

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:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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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

- | | | |
|---|---|-------------------------------------|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Thomas H. Lee Equity Fund IV, L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | ☐ |
| | (b) | ☒ |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
-0- |
| | 6. | Shared Voting Power
612,500 |
| | 7. | Sole Dispositive Power
-0- |
| | 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) ☐ | |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% | |
| 12. | Type of Reporting Person (See Instructions)
PN | |

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) | |
| | (a) | ☐ |
| | (b) | ☒ |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization | |
| | Delaware | |
| | 5. | Sole Voting Power |
| | | -0- |
| | 6. | Shared Voting Power |
| | | 59,596 |
| | 7. | Sole Dispositive Power |
| | | -0- |
| | 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) ☐ | |
| 11. | Percent of Class Represented by Amount in Row (9) | |
| | Less than 1.0% | |
| 12. | Type of Reporting Person (See Instructions) | |
| | PN | |

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) ☐
(b) ☒

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
21,173

7. Sole Dispositive Power
-0-

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) ☐

11. Percent of Class Represented by Amount in Row (9)
Less than 1.0%

12. Type of Reporting Person (See Instructions)
PN

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) ☐
(b) ☒

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
50,436

7. Sole Dispositive Power
-0-

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) ☐

11. Percent of Class Represented by Amount in Row (9)
Less than 1.0%

12. Type of Reporting Person (See Instructions)
PN

CUSIP No. G0692 U 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) ☐
(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
Massachusetts

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) ☐

11. Percent of Class Represented by Amount in Row (9)
Less than 1.0%

12. Type of Reporting Person (See Instructions)
PN

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) ☐
(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
Massachusetts

5. Sole Voting Power
355

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
-0-

7. Sole Dispositive Power
355

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) ☐

11. Percent of Class Represented by Amount in Row (9)
Less than 1.0%

12. Type of Reporting Person (See Instructions)
OO

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) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States |
| 5. | Sole Voting Power
1,120 |
| 6. | Shared Voting Power
-0- |
| 7. | Sole Dispositive Power
1,120 |
| 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,120 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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 a Member of a Group (See Instructions)
(a) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States |
| 5. | Sole Voting Power
1,406 |
| 6. | Shared Voting Power
-0- |
| 7. | Sole Dispositive Power
1,406 |
| 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,406 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. G0692 U 10 9

- | | |
|-----|--|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
James Westra |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States |
| 5. | Sole Voting Power
1,403 |
| 6. | Shared Voting Power
-0- |
| 7. | Sole Dispositive Power
1,403 |
| 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) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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 a Member of a Group (See Instructions)
(a) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States |
| 5. | Sole Voting Power
1,403 |
| 6. | Shared Voting Power
-0- |
| 7. | Sole Dispositive Power
1,403 |
| 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) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. G0692 U 10 9

- | | |
|-----|--|
| 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 Member of a Group (See Instructions)
(a) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States |
| 5. | Sole Voting Power
1,465 |
| 6. | Shared Voting Power
-0- |
| 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) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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) ☐ | |
| | (b) ☒ | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization | |
| | United States | |
| | 5. | Sole Voting Power
2,595 |
| | 6. | Shared Voting Power
-0- |
| | 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) | ☐ |
| 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 10 9

- | | |
|-----|--|
| 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) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States |
| 5. | Sole Voting Power
2,595 |
| 6. | Shared Voting Power
-0- |
| 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) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. G0692 U 10 9

- | | |
|-----|--|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
The 1995 Harkins Gift Trust |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Massachusetts |
| 5. | Sole Voting Power
3,368 |
| 6. | Shared Voting Power
-0- |
| 7. | Sole Dispositive Power
3,368 |
| 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
3,368 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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 Jesse Lee 2000 Trust | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | ☐ |
| | (b) | ☒ |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Massachusetts | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
3,733 |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
3,733 |
| | 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) ☐ | |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% | |
| 12. | Type of Reporting Person (See Instructions)
OO | |

CUSIP No. G0692 U 10 9

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) ☐
(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
3,791

6. Shared Voting Power
-0-

7. Sole Dispositive Power
3,791

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) ☐

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 10 9

- | | |
|-----|--|
| 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) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States |
| 5. | Sole Voting Power
5,099 |
| 6. | Shared Voting Power
-0- |
| 7. | Sole Dispositive Power
5,099 |
| 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) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. G0692 U 10 9

- | | |
|-----|--|
| 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) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States |
| 5. | Sole Voting Power
5,159 |
| 6. | Shared Voting Power
-0- |
| 7. | Sole Dispositive Power
5,159 |
| 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) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. G0692 U 10 9

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Robert Schiff Lee 1988 Irrevocable Trust
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	o
(b)	y
 3. SEC Use Only
 4. Citizenship or Place of Organization
Massachusetts
- | | | |
|---|----|---------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
5,493 |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
5,493 |
| | 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) ☐
 11. Percent of Class Represented by Amount in Row (9)
Less than 1.0%
 12. Type of Reporting Person (See Instructions)
OO

CUSIP No. G0692 U 10 9

- | | |
|-----|--|
| 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) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States |
| 5. | Sole Voting Power
5,493 |
| 6. | Shared Voting Power
-0- |
| 7. | Sole Dispositive Power
5,493 |
| 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) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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 if a Member of a Group (See Instructions)
 - (a) ☐
 - (b) ☒
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
- | | | |
|---|----|---------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
6,518 |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
6,518 |
| | 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) ☐
 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 10 9

- | | |
|-----|--|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Seth W. Lawry |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States |
| 5. | Sole Voting Power
9,802 |
| 6. | Shared Voting Power
-0- |
| 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) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. G0692 U 10 9

- | | |
|-----|--|
| 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) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States |
| 5. | Sole Voting Power
23,648 |
| 6. | Shared Voting Power
-0- |
| 7. | Sole Dispositive Power
23,648 |
| 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) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. G0692 U 10 9

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Scott A. Schoen
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☐
 - (b) ☒
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
- | | | |
|---|----------------------------------|-----------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
23,648 |
| 6. | Shared Voting Power
-0- | |
| 7. | Sole Dispositive Power
23,648 | |
| 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) ☐
 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 10 9

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) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
23,493

6. Shared Voting Power
-0-

7. Sole Dispositive Power
23,493

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) ☐

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 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) ☐
(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
23,648

6. Shared Voting Power
-0-

7. Sole Dispositive Power
23,648

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) ☐

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 10 9

- | | |
|-----|--|
| 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 Member of a Group (See Instructions)
(a) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States |
| 5. | Sole Voting Power
23,494 |
| 6. | Shared Voting Power
-0- |
| 7. | Sole Dispositive Power
23,494 |
| 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) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. G0692 U 10 9

- | | |
|-----|--|
| 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) ☐
(b) ☒ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States |
| 5. | Sole Voting Power
23,706 |
| 6. | Shared Voting Power
-0- |
| 7. | Sole Dispositive Power
23,706 |
| 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) ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
Less than 1.0% |
| 12. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. G0692 U 10 9

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) ☐
(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
United States

5. Sole Voting Power
28,147

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
3,368

7. Sole Dispositive Power
28,147

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) ☐

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 10 9

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
State Street Bank & Trust Company, as Trustee for the 1997 Thomas H. Lee Nominee Trust

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

(a) ☐
(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
Massachusetts

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
104,935

6. Shared Voting Power
-0-

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) ☐

11. Percent of Class Represented by Amount in Row (9)
Less than 1.0%

12. Type of Reporting Person (See Instructions)
OO

CUSIP No. G0692 U 10 9

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) ☐
(b) ☒

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
693,269

7. Sole Dispositive Power
-0-

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) ☐

11. Percent of Class Represented by Amount in Row (9)
1.7%

12. Type of Reporting Person (See Instructions)
OO

CUSIP 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 Member of a Group (See Instructions)

(a) ☐
(b) ☒

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) ☐

11. Percent of Class Represented by Amount in Row (9)
Less than 1.0%

12. Type of Reporting Person (See Instructions)
CO

Item 1.

- (a) Name of Issuer
Affordable Residential Communities, Inc.
- (b) Address of Issuer's Principal Executive Offices
600 Grant Street, Suite 900, Denver, Colorado 80203

Item 2.

- (a) Name of Person Filing
Thomas H. Lee Equity Fund IV, L.P.
Thomas H. Lee Foreign Fund IV-B, L.P.
Thomas H. Lee Foreign Fund IV, L.P.
THL Equity Advisors IV, LLC
Thomas H. Lee Charitable Investment, L.P.
Thomas H. Lee Investors Limited Partnership
THL Investment Management Corp.
Certain parties affiliated with Thomas H. Lee Partners, L.P., a Delaware limited partnership (the Affiliate Purchasers) set forth on Schedule I attached hereto
- (b) Address of Principal Business Office or, if none, Residence
c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110
- (c) Citizenship
See item 4 of each cover page.
- (d) Title of Class of Securities
Common Stock, \$0.01 par value per share
- (e) CUSIP Number
008273 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) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ 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) ☐ 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) 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 is the record holder of immediately exercisable warrants to purchase 21,173 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

(ii) See Item 5 of each cover page
Shared power to vote or to direct the vote

(iii) See Item 6 of each cover page
Sole power to dispose or to direct the disposition of

(iv) See Item 7 of each cover page
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 ☐.

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.

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 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.

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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.

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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.

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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 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.

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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.

**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.

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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.

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.

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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.

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.

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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.

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.

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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.

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.

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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 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.

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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 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.

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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.

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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.

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.

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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.

**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.

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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.

CHARLES A. BRIZIUS

/s/ Charles A. Brizius

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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

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TODD M. ABBRECHT

/s/ Todd M. Abbrecht

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Dated: February 14, 2005.

**ROBERT SCHIFF LEE 1988 IRREVOCABLE
TRUST**

By: /s/ Charles W. Robins
Name: Charles W. Robins
Title: Trustee

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STEPHEN ZACHARY LEE

/s/ Stephen Zachary Lee

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Dated: February 14, 2005.

KENT R. WELDON

/s/ Kent R. Weldon

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Dated: February 14, 2005.

SETH W. LAWRY

/s/ Seth W. Lawry

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Dated: February 14, 2005.

SCOTT M. SPERLING

/s/ Scott M. Sperling

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SCOTT A. SCHOEN

/s/ Scott A. Schoen

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Dated: February 14, 2005.

WARREN C. SMITH, JR.

/s/ Warren C. Smith, Jr.

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ANTHONY J. DINOVI

/s/ Anthony J. Dinovi

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Dated: February 14, 2005.

C. HUNTER BOLL

/s/ C. Hunter Boll

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Dated: February 14, 2005.

THOMAS M. HAGERTY

/s/ Thomas M. Hagerty

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Dated: February 14, 2005.

DAVID V. HARKINS

/s/ David V. Harkins

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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

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Dated: February 14, 2005.

THL EQUITY ADVISORS IV, LLC

By: /s/ Thomas H. Lee
Name: Thomas H. Lee
Title: Member

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Dated: February 14, 2005.

THL INVESTMENT MANAGEMENT CORP.

By: /s/ Thomas H. Lee
Name: Thomas H. Lee
Title: President

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SCHEDULE I

Affiliate Purchasers

Charles W. Robins as Trustee of Nathan Lee 2000 Trust

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

David V. Harkins

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