
OMB APPROVAL

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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)
 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)
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13G

=====
CUSIP No. 747906204
=====

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

Noonday Asset Management, L.P.

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

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

2

** The reporting persons making this filing hold an

aggregate of 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 Delaware

SOLE VOTING POWER

5 -0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

SHARED VOTING POWER

6 10,840,053 [See Preliminary Note]

EACH

SOLE DISPOSITIVE POWER

7 -0-

REPORTING
PERSON WITH

SHARED DISPOSITIVE POWER

8 10,840,053 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 10,840,053 [See Preliminary Note]

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

10 []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 5.6% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12 PN

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13G

=====
CUSIP No. 747906204
=====

NAMES OF REPORTING PERSONS

1 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]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5

NUMBER OF		-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	6	10,840,053 [See Preliminary Note]
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	7	-0-
		SHARED DISPOSITIVE POWER
	8	10,840,053 [See Preliminary Note]

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	10,840,053 [See Preliminary 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)	
	5.6% [See Preliminary Note]	

12	TYPE OF REPORTING PERSON (See Instructions)	
	OO	

13G

=====
CUSIP No. 747906204
=====

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Noonday Capital, L.L.C.

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) []
	(b) [X]**
	** The reporting persons making this filing hold an aggregate of 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

4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware

		SOLE VOTING POWER
NUMBER OF	5	-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	6	10,840,053 [See Preliminary Note]
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	7	-0-
		SHARED DISPOSITIVE POWER
	8	10,840,053 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		

9

10,840,053 [See Preliminary 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) 5.6% [See Preliminary Note]

12

TYPE OF REPORTING PERSON (See Instructions) 00

13G

CUSIP No. 747906204

1

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

David I. Cohen

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**

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3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION United States

5

SOLE VOTING POWER

NUMBER OF

-0-

SHARES BENEFICIALLY OWNED BY

6

SHARED VOTING POWER

10,840,053 [See Preliminary Note]

EACH

7

SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

-0-

8

SHARED DISPOSITIVE POWER

10,840,053 [See Preliminary Note]

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,840,053 [See Preliminary 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) 5.6% [See Preliminary Note]

12

TYPE OF REPORTING PERSON (See Instructions) IN

13G

=====
 CUSIP No. 747906204
 =====

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

 Saurabh K. Mittal

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**

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3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION

 India

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		10,840,053 [See Preliminary Note]
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-

	8	SHARED DISPOSITIVE POWER
		10,840,053 [See Preliminary Note]

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 10,840,053 [See Preliminary 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)

 5.6% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)

 IN

13G

=====
 CUSIP No. 747906204
 =====

1 NAMES OF REPORTING PERSONS
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]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5 -0-

NUMBER OF

SHARED VOTING POWER

6 119,397 [See Preliminary Note]

SHARES
BENEFICIALLY
OWNED BY

SOLE DISPOSITIVE POWER

7 -0-

EACH
REPORTING
PERSON WITH

SHARED DISPOSITIVE POWER

8 119,397 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 119,397 [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 0.1% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12 00

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13G

=====
CUSIP No. 747906204
=====

1 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 ** 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
5
NUMBER OF -0-

SHARED VOTING POWER
6
SHARES BENEFICIALLY OWNED BY 1,817,560 [See Preliminary Note]

SOLE DISPOSITIVE POWER
7
EACH REPORTING PERSON WITH -0-

SHARED DISPOSITIVE POWER
8
1,817,560 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9
1,817,560 [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
1.0% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)
12
PN

13G

=====
CUSIP No. 747906204
=====

1 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)
2 (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
5
NUMBER OF -0-

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

EACH 7 SOLE DISPOSITIVE POWER
 REPORTING PERSON WITH -0-
 8 SHARED DISPOSITIVE POWER
 1,194,570 [See Preliminary Note]
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9 1,194,570 [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 0.6% [See Preliminary Note]
 TYPE OF REPORTING PERSON (See Instructions)
 12 PN

13G

=====
 CUSIP 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) []
 2 (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

5 SOLE VOTING POWER
 NUMBER OF -0-
 SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER
 148,646 [See Preliminary Note]
 EACH 7 SOLE DISPOSITIVE POWER
 REPORTING PERSON WITH -0-
 8 SHARED DISPOSITIVE POWER
 148,646 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9 148,646 [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
0.1% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12
PN

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13G

=====
CUSIP No. 747906204
=====

NAMES OF REPORTING PERSONS

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

Farallon Capital Institutional Partners III, L.P.

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

(a) []

(b) [X]**

2
** The reporting persons making this filing hold an aggregate of 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
Delaware

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

154,206 [See Preliminary Note]

EACH

7

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-

8

SHARED DISPOSITIVE POWER

154,206 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
154,206 [See Preliminary Note]

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

10 []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11
0.1% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12
PN

Page 11 of 38 Pages

=====
CUSIP No. 747906204
=====

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

Tinicum Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

6 SHARED VOTING POWER

69,540 [See Preliminary Note]

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

69,540 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

69,540 [See Preliminary 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)

0.0% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)

PN

=====
CUSIP No. 747906204
=====

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

Farallon Capital Offshore Investors II, L.P.

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

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

2

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3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

2,502,768 [See Preliminary Note]

EACH

7

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-

SHARED DISPOSITIVE POWER

8

2,502,768 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,502,768 [See Preliminary Note]

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

10

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.3% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G

=====
CUSIP No. 747906204
=====

NAMES OF REPORTING PERSONS

1

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

Farallon Capital Management, 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]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

5,052,167 [See Preliminary Note]

EACH

7

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-

SHARED DISPOSITIVE POWER

8

5,052,167 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,052,167 [See Preliminary Note]

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

10

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.6% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12

IA, OO

13G

=====
CUSIP No. 747906204
=====

NAMES OF REPORTING PERSONS

1

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

Farallon Partners, L.L.C.

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

2

(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

Delaware

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

6,006,686 [See Preliminary Note]

EACH

7

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-

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]

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

10

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

3.1% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12

00

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13G

CUSIP No. 747906204

NAMES OF REPORTING PERSONS

1

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)

2

(a) []

(b) [X]**

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

-0-

NUMBER OF

SHARED VOTING POWER

6

11,058,853 [See Preliminary Note]

SHARES BENEFICIALLY OWNED BY

SOLE DISPOSITIVE POWER

7

-0-

EACH REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

8

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 CERTAIN SHARES (See Instructions)

10

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.7% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12

IN

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13G

=====
CUSIP No. 747906204
=====

NAMES OF REPORTING PERSONS

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

William F. Duhamel

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

(a) []

(b) [X]**

2

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3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

-0-

NUMBER OF

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

11,058,853 [See Preliminary Note]

EACH

7

SOLE DISPOSITIVE POWER

-0-

REPORTING
PERSON WITH

8

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
CERTAIN SHARES (See Instructions)

10

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.7% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12

IN

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13G

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

Charles E. Ellwein

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 11,058,853 [See Preliminary Note]

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON WITH -0-

8 SHARED DISPOSITIVE POWER
11,058,853 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,058,853 [See Preliminary 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

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

Richard B. Fried

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

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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 United States

SOLE VOTING POWER

5 -0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

SHARED VOTING POWER

6 11,058,853 [See Preliminary Note]

EACH

SOLE DISPOSITIVE POWER

7 -0-

REPORTING
PERSON WITH

SHARED DISPOSITIVE POWER

8 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
CERTAIN SHARES (See Instructions)

10 []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 5.7% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12 IN

=====
CUSIP No. 747906204
=====

NAMES OF REPORTING PERSONS

1 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]**

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 ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5

NUMBER OF		-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	6	11,058,853 [See Preliminary Note]
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	7	-0-
		SHARED DISPOSITIVE POWER
	8	11,058,853 [See Preliminary Note]

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	11,058,853 [See Preliminary 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	

13G

=====
CUSIP No. 747906204
=====

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

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) []
	(b) [X]**
	** The reporting persons making this filing hold an aggregate of 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

4	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States

5	SOLE VOTING POWER
NUMBER OF	-0-
SHARES BENEFICIALLY OWNED BY	SHARED VOTING POWER
EACH	6
REPORTING PERSON WITH	11,058,853 [See Preliminary Note]
	SOLE DISPOSITIVE POWER
	7
	-0-
	SHARED DISPOSITIVE POWER
	8
	11,058,853 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	

9

11,058,853 [See Preliminary 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

13G

=====
CUSIP No. 747906204
=====

1

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

Stephen L. Millham

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

** The reporting persons making this filing hold an aggregate of 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

4

CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5

SOLE VOTING POWER

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,058,853 [See Preliminary 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

13G

=====
CUSIP No. 747906204
=====

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

Jason E. Moment

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

** The reporting persons making this filing hold an aggregate of 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

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

SHARED VOTING POWER

6
11,058,853 [See Preliminary Note]

SOLE DISPOSITIVE POWER

7
-0-

SHARED DISPOSITIVE POWER

8
11,058,853 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,058,853 [See Preliminary 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

13G

=====
CUSIP No. 747906204
=====

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

Rajiv A. Patel

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

(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 ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6

SHARED VOTING POWER

11,058,853 [See Preliminary Note]

EACH

7

SOLE DISPOSITIVE POWER

-0-

REPORTING
PERSON WITH

8

SHARED DISPOSITIVE POWER

11,058,853 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 11,058,853 [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 5.7% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12 IN

Page 24 of 38 Pages

13G

=====
CUSIP No. 747906204
=====

1 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]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5 NUMBER OF -0-

SHARED VOTING POWER

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 11,058,853 [See Preliminary Note]

SOLE DISPOSITIVE POWER

7 -0-

SHARED DISPOSITIVE POWER

8 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 CERTAIN SHARES (See Instructions) []

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 5.7% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12 IN

13G

=====
CUSIP No. 747906204
=====

1 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)

2 (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 United States

SOLE VOTING POWER

5 NUMBER OF -0-

SHARED VOTING POWER

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

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=====
EACH                                SOLE DISPOSITIVE POWER
7
REPORTING                            -0-
PERSON WITH                          -----
8                                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)
11
5.7% [See Preliminary Note]
-----
TYPE OF REPORTING PERSON (See Instructions)
12
IN
-----

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13G

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=====
CUSIP No. 747906204
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NAMES OF REPORTING PERSONS
1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Mark C. Wehrly
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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
2 (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]
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3 SEC USE ONLY
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CITIZENSHIP OR PLACE OF ORGANIZATION
4 United States
-----

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SOLE VOTING POWER
5
NUMBER OF                            -0-
SHARES                               -----
BENEFICIALLY                        SHARED VOTING POWER
OWNED BY                             6
11,058,853 [See Preliminary Note]
-----
EACH                                SOLE DISPOSITIVE POWER
7
REPORTING                            -0-
PERSON WITH                          -----
8                                SHARED DISPOSITIVE POWER
11,058,853 [See Preliminary Note]
-----

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9
11,058,853 [See Preliminary Note]
-----

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

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11
5.7% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12
IN

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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:

Quantum 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.

Name Of Persons Filing, Address Of Principal Business Office And

Citizenship (Item 2(a), (b) and (c))

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

The 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);

- (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) Tincum 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).

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,

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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.

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

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired

The Security Being Reported On By The Parent Holding Company

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.,
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

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

/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.,
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

Page 37 of 38 Pages

/s/ Monica R. Landry

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

/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

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