

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

TYLER TECHNOLOGIES INC  
Form SC 13G/A  
January 22, 2007

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OMB APPROVAL  
-----

OMB Number: 3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response....14.5  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Tyler Technologies, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

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

902252105

-----  
(CUSIP Number)

December 31, 2006

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

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

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

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

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

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(Continued on following pages)  
Page 1 of 38 Pages  
Exhibit Index Found on Page 36

13G

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

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Noonday Asset Management, 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 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
5 SOLE VOTING POWER  
NUMBER OF 5 -0-  
-----  
6 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 6 3,404,300  
-----  
7 SOLE DISPOSITIVE POWER  
EACH 7 -0-  
-----  
8 SHARED DISPOSITIVE POWER  
REPORTING PERSON WITH 8 3,404,300  
-----

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,404,300

10

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

[ ]

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=====  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.8%  
=====  
12 TYPE OF REPORTING PERSON (See Instructions)  
IA, PN  
=====

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

=====  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Noonday G.P. (U.S.), L.L.C.  
=====

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
  
\*\* The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

=====  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
=====

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		3,404,300
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
	8	SHARED DISPOSITIVE POWER
		3,404,300

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

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9

3,404,300

10

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

[ ]

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.8%

12

TYPE OF REPORTING PERSON (See Instructions)

00

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

1

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Noonday Capital, L.L.C.

2

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

(a) [ ]

(b) [ X ]\*\*

\*\*

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3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

NUMBER OF

-0-

SHARES  
BENEFICIALLY  
OWNED BY

6

SHARED VOTING POWER

3,404,300

EACH  
REPORTING

7

SOLE DISPOSITIVE POWER

-0-

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PERSON WITH -----  
 SHARED DISPOSITIVE POWER  
 8  
 3,404,300  
 -----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,404,300  
 -----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES (See Instructions) [ ]  
 -----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 8.8%  
 -----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 00  
 -----

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

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 David I. Cohen  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 \*\* The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.  
 -----  
 3 SEC USE ONLY  
 -----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States  
 -----  
 5 SOLE VOTING POWER  
 NUMBER OF SHARES -0-  
 -----  
 SHARED VOTING POWER

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	3,404,300
	7	SOLE DISPOSITIVE POWER
		-0-
	8	SHARED DISPOSITIVE POWER
		3,404,300
=====		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,404,300	
=====		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
	[ ]	
=====		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	8.8%	
=====		
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	
=====		

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

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Saurabh K. Mittal	
=====		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a) [ ]	
	(b) [ X ]**	
	** The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
=====		
3	SEC USE ONLY	
=====		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	India	

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=====

		SOLE VOTING POWER
5		
NUMBER OF		-0-
		=====
		SHARED VOTING POWER
6		
SHARES		3,404,300
BENEFICIALLY		
OWNED BY		=====
		SOLE DISPOSITIVE POWER
7		
EACH		-0-
REPORTING		
PERSON WITH		=====
		SHARED DISPOSITIVE POWER
8		
		3,404,300
		=====
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		3,404,300
		=====
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
		CERTAIN SHARES (See Instructions)
		[ ]
		=====
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
		8.8%
		=====
12		TYPE OF REPORTING PERSON (See Instructions)
		IN
		=====

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13G

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

=====

1		NAMES OF REPORTING PERSONS
		I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY))
		Noonday Capital Partners, L.L.C.
		=====
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
		(a) [ ]
		(b) [ X ]**
	**	The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% 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

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-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

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

6 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY EACH 6 63,800  
-----

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

8 SHARED DISPOSITIVE POWER  
8 63,800  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
63,800  
-----

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.2%  
-----

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

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

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Farallon Capital Partners, L.P.  
-----

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

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class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

-----

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		656,100
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
	8	SHARED DISPOSITIVE POWER
		656,100

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

656,100

-----

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

-----

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

1.7%

-----

12 TYPE OF REPORTING PERSON (See Instructions)

PN

-----

13G

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

-----

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners, L.P.

-----

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

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

2

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

SOLE VOTING POWER

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

SHARED VOTING POWER

6 588,500

SOLE DISPOSITIVE POWER

7 -0-

SHARED DISPOSITIVE POWER

8 588,500

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

588,500

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

[ ]

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

1.5%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

13G

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

-----  
 NAMES OF REPORTING PERSONS

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1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners II, L.P.

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

(a)

(b)  \*\*

2

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3

SEC USE ONLY

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

-----  
SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES  
BENEFICIALLY  
OWNED BY

6

SHARED VOTING POWER

55,500

EACH

7

SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

-0-

8

SHARED DISPOSITIVE POWER

55,500

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

9

55,500

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

10

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

11

0.1%

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

12

PN

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=====

-----

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners III, L.P.

-----

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

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-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		48,600
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
	8	SHARED DISPOSITIVE POWER
		48,600

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,600

-----

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

[ ]

-----

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

0.1%

-----

12 TYPE OF REPORTING PERSON (See Instructions)

PN

-----

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13G

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

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Tinicum Partners, L.P.  
-----

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

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3 SEC USE ONLY

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

5 SOLE VOTING POWER  
NUMBER OF -0-  
-----  
6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 21,400  
-----  
7 SOLE DISPOSITIVE POWER  
REPORTING PERSON WITH -0-  
-----  
8 SHARED DISPOSITIVE POWER  
21,400  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
21,400  
-----

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

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

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

13G

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

-----  
 NAMES OF REPORTING PERSONS  
 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Offshore Investors II, L.P.

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

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3 SEC USE ONLY

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Cayman Islands

		5	SOLE VOTING POWER
NUMBER OF			-0-
SHARES		6	SHARED VOTING POWER
BENEFICIALLY OWNED BY			594,171
EACH		7	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH			-0-
		8	SHARED DISPOSITIVE POWER
			594,171

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

9 594,171

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

[ ]

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

11

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1.5%

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

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13G

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

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. 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 ]\*\*

2  
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-----  
 3 SEC USE ONLY  
 -----

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 Delaware  
 -----

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

6 SHARED VOTING POWER  
 SHARES BENEFICIALLY OWNED BY 1,376,229  
 -----

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

8 SHARED DISPOSITIVE POWER  
 1,376,229  
 -----

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,376,229  
 -----

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.5%

12 TYPE OF REPORTING PERSON (See Instructions)  
IA, OO

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13G

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

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Farallon Partners, L.L.C.

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

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3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

-----  
5 SOLE VOTING POWER  
NUMBER OF 5 -0-  
-----  
6 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY EACH 6 2,028,071  
-----  
7 SOLE DISPOSITIVE POWER  
REPORTING PERSON WITH 7 -0-  
-----  
8 SHARED DISPOSITIVE POWER



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2,028,071

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,028,071  
-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.2%  
-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
OO  
-----

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13G

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

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Chun R. Ding  
-----

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

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3 SEC USE ONLY

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

5 SOLE VOTING POWER  
NUMBER OF -0-  
-----  
6 SHARED VOTING POWER  
SHARES 3,404,300  
BENEFICIALLY OWNED BY  
-----

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	EACH	SOLE DISPOSITIVE POWER
		7
	REPORTING PERSON WITH	-0-
		SHARED DISPOSITIVE POWER
		8
		3,404,300
=====		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		3,404,300
=====		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
=====		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		8.8%
=====		
12	TYPE OF REPORTING PERSON (See Instructions)	
		IN
=====		

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13G

=====

CUSIP No. 902252105

=====

=====	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	William F. Duhamel
=====	

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

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3	SEC USE ONLY
=====	

4	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
=====	

SOLE VOTING POWER

5

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NUMBER OF	-0-	
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH	6	3,404,300
REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER
		-0-
	8	SHARED DISPOSITIVE POWER
		3,404,300

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,404,300

---

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

[ ]

---

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

8.8%

---

12 TYPE OF REPORTING PERSON (See Instructions)

IN

Page 17 of 38 Pages

13G

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

---

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Charles E. Ellwein [See Preliminary Note]

---

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

(a) [ ]

(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

---

3 SEC USE ONLY

---

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

=====

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

=====

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

=====

10

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

[ ]

=====

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

=====

12

TYPE OF REPORTING PERSON (See Instructions)

IN

=====

13G

=====

CUSIP No. 902252105

=====

=====

1

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Richard B. Fried

=====

2

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

(a) [ ]

(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner

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

-----  
3 SEC USE ONLY  
-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----  
5 SOLE VOTING POWER  
NUMBER OF 5 -0-  
-----  
6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 6 3,404,300  
-----  
7 SOLE DISPOSITIVE POWER  
EACH 7  
-----  
8 SHARED DISPOSITIVE POWER  
REPORTING PERSON WITH 8 3,404,300  
-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,404,300  
-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.8%  
-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

13G

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

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Monica R. Landry  
-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]

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(b) [ X ]\*\*

2

\*\* The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

SHARED VOTING POWER

6 3,404,300

SOLE DISPOSITIVE POWER

7 -0-

SHARED DISPOSITIVE POWER

8 3,404,300

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,404,300

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

[ ]

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

8.8%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

13G

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

-----  
NAMES OF REPORTING PERSONS

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1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Douglas M. MacMahon [See Preliminary Note]

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 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

3,404,300

EACH

SOLE DISPOSITIVE POWER

7

REPORTING

-0-

PERSON WITH

SHARED DISPOSITIVE POWER

8

3,404,300

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,404,300

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

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.8%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

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CUSIP No. 902252105  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

William F. Mellin  
-----

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

\*\* The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY  
-----

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

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

6 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY EACH 6 3,404,300  
-----

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

8 SHARED DISPOSITIVE POWER  
3,404,300  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,404,300  
-----

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.8%  
-----

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



13G

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

-----  
 NAMES OF REPORTING PERSONS  
 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
 Stephen L. Millham  
 -----

-----  
 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 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

-----  
 3 SEC USE ONLY  
 -----

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

	5	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY	3,404,300	
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH	-0-	
		-----
	8	SHARED DISPOSITIVE POWER
	3,404,300	

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,404,300  
 -----

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

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 8.8%  
 -----

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TYPE OF REPORTING PERSON (See Instructions)

12

IN

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13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jason E. Moment

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

2

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

\*\* The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5 NUMBER OF SHARES -0-

SHARED VOTING POWER

6 BENEFICIALLY OWNED BY 3,404,300

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON WITH -0-

SHARED DISPOSITIVE POWER

8 3,404,300

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,404,300

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

10

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[ ]

=====

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

8.8%

-----

12 TYPE OF REPORTING PERSON (See Instructions)

IN

-----

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13G

=====

CUSIP No. 902252105

=====

-----

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Rajiv A. Patel

-----

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

(a) [ ]

(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		3,404,300
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
	8	SHARED DISPOSITIVE POWER
		3,404,300

-----

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,404,300

10

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

[ ]

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.8%

12

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 25 of 38 Pages

13G

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

1

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Derek C. Schrier

2

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

(a) [ ]

(b) [ X ]\*\*

\*\*

The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5

SOLE VOTING POWER

NUMBER OF

-0-

SHARES  
BENEFICIALLY  
OWNED BY

6

SHARED VOTING POWER

3,404,300

EACH

7

SOLE DISPOSITIVE POWER

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REPORTING PERSON WITH -0- SHARED DISPOSITIVE POWER 8 3,404,300

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,404,300

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.8%

12 TYPE OF REPORTING PERSON (See Instructions) IN

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13G

CUSIP No. 902252105

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas F. Steyer

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

\*\* The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

5 SOLE VOTING POWER NUMBER OF -0-

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	SHARES		SHARED VOTING POWER
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	3,404,300
			-----
		7	SOLE DISPOSITIVE POWER
			-0-
			-----
		8	SHARED DISPOSITIVE POWER
			3,404,300
			-----
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,404,300		
	-----		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
	[ ]		
	-----		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	8.8%		
	-----		
12	TYPE OF REPORTING PERSON (See Instructions)		
	IN		
	-----		

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13G

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

	-----		
1	NAMES OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Mark C. Wehrly		
	-----		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
		(a)	[ ]
		(b)	[ X ]**
	**	The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
	-----		
3	SEC USE ONLY		
	-----		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		

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United States

		SOLE VOTING POWER
5		
NUMBER OF		-0-
		SHARED VOTING POWER
6		
SHARES		3,404,300
BENEFICIALLY		
OWNED BY		
		SOLE DISPOSITIVE POWER
7		
EACH		
		SHARED DISPOSITIVE POWER
8		
		3,404,300
		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9		
		3,404,300
		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
10		CERTAIN SHARES (See Instructions)
		[ ]
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11		
		8.8%
		TYPE OF REPORTING PERSON (See Instructions)
12		
		IN

Page 28 of 38 Pages

This Amendment No. 2 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on December 13, 2005 (collectively, with all amendments thereto, the "Schedule 13G").

Preliminary Note: This Schedule 13G reports that effective as of January 1, 2007, Douglas M. MacMahon became a managing member of Farallon Partners, L.L.C. and Farallon Capital Management, L.L.C., two of the Reporting Persons listed below, and as such may be deemed to be a beneficial owner of the securities beneficially owned by such entities as of such date.

This Schedule 13G reports that effective as of April 3, 2006, Charles E. Ellwein resigned as a managing member of Farallon Partners, L.L.C. and Farallon Capital Management, L.L.C., and Mr. Ellwein may therefore no longer be deemed a beneficial owner of the Company's securities reported herein.

Item 1. Issuer  
-----

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

Tyler Technologies, Inc. (the "Company")

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

5949 Sherry Lane, Suite 1400, Dallas, Texas, 75225

Item 2. Identity And Background  
-----

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

This statement relates to shares of common stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 902252105.

Name Of Persons Filing, Address Of Principal Business Office And  
-----

Citizenship (Item 2(a), (b) and (c))  
-----

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

The Noonday Sub-adviser Entities  
-----

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

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

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

The Noonday Managing Members  
-----

- (iv) David I. Cohen ("Cohen") and Saurabh K. Mittal ("Mittal"), the managing members of both the First Noonday Sub-adviser and the Noonday General Partner,



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with respect to all of the Shares held by the Funds and the Managed Accounts.

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

### The Noonday Fund

-----

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

### The Farallon Funds

-----

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

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

### The Management Company

-----

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

### The Farallon General Partner

-----

- (xiii) Farallon Partners, L.L.C., a Delaware limited

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liability company which is the general partner of each of the Farallon Funds and the managing member of the Noonday Fund (the "Farallon General Partner"), with respect to the Shares held by each of the Funds.

The Farallon Managing Members  
-----

- (xiv) The following persons who are, or solely with respect to Charles E. Ellwein were, managing members of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Funds and the Managed Accounts: Chun R. Ding ("Ding"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), Douglas M. MacMahon ("MacMahon"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Jason E. Moment ("Moment"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

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

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

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

Not Applicable.

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

Item 4. Ownership  
-----

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

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

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

Not Applicable.

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

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired The  
-----  
Security Being Reported On By The Parent Holding Company  
-----

Not Applicable.

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

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

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

Not Applicable.

Item 10. Certification  
-----

By signing below I certify that, to the best of my knowledge and

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

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

Dated: January 22, 2007

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

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

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

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

FARALLON PARTNERS, L.L.C.,  
On its own behalf,  
as the General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

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

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

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

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The Powers of Attorney executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Ding and Schrier authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Powers of Attorney executed by Ellwein and Patel authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13G on its or his behalf, which were filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Moment authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference. The Power of Attorney executed by MacMahon authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 5, 2007, by such Reporting Person with respect to the Class A Common Stock of Univision Communications Inc., is hereby incorporated by reference.



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concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: January 22, 2007

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

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/s/ Monica R. Landry

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

/s/ Monica R. Landry

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Monica R. Landry, individually and as attorney-in-fact for  
each of David I. Cohen, Chun R. Ding, William F. Duhamel,  
Charles E. Ellwein, Richard B. Fried, Douglas M. MacMahon,  
William F. Mellin, Stephen L. Millham, Saurabh K. Mittal,  
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