ADA-ES INC
Form SC 13D
December 16, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

ADA-ES Inc.

(NAME OF ISSUER)

Common Stock no par value

(TITLE OF CLASS OF SECURITIES)

005208103

(CUSIP NUMBER)

Paul D. Sonkin
Hummingbird Management, LLC
(f/k/a Morningside Value Investors, LLC)
153 East 53rd Street, 55th Floor
New York, New York 10022
212-521-0975

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

December 12, 2003

(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 Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7(b) 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 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)

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

Hummingbird Management, LLC (f/k/a Morningside Value Investors, LLC)
IRS No. 13-4082842

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2. CHECK THE APPROPRIATE BOX IF A GROUP* (a) [x] (b) [ ]

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3. SEC USE ONLY

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4. SOURCES OF FUNDS

OO

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

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7.	SOLE VOTING POWER	0
BENEFICIALLY OWNED BY	8.	SHARED VOTING POWER	181,915
EACH REPORTING	9.	SOLE DISPOSITIVE POWER	176,100

PERSON WITH 10. SHARED DISPOSITIVE POWER 0

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 181,915

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES * [ ]

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 5.1%

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14. TYPE OF REPORTING PERSON*

OO

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

Paul D. Sonkin
IRS No. 127-64-6622

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2. CHECK THE APPROPRIATE BOX IF A GROUP* (a) [x]
(b) [ ]

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3. SEC USE ONLY

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4. SOURCES OF FUNDS

PF

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

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES 7. SOLE VOTING POWER 0

BENEFICIALLY OWNED BY	8. SHARED VOTING POWER	181,915
EACH REPORTING	9. SOLE DISPOSITIVE POWER	5,815
PERSON WITH	10. SHARED DISPOSITIVE POWER	0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 181,915

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES * [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 5.1%

14. TYPE OF REPORTING PERSON*

IN

ITEM 1 SECURITY AND ISSUER

Title of Class of Securities

Common stock no par value per share (the "Shares")

Name and Address of Issuer

ADE-ES, Inc. (the "Company" or the "Issuer")
81000 Southpark Way B
Littleton, CO 80120

ITEM 2 IDENTITY AND BACKGROUND

a. The persons filing this statement are Hummingbird Management, LLC (" Hummingbird"), and Paul D. Sonkin, collectively referred to together as "Reporting Persons."

b. Hummingbird Management, LLC (f/k/a Morningside Value Investors, LLC), is a Delaware limited liability company("Hummingbird"), whose principal business and principal office address is 153 East 53rd Street,55th Floor,

New York, New York 10022. Hummingbird acts as investment manager to The Hummingbird Value Fund, L.P. ("HVF") and to The Hummingbird Microcap Value Fund, L.P. (the "Microcap Fund") and has the sole investment discretion and voting authority with respect to the investments owned of record by each of HVF and Microcap Fund. Accordingly, Hummingbird may be deemed for purposes of Rule 13d-3 of the Securities and Exchange Act of 1934, as amended ("Rule 13d-3"), to be the beneficial owner of the Shares owned by HVF and Microcap Fund. The managing member of Hummingbird is Paul Sonkin. Mr. Sonkin is also the managing member of HVF Capital (f/k/a Morningside Capital, LLC) ("HVF Capital"), the general partner of HVF and Microcap Fund.

Both HVF and Microcap Fund are Delaware limited partnerships whose principal business and principal office address is 153 East 53rd Street,55th Floor, New York, New York 10022 and whose principal business is investing in securities inorder to achieve its investment objectives. Mr. Sonkin is a citizen of the United States and HVF Capital is a Delaware limited liability company. The principal business and principal office address of both Mr. Sonkin and HVF Capital is 153 East 53rd Street, 55th Floor, New York, New York 10022.

During the past five years none of Hummingbird, HVF, Microcap Fund, Mr. Sonkin or HVF Capital has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which any of the foregoing 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.

ITEM 3 SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

As of December 15, 2003, Hummingbird has caused each of HVF and Microcap Fund to invest approximately $608,794 and $464,946, respectively, in the Shares of the Issuer using their respective working capital. Sonkin has invested $5,407 in Shares of the issuer using Personal Funds.

ITEM 4 PURPOSE OF TRANSACTION

The Shares were acquired for investment purposes. However, the Reporting Persons may hold talks or discussions with various parties, including, but not limited to, the Issuer's management, its board of directors and other shareholders on a variety of possible subjects regarding ways to increase shareholder value. Some of the suggestions Hummingbird might make may affect control of the Issuer and/or may relate to the following: the merger, acquisition or liquidation of the Issuer, the sale or transfer of the assets of the Issuer, a change in the board of directors or the management of the Issuer, a change in the present capitalization or dividend policy of the Issuer or a change in the Issuer's charter or by-laws. The Reporting Persons intend to pay close attention to developments at and pertaining to the Issuer, and, subject to market conditions and other factors deemed relevant by the Reporting Persons, the Reporting Persons may, directly or indirectly, purchase additional Shares of the Issuer or dispose of some or such Shares in open-market transaction or privately negotiated transactions.

ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

(a) The Reporting Persons aggregately beneficially own 181,915, or 5.1% of the Common Stock of the Issuer, based upon 3,582,230 shares outstanding as of November 7, 2003, as reported on the latest 10-QSB of the Issuer.

(b) Hummingbird has shared voting power over 181,915 Shares of the Issuer.

Hummingbird has sole dispositive power over 176,100 Shares. As the holder of sole voting and investment authority over the Shares owned by HVF and the Microcap Fund, Hummingbird may be deemed, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owner of the aggregate amount of 176,100 Shares of the Issuer. Hummingbird disclaimsany economic interest or beneficial ownership of the Shares covered by this Statement.

Mr. Sonkin is the managing member and control person of Hummingbird, and for purposes of Rule 13d-3 may be deemed the beneficial owner of such Shares deemed to be beneficially owned by Hummingbird. Thus, Mr. Sonkin may be deemed, for purposes of Rule 13d-3, to be the beneficial owner of 176,100 Shares of the Issuer Mr. Sonkin disclaims any economic interest or beneficial ownership of these Shares.

Mr. Sonkin is also the owner of 5,815 Shares and has sole dispositive power over 5,815 Shares. He has shared voting power over 181,915 Shares.

(c) Hummingbird caused HVF to effect transactions in the Shares during the past 60 days as set forth below:

DATE	TYPE	AMOUNT OF SHARES	PRICE/SHARE
10/27/03	open market purchase	576	4.200
10/29/03	open market purchase	2,296	4.500
10/31/03	open market purchase	1,000	5.050
11/4/03	open market purchase	270	5.050
11/4/03	open market purchase	7,200	5.130
11/6/03	open market purchase	6,532	5.824
11/7/03	open market purchase	10,000	6.000
11/10/03	open market purchase	4,007	5.971
11/11/03	open market purchase	2,291	6.000
11/13/03	open market purchase	2,400	6.188
11/17/03	open market purchase	3,200	6.100
11/18/03	open market purchase	2,859	6.150
11/20/03	open market purchase	2,200	6.200
11/21/03	open market purchase	3,400	6.200
11/24/03	open market purchase	2,098	6.200
11/25/03	open market purchase	2,281	6.150
11/26/03	open market purchase	1,592	6.150

11/28/03	open market purchase	4,303	6.131
12/1/03	open market purchase	1,148	6.100
12/2/03	open market purchase	3,157	6.232
12/3/03	open market purchase	16,933	6.250
12/4/03	open market purchase	4,018	6.271
12/8/03	open market purchase	1,050	6.300
12/10/03	open market purchase	3,200	6.300
12/11/03	open market purchase	2,237	6.560
12/12/03	open market purchase	8,600	7.005
12/15/03	open market purchase	1,100	7.000

Hummingbird caused the Microcap Fund to effect transactions in the Shares during the past 60 days as set forth below:

DATE	TYPE	AMOUNT OF SHARES	PRICE/SHARE
10/27/03	open market purchase	424	4.200
10/29/03	open market purchase	1,704	4.500
10/31/03	open market purchase	1,000	5.050
11/4/03	open market purchase	200	5.050
11/4/03	open market purchase	5,200	5.130
11/6/03	open market purchase	4,847	5.824
11/7/03	open market purchase	6,391	6.000
11/10/03	open market purchase	2,993	5.971
11/11/03	open market purchase	1,709	6.000
11/13/03	open market purchase	1,600	6.188
11/17/03	open market purchase	2,400	6.100
11/18/03	open market purchase	2,141	6.150
11/19/03	open market purchase	500	6.200
11/20/03	open market purchase	1,581	6.200
11/21/03	open market purchase	2,600	6.200
11/24/03	open market purchase	1,582	6.200
11/25/03	open market purchase	1,719	6.150
11/26/03	open market purchase	1,207	6.150
11/28/03	open market purchase	3,697	6.131
12/1/03	open market purchase	852	6.100
12/2/03	open market purchase	2,343	6.232
12/3/03	open market purchase	12,567	6.250
12/4/03	open market purchase	2,982	6.271
12/8/03	open market purchase	750	6.300
12/10/03	open market purchase	2,300	6.300
12/11/03	open market purchase	1,763	6.560
12/12/03	open market purchase	8,000	7.005
12/15/03	open market purchase	1,000	7.000

Sonkin has effected transactions in the Shares on his own behalf during the past 60 days as set forth below.

DATE	TYPE	AMOUNT OF SHARES	PRICE/SHARE
11/12/03	open market purchase	5,500	6.150
11/21/03	open market purchase	315	6.300

(d) Inapplicable.

(e) Inapplicable.

ITEM 6 CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

See Item 7 regarding Joint Filing Agreement

ITEM 7 MATERIAL TO BE FILED AS EXHIBITS

Exhibit A Joint Filing Agreement

SIGNATURE

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

Dated: December 16, 2003

HUMMINGBIRD MANAGEMENT, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin

EXHIBIT A

JOINT FILING AGREEMENT

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 behalfof each of the undersigned without the necessity of filing additional jointfiling agreements. 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 it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is not accurate. It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to the foregoing statement on Schedule 13D.s

Dated: December 16, 2003

HUMMINGBIRD MANAGEMENT, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin