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FALCONE PHILIP

FALCONE I	PHILIP										
Form 4 December 28	8 2004										
								OMB	APPROVAL		
FORM	14 UNITED ST		RITIES A ashington			NGE	COMMISSIO	-	3235-0287		
Check the			8.	,				Expires:	January 31,		
subject to Section 1 Form 4 o	if no longer subject to Section 16. Form 4 or					Estimated burden h response	ated average n hours per				
obligation may cont	Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940										
(Print or Type F	Responses)										
HARBERT	ddress of Reporting Pe DISTRESSED ENT MASTER FU	Symbol	ier Name and I AP HOTEI			-	5. Relationship Issuer	of Reporting P	erson(s) to		
LTD			RTS INC				(Che	eck all applica	all applicable)		
(Last)	(First) (Mic	(Month	Day/Year)Offi						.0% Owner Other (specify		
SERVICES	, THIRD FL BISH EDMONDS HILL	OP	2004								
Filed(Month/Day/Year) Applicable Line) Form filed by					One Reporting	vint/Group Filing(Check One Reporting Person More than One Reporting					
(City)		(-)					Person				
(City)	(State) (Z	Ta Ta					quired, Disposed	of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)			Code	on(A) or Dis (D) (Instr. 3, 4	sposed	f of 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	12/23/2004		Р	39,100	А	\$ 1.9	3,438,785 <u>(1)</u>	D			
Common Stock	12/23/2004		Р	0	A	\$ 0	3,438,785 <u>(2)</u>	I	By Harbert Distressed Investment Master Fund, Ltd.		
Common Stock	12/23/2004		Р	900	Α	\$ 1.9	77,335 <u>(3)</u>	Ι	By Alpha US Sub Fund VI,		

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Reminder: Report on a se	parate line for each cla	ss of securities beneficial	ly owned directly or indirectly.
reeninger. Report on a se	purate fille for each era	iss of securities cenericia	if owned directly of maneedly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
HARBERT DISTRESSED INVESTMENT MASTER FUND LTD C/O INTERNATIONAL FUND SERVICES THIRD FL BISHOP SQUARE REDMONDS HILL DUBLIN IRELAND, L2 00000		Х						
HMC DISTRESSED INVESTMENT OFFSHORE MANAGER LLC 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022		Х						
HMC INVESTORS LLC ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM, AL 35244		Х						
FALCONE PHILIP 555 MADISON AVE 16TH FLOOR NEW YORK, NY 10022		Х						
HARBERT RAYMOND J ONE RIVERCHASE PARKWAY SOUTH		Х						

LLC

Х

BIRMINGHAM, AL 35244

LUCE MICHAEL D ONE RIVERCHASE PARKWAY SOUTH BIRMINGHAM, AL 35244

Signatures

Harbert Distressed Investment Master Fund, Ltd. HMC Distressed Investment Offshore					
Manager, LLC By: HMC Investors, LLC, Managing Member By: /s/ Joel Piassick					
	**Signature of Reporting Person	Date			
HMC Distressed Investment Offshore Manager, LLC By: HMC Investors, LLC, Managing Member By: /s/ Joel Piassick					
	**Signature of Reporting Person	Date			
HMC Investors, LLC By: /s/ Joel Piassick					
	**Signature of Reporting Person	Date			
By: /s/ Philip Falcone		12/28/2004			
	**Signature of Reporting Person	Date			
By: /s/ Raymond J. Harbert		12/28/2004			
	**Signature of Reporting Person	Date			
By: /s/ Michael D. Luce					
**Signature of Reporting Person					

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These securities are owned by Harbert Distressed Investment Master Fund, Ltd., which is a Reporting Person.

These securities may be deemed to be beneficially owned by HMC Distressed Investment Offshore Manager, L.L.C. ("HMC Management"), the investment manager of Harbert Distressed Investment Master Fund, Ltd., HMC Investors, L.L.C., its managing member ("HMC Investors"), Philip Falcone, a member of HMC Management and the portfolio manager of Harbert Distressed Investment

(2) Master Fund, Ltd., Raymond J. Harbert, a member of HMC Investors, and Michael D. Luce, a member of HMC Investors. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

These securities may be deemed to be beneficially owned by HMC Investors, Philip Falcone, who is the portfolio manager of Alpha US Sub Fund VI, LLC, Raymond J. Harbert and Michael D. Luce. Each such Reporting Person disclaims beneficial ownership of the

(3) reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.