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OMB APPROVAL  
-----  
OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....11  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Arbor Realty Trust, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

038923108

-----  
(CUSIP Number)

December 31, 2005

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)  
Page 1 of 33 Pages  
Exhibit Index Found on Page 26

13G

=====  
CUSIP No. 038923108  
=====

-----  
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 397,200 Shares, which is 2.3% 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

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

-----  
SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES  
BENEFICIALLY  
OWNED BY

6

-----  
SHARED VOTING POWER

180,700

EACH

7

-----  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

-0-

8

-----  
SHARED DISPOSITIVE POWER

180,700

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

180,700

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

10

[ ]

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.1%

-----  
TYPE OF REPORTING PERSON (See Instructions)

12

PN

-----  
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=====  
CUSIP No. 038923108  
=====

-----  
NAMES OF REPORTING PERSONS

1

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

Farallon Capital Institutional Partners, L.P.

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

(a) [ ]

(b) [ X ]\*\*

2

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3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 California

SOLE VOTING POWER

5 NUMBER OF SHARES -0-

6 SHARED VOTING POWER 168,800

SOLE DISPOSITIVE POWER

7 REPORTING PERSON WITH -0-

8 SHARED DISPOSITIVE POWER 168,800

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 168,800

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

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 1.0%

TYPE OF REPORTING PERSON (See Instructions)

12 PN

13G

CUSIP No. 038923108

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 ]\*\*

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3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

California

```

=====
                    SOLE VOTING POWER
NUMBER OF          5          -0-
SHARES
BENEFICIALLY     -----
OWNED BY          6          SHARED VOTING POWER
                    17,600
EACH              -----
REPORTING         7          SOLE DISPOSITIVE POWER
PERSON WITH      -0-
                    -----
                    SHARED DISPOSITIVE POWER
                    8          17,600
=====
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9          17,600
=====
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
10         CERTAIN SHARES (See Instructions)
                                           [ ]
=====
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11         0.1%
=====
TYPE OF REPORTING PERSON (See Instructions)
12         PN
=====

```

13G

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=====
CUSIP No. 038923108
=====

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=====
NAMES OF REPORTING PERSONS
1          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)
          (a) [ ]
          (b) [ X ]**
2
          **          The reporting persons making this filing hold an
                    aggregate of 397,200 Shares, which is 2.3% 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
=====
CITIZENSHIP OR PLACE OF ORGANIZATION
4          Delaware
=====
                    SOLE VOTING POWER
NUMBER OF          5          -0-
SHARES
BENEFICIALLY     -----
OWNED BY          6          SHARED VOTING POWER

```

OWNED BY 21,500  
 -----  
 EACH 7 SOLE DISPOSITIVE POWER  
 REPORTING -0-  
 PERSON WITH -----  
 8 SHARED DISPOSITIVE POWER  
 21,500

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 21,500  
 -----

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 0.1%  
 -----

12 TYPE OF REPORTING PERSON (See Instructions)  
 PN  
 -----

13G

=====  
 CUSIP No. 038923108  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 Tincum 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
 New York  
 -----

5 SOLE VOTING POWER  
 NUMBER OF 7 -0-  
 -----

6 SHARED VOTING POWER  
 SHARES BENEFICIALLY OWNED BY 8,600  
 -----

7 SOLE DISPOSITIVE POWER  
 EACH 7 -0-  
 REPORTING PERSON WITH -----

8 SHARED DISPOSITIVE POWER  
 8,600

=====

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,600

-----

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

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.1%

-----

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

=====

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13G

=====  
CUSIP No. 038923108  
=====

-----

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 ]\*\*

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-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		397,200
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
	8	SHARED DISPOSITIVE POWER
		397,200

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
397,200

-----

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

-----

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.3%

-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
00  
-----

Page 7 of 33 Pages

13G

=====  
CUSIP No. 038923108  
=====

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

-----  
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 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States  
-----

-----  
5 SOLE VOTING POWER  
NUMBER OF -0-  
-----  
6 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY EACH 397,200  
-----  
7 SOLE DISPOSITIVE POWER  
REPORTING PERSON WITH -0-  
-----  
8 SHARED DISPOSITIVE POWER  
397,200  
-----

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
397,200  
-----

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

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.3%

-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

13G

=====  
CUSIP No. 038923108  
=====

-----  
NAMES OF REPORTING PERSONS

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

Joseph F. Downes [See Preliminary Note]

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

(a) [ ]

(b) [ X ]\*\*

2

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3 SEC USE ONLY

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

-----  
SOLE VOTING POWER

5

NUMBER OF -0-

-----  
SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY -0-

-----  
SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON WITH -0-

-----  
SHARED DISPOSITIVE POWER

8

-0-

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

-0-

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

10

[ ]

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%

-----  
TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

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

William F. Duhamel

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

(a) [ ]

(b) [ X ]\*\*

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-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----  
5 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
-----  
6 SHARED VOTING POWER  
397,200  
-----  
7 SOLE DISPOSITIVE POWER  
-----  
8 SHARED DISPOSITIVE POWER  
397,200  
-----

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

397,200

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

[ ]

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.3%

-----  
12 TYPE OF REPORTING PERSON (See Instructions)

IN

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

Charles E. Ellwein

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

(a) [ ]

(b) [ X ]\*\*

2

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3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

SHARED VOTING POWER

6

397,200

SOLE DISPOSITIVE POWER

7

-0-

SHARED DISPOSITIVE POWER

8

397,200

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

397,200

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

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.3%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

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13G

CUSIP No. 038923108

NAMES OF REPORTING PERSONS

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

Richard B. Fried

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

(a) [ ]

(b) [ X ]\*\*

2

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-----  
3 SEC USE ONLY  
-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
4 United States  
-----  
SOLE VOTING POWER  
5 NUMBER OF -0-  
-----  
SHARED VOTING POWER  
6 SHARES BENEFICIALLY OWNED BY 397,200  
-----  
SOLE DISPOSITIVE POWER  
7 EACH REPORTING PERSON WITH -0-  
-----  
SHARED DISPOSITIVE POWER  
8 397,200  
-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9 397,200  
-----  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
10 CERTAIN SHARES (See Instructions) [ ]  
-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
11 2.3%  
-----  
TYPE OF REPORTING PERSON (See Instructions)  
12 IN  
-----

13G

=====  
CUSIP No. 038923108  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Monica R. Landry  
-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
2 (a) [ ]  
(b) [ X ]\*\*  
  
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-----  
3 SEC USE ONLY  
-----

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF	5	-0-
SHARES		
BENEFICIALLY	6	397,200
OWNED BY		
EACH		
REPORTING	7	-0-
PERSON WITH		
	8	397,200

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

397,200

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

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.3%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G

CUSIP No. 038923108

NAMES OF REPORTING PERSONS

1

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

William F. Mellin

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

2

(a) [ ]

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF	5	-0-
-----------	---	-----

SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 397,200
-----		
EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER -0-
-----		
	8	SHARED DISPOSITIVE POWER 397,200
-----		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 397,200	
-----		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]	
-----		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.3%	
-----		
12	TYPE OF REPORTING PERSON (See Instructions) IN	
-----		

13G

=====  
CUSIP No. 038923108  
=====

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 ]**  ** The reporting persons making this filing hold an aggregate of 397,200 Shares, which is 2.3% 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	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
-----		

	5	SOLE VOTING POWER -0-
-----		
NUMBER OF SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 397,200
-----		
EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER -0-
-----		

SHARED DISPOSITIVE POWER

8

397,200

=====
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

397,200

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

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.3%

TYPE OF REPORTING PERSON (See Instructions)

12

IN
=====

13G

=====
CUSIP No. 038923108
=====

NAMES OF REPORTING PERSONS

1

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

Rajiv A. Patel

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

2

(a) [ ]

(b) [ X ]\*\*

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page.

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

397,200

EACH

7

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-

SHARED DISPOSITIVE POWER

8

397,200

=====
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

397,200
=====

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.3%

12 TYPE OF REPORTING PERSON (See Instructions)  
IN

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13G

=====  
CUSIP No. 038923108  
=====

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 ]\*\*

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		397,200
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
	8	SHARED DISPOSITIVE POWER
		397,200

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
397,200

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.3%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 17 of 33 Pages

13G

CUSIP No. 038923108

NAMES OF REPORTING PERSONS

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

Thomas F. Steyer

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

(a) [ ]

(b) [ X ]\*\*

2

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3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES BENEFICIALLY OWNED BY

6

SHARED VOTING POWER

397,200

EACH

7

SOLE DISPOSITIVE POWER

-0-

REPORTING PERSON WITH

8

SHARED DISPOSITIVE POWER

397,200

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

397,200

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

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.3%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 18 of 33 Pages

=====  
 CUSIP No. 038923108  
 =====

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

Mark C. Wehrly

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

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

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3 SEC USE ONLY

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

		5	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY		-0-	
	6	397,200	SHARED VOTING POWER
EACH REPORTING PERSON WITH		-0-	SOLE DISPOSITIVE POWER
	7		SHARED DISPOSITIVE POWER
	8	397,200	

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 397,200

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

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 2.3%

-----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 IN

This Amendment No. 2 to Schedule 13G amends the Schedule 13G initially filed on April 21, 2004 (collectively, with all amendments thereto, the "Schedule 13G").

Preliminary Note: Joseph F. Downes resigned as a managing member of the Farallon General Partner (as defined below) effective September 30, 2005. This amendment to the Schedule 13G reports that Mr. Downes is no longer the deemed

beneficial owner of any of the Shares (as defined below) reported herein. The aggregate number of Shares held by the Reporting Persons (as defined below) has not changed as a result of Mr. Downes' resignation.

Item 1. Issuer  
-----

(a) Name of Issuer:  
-----

Arbor Realty Trust, Inc. (the "Company")

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

333 Earle Ovington Boulevard, Suite 900, Uniondale, New York  
11553.

Item 2. Identity And Background  
-----

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

This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 038923108.

Name Of Persons Filing, Address Of Principal Business Office And  
-----  
Citizenship (Item 2(a), (b) and (c))  
-----

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

The 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;

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- (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 "Farallon Funds."

The Farallon General Partner  
-----

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

The Farallon Managing Members  
-----

- (vii) The following persons who are (or, solely with respect to Joseph F. Downes, were) managing members of the Farallon General Partner, with respect to the Shares held by the Farallon Funds: Chun R. Ding ("Ding"), Joseph F. Downes ("Downes"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

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

The citizenship of each of the Farallon Funds and the Farallon General Partner is set forth above. Each of the Farallon Individual Reporting Persons is a citizen of the United States. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or  
-----  
240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity  
-----  
Specified In (a) - (j):  
-----

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This  
-----  
Box. [X]  
-----

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Item 4. Ownership  
-----

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds. The 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 Farallon Individual Reporting Persons other than Downes, as managing members of the Farallon General Partner with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds. Each of the Farallon General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

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

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 Section 240.13d-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

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having that purpose or effect.

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SIGNATURES  
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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: January 13, 2006

/s/ Mark C. Wehrly  
-----

FARALLON PARTNERS, L.L.C.,  
On its own behalf and  
as the General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
and TINICUM PARTNERS, L.P.  
By Mark C. Wehrly,  
Managing Member

/s/ Mark C. Wehrly  
-----

Mark C. Wehrly, individually and as attorney-in-fact for each of Chun R. Ding, Joseph F. Downes, 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 Thomas F. Steyer

The Powers of Attorney executed by Ding and Schrier authorizing Wehrly to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Powers of Attorney executed by Ellwein and Patel authorizing Wehrly to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Downes authorizing Wehrly to sign and file this Schedule 13G on his behalf, which is filed as Exhibit 2 to this Schedule 13G, is hereby incorporated by reference. The Power of Attorney executed by Duhamel authorizing Wehrly to sign and file this Schedule 13G on his behalf, which is filed as Exhibit 3 to this Schedule 13G, is hereby incorporated by reference. The Power of Attorney executed by Fried authorizing Wehrly to sign and file this Schedule 13G on his behalf, which is filed as Exhibit 4 to this Schedule 13G, is hereby incorporated by reference. The Power of Attorney executed by Landry authorizing Wehrly to sign and file this Schedule 13G on her behalf, which is filed as Exhibit 5 to this Schedule 13G, is hereby incorporated by reference. The

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Power of Attorney executed by Mellin authorizing Wehrly to sign and file this Schedule 13G on his behalf, which is filed as Exhibit 6 to this Schedule 13G, is hereby incorporated by reference. The Power of Attorney executed by Millham authorizing Wehrly to sign and file this Schedule 13G on his behalf, which is filed as Exhibit 7 to this Schedule 13G, is hereby incorporated by reference. The Power of Attorney executed by Steyer authorizing Wehrly to sign and file this Schedule 13G on his behalf, which is filed as Exhibit 8 to this Schedule 13G, is hereby incorporated by reference.

EXHIBIT INDEX

EXHIBIT 2	Joseph F. Downes Power of Attorney
EXHIBIT 3	William F. Duhamel Power of Attorney
EXHIBIT 4	Richard B. Fried Power of Attorney
EXHIBIT 5	Monica R. Landry Power of Attorney
EXHIBIT 6	William F. Mellin Power of Attorney
EXHIBIT 7	Stephen L. Millham Power of Attorney
EXHIBIT 8	Thomas F. Steyer Power of Attorney

EXHIBIT 2  
to  
SCHEDULE 13G

POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: June 30, 2003

/s/ Joseph F. Downes  
By: -----  
Name: Joseph F. Downes

EXHIBIT 3  
to  
SCHEDULE 13G

POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: June 30, 2003

/s/ William F. Duhamel  
By: -----  
Name: William F. Duhamel

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EXHIBIT 4  
to  
SCHEDULE 13G

POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: June 30, 2003

/s/ Richard B. Fried  
By: -----  
Name: Richard B. Fried

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EXHIBIT 5  
to  
SCHEDULE 13G

POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly her true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in her individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC,

and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: June 30, 2003

/s/ Monica R. Landry  
By: -----  
Name: Monica R. Landry

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EXHIBIT 6  
to  
SCHEDULE 13G

POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: June 30, 2003

/s/ William F. Mellin  
By: -----  
Name: William F. Mellin

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EXHIBIT 7  
to  
SCHEDULE 13G

POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or

13Gs unless revoked earlier in writing.

Date: June 30, 2003

/s/ Stephen L. Millham  
By: -----  
Name: Stephen L. Millham

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EXHIBIT 8  
to  
SCHEDULE 13G

POWER OF ATTORNEY

The undersigned hereby appoints Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of the undersigned's position as managing member of FCMLLC and/or FPLLC, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: June 30, 2003

/s/ Thomas F. Steyer  
By: -----  
Name: Thomas F. Steyer

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