

AFFORDABLE RESIDENTIAL COMMUNITIES INC
Form SC 13G/A
October 02, 2006

OMB APPROVAL

OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response....14.5

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

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

Affordable Residential Communities Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

008273104

(CUSIP Number)

September 21, 2006

(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.

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

(Continued on following pages)
Page 1 of 27 Pages

13G

=====
CUSIP No. 008273104
=====

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]**

2 ** The reporting persons making this filing hold an aggregate of 4,552,000 Shares, which is 10.4% 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

5 NUMBER OF SOLE VOTING POWER
5 -0-

6 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER
6 1,713,000

7 EACH SOLE DISPOSITIVE POWER
7 -0-

8 REPORTING PERSON WITH SHARED DISPOSITIVE POWER
8 1,713,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,713,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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11

3.9%

12

=====

TYPE OF REPORTING PERSON (See Instructions)

PN

=====

Page 2 of 27 Pages

13G

=====

CUSIP No. 008273104

=====

1

=====

NAMES OF REPORTING PERSONS

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

Farallon Capital Institutional 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 4,552,000 Shares, which is 10.4% 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

5

6

SOLE VOTING POWER

-0-

SHARED VOTING POWER

2,057,600

EACH

7

SOLE DISPOSITIVE POWER

-0-

REPORTING
PERSON WITH

8

SHARED DISPOSITIVE POWER

2,057,600

9

=====

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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2,057,600

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7%

12 TYPE OF REPORTING PERSON (See Instructions) PN

Page 3 of 27 Pages

13G

=====
CUSIP No. 008273104
=====

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]**

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
SOLE VOTING POWER
-0-

6 SHARED VOTING POWER
118,700

7 SOLE DISPOSITIVE POWER
-0-

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REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER
118,700

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
118,700

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.3%

12 TYPE OF REPORTING PERSON (See Instructions)
PN

Page 4 of 27 Pages

13G

=====
CUSIP No. 008273104
=====

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]**

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
-0-

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SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 146,200
=====		
EACH	7	SOLE DISPOSITIVE POWER -0-

REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER 146,200

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 146,200	

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []	

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.3%	

12	TYPE OF REPORTING PERSON (See Instructions) PN	

Page 5 of 27 Pages

13G

=====
CUSIP No. 008273104
=====

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]**

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3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

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4

New York

		SOLE VOTING POWER
NUMBER OF	5	-0-
		SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY	6	54,600
		SOLE DISPOSITIVE POWER
EACH	7	-0-
		SHARED DISPOSITIVE POWER
REPORTING PERSON WITH	8	54,600
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	54,600	
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []		
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
11	0.1%	
TYPE OF REPORTING PERSON (See Instructions)		
12	PN	

Page 6 of 27 Pages

13G

=====
CUSIP No. 008273104
=====

NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capital Offshore Investors II, 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 4,552,000 Shares, which is 10.4% of the class of securities. The reporting person on this

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3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Cayman Islands
	NUMBER OF	5
	SHARES	
	BENEFICIALLY OWNED BY	6
	EACH	7
	REPORTING PERSON WITH	8
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	262,890
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	0.6%
12	TYPE OF REPORTING PERSON (See Instructions)	PN

13G

CUSIP No. 008273104

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Farallon Capital Management, L.L.C.	

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

(a) []

(b) [X]**

2

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3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

5

SOLE VOTING POWER

-0-

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

199,010

EACH

7

SOLE DISPOSITIVE POWER

-0-

REPORTING
PERSON WITH

8

SHARED DISPOSITIVE POWER

199,010

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

199,010

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

[]

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

12

TYPE OF REPORTING PERSON (See Instructions)

IA, OO

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

      Farallon Partners, L.L.C.
-----
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 4,552,000 Shares, which is 10.4% 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
-----
5      NUMBER OF          5      SOLE VOTING POWER
      SHARES              -0-
      BENEFICIALLY
      OWNED BY
6      EACH              6      SHARED VOTING POWER
      REPORTING          4,352,990
      PERSON WITH
7      EACH              7      SOLE DISPOSITIVE POWER
      REPORTING          -0-
      PERSON WITH
8      PERSON WITH      8      SHARED DISPOSITIVE POWER
      REPORTING          4,352,990
      PERSON WITH
-----
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      4,352,990
-----
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)      [   ]
-----
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

      10.0%
-----
12     TYPE OF REPORTING PERSON (See Instructions)

      OO
-----

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13G

=====
 CUSIP No. 008273104
 =====

 NAMES OF REPORTING PERSONS
 1 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	5	SOLE VOTING POWER
		-0-

SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
		4,552,000

EACH	7	SOLE DISPOSITIVE POWER
		-0-

REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		4,552,000

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 4,552,000

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 10.4%

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TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 10 of 27 Pages

13G

=====
CUSIP No. 008273104
=====

NAMES OF REPORTING PERSONS

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

William F. Duhamel

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

(a) []

(b) [X]**

2

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3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

4,552,000

EACH

7

SOLE DISPOSITIVE POWER

-0-

REPORTING
PERSON WITH

8

SHARED DISPOSITIVE POWER

4,552,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

4,552,000

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10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.4%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

Page 11 of 27 Pages

13G

=====
CUSIP No. 008273104
=====

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

Charles E. Ellwein [See Preliminary Note]

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

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER
-0-

SHARES 6 SHARED VOTING POWER
BENEFICIALLY OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER
-0-

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REPORTING PERSON WITH 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

Page 12 of 27 Pages

13G

=====
CUSIP No. 008273104
=====

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

Richard B. Fried

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

(a) []

(b) [X]**

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER

-0-

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	SHARES		SHARED VOTING POWER
	BENEFICIALLY OWNED BY	6	4,552,000

	EACH	7	SOLE DISPOSITIVE POWER
			-0-

	REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
			4,552,000

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	4,552,000		

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		[]

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	10.4%		

12	TYPE OF REPORTING PERSON (See Instructions)		
	IN		

Page 13 of 27 Pages

13G

=====
CUSIP No. 008273104
=====

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

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

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3	SEC USE ONLY
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CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
		4,552,000
EACH	7	SOLE DISPOSITIVE POWER
		-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		4,552,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,552,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
10.4%

12 TYPE OF REPORTING PERSON (See Instructions)
IN

13G

=====
CUSIP No. 008273104
=====

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

William F. Mellin

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

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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	
NUMBER OF	5
	-0-
=====	
SHARED VOTING POWER	
SHARES BENEFICIALLY OWNED BY	6
	4,552,000
=====	
SOLE DISPOSITIVE POWER	
EACH	7
	-0-
=====	
SHARED DISPOSITIVE POWER	
REPORTING PERSON WITH	8
	4,552,000
=====	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9	4,552,000
=====	
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
10	[]
=====	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11	10.4%
=====	
TYPE OF REPORTING PERSON (See Instructions)	
12	IN
=====	

13G

=====
CUSIP No. 008273104
=====

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

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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

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF

5

SOLE VOTING POWER

-0-

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

4,552,000

EACH

7

SOLE DISPOSITIVE POWER

-0-

REPORTING
PERSON WITH

8

SHARED DISPOSITIVE POWER

4,552,000

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,552,000

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.4%

12

TYPE OF REPORTING PERSON (See Instructions)

IN

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=====
 CUSIP No. 008273104
 =====

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

 Jason E. Moment

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
NUMBER OF	5	-0-

SHARES		SHARED VOTING POWER
BENEFICIALLY	6	4,552,000
OWNED BY		

		SOLE DISPOSITIVE POWER
EACH	7	-0-

		SHARED DISPOSITIVE POWER
REPORTING	8	4,552,000
PERSON WITH		

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 4,552,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 10.4%

12 TYPE OF REPORTING PERSON (See Instructions)
 IN

13G

=====
 CUSIP No. 008273104
 =====

 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

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 3 SEC USE ONLY

 CITIZENSHIP OR PLACE OF ORGANIZATION
 4
 United States

		SOLE VOTING POWER
NUMBER OF	5	-0-

		SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY	6	4,552,000

		SOLE DISPOSITIVE POWER
EACH	7	-0-

		SHARED DISPOSITIVE POWER
REPORTING PERSON WITH	8	4,552,000

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 4,552,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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10.4%

 12 TYPE OF REPORTING PERSON (See Instructions)
 IN

Page 18 of 27 Pages

13G

=====
 CUSIP No. 008273104
 =====

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

 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 4,552,000 Shares, which is 10.4% 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 5 SOLE VOTING POWER
 -0-

 SHARES 6 SHARED VOTING POWER
 BENEFICIALLY OWNED BY 4,552,000

 EACH 7 SOLE DISPOSITIVE POWER
 -0-

 REPORTING 8 SHARED DISPOSITIVE POWER
 PERSON WITH 4,552,000

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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4,552,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
10.4%

12 TYPE OF REPORTING PERSON (See Instructions)
IN

Page 19 of 27 Pages

13G

=====
CUSIP No. 008273104
=====

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

Thomas F. Steyer

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 4,552,000 Shares, which is 10.4% 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

5 SOLE VOTING POWER
NUMBER OF SHARES 5
-0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 6
4,552,000

7 SOLE DISPOSITIVE POWER
EACH 7

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-0-

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REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER
4,552,000
-----
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,552,000
-----
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]
-----
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
10.4%
-----
12 TYPE OF REPORTING PERSON (See Instructions)
IN
=====

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Page 20 of 27 Pages

13G

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=====
CUSIP No. 008273104
=====

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

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

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** The reporting persons making this filing hold an aggregate of 4,552,000 Shares, which is 10.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

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3 SEC USE ONLY
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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States
-----

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NUMBER OF 5 SOLE VOTING POWER
-----

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		-0-	
		=====	
SHARES		SHARED VOTING POWER	
BENEFICIALLY	6	4,552,000	
OWNED BY		=====	
		SOLE DISPOSITIVE POWER	
EACH	7	-0-	
		=====	
REPORTING		SHARED DISPOSITIVE POWER	
PERSON WITH	8	4,552,000	
		=====	
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		4,552,000	
		=====	
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[]
		=====	
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		10.4%	
		=====	
12		TYPE OF REPORTING PERSON (See Instructions)	
		IN	
		=====	

Page 21 of 27 Pages

This Amendment No. 2 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on October 5, 2005 (collectively, with all amendments thereto, the "Schedule 13G").

Preliminary Note: This Amendment reports that effective on April 3, 2006 Charles E. Ellwein resigned as a managing member of Farallon Capital Management, L.L.C. and Farallon Partners, L.L.C., two of the Reporting Persons listed below, and as such may no longer be deemed to be a beneficial owner of the securities beneficially owned by such entities as of such date.

Item 1. Issuer

(a) Name of Issuer:

Affordable Residential Communities Inc. (the "Company")

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

600 Grant Street, Suite 900, Denver, Colorado 80203

Item 2. Identity And Background

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

This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 008273104.

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;

Page 22 of 27 Pages

- (v) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it; and
- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it.

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

The Management Company

- (vii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by an entity managed by the Management Company (the "Managed Entity").

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The Farallon General Partner

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

The Farallon Managing Members

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

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

The citizenship of each of the Farallon Funds, the Management Company and the Farallon General Partner is set forth above. Each of the Farallon 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):

Page 23 of 27 Pages

Not Applicable.

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

Box. [X]

Item 4. Ownership

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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 Farallon Funds are owned directly by the Farallon Funds and those reported by the Management Company on behalf of the Managed Entity are owned directly by the Managed Entity. The Farallon General Partner, as general partner to the Farallon Funds, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds. The Management Company, as manager to the Managed Entity, may be deemed to be the beneficial owner of all such Shares owned by the Managed Entity. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds and the Managed Entity. Each of the Management Company, the Farallon General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

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

See Preliminary Note above.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired

The Security Being Reported On By The Parent Holding Company

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

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

Item 9. Notice Of Dissolution Of Group

Not Applicable.

Page 24 of 27 Pages

Item 10. Certification

By signing below I certify that, to the best of my knowledge and

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

Page 25 of 27 Pages

SIGNATURES

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

Dated: October 2, 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.,
TINICUM PARTNERS, L.P. and
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.
By Monica R. Landry,
Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.
By Monica R. Landry,
Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for
each of Chun R. Ding, William F. Duhamel, Charles E. Ellwein,
Richard B. Fried, William F. Mellin, Stephen L. Millham, Jason E.

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Moment, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and
Mark C. Wehrly

The Powers of Attorney executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Ding and Schrier authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Powers of Attorney executed by Ellwein and Patel authorizing Landry to sign and file this Schedule 13G on each person's behalf, which was filed with Amendment No. 4 to

Page 26 of 27 Pages

the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Moment authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference.

Page 27 of 27 Pages