SECURITIES & EXCHANGE COMMISSION Washington, D.C. 20549 _____

SCHEDULE 13G/A* (Rule 13d-102)

Amendment No. 1

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

> Quanta Services, Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

> 74762E102 (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 13G is filed:

[] Rule 13d-1(b) [X] Rule 13d-1(c) [] Rule 13d-1(d)

_ _____

(Page 1 of 12 Pages)

*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 purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74	1762E102	1	3G	Page	2 of 1	2 Pages
	NAMES OF	F REPORTING PERSON IDENTIFICATION NO. E PERSONS (ENTITIE	S S ONLY)	apital Partr	ners, L	.P.
		HE APPROPRIATE BOX			(a) (b)	
(3)	SEC USE	ONLY				
· · ·		SHIP OR PLACE OF O Delaware	RGANIZATION			
	(5)	SOLE VOTING POWER		-0-		
BENEFICIALLY	(6) 	SHARED VOTING POW		4,082,331		
EACH	(7)	SOLE DISPOSITIVE		-0-		
REPORTING						
PERSON WITH	(8)	SHARED DISPOSITIV	E POWER			

		4,082,331
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	4,082,331
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	3.49%
		5.49%
(12)	TYPE OF REPORTING PERSON **	PN
	** SEE INSTRUCTIONS BEFORE FI	LLING OUT!
CUSIP No. 7	74762E102 13G	Page 3 of 12 Page
(1)		Capital Management, L.L.C
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER	
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
		-0-
SHARES		
BENEFICIALI	LY (6) SHARED VOTING POWER	4,082,331
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	-0-
REPORTING PERSON WITH		
		4,082,331
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		4,082,331
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	3.49%
(12)	TYPE OF REPORTING PERSON **	00
	** SEE INSTRUCTIONS BEFORE FI	
CUSIP No. 7	74762E102 13G	Page 4 of 12 Page
	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tontine	

(a) [X] (b) []

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

(3) SEC USE ONLY

		Delaware	
NUMBER OF	(5)	SOLE VOTING POWER	-0-
SHARES			~
BENEFICIALLY	(6)	SHARED VOTING POWER	1,274,024
OWNED BY			
EACH	(7)	SOLE DISPOSITIVE POWER	-0-
REPORTING			
PERSON WITH		SHARED DISPOSITIVE POWER	1,274,024
(9)	AGGREG	ATE AMOUNT BENEFICIALLY OWNED	
		H REPORTING PERSON	1,274,024
	CHECK IN ROW	BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	** []
(11)	PERCEN	T OF CLASS REPRESENTED	
	ыл WO	UNT IN ROW (9)	1.09%
(12)	TYPE O	F REPORTING PERSON **	00
		** SEE INSTRUCTIONS BEFORE	
CUSIP No. 74	762E102	13G	Page 5 of 12 Pages
		F REPORTING PERSONS	
(1)	NAMES O I.R.S.		
(1)	NAMES O I.R.S.	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY)	ne Management, L.L.C.
(1)	NAMES O I.R.S. OF ABOV	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY)	ne Management, L.L.C. R OF A GROUP **
(1)	NAMES O I.R.S. OF ABOV CHECK T	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti	ne Management, L.L.C.
(1)	NAMES O I.R.S. OF ABOV CHECK T	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) []
(1) (2) (3) (4)	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) []
(1) (2) (3) (4)	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) []
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(1) (2) (3) (4) NUMBER OF SHARES	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5)	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) [] -0-
(1) (1) (2) (2) (2) (3) (4) (4) (4) (5) (5) (5) (5) (5) (5) (5) (5) (5) (5	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6)	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) [] -0- 1,274,024
(1) (2) (3) (4) NUMBER OF SHARES BENEFICIALLY OWNED BY	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6)	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) [] -0- 1,274,024
(1) (2) (3) (4) (4) NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7)	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) []
(1) (1) (2) (2) (2) (3) (4) (4) (5) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (7)	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) []0- 1,274,0240-
(1) (1) (2) (2) (2) (3) (4) (4) (4) (5) (5) (5) (5) (5) (5) (5) (5) (5) (5	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (7) (8)	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) [] -0- 1,274,024 -0- 1,274,024
(1) (1) (2) (2) (2) (3) (4) (4) (4) (5) (5) (5) (5) (5) (5) (5) (5) (5) (5	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (8) AGGREG	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) [] -0- 1,274,024 -0- 1,274,024
(1) (1) (2) (2) (2) (3) (4) (4) (5) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (8) AGGREG BY EAC	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER ATE AMOUNT BENEFICIALLY OWNED	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) [] -0- 1,274,024 1,274,024 1,274,024
(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (6) (7) (8) AGGREG BY EAC CHECK IN ROW	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) [] -0- 1,274,024 1,274,024 1,274,024 ** []
(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (8) AGGREG BY EAC CHECK IN ROW PERCEN	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES T OF CLASS REPRESENTED	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) [] -0- 1,274,024 -0- 1,274,024 1,274,024 ** []
(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (8) AGGREG BY EAC CHECK IN ROW PERCEN BY AMO	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES T OF CLASS REPRESENTED UNT IN ROW (9)	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) [] -0- 1,274,024 1,274,024 1,274,024 ** [] 1.09%
(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	NAMES O I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (8) AGGREG BY EAC CHECK IN ROW PERCEN BY AMO	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER ATE AMOUNT BENEFICIALLY OWNED H REPORTING PERSON BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES T OF CLASS REPRESENTED	ne Management, L.L.C. R OF A GROUP ** (a) [X] (b) [] -0- 1,274,024 1,274,024 1,274,024 ** [] 1.09%

CUSIP No. 74	1762E102	13G	Page 6 of 12 Pages
(1)	I.R.S. IDENT	SONS (ENTITIES ONLY)	ntine Overseas Associates, L.L.C.
	CHECK THE APP	PROPRIATE BOX IF A M	EMBER OF A GROUP ** (a) [X] (b) []
	SEC USE ONLY		
(4)		DR PLACE OF ORGANIZA Delaware	TION
	(5) SOLE		-0-
SHARES			
BENEFICIALLY OWNED BY	(6) SHARE	ED VOTING POWER	1,254,745
EACH	(7) SOLE	DISPOSITIVE POWER	-0-
REPORTING			
PERSON WITH		ED DISPOSITIVE POWER	1,254,745
(9)	AGGREGATE AN	NOUNT BENEFICIALLY O	
		ORTING PERSON	1,254,745
	CHECK BOX II	THE AGGREGATE AMOU EXCLUDES CERTAIN SHA	NT
(11)		CLASS REPRESENTED	
	BY AMOUNT IN		1.07%
	TYPE OF REPO	DRTING PERSON **	00
	۰۰۰۰۰ ** د	SEE INSTRUCTIONS BEF	ORE FILLING OUT!
CUSIP No. 74	1762E102	13G	Page 7 of 12 Pages
		ORTING PERSONS	
. ,	I.R.S. IDENT		Joffroy L. Condoll
	I.R.S. IDENTI OF ABOVE PERS	FICATION NO. SONS (ENTITIES ONLY)	
(2)	I.R.S. IDENTI OF ABOVE PERS CHECK THE APP	FICATION NO. SONS (ENTITIES ONLY) PROPRIATE BOX IF A M	EMBER OF A GROUP ** (a) [X] (b) []
(2)	I.R.S. IDENTI OF ABOVE PERS CHECK THE APP SEC USE ONLY	FICATION NO. SONS (ENTITIES ONLY) PROPRIATE BOX IF A M	EMBER OF A GROUP ** (a) [X] (b) []
(2)	I.R.S. IDENTI OF ABOVE PERS CHECK THE APP SEC USE ONLY CITIZENSHIP (FICATION NO. SONS (ENTITIES ONLY) PROPRIATE BOX IF A M DR PLACE OF ORGANIZA Jnited States	EMBER OF A GROUP ** (a) [X] (b) [] TION
(2) (3) (4) NUMBER OF	I.R.S. IDENTI OF ABOVE PERS CHECK THE APP SEC USE ONLY CITIZENSHIP (U (5) SOLE	FICATION NO. SONS (ENTITIES ONLY) PROPRIATE BOX IF A M DR PLACE OF ORGANIZA Jnited States	EMBER OF A GROUP ** (a) [X] (b) [] TION -0-
(2) (3) (4) NUMBER OF SHARES	I.R.S. IDENTI OF ABOVE PERS CHECK THE APP SEC USE ONLY CITIZENSHIP ((5) SOLE	FICATION NO. SONS (ENTITIES ONLY) PROPRIATE BOX IF A M PROPRIATE OF ORGANIZA UNITED States VOTING POWER	EMBER OF A GROUP ** (a) [X] (b) [] TION
(2) (3) (4) NUMBER OF SHARES	I.R.S. IDENTI OF ABOVE PERS CHECK THE APP SEC USE ONLY CITIZENSHIP ((5) SOLE (5) SOLE	FICATION NO. SONS (ENTITIES ONLY) PROPRIATE BOX IF A M DR PLACE OF ORGANIZA Juited States VOTING POWER	(a) [X] (b) [] TION -0- 6,611,100

PERSON WITH	(8) SHARED DISPOSITIVE POWER	6,611,100
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		6,611,100
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		5.65%
(12)	TYPE OF REPORTING PERSON **	IN
	** SEE INSTRUCTIONS BEFORE FI	
CUSIP No. 74	762E102 13G	Page 8 of 12 Pages
	edule 13G initially filed on July 28, this Amendment No. 1 to the Schedule 1	
Item 1(a).	Name of Issuer:	
The name	e of the issuer is Quanta Services, In	uc. (the "Company").
Item 1(b).	Address of Issuer's Principal Execu	tive Offices:
	pany's principal executive offices are 2100, Houston, Texas 77056.	e located at 1360 Post Oak
Item 2(a).	Name of Person Filing:	
This sta	atement is filed by:	
1110 000	 (i) Tontine Capital Partners, L.P. partnership ("TCP") with respe Stock directly owned by it; 	
	(ii) Tontine Capital Management, L. company organized under the la	=
	<pre>(iii) Tontine Partners, L.P., a Dela ("TP") with respect to the sha</pre>	
	owned by it; (iv) Tontine Management, L.L.C., a organized under the laws of th with respect to the shares of	
	<pre>TP; (v) Tontine Overseas Associates, L company organized under the la ("TOA"), which serves as inves Overseas Fund, Ltd. ("TOF"), a laws of the Cayman Islands, an</pre>	ws of the State of Delaware stment manager to Tontine
		Common Stock directly owned by counts; and ell"), with respect to the
	The foregoing persons are hereinafter referred to as the "Reporting Persons respect to persons other than the Rep information and belief after making i party.	." Any disclosures herein with porting Persons are made on
Item 2(b).	Address of Principal Business Offic	e or, if None, Residence:
	ress of the business office of each of nue, 3rd Floor, Greenwich, Connecticut	
Item 2(c).	Citizenship:	

TCP and TP are limited partnerships organized under the laws of the State of Delaware. TCM, TM and TOA are limited liability companies organized under the laws of the State of Delaware. Mr. Gendell is a United States citizen.

Item 2(d). Title of Class of Securities: Common Stock, no par value (the "Common Stock") Item 2(e). CUSIP Number: 74762E102

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) [] Broker or dealer registered under Section 15 of the Act,
- (b) [] Bank as defined in Section 3(a)(6) of the Act,
- (c) [] Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) [] Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) [] Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) [] Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) [] Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) [] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable.

Item 4. Ownership.

- A. Tontine Capital Partners, L.P.
 - (a) Amount beneficially owned: 4,082,331

(b) Percent of class: 3.49% The percentages used herein and in the rest of Item 4 are calculated based upon the 116,992,950 shares of Common Stock issued and outstanding as of November 2, 2005, as set forth in the Company's Form 10-Q for the quarterly period ended September 30, 2005.

(c) (i) Sole power to vote or direct the vote: -0-

- (ii) Shared power to vote or direct the vote: 4,082,331
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 4,082,331

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B. Tontine Capital Management, L.L.C.

- (a) Amount beneficially owned: 4,082,331
- (b) Percent of class: 3.49%
- (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 4,082,331
- (iii) Sole power to dispose or direct the disposition: -0-(iv) Shared power to dispose or direct the disposition:
 - 4,082,331

C. Tontine Partners, L.P.

- (a) Amount beneficially owned: 1,274,024
- (b) Percent of class: 1.09%
- (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,274,024
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 1,274,024

D. Tontine Management, L.L.C.

- (a) Amount beneficially owned: 1,274,024
 - (b) Percent of class: 1.09%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,274,024
 - (iii) Sole power to dispose or direct the disposition: -O- $% \left({{\left[{{{\left[{{{\left[{{{c_{{\rm{m}}}}} \right]}} \right]}_{\rm{max}}}}} \right]_{\rm{max}}} \right)$
 - (iv) Shared power to dispose or direct the disposition: 1,274,024

agement, L.L.C.

- (a) Amount beneficially owned: 1,254,745
- (b) Percent of class: 1.07%
- (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,254,745
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 1,254,745
- F. Jeffrey L. Gendell
 - (a) Amount beneficially owned: 6,611,100
 - (b) Percent of class: 5.65%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 6,611,100
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition:
 - 6,611,100

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

TCM, the general partner of TCP, has the power to direct the affairs of TCP, including decisions respecting the disposition of the proceeds from the sale of the shares. TM, the general partner of TP, has the power to direct the affairs of TP, including decisions respecting the disposition of the proceeds from the sale of the shares. Mr. Gendell is the managing member of TM, TCM and TOA, and in that capacity directs their operations. Each of the clients of TOA has the power to direct the receipt of dividends from or the proceeds of sale of such shares.

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.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following 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.

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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 10, 2006

/s/ JEFFREY L. GENDELL Jeffrey L. Gendell, individually, and as managing member of Tontine Management, L.L.C., general partner of Tontine Partners, L.P., and as managing member of Tontine Capital Management, L.L.C., general partner of Tontine Capital Partners, L.P., and as managing member of Tontine Overseas Associates, L.L.C.