GMH Communities Trust
Form SC 13G/A
January 04, 2006

OMB APPROVAL	
OMB Number:	3235-0145
Expires:	December 31, 2005
Estimated average burden hours per response	11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

GMH Communities Trust

(Name of Issuer)

Common Shares of Beneficial Interest, par value $0.001 per share

(Title of Class of Securities)

36188G102

(CUSIP Number)

December 31, 2005

(Date of Event which Requires Filing of this Statement)

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

|_| Rule 13d-1(b)
|X| Rule 13d-1(c)
|_| Rule 13d-1(d)

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

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

13G

CUSIP No. 36188G102

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Partners, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [ ] (b) [X]**
	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION California	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	-0-
	6 SHARED VOTING POWER	-0-
	7 SOLE DISPOSITIVE POWER	-0-
	8 SHARED DISPOSITIVE POWER	-0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	-0-
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]

	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	
	0.0%
	TYPE OF REPORTING PERSON (See Instructions)
12	
	PN

13G

CUSIP No. 36188G102

	NAMES OF REPORTING PERSONS
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capital Institutional Partners, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [X]**
2	
	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
3	SEC USE ONLY
	CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	California

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

	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9	-0-	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	0.0%
12	TYPE OF REPORTING PERSON (See Instructions)	PN

13G

CUSIP No. 36188G102

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	Farallon Capital Institutional Partners II, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [ ] (b) [X]**
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	California

** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

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

	REPORTING PERSON WITH		-0-
		8	SHARED DISPOSITIVE POWER -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%		
12	TYPE OF REPORTING PERSON (See Instructions) PN		

13G

CUSIP No. 36188G102

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Institutional Partners III, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) [ ] (b) [X]**
	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
	NUMBER OF	5	SOLE VOTING POWER -0-

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0-
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%
12		TYPE OF REPORTING PERSON (See Instructions) PN

13G

CUSIP No. 36188G102

1		NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tinicum Partners, L.P.
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [X]**
	**	The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
3		SEC USE ONLY

	CITIZENSHIP OR PLACE OF ORGANIZATION		
4	New York		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER -0-
		6	SHARED VOTING POWER -0-
		7	SOLE DISPOSITIVE POWER -0-
		8	SHARED DISPOSITIVE POWER -0-
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	-0-		
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES		
10	CERTAIN SHARES (See Instructions)		[ ]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
11	0.0%		
	TYPE OF REPORTING PERSON (See Instructions)		
12	PN		

13G

CUSIP No. 36188G102

	NAMES OF REPORTING PERSONS		
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Farallon Partners, L.L.C.		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
			(a) [ ]
			(b) [X]**
2			

** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of

securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

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 -0-
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	
12	TYPE OF REPORTING PERSON (See Instructions) OO	

13G

CUSIP No. 36188G102

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

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

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3	SEC USE ONLY	
	CITIZENSHIP OR PLACE OF ORGANIZATION	
4	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	-0-
	6 SHARED VOTING POWER	-0-
	7 SOLE DISPOSITIVE POWER	-0-
	8 SHARED DISPOSITIVE POWER	-0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	-0-
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	0.0%
12	TYPE OF REPORTING PERSON (See Instructions)	IN

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Joseph F. Downes [See Footnote 1 in Item 2]	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [ ] (b) [X]**
2		
	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
3	SEC USE ONLY	
	CITIZENSHIP OR PLACE OF ORGANIZATION	
4		
	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	-0-
	6 SHARED VOTING POWER	-0-
	7 SOLE DISPOSITIVE POWER	-0-
	8 SHARED DISPOSITIVE POWER	-0-
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9		
	-0-	
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	
10	CERTAIN SHARES (See Instructions)	[ ]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11		
	0.0%	
	TYPE OF REPORTING PERSON (See Instructions)	
12		
	IN	

13G

CUSIP No. 36188G102

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	William F. Duhamel	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [ ] (b) [X]**
	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
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	-0-
	6 SHARED VOTING POWER	-0-
	7 SOLE DISPOSITIVE POWER	-0-
	8 SHARED DISPOSITIVE POWER	-0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	-0-	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.0%	
12	TYPE OF REPORTING PERSON (See Instructions)	

IN

13G

CUSIP No. 36188G102

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Charles E. Ellwein	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [ ]
		(b) [X]**
2		
	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
3	SEC USE ONLY	
	CITIZENSHIP OR PLACE OF ORGANIZATION	
4	United States	
		5 SOLE VOTING POWER -0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6 SHARED VOTING POWER -0-
		7 SOLE DISPOSITIVE POWER -0-
		8 SHARED DISPOSITIVE POWER -0-
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9	-0-	
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	
10	CERTAIN SHARES (See Instructions)	[ ]

	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11		
	0.0%	
	TYPE OF REPORTING PERSON (See Instructions)	
12		
	IN	

13G

CUSIP No. 36188G102

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Richard B. Fried	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [ ] (b) [X]**
2		
	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
3	SEC USE ONLY	
	CITIZENSHIP OR PLACE OF ORGANIZATION	
4		
	United States	

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

	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9		
	-0-	
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	
10	CERTAIN SHARES (See Instructions)	[ ]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11		
	0.0%	
	TYPE OF REPORTING PERSON (See Instructions)	
12		
	IN	

13G

CUSIP No. 36188G102

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Monica R. Landry	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [ ]
		(b) [X]**
2		
	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
3	SEC USE ONLY	
	CITIZENSHIP OR PLACE OF ORGANIZATION	
4		
	United States	
	SOLE VOTING POWER	
5		
NUMBER OF	-0-	
SHARES	SHARED VOTING POWER	
6		
BENEFICIALLY OWNED BY	-0-	
EACH	SOLE DISPOSITIVE POWER	

		7	
REPORTING PERSON WITH			-0-
			SHARED DISPOSITIVE POWER
		8	
			-0-
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9			
	-0-		
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES		
10	CERTAIN SHARES (See Instructions)		[ ]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
11			
	0.0%		
	TYPE OF REPORTING PERSON (See Instructions)		
12			
	IN		

13G

CUSIP No. 36188G102

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	William F. Mellin	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
		(a) [ ]
		(b) [X]**
2		
	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
3	SEC USE ONLY	
	CITIZENSHIP OR PLACE OF ORGANIZATION	
4		
	United States	
	SOLE VOTING POWER	
5		

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

	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9		
	-0-	
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	
10	CERTAIN SHARES (See Instructions)	[ ]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11		
	0.0%	
	TYPE OF REPORTING PERSON (See Instructions)	
12		
	IN	

13G

CUSIP No. 36188G102

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Stephen L. Millham	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
		(a) [ ]
		(b) [X]**
2		

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3	SEC USE ONLY

	CITIZENSHIP OR PLACE OF ORGANIZATION		
4	United States		
			SOLE VOTING POWER
		5	
	NUMBER OF		-0-
	SHARES		SHARED VOTING POWER
	BENEFICIALLY	6	
	OWNED BY		-0-
	EACH		SOLE DISPOSITIVE POWER
		7	
	REPORTING		-0-
	PERSON WITH		SHARED DISPOSITIVE POWER
		8	
			-0-
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	-0-		
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES		
10	CERTAIN SHARES (See Instructions)		[ ]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
11	0.0%		
	TYPE OF REPORTING PERSON (See Instructions)		
12	IN		

13G

CUSIP No. 36188G102

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Rajiv A. Patel	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
		(a) [ ]
		(b) [X]**
2		

** The reporting persons making this filing hold an

aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

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 -0-
		6	SHARED VOTING POWER -0-
		7	SOLE DISPOSITIVE POWER -0-
		8	SHARED DISPOSITIVE POWER -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%		
12	TYPE OF REPORTING PERSON (See Instructions) IN		

13G

CUSIP No. 36188G102

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

	Derek C. Schrier	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [ ] (b) [X]**
2		
	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
3	SEC USE ONLY	
	CITIZENSHIP OR PLACE OF ORGANIZATION	
4	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	-0-
	6 SHARED VOTING POWER	-0-
	7 SOLE DISPOSITIVE POWER	-0-
	8 SHARED DISPOSITIVE POWER	-0-
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9	-0-	
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	
10	CERTAIN SHARES (See Instructions)	[ ]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11	0.0%	
	TYPE OF REPORTING PERSON (See Instructions)	
12	IN	

CUSIP No. 36188G102

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Thomas F. Steyer	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [ ] (b) [X]**
2		
	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
3	SEC USE ONLY	
	CITIZENSHIP OR PLACE OF ORGANIZATION	
4		
	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	-0-
	6 SHARED VOTING POWER	-0-
	7 SOLE DISPOSITIVE POWER	-0-
	8 SHARED DISPOSITIVE POWER	-0-
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9		
	-0-	
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	
10	CERTAIN SHARES (See Instructions)	[ ]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11		
	0.0%	
	TYPE OF REPORTING PERSON (See Instructions)	
12		
	IN	

13G

CUSIP No. 36188G102

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Mark C. Wehrly	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [ ]
		(b) [X]**
2		
	** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
3	SEC USE ONLY	
	CITIZENSHIP OR PLACE OF ORGANIZATION	
4	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER -0-	
	6 SHARED VOTING POWER -0-	
	7 SOLE DISPOSITIVE POWER -0-	
	8 SHARED DISPOSITIVE POWER -0-	
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9	-0-	
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	
10	CERTAIN SHARES (See Instructions)	[ ]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11	0.0%	
	TYPE OF REPORTING PERSON (See Instructions)	

12
IN

This Amendment No. 2 to Schedule 13G amends the Schedule 13G initially filed on November 8, 2004 (collectively, with all amendments thereto, the "Schedule 13G").

Item 1. Issuer

(a) Name of Issuer:

GMH Communities Trust (the "Company")

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

10 Campus Boulevard, Newtown Square, Pennsylvania 19073

Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to Common Shares of Beneficial Interest, par value $0.001 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 36188G102.

Name Of Persons Filing, Address Of Principal Business Office And Citizenship (Item 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Farallon Funds

(i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;

(ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;

(iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;

(iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it; and

(v) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares held by it.

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

The Farallon General Partner

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

The Farallon Managing Members

(vii) The following persons who are (or, solely with respect to Joseph F. Downes, were) managing members of the Farallon General Partner, with respect to the Shares held by the Funds: Chun R. Ding ("Ding"), Joseph F. Downes1 ("Downes"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Ding, Downes, Duhamel, Ellwein, Fried, Landry, Mellin, Millham, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Individual Reporting Persons."

The citizenship of each of the Funds and the Farallon General Partner is set forth above. Each of the Individual Reporting Persons is a citizen of the United States. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity Specified In (a) - (j):

Not Applicable.

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

Box. [X]

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1 Joseph F. Downes resigned as a managing member of the Farallon General Partner effective September 30, 2005.

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Funds are owned directly by the Funds. The Farallon General Partner, as general partner to the Funds, may be deemed to be the beneficial owner of all such Shares owned by the Funds. The Individual Reporting Persons, other than Downes, as managing members of the Farallon General Partner, may each be deemed to be the beneficial owner of all such Shares owned by the Funds. Each of the Farallon General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership Of Five Percent Or Less Of A Class

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

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person
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Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired
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The Security Being Reported On By The Parent Holding Company

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group
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The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

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

Dated: January 4, 2006

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,
On its own behalf and
as the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P., and
TINICUM PARTNERS, L.P.
By Monica R. Landry,
Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of Chun R. Ding, Joseph F. Downes, William F. Duhamel, Charles E. Ellwein, Richard B. Fried, William F. Mellin, Stephen L. Millham, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.

The Powers of Attorney, executed by Joseph F. Downes, William F. Duhamel, Richard B. Fried, William F. Mellin, Stephen L. Millham, Thomas F. Steyer and Mark C. Wehrly authorizing Monica R. Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Chun R. Ding and Derek C. Schrier authorizing Monica R. Landry to sign and file this Schedule 13G on his behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Powers of Attorney executed by Charles E. Ellwein and Rajiv A. Patel authorizing Landry to sign and file this Schedule 13G on his behalf, which were filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004 by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference.