OMB APPROVAL

OMB Number: 3235-0145 Expires: October 31, 2002 Estimated average burden hours per response . . . 14.90

nours per response . . . 14.96

SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G (Section 240.13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO SECTIONS 240.13d-1(b), (c) and(d) AND AMENDMENTS THERETO FILED
PURSUANT TO SECTION 240.13d-2
(Amendment No. 1)1

(Name of Issuer)

Common Stock, Class B, par value \$0.0005 per share

(Title of Class of Securities)

366651206

(CUSIP Number)

December 31, 2000

(Date of Event which Requires Filing of this Statement)

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

| | Rule 13d-1(d)

- -----

1 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).

CUSIP No. 3			
========	======		
1	NAMES OF R	EPORTING P	======================================
			tners, L.P.
2			E BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
			(b) [X] **
	of sec how rep	1,119,380 urities. ever, is orted by i	persons making this filing hold an aggregate Shares, which is 2.8% of the class of The reporting person on this cover page, a beneficial owner only of the securities t on this cover page.
	SEC USE ON	LY	
4			OF ORGANIZATION
	California		
NUMBE	 R OF		SOLE VOTING POWER
SHARI	ES		-0-
BENEFIC	IALLY	6	SHARED VOTING POWER
OWNED	ВҮ		267,070
EAC	н	7	SOLE DISPOSITIVE POWER
REP0R	TING		-0-
PERSON	WITH	8	SHARED DISPOSITIVE POWER
			267,070
9	AGGREGATE	AMOUNT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON
	267,070		
10	CERTAIN SH	ARES (See	REGATE AMOUNT IN ROW (9) EXCLUDES Instructions) []
11			RESENTED BY AMOUNT IN ROW (9)
	0.7 %		
12	===== TYPE OF RE	====== PORTING PE	======================================

CUSIP No. 3				
========				
1	NAMES	OF REPORTING	PERSONS	ABOVE PERSONS (ENTITIES ONLY)
	Faral	lon Capital 1	Institution	al Partners, L.P.
2	CHECK	THE APPROPR	EEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEE	A MEMBER OF A GROUP (See Instructions) (a) []
				(b) [X] **
	**	of 1,119,3 securities however, i reported by	380 Shares The re is a benef tit on thi	s making this filing hold an aggregate, which is 2.8% of the class of corting person on this cover page, icial owner only of the securities so cover page.
3		SE ONLY		
	===		=======	
4	CITIZE	ENSHIP OR PLA	ACE OF ORGA	NIZATION
	Califo	ornia 	= = = =	
NUMBE	R OF	5	SOLE '	VOTING POWER
SHAR	ES		-0- 	
BENEFIC	IALLY	6		O VOTING POWER
OWNED	BY		266,3	80
EAC	Н	7	SOLE	DISPOSITIVE POWER
REPOR	TING		- 0 -	
PERSON	WITH	8	SHARE	D DISPOSITIVE POWER
			266,3	80
9	AGGRE	GATE AMOUNT E	BENEFICIALL	Y OWNED BY EACH REPORTING PERSON
	266,38	30		
10	CHECK		AGGREGATE A	MOUNT IN ROW (9) EXCLUDES ions)
				PV AMOUNT TN POH (O)
11			KEKKESENIED	BY AMOUNT IN ROW (9)
	0.7 %			

- -----

12 TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 3	6665120	06		
========	======	=		
1	NAMES	OF REPOR	RTING P	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY)
				titutional Partners II, L.P.
2				E BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
				(b) [X] **
	**	of 1,1 securit however reporte	119,380 ties. r, is ed by i	persons making this filing hold an aggregate Shares, which is 2.8% of the class of The reporting person on this cover page, a beneficial owner only of the securities t on this cover page.
3	SEC US	SE ONLY		
	===	======	=====	
4			R PLACE	OF ORGANIZATION
	Califo	ornia 		
NUMBEI	R OF		5	SOLE VOTING POWER
SHARI	ES			-0-
BENEFIC	IALLY		6	SHARED VOTING POWER
OWNED	BY			45,780
EACI	Н		7	SOLE DISPOSITIVE POWER
REPOR ⁻	TING			-0-
PERSON	WITH		8	SHARED DISPOSITIVE POWER
				45,780
9	AGGREG	GATE AMOU		EFICIALLY OWNED BY EACH REPORTING PERSON
	45,780)		
10				REGATE AMOUNT IN ROW (9) EXCLUDES Instructions)
11				RESENTED BY AMOUNT IN ROW (9)
11	0.1 %	:======		

12 TYPE OF REPORTING PERSON (See Instructions)

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Institutional Partners III, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** ** The reporting persons making this filing hold an aggregate of 1,119,380 Shares, which is 2.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER SHARES -0- BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 73,530 EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2 %	CUSIP No. 30	6665120	06						
1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Institutional Partners III, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** ** The reporting persons making this filing hold an aggregate of 1,119,380 Shares, which is 2.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER SHARES -0- BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 73,530 EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []	=========	======	=						
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** ** The reporting persons making this filing hold an aggregate of 1,119,380 Shares, which is 2.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER SHARES -0- BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 73,530 EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []	1	NAMES	OF REPOR	TING PE	RSONS				
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 1,119,380 Shares, which is 2.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER SHARES -0- BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 73,530 EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []									
** The reporting persons making this filing hold an aggregate of 1,119,380 Shares, which is 2.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER SHARES -0- BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 73,530 EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []	2				BOX IF A MEMBER OF A GROUP (See Instructions)				
of 1,119,380 Shares, which is 2.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER SHARES -0- BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 73,530 EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []					(b) [X] **				
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER SHARES -0- BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 73,530 EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		**	of 1,1 securit however reporte	19,380 ies. , is a ed by it	Shares, which is 2.8% of the class of The reporting person on this cover page, beneficial owner only of the securities on this cover page.				
NUMBER OF 5 SOLE VOTING POWER SHARES -0- BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 73,530 EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []	3	SEC US							
NUMBER OF 5 SOLE VOTING POWER SHARES -0- BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 73,530 EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []		====	-=====	.=====					
NUMBER OF 5 SOLE VOTING POWER SHARES -0- BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 73,530 EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	4			PLACE (OF ORGANIZATION				
SHARES -0- BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 73,530 EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		Delawa	ire 						
BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 73,530 EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	NUMBEI	R OF		5	SOLE VOTING POWER				
OWNED BY 73,530 EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	SHARI	ES			-0- =================================				
EACH 7 SOLE DISPOSITIVE POWER REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	BENEFIC	IALLY		6	SHARED VOTING POWER				
REPORTING -0- PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	OWNED	BY			·				
PERSON WITH 8 SHARED DISPOSITIVE POWER 73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	EACI	Н		7					
73,530 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	REPOR [*]	TING			-0-				
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	PERSON	WITH		8	SHARED DISPOSITIVE POWER				
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,530 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					,				
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	9	AGGREG	GATE AMOU						
CERTAIN SHARES (See Instructions) [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		73,530)						
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	10								
	11								
	11	0.2 %							

- -----

12 TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 3						
=========	======	:=				
1	NAMES	OF REPOR	RTING P	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY)		
		ım Partne				
2				E BOX IF A MEMBER OF A GROUP (See Instructions) (a) []		
				(b) [X] **		
	**	of 1,1 securit however reporte	119,380 ties. r, is ed by i	persons making this filing hold an aggregate Shares, which is 2.8% of the class of The reporting person on this cover page, a beneficial owner only of the securities ton this cover page.		
3		E ONLY	======			
	====	======	======			
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
	New Yo	rk				
NUMBE	R OF		5	SOLE VOTING POWER		
SHARI	ES			-0-		
BENEFIC	IALLY		6	SHARED VOTING POWER		
OWNED	ВҮ			20,130		
EACI	Н		7	SOLE DISPOSITIVE POWER		
REPOR'	TING			-0-		
PERSON	WITH	-	8	SHARED DISPOSITIVE POWER		
				20,130		
9	AGGREG	SATE AMOU		EFICIALLY OWNED BY EACH REPORTING PERSON		
	20,130)				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
 11				PRESENTED BY AMOUNT IN ROW (9)		
	0.0 %			\(\cdot\)		

- -----

12 TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 3	6665120	6				
========	======	=				
1	NAMES	OF REPOR	RTING PE	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONL		
				agement, L.L.C.		
2				BOX IF A MEMBER OF A GROUP (See In (
				(b) [X] **	
	**	of 1,1 securit however securit	l19,380 lies. , may lies rep		class of over page, nly of the	
3	SEC US					
	====:	======	======		========	
4			R PLACE	OF ORGANIZATION		
	Delawa	re 		===============================	=========	
NUMBE	R OF		5	SOLE VOTING POWER		
SHARI	ES			-0- ================================	========	
BENEFIC	IALLY		6	SHARED VOTING POWER		
OWNED	BY			446,490 		
EACI	Н		7	SOLE DISPOSITIVE POWER		
REPOR'	TING			-0-		
PERSON	WITH		8	SHARED DISPOSITIVE POWER		
				446,490		
9	AGGREG	ATE AMOL		=========================== EFICIALLY OWNED BY EACH REPORTING PE		
	446,49	9				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
11				======================================	=======================================	
	1.1 %					

12 TYPE OF REPORTING PERSON (See Instructions)

IA, 00

CUSTD No. 2							
CUSIP No. 3							
1		OF REPOF . IDENTIF		======================================	DNLY)		
	Faral:	lon Partr	ners, L.	L.C.			
2	CHECK	THE APPF	ROPRIATE	BOX IF A MEMBER OF A GROUP (See	Instructions) (a) []		
					(b) [X] **		
	**	of 1,1 securit however	119,380 ties. r, may	persons making this filing hold Shares, which is 2.8% of t The reporting person on this be deemed a beneficial owner orted by it on this cover page.	the class of cover page,		
3	SEC US	SE ONLY					
4				======================================	=========		
	Delawa	are					
NUMBE	R OF		5	SOLE VOTING POWER	=======================================		
SHAR	ES			-0-			
BENEFIC	IALLY		6	SHARED VOTING POWER			
OWNED	ВҮ			672,890			
EAC	Н		7	SOLE DISPOSITIVE POWER			
REPOR	TING			-0- =================================	.=======		
PERSON	WITH		8	SHARED DISPOSITIVE POWER			
				672,890 ==================================			
9	AGGRE	GATE AMOU	JNT BENE	FICIALLY OWNED BY EACH REPORTING	PERSON		
	672,89	90 ======	======	=======================================	:=========		
10	CERTA	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []					
11				================================= ESENTED BY AMOUNT IN ROW (9)	:=========		
	1.7 %						
12	TYPE (==== DF REPORT	=== ΓING PER	===================================== SON (See Instructions)	====== ==		

- -----

00

CUSIP No.	366651206					
=======	:======					
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	:===				
	Enrique H. Boilini	:===				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) []	s)				
	(b) [X]	**				
	** The reporting persons making this filing hold an aggrega of 1,119,380 Shares, which is 2.8% of the class securities. The reporting person on this cover pag however, may be deemed a beneficial owner only of t securities reported by it on this cover page.	of je,				
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION	:===				
	United States					
NUME	BER OF 5 SOLE VOTING POWER	-===				
SHA	ARES -0-					
BENEF	CCIALLY 6 SHARED VOTING POWER	:==				
OWNE	ED BY 1,119,380					
EA	ACH 7 SOLE DISPOSITIVE POWER	:==				
REPO	DRTING -0-					
PERSO	DN WITH 8 SHARED DISPOSITIVE POWER	:==				
	1,119,380					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	:===				
	1,119,380					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	===				
	2.8 %					
12	TYPE OF REPORTING PERSON (See Instructions)	:===				

======== CUSIP No. 3	66651206
=======	======
1	===================================
	David I. Cohen
2	===================================
	(b) [X] **
	** The reporting persons making this filing hold an aggregate of 1,119,380 Shares, which is 2.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.
3	SEC USE ONLY
4	===================================
	United States
NUMBEI	
SHARI	ES -0-
BENEFIC	IALLY 6 SHARED VOTING POWER
OWNED	BY 1,119,380
EAC	
REPOR	
PERSON	
LROOM	1,119,380
ο	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	
10	1,119,380
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []
11	===================================
	2.8 %
12	===================================

CUSIP No. 30				
1		IFICATIO	PERSONS IN NO. OF ABOVE PERSONS (ENTITIES O	======= NLY)
	Joseph F. Do ======		.======================================	=========
2	CHECK THE AP	PROPRIAT	E BOX IF A MEMBER OF A GROUP (See	Instructions) (a) []
				(b) [X] **
	of 1 secur howev secur	,119,380 ities. er, may ities re	persons making this filing hold Shares, which is 2.8% of t The reporting person on this be deemed a beneficial owner ported by it on this cover page.	he class of cover page,
3	SEC USE ONLY			========
4	==== CITIZENSHIP	====== OR PLACE	OF ORGANIZATION	=========
	United State	s		
NUMBE		 5	SOLE VOTING POWER	========
		5		
SHARI	ES		-0- 	========
BENEFIC:	IALLY	6	SHARED VOTING POWER	
OWNED	BY		1,119,380	
EACI	Н	7	SOLE DISPOSITIVE POWER	
REPOR ⁻	TING		-0-	
PERSON	WITH	8	SHARED DISPOSITIVE POWER	========
			1,119,380	
9	 AGGREGATE AM	OUNT BEN	EFICIALLY OWNED BY EACH REPORTING	======== PERSON
	1,119,380			
10	========	THE ACC	REGATE AMOUNT IN ROW (9) EXCLUDES	========
10			Instructions)	[]
11	PERCENT OF C	====== LASS REF	PRESENTED BY AMOUNT IN ROW (9)	========
	2.8 %			
12	TYPE OF REPO	==== RTING PE	RSON (See Instructions)	

CUSIP No. 3					
========					
	====				========
1		OF REPORT.		SONS NO. OF ABOVE PERSONS (ENTITIES O	NLY)
		am F. Duha		=======================================	
2				BOX IF A MEMBER OF A GROUP (See	
					(b) [X] **
	**	of 1,11 securiti however,	19,380 ies. T , may b	persons making this filing hold Shares, which is 2.8% of t he reporting person on this e deemed a beneficial owner rted by it on this cover page.	he class of cover page,
3	SEC US	SE ONLY			
4	CITIZE			F ORGANIZATION	
	United	d States			
NUMBE	R OF		5	SOLE VOTING POWER	=========
SHAR	ES			-0-	
BENEFIC	IALLY		6	-=====================================	=========
OWNED	BY			1,119,380	
EAC	Н		7	SOLE DISPOSITIVE POWER	=========
REPOR	TING			-0-	
PERSON	WITH		8	SHARED DISPOSITIVE POWER	========
				1,119,380	
9	AGGRE	GATE AMOUN	NT BENEF	ICIALLY OWNED BY EACH REPORTING	PERSON
	1,119,	, 380			
10	CERTA	IN SHARES	(See In	GATE AMOUNT IN ROW (9) EXCLUDES structions)	[]
11				SENTED BY AMOUNT IN ROW (9)	
	2.8 %				
12	TYPE (DF REPORT	ING PERS	ON (See Instructions)	

CUSIP No. 30				
1		IFICATIO	PERSONS NN NO. OF ABOVE PERSONS (ENTITIES O	======== NLY)
	Andrew B. Fr =====		.======================================	=========
2	CHECK THE AP	PROPRIAT	E BOX IF A MEMBER OF A GROUP (See	Instructions) (a) []
				(b) [X] **
	of 1 secur howeve secur	,119,380 ities. er, may ities re	persons making this filing hold Shares, which is 2.8% of t The reporting person on this be deemed a beneficial owner ported by it on this cover page.	he class of cover page,
3	SEC USE ONLY			========
4	======= CITIZENSHIP (====== OR PLACE	OF ORGANIZATION	=========
	United States	S		
NUMBE		- 5	SOLE VOTING POWER	=========
		Ü	-0-	
SHARI				==========
BENEFIC:		6	SHARED VOTING POWER	
OWNED	BY		1,119,380	=========
EACI	Н	7	SOLE DISPOSITIVE POWER	
REPOR ⁻	TING		-0-	
PERSON	WITH	8	SHARED DISPOSITIVE POWER	=========
			1,119,380	
9	AGGREGATE AM	OUNT BEN	==================================	PERSON
	1,119,380			
10	========	THE AGG	EREGATE AMOUNT IN ROW (9) EXCLUDES	========
_0			Instructions)	[]
11	PERCENT OF C	====== LASS REP	RESENTED BY AMOUNT IN ROW (9)	=========
	2.8 %			
12	TYPE OF REPO	===== RTING PE	ERSON (See Instructions)	====================================

CUSIP No. 3								
========	======	:=						
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)							
	Richard B. Fried							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []							
				(b) [X] **				
	* *	of 1,1 securit however securit	19,380 Ties. T, may Ties rep	persons making this filing hold an aggregate Shares, which is 2.8% of the class of The reporting person on this cover page, be deemed a beneficial owner only of the orted by it on this cover page.				
3		SE ONLY						
4	=== CITIZE	ENSHIP OF	PLACE	OF ORGANIZATION				
	United	l States						
NUMBE	 R OF		5	SOLE VOTING POWER				
SHAR	ES			- O -				
BENEFIC	BENEFICIALLY		6	SHARED VOTING POWER				
OWNED	OWNED BY			1,119,380				
EAC	EACH		7	SOLE DISPOSITIVE POWER				
REP0R	TING			-0-				
PERSON	WITH		8	SHARED DISPOSITIVE POWER				
				1,119,380				
9	AGGREG	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	1,119,	., 119, 380						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []							
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	2.8 %							
12	==================================							

CUSIP No. 3							
========	======	:=					
1	_	OF REPORTING P IDENTIFICATIO	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Monica R. Landry 						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []						
			(b) [X] **				
	* *	of 1,119,380 securities. however, may	persons making this filing hold an aggregate Shares, which is 2.8% of the class of The reporting person on this cover page, be deemed a beneficial owner only of the ported by it on this cover page.				
3	SEC US	GE ONLY					
4	OF ORGANIZATION						
	United	l States					
NUMBE	 R OF	5	SOLE VOTING POWER				
SHAR	SHARES		-0-				
	BENEFICIALLY		SHARED VOTING POWER				
OWNED			1,119,380				
EAC	EACH		SOLE DISPOSITIVE POWER				
REP0R	TING		-0- ================================				
PERSON	WITH	8	SHARED DISPOSITIVE POWER				
			1,119,380				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	1,119,380						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)						
 11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	2.8 %	J. J. J. 100 HE					
 12	===	EREPORTING PE	======================================				
14	1 1 1 L	" VELOVITING LE	NOON (OCC INSCINCTIONS)				

CUSIP No. 3								
========	======	:						
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)							
	William F. Mellin							
2		HE APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) []					
			(b) [X] **					
		securities. however, may securities re	persons making this filing hold an aggregate Shares, which is 2.8% of the class of The reporting person on this cover page, be deemed a beneficial owner only of the ported by it on this cover page.					
3	SEC USE							
4	==== CITIZEN		OF ORGANIZATION					
	United States							
NUMBE	 R 0F	5	SOLE VOTING POWER					
SHAR	SHARES		- O -					
BENEFIC	IALLY	6	SHARED VOTING POWER					
OWNED	ВҮ		1,119,380					
EAC	EACH REPORTING		SOLE DISPOSITIVE POWER					
REPOR			-0-					
PERSON	WITH	8	SHARED DISPOSITIVE POWER					
			1,119,380					
9	AGGREGA		==================================					
	1,119,3	80						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)							
11	===================================							
	2.8 %							
12	TYPE OF	REPORTING PE	RSON (See Instructions)					

CUSIP No. 3								
========	======							
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)							
		Stephen L. Millham						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []							
			(b) [X] **					
	se ho se	curities. wever, may curities re	p persons making this filing hold an aggregate Shares, which is 2.8% of the class of The reporting person on this cover page, be deemed a beneficial owner only of the eported by it on this cover page.					
3	SEC USE 0							
4	===== CITIZENSH		:=====================================					
	United St	ates						
NUMBE	R OF	5	SOLE VOTING POWER					
SHAR	SHARES		-0-					
BENEFIC	IALLY	6	SHARED VOTING POWER					
OWNED	BY		1,119,380					
EAC	EACH 7		SOLE DISPOSITIVE POWER					
REPOR	TING		-0-					
PERSON	I WITH	8	SHARED DISPOSITIVE POWER					
			1,119,380					
9	AGGREGATE		IEFICIALLY OWNED BY EACH REPORTING PERSON					
	1,119,380							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	2.8 %							
12	TYPE OF R	EPORTING PE	:=====================================					

CUSIP No. 30	66651206							
========								
1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)								
	Meridee A. Moore 							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []							
			(b) [X] **					
	secur howev secur	g persons making this filing hold an aggregate Shares, which is 2.8% of the class of The reporting person on this cover page, be deemed a beneficial owner only of the eported by it on this cover page.						
	SEC USE ONLY							
4	CITIZENSHIP	OR PLACE	======================================					
	United State							
NUMBEI	R 0F	5	SOLE VOTING POWER					
SHARI	SHARES		-0-					
BENEFIC	BENEFICIALLY		SHARED VOTING POWER					
OWNED	OWNED BY		1,119,380					
EACI	EACH		SOLE DISPOSITIVE POWER					
REPOR ⁻	TING		-0-					
PERSON	WITH	8	SHARED DISPOSITIVE POWER					
			1,119,380					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	1,119,380							
10	CERTAIN SHAF	RES (See	GREGATE AMOUNT IN ROW (9) EXCLUDES Instructions) []					
11			PRESENTED BY AMOUNT IN ROW (9)					
	2.8 %							
12	TYPE OF REPORTING PERSON (See Instructions)							

CUSIP No. 3							
========	======	<u>:</u>					
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
	Thomas F. Steyer						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []						
			(b) [X] **				
		securities. however, mag securities re	g persons making this filing hold an aggregate 0 Shares, which is 2.8% of the class of The reporting person on this cover page, y be deemed a beneficial owner only of the eported by it on this cover page.				
3	SEC USE						
4	CITIZEN		======================================				
	United States						
NUMBE	 R 0F	5	SOLE VOTING POWER				
SHAR	SHARES		-0-				
BENEFIC	IALLY	6	SHARED VOTING POWER				
OWNED	ВҮ		1,119,380				
EAC	EACH REPORTING		SOLE DISPOSITIVE POWER				
REPOR			-0-				
PERSON	WITH	8	SHARED DISPOSITIVE POWER				
			1,119,380				
9	AGGREGA		==================================				
	1,119,3	380					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)						
11	===================================						
	2.8 %						
12	TYPE OF	REPORTING P	======================================				

CUSIP No. 3								
========								
1		REPORTING P DENTIFICATIO	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY)					
Mark C. Wehrly 								
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []							
			(b) [X] **					
	01 Se ho	1,119,380 ecurities. owever, may	persons making this filing hold an aggregate Shares, which is 2.8% of the class of The reporting person on this cover page, be deemed a beneficial owner only of the ported by it on this cover page.					
3	SEC USE (
4			OF ORGANIZATION					
United States								
NUMBE	 R 0F		SOLE VOTING POWER					
SHAR	SHARES		-0-					
BENEFIC		 6	SHARED VOTING POWER					
	OWNED BY		1,119,380 					
EAC	:H	7	SOLE DISPOSITIVE POWER					
REPOR	RTING		-0-					
PERSON	WITH	8	SHARED DISPOSITIVE POWER					
			1,119,380					
9	AGGREGATE	AMOUNT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON					
	1,119,380)						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)							
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	2.8 %							
12	=====	TYPE OF REPORTING PERSON (See Instructions)						

- -----

This Amendment No. 1 to Schedule 13G amends the Schedule 13G initially filed on February 24, 2000 (collectively, with all amendments thereto, the "Schedule 13G").

Item 1. Issuer

(a) Name of Issuer:

Gartner Group, Inc. (the "Company")

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

P.O. Box 10212, 56 Top Gallant Road, Stamford, CT 06904-2212

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, Class B, par value \$0.0005 per share (the "Shares") of the Company. The CUSIP number of the Shares is 366651206.

Name Of Persons Filing, Address Of Principal Business Office And
Citizenship (Item2(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;
- (iii)Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a
 Delaware limited partnership ("FCIP III"), with respect to
 the Shares held by it; and
- (v) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares held by it.

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

Page 21 of 26 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").2

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 twelve 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: Enrique H. Boilini ("Boilini"), David I.
 Cohen ("Cohen"), Joseph F. Downes ("Downes"), William F.
 Duhamel ("Duhamel"), Andrew B. Fremder ("Fremder"), Richard
 B. Fried ("Fried"), Monica R. Landry ("Landry"), William F.
 Mellin ("Mellin"), Stephen L. Millham ("Millham"), Meridee
 A. Moore ("Moore"), Thomas F. Steyer ("Steyer") and Mark C.
 Wehrly ("Wehrly").

Boilini, Cohen, Downes, Duhamel, Fremder, Fried, Landry, Mellin, Millham, Moore, 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 other than Enrique Boilini is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111. The address of Enrique Boilini is c/o Farallon Capital Management, L.L.C., 75 Holly Hill Lane, Greenwich, Connecticut 06830.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b), Or

13d-2(b) Or (c), Check Whether The Person Filing Is An Entity

Specified In (a) - (j):

Not Applicable.

2 Of the Shares reported by the Management Company on behalf of the Managed Accounts, 9,390 Shares (equal to approximately 0.02% of the total Shares currently outstanding) are held by The Absolute Return Fund of The Common Fund, a non-profit corporation whose principal address is 450 Post Road East, Westport, Connecticut 06881.

If	This	Statement	Is	Filed	Pursuant	То	Section	240.13d-1(c),	Check
		[Χ]							

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 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 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.

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 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 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 9, 2000

/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

EADALLON CADITAL MANAGEMENT LL C

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 Enrique H. Boilini, David I. Cohen, William F. Duhamel, Andrew B. Fremder, Richard B. Fried, Monica R. Landry, William F. Mellin, Stephen L. Millham, Meridee A. Moore, Thomas F. Steyer and Mark C. Wehrly.

The Powers of Attorney, each executed by Boilini, Cohen, Fremder, Mellin, Milham, Moore and Steyer authorizing Downes 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 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 13G 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 hereby incorporated by reference. The Power of Attorney executed by Mark C. Wehrly authorizing Downes to sign and file this Schedule 13G 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 to sign and file this Schedule 13G 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.

Page 26 of 26 Pages