TYLER TECHNOLOGIES INC

Form SC 13G/A January 30, 2006

	OMB	APP	ROVAL		
OMB	Numbe	r:	32	35-	-0145
Expir	es: D	eceml	ber 3	1,	2005
Estim	ated	ave	rage	bι	ırder
hours	per	resp	onse.		11

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G

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

Tyler Technologies, Inc. (Name of Issuer) Common Stock, par value \$0.01 per share (Title of Class of Securities) 902252105 (CUSIP Number) December 31, 2005

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

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

- 1_1 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 37 Pages
Exhibit Index Found on Page 35

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) [] 2 (b) [X] ** The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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 NUMBER OF -0-SHARED VOTING POWER SHARES BENEFICIALLY 6 OWNED BY 2,570,000 _____ SOLE DISPOSITIVE POWER EACH 7 REPORTING -0-PERSON WITH SHARED DISPOSITIVE POWER 2,570,000 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,570,000 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions)

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	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
2	**	(b) [X]** The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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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CUSIP No. 902252105

NAMES OF REPORTING PERSONS

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

Saurabh K. Mittal

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

(a) [] 2

(b) [X] **

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CUSIP No. 902252105

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Page 8 of 37 Pages

13G ______ CUSIP No. 902252105 ______ _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Institutional Partners, L.P. ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] 2 (b) [X] * * ** The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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 California -----SOLE VOTING POWER NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 514,200 _____ EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 8 514,200 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 514,200 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) _____

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13G ______ CUSIP No. 902252105 ______ -----NAMES OF REPORTING PERSONS 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) [] 2 (b) [X] ** The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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 California SOLE VOTING POWER 5 NUMBER OF -0-SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 49,100 _____ EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 8 49,100 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions)

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Delaware SOLE VOTING POWER 5 NUMBER OF -0- SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 41,400 EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH SHARED DISPOSITIVE POWER 8				
Delaware SOLE VOTING POWER 5 NUMBER OF SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 41,400 EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON WITH SHARED DISPOSITIVE POWER	Λ	CITIZENSHIP OF	R PLACE OF	ORGANIZATION
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BENEFICIALLY 6 OWNED BY 41,400 EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH SHARED DISPOSITIVE POWER 8				
EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH SHARED DISPOSITIVE POWER 8			6	SHARED VOIING POWER
7 REPORTING -0- PERSON WITHSHARED DISPOSITIVE POWER 8		OWNED BY		41,400
REPORTING -0- PERSON WITHSHARED DISPOSITIVE POWER 8		EACH	7	SOLE DISPOSITIVE POWER
SHARED DISPOSITIVE POWER 8			,	-0-
		PERSON WITH		SHARED DISPOSITIVE POWER
			8	41,400

0	AGGREGATE AMO	OUNT BENEF	ICIALLY OWNED BY EACH	REPORTING	PERSC	N
9	41,400					
10	CHECK IF THE CERTAIN SHARE		AMOUNT IN ROW (9) EX	======= CLUDES	[]	
11	PERCENT OF CI	LASS REPRE	SENTED BY AMOUNT IN R	======= OW (9)		======
12	TYPE OF REPOR	RTING PERS	ON (See Instructions)			=======
	PN ========					:======
		Page	11 of 37 Pages			
======================================	 902252105		13G			
1	NAMES OF REPO		SONS NO. OF ABOVE PERSONS	(ENTITIES (ONLY)	
	Tinicum Partr	ners, L.P.				
2	CHECK THE APE	The readgregated class of cover parts	porting persons mak te of 2,570,000 Shar f securities. The age, however, is a urities reported by i	(a) (b) ing this es, which reporting beneficial	[] [X] filin is 6. perso owne	** Ig hold ar 6% of the In on this Ir only of
3	SEC USE ONLY					
4	CITIZENSHIP (DR PLACE O	F ORGANIZATION	=======================================		
И	NUMBER OF	5	SOLE VOTING POWER			
	SHARES NEFICIALLY DWNED BY	6	SHARED VOTING POWER	-	- 	

EACH		SOLE DISPOSITIVE POWER	
REPORTING PERSON WITH	7	-0-	
I BROOM WITH		SHARED DISPOSITIVE POWER	
	8	17,000	
	UNT BENEF	======================================	PERSON
9 17,000			
CHECK IF THE F 10 CERTAIN SHARES		AMOUNT IN ROW (9) EXCLUDES structions)	[]
PERCENT OF CLA	SS REPRE	SENTED BY AMOUNT IN ROW (9)	
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TYPE OF REPORT	ING PERS	ON (See Instructions)	========
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	Page	12 of 37 Pages	
		13G	
=======================================		139	
CUSIP No. 902252105			
NAMES OF REPOR 1 I.R.S. IDENTIE		======================================	======= ONLY)
Farallon Capit	al Offsh	ore Investors II, L.P.	
2		(b)	[] [X]**
**	aggrega class of cover p	porting persons making this te of 2,570,000 Shares, which f securities. The reporting age, however, is a beneficial urities reported by it on this or	is 6.6% of the person on this owner only of
3 SEC USE ONLY	=		_ _
	R PLACE O	F ORGANIZATION	
4 Cayman Islands	S ========	=======================================	========

SOLE VOTING POWER

14

NUMBER OF		5	-0-
SHARES BENEFICIALLY		6	SHARED VOTING POWER
	OWNED BY EACH		425,971
	REPORTING		-0-
P	ERSON WITH	8	SHARED DISPOSITIVE POWER
			425,971
9	AGGREGATE AM	OUNT BENEF	CICIALLY OWNED BY EACH REPORTING PERSON
	425 , 971		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []		
11	PERCENT OF C		SENTED BY AMOUNT IN ROW (9)
	1.1%		
12	TYPE OF REPO	RTING PERS	ON (See Instructions)
	PN		

Page 13 of 37 Pages

13G 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 2,570,000 Shares, which is 6.6% 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 ONL	Y				
4		OR PLACE OF	ORGANIZATION			
	Delaware =					
		5	SOLE VOTING POWER			
	NUMBER OF		-0-			
:	SHARES BENEFICIALLY	6	SHARED VOTING POWER			
	OWNED BY		969 , 429 			
	EACH	7	SOLE DISPOSITIVE POWER			
	REPORTING		-0-			
	PERSON WITH		SHARED DISPOSITIVE POWER			
		8	969,429			
9	AGGREGATE AI 969,429	MOUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
10		E AGGREGATE <i>i</i> RES (See Inst	AMOUNT IN ROW (9) EXCLUDES tructions) []			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
12	TYPE OF REPO	DRTING PERSON	N (See Instructions)			
		Page 1	14 of 37 Pages			
	=======		13G			
	o. 902252105 =======					
	NAMES OF RE	PORTING PERS	ONS			

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

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

Farallon Partners, L.L.C.

2	**	aggrega class c cover p	(a) [] (b) [X]** eporting persons making this filing hold an ate of 2,570,000 Shares, which is 6.6% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner the securities reported by it on this cover			
3	SEC USE ONLY					
4	CITIZENSHIP (OR PLACE C	F ORGANIZATION			
		5	SOLE VOTING POWER			
	NUMBER OF	5	-0-			
	SHARES		SHARED VOTING POWER			
	BENEFICIALLY	6	SHARED VOIING FOWER			
	OWNED BY		1,600,571			
	EACH		SOLE DISPOSITIVE POWER			
	REPORTING	7	-0-			
	PERSON WITH -		SHARED DISPOSITIVE POWER			
		8				
		=======	1,600,571			
_	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	1,600,571					
			AMOUNT IN ROW (9) EXCLUDES			
10	CERTAIN SHARES (See Instructions) []					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
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	4.1% 	4.1%				
	TYPE OF REPO	RTING PERS	ON (See Instructions)			
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Page 15 of 37 Pages

CUSIP No. 902252105

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1	NAMES OF REPO		RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Chun R. Ding						
2	CHECK THE API	The r aggreg class cover	BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** eporting persons making this filing hold ate of 2,570,000 Shares, which is 6.6% of t of securities. The reporting person on th page, however, may be deemed a beneficial own f the securities reported by it on this cov				
3	SEC USE ONLY						
4	CITIZENSHIP (United States		OF ORGANIZATION				
			SOLE VOTING POWER				
	NUMBER OF	5	-0-				
	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 2,570,000				
	EACH REPORTING	7	SOLE DISPOSITIVE POWER				
	PERSON WITH -	8	SHARED DISPOSITIVE POWER 2,570,000				
9	AGGREGATE AMC	====== DUNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON				
10	CHECK IF THE CERTAIN SHARI		E AMOUNT IN ROW (9) EXCLUDES nstructions) []				
11	PERCENT OF CI	LASS REPR	ESENTED BY AMOUNT IN ROW (9)				
12	TYPE OF REPO	RTING PER	SON (See Instructions)				

13G -----CUSIP No. 902252105 _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William F. Duhamel ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] * * * * The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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 United States _____ SOLE VOTING POWER 5 -0-NUMBER OF _____ SHARES SHARED VOTING POWER BENEFICIALLY 6 2,570,000 OWNED BY -----EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 8 2,570,000 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,570,000 -----CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 -----TYPE OF REPORTING PERSON (See Instructions) 12

Page 17 of 37 Pages

2	NAMES OF REPORT I.R.S. IDENT	IFICATION llwein ======= PROPRIATE The r aggreg class cover	RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY) BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** eporting persons making this filing hold an ate of 2,570,000 Shares, which is 6.6% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner f the securities reported by it on this cover
1 2	NAMES OF REPORT I.R.S. IDENT	IFICATION llwein ======= PROPRIATE The r aggreg class cover only o	NO. OF ABOVE PERSONS (ENTITIES ONLY) BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** eporting persons making this filing hold an ate of 2,570,000 Shares, which is 6.6% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner
2	I.R.S. IDENT Charles E. E. CHECK THE API **	IFICATION llwein ======= PROPRIATE The r aggreg class cover only o	NO. OF ABOVE PERSONS (ENTITIES ONLY) BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** eporting persons making this filing hold an ate of 2,570,000 Shares, which is 6.6% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner
2	I.R.S. IDENT Charles E. E. CHECK THE API **	IFICATION llwein ======= PROPRIATE The r aggreg class cover only o	NO. OF ABOVE PERSONS (ENTITIES ONLY) BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** eporting persons making this filing hold ar ate of 2,570,000 Shares, which is 6.6% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner.
2	CHECK THE AP	The raggreg class cover only o	(a) []
2	**	The raggreg class cover only o	(a) []
		aggreg class cover only o	eporting persons making this filing hold an ate of 2,570,000 Shares, which is 6.6% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner
3	SEC USE ONLY		
4	CITIZENSHIP (OF ORGANIZATION
			SOLE VOTING POWER
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SHARES BENEFICIAI OWNED BY	ICIALLY	6	SHARED VOTING POWER 2,570,000
	ACH	7	SOLE DISPOSITIVE POWER
	ORTING ON WITH		-0- =
		8	2,570,000
9	AGGREGATE AM(2,570,000	OUNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY F 11 6.6%							
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.6%						
TYPE OF REPORTING PERSON (See Ins	======================================						
12 IN							
Page 18 of 37 F	ages						
13G							
CUSIP No. 902252105							
NAMES OF REPORTING PERSONS							
1 I.R.S. IDENTIFICATION NO. OF ABOV	E PERSONS (ENTITIES ONLY)						
Richard B. Fried							
CHECK THE APPROPRIATE BOX IF A ME	MBER OF A GROUP (See Instructions) (a) []						
2	(b) [X]**						
aggregate of 2,570 class of securiti	rsons making this filing hold an ,000 Shares, which is 6.6% of the es. The reporting person on this r, may be deemed a beneficial owner						
	ities reported by it on this cover						
3 SEC USE ONLY							
CITIZENSHIP OR PLACE OF ORGANIZAT	======================================						
CITIZENSHIP OR PLACE OF ORGANIZAT	ION						
4 United States							
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4 United States SOLE VOTI 5 NUMBER OF -0- SHARES SHARED VO							
4 United States SOLE VOTI 5 NUMBER OF -0- SHARES SHARED VO	NG POWER TING POWER						
United States SOLE VOTI 5 NUMBER OF -0- SHARES SHARED VO BENEFICIALLY 6 OWNED BY 2,570,000 EACH SOLE DISE	NG POWER TING POWER						
United States SOLE VOTI 5 NUMBER OF -0- SHARES SHARED VO BENEFICIALLY 6 OWNED BY 2,570,000	NG POWER TING POWER						

2,570,000 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,570,000 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) -----PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 6.6% -----TYPE OF REPORTING PERSON (See Instructions) 12

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_____ CUSIP No. 902252105

NAMES OF REPORTING PERSONS 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) [X] ** ** The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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

United States

SOLE VOTING POWER

NUMBER OF -0-

_____ SHARES SHARED VOTING POWER

BENEFICIALLY 6

9 2,50 CHEC 10 CERT PERC	FING WITH -	7 8 8	SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 2,570,000			
PERSON V AGGI 9 2,57 CHEC 10 CERT	WITH -	8 	SHARED DISPOSITIVE POWER			
AGGF 9 2,55 CHEC 10 CERT PERC						
9 2,50 CHEC 10 CERT PERC	======== GREGATE AMO		2,570,000 			
9 2,50 CHEC 10 CERT PERC	GREGATE AMO					
2,50 CHEC 10 CERT PERC		JUNT BENEI	FICIALLY OWNED BY EACH REPORTING PERSON			
10 CER1	570 , 000					
11	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []					
	RCENT OF CI	LASS REPRI	ESENTED BY AMOUNT IN ROW (9)			
0.04	6.6%					
		TYPE OF REPORTING PERSON (See Instructions)				
12 IN	PE OF REPOR					

Page 20 of 37 Pages

13G

-----CUSIP No. 902252105 _____ -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William F. Mellin _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] 2 (b) [X] ** * * The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% 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 OWNED BY 2,570,000 -----SOLE DISPOSITIVE POWER EACH REPORTING -0-PERSON WITH -----SHARED DISPOSITIVE POWER 2,570,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,570,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 6.6% ------

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TYPE OF REPORTING PERSON (See Instructions)

13G

CUSIP No. 902252105

2

12

IN

NAMES OF REPORTING PERSONS

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

Stephen L. Millham

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

(a) []

(b) [X]**

** The reporting persons making this filing hold an aggregate of 2,570,000 Shares, which is 6.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner

		only of page.	the	securities	reported by	it on	this c
3	SEC USE ONLY		=====		=======	=====	=====
4	CITIZENSHIP (DR PLACE O	ORG	 GANIZATION		=====	
	United States	3					
		5	SOL	LE VOTING POW	 ER		
	NUMBER OF	J	-0-	-			
	SHARES BENEFICIALLY	6	SHA	ARED VOTING P	OWER		
	OWNED BY	0	2,5	570 , 000			
	EACH	7	SOL	E DISPOSITIV	E POWER		
REPORTING PERSON WITH -		1	-0-				
		8		ARED DISPOSIT			
		0	•	570 , 000			
9	AGGREGATE AMO	DUNT BENEF			EACH REPORTIN	G PER	SON
<i>J</i>	2,570,000						
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []						
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	6.6%						
1 ^	TYPE OF REPOR	RTING PERS	==== ON (S	Gee Instructi	======== ons)	=====	======
12	IN						
		-======			========		

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13G _____

CUSIP No. 902252105 _____

NAMES OF REPORTING PERSONS

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

	Jason E. Momen		reliminary Note]
2	CHECK THE APPF	The repaggregat	OX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** corting persons making this filing hold an action of 2,570,000 Shares, which is 6.6% 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
	NUMBER OF	5	SOLE VOTING POWER -0-
	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 2,570,000
	EACH REPORTING	7	SOLE DISPOSITIVE POWER -0-
	PERSON WITH	8	SHARED DISPOSITIVE POWER 2,570,000
9	AGGREGATE AMOU	NT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
10			AMOUNT IN ROW (9) EXCLUDES []
11		SS REPRES	EENTED BY AMOUNT IN ROW (9)
12		'ING PERSC	N (See Instructions)

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CUSIP No. 902252105

1	NAMES OF REPC I.R.S. IDENTI		SONS NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	Rajiv A. Pate	Rajiv A. Patel						
2	CHECK THE APP	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 an te of 2,570,000 Shares, which is 6.6% 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 C	R PLACE OF	r ORGANIZATION					
	United States	United States						
		5	SOLE VOTING POWER					
	NUMBER OF		-0-					
	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER					
			2,570,000					
	EACH	7	SOLE DISPOSITIVE POWER					
	REPORTING PERSON WITH -	,	-0-					
	FERSON WITH	8	SHARED DISPOSITIVE POWER					
			2,570,000					
	AGGREGATE AMC	UNT BENEF	CCIALLY OWNED BY EACH REPORTING PERSON					
9	2,570,000							
10	CHECK IF THE CERTAIN SHARE		AMOUNT IN ROW (9) EXCLUDES []					
	PERCENT OF CL	ASS REPRES	SENTED BY AMOUNT IN ROW (9)					
11	6.6%							
	TYPE OF REPOR	TING PERSO	ON (See Instructions)					
12	IN							

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13G _____ CUSIP No. 902252105 _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Derek C. Schrier 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 2,570,000 Shares, which is 6.6% 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 United States SOLE VOTING POWER 5 NUMBER OF -0-_____ SHARES SHARED VOTING POWER 6 BENEFICIALLY OWNED BY 2,570,000 -----EACH SOLE DISPOSITIVE POWER 7 -0-REPORTING _____ PERSON WITH SHARED DISPOSITIVE POWER 8 2,570,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,570,000 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

	6.6%	
	TYPE OF REPO	DRTING PERSON (See Instructions)
12	IN	
		Page 25 of 37 Pages
		13G
JSIP N	Jo. 902252105	
	NAMES OF REF	PORTING PERSONS
1	I.R.S. IDENT	TIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Thomas F. St	eyer
	CHECK THE AF	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
2	**	(b) [X]** The reporting persons making this filing hold a aggregate of 2,570,000 Shares, which is 6.6% 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 State	es s
		SOLE VOTING POWER
	NUMBER OF	5 -0-
	SHARES	SHARED VOTING POWER
	BENEFICIALLY OWNED BY	6 2,570,000
	EACH	SOLE DISPOSITIVE POWER
	REPORTING	7 -0-
	PERSON WITH	SHARED DISPOSITIVE POWER
		8

	2,570,000					
10	CHECK IF THE A		AMOUNT IN ROW (9) EXCLUDES tructions)	[]		
11	PERCENT OF CLA	====== ASS REPRES	ENTED BY AMOUNT IN ROW (9)			
12	TYPE OF REPORT	FING PERSO	N (See Instructions)			
		Page	26 of 37 Pages			
			13G			
CUSIP No. 9	902252105 =======					
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Mark C. Wehrly					
2		The rep aggregat class of cover pa	•) []) [X]** filing hold an h is 6.6% of the person on this beneficial owner		
3	SEC USE ONLY					
4	CITIZENSHIP OF	R PLACE OF	ORGANIZATION			
ли	JMBER OF	5	SOLE VOTING POWER			
BENI	SHARES EFICIALLY WNED BY	6	SHARED VOTING POWER 2,570,000			
RI	EACH EPORTING	7	SOLE DISPOSITIVE POWER	======		
	-					

	PERSON WITH
	SHARED DISPOSITIVE POWER
	8 2,570,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,570,000
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	6.6%
12	TYPE OF REPORTING PERSON (See Instructions)
12	IN

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This Amendment No. 1 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 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:

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.

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;
- (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

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(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,
 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;

- (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 Noonday Fund and the Farallon Funds are together referred to herein as the "Funds."

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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 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"), 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 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, the 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.

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 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. 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 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 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.

/s/ Monica R. Landry

Dated: January 30, 2006

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., 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

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, 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.

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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.

Dated: January 30, 2006

/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

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.,

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

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 David I. Cohen, Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard B. Fried, 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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