AFFORDABLE RESIDENTIAL COMMUNITIES INC Form SC 13G/A February 14, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

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

AFFORDABLE RESIDENTIAL COMMUNITIES, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

008273 104

(CUSIP Number)

January 10, 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:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- ý 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).

CUSIP No. 008273 104

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) 1. Thomas H. Lee Equity Fund IV, L.P. 2. Check the Appropriate Box if a Member of a Group (See Instructions) (b) ý 3. SEC Use Only 4. Citizenship or Place of Organization Delaware 5. Sole Voting Power -0-Number of 6. Shared Voting Power Shares Beneficially 612,500 Owned by Each 7. Sole Dispositive Power Reporting -0-Person With 8. Shared Dispositive Power 612,500 9. Aggregate Amount Beneficially Owned by Each Reporting Person 612,500 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row (9)

Less than 1.0%

PN

Type of Reporting Person (See Instructions)

12.

2

CUSIP No. G0692 U 10 9

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
	Thomas H. Lee Foreign Fund IV-B, L.P.

- 2. Check the Appropriate Box if a Member of a Group (See Instructions)

 - (b) ý
- 3. SEC Use Only
- 4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

-0-

Number of

6. Shared Voting Power Shares Beneficially

59,596

Owned by

Each 7. Sole Dispositive Power Reporting

Person With

8. Shared Dispositive Power

59,596

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person
 - 59,596
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
- 11. Percent of Class Represented by Amount in Row (9)

Less than 1.0%

12. Type of Reporting Person (See Instructions)

PN

3

CUSIP No. G0692 U 10 9				
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas H. Lee Foreign Fund IV, L.P.			
2.	Check the Appropriate Box if	a Member of a Group (See	Instructions)	
	(a)	0		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of Organi Delaware	zation		
	5.		Sole Voting Power	
Number of				
Shares	6.		Shared Voting Power	
Beneficially 21,173				
Owned by				
Each	7.		Sole Dispositive Power	
Reporting			-0-	
Person With	0		al ID: :/: D	
	8.		Shared Dispositive Power 21,173	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 21,173			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%			
12.	Type of Reporting Person (See PN	e Instructions)		
		4		

CUSIP No. G0692 U	10 9		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas H. Lee Charitable Investment, L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organ Delaware	ization	
	5.		Sole Voting Power
Number of			
Shares	6.		Shared Voting Power
Beneficially			50,436
Owned by			
Each	7.		Sole Dispositive Power
Reporting			-0-
Person With			
	8.		Shared Dispositive Power 50,436
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 50,436		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (Se PN	e Instructions)	
		_	
		5	

CUSIP No. G0692 U	J 10 9			
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas H. Lee Investors Limited Partnership			
2.	Check the Appropriate Box if	a Member of a Group (See	Instructions)	
	(a)	0		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of Organi Massachusetts	zation		
	5.		Sole Voting Power	
Number of			·	
Shares	6.		Shared Voting Power	
Beneficially			190	
Owned by				
Each	7.		Sole Dispositive Power	
Reporting			-0-	
Person With	8.		Shared Dispositive Power 190	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 190			
10.	Check if the Aggregate Amou	nt in Row (9) Excludes Cer	tain Shares (See Instructions) O	
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%			
12.	Type of Reporting Person (See PN	e Instructions)		
		6		

CUSIP No. G0692 U	10 9		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Charles W. Robins as Trustee of Nathan Lee 2000 Trust		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organi Massachusetts	ization	
	5.		Sole Voting Power 355
Number of			
Shares	6.		Shared Voting Power
Beneficially			-0-
Owned by			
Each	7.		Sole Dispositive Power
Reporting			355
Person With			
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 355		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (Sec OO	e Instructions)	
		7	

CUSIP No. G0692 U 1.	CUSIP No. G0692 U 10 9 1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)			
	Andrew D. Flaster			
2.	Check the Appropriate Box if a	Member of a Group (See	Instructions)	
	(a)	0		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of Organiz United States	zation		
	5.		Sole Voting Power 1,120	
Number of			,	
Shares	6.		Shared Voting Power	
Beneficially	0.		-0-	
Owned by			-0-	
Each	7.		Sala Diamagitiva Dayyan	
	7.		Sole Dispositive Power	
Reporting			1,120	
Person With	0		al ID' '' D	
	8.		Shared Dispositive Power	
			-0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,120			
10.	Charle if the Agamerate Amoun	et in Dayy (0) Evaludas Cam	tain Change (Cae Instructions)	
10.	Check if the Aggregate Amoun	it iii Row (9) Excludes Cer	tain Shares (See Instructions) O	
11.	Percent of Class Represented b	y Amount in Row (9)		
	Less than 1.0%			
12.	Type of Reporting Person (See IN	Instructions)		
		8		
		3		

CUSIP No. G0692 U 10 9				
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Soren L. Oberg			
2.	Check the Appropriate Box if		Instructions)	
	(a) (b)	o ý		
	(6)	y		
3.	SEC Use Only			
4.	Citizenship or Place of Organi United States	ization		
	5.		Sole Voting Power 1,406	
Number of				
Shares	6.		Shared Voting Power	
Beneficially Owned by			-0-	
Each	7.		Sole Dispositive Power	
Reporting			1,406	
Person With	8.		Shared Dispositive Power	
9.	Aggregate Amount Beneficial 1,406	ly Owned by Each Reportin	g Person	
10.	Check if the Aggregate Amou	nt in Row (9) Excludes Cer	tain Shares (See Instructions) O	
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%			
12.	Type of Reporting Person (Se IN	e Instructions)		
		9		

CUSIP No. G0692	U 10 9				
1.	Names of Reporting James Westra	Persons. I.R.S. Identificat	ion Nos. of above persons (entities only)		
2.	Check the Appropria	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	0	• ` `		
	(b)	ý			
3.	SEC Use Only				
4.	Citizenship or Place United States	of Organization			
	5.		Sole Voting Power 1,403		
Number of					
Shares	6.		Shared Voting Power		
Beneficially			-0-		
Owned by					
Each	7.		Sole Dispositive Power		
Reporting			1,403		
Person With					
	8.		Shared Dispositive Power		
			-0-		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,403				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O				
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%				
12.	Type of Reporting Po IN	erson (See Instructions)			
			10		
			10		

CUSIP No. G0692 U	10 9		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Charles W. Robins		
2.	Check the Appropriate Box if		Instructions)
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organi United States	zation	
	5.		Sole Voting Power 1,403
Number of			
Shares	6.		Shared Voting Power
Beneficially			-0-
Owned by			
Each	7.		Sole Dispositive Power
Reporting			1,403
Person With			
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,403		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (See IN	e Instructions)	
		11	

CUSIP No. G0692 U	109		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Scott L. Jaeckel		
2.	Check the Appropriate Box if (a)	0	Instructions)
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organization United States		
	5.		Sole Voting Power 1,465
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 1,465
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,465		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (Sec IN	e Instructions)	
		12	

CUSIP No. G0692 U	10 9		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas R. Shepherd		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o		
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organization United States		
	5.		Sole Voting Power 2,595
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 2,595
reison with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,595		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (See IN	Instructions)	
		13	

CUSIP No. G0692 U			
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Joseph J. Incandela		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o		
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organization United States		
N 1 6	5.		Sole Voting Power 2,595
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 2,595
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,595		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (See Instructions) IN		
		14	

CUSIP No. G069	2 U 10 9				
1.	Names of Reporting I The 1995 Harkins Gi		tion Nos. of above persons (entities only)		
2.	Check the Appropriat	te Box if a Member of a	Group (See Instructions)		
	(a)	0	•		
	(b)	ý			
3.	SEC Use Only				
4.	Citizenship or Place of Massachusetts	of Organization			
	5.		Sole Voting Power 3,368		
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-		
Each Reporting Person With	7.		Sole Dispositive Power 3,368		
	8.		Shared Dispositive Power -0-		
9.	Aggregate Amount B 3,368	Aggregate Amount Beneficially Owned by Each Reporting Person 3,368			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O				
11.	Percent of Class Repu Less than 1.0%	resented by Amount in R	ow (9)		
12.	Type of Reporting Pe OO	erson (See Instructions)			
			15		

CUSIP No. G0692 U					
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Charles W. Robins as Trustee of Jesse Lee 2000 Trust				
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o				
	(b)	ý			
3.	SEC Use Only				
4.	Citizenship or Place of Organization Massachusetts				
	5.		Sole Voting Power 3,733		
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-		
Each Reporting Person With	7.		Sole Dispositive Power 3,733		
Terson with	8.		Shared Dispositive Power -0-		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,733				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O				
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%				
12.	Type of Reporting Person (So OO	ee Instructions)			
		16			

CUSIP No. G0692 U					
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Charles A. Brizius				
2.	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a)	0			
	(b)	ý			
3.	SEC Use Only				
4.	Citizenship or Place of Organization United States				
N. I. C	5.		Sole Voting Power 3,791		
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-		
Each Reporting Person With	7.		Sole Dispositive Power 3,791		
Terson with	8.		Shared Dispositive Power -0-		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,791				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O				
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%				
12.	Type of Reporting Person (See IN	Instructions)			
		17			

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Terrence M. Mullen 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) 0 (b) ŷ 3. SEC Use Only 4. Citizenship or Place of Organization United States 5. Sole Voting Power 5.099 Number of Shares Beneficially Owned by Each Reporting Person With 8. Shared Voting Power 5.099 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN	CUSIP No. G0692 U	109				
(a) (b) ý 3. SEC Use Only 4. Citizenship or Place of Organization United States 5. Sole Voting Power 5,099 Number of Shares 6. Shared Voting Power 90-0-0-0-0-0-0-0-0-0-0-0-0-0-0-0-0-0-0-	1.					
3. SEC Use Only 4. Citizenship or Place of Organization United States 5. Sole Voting Power 5,099 Number of Shares 6. Shared Voting Power -0-Owned by Each Reporting Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,099 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN	2.	Check the Appropriate Box if a Member of a Group (See Instructions)				
3. SEC Use Only 4. Citizenship or Place of Organization United States 5. Sole Voting Power 5,099 Number of Shares Beneficially Owned by Each Reporting Power 5,099 Person With 8. Shared Dispositive Power 5,099 Person With 9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,099 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN						
4. Citizenship or Place of Organization United States 5. Sole Voting Power 5,099 Number of Shares 6. Shared Voting Power -0- Owned by Each 7. Sole Dispositive Power 8,099 Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,099 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN		(b)	ý			
United States 5. Sole Voting Power 5,099 Number of Shares 6. Shared Voting Power Beneficially Owned by Each 7. Sole Dispositive Power 5,099 Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,099 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN	3.	SEC Use Only				
Number of Shares 6. Shared Voting Power Peneficially Owned by Each Person With 8. Shared Dispositive Power Power Person With 9. Aggregate Amount Beneficially Owned by Each Reporting Person Sole Dispositive Power Power Person With 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Output 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN	4.	-	ization			
Number of Shares 6. Shared Voting Power Beneficially -0-Owned by Each Power 5,099 Person With 8. Shared Dispositive Power -0-Owned by Each Reporting Person With 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) Output In Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) In In Percent Of Class Reporting Person (See Instructions) In In Instructions Instruction Instru		5.				
Shares Beneficially Owned by Each Reporting Person With 8. Sole Dispositive Power 5,099 8. Shared Dispositive Power Footh	Number of			-,		
Beneficially Owned by Each Each Exporting Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,099 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN		6.		Shared Voting Power		
Each 7. Sole Dispositive Power 5,099 Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,099 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN	Beneficially					
Reporting Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,099 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN	Owned by					
Person With 8. Shared Dispositive Power -0- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,099 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN		7.				
9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,099 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN				5,099		
9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,099 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN	Person With					
 5,099 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o 11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN 		8.		-		
11. Percent of Class Represented by Amount in Row (9) Less than 1.0% 12. Type of Reporting Person (See Instructions) IN	9.					
Less than 1.0% 12. Type of Reporting Person (See Instructions) IN	10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
IN	11.					
18	12.		e Instructions)			
			18			

CUSIP No. G0692 U					
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Todd M. Abbrecht				
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o				
	(b)	ý			
3.	SEC Use Only				
4.	Citizenship or Place of Organization United States				
N. I. C	5.		Sole Voting Power 5,159		
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-		
Each Reporting Person With	7.		Sole Dispositive Power 5,159		
reison with	8.		Shared Dispositive Power -0-		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 5,159				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%				
12.	Type of Reporting Person (Sec IN	e Instructions)			
		19			

CUSIP No. G0692 U	109		
1.	Names of Reporting Persons. I Robert Schiff Lee 1988 Irrevo	.R.S. Identification Nos. of cable Trust	above persons (entities only)
2.	Check the Appropriate Box if	a Member of a Group (See	Instructions)
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organi Massachusetts	zation	
	5.		Sole Voting Power 5,493
Number of			-,
Shares	6.		Shared Voting Power
Beneficially			-0-
Owned by			
Each	7.		Sole Dispositive Power
Reporting			5,493
Person With			
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficiall 5,493	y Owned by Each Reportir	ng Person
10.	Check if the Aggregate Amoun	nt in Row (9) Excludes Cer	tain Shares (See Instructions) O
11.	Percent of Class Represented b Less than 1.0%	by Amount in Row (9)	
12.	Type of Reporting Person (See OO	: Instructions)	
		20	

CUSIP No. G0692 U				
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Stephen Zachary Lee			
2.	Check the Appropriate Box if	a Member of a Group (See	Instructions)	
	(a)	О		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of Organi United States	zation		
	5.		Sole Voting Power 5,493	
Number of				
Shares	6.		Shared Voting Power	
Beneficially			-0-	
Owned by				
Each	7.		Sole Dispositive Power	
Reporting			5,493	
Person With				
	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 5,493			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%			
12.	Type of Reporting Person (See IN	e Instructions)		
		21		

CUSIP No. G0692 U	10 9			
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Kent R. Weldon			
2.	Check the Appropriate Box i (a) (b)	f a Member of a Group (See o ý	Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place of Organization United States			
	5.		Sole Voting Power 6,518	
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-	
Each Reporting Person With	7.		Sole Dispositive Power 6,518	
Torson With	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 6,518			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%			
12.	Type of Reporting Person (SIN	ee Instructions)		
		22		

CUSIP No. G0692 U 1.	10 9 Names of Reporting Persons. Seth W. Lawry	I.R.S. Identification Nos. of	above persons (entities only)	
2.	Check the Appropriate Box if (a) (b)	f a Member of a Group (See o ý	Instructions)	
3.	SEC Use Only			
4.	Citizenship or Place of Organ United States	ization		
	5.		Sole Voting Power 9,802	
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-	
Each Reporting Person With	7.		Sole Dispositive Power 9,802	
	8.		Shared Dispositive Power -0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 9,802			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%			
12.	Type of Reporting Person (Se IN	ee Instructions)		
		23		

CUSIP No. G0692 U				
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Scott M. Sperling			
2.	Check the Appropriate Box if	a Member of a Group (See	Instructions)	
	(a)	O		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of Organi United States	zation		
	5.		Sole Voting Power 23,648	
Number of			23,010	
Shares	6.		Shared Voting Power	
Beneficially	.		-0-	
Owned by				
Each	7.		Sole Dispositive Power	
Reporting			23,648	
Person With			-,	
	8.		Shared Dispositive Power	
			-0-	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 23,648			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O			
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%			
12.	Type of Reporting Person (Sec IN	e Instructions)		
		24		

CUSIP No. G0692 1		. I.R.S. Identification Nos. o	of above persons (entities only)
2.	Check the Appropriate Box i (a) (b)	if a Member of a Group (Se o ý	e Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Orga United States	nization	
Number of	5.		Sole Voting Power 23,648
Number of Shares Beneficially Owned by Each Reporting	6.		Shared Voting Power -0-
	7.		Sole Dispositive Power 23,648
Person With	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 23,648		
10.	Check if the Aggregate Amo	ount in Row (9) Excludes Co	ertain Shares (See Instructions) O
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (S IN	ee Instructions)	
		25	

CUSIP No. G0692 U					
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Warren C. Smith, Jr.				
2.	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a) (b)	o ý			
	(0)	y			
3.	SEC Use Only				
4.	Citizenship or Place of Organization United States				
	5.		Sole Voting Power 23,493		
Number of	(Chand Wating Danier		
Shares Beneficially	6.		Shared Voting Power -0-		
Owned by			-0-		
Each	7.		Sole Dispositive Power		
Reporting			23,493		
Person With					
	8.		Shared Dispositive Power -0-		
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 23,493				
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%				
12.	Type of Reporting Person (Se IN	e Instructions)			
		26			
		20			

CUSIP No. G0692 U	10 9		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Anthony J. DiNovi		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o		
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organization United States		
	5.		Sole Voting Power 23,648
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 23,648
Terson with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 23,648		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (See IN	Instructions)	
		27	

CUSIP No. G0692 U 1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) C. Hunter Boll		
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group (See o ý	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organiz United States	zation	
	5.		Sole Voting Power 23,494
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 23,494
Terson with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 23,494		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (See IN	e Instructions)	
		28	

CUSIP No. G0692 U			
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Thomas M. Hagerty		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o		
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organization United States		
	5.		Sole Voting Power 23,706
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power 23,706
Terson with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 23,706		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (See IN	EInstructions)	
		29	

CUSIP No. G0692 U			
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) David V. Harkins		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organi United States	ization	
	5.		Sole Voting Power 28,147
Number of			,
Shares	6.		Shared Voting Power
Beneficially			3,368
Owned by			,
Each	7.		Sole Dispositive Power
Reporting			28,147
Person With			
	8.		Shared Dispositive Power 3,368
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 31,515		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (Se IN	e Instructions)	
		30	

CUSIP No. G0692 U 1.	Names of Reporting Persons. I		above persons (entities only) 97 Thomas H. Lee Nominee Trust
2.	Check the Appropriate Box if (a) (b)		
3.	SEC Use Only		
4.	Citizenship or Place of Organization Massachusetts		
	5.		Sole Voting Power 104,935
Number of Shares Beneficially	6.		Shared Voting Power -0-
Owned by Each Reporting Person With	7.		Sole Dispositive Power 104,935
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 104,935		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (See OO	: Instructions)	
		31	

CUSIP No. G0692 U			
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) THL Equity Advisors IV, LLC		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organization Delaware		
	5.		Sole Voting Power
Number of			-0-
Shares	6.		Shared Voting Power
Beneficially			693,269
Owned by			
Each	7.		Sole Dispositive Power
Reporting			-0-
Person With			
	8.		Shared Dispositive Power 693,269
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 693,269		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
11.	Percent of Class Represented by Amount in Row (9) 1.7%		
12.	Type of Reporting Person (See OO	e Instructions)	
		32	

CUSIP No. G0692 U 1.	SIP No. G0692 U 10 9 1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) THL Investment Management Corp.		
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group (See) o ý	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organization Delaware		
	5.		Sole Voting Power -0-
Number of Shares Beneficially Owned by Each Reporting Person With	6.		Shared Voting Power 190
	7.		Sole Dispositive Power -0-
	8.		Shared Dispositive Power 190
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 190		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O		
11.	Percent of Class Represented by Amount in Row (9) Less than 1.0%		
12.	Type of Reporting Person (See CO	Instructions)	
		33	

Item 1.				
20022	(a)	Name of Issuer		
		Affordable Residential Com		
	(b)	Address of Issuer s Principal Executive Offices		
		600 Grant Street, Suite 900,	Denver, Colorado 80203	
Item 2.				
10m 2.	(a)	Name of Person Filing		
	. ,	Thomas H. Lee Equity Fund	IV, L.P.	
		Thomas H. Lee Foreign Fund		
		Thomas H. Lee Foreign Fund		
		THL Equity Advisors IV, LI Thomas H. Lee Charitable Ir		
		Thomas H. Lee Investors Lin	,	
		THL Investment Managemen	-	
			h Thomas H. Lee Partners, L.P., a Delaware limited partnership (the	
			orth on Schedule I attached hereto	
	(b)		ss Office or, if none, Residence	
		c/o Thomas H. Lee Partners,		
		100 Federal Street, 35th Floo Boston, MA 02110	OT .	
	(c)	Citizenship		
	(-)	See item 4 of each cover pag	e.	
	(d)	Title of Class of Securities		
		Common Stock, \$0.01 par va	alue per share	
	(e)	CUSIP Number 008273 104		
		006273 104		
Item 3.	If this statement is	filed pursuant to §§240.13d-1	(b) or 240.13d-2(b) or (c), check whether the person filing is a:	
	(a)	0	Broker or dealer registered under section 15 of the Act (15 U.S.C.	
			78o).	
	(b)	0	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).	
	(c)	0	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).	
	(d)	0	Investment company registered under section 8 of the Investment	
	. ,		Company Act of 1940 (15 U.S.C 80a-8).	
	(e)	o	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);	
	(f)	o	An employee benefit plan or endowment fund in accordance with	
	(a)	0	§240.13d-1(b)(1)(ii)(F); A parent holding company or control person in accordance with	
	(g)	0	\$ 240.13d-1(b)(1)(ii)(G);	
	(h)	0	A savings associations as defined in Section 3(b) of the Federal	
			Deposit Insurance Act (12 U.S.C. 1813);	
	(i)	o	A church plan that is excluded from the definition of an investment	
			company under section 3(c)(14) of the Investment Company Act of	
	(*)		1940 (15 U.S.C. 80a-3);	
	(j) Not Applicable	0	Group, in accordance with §240.13d-1(b)(1)(ii)(J).	
	Not Applicable			

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

On January 10, 2005, each of Thomas H. Lee Equity Fund IV, L.P., a Delaware limited partnership (Fund IV), Thomas H. Lee Foreign Fund IV, L.P., a Delaware Limited partnership (Foreign Fund IV), L.P., a Delaware Limited partnership (Foreign Fund IV) and Thomas H. Lee Foreign Fund IV-B, L.P., a Delaware Limited partnership (Foreign Fund IV B) distributed all shares of the identified securities held by them to their partners in a pro-rata distribution for no additional consideration. Therefore, Fund IV is the record holder of immediately exercisable warrants to purchase 612,500 shares of the identified class of securities. Foreign Fund IV B is the record holder of immediately exercisable warrants to purchase 59,596 shares of the identified class of securities.

As the sole general partner of each of the Funds, Advisors may be deemed to be the beneficial owner of immediately exercisable warrants to purchase 693,269 shares of the identified securities. Advisors disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

Each of Thomas H. Lee Charitable Investment, L.P., Thomas H. Lee Investors Limited Partnership, THL Investment Management Corp. (the general partner of Thomas H. Lee Investors Limited Partnership), and the Affiliate Purchasers have beneficial ownership of less than 1.0% of the identified securities.

(b) Percent of class:

See Item 11 of each cover page.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

See Item 5 of each cover page

(ii) Shared power to vote or to direct the vote

See Item 6 of each cover page

(iii) Sole power to dispose or to direct the disposition of

See Item 7 of each cover page

(iv) Shared power to dispose or to direct the disposition of

See Item 8 of each cover page

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 person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following \circ y.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

See Item 4(a) above.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent

Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable. The reporting persons expressly disclaim membership in a group as used in Rule 13d-1(b)(1)(ii)(J).

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

SIGNATURE

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

Dated: February 14, 2005. THOMAS H. LEE FOREIGN FUND IV-B, L.P.

By: THL Equity Advisors IV, LLC, its general

partner

By: /s/ Thomas H. Lee

Name: Thomas H. Lee

Title: Member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See '240.13d-7(b) for other parties for whom copies are to be sent.

SIGNATURE

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

Dated: February 14, 2005. THOMAS H. LEE FOREIGN FUND IV, L.P.

By: THL Equity Advisors IV, LLC, its general

partner

By: /s/ Thomas H. Lee

Name: Thomas H. Lee

Title: Member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SIGNATURE

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

Dated: 2/14/05. THOMAS H. LEE EQUITY FUND IV, L.P.

By: THL Equity Advisors IV, LLC, its general

partner

By: /s/ Thomas H. Lee

Name: Thomas H. Lee Title: Member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SIGNATURE

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

Dated: February 14, 2005. THOMAS H. LEE CHARITABLE INVESTMENT, L.P.

By: /s/ Thomas H. Lee

Name: Thomas H. Lee Title: General Partner

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SIGNATURE

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

Dated: February 14, 2005. THOMAS H. LEE INVESTORS LIMITED

PARTNERSHIP

By: THL Investment Management Corp., its

general partner

By: /s/ Thomas H. Lee

Name: Thomas H. Lee Title: President

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SIGNATURE

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

Dated: February 14, 2005. CHARLES W. ROBINS AS TRUSTEE OF NATHAN LEE 2000 TRUST

By: /s/ Charles W. Robins

Name: Charles W. Robins

Title: As trustee and not individually

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SIGNATURE

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

Dated: February 14, 2005. ANDREW D. FLASTER

/s/ Andrew D. Flaster

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SI	C	N	Δ	TI	ΙT	R	F

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

Dated: February 14, 2005. SOREN L. OBERG

/s/ Soren L. Oberg

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SI	\mathbf{C}	N	A '	TI	TD	F

After reasonable inquiry and to the best of my knowledge and be	lief, I certify that the information	set forth in this statement is true, complete
and correct.		

Dated: February 14, 2005. **JAMES WESTRA**

/s/ James Westra

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SI	C	N	Δ	TI	TR	F

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

Dated: February 14, 2005. CHARLES W. ROBINS

/s/ Charles W. Robins

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SI	C	N	Δ	TI	ΙT	R	F

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

Dated: February 14, 2005. SCOTT L. JAECKEL

/s/ Scott L. Jaeckel

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SIGNATURE

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

Dated: February 14, 2005. THOMAS R. SHEPHERD

/s/ Thomas R. Shepherd

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SIGNATURE

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

Dated: February 14, 2005. **JOSEPH J. INCANDELA**

/s/ Joseph J. Incandela

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SIGNATURE

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

Dated: February 14, 2005. THE 1995 HARKINS GIFT TRUST

By: /s/ Sheryll Harkins

Name: Sheryll Harkins

Title: Trustee

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SIGNATURE

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

Dated: February 14, 2005. CHARLES W. ROBINS AS TRUSTEE OF JESSE LEE 2000 TRUST

By: /s/ Charles W. Robins

Name: Charles W. Robins

Title: As Trustee and not individually

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SIGNATURE

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

Dated: February 14, 2005. CHARLES A. BRIZIUS

/s/ Charles A. Brizius

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SIGNATURE

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

Dated: February 14, 2005. TERRENCE M. MULLEN

/s/ Terrence M. Mullen

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SIGNATURE

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

Dated: February 14, 2005. TODD M. ABBRECHT

/s/ Todd M. Abbrecht

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SIGNATURE

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

Dated: February 14, 2005. ROBERT SCHIFF LEE 1988 IRREVOCABLE TRUST

By: /s/ Charles W. Robins

Name: Charles W. Robins

Title: Trustee

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SIGNATURE

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

Dated: February 14, 2005. STEPHEN ZACHARY LEE

/s/ Stephen Zachary Lee

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SI	\mathbf{C}	N	A '	TI	TD	F

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

Dated: February 14, 2005. KENT R. WELDON

/s/ Kent R. Weldon

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SIGNATURE

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

Dated: February 14, 2005. SETH W. LAWRY

/s/ Seth W. Lawry

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SIGNATURE

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

Dated: February 14, 2005. SCOTT M. SPERLING

/s/ Scott M. Sperling

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SIGNATURE

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

Dated: February 14, 2005. SCOTT A. SCHOEN

/s/ Scott A. Schoen

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

After reasonable inquiry and to the best of my knowledge and be	lief, I certify that the information	set forth in this statement is true, complete
and correct.		

Dated: February 14, 2005. WARREN C. SMITH, JR.

/s/ Warren C. Smith, Jr.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SIGNATURE

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

Dated: February 14, 2005. ANTHONY J. DINOVI

/s/ Anthony J. Dinovi

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SI	C	N	Δ	TI	ΙT	R	F

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

Dated: February 14, 2005. C. HUNTER BOLL

/s/ C. Hunter Boll

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SIGNATURE

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

Dated: February 14, 2005. THOMAS M. HAGERTY

/s/ Thomas M. Hagerty

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SI	C	N	Δ	TI	ΙT	R	F

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

Dated: February 14, 2005. DAVID V. HARKINS

/s/ David V. Harkins

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SIGNATURE

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

Dated: February 14, 2005.

USBANK, N.A., NOT INDIVIDUALLY BUT
SOLELY AS TRUSTEE FOR THE 1997
THOMAS H. LEE NOMINEE TRUST

By: /s/ Gerald Wheeler

Name: Gerald Wheeler Title: Vice President

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SIGNATURE

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

Dated: February 14, 2005. THL EQUITY ADVISORS IV, LLC

By: /s/ Thomas H. Lee

Name: Thomas H. Lee Title: Member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

SIGNATURE

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

Dated: February 14, 2005. THL INVESTMENT MANAGEMENT CORP.

By: /s/ Thomas H. Lee

Name: Thomas H. Lee Title: President

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative s authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See '240.13d-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SCHEDULE I

Affiliate Purchasers

Charles W. Robins as Trastee of Pathan Bee 2000 Trast
Andrew D. Flaster
Soren L. Oberg
James Westra
Charles W. Robins
Scott L. Jaeckel
Thomas R. Shepherd
Joseph J. Incandela
The 1995 Harkins Gift Trust
Charles W. Robins as Trustee of Jesse Lee 2000 Trust
Charles A. Brizius
Terrence M. Mullen
Todd M. Abbrecht
RSL Trust
Stephen Zachary Lee
Kent R. Weldon
Seth W. Lawry
Scott M. Sperling
Scott A. Schoen
Warren C. Smith Jr.
Anthony J. DiNovi
C. Hunter Boll

Thomas M. Hagerty

Charles W. Robins as Trustee of Nathan Lee 2000 Trust

David V. Harkins

State Street Bank & Trust Company, as Trustee for the 1997 Thomas H. Lee Nominee Trust