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

TYLER TECHNOLOGIES INC Form SC 13G/A January 26, 2009

> OMB APPROVAL OMB Number: 3235-0145

Expires: February 28, 2009

Estimated average burden

Hours per response . . . 14.5

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4) *

Tyler Technologies, Inc. (Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

902252105 (Cusip Number)

December 31, 2008 (Date of Event which Requires Filing of this Statement)

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

O Rule 13d-1(b)

X Rule 13d-1(c)

o Rule 13d-1(d)

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

* 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 38 Pages

Exhibit Index Found on Page 36

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

1

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 0 Shares, which is 0.0% 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

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

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

BENEFICIALLY 6 **OWNED BY**

-0-SOLE DISPOSITIVE POWER

7 EACH -0-SHARED DISPOSITIVE POWER

REPORTING 8 PERSON WITH

> -0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

-0-CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IA, PN

Page 2 of 38 Pages

13G CUSIP No. 902252105 NAMES OF REPORTING PERSONS 1 Noonday G.P. (U.S.), L.L.C. 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 0 Shares, which is 0.0% 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 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER NUMBER OF 5 -0-SHARED VOTING POWER SHARES BENEFICIALLY 6 **OWNED BY** -0-SOLE DISPOSITIVE POWER 7 EACH -0-SHARED DISPOSITIVE POWER REPORTING 8 PERSON WITH -0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 -0-CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

00

Page 3 of 38 Pages

13G CUSIP No. 902252105 NAMES OF REPORTING PERSONS 1 Noonday Capital, L.L.C. 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 0 Shares, which is 0.0% 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 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER NUMBER OF 5 -0-SHARED VOTING POWER SHARES BENEFICIALLY 6 **OWNED BY** -0-SOLE DISPOSITIVE POWER 7 EACH -0-SHARED DISPOSITIVE POWER REPORTING 8 PERSON WITH -0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 -0-CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

00

Page 4 of 38 Pages

		LU	igar Fining. FELLIN FEOLINOLOGIES INC - FOITI SC TSC/A			
13G						
CUSIP	No. 9022521	05				
	NAMES	OF REPOR	TING PERSONS			
	INAMES	OF KEI OK	HING I ERSONS			
1						
	David I. CHECK		OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
	(a) []					
2	(b) [X]*	*				
3	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% 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					
3	CITIZE	NCHID OD D	LACE OF ORGANIZATION			
	CITIZE	NSHIP OR P	LACE OF ORGANIZATION			
4						
	United S	tates	SOLE VOTING POWER			
NUMBE	ER OF	5				
	G		-0- SHARED VOTING POWER			
SHARE BENEFI	S ICIALLY	6				
OWNEI	D BY		-0-			
			-U- SOLE DISPOSITIVE POWER			
EACH		7				
			-0- SHARED DISPOSITIVE POWER			
REPOR PERSO	TING N WITH	8				
	AGGRE	GATE AMO	-0- DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9						
10	-0- CHECK	IF THE AG	GREGATE AMOUNT IN ROW (9) EXCLUDES			
CERTAIN SHARES (See Instructions)			(See Instructions)			

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 5 of 38 Pages

			Igal Filling. ITLEN TECHNOLOGIES INC - FOINTSC 150/A			
13G						
CUSIP N	No. 9022521	05				
	NAMES	OF DEDOD	TING PERSONS			
	NAMES	OF KEFUN	IING FERSONS			
1						
		K. Mittal THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
	(a) []					
2	(b) [X]*	*				
	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% 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					
3						
	CITIZEN	NSHIP OR I	PLACE OF ORGANIZATION			
4						
	India		SOLE VOTING POWER			
NUMBE	ER OF	5				
			-0- SHARED VOTING POWER			
SHARE: BENEFI	S ICIALLY	-	SHARED VOTING FOWER			
		6				
OWNEI	JBY		-0- SOLE DISPOSITIVE POWER			
EACH		7				
			-0- SHARED DISPOSITIVE POWER			
REPOR PERSOI	TING N WITH	8				
	AGGRE	GATE AMO	-0- DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9						
10	-0- CHECK	IF THE AG	GREGATE AMOUNT IN ROW (9) EXCLUDES			
IV	CERTAIN SHARES (See Instructions)					

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 6 of 38 Pages

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

1

Noonday Capital Partners, L.L.C. 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 0 Shares, which is 0.0% 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

SEC USE C

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware	
	SOLE VOTING POWER

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

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

- 10
- -0-CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

00

Page 7 of 38 Pages

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

1

Farallon Capital 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 0 Shares, which is 0.0% 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

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

Camorina	1	SOLE VOTING POWER
NUMBER OF	5	
SHARES BENEFICIALLY	6	-0- SHARED VOTING POWER
OWNED BY	_	-0- SOLE DISPOSITIVE POWER

EACH 7 -0-SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

-0-

-0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

PN

Page 8 of 38 Pages

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

1

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 0 Shares, which is 0.0% 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

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

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

-0-

-0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

- 10
- CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

PN

Page 9 of 38 Pages

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

1

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 0 Shares, which is 0.0% 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

3

CITIZENSHIP OR PLACE OF ORGANIZATION

```
4
```

California		

		SOLE VOTING POWER
NUMBER OF	5	
		-0- SHARED VOTING POWER
SHARES BENEFICIALLY		SHAKED VOTING POWER
BENEFICIALLY	6	
OWNED BY		-0-
		SOLE DISPOSITIVE POWER

EACH 7 -0-SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

-0-

-0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

PN

Page 10 of 38 Pages

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

1

Farallon Capital Institutional Partners III, 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 0 Shares, which is 0.0% 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

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware	
	SOLE VOTING POWER

NUMBER OF	5	SOLE VOINGIOWER
SHARES BENEFICIALLY	6	-0- SHARED VOTING POWER
OWNED BY		-0-

SOLE DISPOSITIVE POWER

7 EACH -0-SHARED DISPOSITIVE POWER

REPORTING 8 PERSON WITH

-0-

-0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

PN

Page 11 of 38 Pages

13G CUSIP No. 902252105 NAMES OF REPORTING PERSONS 1 **Tinicum 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 0 Shares, which is 0.0% 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 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 New York SOLE VOTING POWER NUMBER OF 5 -0-SHARED VOTING POWER SHARES BENEFICIALLY 6 **OWNED BY** -0-SOLE DISPOSITIVE POWER 7 EACH -0-SHARED DISPOSITIVE POWER REPORTING 8 PERSON WITH -0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 -0-CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

PN

Page 12 of 38 Pages

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

1

Farallon Capital Offshore Investors 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 0 Shares, which is 0.0% 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

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

Cuymun	Islands	SOLE VOTING POWER
NUMBER OF	5	
SHARES BENEFICIALLY OWNED BY	6	-0- SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER
ЕАСН	7	

-0-SHARED DISPOSITIVE POWER

REPORTING 8 PERSON WITH

-0-

-0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

EACH

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

PN

Page 13 of 38 Pages

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

1

Farallon Capital Management, L.L.C. 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 0 Shares, which is 0.0% 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

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Del

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

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

- 10
- -0-CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IA, OO

Page 14 of 38 Pages

13G CUSIP No. 902252105 NAMES OF REPORTING PERSONS 1 Farallon Partners, L.L.C. 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 0 Shares, which is 0.0% 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 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER NUMBER OF 5 -0-SHARED VOTING POWER SHARES BENEFICIALLY 6 **OWNED BY** -0-SOLE DISPOSITIVE POWER 7 EACH -0-SHARED DISPOSITIVE POWER REPORTING 8 PERSON WITH -0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 -0-**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES** 10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

00

Page 15 of 38 Pages

		Lu					
13G							
CUSIP N	No. 9022521	05					
	NAMES	OF REPORT	TING PERSONS				
1							
•		F. Duhamel THE APPR(DPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
	(a) []						
2	(b) [X]*	*					
2	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% 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						
3	CITIZENSHIP OR PLACE OF ORGANIZATION						
4							
	United St	ates	SOLE VOTING POWER				
NUMBE	R OF	5					
SHARES BENEFI	S ICIALLY		-0- SHARED VOTING POWER				
OWNED		6					
UWNEL) D 1		-0- SOLE DISPOSITIVE POWER				
EACH		7					
			-0- SHARED DISPOSITIVE POWER				
REPOR' PERSON		8					
	AGGREO	GATE AMO	-0- UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9							
10	-0- CHECK	IF THE AGO	GREGATE AMOUNT IN ROW (9) EXCLUDES				

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 16 of 38 Pages

		Luga	a Filling. ITLER TECHNOLOGIES INC - FUILI SC TSC/A			
13G						
CUSIP N	lo. 902252105	5				
	NAMES O	FREPORTI	NG PERSONS			
1						
1						
	Richard B. CHECK T		RIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
	(a) []					
2	(b) [X]**					
_	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% 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					
3						
	CITIZENS	SHIP OR PLA	ACE OF ORGANIZATION			
4						
	United Stat	tes	SOLE VOTING POWER			
NUMBE	R OF	5				
			-0- SHARED VOTING POWER			
SHARES BENEFI	5 CIALLY	(
OWNED	RV	6				
OWNED			-0- SOLE DISPOSITIVE POWER			
EACH		7				
			-0- SHARED DISPOSITIVE POWER			
REPORT PERSON		8				
	AGGREGA	ATE AMOUN	-0- NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9						
10	-0- CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES					
ΞV	CERTAIN SHARES (See Instructions)					

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 17 of 38 Pages

			ugai Filing. TEEN TECHNOLOGIES INC - FUITI SC 150/A				
13G							
CUSIP	No. 9022521()5					
	NAMES (OF REPOP	RTING PERSONS				
1							
-	Monica R CHECK 7		ROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
	(a) []						
2	(b) [X]**	¢					
2	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% 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						
3	CITIZEN	SHIP OR	PLACE OF ORGANIZATION				
4							
	United Sta	ates	SOLE VOTING POWER				
NUMBE	ER OF	5					
SHARE			-0- SHARED VOTING POWER				
	ICIALLY	6					
OWNEI	D BY		-0- SOLE DISPOSITIVE POWER				
ЕАСН		7					
			-0- SHARED DISPOSITIVE POWER				
REPORTING 8 PERSON WITH		8					
	AGGREO	GATE AM(-0- OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9							
10	-0- CHECK I	IF THE AC	GGREGATE AMOUNT IN ROW (9) EXCLUDES				
IV	СЕРТАП	CERTAIN SHARES (See Instructions)					

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 18 of 38 Pages

13G CUSIP No. 902252105 NAMES OF REPORTING PERSONS 1 Douglas M. MacMahon 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 0 Shares, which is 0.0% 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 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 **United States** SOLE VOTING POWER NUMBER OF 5 -0-SHARED VOTING POWER SHARES BENEFICIALLY 6 **OWNED BY** -0-SOLE DISPOSITIVE POWER 7 EACH -0-SHARED DISPOSITIVE POWER REPORTING 8 PERSON WITH -0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 -0-CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 19 of 38 Pages

			Jai Filling. TEEN TECHNOLOGIES ING - Form SC 130/A		
13G					
CUSIP I	No. 90225210	5			
	NAMES ()F REPOR	TING PERSONS		
1		_			
T					
	William F CHECK 7		OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) []				
2	(b) [X]**				
	securities.	The report by it on this	g persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of ting person on this cover page, however, may be deemed a beneficial owner only of the securities cover page.		
3					
	CITIZEN	SHIP OR F	PLACE OF ORGANIZATION		
4					
	United Sta	ntes	SOLE VOTING POWER		
NUMBE	ER OF	-	SOLE VOTING FOWER		
		5			
CILADE	C		-0- SHARED VOTING POWER		
SHARE BENEFI	S ICIALLY	6			
OWNEI) BY	U	-0-		
			SOLE DISPOSITIVE POWER		
EACH		7			
			-0- SHARED DISPOSITIVE POWER		
REPOR PERSO	TING N WITH	8			
	AGGREG	ATE AMO	-0- DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9					
10	-0- CHECK I	F THE AG	GREGATE AMOUNT IN ROW (9) EXCLUDES		
L V	CERTAIN SHARES (See Instructions)				

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 20 of 38 Pages

13G		
CUSIP	No. 902252105	
	NAMES OF R	EPORTING PERSONS
1		
	Stephen L. Mi CHECK THE	llham APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) []	
2	(b) [X]**	
•	securities. The	eporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of e reporting person on this cover page, however, may be deemed a beneficial owner only of the securities on this cover page. LY
3		
	CITIZENSHI	P OR PLACE OF ORGANIZATION
4		
	United States	SOLE VOTING POWER
NUMBE	ER OF 5	
SHARE	S	-0- SHARED VOTING POWER
BENEF	ICIALLY 6	
OWNEI	D BY	-0- SOLE DISPOSITIVE POWER
EACH	7	
		-0- SHARED DISPOSITIVE POWER
REPOR PERSO	TING 8 N WITH 8	
	AGGREGATI	-0- E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9		
10	-0- CHECK IF TI	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
	CERTAIN SH	ARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 21 of 38 Pages

		Eug	a Filling. If LER TEURINOLOGIES INC - FUILI SU 130/A
13G			
CUSIP N	lo. 9022521	05	
	NAMES	ЛЕ ДЕДЛДТІ	NG PERSONS
	NAMES	OF KEI OKTI	
1			
	Jason E. CHECK		PRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) []		
2	(b) [X]*	*	
	securities	s. The reporting by it on this co	persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of g person on this cover page, however, may be deemed a beneficial owner only of the securities wer page.
3			
	CITIZEN	SHIP OR PLA	ACE OF ORGANIZATION
4			
	United St	tates	SOLE VOTING POWER
NUMBE	R OF	5	
CHADEC			-0- SHARED VOTING POWER
SHARES BENEFI		6	
OWNED	BY		-0- SOLE DISPOSITIVE POWER
EACH		7	
			-0- SHARED DISPOSITIVE POWER
REPORT PERSON		8	
	AGGRE	GATE AMOU	-0- NT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9			
10	-0- CHECK	IF THE AGGI	REGATE AMOUNT IN ROW (9) EXCLUDES
_ V	~~~~		

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 22 of 38 Pages

			ugai fililig. I fler technologies inc - foili SC 130/A
13G			
CUSIP	No. 90225210)5	
	NAMES (OF REPO	RTING PERSONS
1			
	Ashish H. CHECK 7		ROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) []		
2	(b) [X]**	:	
2	securities.	The report by it on the	ng persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of rting person on this cover page, however, may be deemed a beneficial owner only of the securities is cover page.
3	CITIZEN	SHIP OR	PLACE OF ORGANIZATION
4			
	India		SOLE VOTING POWER
NUMBI	ER OF	5	
SHARE	S		-0- SHARED VOTING POWER
	ICIALLY	6	
OWNEI	D BY		-0- SOLE DISPOSITIVE POWER
EACH		7	
			-0- SHARED DISPOSITIVE POWER
REPOR PERSO	TING N WITH	8	
	AGGREG	GATE AM	-0- OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9			
10	-0- CHECK I	F THE A	GGREGATE AMOUNT IN ROW (9) EXCLUDES
=.	CEDTAIN	SHADE	S (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 23 of 38 Pages

1 3 G						
CUSIP	No. 902252105					
	NAMES OF REP	PORTING PERSONS				
1						
	Rajiv A. Patel CHECK THE AF	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
	(a) []					
2	(b) [X]**					
2		rting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of porting person on this cover page, however, may be deemed a beneficial owner only of the securities this cover page.				
3	CITIZENSHIP O	PR PLACE OF ORGANIZATION				
4						
	United States	SOLE VOTING POWER				
NUMBI	ER OF 5					
SHARE		-0- SHARED VOTING POWER				
	ICIALLY 6					
OWNE	D BY	-0- SOLE DISPOSITIVE POWER				
EACH	7					
		-0- SHARED DISPOSITIVE POWER				
REPOR PERSO	TING 8 N WITH					
	AGGREGATE A	-0- MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9						
10	-0- CHECK IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES				
Ĩ	CERTAIN SHAR	CERTAIN SHARES (See Instructions)				

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 24 of 38 Pages

13G CUSIP No. 902252105 NAMES OF REPORTING PERSONS 1 Derek C. Schrier [See Item 2] 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 0 Shares, which is 0.0% 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 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 **United States** SOLE VOTING POWER NUMBER OF 5 -0-SHARED VOTING POWER SHARES BENEFICIALLY 6 **OWNED BY** -0-SOLE DISPOSITIVE POWER 7 EACH -0-SHARED DISPOSITIVE POWER REPORTING 8 PERSON WITH -0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 -0-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 25 of 38 Pages

		Lug	ar ming. There is the stand stand and the stand stand is the stand stan	
13G				
CUSIP N	o. 9022521	05		
	NAMES	OF REPORT	ING PERSONS	
1				
		J. M. Spokes THE APPRO	PRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a) []			
2	(b) [X]*	*		
2	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% 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			
3	CITIZEN	SHIP OR PI	ACE OF ORGANIZATION	
4				
	United K	ingdom	SOLE VOTING POWER	
NUMBE	R OF	5		
SHARES	1		-0- SHARED VOTING POWER	
BENEFI		6		
OWNED	BY		-0- SOLE DISPOSITIVE POWER	
EACH		7		
			-0- SHARED DISPOSITIVE POWER	
REPORT PERSON		8		
	AGGRE	GATE AMOU	-0- JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9				
10	-0- CHECK	IF THE AGG	REGATE AMOUNT IN ROW (9) EXCLUDES	

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 26 of 38 Pages

		Euga	a Filling. I FLER TEURINOLOGIES INC - FUITI SU 130/A	
13G				
CUSIP N	lo. 9022521	05		
	NAMES	OF REPORTI	NG PERSONS	
1				
	Thomas I CHECK		PRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a) []			
2	(b) [X]*:	*		
3	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% 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			
J	CITIZEN	SHIP OR PLA	ACE OF ORGANIZATION	
4				
	United St	ates	SOLE VOTING POWER	
NUMBE	R OF	5		
			-0- SHARED VOTING POWER	
	SHARES BENEFICIALLY			
OWNED	BY	6		
			-0- SOLE DISPOSITIVE POWER	
EACH		7		
			-0- SHARED DISPOSITIVE POWER	
REPORT PERSON		8		
	AGGRE	GATE AMOU	-0- NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9				
10	-0- CHECK	IF THE AGGI	REGATE AMOUNT IN ROW (9) EXCLUDES	
-	CEDTAIN SHADES (Soo Instructions)			

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 27 of 38 Pages

		Eug	Jai Filling. I FLEN TEUNINOLUGIES ING - FUITI SU 130/A	
13G				
CUSIP I	No. 90225210	5		
	NAMES C	DF REPORT	ING PERSONS	
1				
1	Mark C. V	Vehrlv		
			PRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a) []			
2	(b) [X]**			
	securities.	The reportin by it on this c	persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of ng person on this cover page, however, may be deemed a beneficial owner only of the securities over page.	
3				
	CITIZENS	SHIP OR PL	ACE OF ORGANIZATION	
4				
	United Sta	ites	SOLE VOTING POWER	
NUMBE	CR OF	5		
			-0- SHARED VOTING POWER	
SHARE BENEF	S ICIALLY	6		
OWNEI) BY	U		
			-0- SOLE DISPOSITIVE POWER	
EACH		7		
			-0- SHARED DISPOSITIVE POWER	
REPOR PERSO	TING N WITH	8		
	AGGREG	ATE AMOU	-0- JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9				
10	-0- CHECK I	F THE AGG	REGATE AMOUNT IN ROW (9) EXCLUDES	
_ 2	CERTAIN SHARES (See Instructions)			

55

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 28 of 38 Pages

This Amendment No. 4 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on December 13, 2005 (together with all prior and current amendments thereto, the "Schedule 13G").

Item 1. Issuer

(a) <u>Name of Issuer</u>:

Tyler Technologies, Inc. (the "Company")

(b) <u>Address of Issuer's Principal Executive Offices</u>:

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

- 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

(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

Page 29 of 38 Pages

(iv) The following persons, each of whom is a managing member of both the First Noonday Sub-adviser and the Noonday General Partners, with respect to all of the Shares held by the Funds and the Managed Accounts: David I. Cohen ("Cohen"), Saurabh K. Mittal ("Mittal") and Andrew J. M. Spokes ("Spokes").

Cohen, Mittal and Spokes (in his capacity as managing member of both the First Noonday Sub-adviser and the Noonday General Partner) are referred to herein as the "Noonday Individual Reporting Persons."

The Noonday Fund

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

The Farallon Funds

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

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."

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").

Page 30 of 38 Pages

(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) Each of the following persons who is, or with respect to Schrier (as defined below) was, a managing member of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Funds and the Managed Accounts: William F. Duhamel ("Duhamel"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), Douglas M. MacMahon ("MacMahon"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Jason E. Moment ("Moment"), Ashish H. Pant ("Pant"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Andrew J. M. Spokes ("Spokes"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Duhamel, Fried, Landry, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Spokes (in his capacity as managing member of the Farallon General Partner and the Management Company), 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." Unless the context otherwise requires, any reference to the "Farallon Individual Reporting Persons" or the "Reporting Persons" shall not include Schrier, as applicable.

This Schedule 13G reports that effective as of May 27, 2008, Schrier had resigned as a managing member of the Farallon General Partner and the Management Company and no longer had investment discretion with respect to the Shares beneficially owned by the Funds and the Managed Accounts. As such, Schrier may no longer be deemed a beneficial owner of the Shares beneficially owned by the Funds and the Managed Accounts.

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, Pant and Spokes is a citizen of the United States. Mittal and Pant are citizens of India. Spokes is a citizen of the United Kingdom. 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 2100, 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) - (k):

Not Applicable.

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

Page 31 of 38 Pages

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 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 Nanaged 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 Sunds and the Managed Accounts. The Managed Accounts. The Farallon General Partner, as general partner to the Farallon Funds and managing members of both the Farallon General Partner, as managing members of both the Farallon Individual Reporting Persons, as managing members of both the Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner, as general partner to 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

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the deemed beneficial owner of more than five percent of the class of securities, check the following [X]

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.

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.

Page 32 of 38 Pages

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.

Page 33 of 38 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: January 26, 2009

/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

/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, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer and Mark C. Wehrly

The Power 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 Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby

Page 34 of 38 Pages

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 each of Duhamel, Fried, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Steyer and Wehrly 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 July 2, 2007 by such Reporting Persons with respect to the Common Stock of Armor Holdings, Inc., is hereby incorporated by reference. The Power of Attorney executed by Spokes authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13G on his behalf, which was filed with respect to the Common Stock of Armor Holdings, Inc., is hereby incorporated by reference. The Power of Attorney executed by Spokes authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on August 28, 2007 by such Reporting Person with respect to the Common Stock of Global Gold Corporation, is hereby incorporated by reference.

Page 35 of 38 Pages

EXHIBIT INDEX

EXHIBIT 5

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

Page 36 of 38 Pages

EXHIBIT 5

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 26, 2009

/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

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry, Managing Member

Page 37 of 38 Pages

/s/ Monica R. Landry

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

David I. Cohen, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer and Mark C. Wehrly

Page 38 of 38 Pages