
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 13G

Under the Securities Exchange Act of 1934 (Amendment No) *
Quantum Corporation
(Name of Issuer)
Common Stock, par value \$0.01 per share
(Title of Class of Securities)
747906204
(CUSIP Number)
March 6, 2006
(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) X 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. [See Preliminary Note]
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 38 Pages Exhibit Index Found on Page 36
13G
CUSIP No. 747906204

2

NAMES OF REPORTING PERSONS

Noonday Asset Management, L.P.

The reporting persons making this filing hold an

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

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

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

aggregate of 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note]

SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER 5 NUMBER OF -0-SHARED VOTING POWER SHARES BENEFICIALLY 6 OWNED BY 10,840,053 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER REPORTING -0-PERSON WITH SHARED DISPOSITIVE POWER 10,840,053 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,840,053 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.6% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) 12 PN

Page 2 of 38 Pages

13G

CUSIP No. 747906204

NAMES OF REPORTING PERSONS

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

Noonday G.P. (U.S.), L.L.C.

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 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note]

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SHAR	R OF		-0-
BENEFIC		6	SHARED VOTING POWER
OWNED) BY		10,840,053 [See Preliminary Note]
EAC	H	7	SOLE DISPOSITIVE POWER
REPOR		,	-0-
PERSON	I WITH		SHARED DISPOSITIVE POWER
		8	10,840,053 [See Preliminary Note]
	AGGREGATE AMO	====== UNT BENEE	TICIALLY OWNED BY EACH REPORTING PERSON
9	10,840,053 [S	oo Prolim	pinary Notel
		=======	
	CHECK IF THE CERTAIN SHARE		: AMOUNT IN ROW (9) EXCLUDES structions) []
	PERCENT OF CL	====== ASS REPRE	SENTED BY AMOUNT IN ROW (9)
11	5.6% [See Pre	liminary	Note]
	====================================		SON (See Instructions)
12		TING THIC	on (see instructions)
	00 ========	======	
		Pac	ge 3 of 38 Pages
		1 4 2	0 0 0 10 14ges
			13G
======================================	7906204		
	======		
	NAMES OF REPO	====== RTING PEF	asons
1			NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Noonday Capit	al, L.L.C	•
			·•
	CHECK THE APP	====== ROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
2			BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	The re	BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
2		The reading aggregation of the a	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** sporting persons making this filing hold an late of 11,058,853 Shares, which is 5.7% of the late of securities. The reporting person on this
2		The reaggregation class cover property of	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an oute of 11,058,853 Shares, which is 5.7% of the off securities. The reporting person on this page, however, may be deemed a beneficial owner the securities reported by it on this cover
	**	The reaggregation class cover property of	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an atte of 11,058,853 Shares, which is 5.7% of the off securities. The reporting person on this page, however, may be deemed a beneficial owner
		The reaggregation class cover property of	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an oute of 11,058,853 Shares, which is 5.7% of the off securities. The reporting person on this page, however, may be deemed a beneficial owner the securities reported by it on this cover
3	** SEC USE ONLY	The reaggregate class cover ponly of page.	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an acte of 11,058,853 Shares, which is 5.7% of the off securities. The reporting person on this bage, however, may be deemed a beneficial owner the securities reported by it on this cover See Preliminary Note]
3 4	** SEC USE ONLY CITIZENSHIP O	The reaggregate class cover ponly of page.	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an oute of 11,058,853 Shares, which is 5.7% of the off securities. The reporting person on this page, however, may be deemed a beneficial owner the securities reported by it on this cover
3 4	** SEC USE ONLY	The reaggregate class cover ponly of page.	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an acte of 11,058,853 Shares, which is 5.7% of the off securities. The reporting person on this bage, however, may be deemed a beneficial owner the securities reported by it on this cover See Preliminary Note]
3 4	** SEC USE ONLY CITIZENSHIP O	The reaggregate class cover ponly of page.	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an acte of 11,058,853 Shares, which is 5.7% of the off securities. The reporting person on this bage, however, may be deemed a beneficial owner the securities reported by it on this cover See Preliminary Note]
3 4	** SEC USE ONLY CITIZENSHIP O	The reaggregate class of cover profile only of page.	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an acte of 11,058,853 Shares, which is 5.7% of the off securities. The reporting person on this bage, however, may be deemed a beneficial owner the securities reported by it on this cover See Preliminary Note]
3 4 NUMBE	** SEC USE ONLY CITIZENSHIP O Delaware CR OF	The reaggregate class of cover property of page. [BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an acte of 11,058,853 Shares, which is 5.7% of the off securities. The reporting person on this page, however, may be deemed a beneficial owner the securities reported by it on this cover (See Preliminary Note)
3 4 NUMBE	** SEC USE ONLY CITIZENSHIP O Delaware R OF ER OF ESS EIALLY	The reaggregate class of cover profile only of page.	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an acte of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner the securities reported by it on this cover See Preliminary Note] FORGANIZATION SOLE VOTING POWER -0-
3 4 NUMBE SHAF BENEFIC OWNED	** SEC USE ONLY CITIZENSHIP O Delaware CR OF ES ITALLY BY	The reaggregate class of cover property of page. [BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an acte of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner the securities reported by it on this cover See Preliminary Note] OF ORGANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER 10,840,053 [See Preliminary Note]
3 4 NUMBE SHAF BENEFIC OWNER EAC	** SEC USE ONLY CITIZENSHIP O Delaware R OF ES CIALLY DBY	The reaggregate class of cover property of page. [BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an acte of 11,058,853 Shares, which is 5.7% of the off securities. The reporting person on this page, however, may be deemed a beneficial owner the securities reported by it on this cover (See Preliminary Note) SOLE VOTING POWER 10,840,053 [See Preliminary Note] SOLE DISPOSITIVE POWER
3 4 NUMBE SHAF BENEFIC OWNED	** SEC USE ONLY CITIZENSHIP O Delaware R OF ES CIALLY DBY CH	The reaggregate class of cover ponly of page.	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an acte of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner the securities reported by it on this cover See Preliminary Note] OF ORGANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER 10,840,053 [See Preliminary Note]
3 4 NUMBE SHAF BENEFIC OWNED EAC	** SEC USE ONLY CITIZENSHIP O Delaware R OF ES CIALLY DBY CH	The reaggregate class of cover ponly of page.	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** exporting persons making this filing hold an acte of 11,058,853 Shares, which is 5.7% of the off securities. The reporting person on this page, however, may be deemed a beneficial owner the securities reported by it on this cover (See Preliminary Note) SOLE VOTING POWER 10,840,053 [See Preliminary Note] SOLE DISPOSITIVE POWER
3 4 NUMBE SHAF BENEFIC OWNED EAC	** SEC USE ONLY CITIZENSHIP O Delaware R OF ES CIALLY DBY CH	The reaggregate class of cover property of page.	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** Exporting persons making this filing hold an acte of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner the securities reported by it on this cover See Preliminary Note] FORGANIZATION SOLE VOTING POWER 10,840,053 [See Preliminary Note] SOLE DISPOSITIVE POWER -0- SOLE DISPOSITIVE POWER

			iminary Note] TE AMOUNT IN ROW (9) EXCLUDES			
10			Instructions) []			
11	PERCENT OF	 CLASS REP	PRESENTED BY AMOUNT IN ROW (9)			
11	5.6% [See P	reliminar	y Note]			
12	TYPE OF REP	ORTING PE	RSON (See Instructions)			
	00	=======				
		P	age 4 of 38 Pages			
			13G			
P No.	747906204					
	======					
1	NAMES OF RE		PERSONS NN NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	David I. Co	hen				
	CHECK THE A	====== PPROPRIAT	TE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**			
2	**	aggre class cover only	The reporting persons making this filing hold an aggregate of 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note]			
3	SEC USE ONL	=======				
	======	=======				
4			OF ORGANIZATION			
	United Stat	es ======				
		5	SOLE VOTING POWER			
NUM	BER OF		-0-			
	ARES ICIALLY	6	SHARED VOTING POWER			
OWN	ED BY		10,840,053 [See Preliminary Note]			
	ACH	7	SOLE DISPOSITIVE POWER			
	ORTING ON WITH		-0-			
		8	SHARED DISPOSITIVE POWER			
			10,840,053 [See Preliminary Note]			
9	AGGREGATE A	MOUNT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON			
	10,840,053	[See Prel	iminary Note]			
10			TE AMOUNT IN ROW (9) EXCLUDES Instructions) []			
	PERCENT OF	====== CLASS REP	PRESENTED BY AMOUNT IN ROW (9)			
11		5.6% [See Preliminary Note]				
	5.6% [See P	reliminar	Y Note;			
12			ry note] 			

13G

CUSIP No.	747906204		
=======	=======		
1	NAMES OF REPO		ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Saurabh K. Mi	ittal	
2	CHECK THE API	PROPRIATE	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggred class cover only	reporting persons making this filing hold an gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner of the securities reported by it on this cover [See Preliminary Note]
3	SEC USE ONLY		
4	CITIZENSHIP (DR PLACE	OF ORGANIZATION
	India 		
		5	SOLE VOTING POWER
NUN	MBER OF		-0-
	HARES FICIALLY	6	SHARED VOTING POWER
	NED BY		10,840,053 [See Preliminary Note]
E	EACH	7	SOLE DISPOSITIVE POWER
	PORTING SON WITH	, 	-0-
LEIK	JON WIIII	8	SHARED DISPOSITIVE POWER
			10,840,053 [See Preliminary Note]
9	AGGREGATE AMO	OUNT BENE	EFICIALLY OWNED BY EACH REPORTING PERSON
	10,840,053 [5	See Preli	iminary Note]
10	CHECK IF THE CERTAIN SHARE		TE AMOUNT IN ROW (9) EXCLUDES []
	PERCENT OF CI	LASS REPI	RESENTED BY AMOUNT IN ROW (9)
11	5.6% [See Pre	eliminary	y Note]
10	TYPE OF REPOR	RTING PER	RSON (See Instructions)
12	IN		
	=======		

Page 6 of 38 Pages

13G

CUSIP No. 747906204

- -----

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Noonday Capital Partners, L.L.C. 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 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER 5 -0-NUMBER OF SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 119,397 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER REPORTING PERSON WITH SHARED DISPOSITIVE POWER 119,397 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 119,397 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) 12 Page 7 of 38 Pages 13G CUSIP No. 747906204 NAMES OF REPORTING PERSONS 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

NAMES OF REPORTING PERSONS

** The reporting persons making this filing hold an aggregate of 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note]

3	SEC USE ON	LY	
	CITIZENSHI	P OR PLACE	OF ORGANIZATION
4	California		
		 5	SOLE VOTING POWER
NUM	BER OF	5	-0-
	ARES	6	SHARED VOTING POWER
	ED BY	6	1,817,560 [See Preliminary Note]
E	ACH	7	SOLE DISPOSITIVE POWER
	ORTING ON WITH	/	-0-
PERS	ON WITH	8	SHARED DISPOSITIVE POWER
		°	1,817,560 [See Preliminary Note]
9	AGGREGATE	AMOUNT BEN	IEFICIALLY OWNED BY EACH REPORTING PERSON
9	1,817,560	[See Preli	minary Note]
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []	
	PERCENT OF	CLASS REF	PRESENTED BY AMOUNT IN ROW (9)
11	1.0% [See	Preliminar	y Note]
1.0	TYPE OF RE	======= PORTING PE	RSON (See Instructions)
12	PN		

Page 8 of 38 Pages

13G

```
CUSIP No. 747906204
```

2

- NAMES OF REPORTING PERSONS

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]**

The reporting persons making this filing hold an aggregate of 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note]

3 SEC USE ONLY

- -----CITIZENSHIP OR PLACE OF ORGANIZATION

4 California

SOLE VOTING POWER

NUMBER OF -0-

SHARES SHARED VOTING POWER
BENEFICIALLY 6
OWNED BY 1,194,570 [See Preliminary Note]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.6% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) PN Page 9 of 38 Pages 13G P No. 747906204 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]** ** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on th cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. [See Preliminary Note]		EACH	7	SOLE DISPOSITIVE POWER
1,194,570 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,194,570 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.6% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) PN Page 9 of 38 Fages 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 (s) [] [] ** The reporting persons making this filing hold aggregate of 11,058,633 Shares, which is 5.7% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page. Nowever, may be deemed a beneficial own only of the securities reported by it on this cover page. Nowever, may be deemed a beneficial own only of the securities reported by it on this cover page. Nowever, may be deemed a beneficial own only of the securities reported by it on this cover page. Nowever, may be deemed a beneficial own only of the securities reported by it on this cover page. See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION California SOLE VOTING POWER 5 NUMBER OF -0- SHARES SERBEFICIALLY 6 SHARES SERBEFICIALLY 6 OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 8 HARGE DISPOSITIVE POWER 8 HARGE DISPOSITIVE POWER				-0-
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1.194,570 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.6% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) PN Page 9 of 38 Pages 13G P No. 747906204 1 NAMES OF REPORTING PERSONS 1.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) [] x]** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page, however, may be considered a beneficial own only of the securities reported by it on this cover page. For Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 NAMES BENEFICIALLY OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]			8	SHARED DISPOSITIVE POWER
1.194,570 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.6% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) PAGE 9 of 38 Pages 12 PN PAGE 9 of 38 Pages 13G P. No. 747906204 14 Parallon Capital Institutional Partners II, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUF (See Instructions) (a) []] ** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of to class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page, however, may be deemed a beneficial own only of the Securities reported by it on this cover page beneficial own only of the Securities Proported by 10 on this cover page is page. [See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 NUMBER OF 5 NUMBER OF 5 SHARES SHARES SHARED VOTING POWER 6 SHARED SOLE DISPOSITIVE POWER 7 REPORTING 7 REPORTING 7 REPORTING 7 REPORTING 10-0- SHARED DISPOSITIVE POWER 8 HARED DISPOSITIVE POWER 148,646 [See Preliminary Note]		=======		1,194,570 [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.6% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) PAGE 9 of 38 PAGES PAGE 9 of 38 PAGES 136 PAGE 9 of 38 PAGES NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) FARAILON CApital Institutional Partners II, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [x]** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reporting person on the cover page, [See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 -0- SHARES BENEFICIALLY OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 -0- SHARED DISPOSITIVE POWER 8 HARED DISPOSITIVE POWER 8 HARED DISPOSITIVE POWER 148,646 [See Preliminary Note]	9	AGGREGATE AN	40UNT BEN	SEFICIALLY OWNED BY EACH REPORTING PERSON
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10 0.6% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) Page 9 of 38 Pages Page 9 of 38 Pages Page 9 of 38 Pages 13G P. No. 747906204 ** Parallon Capital Institutional Partners II, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [x]**. The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reporting person on the cover page, however, may be deemed a beneficial own only of the securities reporting person on the cover page, (See Preliminary Note) 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 -0- SHARES BENNEFICIALLY OWNED BY 148,646 [See Preliminary Note] EAA SOLE DISPOSITIVE FOWER 7 REPORTING 7 REPORTING 7 REPORTING 8 HARRED DISPOSITIVE FOWER 8 148,646 [See Preliminary Note]		1,194,570 [S	See Preli	.minary Note]
11	10			
TYPE OF REPORTING PERSON (See Instructions) PN Page 9 of 38 Pages 13G PNO. 747906204 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]** ** The reporting persons making this filling hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. (See Preliminary Note) 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER NUMBER OF -O- SHARES SHARED VOTING FOWER OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING -O- PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]		PERCENT OF (CLASS REF	PRESENTED BY AMOUNT IN ROW (9)
PAGE 9 of 38 Pages Page 9 of 38 Pages 13G P. No. 747906204 ** 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]** ** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on th cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. [See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION California SOLE VOTING POWER ** The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. [See Preliminary Note] ** The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. [See Preliminary Note] ** The reporting Power of the securities reported by it on this cover page. [See Preliminary Note] ** SOLE VOTING POWER ** The reporting Power of the securities reported by it on this cover page. [See Preliminary Note] ** SHARED DISPOSITIVE POWER ** The reporting Power of the securities reported by it on this cover page. [See Preliminary Note]	11	0.6% [See Pi	celiminar	ry Note]
Page 9 of 38 Pages 13G P No. 747906204 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] ** ** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page. (See Preliminary Note) 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION California SOLE VOTING POWER NUMBER OF ONNED BY 148,646 (See Preliminary Note) EACH SOLE DISPOSITIVE POWER 8 148,646 (See Preliminary Note)		TYPE OF REPO	PETING PE	:=====================================
IP No. 747906204 *** *** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on th cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. [See Preliminary Note] *** CTTIZENSHIP OR PLACE OF ORGANIZATION CTTIZENSHIP OR PLACE OF ORGANIZATION CALIFORM SOLE VOTING POWER 5 NUMBER OF SHARES SHARED VOTING POWER 5 SOLE ONLY EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]				
TP No. 747906204 *** *** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this coverage. [See Preliminary Note] *** CITIZENSHIP OR PLACE OF ORGANIZATION CITIZENSHIP OR PLACE OF ORGANIZATION California SOLE VOTING POWER 5 NUMBER OF SHARES SHARED VOTING POWER 6 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 8 148,646 [See Preliminary Note]				:
IP No. 747906204 *** *** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on th cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. [See Preliminary Note] *** CTTIZENSHIP OR PLACE OF ORGANIZATION CTTIZENSHIP OR PLACE OF ORGANIZATION CALIFORM SOLE VOTING POWER 5 NUMBER OF SHARES SHARED VOTING POWER 5 SOLE ONLY EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]				
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 ** The reporting persons making this filling hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. [See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 NUMBER OF OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]			P	age 9 of 38 Pages
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 ** The reporting persons making this filling hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. [See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 NUMBER OF OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]				
NAMES OF REPORTING PERSONS 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 ** The reporting persons making this filling hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on th cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. [See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 NUMBER OF OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]				
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 ** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on th cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. [See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 NUMBER OF -0- SHARES SHARED VOTING POWER 6 OWNED BY 148,646 [See Preliminary Note] EACH SCLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]				13G
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] ** ** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this coverage. [See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 NUMBER OF -0- SHARES SHARED VOTING POWER 5 SHARED SHARED VOTING POWER 6 OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]	P No.	 747906204		
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] ** ** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this coverage. [See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 NUMBER OF -0- SHARES SHARED VOTING POWER 5 SHARED SHARED VOTING POWER 6 OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]		=======		
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] ** ** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this coverage. [See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 NUMBER OF -0- SHARES SHARED VOTING POWER 5 SHARED SHARED VOTING POWER 6 OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]		NAMES OF RE	 Porting f	:PERSONS
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) []	1			
** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on th cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. [See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 NUMBER OF SHARES SHARED VOTING POWER 6 OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]		Farallon Cap	pital Ins	stitutional Partners II, L.P.
** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this coverage. [See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 NUMBER OF -0- SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]		CHECK THE A	PROPRIAT	(a) []
aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on th cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. [See Preliminary Note] 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 NUMBER OF -0- SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]	2	**	The	
CITIZENSHIP OR PLACE OF ORGANIZATION 4 California SOLE VOTING POWER 5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]			aggre class cover only	egate of 11,058,853 Shares, which is 5.7% of the s of securities. The reporting person on this page, however, may be deemed a beneficial owner of the securities reported by it on this cover
California SOLE VOTING POWER NUMBER OF OUNDED BY EACH SOLE VOTING POWER SHARED VOTING POWER 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]	3	SEC USE ONL	 [:
California SOLE VOTING POWER NUMBER OF OUNDED BY EACH SOLE VOTING POWER SHARED VOTING POWER 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]		==================================	OR DIACE	
SOLE VOTING POWER 5 NUMBER OF -0- SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]	4		ON FHACE	, of oldinianiton
NUMBER OF -0- SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]		========	=======	
SHARES BENEFICIALLY OWNED BY EACH EACH REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]			5	
BENEFICIALLY OWNED BY 148,646 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER 7 REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]	NU	MBER OF		-0-
EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]			6	SHARED VOTING POWER
7 REPORTING -0- PERSON WITH	OW	NED BY		148,646 [See Preliminary Note]
REPORTING -0- PERSON WITH		EACH	7	SOLE DISPOSITIVE POWER
SHARED DISPOSITIVE POWER 8 148,646 [See Preliminary Note]			,	-0-
148,646 [See Preliminary Note]	PER	SON WITH .	^	SHARED DISPOSITIVE POWER
ACCRECATE AMOINT RENFETCIALLY OWNED BY FACE DEDODTING DEDOM			8	148,646 [See Preliminary Note]
TOOKTONIE THOUSE PENDETICIALE ONNED DI DAKE DECOLING EDASIN		AGGREGATE AN	 MOUNT BEN	:=====================================
148,646 [See Preliminary Note]				- · :====================================

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

10

	=======					
11	PERCENT OF	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.1% [See]	Preliminar	y Note] 			
12	TYPE OF RE	PORTING PE	RSON (See Instructions)			
12	PN					
		=======				
		Pa	age 10 of 38 Pages			
	=======		13G			
USIP No.	747906204					
======	=======					
	NAMES OF RI	EPORTING P	ERSONS			
1	I.R.S. IDE	NTIFICATIO	N NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Farallon Ca	apital Ins	titutional Partners III, L.P.			
	CHECK THE A	APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) []			
Ō			(b) [X]**			
2	**	The	reporting persons making this filing hold an			
		aggregate of 11,058,853 Shares, which is 5.7% of the class of securities. The reporting person on this				
			page, however, may be deemed a beneficial owner of the securities reported by it on this cover			
		_	[See Preliminary Note]			
3	SEC USE ON	======= LY				
4	CITIZENSHI	P OR PLACE	OF ORGANIZATION			
	Delaware	========				
		5	SOLE VOTING POWER			
NU	MBER OF	5	-0-			
S	HARES		SHARED VOTING POWER			
	FICIALLY NED BY	6	154,206 [See Preliminary Note]			
	EACH		SOLE DISPOSITIVE POWER			
RE	PORTING	7	-0-			
	SON WITH					
		8	SHARED DISPOSITIVE POWER			
			154,206 [See Preliminary Note]			
9	AGGREGATE A	AMOUNT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON			
	154,206 [Se	ee Prelimin	nary Note]			
1 0			TE AMOUNT IN ROW (9) EXCLUDES			
10	CERTAIN SHA	AALO (500 .	Instructions) []			
	PERCENT OF	CLASS REP	RESENTED BY AMOUNT IN ROW (9)			
11	0.1% [See]	Preliminar	y Note]			
			RSON (See Instructions)			
12		- 31(1110 11)				
	PN					

			13G
	. 747906204		
1	NAMES OF RE I.R.S. IDEN		PERSONS DN NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Tinicum Par	tners, L.	.Р.
2	CHECK THE A	PPROPRIAT	FE BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]**
2	**	aggre class cover only	reporting persons making this filing hold egate of 11,058,853 Shares, which is 5.7% of s of securities. The reporting person on t r page, however, may be deemed a beneficial ow of the securities reported by it on this co . [See Preliminary Note]
3	SEC USE ONL	Y	
	CITIZENSHIP	OR PLACE	E OF ORGANIZATION
4	New York		
			SOLE VOTING POWER
N	UMBER OF	5	-0-
	SHARES		SHARED VOTING POWER
	EFICIALLY WNED BY	6	69,540 [See Preliminary Note]
	EACH		SOLE DISPOSITIVE POWER
	EPORTING	7	-0-
PEI	RSON WITH		SHARED DISPOSITIVE POWER
		8	

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

69,540 [See Preliminary Note]

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10 CERTAIN SHARES (See Instructions) []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

Page 12 of 38 Pages

13G

CUSIP No. 747906204

PN

- -----

NAMES OF REPORTING PERSONS

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

Farallon Capital Offshore Investors II, L.P.

	CHECK THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	The reporting persons making this filing hold an aggregate of 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note]
3	SEC USE ONL	Y
4	CITIZENSHIP Cayman Isla:	OR PLACE OF ORGANIZATION
	=======	SOLE VOTING POWER
NUN	MBER OF	5 -0-
SF	HARES	
	FICIALLY NED BY	6 2,502,768 [See Preliminary Note]
E	EACH	SOLE DISPOSITIVE POWER
REI	PORTING	7 -0-
PERS	SON WITH	
		8 2,502,768 [See Preliminary Note]
	AGGREGATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9		See Preliminary Note]
		E AGGREGATE AMOUNT IN ROW (9) EXCLUDES
10		E AGGREGATE AMOUNT IN ROW (9) EXCLUDES RES (See Instructions) []
	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	1.3% [See P	reliminary Note]
12		ORTING PERSON (See Instructions)
	PN =	
		Page 13 of 38 Pages
		13G
========		136
CUSIP No.	747906204	
1		PORTING PERSONS TIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Ca	pital Management, L.L.C.
	CHECK THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	The reporting persons making this filing hold an aggregate of 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note]

CITIZENSHIP OR PLACE OF ORGANIZATION

3 SEC USE ONLY

	Delaware		
NU	 MBER OF	5	SOLE VOTING POWER
BENE	HARES FICIALLY NED BY	6	SHARED VOTING POWER 5,052,167 [See Preliminary Note]
RE	EACH PORTING SON WITH	7	SOLE DISPOSITIVE POWER
PLK		8	SHARED DISPOSITIVE POWER 5,052,167 [See Preliminary Note]
9			EFICIALLY OWNED BY EACH REPORTING PERSON .minary Note]
10			TE AMOUNT IN ROW (9) EXCLUDES Instructions) []
11	PERCENT OF		PRESENTED BY AMOUNT IN ROW (9) Ty Note]
12	TYPE OF REI	PORTING PE	PRSON (See Instructions)
		F	age 14 of 38 Pages
	747906204		13G
1	NAMES OF RE		PERSONS ON NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Pa		

(b) [X] ** 2 The reporting persons making this filing hold an aggregate of 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER NUMBER OF -0-SHARES SHARED VOTING POWER BENEFICIALLY OWNED BY 6,006,686 [See Preliminary Note] SOLE DISPOSITIVE POWER EACH 7 REPORTING PERSON WITH

	SHARED DISPOSITIVE POWER
	8 6,006,686 [See Preliminary Note]
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	6,006,686 [See Preliminary Note]
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	3.1% [See Preliminary Note]
1.0	TYPE OF REPORTING PERSON (See Instructions)
12	00
	Page 15 of 38 Pages
========	13G
CUSIP No.	
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)

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

** The reporting persons making this filing hold an aggregate of 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note]

2

3 SEC USE ONLY

- ------CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5 NUMBER OF -0-

SHARES SHARED VOTING POWER

BENEFICIALLY 6
OWNED BY 11,058,853 [See Preliminary Note]

EACH SOLE DISPOSITIVE POWER

7
REPORTING -0-

PERSON WITH SHARED DISPOSITIVE POWER

11,058,853 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9

11,058,853 [See Preliminary Note]

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10 CERTAIN SHARES (See Instructions) []

- -----

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7% [See Preliminary Note]

12	TITE OF REFE	RTING PER	RSON (See Instructions)
	IN		
	=======	======	
		Pa	age 16 of 38 Pages
		1.0	ige 10 01 30 lageb
			13G
EP No. 7	 747906204		
======	======		
1	NAMES OF REF		RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY)
	William F. D)uhamel	
_	CHECK THE AF	PROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]**
2	**	aggreg class cover only o	reporting persons making this filing hold gate of 11,058,853 Shares, which is 5.7% of t of securities. The reporting person on th page, however, may be deemed a beneficial own of the securities reported by it on this cov [See Preliminary Note]
3	SEC USE ONLY	:====== [
	CITIZENSHIP	OR PLACE	OF ORGANIZATION
4	United State		
	=======	:======	SOLE VOTING POWER
		5	-0-
NUME	NUMBER OF SHARES		SHARED VOTING POWER
SHA		_	SIMMED TOTAL
SHA BENEFI	ARES ICIALLY ED BY	6	11,058,853 [See Preliminary Note]
SHA BENEFI OWNE	CIALLY		
SHA BENEFI OWNE EA	CCIALLY ED BY - ACH DRTING	6 7	11,058,853 [See Preliminary Note]
SHA BENEFI OWNE EA	ICIALLY ED BY - ACH	7	11,058,853 [See Preliminary Note]SOLE DISPOSITIVE POWER
SHA BENEFI OWNE EA	CCIALLY ED BY - ACH DRTING		11,058,853 [See Preliminary Note] SOLE DISPOSITIVE POWER
SHA BENEFI OWNE EA	ICIALLY ED BY -ACH DRTING DN WITH -	7 8	11,058,853 [See Preliminary Note] SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER
SHA BENEFI OWNE EA REPO PERSO	CCIALLY ED BY -ACH DRTING DN WITH -AGGREGATE AM	78	11,058,853 [See Preliminary Note] SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 11,058,853 [See Preliminary Note]
SHA BENEFI OWNE EA REPO PERSO	ACH AGGREGATE AM 11,058,853 [CHECK IF THE	7 8 MOUNT BENE See Preli	11,058,853 [See Preliminary Note] SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 11,058,853 [See Preliminary Note] FICIALLY OWNED BY EACH REPORTING PERSON
SHA BENEFI OWNE EA REPO PERSO	ACH DRTING DN WITH AGGREGATE AM 11,058,853 [CHECK IF THE CERTAIN SHAF	7 8 MOUNT BENE See Preli C AGGREGAT RES (See I	11,058,853 [See Preliminary Note] SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 11,058,853 [See Preliminary Note] FICIALLY OWNED BY EACH REPORTING PERSON minary Note] E AMOUNT IN ROW (9) EXCLUDES
SHABENEFI OWNE EA REPC PERSC	ACH DRTING DN WITH AGGREGATE AM 11,058,853 [CHECK IF THE CERTAIN SHAF	7 8 MOUNT BENE See Preli AGGREGAT RES (See I	11,058,853 [See Preliminary Note] SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 11,058,853 [See Preliminary Note] FICIALLY OWNED BY EACH REPORTING PERSON minary Note] PE AMOUNT IN ROW (9) EXCLUDES Enstructions) [] RESENTED BY AMOUNT IN ROW (9)

Page 17 of 38 Pages

1		PORTING PERSONS FIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Charles E. E	Ellwein				
	CHECK THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]**				
2	**	The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of t class of securities. The reporting person on th cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page. [See Preliminary Note]				
3	SEC USE ONLY	; ;				
4	CITIZENSHIP	OR PLACE OF ORGANIZATION				
	United State	?S 				
		SOLE VOTING POWER				
NUI	MBER OF	5 -0-				
SI	- HARES	SHARED VOTING POWER				
	FICIALLY NED BY	6 11,058,853 [See Preliminary Note]				
1	EACH	SOLE DISPOSITIVE POWER				
	PORTING	-0-				
PER	SON WITH -	SHARED DISPOSITIVE POWER				
		8 11,058,853 [See Preliminary Note]				
9	AGGREGATE AN	40UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	11,058,853	[See Preliminary Note]				
10		E AGGREGATE AMOUNT IN ROW (9) EXCLUDES RES (See Instructions) []				
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	5.7% [See Pr	reliminary Note]				
10	TYPE OF REPO	DRTING PERSON (See Instructions)				
12	IN					
		Page 18 of 38 Pages				
		13G				

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

Richard B. Fried

NAMES OF REPORTING PERSONS

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 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note]

SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER 5 NUMBER OF -0-SHARED VOTING POWER SHARES BENEFICIALLY 6 OWNED BY 11,058,853 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER REPORTING -0-PERSON WITH SHARED DISPOSITIVE POWER 11,058,853 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,058,853 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.7% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) 12 IN

Page 19 of 38 Pages

13G

CUSIP No. 747906204

2

_ _____

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)

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

(b) [X

The reporting persons making this filing hold an aggregate of 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUM	MBER OF		-0- 		
SHARES BENEFICIALLY			SHARED VOTING POWER		
	FICIALLY NED BY	6	11,058,853 [See Preliminary Note]		
E	EACH		SOLE DISPOSITIVE POWER		
REP	PORTING	7	-0-		
PERS	SON WITH -		=SHARED DISPOSITIVE POWER		
		8	11,058,853 [See Preliminary Note]		
	AGGREGATE AN	MOUNT BENI	EFICIALLY OWNED BY EACH REPORTING PERSON		
9	11,058,853	[See Prel:	iminary Note]		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []				
	PERCENT OF (CLASS REPI	RESENTED BY AMOUNT IN ROW (9)		
11	5.7% [See Pi	reliminary	y Note]		
	TYPE OF REP	====== ORTING PE	RSON (See Instructions)		
12	IN		•		
		Pa	age 20 of 38 Pages		
:=====			13G		
===== P No.	 747906204		13G		
P No.	747906204		13G		
P No.	747906204 	======= PORTING PH			
P No.	NAMES OF REI				
	NAMES OF REI	rification	ERSONS		
1	NAMES OF REI	TIFICATION Mellin =======	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	NAMES OF REI	TIFICATION Mellin PPROPRIATE The maggree class cover only controls	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on thi page, however, may be deemed a beneficial owner of the securities reported by it on this covered		
1	NAMES OF REI I.R.S. IDEN' William F. N	TIFICATION Mellin PPROPRIATE The aggree class cover only opage.	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on thi page, however, may be deemed a beneficial owner.		
2	NAMES OF REI I.R.S. IDEN' William F. I CHECK THE AI	TIFICATION Mellin PPROPRIATE The aggree class cover only agge.	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** reporting persons making this filing hold a gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on thi page, however, may be deemed a beneficial owner of the securities reported by it on this cover [See Preliminary Note]		
2	NAMES OF REI I.R.S. IDEN William F. I CHECK THE AI ** SEC USE ONL	THE TARGET OF THE TARGET OF PLACE	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on thi page, however, may be deemed a beneficial owner of the securities reported by it on this covered		
2	NAMES OF REI I.R.S. IDEN' William F. I CHECK THE AI	THE TARGET OF THE TARGET OF PLACE	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on thi page, however, may be deemed a beneficial owner of the securities reported by it on this cover [See Preliminary Note] OF ORGANIZATION		
2 3 4	NAMES OF REI I.R.S. IDEN William F. I CHECK THE AI ** SEC USE ONL	THE TARGET OF THE TARGET OF PLACE	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on thi page, however, may be deemed a beneficial owner of the securities reported by it on this cover [See Preliminary Note]		
1 2 2 3 3 4 NUM	NAMES OF REI I.R.S. IDEN' William F. I CHECK THE AI ** SEC USE ONLY CITIZENSHIP United State MBER OF HARES	TIFICATION Mellin The maggree class cover only opage. OR PLACE	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on thi page, however, may be deemed a beneficial owned the securities reported by it on this cover [See Preliminary Note] OF ORGANIZATION SOLE VOTING POWER		
1 2 2 3 4 NUM. SH BENEF	NAMES OF REI I.R.S. IDEN' William F. I CHECK THE AI ** SEC USE ONL' CITIZENSHIP United State	TIFICATION Mellin The aggree class cover only of page. Y OR PLACE	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on thi page, however, may be deemed a beneficial owner of the securities reported by it on this cover [See Preliminary Note] OF ORGANIZATION SOLE VOTING POWER -0-		
1 2 2 3 3 4 NUM SH BENEF OWN	NAMES OF REI I.R.S. IDEN William F. I CHECK THE AI ** SEC USE ONL CITIZENSHIP United State MBER OF HARES FICIALLY	TIFICATION Mellin The maggree class cover only opage. OR PLACE	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on thi page, however, may be deemed a beneficial owner of the securities reported by it on this cover [See Preliminary Note] OF ORGANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER		
1 2 2 3 4 NUM SH BENEF OWN	NAMES OF REI I.R.S. IDEN William F. N CHECK THE AN ** SEC USE ONL CITIZENSHIP United State MBER OF HARES FICIALLY NED BY EACH	TIFICATION Mellin The maggree class cover only opage. OR PLACE	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on thi page, however, may be deemed a beneficial owned the securities reported by it on this cover [See Preliminary Note] OF ORGANIZATION SOLE VOTING POWER 11,058,853 [See Preliminary Note] SOLE DISPOSITIVE POWER		
1 2 2 3 4 NUM SH BENEF OWN E REF	NAMES OF REI I.R.S. IDEN William F. N CHECK THE AN ** SEC USE ONL CITIZENSHIP United State United State MBER OF HARES FICIALLY NED BY	TIFICATION Mellin The aggree class cover only o page. OR PLACE	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner of the securities reported by it on this cover [See Preliminary Note] OF ORGANIZATION SOLE VOTING POWER 11,058,853 [See Preliminary Note] SOLE DISPOSITIVE POWER -0-		
1 2 2 3 4 NUM SH BENEF OWN E REF	NAMES OF REILIR.S. IDENT William F. I CHECK THE AI ** SEC USE ONLY CITIZENSHIP United State MBER OF HARES PICIALLY HED BY CACH	TIFICATION Mellin The aggree class cover only o page. OR PLACE	ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY) E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on thi page, however, may be deemed a beneficial owner of the securities reported by it on this cover [See Preliminary Note] OF ORGANIZATION SOLE VOTING POWER 11,058,853 [See Preliminary Note] SOLE DISPOSITIVE POWER		

	GGREGATE	E AMOUNT IN ROW (9) EXCLUDES			
=== PERCENT OF CLA	ESENTED BY AMOUNT IN ROW (9)				
5.7% [See Preliminary Note]					
	ING PERSON (See Instructions)				
	Pag	ge 21 of 38 Pages			
		120			
======		13G			
7906204 ======					
	:======				
		RSONS NO. OF ABOVE PERSONS (ENTITIES ONLY)			
Stephen L. Mil	lham 				
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**					
**	aggrega class of cover p only of	eporting persons making this filing hold an ate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner the securities reported by it on this cover [See Preliminary Note]			
==== SEC USE ONLY					
====================================	======================================	DE ORGANIGAMION			
CITIZENSHIP OR PLACE OF ORGANIZATION					
United States ======					
	5	SOLE VOTING POWER			
R OF		-0-			
	6	SHARED VOTING POWER			
	Ö	11,058,853 [See Preliminary Note]			
 H		SOLE DISPOSITIVE POWER			
	.1	-0-			
WITH		SHARED DISPOSITIVE POWER			
	8	11,058,853 [See Preliminary Note]			
=== AGGREGATE AMOU	NT BENEF	FICIALLY OWNED BY EACH REPORTING PERSON			
====== AGGREGATE AMOU 11,058,853 [Se					
11,058,853 [Se ====	e Prelin	ninary Note]			
11,058,853 [Se ====	e Prelin	ninary Note] E AMOUNT IN ROW (9) EXCLUDES			
11,058,853 [Se 	e Prelin GGREGATE (See Ir	ninary Note] E AMOUNT IN ROW (9) EXCLUDES			
11,058,853 [Se 	ee Prelin GGREGATE (See Ir	ninary Note] AMOUNT IN ROW (9) EXCLUDES Instructions) [] EXEMTED BY AMOUNT IN ROW (9)			
11,058,853 [Se 	GGREGATE (See Ir SS REPRE	ninary Note] AMOUNT IN ROW (9) EXCLUDES Extructions) EXECUTED BY AMOUNT IN ROW (9)			
	CHECK IF THE ACCERTAIN SHARES PERCENT OF CLA 5.7% [See Prel TYPE OF REPORT IN TYPE OF REPORT IN TYPE OF REPORT IN TYPE OF REPORT TYPE OF TYPE OF TYP	CHECK IF THE AGGREGATE CERTAIN SHARES (See In Percent of CLASS REPRESATE CERTAIN SHARES (See In Percent of CLASS REPRESATE CERTAIN SHARES (See In Percent of CLASS REPRESATE CERTAIN SHARES OF REPORTING PERSECUSE ONLY ** The reading aggregation of CLASS Cover Monly of Page. Sec USE ONLY CITIZENSHIP OR PLACE (CUnited States Cover Monly of Page. Sec USE ONLY CITIZENSHIP OR PLACE (CUnited States Cover Monly of Page. Sec USE ONLY CITIZENSHIP OR PLACE (CUnited States Cover Monly of Page. Sec USE ONLY CITIZENSHIP OR PLACE (CUnited States Cover Monly of Page. Sec USE ONLY CITIZENSHIP OR PLACE (CUnited States Cover Monly of Page. Sec USE ONLY CITIZENSHIP OR PLACE (CUnited States Cover Monly of Page. Sec USE ONLY COVER MONLY COVER M			

13G

CUSIP No.	747906204 =======					
1	NAMES OF REPO		ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Jason E. Mome	Jason E. Moment				
2	CHECK THE APP	PROPRIATE	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**			
-	**	aggred class cover only	reporting persons making this filing hold an gate of 11,058,853 Shares, which is 5.7% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner of the securities reported by it on this cover [See Preliminary Note]			
3	SEC USE ONLY					
4	CITIZENSHIP (OF ORGANIZATION			
			SOLE VOTING POWER			
NU	MBER OF	5	-0-			
	HARES FICIALLY	6	SHARED VOTING POWER			
	NED BY		11,058,853 [See Preliminary Note]			
	EACH	7	SOLE DISPOSITIVE POWER			
	PORTING		-0-			
1111	PERSON WITH		SHARED DISPOSITIVE POWER			
		8	11,058,853 [See Preliminary Note]			
9	AGGREGATE AMO	OUNT BENE	EFICIALLY OWNED BY EACH REPORTING PERSON			
	11,058,853 [5	See Preli	iminary Note]			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	5.7% [See Preliminary Note]					
12	TYPE OF REPORTING PERSON (See Instructions)					
	IN =					

Page 23 of 38 Pages

13G

CUSIP No. 747906204

Rajiv A. Patel 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 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER 5 -0-NUMBER OF SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 11,058,853 [See Preliminary Note] EACH SOLE DISPOSITIVE POWER REPORTING PERSON WITH SHARED DISPOSITIVE POWER 11,058,853 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,058,853 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.7% [See Preliminary Note] TYPE OF REPORTING PERSON (See Instructions) 12 Page 24 of 38 Pages 13G CUSIP No. 747906204 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Derek C. Schrier 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 11,058,853 Shares, which is 5.7% 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. [See Preliminary Note]

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

NAMES OF REPORTING PERSONS

3	SEC USE ONLY			
	CITIZENSHI	P OR PLACE	E OF ORGANIZATION	
4 United Sta		tes		
		5	SOLE VOTING POWER	
NU	MBER OF	5	-0-	
	HARES FICIALLY	6	SHARED VOTING POWER	
	NED BY		11,058,853 [See Preliminary Note]	
	EACH	7	SOLE DISPOSITIVE POWER	
REPORTING PERSON WITH			-0-	
		8	SHARED DISPOSITIVE POWER	
	======	:=======	11,058,853 [See Preliminary Note]	
9	AGGREGATE	AMOUNT BEI	NEFICIALLY OWNED BY EACH REPORTING PERSON	
	11,058,853	[See Pre]	liminary Note]	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []			
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
11	5.7% [See Preliminary Note]			
12	TYPE OF RE	PORTING P	ERSON (See Instructions)	
12	IN =	=======		

```
13G
CUSIP No. 747906204
         NAMES OF REPORTING PERSONS
           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
                         The reporting persons making this filing hold an
                         aggregate of 11,058,853 Shares, which is 5.7\% 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. [See Preliminary Note]
         SEC USE ONLY
          CITIZENSHIP OR PLACE OF ORGANIZATION
   4
         United States
                                SOLE VOTING POWER
                        5
```

SHARED VOTING POWER

11,058,853 [See Preliminary Note]

NUMBER OF SHARES

BENEFICIALLY

OWNED BY

6

EACH REPORTING PERSON WITH		7					
		-0-					
		SHARED DISPOSITIVE POWER 8					
		11,058,853 [See Preliminary Note]					
9	AGGREGATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	11,058,853	11,058,853 [See Preliminary Note]					
10		HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES ARES (See Instructions) []					
 11	PERCENT OF	LASS REPRESENTED BY AMOUNT IN ROW (9)					
11	5.7% [See P	Preliminary Note]					
	TYPE OF REP	PORTING PERSON (See Instructions)					
12 	IN =						
		Page 26 of 38 Pages					
		13G					
===== P No.	747906204						
 1		EPORTING PERSONS NTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
1		NTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
1 	I.R.S. IDEN Mark C. Weh	NTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
1	I.R.S. IDEN Mark C. Weh	NTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Arly					
	I.R.S. IDEN Mark C. Weh	NTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) []					
2	I.R.S. IDEN Mark C. Weh CHECK THE A	The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of the class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page. [See Preliminary Note]					
2	I.R.S. IDEN Mark C. Weh CHECK THE A **	The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of the class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page. [See Preliminary Note]					
2	I.R.S. IDEN Mark C. Weh CHECK THE A **	The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of to class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page. [See Preliminary Note]					
2	I.R.S. IDEN Mark C. Weh CHECK THE A ** SEC USE ONL CITIZENSHIP	THE REPORT OF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of the class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page. [See Preliminary Note] EY SOLE VOTING POWER					
2 3 4	I.R.S. IDEN Mark C. Weh CHECK THE A ** SEC USE ONL CITIZENSHIP	The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of to class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page. [See Preliminary Note]					
2 3 4 NUM	I.R.S. IDEN Mark C. Weh CHECK THE A ** SEC USE ONL CITIZENSHIP United Stat	APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) []					
2 3 4 NUM SH BENEF	I.R.S. IDEN Mark C. Weh CHECK THE A ** SEC USE ONL CITIZENSHIP United Stat	APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of the class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page. [See Preliminary Note] EVALUATE: SOLE VOTING POWER 5 -0-					
2 3 4 NUM SF BENEF OWN	I.R.S. IDEN Mark C. Weh CHECK THE A ** SEC USE ONL CITIZENSHIP United Stat United Stat United Stat CITIZENSHIP United Stat CITIZENSHIP	The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of the class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page. [See Preliminary Note] OP OR PLACE OF ORGANIZATION SOLE VOTING POWER 5 -0- SHARED VOTING POWER 6					
2 3 4 NUM SH BENEF OWN	I.R.S. IDEN Mark C. Weh CHECK THE A ** SEC USE ONL CITIZENSHIP United Stat BER OF MARES CICIALLY MED BY	APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) []					
2 3 4 NUM SF BENEF OWN E REF	I.R.S. IDEN Mark C. Weh CHECK THE A ** SEC USE ONL CITIZENSHIP United Stat IBER OF MARES CICIALLY IED BY CACH	APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) []					
2 3 4 NUM SF BENEF OWN E REF	I.R.S. IDEN Mark C. Weh CHECK THE A ** SEC USE ONL CITIZENSHIP United Stat United Stat CITIZENSHIP United Stat CITIZENSHIP United Stat CITIZENSHIP United Stat	APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) []					
2 3 4 NUM SF BENEF OWN E REF	I.R.S. IDEN Mark C. Weh CHECK THE A ** SEC USE ONL CITIZENSHIP United Stat CITIZENSHIP United Stat CITIZENSHIP CORTING CONTING CONTI	APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** The reporting persons making this filing hold aggregate of 11,058,853 Shares, which is 5.7% of the class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page. [See Preliminary Note] EVALUATE: SOLE VOTING POWER 11,058,853 [See Preliminary Note] SOLE DISPOSITIVE POWER 7 -0- SHARED DISPOSITIVE POWER					

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

10

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	5.7% [See Preliminary Note]					
12	TYPE OF REPORTING PERSON (See Instructions)					
12	IN					

Page 27 of 38 Pages

Preliminary Note: The Reporting Persons are filing this Schedule 13G with respect to the Common Shares, par value \$0.01 per share (the "Shares"), of Quantum Corporation (the "Company"). Certain of the Reporting Persons had owned, in aggregate, (i) 4,162,300 Shares and (ii) \$30,000,000.00 principal amount of 4.375% Convertible Subordinated Notes due 2010 (the "Notes") issued by the Company, each \$1,000 principal amount of Notes immediately convertible into 229.8851 Shares, subject to adjustment pursuant to the terms of the Notes. All numbers and percentages contained in this Schedule 13G represent Shares and not Notes (unless stated otherwise). For information regarding the Notes, see the Company's Amended Registration Statement on Form S-3 filed with the Securities and Exchange Commission on February 23, 2004.

Item 1. Issuer

(a) Name of Issuer:

Ouantum Corporation

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

1650 Technology Drive, Suite 800, San Jose, California 95110

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 of \$0.01 per share, of the Company. The CUSIP number of the Shares is 747906204.

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

The Noonday Sub-adviser Entities

(i) Noonday G.P. (U.S.), L.L.C., a Delaware limited liability company which is a sub-investment adviser1 to each of the Funds and the Managed Accounts (the "First Noonday Sub-adviser"), with respect to all of the Shares beneficially owned by the Noonday Fund and certain of the Shares

1 The First Noonday Sub-adviser and the Second Noonday Sub-adviser entered into certain subadvisory arrangements with the Management Company and the Farallon General Partner effective as of January 1, 2005, pursuant to which the First Noonday Sub-adviser and the Second Noonday Sub-adviser were granted investment discretion over all of the assets of the Noonday Fund and certain of the assets of the Farallon Funds and the Managed Accounts.

beneficially owned by the Farallon Funds and the Managed Accounts (in each case through their ownership of Shares and Notes);

- (ii) Noonday Asset Management, L.P., a Delaware limited partnership which is a sub-investment adviser(1) to each of the Funds and the Managed Accounts (the "Second Noonday Sub-adviser"), with respect to all of the Shares beneficially owned by the Noonday Fund and certain of the Shares beneficially owned by the Farallon Funds and the Managed Accounts (in each case through their ownership of Shares and Notes); and
- (iii) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser (the "Noonday General Partner"), with respect to all of the Shares beneficially owned by the Noonday Fund and certain of the Shares beneficially owned by the Farallon Funds and the Managed Accounts (in each case through their ownership of Shares and Notes).

The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Noonday General Partner are together referred to herein as the "Noonday Sub-adviser Entities."

The Noonday Managing Members

(iv) David I. Cohen ("Cohen") and Saurabh K. Mittal ("Mittal"), the managing members of both the First Noonday Sub-adviser and the Noonday General Partner, with respect to all of the Shares beneficially owned by the Noonday Fund and certain of the Shares beneficially owned by the Farallon Funds and the Managed Accounts (in each case through their ownership of Shares and Notes).

Cohen and Mittal are referred to herein as the "Noonday Individual Reporting Persons."

The Noonday Fund

(v) Noonday Capital Partners, L.L.C., a Delaware limited liability company (the "Noonday Fund"), with respect to the Shares beneficially owned by it (through its ownership of Shares and Notes).

The Farallon Funds

- (vi) Farallon Capital Partners, L.P., a California limited
 partnership ("FCP"), with respect to the Shares
 beneficially owned by it (through its ownership of
 Shares and Notes);
- (vii) Farallon Capital Institutional Partners, L.P., a
 California limited partnership ("FCIP"), with respect
 to the Shares beneficially owned by it (through its
 ownership of Shares and Notes);

Page 29 of 38 Pages

- (viii) Farallon Capital Institutional Partners II, L.P., a
 California limited partnership ("FCIP II"), with
 respect to the Shares beneficially owned by it
 (through its ownership of Shares and Notes);
- (ix) Farallon Capital Institutional Partners III, L.P., a
 Delaware limited partnership ("FCIP III"), with
 respect to the Shares beneficially owned by it
 (through its ownership of Shares and Notes);
- (x) Tinicum Partners, L.P., a New York limited

partnership ("Tinicum"), with respect to the Shares beneficially owned by it (through its ownership of Shares and Notes); and

(xi) Farallon Capital Offshore Investors II, L.P., a
 Cayman Islands exempted limited partnership ("FCOI
 II"), with respect to the Shares beneficially owned
 by it (through its ownership of Shares and Notes).

FCP, FCIP, FCIP II, FCIP III, Tinicum and FCOI II are together referred to herein as the "Farallon Funds." The Noonday Fund and the Farallon Funds are together referred to herein as the "Funds."

The Management Company

(xii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares beneficially owned by certain accounts managed by the Management Company (the "Managed Accounts") (through their ownership of Shares and Notes).

The Farallon General Partner

(xiii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds and the managing member of the Noonday Fund (the "Farallon General Partner"), with respect to the Shares beneficially owned by each of the Funds (through their ownership of Shares and Notes).

Page 30 of 38 Pages

The Farallon Managing Members

(xiv) The following persons who are managing members of both the Farallon General Partner and the Management Company, with respect to the Shares beneficially owned by the Funds and the Managed Accounts (through their ownership of Shares and Notes): 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"), Jason E. Moment ("Moment"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer"), and Mark C. Wehrly ("Wehrly").

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

The citizenship of each of the Noonday Sub-adviser Entities, the Funds, the Management Company and the Farallon General Partner is set forth above. Each of the Individual Reporting Persons other than Mittal is a citizen of the United States. Mittal is a citizen of India. The address of the principal business office of each of the Noonday Sub-adviser Entities and the Noonday Individual Reporting Persons is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The address of the principal business office of each of the Reporting Persons other than the Noonday Sub-adviser Entities and the Noonday Individual 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]

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 Funds are owned directly by the Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The Notes in respect of which the Funds and the Managed Accounts (as reported by the Management Company) are deemed to beneficially own Shares are owned directly by the Funds and the Managed Accounts. The First Noonday Sub-adviser and the Second Noonday Sub-adviser, as sub-investment advisers to the Funds and Managed Accounts,

Page 31 of 38 Pages

may be deemed to be the beneficial owner of all such Shares beneficially owned by the Noonday Fund and certain of the Shares beneficially owned by the Farallon Funds and the Managed Accounts. The Noonday General Partner, as general partner to the Second Noonday Sub-adviser, may be deemed to be the beneficial owner of all such Shares beneficially owned by the Noonday Fund and certain of the Shares beneficially owned by the Farallon Funds and the Managed Accounts. The Noonday Individual Reporting Persons, as managing members of both the First Noonday Sub-adviser and the Noonday General Partner, may each be deemed to be the beneficial owner of all such Shares beneficially owned by the Noonday Fund and certain of the Shares beneficially owned by the Farallon Funds and the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares beneficially owned by the Managed Accounts. The Farallon General Partner, as general partner to the Farallon Funds and managing member of the Noonday Fund, may be deemed to be the beneficial owner of all such Shares beneficially owned by the Funds. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Shares beneficially owned by the Funds and the Managed Accounts. Each of the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

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

Not Applicable.

Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

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 having that purpose or effect.

Page 33 of 38 Pages

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: March 16, 2006

/s/ Monica R. Landry
----NOONDAY CAPITAL, L.L.C.,
On its own behalf and as the General Partner of
NOONDAY ASSET MANAGEMENT, L.P.
By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry
----NOONDAY G.P. (U.S.), L.L.C.
By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

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

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

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

Page 34 of 38 Pages

The Powers of Attorney executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13G 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 Ding and Schrier authorizing Landry 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 Landry 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 Powers of Attorney executed by Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13G on its or his behalf, which were filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, 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 Mittal authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Moment authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference.

Page 35 of 38 Pages

EXHIBIT INDEX

EXHIBIT 1

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

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

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G 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: March 16, 2006

/s/ Monica R. Landry
-----NOONDAY CAPITAL, L.L.C.,
On its own behalf and as the General Partner of
NOONDAY ASSET MANAGEMENT, L.P.
By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry
----NOONDAY G.P. (U.S.), L.L.C.
By Monica R. Landry, Attorney-in-fact

Page 37 of 38 Pages

/s/ Monica R. Landry

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