

Edgar Filing: TREMISIS ENERGY ACQUISITION CORP - Form SC 13D

TREMISIS ENERGY ACQUISITION CORP
Form SC 13D
November 30, 2005

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 13D

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

Tremisis Energy Acquisition Corporation

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

894727106

(CUSIP Number)

Mark C. Wehrly
Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 1325
San Francisco, California 94111
(415) 421-2132

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 21, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed

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

(Continued on following pages)
Page 1 of 39 Pages
Exhibit Index Found on Page 38

13D

=====
CUSIP No. 894727106
=====

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]**

2 ** The reporting persons making this filing hold an aggregate of 591,070 Shares, which is 7.7% 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 SOURCE OF FUNDS (See Instructions)
WC, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
California

7 SOLE VOTING POWER
NUMBER OF -0-

8 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 101,400

9 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON WITH -0-

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SHARED DISPOSITIVE POWER

10

101,400

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101,400

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.3%

14

TYPE OF REPORTING PERSON (See Instructions)

PN

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13D

=====
CUSIP No. 894727106
=====

1

NAMES OF REPORTING PERSONS

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

Farallon Capital Institutional Partners, L.P.

2

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

(a) []

(b) [X]**

**

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3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

WC

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6

CITIZENSHIP OR PLACE OF ORGANIZATION

California

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| | | |
|--------------|--|--|
| | | SOLE VOTING POWER |
| 7 | | |
| NUMBER OF | | -0- |
| | | ===== |
| | | SHARED VOTING POWER |
| 8 | | |
| BENEFICIALLY | | 79,600 |
| OWNED BY | | ===== |
| | | SOLE DISPOSITIVE POWER |
| 9 | | |
| EACH | | -0- |
| | | ===== |
| | | SHARED DISPOSITIVE POWER |
| 10 | | |
| REPORTING | | 79,600 |
| PERSON WITH | | ===== |
| | | ===== |
| 11 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | | 79,600 |
| | | ===== |
| 12 | | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |
| | | [] |
| | | ===== |
| 13 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | | 1.0% |
| | | ===== |
| 14 | | TYPE OF REPORTING PERSON (See Instructions) |
| | | PN |
| | | ===== |

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13D

=====
CUSIP No. 894727106
=====

| | | |
|---|--|---|
| | | NAMES OF REPORTING PERSONS |
| 1 | | 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 | | |

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| | | |
|---|--|--------------|
| 3 | | SEC USE ONLY |
| | | ===== |

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4 SOURCE OF FUNDS (See Instructions)
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
California

| | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| | 8 | SHARED VOTING POWER |
| SHARES | | 19,900 |
| BENEFICIALLY | | |
| OWNED BY | | |
| | 9 | SOLE DISPOSITIVE POWER |
| EACH | | -0- |
| REPORTING | | |
| PERSON WITH | | |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 19,900 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,900

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) []

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

14 TYPE OF REPORTING PERSON (See Instructions)
PN

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13D

=====
CUSIP No. 894727106
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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Farallon Capital Institutional Partners III, L.P.

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

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

2

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | 7 | SOLE VOTING POWER |
|-----------------------|--------|-----------------------------|
| NUMBER OF | -0- | |
| SHARES | | 8 SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 24,300 | |
| EACH | | 9 SOLE DISPOSITIVE POWER |
| REPORTING PERSON WITH | -0- | |
| | | 10 SHARED DISPOSITIVE POWER |
| | 24,300 | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,300

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[]

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

0.3%

14 TYPE OF REPORTING PERSON (See Instructions)

PN

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13D

=====
 CUSIP No. 894727106
 =====

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

 Tincum Partners, L.P.

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

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4 SOURCE OF FUNDS (See Instructions)

 WC, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)

 []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 New York

| | | | |
|--------------|--|----|--------------------------|
| | | 7 | SOLE VOTING POWER |
| NUMBER OF | | | -0- |
| | | 8 | SHARED VOTING POWER |
| SHARES | | | 3,800 |
| BENEFICIALLY | | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | | | -0- |
| EACH | | 10 | SHARED DISPOSITIVE POWER |
| REPORTING | | | 3,800 |
| PERSON WITH | | | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 3,800

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (See Instructions)

 []

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

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0.0%

 14 TYPE OF REPORTING PERSON (See Instructions)
 PN

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=====
 CUSIP No. 894727106
 =====

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

 Farallon Capital Offshore Investors II, L.P.

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
 WC, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
 []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

 7 SOLE VOTING POWER
 NUMBER OF -0-

 8 SHARED VOTING POWER
 SHARES BENEFICIALLY OWNED BY EACH 169,600

 9 SOLE DISPOSITIVE POWER
 REPORTING PERSON WITH -0-

 10 SHARED DISPOSITIVE POWER

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169,600

=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
169,600

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.2%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

=====

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13D

=====
CUSIP No. 894727106
=====

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

Farallon Capital Management, L.L.C.

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

SOLE VOTING POWER

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| | | |
|--------------|----|--|
| | 7 | -0- |
| NUMBER OF | | |
| ===== | | |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY | 8 | 192,470 |
| OWNED BY | | |
| ===== | | |
| EACH | | SOLE DISPOSITIVE POWER |
| | 9 | -0- |
| REPORTING | | |
| PERSON WITH | | SHARED DISPOSITIVE POWER |
| | 10 | 192,470 |
| ===== | | |
| 11 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | | 192,470 |
| ===== | | |
| 12 | | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |
| | | [] |
| ===== | | |
| 13 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | | 2.5% |
| ===== | | |
| 14 | | TYPE OF REPORTING PERSON (See Instructions) |
| | | IA, OO |
| ===== | | |

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13D

=====
CUSIP No. 894727106
=====

| | | |
|-------|----|--|
| 1 | | NAMES OF REPORTING PERSONS |
| | | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) |
| | | Farallon Partners, L.L.C. |
| ===== | | |
| 2 | | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |
| | | (a) [] |
| | | (b) [X]** |
| | ** | The reporting persons making this filing hold an aggregate of 591,070 Shares, which is 7.7% 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 |
| ===== | | |

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4 SOURCE OF FUNDS (See Instructions)
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| | 8 | SHARED VOTING POWER |
| SHARES | | 398,600 |
| BENEFICIALLY | | |
| OWNED BY | | |
| | 9 | SOLE DISPOSITIVE POWER |
| EACH | | -0- |
| | 10 | SHARED DISPOSITIVE POWER |
| REPORTING | | 398,600 |
| PERSON WITH | | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
398,600

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.2%

14 TYPE OF REPORTING PERSON (See Instructions)
OO

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13D

=====
CUSIP No. 894727106
=====

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

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

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

2

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | | |
|-----------------------|--|----|--------------------------|
| | | 7 | SOLE VOTING POWER |
| NUMBER OF | | | -0- |
| SHARES | | | |
| BENEFICIALLY OWNED BY | | 8 | SHARED VOTING POWER |
| EACH | | | 591,070 |
| REPORTING PERSON WITH | | 9 | SOLE DISPOSITIVE POWER |
| | | | -0- |
| | | 10 | SHARED DISPOSITIVE POWER |
| | | | 591,070 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

591,070

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[]

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

7.7%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

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13D

=====
CUSIP No. 894727106
=====

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

 William F. Duhamel

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

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3 SEC USE ONLY

 SOURCE OF FUNDS (See Instructions)
 4 AF, OO

 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
 5 []

 CITIZENSHIP OR PLACE OF ORGANIZATION
 6 United States

 SOLE VOTING POWER
 7
 NUMBER OF -0-

 SHARED VOTING POWER
 8
 SHARES BENEFICIALLY OWNED BY 591,070

 SOLE DISPOSITIVE POWER
 9
 EACH -0-
 REPORTING PERSON WITH

 SHARED DISPOSITIVE POWER
 10
 591,070

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 11 591,070

 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
 12 []

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.7%

14 TYPE OF REPORTING PERSON (See Instructions)
IN

Page 11 of 39 Pages

13D

=====
CUSIP No. 894727106
=====

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

Charles E. Ellwein

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER
NUMBER OF -0-
8 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 591,070
9 SOLE DISPOSITIVE POWER
EACH REPORTING -0-

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PERSON WITH -----
SHARED DISPOSITIVE POWER
10 591,070

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
591,070

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.7%

14 TYPE OF REPORTING PERSON (See Instructions)
IN

Page 12 of 39 Pages

13D

=====
CUSIP No. 894727106
=====

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

Richard B. Fried

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

```

=====
              SOLE VOTING POWER
              7
NUMBER OF    -0-
SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
              8
              SHARED VOTING POWER
              591,070
              9
              SOLE DISPOSITIVE POWER
              -0-
              10
              SHARED DISPOSITIVE POWER
              591,070
=====
11  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
    591,070
=====
12  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
    CERTAIN SHARES (See Instructions)
                                     [   ]
=====
13  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
    7.7%
=====
14  TYPE OF REPORTING PERSON (See Instructions)
    IN
=====

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Page 13 of 39 Pages

13D

=====
CUSIP No. 894727106
=====

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

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|-----------------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| SHARES | | |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH | | 591,070 |
| REPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POWER |
| | | -0- |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 591,070 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

591,070

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[]

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

7.7%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

13D

=====
CUSIP No. 894727106
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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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William F. Mellin

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

(a)

(b) **

2

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4

SOURCE OF FUNDS (See Instructions)

AF, OO

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | 7 | SOLE VOTING POWER |
|-----------------------|-----|--------------------------|
| NUMBER OF | -0- | |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 8 | 591,070 |
| EACH | | SOLE DISPOSITIVE POWER |
| REPORTING PERSON WITH | 9 | -0- |
| | | SHARED DISPOSITIVE POWER |
| | 10 | 591,070 |

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

591,070

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.7%

14

TYPE OF REPORTING PERSON (See Instructions)

IN

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13D

=====
 CUSIP No. 894727106
 =====

 NAMES OF REPORTING PERSONS
 1 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]**

2
 ** The reporting persons making this filing hold an aggregate of 591,070 Shares, which is 7.7% 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 SOURCE OF FUNDS (See Instructions)
 AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

7 SOLE VOTING POWER
 NUMBER OF -0-

8 SHARED VOTING POWER
 SHARES BENEFICIALLY OWNED BY 591,070

9 SOLE DISPOSITIVE POWER
 EACH REPORTING PERSON WITH -0-

10 SHARED DISPOSITIVE POWER
 591,070

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 591,070

 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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12 CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.7%

14 TYPE OF REPORTING PERSON (See Instructions)
IN

Page 16 of 39 Pages

13D

=====
CUSIP No. 894727106
=====

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

Rajiv A. Patel

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 591,070 Shares, which is 7.7% 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 SOURCE OF FUNDS (See Instructions)
AF, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

| | | |
|-----------------------|---|---------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 8 | 591,070 |

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EACH SOLE DISPOSITIVE POWER
9
REPORTING PERSON WITH -----

10 SHARED DISPOSITIVE POWER
591,070

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
591,070

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.7%

14 TYPE OF REPORTING PERSON (See Instructions)
IN

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13D

=====
CUSIP No. 894727106
=====

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

Derek C. Schrier

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

** The reporting persons making this filing hold an aggregate of 591,070 Shares, which is 7.7% 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 SOURCE OF FUNDS (See Instructions)
AF, 00

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) []

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```

=====
6      CITIZENSHIP OR PLACE OF ORGANIZATION
      United States
=====
      SOLE VOTING POWER
      7      -0-
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      8      SHARED VOTING POWER
      591,070
      EACH
      9      SOLE DISPOSITIVE POWER
      REPORTING
      PERSON WITH
      10     SHARED DISPOSITIVE POWER
      591,070
=====
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      591,070
=====
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES (See Instructions)
      [ ]
=====
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
      7.7%
=====
14     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

```

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13D

=====
CUSIP No. 894727106
=====

```

=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
      Thomas F. Steyer
=====
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [ ]
      (b) [ X ]**

```

** The reporting persons making this filing hold an aggregate of 591,070 Shares, which is 7.7% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner

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only of the securities reported by it on this cover page.

| | | |
|----|--|-----------------------------|
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (See Instructions) | |
| | AF, OO | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | [] |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | United States | |
| | | SOLE VOTING POWER |
| | NUMBER OF | 7 -0- |
| | SHARES | |
| | BENEFICIALLY OWNED BY | 8 SHARED VOTING POWER |
| | EACH | 591,070 |
| | REPORTING PERSON WITH | 9 SOLE DISPOSITIVE POWER |
| | | -0- |
| | | 10 SHARED DISPOSITIVE POWER |
| | | 591,070 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 591,070 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) | [] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 7.7% | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) | |
| | IN | |

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NAMES OF REPORTING PERSONS

1 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 591,070 Shares, which is 7.7% 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

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

[]

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARED VOTING POWER

SHARES
BENEFICIALLY
OWNED BY

8

591,070

SOLE DISPOSITIVE POWER

EACH

9

-0-

SHARED DISPOSITIVE POWER

REPORTING
PERSON WITH

10

591,070

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

591,070

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.7%

TYPE OF REPORTING PERSON (See Instructions)

14

IN

Item 1. Security And Issuer

This statement relates to shares of Common Stock, par value \$0.0001 per share (the "Shares"), of Tremisis Energy Acquisition Corporation (the "Company"). The Company's principal offices are located at 1775 Broadway, Suite 604, New York, New York 10019.

Item 2. Identity And Background

(a) This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (v) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it; and
- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it.

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

The Management Company

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

The Farallon General Partner

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(viii) Farallon Partners, L.L.C., a Delaware limited liability company which is the

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general partner of each of the Farallon Funds (the "Farallon General Partner"), with respect to the Shares held by each of the Farallon Funds.

The Farallon Managing Members

(ix) The following persons who are managing members of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Farallon Funds and the Managed Account: 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"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

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

(b) The address of the principal business and principal office of (i) the Farallon Funds, the Farallon General Partner and the Management Company is One Maritime Plaza, Suite 1325, San Francisco, California 94111 and (ii) each of the Farallon Individual Reporting Persons is set forth in Annex 1 hereto.

(c) The principal business of each of the Farallon Funds is that of a private investment fund engaging in the purchase and sale of investments for its own account. The principal business of the Farallon General Partner is to act as the general partner of the Farallon Funds. The principal business of the Management Company is that of a registered investment adviser. The principal business of each of the Farallon Individual Reporting Persons is set forth in Annex 1 hereto.

(d) None of the Farallon Funds, the Management Company, the Farallon General Partner or any of the Farallon Individual Reporting Persons has, during the last five years, been convicted of a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Farallon Funds, the Management Company, the Farallon General Partner or any of the Farallon Individual Reporting Persons has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a

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result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The citizenship of each of the Farallon Funds, the Farallon General Partner and the Management Company is set forth above. Each of the Farallon Individual Reporting Persons is a citizen of the United States.

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The other information required by Item 2 relating to the identity and background of the Reporting Persons is set forth in Annex 1 hereto.

Item 3. Source And Amount Of Funds And Other Consideration

The net investment cost (including commissions) for the Shares held by each of the Farallon Funds and the Managed Account is set forth below:

| Entity | Shares Held | Approximate Net |
|-----------------|-------------|-----------------|
| ----- | ----- | ----- |
| | | Investment Cost |
| | | ----- |
| FCP | 101,400 | \$557,721 |
| FCIP | 79,600 | \$437,196 |
| FCIP II | 19,900 | \$109,471 |
| FCIP III | 24,300 | \$133,686 |
| Tinicum | 3,800 | \$20,910 |
| FCOI II | 169,600 | \$933,172 |
| Managed Account | 192,470 | \$1,059,157 |

The consideration for such acquisitions was obtained as follows: (i) with respect to FCIP, FCIP II and FCIP III, from working capital; (ii) with respect to FCP, Tinicum and FCOI II, from working capital, and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by FCP, Tinicum and FCOI II at Goldman, Sachs & Co.; and (iii) with respect to the Managed Account, from the working capital of the Managed Account and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by the Managed Account at Goldman, Sachs & Co. FCP, Tinicum, FCOI II and the Managed Account hold certain securities

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in their respective margin accounts at Goldman, Sachs & Co., and the accounts may from time to time have debit balances. It is not possible to determine the amount of borrowings, if any, used to acquire the Shares.

Item 4. Purpose Of The Transaction

The purpose of the acquisition of the Shares is for investment, and the acquisitions of the Shares by each of the Farallon Funds and the Managed Account were made in the ordinary course of business and were not made for the purpose of acquiring control of the Company.

Although no Reporting Person has any specific plan or proposal to acquire or dispose of Shares, consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Shares or dispose of any or all of its Shares depending upon an ongoing evaluation of the investment in the Shares, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Person and/or other investment considerations. No Reporting Person has made a determination regarding a maximum or minimum number of Shares which it may hold at any point in time.

Also, consistent with their investment intent, the Reporting Persons may engage in communications with one or more shareholders of the Company, one or more officers of the Company and/or one or more members of the board of directors of the Company regarding the Company, including but not limited to its

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operations.

Except to the extent the foregoing may be deemed a plan or proposal, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

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Item 5. Interest In Securities Of The Issuer

(a) The Farallon Funds

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Fund is incorporated herein by reference for each such Farallon Fund. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 7,700,000 Shares outstanding as of August 15, 2005 as reported by the Company in its Quarterly Report on Form 10-QSB for the period ended June 30, 2005 filed with the Securities and Exchange Commission on November 14, 2005.

(c) The trade dates, number of Shares purchased or sold and the price per Shares (including commissions) for all purchases and sales of the Shares by the Farallon Funds in the past 60 days are set forth on Schedules A-F hereto and are incorporated herein by reference. All of such transactions were open-market transactions.

(d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.

(e) Not applicable.

(b) The Management Company

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.

(c) The trade dates, number of Shares purchased or sold and the price per Shares (including commissions) for all purchases and sales of the Shares by the Management Company on behalf of the Managed Account in the past 60 days are set forth on Schedule G hereto and are incorporated herein by reference. All of such transactions were open-market transactions.

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(d) The Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Account as reported herein. The Farallon Individual Reporting Persons are managing members of the Management Company.

(e) Not applicable.

(c) The Farallon General Partner

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.

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(c) None.

(d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.

(e) Not applicable.

(d) The Farallon Individual Reporting Persons

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Individual Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.

(c) None.

(d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. The Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all the Shares held by the Managed Account as reported herein. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.

(e) Not applicable.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds and those reported by the Management Company on behalf of the Managed Account are owned directly by the Managed Account. The Farallon General Partner, as general partner to the Farallon Funds, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds. The Management

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Company, as investment adviser to the Managed Account, may be deemed to be the beneficial owner of all such Shares owned by the Managed Account. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company, may each be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds and the Managed Account. Each of the Management Company, the Farallon General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 6. Contracts, Arrangements, Understandings Or

Relationships With Respect To Securities Of The Issuer

Except as described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between such persons and any other person with respect to any securities of the Company, including but not limited to the transfer

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or voting of any securities of the Company, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Materials To Be Filed As Exhibits

There is filed herewith as Exhibit 1 a written agreement relating to the filing of joint acquisition statements as required by Section 240.13d-1(k) under the Securities Exchange Act of 1934, as amended.

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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: November 30, 2005

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/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,
On its own behalf and
as the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
TINICUM PARTNERS, L.P.,
and FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.
By Monica R. Landry,
Managing Member

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

The Powers of Attorney, each executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13D 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 each of Ding and Schrier authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Person with respect to the Common Stock of Salix Pharmaceuticals, Ltd., is hereby incorporated by reference. The Powers of Attorney executed by each of Ellwein and Patel authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and

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Exchange Commission on January 8, 2004 by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference.

Set forth below with respect to the Management Company and the Farallon General Partner is the following information: (a) name; (b) address; (c) principal business; (d) state of organization; and (e) controlling persons. Set forth below with respect to each Farallon Individual Reporting Person is the following information: (a) name; (b) business address; (c) principal occupation; and (d) citizenship.

1. The Management Company

- (a) Farallon Capital Management, L.L.C.
- (b) One Maritime Plaza, Suite 1325
San Francisco, California 94111
- (c) Serves as investment adviser to various managed accounts
- (d) Delaware limited liability company
- (e) Managing Members: Thomas F. Steyer, Senior Managing Member;
Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard
B. Fried, Monica R. Landry, William F. Mellin, Stephen L.
Millham, Rajiv A. Patel, Derek C. Schrier and Mark C. Wehrly,
Managing Members.

2. The Farallon General Partner

- (a) Farallon Partners, L.L.C.
- (b) c/o Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 1325
San Francisco, California 94111
- (c) Serves as general partner to investment partnerships
- (d) Delaware limited liability company
- (e) Managing Members: Thomas F. Steyer, Senior Managing Member;
Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard
B. Fried, Monica R. Landry, William F. Mellin, Stephen L.
Millham, Rajiv A. Patel, Derek C. Schrier and Mark C. Wehrly,
Managing Members.

3. The Farallon Individual Reporting Persons

Each of the Farallon Individual Reporting Persons is a United States citizen whose business address is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111. The principal occupation of Thomas F. Steyer is serving as senior managing member of both the Management Company and the Farallon General Partner. The principal occupation of each other Farallon

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Individual Reporting Person is serving as a managing member of both the Management Company and the Farallon General Partner. None of the Farallon Individual Reporting Persons have any additional information to disclose with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

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SCHEDULE A

FARALLON CAPITAL PARTNERS, L.P.

| TRADE DATE | NO. OF SHARES PURCHASED | PRICE PER SHARE (\$) |
|------------|----------------------------|-------------------------|
| 11/7/2005 | 3,300 | 5.37 |
| 11/10/2005 | 800 | 5.42 |
| 11/14/2005 | 1,700 | 5.42 |
| 11/15/2005 | 6,000 | 5.43 |
| 11/15/2005 | 4,800 | 5.44 |
| 11/17/2005 | 27,700 | 5.52 |
| 11/18/2005 | 7,600 | 5.52 |
| 11/21/2005 | 12,400 | 5.52 |
| 11/21/2005 | 37,100 | 5.51 |

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SCHEDULE B

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

| TRADE DATE | NO. OF SHARES PURCHASED | PRICE PER SHARE (\$) |
|------------|----------------------------|-------------------------|
| 11/7/2005 | 5,700 | 5.37 |
| 11/10/2005 | 1,400 | 5.42 |
| 11/14/2005 | 2,600 | 5.42 |
| 11/15/2005 | 4,700 | 5.43 |
| 11/15/2005 | 3,800 | 5.44 |
| 11/17/2005 | 23,900 | 5.52 |
| 11/18/2005 | 6,700 | 5.52 |
| 11/21/2005 | 7,700 | 5.52 |
| 11/21/2005 | 23,100 | 5.51 |

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SCHEDULE C
-----FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

| TRADE DATE | NO. OF SHARES PURCHASED | PRICE PER SHARE (\$) |
|------------|----------------------------|-------------------------|
| ----- | ----- | ----- |
| 11/7/2005 | 700 | 5.37 |
| 11/10/2005 | 200 | 5.42 |
| 11/14/2005 | 300 | 5.42 |
| 11/15/2005 | 1,000 | 5.43 |
| 11/15/2005 | 800 | 5.44 |
| 11/17/2005 | 5,400 | 5.52 |
| 11/18/2005 | 1,800 | 5.52 |
| 11/21/2005 | 2,400 | 5.52 |
| 11/21/2005 | 7,300 | 5.51 |

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SCHEDULE D
-----FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

| TRADE DATE | NO. OF SHARES PURCHASED | PRICE PER SHARE (\$) |
|------------|----------------------------|-------------------------|
| ----- | ----- | ----- |
| 11/7/2005 | 800 | 5.37 |
| 11/10/2005 | 200 | 5.42 |
| 11/14/2005 | 300 | 5.42 |
| 11/15/2005 | 1,300 | 5.43 |
| 11/15/2005 | 1,000 | 5.44 |
| 11/17/2005 | 6,500 | 5.52 |
| 11/18/2005 | 2,200 | 5.52 |
| 11/21/2005 | 9,000 | 5.51 |
| 11/21/2005 | 3,000 | 5.52 |

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SCHEDULE E
-----TINICUM PARTNERS, L.P.

| TRADE DATE ----- | NO. OF SHARES PURCHASED ----- | PRICE PER SHARE (\$) ----- |
|---------------------|-------------------------------------|----------------------------------|
| 11/7/2005 | 100 | 5.37 |
| 11/14/2005 | 100 | 5.42 |
| 11/15/2005 | 200 | 5.43 |
| 11/15/2005 | 100 | 5.44 |
| 11/17/2005 | 800 | 5.52 |
| 11/18/2005 | 200 | 5.52 |
| 11/21/2005 | 1,700 | 5.51 |
| 11/21/2005 | 600 | 5.52 |

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SCHEDULE F
-----FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

| TRADE DATE ----- | NO. OF SHARES PURCHASED ----- | PRICE PER SHARE (\$) ----- |
|---------------------|-------------------------------------|----------------------------------|
| 11/7/2005 | 4,800 | 5.37 |
| 11/10/2005 | 1,200 | 5.42 |
| 11/14/2005 | 2,400 | 5.42 |
| 11/15/2005 | 8,500 | 5.43 |
| 11/15/2005 | 6,800 | 5.44 |
| 11/17/2005 | 41,200 | 5.52 |
| 11/18/2005 | 12,400 | 5.52 |
| 11/21/2005 | 69,200 | 5.51 |
| 11/21/2005 | 23,100 | 5.52 |

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SCHEDULE G

FARALLON CAPITAL MANAGEMENT, L.L.C.

| TRADE DATE | NO. OF SHARES PURCHASED | PRICE PER SHARE (\$) |
|------------|----------------------------|-------------------------|
| 11/7/2005 | 4,600 | 5.37 |
| 11/10/2005 | 1,200 | 5.42 |
| 11/14/2005 | 2,600 | 5.42 |
| 11/15/2005 | 9,800 | 5.43 |
| 11/15/2005 | 7,700 | 5.44 |
| 11/17/2005 | 48,570 | 5.52 |
| 11/18/2005 | 14,600 | 5.52 |
| 11/21/2005 | 25,800 | 5.52 |
| 11/21/2005 | 77,600 | 5.51 |

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EXHIBIT INDEX

EXHIBIT 1

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

EXHIBIT 1
to
SCHEDULE 13D

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

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D 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: November 30, 2005

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,
On its own behalf and
as the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
TINICUM PARTNERS, L.P.,
and FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.
By Monica R. Landry,
Managing Member

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

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Stephen L. Millham, Rajiv A. Patel, Derek C. Schrier,
Thomas F. Steyer and Mark C. Wehrly.

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