PRG SCHULTZ INTERNATIONAL INC

Form SC 13G/A February 02, 2004

OMB APPROVAL
OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

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

PRG-Schultz International, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

69357C107

(CUSIP Number)

December 31, 2003

(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 the following pages)

Page 1 of 28 Pages Exhibit Index found on Page 27

13G _____ CUSIP No. 69357C107 -----_____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital 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 1,603,267 Shares, which is 2.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. -----SEC USE ONLY -----CITIZENSHIP OR PLACE OF ORGANIZATION California SOLE VOTING POWER -0-NUMBER OF -----6 SHARED VOTING POWER SHARES BENEFICIALLY 319,300 OWNED BY -----SOLE DISPOSITIVE POWER EACH 7 -0-REPORTING _____ PERSON WITH SHARED DISPOSITIVE POWER 8 319,300 -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 319,300 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 1.0 CERTAIN SHARES (See Instructions) _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11

TYPE OF REPORTING PERSON (See Instructions) 12 _____ Page 2 of 28 Pages 13G -----CUSIP No. 69357C107 -----_____ NAMES OF REPORTING PERSONS 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 1,603,267 Shares, which is 2.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. -----SEC USE ONLY -----CITIZENSHIP OR PLACE OF ORGANIZATION California -----SOLE VOTING POWER -0-NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY 301,900 OWNED BY _____ SOLE DISPOSITIVE POWER 7 EACH -0-REPORTING _____ PERSON WITH SHARED DISPOSITIVE POWER 301,900 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 301,900 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

 7C107 MES OF REPO	Paç	ge 3 of 28 Pages 13G
 1ES OF REPOI		
 1ES OF REPOI		
 1ES OF REPOI	======= RTING PEF	13G
 1ES OF REPOI	======= RTING PEF	
	====== RTING PER	
		RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY)
callon Capit	tal Insti	tutional Partners II, L.P.
ECK THE APPI	ROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
**	aggrega class c cover p	eporting persons making this filing hold a ste of 1,603,267 Shares, which is 2.6% of the following securities. The reporting person on this page, however, is a beneficial owner only occurities reported by it on this cover page.
USE ONLY		
FIZENSHIP OF	R PLACE C	F ORGANIZATION
lifornia		
	5	SOLE VOTING POWER
OF.		-0-
-	6	SHARED VOTING POWER
ALLY		32,900
_		SOLE DISPOSITIVE POWER
	7	-0-
		SHARED DISPOSITIVE POWER
	8	32,900
======================================	====== UNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
900		
	** C USE ONLY C	** The reaggregate class of cover puther sections of the section o

	PERCENT OF	======= CLASS REPR	======================================
11	0.1 %		
	U.1 % =======	=======	
TYPE OF		ORTING PER	SON (See Instructions)
12	PN		
	=======	=======	
		Pa	ge 4 of 28 Pages
			13G
	=======		130
SIP No.	69357C107 ======		
1	NAMES OF RE	======= PORTING PE	======================================
	I.R.S. IDEN	TIFICATION	NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Ca	pital Inst	itutional Partners III, L.P.
	CHECK THE A	PPROPRIATE	BOX IF A MEMBER OF A GROUP (See Instruction:
			(a) [] (b) [X]**
2	**	Tho r	eporting persons making this filing hold
		aggreg class cover	ate of 1,603,267 Shares, which is 2.6% of to securities. The reporting person on the page, however, is a beneficial owner only curities reported by it on this cover page.
3	SEC USE ONL	======= Y	
	======= CITIZENSHIP	OR PLACE	======================================
4	Delaware		
	=======	======================================	SOLE VOTING POWER
		J	
NUI	MBER OF		
SHARES BENEFICIALLY OWNED BY		6	SHARED VOTING POWER
			37,200
			SOLE DISPOSITIVE POWER
		7	-0-
	PORTING		
	PERSON WITH		SHARED DISPOSITIVE POWER
	301	8	

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDE 10 CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.1 %	
11	(9)
TYPE OF REPORTING PERSON (See Instructions)	
12 PN	
Page 5 of 28 Pages	
13G	
CUSIP No. 69357C107	
1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENT	FITIES ONLY)
Tinicum Partners, L.P.	
(k	JP (See Instructions) a) [] b) [X]**
2 ** The reporting persons making aggregate of 1,603,267 Shares, class of securities. The reporting persons making aggregate of 1,603,267 Shares, class of securities. The reporting the securities reported by it or	which is 2.6% of the orting person on this eficial owner only of
3 SEC USE ONLY	
CITIZENSHIP OR PLACE OF ORGANIZATION	
4 New York	
5 SOLE VOTING POWER	
-0-	
NUMBER OF6 SHARED VOTING POWER	
SHARES	
BENEFICIALLY 16,200 OWNED BY	
SOLE DISPOSITIVE POWER EACH 7	3
-0- REPORTING	
PERSON WITH SHARED DISPOSITIVE POW 8	VER
16,200	

9	AGGREGATE AMOU	NT BENEFICI <i>A</i>	LLY OWNED BY EACH REPORTING PERSON
	16,200		
10	CHECK IF THE ACCEPTAIN SHARES		OUNT IN ROW (9) EXCLUDES (ctions)
11	PERCENT OF CLA	SS REPRESENT	ED BY AMOUNT IN ROW (9)
	0.0 %	=======	
12	TYPE OF REPORT	ING PERSON (See Instructions)
	PN -=======	========	:======================================
		Page 6	of 28 Pages
			13G
	02576107		13G
CUSIP No. 6			
1	NAMES OF REPOR'		OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capita	al Managemer	t, L.L.C.
	CHECK THE APPRO	====== OPRIATE BOX	IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggregate of class of some cover page,	ing persons making this filing hold an f 1,603,267 Shares, which is 2.6% of the ecurities. The reporting person on this however, is a beneficial owner only of ies reported by it on this cover page.
3	SEC USE ONLY		
4	-=====================================	PLACE OF OF	GANIZATION
	-=====================================	======================================	OLE VOTING POWER
			0-
NUM	BER OF	=	
SHARES			HARED VOTING POWER
	ICIALLY ED BY	=	95,767
E	ACH	7	OLE DISPOSITIVE POWER
REP	ORTING	- =	0-
PERSON WITH		S	HARED DISPOSITIVE POWER

8 895,767 -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 895,767 -----CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) -----PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 1.5 % _____ TYPE OF REPORTING PERSON (See Instructions) 12 IA, 00 Page 7 of 28 Pages 13G ______ CUSIP No. 69357C107 ______ -----NAMES OF REPORTING PERSONS 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 1,603,267 Shares, which is 2.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. ------SEC USE ONLY -----CITIZENSHIP OR PLACE OF ORGANIZATION Delaware -----5 SOLE VOTING POWER -0-NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 707,500 OWNED BY -----SOLE DISPOSITIVE POWER 7 EACH

	ID COMPLIAGO		-0-
REPORTING - PERSON WITH			SHARED DISPOSITIVE POWER
		8	707,500
9	ACCRECATE A	MOINT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
9		MOONI BENEF	ICIABLI OWNED BY EACH REPORTING PERSON
	707 , 500 =		
10		HE AGGREGATE ARES (See In	AMOUNT IN ROW (9) EXCLUDES structions)
	=======		[]
11	PERCENT OF	CLASS REPRE	SENTED BY AMOUNT IN ROW (9)
	1.1 % =		
12	TYPE OF REE	PORTING PERS	ON (See Instructions)
12	00		
		Dag.	o 9 of 29 Dagos
		Pag	e 8 of 28 Pages
			10-
	=======		13G
IP No.	69357C107		
	=======		
1		EPORTING PER	SONS NO. OF ABOVE PERSONS (ENTITIES ONLY)
	David I. Co	ohen	
	CHECK THE A	APPROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggrega class o cover p	porting persons making this filing hold an te of 1,603,267 Shares, which is 2.6% of the f securities. The reporting person on this age, however, is a beneficial owner only of urities reported by it on this cover page.
3	SEC USE ONI	 LY	
	CITIZENSHIE	P OR PLACE O	F ORGANIZATION
4	United Stat		
	=======	5	SOLE VOTING POWER
		J	-0-
NU	MBER OF		
S	HARES	6	SHARED VOTING POWER
	FICIALLY		1,603,267

E			
	EACH		SOLE DISPOSITIVE POWER
REPORTING - PERSON WITH			-0-
		8	SHARED DISPOSITIVE POWER
			1,603,267
9		MOUNT BENEI	FICIALLY OWNED BY EACH REPORTING PERSON
	1,603,267 ====		
10	CHECK IF TH CERTAIN SHA		
			[]
11	PERCENT OF	CLASS REPRI	ESENTED BY AMOUNT IN ROW (9)
	2.6 %		
1.0	TYPE OF REP	ORTING PERS	ON (See Instructions)
12	IN		
			vo 0 of 20 Dagos
		Pag	ge 9 of 28 Pages
			13G
====== IP No.	69357C107		13G
===== IP No. ======	69357C107		13G
IP No.	 = NAMES OF RE		
	 = NAMES OF RE	ITIFICATION	RSONS
1	NAMES OF RE I.R.S. IDEN Chun R. Din	TIFICATION	RSONS
	NAMES OF RE I.R.S. IDEN Chun R. Din	THE REAGGE CLASS COVER 1	RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY) BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** Peporting persons making this filing hold are ate of 1,603,267 Shares, which is 2.6% of the of securities. The reporting person on this
1	NAMES OF RE I.R.S. IDEN Chun R. Din CHECK THE A	THE reaggregation cover part the second	RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY) BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** eporting persons making this filing hold are of 1,603,267 Shares, which is 2.6% of the of securities. The reporting person on this page, however, is a beneficial owner only of
2	NAMES OF RE I.R.S. IDEN Chun R. Din CHECK THE A **	The reaggregation cover paths seements.	RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY) BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** eporting persons making this filing hold are of 1,603,267 Shares, which is 2.6% of the of securities. The reporting person on this page, however, is a beneficial owner only of
2	NAMES OF RE I.R.S. IDEN Chun R. Din CHECK THE A **	The reaggregate class of the second of the s	RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY) BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** eporting persons making this filing hold are ate of 1,603,267 Shares, which is 2.6% of the of securities. The reporting person on this page, however, is a beneficial owner only of curities reported by it on this cover page.
2	NAMES OF RE I.R.S. IDEN Chun R. Din CHECK THE A ** SEC USE ONL CITIZENSHIP	The reaggregate class of the second of the s	RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY) BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** eporting persons making this filing hold an ate of 1,603,267 Shares, which is 2.6% of the of securities. The reporting person on this page, however, is a beneficial owner only of curities reported by it on this cover page.

		6	SHARED VOTING POWER
	SHARES BENEFICIALLY		1,603,267
OWN	ED BY		SOLE DISPOSITIVE POWER
E	ACH	7	-0-
	ORTING		
PERS(HTIW NC	8	SHARED DISPOSITIVE POWER
			1,603,267
9	AGGREGATE AMO	OUNT BENEF	CICIALLY OWNED BY EACH REPORTING PERSON
	1,603,267		
1.0			AMOUNT IN ROW (9) EXCLUDES
10	CERTAIN SHARE	ES (See Ir	istructions) []
	PERCENT OF CI	 LASS REPRE	SENTED BY AMOUNT IN ROW (9)
11	2.6 %		
	TYPE OF REPOR	TING DER	CON (See Instructions)
12		XIIIVO ILIKE	on (See Instructions)
	IN ========		
		Pag	ge 10 of 28 Pages
			13G
	======		136
CUSIP No.	69357C107 ======		
	========		
1	NAMES OF REPO		RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY)
			No. of the Philodia (Entitled Only)
	Joseph F. Dow		
	CHECK THE API	PROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
2			(b) [X]**
	* *		eporting persons making this filing hold an
		class c	ate of 1,603,267 Shares, which is 2.6% of the of securities. The reporting person on this
			page, however, is a beneficial owner only of curities reported by it on this cover page.
3	SEC USE ONLY		
4	CITIZENSHIP (OR PLACE C	OF ORGANIZATION
4	United States	5	
	========	======================================	SOLE VOTING POWER

NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 1,603,267 OWNED BY SOLE DISPOSITIVE POWER EACH 7 REPORTING				
SHARES BENEFICIALLY OWNED BY SOLE DISPOSITIVE POWER EACH 7 -0- REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 1,603,267 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,603,267 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 2.6 % TYPE OF REPORTING PERSON (See Instructions) 12 IN Page 11 of 28 Pages 13G CUSIP No. 69357C107 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William F. Duhame1 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) 12 ** The reporting persons making this filing hoaggregate of 1,603,267 Shares, which is 2.6% oclass of securities. The reporting person cover page, however, is a beneficial owner on the securities reported by it on this cover page	NUMBER	R OF		-0-
BENEFICIALLY 1,603,267 OWNED BY SOLE DISPOSITIVE POWER FACH 7 REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER 1,603,267 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,603,267 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 2.6 % TYPE OF REPORTING PERSON (See Instructions) 12 IN Page 11 of 28 Pages 13G USIP No. 69357C107 1 NAMES OF REPORTING PERSONS 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) 2 ** The reporting persons making this filing hose aggregate of 1,603,267 Shares, which is 2.6% or class of securities. The reporting person cover page, however, is a beneficial owner on the securities reported by it on this cover page	NOTIBER OF		6	SHARED VOTING POWER
BACH 7 REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 1,603,267 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,603,267 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 2.6 % TYPE OF REPORTING PERSON (See Instructions) 12 IN Page 11 of 28 Pages 13G USIP No. 69357C107 1 NAMES OF REPORTING PERSONS 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) 2 ** The reporting persons making this filing hough aggregate of 1,603,267 Shares, which is 2.6% or class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page	BENEFIC	IALLY		1,603,267
REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 1,603,267 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,603,267 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 2.6 % TYPE OF REPORTING PERSON (See Instructions) 12 IN Page 11 of 28 Pages 13G USIP No. 69357C107 1 NAMES OF REPORTING PERSONS 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) 2 ** The reporting persons making this filing hough aggregate of 1,603,267 Shares, which is 2.6% or class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page	¥			SOLE DISPOSITIVE POWER
PERSON WITH 8 1,603,267 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,603,267 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 2.6 % TYPE OF REPORTING PERSON (See Instructions) 12 IN Page 11 of 28 Pages 13G ISIP No. 69357C107 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William F. Duhamel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructional Company of the Securities of Securities on the Securities of Securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page	EACH	ł	7	-0-
1,603,267 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,603,267 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 2.6 % TYPE OF REPORTING PERSON (See Instructions) 12 IN Page 11 of 28 Pages 13G JSIP No. 69357C107		-		=
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) TYPE OF REPORTING PERSON (See Instructions) IN Page 11 of 28 Pages 13G JSIP No. 69357C107 1 NAMES OF REPORTING PERSONS 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 ** The reporting persons making this filing how aggregate of 1,603,267 Shares, which is 2.6% or class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page			8	1,603,267
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 2.6 % TYPE OF REPORTING PERSON (See Instructions) 12 IN Page 11 of 28 Pages 13G SIFP NO. 69357C107 ** ** THE REPORTING PERSONS 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]** ** The reporting persons making this filing howays aggregate of 1,603,267 Shares, which is 2.6% or class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page	9 2	 AGGREGATE AMO	UNT BENEF	======================================
10 CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 2.6 % TYPE OF REPORTING PERSON (See Instructions) 12 IN Page 11 of 28 Pages 13G SIP No. 69357C107 ** ** The reporting persons making this filing how aggregate of 1,603,267 Shares, which is 2.6% or class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page.		L,603,267		
TYPE OF REPORTING PERSON (See Instructions) 12 IN Page 11 of 28 Pages 13G USIP No. 69357C107 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William F. Duhamel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) []				structions)
TYPE OF REPORTING PERSON (See Instructions) 12 IN Page 11 of 28 Pages 13G SIP No. 69357C107 William F. Duhamel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]** 2 ** The reporting persons making this filing how aggregate of 1,603,267 Shares, which is 2.6% or class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page		PERCENT OF CL	ASS REPRE	======================================
Page 11 of 28 Pages 13G 13G 13G 13G 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William F. Duhamel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]** 2 ** The reporting persons making this filing how aggregate of 1,603,267 Shares, which is 2.6% or class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page		2.6 %		
Page 11 of 28 Pages 13G ISIP No. 69357C107 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William F. Duhamel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]** 2 ** The reporting persons making this filing how aggregate of 1,603,267 Shares, which is 2.6% on class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page		FYPE OF REPOR	TING PERS	ON (See Instructions)
13G JSIP No. 69357C107 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William F. Duhamel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X] ** 2 ** The reporting persons making this filing how aggregate of 1,603,267 Shares, which is 2.6% or class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page		IN		
TSIP No. 69357C107 I NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William F. Duhamel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X] ** The reporting persons making this filing how aggregate of 1,603,267 Shares, which is 2.6% or class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page			Pag	
1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William F. Duhamel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]** 2 ** The reporting persons making this filing how aggregate of 1,603,267 Shares, which is 2.6% or class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page	-=======			13G
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William F. Duhamel CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]** 2 ** The reporting persons making this filing how aggregate of 1,603,267 Shares, which is 2.6% or class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page	JSIP No. 693	357C107 =====		
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]** 2 ** The reporting persons making this filling how aggregate of 1,603,267 Shares, which is 2.6% of class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page				
(a) []	V	Villiam F. Du	hamel	
** The reporting persons making this filing how aggregate of 1,603,267 Shares, which is 2.6% or class of securities. The reporting person on cover page, however, is a beneficial owner on the securities reported by it on this cover page		CHECK THE APP	ROPRIATE 1	(a) []
3 SEC USE ONLY	2	**	aggrega class of cover p	te of 1,603,267 Shares, which is 2.6% of the securities. The reporting person on this age, however, is a beneficial owner only of
	3 8	SEC USE ONLY	_=====	
CITIZENSHIP OR PLACE OF ORGANIZATION 4		CITIZENSHIP O	======================================	F ORGANIZATION

	United Stat	es	
		5	SOLE VOTING POWER
			-0-
NU	MBER OF	6	SHARED VOTING POWER
	HARES FICIALLY		1,603,267
OW	NED BY		SOLE DISPOSITIVE POWER
	EACH	7	-0-
	PORTING SON WITH		SHARED DISPOSITIVE POWER
		8	1,603,267
9	AGGREGATE A	MOUNT BENE	======================================
	1,603,267		
	CHECK IF TH	E AGGREGATI	======================================
10			nstructions)
	===================================	CLASS REPRI	======================================
11	2.6 %		
	========	ORTING PER	SON (See Instructions)
12	IN	OKTING THE	ook (see instructions)
	=========		
		Pa	ge 12 of 28 Pages
			13G
CUSIP No.	69357C107		
	=======		
1	NAMES OF RE		RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Charles E. Ellwein		
	CHECK THE A	PPROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggrega class o cover p	eporting persons making this filing hold an ate of 1,603,267 Shares, which is 2.6% of the of securities. The reporting person on this page, however, is a beneficial owner only of curities reported by it on this cover page.

3 SEC USE ONLY

13

4	CITIZENSHIP	OR PLACE	OF ORGANIZATION		
4	United Stat	es			
	=======	5	SOLE VOTING POWER		
			-0-		
NU	MBER OF	6	SHARED VOTING POWER		
_	HARES FICIALLY		1,603,267		
OW	NED BY		SOLE DISPOSITIVE POWER		
:	EACH	7	-0-		
	PORTING SON WITH		SHARED DISPOSITIVE POWER		
1 110	JON WIII	8	1,603,267		
	===================================	MOUNE DENE			
9		MOUNI BENE	FICIALLY OWNED BY EACH REPORTING PERSON		
	1,603,267 ======				
10			E AMOUNT IN ROW (9) EXCLUDES		
	=======				
11	PERCENT OF	CLASS REPRI	ESENTED BY AMOUNT IN ROW (9)		
11	2.6 %				
	TYPE OF REP	ORTING PER	SON (See Instructions)		
12	IN				
	=======				
		Pa	ge 13 of 28 Pages		
			13G		
JSIP No.	======= 69357C107				
	=======				
1	NAMES OF RE		RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Richard B.	Richard B. Fried			
	CHECK THE A	PPROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**		
2	**	aggrega class o cover p	eporting persons making this filing hold an ate of 1,603,267 Shares, which is 2.6% of the of securities. The reporting person on this page, however, is a beneficial owner only of curities reported by it on this cover page.		

3	SEC USE ONLY					
4			ORGANIZATION			
	United States	3				
	========	5	SOLE VOTING POWER			
			-0-			
	BER OF ARES	6	SHARED VOTING POWER			
BENEF	ARES ICIALLY ED BY		1,603,267			
	ACH	7	SOLE DISPOSITIVE POWER			
DED	ORTING		-0-			
	ON WITH	8	SHARED DISPOSITIVE POWER			
		O	1,603,267			
9	AGGREGATE AMO	OUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
	1,603,267					
10	CHECK IF THE		AMOUNT IN ROW (9) EXCLUDES structions)			
	PERCENT OF CI	LASS REPRES	ENTED BY AMOUNT IN ROW (9)			
11	2.6 %	2.6 %				
	TYPE OF REPOR	 RTING PERSC	N (See Instructions)			
12	12 IN					
		=======				
		Page	e 14 of 28 Pages			
			13G			
CUSIP No.	====== 69357C107					
=======	======					
1	NAMES OF REPO		CONS IO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Monica R. Lar	ndry				
	CHECK THE APP	PROPRIATE E	OOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**			
2	**		porting persons making this filing hold an e of 1,603,267 Shares, which is 2.6% of the			

class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. _____ SEC USE ONLY ------CITIZENSHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER 5 -0-NUMBER OF -----6 SHARED VOTING POWER SHARES BENEFICIALLY 1,603,267 OWNED BY SOLE DISPOSITIVE POWER 7 EACH -0-REPORTING _____ PERSON WITH SHARED DISPOSITIVE POWER 8 1,603,267 _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,603,267 -----CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) Γ _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 2.6 % ------TYPE OF REPORTING PERSON (See Instructions) 12 -----Page 15 of 28 Pages 13G CUSIP No. 69357C107 _____ NAMES OF REPORTING PERSONS 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 reaggregated class cover p	eporting persons making this filing hold an ate of 1,603,267 Shares, which is 2.6% of the of securities. The reporting person on this page, however, is a beneficial owner only of curities reported by it on this cover page.			
3	SEC USE ONL	======= Y				
4	CITIZENSHIP		DF ORGANIZATION			
	=======	5	SOLE VOTING POWER			
			-0-			
	MBER OF	6	SHARED VOTING POWER			
BENE	HARES FICIALLY		1,603,267			
	NED BY	7	SOLE DISPOSITIVE POWER			
	EACH REPORTING - PERSON WITH		-0-			
			SHARED DISPOSITIVE POWER			
		8	1,603,267			
9	AGGREGATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,603,267					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []					
	PERCENT OF	 CLASS REPRE	ESENTED BY AMOUNT IN ROW (9)			
11	2.6 %					
	TYPE OF REPORTING PERSON (See Instructions)					
12	IN	IN				
		======= Paç	ge 16 of 28 Pages			
			13G			
	======= 69357C107 ======					
	======					
1	NAMES OF RE		RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Stephen L.	Millham				

	CHECK THE A	APPROPRIATE B	OX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggregat class of cover pa	porting persons making this filing hold an e of 1,603,267 Shares, which is 2.6% of the securities. The reporting person on this age, however, is a beneficial owner only of writies reported by it on this cover page.
3	SEC USE ONI	LY	
4	CITIZENSHIE United Stat		ORGANIZATION
		5	SOLE VOTING POWER
	NUMBER OF SHARES	6	SHARED VOTING POWER
	NEFICIALLY DWNED BY		1,603,267
	EACH REPORTING	7	-0-
PE	ERSON WITH	8	SHARED DISPOSITIVE POWER 1,603,267
9	AGGREGATE A	AMOUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
10	CHECK IF TH	HE AGGREGATE ARES (See Ins	AMOUNT IN ROW (9) EXCLUDES structions)
11	PERCENT OF 2.6 %	CLASS REPRES	ENTED BY AMOUNT IN ROW (9)
12		PORTING PERSO	N (See Instructions)
	IN =========		17 of 20 Dagge
		Page	e 17 of 28 Pages
======= CUSIP No	. 69357C107		13G
1		 EPORTING PERS	
	I.R.S. IDEN	NTIFICATION N	O. OF ABOVE PERSONS (ENTITIES ONLY)

18

2	CHECK THE A	APPROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**		
2	**	aggreg class cover	eporting persons making this filing hold a ate of 1,603,267 Shares, which is 2.6% of the of securities. The reporting person on this page, however, is a beneficial owner only ocurities reported by it on this cover page.		
3	SEC USE ONI	 LY			
4			OF ORGANIZATION		
	United Stat	.es -====================================	SOLE VOTING POWER		
			-0-		
	MBER OF	6	SHARED VOTING POWER		
SHARES BENEFICIALLY OWNED BY -			1,603,267		
		7	SOLE DISPOSITIVE POWER		
	PORTING	,	-0- 		
	SON WITH	8	SHARED DISPOSITIVE POWER		
			1,603,267		
9	AGGREGATE A	AMOUNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON		
	1,603,267	1,603,267			
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []			
11	PERCENT OF	CLASS REPR	ESENTED BY AMOUNT IN ROW (9)		
	2.6 %				
12	TYPE OF REF	PORTING PER	SON (See Instructions)		
	IN				
			ge 18 of 28 Pages		

13G

CUSIP No. 69357C107

1		AMES OF REPORTING PERSONS R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Derek C. So	chrier			
2	CHECK THE A	 APPROPRIATE	BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]**		
2	**	aggreg class cover	eporting persons making this filing hold ate of 1,603,267 Shares, which is 2.6% of of securities. The reporting person on t page, however, is a beneficial owner only curities reported by it on this cover page.		
3	SEC USE ONI	 .Y			
4	CITIZENSHIE	OR PLACE	OF ORGANIZATION		
	United Stat	es 			
		5	SOLE VOTING POWER		
NIT	JMBER OF		-0-		
		6	SHARED VOTING POWER		
BENE	SHARES EFICIALLY		1,603,267		
OM	NED BY		SOLE DISPOSITIVE POWER		
	EACH	7	-0-		
	PORTING RSON WITH		SHARED DISPOSITIVE POWER		
		8	1,603,267		
9	AGGREGATE A	MOUNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON		
	1,603,267				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	2.6 %				
12	TYPE OF REF	ORTING PER	SON (See Instructions)		
	IN				

Page 19 of 28 Pages

13G

CUSIP No. 69357C107 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Thomas F. Stever 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 1,603,267 Shares, which is 2.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY -----CITIZENSHIP OR PLACE OF ORGANIZATION United States -----5 SOLE VOTING POWER -0-NUMBER OF -----6 SHARED VOTING POWER SHARES BENEFICIALLY 1,603,267 _____ OWNED BY SOLE DISPOSITIVE POWER 7 EACH -0-REPORTING _____ PERSON WITH SHARED DISPOSITIVE POWER 8 1,603,267 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,603,267 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 2.6 % ______ TYPE OF REPORTING PERSON (See Instructions) 12 _____

Page 20 of 28 Pages

13G

		13G			
CUSTP NO	 69357C107				
=======					
1		PORTING PERSONS TIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Mark C. Wel	rly			
	CHECK THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**			
2	**	The reporting persons making this filing hold as aggregate of 1,603,267 Shares, which is 2.6% 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 ON	Y			
4	CITIZENSHI	OR PLACE OF ORGANIZATION			
-	United Stat	es			
		5 SOLE VOTING POWER			
		-0-			
NU	JMBER OF				
5	SHARES	6 SHARED VOTING POWER			
	EFICIALLY NNED BY	1,603,267			
		SOLE DISPOSITIVE POWER			
	EACH	-0-			
	EPORTING RSON WITH	SHARED DISPOSITIVE POWER			
		8 1,603,267			
9	AGGREGATE A	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1,603,267				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
		[] ====================================			
11	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)			
11	2.6 %				
	TYPE OF REI	ORTING PERSON (See Instructions)			
12	IN				
	=======				

Page 21 of 28 Pages

This Amendment No. 1 to Schedule 13G amends the Schedule 13G initially filed on August 13, 2003 (collectively, with all amendments thereto, the "Schedule 13G").

Item 1. Issuer

(a) Name of Issuer:

PRG-Schultz International, Inc. (the "Company")

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

600 Galleria Parkway, Suite 100, Atlanta, Georgia 30339-5986

Item 2. Identity And Background

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

This statement relates to Shares of Common Stock, no par value, (the "Shares") of the Company. The CUSIP number of the Shares is 69357C107.

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 Partnerships

- (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;
- (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 "Partnerships."

Page 22 of 28 Pages

The Management Company

(vi) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed Accounts").

The General Partner Of The Partnerships

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

The Managing Members Of the General Partner And The Management Company

(viii) The following persons who are managing members of
both the General Partner and the Management Company,
with respect to the Shares held by the Partnerships
and the Managed Accounts: David I. Cohen ("Cohen"),
Chun R. Ding ("Ding"), Joseph F. Downes ("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").

Cohen, 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 Partnerships, the General Partner and the Management Company is set forth above. Each of the Individual Reporting Persons is a United States citizen. 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.

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.

Page 23 of 28 Pages

The Shares reported hereby for the Partnerships are owned directly by the Partnerships and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The General Partner, as general partner to the Partnerships, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Managed Accounts. The Individual Reporting Persons, as managing members of both the General Partner and/or the Management Company, may each be deemed to be the beneficial owner of all such Shares held by the Partnerships and the Managed Accounts. Each of the Management Company, the General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

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

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

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

Not Applicable.

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Rule 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.

Page 24 of 28 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: February 2, 2004

/s/ Joseph F. Downes

FARALLON PARTNERS, L.L.C.,
on its own behalf and as 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 Joseph F. Downes,
Managing Member

/s/ Joseph F. Downes

FARALLON CAPITAL MANAGEMENT, L.L.C.,
By Joseph F. Downes,
Managing Member

/s/ Joseph F. Downes

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

The Powers of Attorney, each executed by Cohen, Mellin, Millham and Steyer authorizing Downes to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on January 20, 1998, by such Reporting Persons with respect to the Units of Spiros Development Corporation II, Inc., are hereby incorporated by reference. The Powers of Attorney, each executed by Duhamel and Fried authorizing Downes to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 7 to the Schedule 13D filed with the Securities and Exchange Commission on February 9, 1999 by such Reporting Persons with respect to the Callable Class A Common Stock of Crescendo Pharmaceuticals Corporation, are

Page 25 of 28 Pages

hereby incorporated by reference. The Power of Attorney executed by Mark C. Wehrly authorizing Downes to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 4 to the Schedule 13D filed with the Securities and Exchange Commission on January 18, 2000, by such Reporting Person with respect to the Class A Common Stock of Momentum Business Applications, Inc., is hereby incorporated by reference. The Power of Attorney executed by Monica R. Landry authorizing Downes, as well as Stever and Cohen, to sign and file this Schedule 13D on her behalf, which was filed with the Schedule 13G filed with the Securities and Exchange Commission on January 22, 2001, by such Reporting Person with respect to the Common Stock of Korn/Ferry International is hereby incorporated by reference. The Powers of Attorney executed by each of Chun R. Ding and Derek C. Schrier authorizing Downes to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Person with respect to the Common Stock of Salix Pharmaceuticals, Ltd., is hereby incorporated by reference. The Powers of Attorney executed by each of Charles E. Ellwein and Rajiv A. Patel authorizing Downes to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004 by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference.

Page 26 of 28 Pages

EXHIBIT INDEX

EXHIBIT 9

Joint Acquisition Statement Pursuant to Section 240.13d1(k)

Page 27 of 28 Pages

EXHIBIT 9 to SCHEDULE 13G

JOINT ACQUISITION STATEMENT PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: February 2, 2004

/s/ Joseph F. Downes

FARALLON PARTNERS, L.L.C.,
on its own behalf and as 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 Joseph F. Downes
Managing Member

/s/ Joseph F. Downes

FARALLON CAPITAL MANAGEMENT, L.L.C.
By Joseph F. Downes
Managing Member

/s/ Joseph F. Downes

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

Page 28 of 28 Pages