
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) * |
|--|
| Hercules Technology Growth Capital, Inc. |
| (Name of Issuer) |
| Common Stock, par value \$0.001 per share |
| (Title of Class of Securities) |
| 427096102 |
| (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) 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 out shall be subject to all other provisions of the Act (however, see the Notes). |
| (Continued on following pages) Page 1 of 26 Pages |
| Exhibit Index Found on Page 25 |
| 120 |
| 13G |
| CUSIP No. 427096102 |
| NAMES OF REPORTING PERSONS 1 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]** |

The reporting persons making this filing hold an aggregate of 941,240 Shares, which is 9.5% of the class of securities. The reporting person on this

2

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

| | | page. | . [See Preliminary Note] | | |
|-----------------|---|------------------------------|--|--|--|
| 3 | SEC USE (| ======= ONLY | | | |
| 4 | | | E OF ORGANIZATION | | |
| | Californ: | ia ======= | | | |
| | | 5 | SOLE VOTING POWER | | |
| NUMBE: | NUMBER OF | | -0- | | |
| SHAR BENEFIC | | 6 | SHARED VOTING POWER | | |
| OWNED | ВҮ | | 423,557 [See Preliminary Note] | | |
| EAC | Н | 7 | SOLE DISPOSITIVE POWER | | |
| REPOR' | | | -0- | | |
| PERSON | WITH | 8 | SHARED DISPOSITIVE POWER | | |
| | | Ŭ | 423,557 [See Preliminary Note] | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 423,557 [See Preliminary Note] | | | | |
| 10 | | | ATE AMOUNT IN ROW (9) EXCLUDES Instructions) [] | | |
| 11 | | OF CLASS REI e Prelimina: | PRESENTED BY AMOUNT IN ROW (9) | | |
| | 4.3% [See | ========= | ry note] | | |
| 12 | TYPE OF I | REPORTING PE | ERSON (See Instructions) | | |
| | PN | | | | |
| | | | | | |
| | | I | Page 2 of 26 Pages | | |
| | | | | | |
| | | | | | |
| ======= | | | 13G | | |
| CUSIP No. 4 | 27096102 ===== | | | | |
| | | REPORTING H | | | |
| 1 | | | ON 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 941,240 Shares, which is 9.5% 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. [See Preliminary Note]

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

California

SOLE VOTING POWER

NUMBER OF

-0-

| | SHARES BENEFICIALLY OWNED BY | | SHARED VOTING POWER | |
|--------|--|------------|--|--|
| | | | 385,908 [See Preliminary Note] | |
| EAC | EACH | | SOLE DISPOSITIVE POWER | |
| REPOR | | 7 | -0- | |
| PERSON | WITH - | | SHARED DISPOSITIVE POWER | |
| | | 8 | 385,908 [See Preliminary Note] | |
| | AGGREGATE | AMOUNT BEN | EFICIALLY OWNED BY EACH REPORTING PERSON | |
| 9 | 385 , 908 [S | ee Prelimi | nary Note] | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] | | | |
| | PERCENT OF | | PRESENTED BY AMOUNT IN ROW (9) | |
| 11 | 3.9% [See Preliminary Note] | | | |
| | TYPE OF REPORTING PERSON (See Instructions) | | | |
| 12 | PN | | | |
| | | | | |
| | | | | |

Page 3 of 26 Pages

13G

```
CUSIP No. 427096102
```

NAMES OF REPORTING PERSONS

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

Farallon Capital Institutional Partners 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 941,240 Shares, which is 9.5% 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. [See Preliminary Note]

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

California

SOLE VOTING POWER

NUMBER OF -0-

SHARES SHARED VOTING POWER

BENEFICIALLY

6 56,475 [See Preliminary Note] OWNED BY

EACH SOLE DISPOSITIVE POWER

7 REPORTING

PERSON WITH SHARED DISPOSITIVE POWER

56,475 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

| 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 | 0.6% [See Preliminary Note] | | | | | | | |
| | TYPE OF REPORTING PERSON (See Instructions) | | | | | | | |
| 12 | PN | | | | | | | |
| | | P | Page 4 of 26 Pages | === | | | | |
| ====================================== | ====== 27006102 | | 13G | | | | | |
| CUSIP No. 4 | 27096102 | | | | | | | |
| 1 | | rificatio | PERSONS ON NO. OF ABOVE PERSONS (ENTITIES ONLY) | === | | | | |
| | CHECK THE A | ====== PPROPRIAT | E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** | === | | | | |
| 2 | ** | aggre class cover only | reporting persons making this filing hold an egate of 941,240 Shares, which is 9.5% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner of the securities reported by it on this cover [See Preliminary Note] | e s r | | | | |
| 3 | SEC USE ONL | Y | | === | | | | |
| 4 | CITIZENSHIP Delaware | OR PLACE | OF ORGANIZATION | | | | | |
| | ======= | | SOLE VOTING POWER | === | | | | |
| NUMBE | R OF | 5 | -0- | | | | | |
| SHAR | ES | | SHARED VOTING POWER | = | | | | |
| BENEFIC OWNED | | 6 | 56,475 [See Preliminary Note] | | | | | |
| EAC | Н | | SOLE DISPOSITIVE POWER | = | | | | |
| REPOR | RTING | 7 | -0- | | | | | |
| PERSON | WITH | | SHARED DISPOSITIVE POWER | = | | | | |
| | 8 | | 56,475 [See Preliminary Note] | | | | | |
| | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | |
| 9 | 56,475 [See Preliminary Note] | | | | | | | |
| 10 | | | TE AMOUNT IN ROW (9) EXCLUDES Instructions) [] | === | | | | |
| | PERCENT OF | ====== CLASS REP | PRESENTED BY AMOUNT IN ROW (9) | === | | | | |
| 11 | 0.6% [See P: | reliminar | ry Note] | | | | | |
| | TYPE OF REP | ====== DRTING PE | RSON (See Instructions) | === | | | | |
| 12 | PN | | | | | | | |

| | | | 13G |
|--------------------------|---|------------------|---|
| CUSIP No. 4 | | | |
| | | | |
| 1 | NAMES OF REPOR | | ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) |
| | Tinicum Partne | rs, L. | P. |
| 0 | CHECK THE APPR | OPRIAT: | E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** |
| 2 | ** | aggrectass cover | reporting persons making this filing hold an gate of 941,240 Shares, which is 9.5% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner of the securities reported by it on this cover [See Preliminary Note] |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR | PLACE | OF ORGANIZATION |
| NUMBE | 5 R OF | | SOLE VOTING POWER |
| SHAR BENEFIC OWNED | IALLY 6 | | SHARED VOTING POWER 18,825 [See Preliminary Note] |
| EAC REPOR | 7 | | SOLE DISPOSITIVE POWER -0- |
| PERSON | WITH | | SHARED DISPOSITIVE POWER 18,825 [See Preliminary Note] |
| 9 | AGGREGATE AMOU | | EFICIALLY OWNED BY EACH REPORTING PERSON ary Note] |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] | | |
| 11 | PERCENT OF CLA 0.2% [See Prel | | ====================================== |
| 12 | TYPE OF REPORT | ING PE | RSON (See Instructions) |

Page 6 of 26 Pages

13G

CUSIP No. 427096102

- -----

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

| 2 | CHECK THE APP | PROPRIAT | E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** | | |
|------------------|-----------------------------|---------------------------------|---|--|--|
| 2 | ** | aggre class cover only | reporting persons making this filing hold an gate of 941,240 Shares, which is 9.5% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner of the securities reported by it on this cover [See Preliminary Note] | | |
| 3 | SEC USE ONLY | | | | |
| 4 | CITIZENSHIP (| PLACE | OF ORGANIZATION | | |
| | | 5 | SOLE VOTING POWER | | |
| NUMBE | R OF | | -0- | | |
| SHARI BENEFIC | IALLY | 6 | SHARED VOTING POWER | | |
| OWNED | | | 941,240 [See Preliminary Note] | | |
| EAC | H | 7 | SOLE DISPOSITIVE POWER | | |
| REPOR' PERSON | | | -0- | | |
| LENSON | MIIII | 0 | SHARED DISPOSITIVE POWER | | |
| | | 8 | 941,240 [See Preliminary Note] | | |
| | ======= AGGREGATE AMC | UNT BEN | EFICIALLY OWNED BY EACH REPORTING PERSON | | |
| 9 | 941.240 [See | See Preliminary Note] | | | |
| | ====== | | | | |
| 10 | CERTAIN SHARE | | TE AMOUNT IN ROW (9) EXCLUDES Instructions) [] | | |
| 11 | PERCENT OF CI | ASS REF | PESENTED BY AMOUNT IN ROW (9) | | |
| 11 | 9.5% [See Preliminary Note] | | | | |
| | TYPE OF REPOR | RTING PE | RSON (See Instructions) | | |
| 12 | 00 | | | | |
| | ====== | | | | |
| | | | | | |
| | | P | age 7 of 26 Pages | | |
| | | | 13G | | |
| | ====== | | 199 | | |
| | | | | | |
| IP No. 4: | | | | | |
| | NAMES OF REPO | | ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) | | |
| | NAMES OF REPO | | | | |
| | NAMES OF REPO | FICATIC | | | |

3 SEC USE ONLY

| 4 | | | | | | |
|--------------------------|--|---|--|--|--|--|
| | United Stat | .es :====== | | | | |
| | | 5 | SOLE VOTING POWER | | | |
| NUMBEI | R OF | 5 | -0- | | | |
| SHARI | | | SHARED VOTING POWER | | | |
| BENEFICIALLY OWNED BY | | 6 | 941,240 [See Preliminary Note] | | | |
| EACI | H | | SOLE DISPOSITIVE POWER | | | |
| REPORTING | | 7 | -0- | | | |
| | WITH | | SHARED DISPOSITIVE POWER | | | |
| | | 8 | | | | |
| | ===== | | | | | |
| 9 | AGGREGATE A | MOUNT B | ENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
| | | | minary Note] ==================================== | | | |
| 10 | | | GATE AMOUNT IN ROW (9) EXCLUDES e Instructions) [] | | | |
| | ======== | .====== | | | | |
| 11 | | | EPRESENTED BY AMOUNT IN ROW (9) | | | |
| | 9.5% [See E | | ary Note] ==================================== | | | |
| 12 | TYPE OF REE | PORTING | PERSON (See Instructions) | | | |
| IN | | | | | | |
| | | | Page 8 of 26 Pages | | | |
| | | | Page 8 of 26 Pages | | | |
| IP No. 42 | | | | | | |
| IP No. 42 | | | | | | |
| IP No. 42 | 27096102 NAMES OF RE | | 13G | | | |
| | 27096102 NAMES OF RE | TIFICAT | 13G PERSONS ION NO. OF ABOVE PERSONS (ENTITIES ONLY) | | | |
| | 27096102 NAMES OF RE I.R.S. IDEN | Duhamel | PERSONS ION NO. OF ABOVE PERSONS (ENTITIES ONLY) ATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] | | | |
| | ====== 27096102 ====== NAMES OF RE I.R.S. IDEN William F. ==================================== | Duhamel Duhamel | PERSONS ION NO. OF ABOVE PERSONS (ENTITIES ONLY) ATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** | | | |
| 1 | 27096102 NAMES OF RE I.R.S. IDEN | Duhamel Duhamel PPROPRI The agg cla cov onl | PERSONS ION NO. OF ABOVE PERSONS (ENTITIES ONLY) ATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** reporting persons making this filing hold a regate of 941,240 Shares, which is 9.5% of the securities. The reporting person on the er page, however, may be deemed a beneficial owner. | | | |
| 2 | ====== 27096102 ====== NAMES OF RE I.R.S. IDEN William F. ==================================== | Duhamel Duhamel PPROPRI The agg cla cov onl pag | PERSONS ION NO. OF ABOVE PERSONS (ENTITIES ONLY) ATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a regate of 941,240 Shares, which is 9.5% of the securities. The reporting person on the er page, however, may be deemed a beneficial owney of the securities reported by it on this cover. | | | |
| 2 | NAMES OF RE I.R.S. IDEN William F. CHECK THE A | The agg cla cov onl pag | PERSONS ION NO. OF ABOVE PERSONS (ENTITIES ONLY) ATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a regate of 941,240 Shares, which is 9.5% of the securities. The reporting person on the er page, however, may be deemed a beneficial owney of the securities reported by it on this cover. | | | |
| 2 | NAMES OF RE I.R.S. IDEN William F. CHECK THE A | The agg cla cov onl pag | PERSONS ION NO. OF ABOVE PERSONS (ENTITIES ONLY) ATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a regate of 941,240 Shares, which is 9.5% of the securities. The reporting person on the er page, however, may be deemed a beneficial owney of the securities reported by it on this covere. [See Preliminary Note] | | | |
| 2 | NAMES OF RE I.R.S. IDEN William F. CHECK THE A | The agg cla cov onl pag | PERSONS ION NO. OF ABOVE PERSONS (ENTITIES ONLY) ATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a regate of 941,240 Shares, which is 9.5% of the securities. The reporting person on the er page, however, may be deemed a beneficial owney of the securities reported by it on this covere. [See Preliminary Note] | | | |
| 2 | Z7096102 NAMES OF RE I.R.S. IDEN William F. CHECK THE F ** SEC USE ONI CITIZENSHIE United Stat | The agg cla cov onl pag | PERSONS ION NO. OF ABOVE PERSONS (ENTITIES ONLY) ATE BOX IF A MEMBER OF A GROUP (See Instructions: (a) [] (b) [X]** reporting persons making this filing hold a regate of 941,240 Shares, which is 9.5% of this of securities. The reporting person on this er page, however, may be deemed a beneficial owney of the securities reported by it on this covere. [See Preliminary Note] CE OF ORGANIZATION | | | |
| 2 3 4 | 27096102 NAMES OF RE I.R.S. IDEN William F. CHECK THE A ** SEC USE ONI CITIZENSHIE United Stat | The agg cla cov onl pag | PERSONS ION NO. OF ABOVE PERSONS (ENTITIES ONLY) ATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** reporting persons making this filing hold a regate of 941,240 Shares, which is 9.5% of the securities. The reporting person on the er page, however, may be deemed a beneficial owner by of the securities reported by it on this cover e. [See Preliminary Note] CE OF ORGANIZATION SOLE VOTING POWER | | | |

SOLE DISPOSITIVE POWER

EACH

| | TING WITH - | | -0- |
|---|---|--|--|
| | | 8 | SHARED DISPOSITIVE POWER |
| | | .======= | 941,240 [See Preliminary Note] |
| 9 | AGGREGATE | AMOUNT BE | NEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 941,240 [S | ee Prelim | inary Note] |
| 10 | | | ATE AMOUNT IN ROW (9) EXCLUDES Instructions) [] |
| | PERCENT OF | CLASS RE | PRESENTED BY AMOUNT IN ROW (9) |
| 11 | 9.5% [See | Prelimina | ry Note] |
| | TYPE OF RE | PORTING P | ERSON (See Instructions) |
| 12 | IN | | |
| | ===== | ======= | |
| | | | |
| | | | Page 9 of 26 Pages |
| | | | |
| | | | |
| | ====== | | 13G |
| P No. 4: | 27096102 | | |
| | | | |
| 1 | NAMES OF R | | |
| 1 | | | ON NO. OF ABOVE PERSONS (ENTITIES ONLY) |
| | Charles E. | | |
| 2 | CHECK THE | APPROPRIA | TE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** |
| | | The | reporting persons making this filing hold ar egate of 941,240 Shares, which is 9.5% of the |
| 2 | ** | clas cove only | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner |
| 3 | ** ====== SEC USE ON | clas cove only page | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover |
| | = | clas cove only page | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover |
| | SEC USE ON | clas cove only page LLY | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover |
| 3 | SEC USE ON | clas cove only page | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover. [See Preliminary Note] |
| 3 | SEC USE ON | clas cove only page | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover. [See Preliminary Note] |
| 3 | SEC USE ON CITIZENSHI United Sta | clas cove only page LLY P OR PLAC | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover. [See Preliminary Note] |
| 3 4 NUMBE | SEC USE ON CITIZENSHI United Sta | clas cove only page LLY P OR PLAC | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover. [See Preliminary Note] |
| 3 4 NUMBE | SEC USE ON CITIZENSHI United Sta | clas cove only page LLY P OR PLACE ttes | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover. [See Preliminary Note] E OF ORGANIZATION SOLE VOTING POWER -0- |
| 3 4 NUMBE | SEC USE ON CITIZENSHI United Sta R OF ES IALLY BY | clas cove only page LLY P OR PLACE ttes | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover. [See Preliminary Note] |
| 3 4 NUMBEI SHARI BENEFIC OWNED EACI | SEC USE ON CITIZENSHI United Sta CES IALLY BY H TING | clas cove only page LLY P OR PLAC | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover. [See Preliminary Note] E OF ORGANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER 941,240 [See Preliminary Note] |
| 3 4 NUMBE SHARI BENEFIC OWNED EAC | SEC USE ON CITIZENSHI United Sta CES IALLY BY H TING | clas cove only page ILY P OR PLACE tes 5 | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover. [See Preliminary Note] E OF ORGANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER 941,240 [See Preliminary Note] SOLE DISPOSITIVE POWER |
| 3 4 NUMBEI SHARI BENEFIC OWNED EACI | SEC USE ON CITIZENSHI United Sta CES IALLY BY H TING | clas cove only page LLY P OR PLAC | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover. [See Preliminary Note] E OF ORGANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER 941,240 [See Preliminary Note] SOLE DISPOSITIVE POWER -0- |
| NUMBER SHARE BENEFIC OWNED EACE REPORE PERSON | SEC USE ON CITIZENSHI United Sta R OF ES IALLY BY | clas cove only page ILY P OR PLAC tes 7 | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover. [See Preliminary Note] |
| 3 4 NUMBEI SHARI BENEFIC OWNED EACI | SEC USE ON CITIZENSHI United Sta CITIZENSHI | clas cove only page ILY P OR PLAC tes 6 7 8 AMOUNT BE | s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover. [See Preliminary Note] E OF ORGANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER 941,240 [See Preliminary Note] SOLE DISPOSITIVE POWER 941,240 [See Preliminary Note] |

| 11 | PERCENT C | F CLASS RE | PRESENTED BY AMOUNT IN ROW (9) |
|------------------|-----------|------------------------------|--|
| | 9.5% [See | e Prelimina | ry Note] |
| | TYPE OF R | EPORTING P | ERSON (See Instructions) |
| 12 | IN | | |
| | ===== | | |
| | | | |
| | | | - 40 000 |
| | | | Page 10 of 26 Pages |
| | | | |
| | | | 13G |
| CUSIP No. 4 | 27096102 | | |
| ======= | ====== | | |
| | ===== | | |
| 1 | | REPORTING ENTIFICATI | PERSONS ON NO. OF ABOVE PERSONS (ENTITIES ONLY) |
| | Richard E | B. Fried | |
| | CHECK THE | APPROPRIA | TE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** |
| 2 | ** | aggr clas cove only | reporting persons making this filing hold an egate of 941,240 Shares, which is 9.5% of the s of securities. The reporting person on this r page, however, may be deemed a beneficial owner of the securities reported by it on this cover . [See Preliminary Note] |
| 3 | SEC USE C | NLY | |
| | ==== | | |
| 4 | CITIZENSH | IIP OR PLAC | E OF ORGANIZATION |
| | United St | ates ======= | |
| | | 5 | SOLE VOTING POWER |
| NUMBE | CR OF | | -0- |
| SHAR | | | SHARED VOTING POWER |
| BENEFIC OWNED | | 6 | 941,240 [See Preliminary Note] |
| EAC | Н | | SOLE DISPOSITIVE POWER |
| REPOR | RTING | 7 | -0- |
| PERSON | WITH | | SHARED DISPOSITIVE POWER |
| | | 8 | |
| | | | 941,240 [See Preliminary Note] |
| 9 | AGGREGATE | : AMOUNT BE | NEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 941,240 [| See Prelim | inary Note] |
| 10 | | | ATE AMOUNT IN ROW (9) EXCLUDES Instructions) [] |
| | PERCENT C | F CLASS RE | PRESENTED BY AMOUNT IN ROW (9) |
| 11 | 9.5% [See | e Prelimina | ry Note] |
| | ====== | | ERSON (See Instructions) |
| 12 | | EFORITING P | EVOON (DEE INSTINCTIONS) |
| | IN | | |

| CUSIP No. | 427096102 |
|-----------|--------------------|
| 1 | NAMES O |
| | Monica : ECK T: |
| 2 | * |
| | |
| 3 | SEC USE |
| 4 | CITIZEN |

OF REPORTING PERSONS

IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

a R. Landry

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

(a) [] (b) [X] **

The reporting persons making this filing hold an aggregate of 941,240 Shares, which is 9.5% 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. [See Preliminary Note]

SE ONLY

ENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

NUMBER OF -0-

SHARED VOTING POWER SHARES BENEFICIALLY

OWNED BY 941,240 [See Preliminary Note] -----EACH SOLE DISPOSITIVE POWER

REPORTING -0-PERSON WITH SHARED DISPOSITIVE POWER

941,240 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

941,240 [See Preliminary Note]

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.5% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions) 12

Page 12 of 26 Pages

13G

CUSIP No. 427096102

1

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)

2

The reporting persons making this filing hold an aggregate of 941,240 Shares, which is 9.5% 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. [See Preliminary Note]

3 SEC USE ONLY

- -----

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5 NUMBER OF -0-

SHARES SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 941,240 [See Preliminary Note]

EACH SOLE DISPOSITIVE POWER

7 DEDODETNO

REPORTING -0-PERSON WITH -----

SHARED DISPOSITIVE POWER

941,240 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9

941,240 [See Preliminary Note]

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10 CERTAIN SHARES (See Instructions) []

- -----

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.5% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12 IN

Page 13 of 26 Pages

13G

CUSIP No. 427096102

2

_ -----

NAMES OF REPORTING PERSONS

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]**

The reporting persons making this filing hold an aggregate of 941,240 Shares, which is 9.5% 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. [See Preliminary Note]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| 5 6 7 8 ELEMENT BE | -0- SHARED VOTING POWER 941,240 [See Preliminary Note] SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 941,240 [See Preliminary Note] SNEFICIALLY OWNED BY EACH REPORTING PERSON | | |
|--|---|--|--|
| 7 8 | 941,240 [See Preliminary Note] SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 941,240 [See Preliminary Note] | | |
| 7 8 | SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 941,240 [See Preliminary Note] | | |
| 8 | -0- SHARED DISPOSITIVE POWER 941,240 [See Preliminary Note] | | |
| 8 | SHARED DISPOSITIVE POWER 941,240 [See Preliminary Note] | | |
| | 941,240 [See Preliminary Note] | | |
| | | | |
| TE AMOUNT BE | ENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | | | |
| [See Prelim | 2 2 | | |
| CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] | | | |
| OF CLASS RE | EPRESENTED BY AMOUNT IN ROW (9) | | |
| 9.5% [See Preliminary Note] | | | |
| TYPE OF REPORTING PERSON (See Instructions) | | | |
| IN | | | |
| | ee Prelimina | | |

Page 14 of 26 Pages

13G

```
CUSIP No. 427096102
```

2

NAMES OF REPORTING PERSONS 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] **

The reporting persons making this filing hold an aggregate of 941,240 Shares, which is 9.5% 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. [See Preliminary Note] SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION 4

United States SOLE VOTING POWER

5 NUMBER OF SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 941,240 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

| | ACCDECATE | AMOUNT BI | ====================================== | | | |
|-------------------|-----------|---|--|--|--|--|
| 9 | | | | | | |
| | 941,240 | See Prelir ====== | minary Note] ==================================== | | | |
| 10 | | | GATE AMOUNT IN ROW (9) EXCLUDES e Instructions) [] | | | |
| 11 | PERCENT O | F CLASS RI | EPRESENTED BY AMOUNT IN ROW (9) | | | |
| | 9.5% [See | Prelimina | ary Note] | | | |
| | TYPE OF R | EPORTING I | PERSON (See Instructions) | | | |
| 12 | IN | | | | | |
| | ===== | ======= | | | | |
| | | | | | | |
| | | | Page 15 of 26 Pages | | | |
| | | | | | | |
| | | | | | | |
| | ====== | | 13G | | | |
| SIP No. 42 | 27096102 | | | | | |
| | | | | | | |
| | NAMES OF | ====== REPORTING | PERSONS | | | |
| 1 | I.R.S. ID | AMES OF REPORTING PERSONS .R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | | | | |
| | Rajiv A. | Patel | | | | |
| | CHECK THE | APPROPRI <i>I</i> | ATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** | | | |
| 2 | ** | aggi clas cove only | reporting persons making this filing hold an regate of 941,240 Shares, which is 9.5% of the ss of securities. The reporting person on this er page, however, may be deemed a beneficial owner y of the securities reported by it on this cover e. [See Preliminary Note] | | | |
| 3 | SEC USE O | ======= NLY | | | | |
| | ===== | ======= | | | | |
| 4 | CITIZENSH | IP OR PLAC | CE OF ORGANIZATION | | | |
| 4 | United St | ates | | | | |
| | ===== | ======= | SOLE VOTING POWER | | | |
| NUMBEI | R OF | 5 | -0- | | | |
| SHARI | ES . | | = | | | |
| BENEFIC: OWNED | | 6 | 941,240 [See Preliminary Note] | | | |
| EACI | | | SOLE DISPOSITIVE POWER | | | |
| | | 7 | | | | |
| REPOR' PERSON | | | -0- | | | |
| | | 8 | SHARED DISPOSITIVE POWER | | | |
| | ==== | ======= | 941,240 [See Preliminary Note] | | | |
| 9 | AGGREGATE | AMOUNT BE | ENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
| | 941,240 [| See Prelin | minary Note] | | | |
| 10 | | | GATE AMOUNT IN ROW (9) EXCLUDES e Instructions) [] | | | |
| | PERCENT O | ======= F CLASS RI | EPRESENTED BY AMOUNT IN ROW (9) | | | |
| 11 | | | | | | |
| | 9.5% [See | rrelimina | ary note; | | | |

TYPE OF REPORTING PERSON (See Instructions)

941,240 [See Preliminary Note]

_ -----

Page 16 of 26 Pages

13G

CUSIP No. 427096102 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 941,240 Shares, which is 9.5% 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. [See Preliminary Note] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States SOLE VOTING POWER 5 NUMBER OF -0-SHARED VOTING POWER SHARES BENEFICIALLY OWNED BY 941,240 [See Preliminary Note] _____ EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH SHARED DISPOSITIVE POWER 941,240 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 941,240 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) 1.0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.5% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) 12

Page 17 of 26 Pages

NAMES OF REPORTING PERSONS 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) (b) [X] ** 2 The reporting persons making this filing hold an aggregate of 941,240 Shares, which is 9.5% 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. [See Preliminary Note] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER NUMBER OF -0-_____ SHARES SHARED VOTING POWER 6 941,240 [See Preliminary Note] BENEFICIALLY OWNED BY EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH SHARED DISPOSITIVE POWER 941,240 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 941,240 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.5% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) 12 Page 18 of 26 Pages

1.3G

CUSIP No. 427096102

NAMES OF REPORTING PERSONS

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 941,240 Shares, which is 9.5% 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. [See Preliminary Note]

| | | page. | [See Fieliminaly Note] |
|------------------------------------|--|------------|--------------------------------|
| 3 | SEC USE ON | 1LY | |
| 4 | ===== CITIZENSHI | P OR PLACE | OF ORGANIZATION |
| | United Sta | ites | |
| | | 5 | SOLE VOTING POWER |
| NUMBER OF | | | -0- |
| SHARES BENEFICIALLY OWNED BY | | 6 | SHARED VOTING POWER |
| | | | 941,240 [See Preliminary Note] |
| EACH REPORTING PERSON WITH | | 7 | SOLE DISPOSITIVE POWER |
| | | | -0- |
| | | 8 | SHARED DISPOSITIVE POWER |
| | | | 941,240 [See Preliminary Note] |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 941,240 [See Preliminary Note] | | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | |
| | 9.5% [See Preliminary Note] | | |
| 12 | TYPE OF REPORTING PERSON (See Instructions) | | |
| | IN | | |
| - | | | |

Page 19 of 26 Pages

Preliminary Note: The Reporting Persons (as defined below) are filing this Schedule 13G with respect to the Common Stock, par value $$0.001\ \mathrm{per}$ share (the "Shares"), of Hercules Technology Growth Capital, Inc. (the "Company"). The Reporting Persons own, in aggregate, 808,760 Shares and 132,480 Warrants issued by the Company (the "Warrants"), each Warrant immediately exercisable for one Share. The Reporting Persons are filing this Schedule 13G to report their beneficial ownership of 941,240 Shares through their ownership of Shares and Warrants. All numbers and percentages contained in this Schedule 13G represent Shares (including Shares owned directly by the Reporting Persons and Shares deemed to be beneficially owned through the Warrants owned by the Reporting Persons) and not Warrants, unless stated otherwise. All percentages are based on the 9,801,965 Shares outstanding as of December 31, 2005 (as reported by the Company) plus the additional Shares that would be issued if each Reporting Persons exercised the Warrants it owns as of the date of this filing. The percentages do not assume the exercise of Warrants held by any other persons or entities. For information regarding the Warrants, see the Post-Effective Amendment No. 2 to the Company's Registration Statement filed on Form N-2 with the Securities and Exchange Commission on January 20, 2006.

```
Item 1. Issuer
```

(a) Name of Issuer:

Hercules Technology Growth Capital, Inc.

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

525 University Avenue, Suite 700, Palo Alto, California 94301

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, par value \$0.001 per share, of the Company. The CUSIP number of the Shares is 427096102.

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 beneficially owned by it (through its ownership of Shares and Warrants);

Page 20 of 26 Pages

- (ii) Farallon Capital Institutional Partners, L.P., a
 California limited partnership ("FCIP"), with respect
 to the Shares beneficially owned by it (through its
 ownership of Shares and Warrants);
- (iii) Farallon Capital Institutional Partners II, L.P., a
 California limited partnership ("FCIP II"), with
 respect to the Shares beneficially owned by it
 (through its ownership of Shares and Warrants);
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares beneficially owned by it (through its ownership of Shares and Warrants); and
- (v) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares beneficially owned by it (through its ownership of Shares and Warrants).

FCP, FCIP, FCIP II, FCIP III and Tinicum are together referred to herein as the "Farallon 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 Farallon Funds (the "Farallon General Partner"), with respect to the Shares beneficially owned by each of the Farallon Funds (through their ownership of Shares and Warrants).

The Farallon Managing Members

(vii) The following persons who are managing members of the
Farallon General Partner, with respect to the Shares
beneficially owned by the Farallon Funds: 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 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

Page 21 of 26 Pages

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.[]

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 Farallon Funds are owned directly by the Farallon Funds. The Warrants in respect of which the Farallon Funds are deemed to beneficially own Shares are owned directly by the Farallon Funds. The Farallon General Partner, as general partner to the Farallon Funds, may be deemed to be the beneficial owner of all such Shares beneficially owned by the Farallon Funds. The Farallon Individual Reporting Persons, as managing members of the Farallon General Partner, may each be deemed to be the beneficial owner of all such Shares beneficially owned by the Farallon Funds. Each of 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

Not Applicable.

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(d). 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.

Not Applicable.

Page 23 of 26 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 14, 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

<u>-</u>

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. 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 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. 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.

EXHIBIT INDEX

EXHIBIT 1

Joint Acquisition Statement Pursuant to Section 240.13d-1(k)

Page 25 of 26 Pages

EXHIBIT 1 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 14, 2006

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