12	CERTAIN SHAR		structions)		
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13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
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14	TYPE OF REPO	TYPE OF REPORTING PERSON (See Instructions)			
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1	NAMES OF REP		SONS NO. OF ABOVE PERSONS (ENTITIES ONLY)		

2	CHECK THE APPR	OPRIATE BO	X IF A MEMBER OF A GROU	P (See Instructions) (a) [] (b) [X]**
Z	**	aggregate class of cover pag	rting persons making of 743,070 Shares, securities. The reported he securities reported	which is 9.7% of the orting person on this led a beneficial owner
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6	CITIZENSHIP OR United States	PLACE OF	ORGANIZATION	
	NUMBER OF	7	SOLE VOTING POWER	
	SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 743,070	
	EACH REPORTING	9	SOLE DISPOSITIVE POWER	
	PERSON WITH -	10	SHARED DISPOSITIVE POW	======== ER
11	AGGREGATE AMOU	====== NT BENEFIC	======================================	ORTING PERSON
12			==================== MOUNT IN ROW (11) EXCLU ructions)	DES []
13	PERCENT OF CLA	====== SS REPRESE	TED BY AMOUNT IN ROW (11)
14	TYPE OF REPORT	ING PERSON	(See Instructions)	

Page 10 of 32 Pages

13D ______ CUSIP No. 894727106 ______ -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William F. Duhamel ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** 2 The reporting persons making this filing hold an aggregate of 743,070 Shares, which is 9.7% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. -----SEC USE ONLY _____ SOURCE OF FUNDS (See Instructions) AF, OO -----CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) _____ CITIZENSHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER NUMBER OF -0-SHARED VOTING POWER SHARES 8 BENEFICIALLY OWNED BY 743,070 _____ EACH SOLE DISPOSITIVE POWER 9 REPORTING -0-PERSON WITH -----SHARED DISPOSITIVE POWER 10 743,070 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 743,070 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES 12 CERTAIN SHARES (See Instructions)

	PERCENT OF CI	LASS REPRE	SENTED BY AMOUNT IN ROW (11)				
13	9.7%	9.7%					
	TYPE OF REPOF	TYPE OF REPORTING PERSON (See Instructions)					
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		Page	11 of 32 Pages				
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CUSIP 1	No. 894727106						
	 NAMES OF REPO	RTING PER					
1	I.R.S. IDENTI	FICATION I	NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Charles E. El	lwein					
	CHECK THE APP	ROPRIATE I	BOX IF A MEMBER OF A GROUP (See Instructions)				
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2	**	The rea	porting persons making this filing hold an				
		aggregate of 743,070 Shares, which is 9.7% of the class of securities. The reporting person on this					
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	 CITIZENSHTP (OR PLACE O	ORGANIZATION				
6	United States	CITIZENSHIP OR PLACE OF ORGANIZATION					
	United States	: -======					
		7	SOLE VOTING POWER				
	NUMBER OF		-0-				
	SHARES		SHARED VOTING POWER				
	BENEFICIALLY OWNED BY	8	743,070				
	EACH		SOLE DISPOSITIVE POWER				
		9					

	REPORTING PERSON WITH	-0-
	FERSON WIII	SHARED DISPOSITIVE POWER
		743,070
11	AGGREGATE AI	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	743,070	
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES RES (See Instructions)
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13	PERCENT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	9.7%	
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1		TIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Richard B. 1	?ried ====================================
	CHECK THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
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		aggregate of 743,070 Shares, which is 9.7% of the class of securities. The reporting person on this
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		cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.
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6	United States				
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NUMBER OF		7	-0-		
	SHARES		SHARED VOTING POWER		
	NEFICIALLY DWNED BY	8	743,070		
	EACH		SOLE DISPOSITIVE POWER		
F	REPORTING	9	-0-		
	ERSON WITH		SHARED DISPOSITIVE POWER		
		10			
			743,070		
11	AGGREGATE AMO	UNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON		
	743 , 070	======			
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)			
± 2	CERTAIN SHARES (See INSTRUCTIONS)				
	PERCENT OF CL	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	9.7%				
	TYPE OF REPOR	TYPE OF REPORTING PERSON (See Instructions)			
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1	NAMES OF REPO		SONS NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Monica R. Lan	dry			
	CHECK THE APP	ROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]**		
2	**	aggrega class o cover p	porting persons making this filing hold te of 743,070 Shares, which is 9.7% of t securities. The reporting person on th age, however, may be deemed a beneficial own the securities reported by it on this cov		

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5	CHECK IF DIS		LEGAL PROCEEDINGS IS REQUIRED PURSUANT
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6	United State	S	
	==	=======	SOLE VOTING POWER
1	NUMBER OF	7	-0-
	SHARES		SHARED VOTING POWER
	NEFICIALLY DWNED BY	8	743,070
	EACH		SOLE DISPOSITIVE POWER
F	REPORTING	9	-0-
PE	ERSON WITH		SHARED DISPOSITIVE POWER
		10	743,070
	AGGREGATE AM	====== OUNT BENEF	CICIALLY OWNED BY EACH REPORTING PERSON
11	743,070		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []		
	PERCENT OF C	====== LASS REPRE	SENTED BY AMOUNT IN ROW (11)
13	9.7%		
	TYPE OF REPO	====== RTING PERS	ON (See Instructions)
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	William F. Me	llin			
2	CHECK THE APPI	====== ROPRIATE E	OX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**		
2	**	aggregat class of cover pa	porting persons making this filing hold an ee of 743,070 Shares, which is 9.7% of the securities. The reporting person on this age, however, may be deemed a beneficial owner the securities reported by it on this cover		
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4	SOURCE OF FUNI	DS (See Ir	estructions)		
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	CITIZENSHIP OF	R PLACE OF	'ORGANIZATION		
6	United States				
			SOLE VOTING POWER		
	NUMBER OF	7	-0-		
	SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 743,070		
	EACH		SOLE DISPOSITIVE POWER		
	REPORTING	9	-0-		
	PERSON WITH -		SHARED DISPOSITIVE POWER		
		10	743,070		
11	AGGREGATE AMOU	JNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON		
11	743,070				
12	CHECK IF THE A		AMOUNT IN ROW (11) EXCLUDES structions)		
	PERCENT OF CLA	ASS REPRES	EENTED BY AMOUNT IN ROW (11)		
13	9.7%				
	TYPE OF REPORT	TING PERSO	N (See Instructions)		
14	IN				

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13D _____ CUSIP No. 894727106 -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Stephen L. Millham CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** The reporting persons making this filing hold an $% \left(1\right) =\left(1\right) +\left(1\right) +\left$ aggregate of 743,070 Shares, which is 9.7% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. -----SEC USE ONLY ------SOURCE OF FUNDS (See Instructions) AF, OO -----CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ------CITIZENSHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER 7 NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 8 OWNED BY 743,070 _____ EACH SOLE DISPOSITIVE POWER 9 REPORTING -0-PERSON WITH -----SHARED DISPOSITIVE POWER 10 743,070 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 743**,**070

12	CHECK IF THE CERTAIN SHAR			[]
13	PERCENT OF C	LASS REPRES	ENTED BY AMOUNT IN ROW (11)	
14	TYPE OF REPO	RTING PERSO	N (See Instructions)	
		Page :	16 of 32 Pages	
			13D	
=======				
CUSIP No.	894727106 ======			
		========		
1	NAMES OF REP I.R.S. IDENT		ONS O. OF ABOVE PERSONS (ENTITIES O	NLY)
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2	**	aggregate class of cover pac	orting persons making this e of 743,070 Shares, which securities. The reporting ge, however, may be deemed a be the securities reported by it	is 9.7% of the person on this neficial owner
3	SEC USE ONLY			
4	SOURCE OF FU	NDS (See In	structions)	
5	CHECK IF DIS		LEGAL PROCEEDINGS IS REQUIRED P	======== URSUANT []
	===================================	OR PLACE OF	ORGANIZATION	=========
6	United State		ond.in. Entrol	
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	SHARES		====================================	========
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	EACH	0	SOLE DISPOSITIVE POWER
	EPORTING	9	-0-
PE	RSON WITH		SHARED DISPOSITIVE POWER
		10	743,070
	ACCRECATE AMO	UNT DENEE	
11		ONI DENEF	ICIALLY OWNED BY EACH REPORTING PERSON
	743,070 ========		
12	CHECK IF THE CERTAIN SHARE		AMOUNT IN ROW (11) EXCLUDES structions)
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	9.7%		
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	 NAMES OF REPO	_	
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DE	SHARES	8	SHARED VOTING POWER
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г	ERSON WIII -	10	SHARED DISPOSITIVE POWER
			743,070
11	AGGREGATE AMOU	NT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
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12	CHECK IF THE A		
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13	PERCENT OF CLA	SS REPRES	SENTED BY AMOUNT IN ROW (11)
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14	TYPE OF REPORT	ING PERSO	N (See Instructions)
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1	NAMES OF REPOR I.R.S. IDENTIF		ONS O. OF ABOVE PERSONS (ENTITIES ONLY)
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cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. _____ SEC USE ONLY -----SOURCE OF FUNDS (See Instructions) AF, OO -----CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) _____ CITIZENSHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER NUMBER OF -0------SHARES SHARED VOTING POWER BENEFICIALLY 8 743,070 OWNED BY _____ EACH SOLE DISPOSITIVE POWER 9 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 10 743,070 -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 743,070 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES 12 CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 9.7% TYPE OF REPORTING PERSON (See Instructions) 14 IN -----

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13D

CUSIP No. 894727106

1	I.R.S. IDENT	ORTING PER CIFICATION	NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Mark C. Wehr	ly			
	CHECK THE AF	PROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**		
2	**	aggrega class o cover p	porting persons making this filing hold at the of 743,070 Shares, which is 9.7% of the following securities. The reporting person on the age, however, may be deemed a beneficial owner the securities reported by it on this covered.		
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4	SOURCE OF FU	JNDS (See I	nstructions)		
5	CHECK IF DIS		LEGAL PROCEEDINGS IS REQUIRED PURSUANT		
	CITIZENSHIP OR PLACE OF ORGANIZATION				
6	United State	es.			
	NUMBER OF	7	SOLE VOTING POWER		
	SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 743,070		
	EACH REPORTING	9	SOLE DISPOSITIVE POWER		
	PERSON WITH	10	SHARED DISPOSITIVE POWER		
11	AGGREGATE AM	OUNT BENEF	EEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEE		
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []			
13	PERCENT OF C	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			

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

Item 3. Source And Amount Of Funds And Other Consideration

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

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

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

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

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Item 5. Interest In Securities Of The Issuer

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

(a) The Farallon Funds

- (a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Fund is incorporated herein by reference for each such Farallon Fund. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 7,700,000 Shares outstanding as of November 14, 2005 as reported by the Company in its Quarterly Report on Form 10-QSB for the period ended September 30, 2005 filed with the Securities and Exchange Commission on November 14, 2005.
- (c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Farallon Funds since the filing of the prior Schedule 13D are set forth on Schedules A-F hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
- (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.
- (e) Not applicable.
- (b) The Management Company
 - (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.
 - (c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Management Company on behalf of the Managed Account since the filing of the prior Schedule 13D are set forth on Schedule G hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
 - (d) The Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Account as reported herein. The Farallon Individual Reporting Persons are managing members of the Management Company.
 - (e) Not applicable.

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(c) The Farallon General Partner

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

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

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SIGNATURES

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

Dated: December 14, 2005

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

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

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

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SCHEDULE A

FARALLON CAPITAL PARTNERS, L.P.

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

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SCHEDULE B

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

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

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SCHEDULE C

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

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

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SCHEDULE D

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

NO. OF SHARES	PRICE
PURCHASED	PER SHARE (\$)
3,700	5.52
800	5.52
400	5.52
	PURCHASED 3,700 800

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SCHEDULE E

TINICUM PARTNERS, L.P.

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

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SCHEDULE F

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

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

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SCHEDULE G

FARALLON CAPITAL MANAGEMENT, L.L.C.

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

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