

AFFORDABLE RESIDENTIAL COMMUNITIES INC
Form SC 13G/A
February 07, 2006

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 13G

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

Affordable Residential Communities Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

008273104

(CUSIP Number)

December 31, 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)
 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 29 Pages
 Exhibit Index Found on Page 28

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=====
 CUSIP No. 008273104
 =====

 NAMES OF REPORTING PERSONS
 1 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]**
 2

** The reporting persons making this filing hold an aggregate of 4,032,000 Shares, which is 9.8% 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

 CITIZENSHIP OR PLACE OF ORGANIZATION
 4
 California

 SOLE VOTING POWER
 5
 NUMBER OF -0-

 SHARED VOTING POWER
 6
 SHARES 1,516,200
 BENEFICIALLY OWNED BY

 SOLE DISPOSITIVE POWER
 7
 EACH -0-
 REPORTING PERSON WITH

 SHARED DISPOSITIVE POWER
 8
 1,516,200

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9
 1,516,200

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

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 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 3.7%

 12 TYPE OF REPORTING PERSON (See Instructions)
 PN

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=====
 CUSIP No. 008273104
 =====

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 Farallon Capital Institutional 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
 California

		SOLE VOTING POWER
NUMBER OF	5	-0-
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		1,931,200
EACH		
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
	8	SHARED DISPOSITIVE POWER

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1,931,200

```

=====
          AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9
          1,931,200
-----
          CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
10         CERTAIN SHARES (See Instructions)                [   ]
-----
          PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11
          4.7%
-----
          TYPE OF REPORTING PERSON (See Instructions)
12
          PN
=====

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=====
CUSIP No. 008273104
=====

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-----
          NAMES OF REPORTING PERSONS
1          I.R.S. IDENTIFICATION NO. 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) [ X ]**
2
          **          The reporting persons making this filing hold an
                    aggregate of 4,032,000 Shares, which is 9.8% 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
-----
          CITIZENSHIP OR PLACE OF ORGANIZATION
4
          California
-----
          SOLE VOTING POWER
          5
          NUMBER OF          -0-
          SHARES
          SHARED VOTING POWER
-----

```

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BENEFICIALLY OWNED BY	6	104,900

EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	7	-0-

	8	SHARED DISPOSITIVE POWER
		104,900

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	104,900	

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

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.3%	

12	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

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=====
CUSIP No. 008273104
=====

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. 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) [X]**	

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3 SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

		SOLE VOTING POWER
5		
NUMBER OF	5	-0-
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		133,000
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON WITH	8	SHARED DISPOSITIVE POWER
		133,000

9
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 133,000

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

11
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.3%

12
 TYPE OF REPORTING PERSON (See Instructions)
 PN

13G

=====
 CUSIP No. 008273104
 =====

1
 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Tincum Partners, L.P.

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

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** The reporting persons making this filing hold an aggregate of 4,032,000 Shares, which is 9.8% 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.

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=====
3      SEC USE ONLY
=====

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

      SOLE VOTING POWER
      NUMBER OF          5          -0-
      SHARES
      BENEFICIALLY      6          47,700
      OWNED BY
      EACH
      REPORTING         7          -0-
      PERSON WITH
      SHARED DISPOSITIVE POWER
      8          47,700
=====

9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      47,700
=====

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

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=====
CUSIP No. 008273104
=====

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=====
NAMES OF REPORTING PERSONS
=====

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1 I.R.S. IDENTIFICATION NO. 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]**

2

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3 SEC USE ONLY

 CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

 SOLE VOTING POWER

5
 NUMBER OF -0-

 SHARED VOTING POWER

6
 SHARES BENEFICIALLY OWNED BY 99,990

 SOLE DISPOSITIVE POWER

7
 EACH REPORTING PERSON WITH -0-

 SHARED DISPOSITIVE POWER

8
 99,990

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

99,990

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

10

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.2%

 TYPE OF REPORTING PERSON (See Instructions)

12

PN

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=====
 CUSIP No. 008273104
 =====

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Management, 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 4,032,000 Shares, which is 9.8% 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

	SOLE VOTING POWER
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6	SOLE VOTING POWER

7	SHARED VOTING POWER

8	SHARED VOTING POWER

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 199,010

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

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.5%

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

13G

=====
 CUSIP No. 008273104
 =====

 NAMES OF REPORTING PERSONS
 1 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]**
 2

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3 SEC USE ONLY

 CITIZENSHIP OR PLACE OF ORGANIZATION
 4
 Delaware

		5	SOLE VOTING POWER
NUMBER OF			-0-
SHARES			-----
BENEFICIALLY	6		SHARED VOTING POWER
OWNED BY			3,832,990
EACH			-----
REPORTING	7		SOLE DISPOSITIVE POWER
PERSON WITH			-0-

	8		SHARED DISPOSITIVE POWER
			3,832,990

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9
 3,832,990

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

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=====
11      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
        9.3%
=====
12      TYPE OF REPORTING PERSON (See Instructions)
        00
=====

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=====
CUSIP No. 008273104
=====

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=====
1      NAMES OF REPORTING PERSONS
        I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

        Chun R. Ding
=====

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=====
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 4,032,000 Shares, which is 9.8% 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.
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3      SEC USE ONLY
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=====
4      CITIZENSHIP OR PLACE OF ORGANIZATION

        United States
=====

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=====
                    SOLE VOTING POWER
NUMBER OF          5          -0-
SHARES
BENEFICIALLY      6          SHARED VOTING POWER
OWNED BY          4,032,000
EACH
REPORTING         7          SOLE DISPOSITIVE POWER
PERSON WITH      -0-
                    SHARED DISPOSITIVE POWER
=====

```

8

4,032,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,032,000

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.8%

12 TYPE OF REPORTING PERSON (See Instructions)
IN

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13G

=====
CUSIP No. 008273104
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. 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

5 SOLE VOTING POWER
NUMBER OF -0-

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	SHARES	SHARED VOTING POWER
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
6		4,032,000

7		SOLE DISPOSITIVE POWER
		-0-

8		SHARED DISPOSITIVE POWER
		4,032,000

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,032,000	

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

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	9.8%	

12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

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=====
CUSIP No. 008273104
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Charles E. Ellwein

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

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=====
          CITIZENSHIP OR PLACE OF ORGANIZATION
4         United States
=====
          SOLE VOTING POWER
          5         -0-
NUMBER OF
          SHARED VOTING POWER
SHARES
          6         4,032,000
BENEFICIALLY
OWNED BY
          SOLE DISPOSITIVE POWER
          7         -0-
EACH
          SHARED DISPOSITIVE POWER
REPORTING
          8         4,032,000
PERSON WITH
=====
          AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9         4,032,000
=====
          CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
10        CERTAIN SHARES (See Instructions)           [   ]
=====
          PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11        9.8%
=====
          TYPE OF REPORTING PERSON (See Instructions)
12        IN
=====

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=====
CUSIP No. 008273104
=====

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=====
          NAMES OF REPORTING PERSONS
1         I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

```

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=====
3      SEC USE ONLY
=====
      CITIZENSHIP OR PLACE OF ORGANIZATION
4
      United States
=====
      SOLE VOTING POWER
      NUMBER OF          5          -0-
      SHARES
      BENEFICIALLY      6          SHARED VOTING POWER
      OWNED BY          4,032,000
      EACH
      REPORTING        7          SOLE DISPOSITIVE POWER
      PERSON WITH      -0-
      SHARED DISPOSITIVE POWER
      8          4,032,000
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      4,032,000
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)          [   ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      9.8%
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Monica R. Landry

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

United States

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

4,032,000

EACH

7

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-

SHARED DISPOSITIVE POWER

8

4,032,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,032,000

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.8%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

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13G

=====
 CUSIP No. 008273104
 =====

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 William F. Mellin

 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-
SHARES			-----
BENEFICIALLY	6		SHARED VOTING POWER
OWNED BY			4,032,000
EACH			-----
REPORTING	7		SOLE DISPOSITIVE POWER
PERSON WITH			-0-

	8		SHARED DISPOSITIVE POWER
			4,032,000

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 4,032,000

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

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

 9.8%

 12 TYPE OF REPORTING PERSON (See Instructions)

IN

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=====
 CUSIP No. 008273104
 =====

 NAMES OF REPORTING PERSONS

1 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)

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

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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 EACH 4,032,000

 SOLE DISPOSITIVE POWER

7 REPORTING PERSON WITH -0-

 SHARED DISPOSITIVE POWER

8 4,032,000

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 4,032,000

 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

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10 CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.8%

12 TYPE OF REPORTING PERSON (See Instructions)
IN

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=====
CUSIP No. 008273104
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jason E. Moment [See Preliminary Note]

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-
SHARES		6	SHARED VOTING POWER
BENEFICIALLY OWNED BY			4,032,000
EACH		7	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH			-0-

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SHARED DISPOSITIVE POWER

8

4,032,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,032,000

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.8%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

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=====
CUSIP No. 008273104
=====

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Rajiv A. Patel

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

2

(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-

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=====
SHARES                               SHARED VOTING POWER
BENEFICIALLY OWNED BY                6                4,032,000
EACH                                  7                SOLE DISPOSITIVE POWER
REPORTING PERSON WITH                 -0-
SHARED DISPOSITIVE POWER
8                4,032,000
=====
9                AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
                4,032,000
=====
10               CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
                CERTAIN SHARES (See Instructions)                [   ]
=====
11               PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
                9.8%
=====
12               TYPE OF REPORTING PERSON (See Instructions)
                IN
=====

```

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13G

=====
CUSIP No. 008273104
=====

```

=====
1                NAMES OF REPORTING PERSONS
                I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

                Derek C. Schrier
=====

```

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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 4,032,000 Shares, which is 9.8% 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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=====
4      CITIZENSHIP OR PLACE OF ORGANIZATION
      United States
=====
      SOLE VOTING POWER
      5      -0-
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      EACH
      REPORTING
      PERSON WITH
      6      SHARED VOTING POWER
      4,032,000
      7      SOLE DISPOSITIVE POWER
      -0-
      8      SHARED DISPOSITIVE POWER
      4,032,000
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      4,032,000
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)           [   ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      9.8%
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

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Page 19 of 29 Pages

13G

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=====
CUSIP No. 008273104
=====

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=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      Thomas F. Steyer
=====
      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [   ]
      (b) [ X ]**

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2

** The reporting persons making this filing hold an aggregate of 4,032,000 Shares, which is 9.8% 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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

SHARED VOTING POWER

6

4,032,000

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

4,032,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,032,000

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

10

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.8%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

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```

=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. 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 4,032,000 Shares, which is 9.8% 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
                               4,032,000
      EACH          7      SOLE DISPOSITIVE POWER
      REPORTING
      PERSON WITH    8      SHARED DISPOSITIVE POWER
                               4,032,000
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      4,032,000
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
        CERTAIN SHARES (See Instructions)          [   ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

      9.8%
=====
12     TYPE OF REPORTING PERSON (See Instructions)

      IN
=====

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This Amendment No. 1 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on October 5, 2005 (collectively, with all amendments thereto, the "Schedule 13G").

Preliminary Note: This Amendment reports that effective on January 1, 2006 Jason E. Moment became a managing member of Farallon Capital Management, L.L.C. and Farallon Partners, 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.

Item 1. Issuer

(a) Name of Issuer:

Affordable Residential Communities Inc. (the "Company")

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

600 Grant Street, Suite 900, Denver, Colorado 80203

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 008273104.

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 Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;

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- (v) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it; and
- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it.

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

The Management Company

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

The Farallon General Partner

- (viii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds (the "Farallon General Partner"), with respect to the Shares held by each of the Farallon Funds.

The Farallon Managing Members

- (ix) 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 Farallon Funds and the Managed Account: 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"), 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, Mellin, Millham, Moment, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

The citizenship of each of the Farallon Funds, the Management Company

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and the Farallon General Partner is set forth above. Each of the Farallon Individual Reporting Persons is a citizen of the United States. The address of the principal business office of each of the 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.

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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.

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 with the power to exercise investment discretion, 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.

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.

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Item 7. Identification And Classification Of The Subsidiary Which Acquired

The Security Being Reported On By The Parent Holding Company

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.

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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.

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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: February 7, 2006

/s/ Monica R. Landry

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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, Jason E.
Moment, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and
Mark C. Wehrly

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

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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 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.

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EXHIBIT INDEX

EXHIBIT 2	Joint Acquisition Statement Pursuant to Section 240.13d-1(k)
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EXHIBIT 2
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.

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Dated: February 7, 2006

/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, Jason E.
Moment, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and
Mark C. Wehrly