TYLER TECHNOLOGIES INC Form SC 13G

December 13, 2005

OMB APPROVAL
OMB Number: 3235-0145
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hours per response11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

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

Tyler Technologies, Inc.	
(Name of Issuer)	
Common Stock, par value \$0.01 per share	
(Title of Class of Securities)	
902252105	
(CUSIP Number)	
December 5, 2005	
(Date of Event which Requires Filing of this Statement)	

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

- |_| Rule 13d-1(b) |X| 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).

(Continued on following pages)
Page 1 of 36 Pages

Exhibit Index Found on Page 34

13G _____ CUSIP No. 902252105 ______ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. 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 2,002,300 Shares, which is 5.2% 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 _____ CITIZENSHIP OR PLACE OF ORGANIZATION Delaware -----SOLE VOTING POWER 5 NUMBER OF -0-SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 2,002,300 _____ EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 2,002,300 -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,002,300 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 1.0 CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

	Lagarrining		TECHNOLOGIES INC - FOITI SC 13G
11	5.2%		
10	TYPE OF REPORT	:====== :ING PERSC	DN (See Instructions)
12	PN		
		Page	e 2 of 36 Pages
======			13G
JSIP No.	902252105		
1	NAMES OF REPOR		SONS NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Noonday G.P.	(U.S.), I	L.C.
2	CHECK THE APPF	:====== ROPRIATE E	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
	**	aggregat class of cover pa	porting persons making this filing hold a te of 2,002,300 Shares, which is 5.2% of the securities. The reporting person on this age, however, may be deemed a beneficial owner the securities reported by it on this cover
3	SEC USE ONLY		
4	CITIZENSHIP OF	PLACE OF	ORGANIZATION
	Delaware		
	NUMBER OF	5	SOLE VOTING POWER -0-
	SHARES NEFICIALLY OWNED BY	6	SHARED VOTING POWER 2,002,300
	EACH REPORTING	7	SOLE DISPOSITIVE POWER
	ERSON WITH -	8	SHARED DISPOSITIVE POWER 2,002,300
9	AGGREGATE AMOU	 JNT BENEFI	CCIALLY OWNED BY EACH REPORTING PERSON
	2,002,300		

10	CHECK IF THE CERTAIN SHAR		E AMOUNT IN ROW (9) EXCLUDES nstructions)	[]
11	PERCENT OF C	LASS REPRE	ESENTED BY AMOUNT IN ROW (9)	
	5.2%			
	TYPE OF REPO	RTING PERS	SON (See Instructions)	
12	00			
		Pag	ge 3 of 36 Pages	
			13G	
CUSIP No	902252105			
	=======			
1		IFICATION	NO. OF ABOVE PERSONS (ENTIT	IES ONLY)
	Noonday Capi	tal, L.L.(=======), 	
2	CHECK THE AP	PROPRIATE	BOX IF A MEMBER OF A GROUP	(See Instructions) (a) [] (b) [X]**
2	**	aggrega class o cover p	eporting persons making thate of 2,002,300 Shares, wo for securities. The reportous page, however, may be deemed to the securities reported	hich is 5.2% of the ing person on this a beneficial owner
3	SEC USE ONLY	=======		
	CITIZENSHIP	OR PLACE (DF ORGANIZATION	
4	Delaware			
			SOLE VOTING POWER	
	NUMBER OF	5	-0-	
_	SHARES		SHARED VOTING POWER	
BENEFICIALLY OWNED BY		6	2,002,300	
	EACH	7	SOLE DISPOSITIVE POWER	
	REPORTING	1	-0-	
	PERSON WITH		SHARED DISPOSITIVE POWER	
		8	2,002,300	

	REPORTING	-0-
	PERSON WITH	SHARED DISPOSITIVE POWER 8
		2,002,300
۵	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9 2,002,300		
10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES ES (See Instructions)
11	PERCENT OF C	LASS REPRESENTED BY AMOUNT IN ROW (9)
	5.2%	
10	TYPE OF REPO	RTING PERSON (See Instructions)
12	IN	
		Page 5 of 36 Pages
		13G
==== TP N	 o. 902252105	
	========	
	NAMES OF RED	ORTING PERSONS
1		IFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Saurabh K. M	ittal
		PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
2	CHECK THE AP	PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2		PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
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BENEFICIALLY 6

_	OWNED BY	2,002,300
	EACH	SOLE DISPOSITIVE POWER
	REPORTING	7 -0-
	PERSON WITH -	SHARED DISPOSITIVE POWER
		8 2,002,300
	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	2,002,300	
10		GGREGATE AMOUNT IN ROW (9) EXCLUDES (See Instructions) []
	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (9)
11	5.2%	
	TYPE OF REPORT	ING PERSON (See Instructions)
12	IN	
		Page 6 of 36 Pages
CUSIP No	902252105 	
1	NAMES OF REPOR	TING PERSONS ICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Noonday Capita	l Partners, L.L.C.
2	CHECK THE APPR	OPRIATE 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
'1	Delaware	
		SOLE VOTING POWER

7

	NUMBER OF	5	-0-
BE	SHARES ENEFICIALLY	6	SHARED VOTING POWER
	OWNED BY		40,100
	EACH	7	SOLE DISPOSITIVE POWER
F	REPORTING PERSON WITH -		-0- =
		8	SHARED DISPOSITIVE POWER
		0	40,100
	AGGREGATE AMOU	NT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
9	40,100		
			AMOUNT IN ROW (9) EXCLUDES
10	CERTAIN SHARES	(See Inst	cructions)
	PERCENT OF CLA	SS REPRESI	ENTED BY AMOUNT IN ROW (9)
11	0.1%		
	TYPE OF REPORT	ING PERSO	V (See Instructions)
12	00		
		- 490	7 of 36 Pages
SIP No.	902252105		
1	NAMES OF REPOR		ONS O. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capit	al Partne	rs, L.P.
	CHECK THE APPR	OPRIATE BO	DX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggregate class of cover pag	orting persons making this filing hold a e of 2,002,300 Shares, which is 5.2% of th securities. The reporting person on thige, however, is a beneficial owner only orities reported by it on this cover page.
3	SEC USE ONLY		
	CITIZENSHIP OR	PLACE OF	ORGANIZATION

8

4	California		
	==========		SOLE VOTING POWER
	NUMBER OF	5	-0-
	SHARES		SHARED VOTING POWER
BE	NEFICIALLY OWNED BY	6	378,700
	EACH		SOLE DISPOSITIVE POWER
	REPORTING	7	-0-
P	PERSON WITH -		SHARED DISPOSITIVE POWER
		8	378,700
	AGGREGATE AMOU	JNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
9	378,700		
			AMOUNT IN ROW (9) EXCLUDES
10	CERTAIN SHARES	S (See Ins	tructions) []
	PERCENT OF CLA	ASS REPRES	ENTED BY AMOUNT IN ROW (9)
11	1.0%		
	TYPE OF REPORT	 ΓING PERSO	N (See Instructions)
12	PN		
	==========		=======================================
		Page	8 of 36 Pages
			13G
	902252105		
1	NAMES OF REPOR		ONS O. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capit	al Instit	utional Partners, L.P.
	CHECK THE APPE	ROPRIATE B	OX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggregat class of cover pa	orting persons making this filing hold an e of 2,002,300 Shares, which is 5.2% of the securities. The reporting person on this ge, however, is a beneficial owner only of rities reported by it on this cover page.

3	SEC USE ONLY		ECHNOLOGIES INC - FOITH SC 13G
4	CITIZENSHIP OR P	PLACE OF	ORGANIZATION
	California 		=======================================
		5	SOLE VOTING POWER
	NUMBER OF	5	-0-
	SHARES		SHARED VOTING POWER
	BENEFICIALLY OWNED BY	6	428,300
	EACH		SOLE DISPOSITIVE POWER
	REPORTING	7	-0-
	PERSON WITH		SHARED DISPOSITIVE POWER
		8	428,300
	A CODE CATE A MOLINIT	DENEETC	IALLY OWNED BY EACH REPORTING PERSON
9		. DENEFIC	TALLI OWNED BI EACH REPORTING PERSON
	428,300 ============		
10	CHECK IF THE AGG CERTAIN SHARES (MOUNT IN ROW (9) EXCLUDES ructions) []
	PERCENT OF CLASS	REPRESE	NTED BY AMOUNT IN ROW (9)
11	1.1%		
	TYPE OF REPORTIN	G PERSON	(See Instructions)
12	PN		
		_	0. 6.26.5
		Page	9 of 36 Pages
			13G
	No. 902252105		
	NAMES OF REPORTI	ING PERSO	======================================
1			. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capital	Institu	tional Partners II, L.P.
	CHECK THE APPROP	PRIATE BO	X IF A MEMBER OF A GROUP (See Instructions)
			(a) [] (b) [X]**
2			rting persons making this filing hold an of 2,002,300 Shares, which is 5.2% 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.

		the secul	ritles reported by it on this cover page.
3	SEC USE ONLY		
4	CITIZENSHIP	OR PLACE OF	ORGANIZATION
-	California		
	=======		SOLE VOTING POWER
N	UMBER OF	5	-0-
	SHARES	6	SHARED VOTING POWER
	EFICIALLY WNED BY	b	28,100
	EACH		SOLE DISPOSITIVE POWER
	EPORTING	7	-0-
PE	RSON WITH		SHARED DISPOSITIVE POWER
		8	28,100
9	AGGREGATE AM	OUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
9	28,100		
10			AMOUNT IN ROW (9) EXCLUDES
10	CERTAIN SHAR	Es (see Insi	[]
11	PERCENT OF C	LASS REPRESI	ENTED BY AMOUNT IN ROW (9)
11	0.1%		
10	TYPE OF REPO	RTING PERSON	N (See Instructions)
12	PN		
	========		
		Page 1	10 of 36 Pages
			13G
======= CUSIP No.	902252105		
======	======		
1	NAMES OF REP		ONS O. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Cap	ital Instit	utional Partners III, L.P.
	CHECK THE AP	======== PROPRIATE BO	OX IF A MEMBER OF A GROUP (See Instructions)

(a) []

2			(b) [X]**
2	**	aggregat class of cover pa	orting persons making this filing hold and e of 2,002,300 Shares, which is 5.2% of the securities. The reporting person on this ge, however, is a beneficial owner only or rities reported by it on this cover page.
3	SEC USE ONLY	<u>'</u>	
	CITIZENSHIP	OR PLACE OF	ORGANIZATION
4	Delaware		
		5	SOLE VOTING POWER
	NUMBER OF		-0-
ī	SHARES BENEFICIALLY	6	SHARED VOTING POWER
-	OWNED BY		30,400
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH		-0- =================================
		8	SHARED DISPOSITIVE POWER
			30,400
9	AGGREGATE AM	MOUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
	30,400		=======================================
10	CHECK IF THE CERTAIN SHAP		AMOUNT IN ROW (9) EXCLUDES tructions)
			[]
11		CLASS REPRES	ENTED BY AMOUNT IN ROW (9)
	0.1% =		
12	TYPE OF REPO	ORTING PERSO	N (See Instructions)
	PN ==========		
		Page	11 of 36 Pages
			13G
	0. 902252105		

Tinicum 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 2,002,300 Shares, which is 5.2% 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 _____ CITIZENSHIP OR PLACE OF ORGANIZATION New York SOLE VOTING POWER 5 NUMBER OF -0------SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 12,300 _____ EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 12,300 -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,300 ------CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 0.0% -----TYPE OF REPORTING PERSON (See Instructions) 12 PN _____ Page 12 of 36 Pages 13G

CUSIP No. 902252105

13

1	NAMES OF REPOR	RTING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
	Farallon Capit	Farallon Capital Offshore Investors II, L.P.						
	CHECK THE APPE	ROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]**						
2	**	The reporting persons making this filing hold aggregate of 2,002,300 Shares, which is 5.2% of t class of securities. The reporting person on th cover page, however, is a beneficial owner only the securities reported by it on this cover page.						
3	SEC USE ONLY							
4	CITIZENSHIP OF	R PLACE OF ORGANIZATION						
	Cayman Islands	3						
		SOLE VOTING POWER						
	NUMBER OF	5 -0-						
	SHARES BENEFICIALLY OWNED BY	SHARED VOTING POWER 6 325,971						
	EACH	SOLE DISPOSITIVE POWER						
	REPORTING	7 -0-						
	PERSON WITH -	SHARED DISPOSITIVE POWER						
		8 325,971						
9	AGGREGATE AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	325 , 971							
10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES (See Instructions) []						
	PERCENT OF CLA	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	0.8%							
	TYPE OF REPORT	TING PERSON (See Instructions)						

Page 13 of 36 Pages

CUSIP No. 902252105 -----_____ 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] ** 2 The reporting persons making this filing hold an aggregate of 2,002,300 Shares, which is 5.2% 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 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware _____ SOLE VOTING POWER 5 NUMBER OF -0-_____ SHARES SHARED VOTING POWER 6 BENEFICIALLY 758**,**429 OWNED BY _____ SOLE DISPOSITIVE POWER EACH 7 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 758,429 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 758,429 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 _____ TYPE OF REPORTING PERSON (See Instructions) 12 IA, 00 _____

Page 14 of 36 Pages

13G _____ CUSIP No. 902252105 ----------NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Partners, L.L.C. ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] * * The reporting persons making this filing hold an aggregate of 2,002,300 Shares, which is 5.2% 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 Delaware -----SOLE VOTING POWER NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 1,243,871 EACH SOLE DISPOSITIVE POWER REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 8 1,243,871 -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,243,871 -----CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 1.0 CERTAIN SHARES (See Instructions) _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 3.2%

TYPE OF REPORTING PERSON (See Instructions)

16

12	00	======			
		Page	15 of 36 Pages		
			13G		
JSIP N	No. 902252105				
1	NAMES OF REPO		SONS NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Chun R. Ding				
2	CHECK THE APP	ROPRIATE 1	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**		
۷	**	The reporting persons making this filing hold a aggregate of 2,002,300 Shares, which is 5.2% of th class of securities. The reporting person on thi cover page, however, may be deemed a beneficial owne only of the securities reported by it on this cove page.			
3	SEC USE ONLY	======	=======================================		
4	CITIZENSHIP O United States		F ORGANIZATION		
		======	SOLE VOTING POWER		
	NUMBER OF	5	-0-		
	SHARES		SHARED VOTING POWER		
	BENEFICIALLY OWNED BY	6	2,002,300		
	EACH		SOLE DISPOSITIVE POWER		
	REPORTING	7	-0-		
	PERSON WITH		SHARED DISPOSITIVE POWER		
		8	2,002,300		
9	AGGREGATE AMO 2,002,300	UNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON		
10			AMOUNT IN ROW (9) EXCLUDES structions)		

11	PERCENT OF CI	ASS REPRE	SENTED BY AMOUNT IN ROW (9)				
	5.2%	5.2%					
	TYPE OF REPOR	RTING PERS	ON (See Instructions)				
12	IN						
		Page	e 16 of 36 Pages				
			13G				
	o. 902252105						
1	NAMES OF REPO		RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	William F. Du	ıhamel					
	CHECK THE APE	PROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]**				
2 **		The reporting persons making this filing hold aggregate of 2,002,300 Shares, which is 5.2% of t class of securities. The reporting person on th cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page.					
3	SEC USE ONLY						
4	CITIZENSHIP (PLACE (OF ORGANIZATION				
	United States	3					
		5	SOLE VOTING POWER				
	NUMBER OF	5	-0-				
I	SHARES BENEFICIALLY	6	SHARED VOTING POWER				
	OWNED BY		2,002,300 				
	EACH	7	SOLE DISPOSITIVE POWER				
			-0-				
	REPORTING PERSON WITH						
	REPORTING PERSON WITH		SHARED DISPOSITIVE POWER				
		8	SHARED DISPOSITIVE POWER 2,002,300				

10	CHECK IF THE A		MOUNT IN ROW (9) EXCLUDES ructions) []
	PERCENT OF CLA	======= SS REPRESEI	======================================
11	5.2%		
	TYPE OF REPORT	ING PERSON	(See Instructions)
12	IN		
		=======	
		Page 1	7 of 36 Pages
			13G
CUSTP No	 . 902252105		
		=======	
1	NAMES OF REPOR I.R.S. IDENTIF		NS . OF ABOVE PERSONS (ENTITIES ONLY)
	Charles E. Ell		
	Charles E. Ell	======================================	
	CHECK THE APPR	OPRIATE BO	X IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggregate class of cover page	rting persons making this filing hold an of 2,002,300 Shares, which is 5.2% of the securities. The reporting person on this e, however, may be deemed a beneficial owner he securities reported by it on this cover
3	SEC USE ONLY		
	ETIZENSHIP OR	PLACE OF	ORGANIZATION
4	United States		
			SOLE VOTING POWER
	NUMBER OF	5	-0-
	-		
В	SHARES ENEFICIALLY	6	SHARED VOTING POWER
	OWNED BY		2,002,300
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING	7	-0-
1	PERSON WITH -		SHARED DISPOSITIVE POWER
		8	

2,002,300

		2,002,300						
	AGGREGATE AMOU	THE REPORTING PERSON						
9	2,002,300							
10		GGREGATE AMOUNT IN ROW (9) EXCLUDES (See Instructions) []						
11	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (9)						
12	TYPE OF REPORT	ING PERSON (See Instructions)						
		Page 18 of 36 Pages						
		13G						
SIP No	. 902252105 							
1	NAMES OF REPOR I.R.S. IDENTIF Richard B. Fri	ICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
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3	SEC USE ONLY							
4	CITIZENSHIP OR United States	PLACE OF ORGANIZATION						
	NUMBER OF	SOLE VOTING POWER 5 -0-						
E	SHARES SENEFICIALLY OWNED BY	SHARED VOTING POWER 6 2,002,300						
	EACH	SOLE DISPOSITIVE POWER						

	REPORTING	7	-0-					
P	ERSON WITH -	8	SHARED DISPOSITIVE PO	======= WER	======			
9	AGGREGATE AMOU	JNT BENEFI	CIALLY OWNED BY EACH RE	======= PORTING PERS	====== ON			
	2,002,300							
10	CHECK IF THE A		AMOUNT IN ROW (9) EXCLU	DES []			
11	PERCENT OF CLA	ASS REPRES	ENTED BY AMOUNT IN ROW	(9)	=======			
12	TYPE OF REPORT	ΓING PERSO	N (See Instructions)					
		Page	19 of 36 Pages					
			13G					
CUSIP No.	902252105							
1	NAMES OF REPOR		ONS O. OF ABOVE PERSONS (EN	TITIES ONLY)	=======			
	Monica R. Landry							
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2	**	aggregat class of cover pa	orting persons making e of 2,002,300 Shares, securities. The rep ge, however, may be deen the securities report	which is 5 orting pers med a benefi	.2% of the on on this cial owner			
3	SEC USE ONLY							
4	CITIZENSHIP OF	R PLACE OF	ORGANIZATION	=======	======			
	NUMBER OF	5	SOLE VOTING POWER					

	SHARES		SHARED VOTING POWER			
	BENEFICIALLY OWNED BY	6	2,002,300			
	EACH		SOLE DISPOSITIVE POWER			
	REPORTING	7	-0-			
	PERSON WITH -		SHARED DISPOSITIVE POWER			
		8	2,002,300			
9	AGGREGATE AMOU	JNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
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10	CHECK IF THE A CERTAIN SHARES		AMOUNT IN ROW (9) EXCLUDES structions)			
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	No. 902252105 =======					
1	NAMES OF REPOR		GONS NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	William F. Mel	lin				
2	CHECK THE APPR	ROPRIATE E	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] **			
2	**	aggregat class of cover pa	corting persons making this filing hold an e of 2,002,300 Shares, which is 5.2% of the securities. The reporting person on this age, however, may be deemed a beneficial owner the securities reported by it on this cover			
3	SEC USE ONLY					
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DE	SHARES		SHARED VOTING POWER			
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9	2,002,300					
			AMOUNT IN ROW (9) EXCLUDES			
10	CERTAIN SHARE	S (See In	structions) []			
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	NAMES OF REPO	RTING PER	RSONS			
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	Stephen L. Mi	llham ======	:======================================			
	CHECK THE APP	ROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**			
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		5	SOLE VOTING POWER				
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:	BENEFICIALLY OWNED BY	6	2,002,300				
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	PERSON WITH -		SHARED DISPOSITIVE POWER				
		8	2,002,300				
9	AGGREGATE AMOU	JNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON				
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11	5.2%						
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1	I.R.S. IDENTI	FICATION N	NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Rajiv A. Pate	L					
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2				(b) [X]**		
2	**	aggregate class of cover pag	orting persons making e of 2,002,300 Shares, securities. The repor- ge, however, may be deemed the securities reported	which is 5.2% of the ting person on this d a beneficial owner		
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	SHARES		SHARED VOTING POWER			
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			SHARED DISPOSITIVE POWE	R		
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9	2,002,300					
10	CHECK IF THE A		AMOUNT IN ROW (9) EXCLUDE ructions)	:========= :s []		
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11	5.2%					
	TYPE OF REPORT	ING PERSON	See Instructions)			
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		Page 2	24 of 36 Pages			
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1	NAMES OF REPOR		ONS O. OF ABOVE PERSONS (ENTI	TIES ONLY)		

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2	CHECK THE APPI	ROPRIATE	BOX IF A MEMBER OF A GROUP (See Instruct (a) [] (b) [X]**	ions)		
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			SOLE VOTING POWER			
	NUMBER OF	5	-0-			
	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 2,002,300	====		
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	PERSON WITH	8	SHARED DISPOSITIVE POWER 2,002,300	====		
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11	PERCENT OF CL	ASS REPRE	======================================	====		
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Page 25 of 36 Pages

13G

CUSIP No. 902252105

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Mark C. Wehrly		
	CHECK THE APPF	OPRIATE B	OX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggregat class of cover pa	corting persons making this filing hold are of 2,002,300 Shares, which is 5.2% of the securities. The reporting person on this ge, however, may be deemed a beneficial owner the securities reported by it on this cover
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E	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 2,002,300
	EACH		SOLE DISPOSITIVE POWER
	REPORTING	7	-0-
	PERSON WITH -	8	SHARED DISPOSITIVE POWER
			2,002,300
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	2,002,300		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []		
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
11	5.2%		
12	TYPE OF REPORTING PERSON (See Instructions)		
12	IN		

Page 26 of 36 Pages

Item 1. Issuer

(a) Name of Issuer:

Tyler Technologies, Inc. (the "Company")

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

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

Item 2. Identity And Background

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

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

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 Fund

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

The Noonday Sub-adviser Entities

- (ii) Noonday G.P. (U.S.), L.L.C., a Delaware limited liability company which is a sub-investment adviser(1) 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;
- (iii) Noonday Asset Management, L.P., a Delaware limited partnership, which is a sub-investment adviser(1) 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

⁽¹⁾ The First Noonday Sub-adviser and the Second Noonday Sub-adviser entered into certain subadvisory arrangements with the Management Company and the Farallon General Partner effective as of January 1, 2005, pursuant to which the

First Noonday Sub-adviser and the Second Noonday Sub-adviser were granted investment discretion over all of the assets of the Noonday Fund and certain of the assets of the Farallon Funds and the Managed Accounts.

Page 27 of 36 Pages

(iv) 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

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

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

The 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;
- (ix) Farallon Capital Institutional Partners III, L.P., a
 Delaware limited partnership ("FCIP III"), with
 respect to the Shares held by it;
- (x) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares held by it; and

FCP, FCIP, FCIP II, FCIP III, Tinicum and FCOI II are together referred to herein as the "Farallon 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

Page 28 of 36 Pages

accounts managed by the Management Company (the "Managed Accounts").

The Farallon General Partner

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

The Farallon Managing Members

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

Ding, Duhamel, Ellwein, Fried, Landry, Mellin, Millham, 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 Funds, the Farallon General Partner, the Management Company and the Noonday Sub-adviser Entities 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-advisors Entities and the Noonday Individual Reporting Persons is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The address of the principal business office of each of the Reporting Persons other than the Noonday Sub-adviser Entities and the Noonday Individual Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or

240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity Specified In

(a) - (j):

Not Applicable.

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

Item 4. Ownership

Page 29 of 36 Pages

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

The Shares reported hereby for the Funds are owned directly by the Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The First Noonday Sub-adviser and the Second Noonday Sub-adviser, as sub-investment advisers to the Funds and the 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 Farallon General Partner, as general partner to the Farallon Funds and managing member of the Noonday Fund, may be deemed to be the beneficial owner of all such Shares owned by the Funds. The 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 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 Funds and the Managed Accounts. Each of the Farallon General Partner, the Management Company, the Noonday Sub-adviser Entities 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 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.

Page 30 of 36 Pages

Item 10. Certification

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

Page 31 of 36 Pages

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 13, 2005

/s/ Monica R. Landry

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

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

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

Page 32 of 36 Pages

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for

each of David I. Cohen, Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard B. Fried, William F. Mellin, Saurabh K. Mittal, 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 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 each of Ding and Schrier authorizing Landry to sign and file this Schedule 13G 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 13G on his behalf, which was filed with Amendment No. 4 to the 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. The Powers of Attorney executed by each of 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 was filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 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 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.

Page 33 of 36 Pages

EXHIBIT INDEX

EXHIBIT 1

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

Page 34 of 36 Pages

EXHIBIT 1 to SCHEDULE 13G

JOINT ACQUISITION STATEMENT PURSUANT TO SECTION 240.13d-1(k)

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

Dated: December 13, 2005

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

Page 35 of 36 Pages

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

Page 36 of 36 Pages