

TOWN SPORTS INTERNATIONAL HOLDINGS INC  
Form SC 13G/A  
January 22, 2008

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934  
(amend)

TOWN SPORTS INTL HOLDINGS INC  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

89214A102  
(CUSIP Number)

December 31, 2007  
(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)

\*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 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. 89214A102  
-----

-----  
(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS, NA., 943112180  
-----

(2) Check the appropriate box if a member of a Group\*  
(a) / /  
(b) /X/

-----  
(3) SEC Use Only

-----  
(4) Citizenship or Place of Organization  
U.S.A.  
-----

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Number of Shares (5) Sole Voting Power  
Beneficially Owned 923,273  
by Each Reporting -----  
Person With (6) Shared Voting Power  
-

(7) Sole Dispositive Power  
944,535  
-----

(8) Shared Dispositive Power  
-----  
-

-----  
(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
944,535  
-----

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*  
-----

(11) Percent of Class Represented by Amount in Row (9)  
3.60%  
-----

(12) Type of Reporting Person\*  
BK  
-----

CUSIP No. 89214A102  
-----

-----  
(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL FUND ADVISORS  
-----

(2) Check the appropriate box if a member of a Group\*  
(a) / /  
(b) /X/  
-----

(3) SEC Use Only  
-----

(4) Citizenship or Place of Organization  
U.S.A.  
-----

Number of Shares (5) Sole Voting Power  
Beneficially Owned 238,184  
by Each Reporting -----  
Person With (6) Shared Voting Power  
-

(7) Sole Dispositive Power  
238,184  
-----

(8) Shared Dispositive Power  
-----  
-

-----  
(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
238,184  
-----

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*  
-----

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-----  
(11) Percent of Class Represented by Amount in Row (9)  
0.91%

-----  
(12) Type of Reporting Person\*  
IA  
-----

CUSIP No. 89214A102  
-----

-----  
(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
BARCLAYS GLOBAL INVESTORS, LTD  
-----

(2) Check the appropriate box if a member of a Group\*  
(a) / /  
(b) /X/

-----  
(3) SEC Use Only  
-----

(4) Citizenship or Place of Organization  
England  
-----

Number of Shares	(5) Sole Voting Power
Beneficially Owned	-----
by Each Reporting	(6) Shared Voting Power
Person With	-
	-----
	(7) Sole Dispositive Power
	-
	-----
	(8) Shared Dispositive Power
	-

-----  
(9) Aggregate  
-  
-----

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*  
-----

(11) Percent of Class Represented by Amount in Row (9)  
0.00%

-----  
(12) Type of Reporting Person\*  
BK  
-----

CUSIP No. 89214A102  
-----

-----  
(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
-----

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BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED

(2) Check the appropriate box if a member of a Group\*  
(a) / /  
(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization  
Japan

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power

(6) Shared Voting Power  
-

(7) Sole Dispositive Power  
-

(8) Shared Dispositive Power  
-

(9) Aggregate  
-

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

(11) Percent of Class Represented by Amount in Row (9)  
0.00%

(12) Type of Reporting Person\*  
BK

CUSIP No. 89214A102

(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS JAPAN LIMITED

(2) Check the appropriate box if a member of a Group\*  
(a) / /  
(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization  
Japan

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power

(6) Shared Voting Power  
-

-----  
(7) Sole Dispositive Power  
-

-----  
(8) Shared Dispositive Power  
-

-----  
(9) Aggregate  
-

-----  
(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*  
-----

-----  
(11) Percent of Class Represented by Amount in Row (9)  
0.00%

-----  
(12) Type of Reporting Person\*  
IA  
-----

CUSIP No. 89214A102  
-----

-----  
(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
BARCLAYS GLOBAL INVESTORS CANADA LIMITED  
-----

-----  
(2) Check the appropriate box if a member of a Group\*  
(a) / /  
(b) /X/  
-----

-----  
(3) SEC Use Only  
-----

-----  
(4) Citizenship or Place of Organization  
Canada  
-----

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power  
-----

(6) Shared Voting Power  
-

-----  
(7) Sole Dispositive Power  
-

-----  
(8) Shared Dispositive Power  
-

-----  
(9) Aggregate  
-

-----  
(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*  
-----

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(11) Percent of Class Represented by Amount in Row (9)  
0.00%

(12) Type of Reporting Person\*  
IA

CUSIP No. 89214A102

(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS AUSTRALIA LIMITED

(2) Check the appropriate box if a member of a Group\*

(a) / /

(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization  
Australia

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power

(6) Shared Voting Power

-

(7) Sole Dispositive Power

-

(8) Shared Dispositive Power

-

(9) Aggregate

-

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

(11) Percent of Class Represented by Amount in Row (9)  
0.00%

(12) Type of Reporting Person\*  
IA

CUSIP No. 89214A102

(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

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Barclays Global Investors (Deutschland) AG

(2) Check the appropriate box if a member of a Group\*

(a) / /

(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization

Germany

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power

(6) Shared Voting Power

-

(7) Sole Dispositive Power

-

(8) Shared Dispositive Power

-

(9) Aggregate

-

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

(11) Percent of Class Represented by Amount in Row (9)

0.00%

(12) Type of Reporting Person\*

IA

ITEM 1(A). NAME OF ISSUER  
TOWN SPORTS INTL HOLDINGS INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
5 Penn Plaza 4th Floor  
New York, NY 10001

ITEM 2(A). NAME OF PERSON(S) FILING  
BARCLAYS GLOBAL INVESTORS, NA

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
45 Fremont Street  
San Francisco, CA 94105

ITEM 2(C). CITIZENSHIP  
U.S.A

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock

ITEM 2(E). CUSIP NUMBER  
89214A102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),

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OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
- (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E).
- (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b) (1) (ii) (F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b) (1) (ii) (G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b) (1) (ii) (J)

ITEM 1(A).           NAME OF ISSUER  
TOWN SPORTS INTL HOLDINGS INC

---

ITEM 1(B).           ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
5 Penn Plaza 4th Floor  
New York, NY 10001

---

ITEM 2(A).           NAME OF PERSON(S) FILING  
BARCLAYS GLOBAL FUND ADVISORS

---

ITEM 2(B).           ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
45 Fremont Street  
San Francisco, CA    94105

---

ITEM 2(C).           CITIZENSHIP  
U.S.A

---

ITEM 2(D).           TITLE OF CLASS OF SECURITIES  
Common Stock

---

ITEM 2(E).           CUSIP NUMBER  
89214A102

---

ITEM 3.            IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) // Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
- (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) /X/ Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E).
- (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b) (1) (ii) (F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b) (1) (ii) (G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment



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company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).

(j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER  
TOWN SPORTS INTL HOLDINGS INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
5 Penn Plaza 4th Floor  
New York, NY 10001

ITEM 2(A). NAME OF PERSON(S) FILING  
BARCLAYS GLOBAL INVESTORS, LTD

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
Murray House  
1 Royal Mint Court  
LONDON, EC3N 4HH

ITEM 2(C). CITIZENSHIP  
England

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock

ITEM 2(E). CUSIP NUMBER  
89214A102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) /X/ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) // Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
- (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER  
TOWN SPORTS INTL HOLDINGS INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
5 Penn Plaza 4th Floor  
New York, NY 10001

ITEM 2(A). NAME OF PERSON(S) FILING  
BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
Ebisu Prime Square Tower 8th Floor  
1-1-39 Hiroo Shibuya-Ku

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Tokyo 150-0012 Japan

-----  
ITEM 2(C).       CITIZENSHIP  
                  Japan  
-----

ITEM 2(D).       TITLE OF CLASS OF SECURITIES  
                  Common Stock  
-----

ITEM 2(E).       CUSIP NUMBER  
                  89214A102  
-----

ITEM 3.           IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A  
(a) // Broker or Dealer registered under Section 15 of the Act  
      (15 U.S.C. 78o).  
(b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).  
(c) // Insurance Company as defined in section 3(a) (19) of the Act  
      (15 U.S.C. 78c).  
(d) // Investment Company registered under section 8 of the Investment  
      Company Act of 1940 (15 U.S.C. 80a-8).  
(e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E).  
(f) // Employee Benefit Plan or endowment fund in accordance with section  
      240.13d-1(b) (1) (ii) (F).  
(g) // Parent Holding Company or control person in accordance with section  
      240.13d-1(b) (1) (ii) (G).  
(h) // A savings association as defined in section 3(b) of the Federal Deposit  
      Insurance Act (12 U.S.C. 1813).  
(i) // A church plan that is excluded from the definition of an investment  
      company under section 3(c) (14) of the Investment Company Act of 1940  
      (15U.S.C. 80a-3).  
(j) // Group, in accordance with section 240.13d-1(b) (1) (ii) (J)

ITEM 1(A).       NAME OF ISSUER  
                  TOWN SPORTS INTL HOLDINGS INC  
-----

ITEM 1(B).       ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
                  5 Penn Plaza 4th Floor  
                  New York, NY 10001  
-----

ITEM 2(A).       NAME OF PERSON(S) FILING  
                  BARCLAYS GLOBAL INVESTORS JAPAN LIMITED  
-----

ITEM 2(B).       ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
                  Ebisu Prime Square Tower 8th Floor  
                  1-1-39 Hiroo Shibuya-Ku  
                  Tokyo 150-8402 Japan  
-----

ITEM 2(C).       CITIZENSHIP  
                  Japan  
-----

ITEM 2(D).       TITLE OF CLASS OF SECURITIES  
                  Common Stock  
-----

ITEM 2(E).       CUSIP NUMBER  
                  89214A102  
-----

ITEM 3.           IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A  
(a) // Broker or Dealer registered under Section 15 of the Act  
      (15 U.S.C. 78o).  
(b) // Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).  
(c) // Insurance Company as defined in section 3(a) (19) of the Act

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- (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) /X/ Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
- (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A).           NAME OF ISSUER  
TOWN SPORTS INTL HOLDINGS INC

---

ITEM 1(B).           ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
5 Penn Plaza 4th Floor  
New York, NY 10001

---

ITEM 2(A).           NAME OF PERSON(S) FILING  
BARCLAYS GLOBAL INVESTORS CANADA LIMITED

---

ITEM 2(B).           ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
Brookfield Place 161 Bay Street  
Suite 2500, PO Box 614  
Toronto, Canada  
Ontario M5J 2S1

---

ITEM 2(C).           CITIZENSHIP  
Canada

---

ITEM 2(D).           TITLE OF CLASS OF SECURITIES  
Common Stock

---

ITEM 2(E).           CUSIP NUMBER  
89214A102

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ITEM 3.           IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) // Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
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- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

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ITEM 1(A). NAME OF ISSUER  
TOWN SPORTS INTL HOLDINGS INC

---

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
5 Penn Plaza 4th Floor  
New York, NY 10001

---

ITEM 2(A). NAME OF PERSON(S) FILING  
BARCLAYS GLOBAL INVESTORS AUSTRALIA LIMITED

---

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
Level 43, Grosvenor Place, 225 George Street  
PO Box N43  
Sydney, Australia NSW 1220

---

ITEM 2(C). CITIZENSHIP  
Australia

---

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock

---

ITEM 2(E). CUSIP NUMBER  
89214A102

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act  
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(15 U.S.C. 78c).
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Company Act of 1940 (15 U.S.C. 80a-8).
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240.13d-1(b) (1) (ii) (G).
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Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment  
company under section 3(c) (14) of the Investment Company Act of 1940  
(15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b) (1) (ii) (J)

---

ITEM 1(A). NAME OF ISSUER  
TOWN SPORTS INTL HOLDINGS INC

---

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
5 Penn Plaza 4th Floor  
New York, NY 10001

---

ITEM 2(A). NAME OF PERSON(S) FILING  
Barclays Global Investors (Deutschland) AG

---

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
Apianstrasse 6  
D-85774

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Unterfohring, Germany

-----  
ITEM 2(C).           CITIZENSHIP  
                          Germany  
-----

ITEM 2(D).           TITLE OF CLASS OF SECURITIES  
                          Common Stock  
-----

ITEM 2(E).           CUSIP NUMBER  
                          89214A102  
-----

ITEM 3.           IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A  
(a) // Broker or Dealer registered under Section 15 of the Act  
      (15 U.S.C. 78o).  
(b) // Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).  
(c) // Insurance Company as defined in section 3(a) (19) of the Act  
      (15 U.S.C. 78c).  
(d) // Investment Company registered under section 8 of the Investment  
      Company Act of 1940 (15 U.S.C. 80a-8).  
(e) /X/ Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E).  
(f) // Employee Benefit Plan or endowment fund in accordance with section  
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(g) // Parent Holding Company or control person in accordance with section  
      240.13d-1(b) (1) (ii) (G).  
(h) // A savings association as defined in section 3(b) of the Federal Deposit  
      Insurance Act (12 U.S.C. 1813).  
(i) // A church plan that is excluded from the definition of an investment  
      company under section 3(c) (14) of the Investment Company Act of 1940  
      (15U.S.C. 80a-3).  
(j) // Group, in accordance with section 240.13d-1(b) (1) (ii) (J)

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and  
percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:  
      1,182,719  
-----

(b) Percent of Class:  
      4.51%  
-----

(c) Number of shares as to which such person has:  
      (i) sole power to vote or to direct the vote  
          1,161,457  
-----  
      (ii) shared power to vote or to direct the vote  
          -  
-----  
      (iii) sole power to dispose or to direct the disposition of  
          1,182,719  
-----  
      (iv) shared power to dispose or to direct the disposition of  
          -  
-----

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 person has ceased to be the beneficial owner of more than five

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percent of the class of securities, check the following. /x/

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those accounts. See also Items 2(a) above.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable

ITEM 10. CERTIFICATION

(a) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

(b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c):

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.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 30, 2008

-----  
Date

-----  
Signature

Jeff Medeiros  
Principal

-----  
Name/Title