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. 1)*

Quantum Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

747906204

(CUSIP Number)

December 31, 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:

1_1	Rule	13d-1(b)
X	Rule	13d-1(c)
1 1	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 39 Pages Exhibit Index Found on Page 37

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CUSIP No. 747906204

NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Noonday Asset Management, 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 12,319,676 Shares, which is 6.2% 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 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER 5 NUMBER OF -0-_____ SHARED VOTING POWER SHARES BENEFICIALLY 6 OWNED BY 12,100,876 [See Preliminary Note] _____ EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH _____ _____ SHARED DISPOSITIVE POWER 8 12,100,876 [See Preliminary Note] _____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 12,100,876 [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 6.1% [See Preliminary Note] _____ TYPE OF REPORTING PERSON (See Instructions)

IA, PN

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CUSIP No. 747906204

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_____ ______ NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NOS. 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 12,319,676 Shares, which is 6.2% 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-

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	EACH		SOLE DISPOSITIVE POWER	
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	PERSON WITH		SHARED DISPOSITIVE POWER	
		8	12,100,876 [See Preliminary Note]	
	AGGREGATE A	====== Mount bene	FICIALLY OWNED BY EACH REPORTING PERSON	
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Page 3 of 39 Pages

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_____ -----_____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 1 Noonday Capital, 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 12,319,676 Shares, which is 6.2% 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 6 OWNED BY 12,100,876 [See Preliminary Note] ------EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH -----: SHARED DISPOSITIVE POWER 8 12,100,876 [See Preliminary Note] ------_____ _____

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

CUSIP No. 747906204

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10	CERTAIN SHARES (See Instructions) []				
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1	NAMES OF REE I.R.S. IDENI		RSONS		
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			BOX IF A MEMBER OF A GROUP (See Instructions (a) []		
2	**	aggreg class cover only o	(b) [X]** eporting persons making this filing hold ar ate of 12,319,676 Shares, which is 6.2% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner f the securities reported by it on this cover [See Preliminary Note]		
3	SEC USE ONLY				
4	CITIZENSHIP	OR PLACE	OF ORGANIZATION		
	NUMBER OF	5	SOLE VOTING POWER		
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	EACH REPORTING	7	SOLE DISPOSITIVE POWER		
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Noonday Capital Partners, L.L.C.

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

2	**	(b) [X]** The reporting persons making this filing hold an aggregate of 12,319,676 Shares, which is 6.2% 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 OF Delaware	R PLACE OF ORGANIZATION
	NUMBER OF	SOLE VOTING POWER 5 -0-
	SHARES BENEFICIALLY OWNED BY	SHARED VOTING POWER 6 141,065 [See Preliminary Note]
	EACH REPORTING	SOLE DISPOSITIVE POWER 7 -0-
	PERSON WITH	SHARED DISPOSITIVE POWER 8 141,065 [See Preliminary Note]
9		JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Preliminary Note]
10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES 3 (See Instructions) []
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12	TYPE OF REPORT	TING PERSON (See Instructions)
		Page 7 of 39 Pages
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1	NAMES OF REPOR I.R.S. IDENTIE	RTING PERSONS FICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
		CAL Partners, L.P. ROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) []
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3	SEC USE ONLY	
		R PLACE OF ORGANIZATION
	California	SOLE VOTING POWER

	NUMBER OF		-0-
	SHARES		SHARED VOTING POWER
	NEFICIALLY OWNED BY	6	2,167,904 [See Preliminary Note]
	- EACH		SOLE DISPOSITIVE POWER
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P	ERSON WITH -		SHARED DISPOSITIVE POWER
		8	2,167,904 [See Preliminary Note]
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9	2,167,904 [5	See Prelim	ninary Note]
10			TE AMOUNT IN ROW (9) EXCLUDES
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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES (See Instructions) []
	PERCENT OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	0.7% [See Pr	eliminary Note]
12	TYPE OF REPC	DRTING PERSON (See Instructions)
		Page 9 of 39 Pages
		13G
P No	. 747906204 	
1		PORTING PERSONS PIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Cap	Dital Institutional Partners II, L.P.
	CHECK THE AP	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions
2	**	(b) [X]** The reporting persons making this filing hold an aggregate of 12,319,676 Shares, which is 6.2% 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
7	California	
		SOLE VOTING POWER 5
	NUMBER OF -	-0-
B	SHARES ENEFICIALLY OWNED BY	SHARED VOTING POWER 6 166,646 [See Preliminary Note]
	- EACH	SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH -	,
		SHARED DISPOSITIVE POWER
		166,646 [See Preliminary Note]
9		MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		Preliminary Note]
10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES RES (See Instructions) []
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3	SEC USE ONLY	
4	CITIZENSHIP	OR PLACE OF ORGANIZATION
	Delaware	
		SOLE VOTING POWER
NU	MBER OF	5 -0-
S	- HARES	SHARED VOTING POWER
	FICIALLY NED BY	6 164,598 [See Preliminary Note]
	EACH	SOLE DISPOSITIVE POWER
	PORTING	7 -0-
PER	SON WITH -	SHARED DISPOSITIVE POWER
		8 164,598 [See Preliminary Note]
	AGGREGATE AM	
9		Preliminary Note]
10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES ES (See Instructions) []
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11	0.1% [See Pr	eliminary Note]
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		Page 11 of 39 Pages
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1		ORTING PERSONS IFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Tinicum Part	ners, L.P.
	====================================	

2	**	aggrega class c cover p only of	(b) [X]** eporting persons making this filing hold an ate of 12,319,676 Shares, which is 6.2% of the of securities. The reporting person on this page, however, may be deemed a beneficial owner f the securities reported by it on this cover [See Preliminary Note]		
3	SEC USE ONLY				
4	CITIZENSHIP OF	R PLACE (DF ORGANIZATION		
			SOLE VOTING POWER		
	NUMBER OF	5	-0-		
	SHARES		SHARED VOTING POWER		
	BENEFICIALLY OWNED BY	6	79,465 [See Preliminary Note]		
	EACH	7	SOLE DISPOSITIVE POWER		
	REPORTING PERSON WITH	,	-0-		
	TERSON WITH	8	SHARED DISPOSITIVE POWER		
		0	79,465 [See Preliminary Note]		
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	79,465 [See Pi	79,465 [See Preliminary Note]			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []				
	PERCENT OF CLA		ESENTED BY AMOUNT IN ROW (9)		
11	0.0% [See Pre]	Liminary			
		TING PERS	SON (See Instructions)		
12	PN				
		 Page	e 12 of 39 Pages		

13G

CUSIP No. 747906204

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. 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) []				
2	<pre>(b) [X]** ** The reporting persons making this filing hold an aggregate of 12,319,676 Shares, which is 6.2% 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]</pre>				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands				

		5	SOLE VOTING POWER
NU	MBER OF	5	-0-
	HARES FICIALLY	6	SHARED VOTING POWER
	NED BY	0	2,724,728 [See Preliminary Note]
	EACH	7	SOLE DISPOSITIVE POWER
	PORTING SON WITH -	/	-0-
FER	SON WITH -	8	SHARED DISPOSITIVE POWER
		0	2,724,728 [See Preliminary Note]
9	AGGREGATE AM	OUNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON
, 	2,724,728 [S	ee Prelim	inary Note]
10	CHECK IF THE CERTAIN SHAR		E AMOUNT IN ROW (9) EXCLUDES nstructions) []
	PERCENT OF C	LASS REPRI	ESENTED BY AMOUNT IN ROW (9)
11	11 1.4% [See Preliminary		Note]
10	TYPE OF REPO	RTING PER	SON (See Instructions)
12 PN			

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CUSIP No. 747906204

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	gement, L.L.C.				
	CHECK THE APP	PROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions (a) []		
2	**	aggreg class cover only o	(b) [X]** reporting persons making this filing hold an ate of 12,319,676 Shares, which is 6.2% 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 C	DR PLACE	OF ORGANIZATION		
	==================================				
		5	SOLE VOTING POWER		
	NUMBER OF		-0-		
	SHARES		SHARED VOTING POWER		
BF	NEFICIALLY OWNED BY	6	5,565,806 [See Preliminary Note]		
	EACH		SOLE DISPOSITIVE POWER		
	REPORTING	7	-0-		
P	PERSON WITH		SHARED DISPOSITIVE POWER		
		8	5,565,806 [See Preliminary Note]		

9	AGGREGATE AM	40UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,565,806 [S	See Preliminary Note]	
10		E AGGREGATE AMOUNT IN ROW (9) EXCLUDES RES (See Instructions) []	
	PERCENT OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11	2.8% [See Pr	reliminary Note]	
	TYPE OF REPO	DRTING PERSON (See Instructions)	
12	IA, 00		
		Page 14 of 39 Pages	
		13G	
IP No.	747906204		
1		PORTING PERSONS FIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Farallon Par	rtners, L.L.C.	
	CHECK THE AP	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction	15
		(a) []	
2	**	(b) [X]** The reporting persons making this filing hold aggregate of 12,319,676 Shares, which is 6.2% of class of securities. The reporting person on t cover page, however, may be deemed a beneficial ow only of the securities reported by it on this co page. [See Preliminary Note]	the his nei
3	SEC USE ONLY	ζ	
	CITIZENSHIP	OR PLACE OF ORGANIZATION	
4			
	Delaware 		
		SOLE VOTING POWER 5	
1	NUMBER OF -	-0-	
BEN	SHARES NEFICIALLY	SHARED VOTING POWER	
	WNED BY	6,753,870 [See Preliminary Note]	
	- EACH	SOLE DISPOSITIVE POWER	
F	REPORTING	7 -0-	
PE	ERSON WITH -	SHARED DISPOSITIVE POWER	
		8 6,753,870 [See Preliminary Note]	
9		MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	6,753,870 [S	Gee Preliminary Note]	
10		E AGGREGATE AMOUNT IN ROW (9) EXCLUDES RES (See Instructions) []	
	PERCENT OF C	CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11	3.4% [See Pr	celiminary Note]	
	TYPE OF REPO	DRTING PERSON (See Instructions)	

Page 15 of 39 Pages

13G

1	NAMES OF REE I.R.S. IDENI		ERSONS N NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Chun R. Ding				
	CHECK THE AF	PROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions (a) []		
2	**	aggree class cover only e	(b) [X]** reporting persons making this filing hold a gate of 12,319,676 Shares, which is 6.2% of th of securities. The reporting person on thi page, however, may be deemed a beneficial owne of the securities reported by it on this cove [See Preliminary Note]		
3	SEC USE ONLY				
4			OF ORGANIZATION		
	United State	es 			
	NUMBER OF	5	SOLE VOTING POWER		
BE	- SHARES NEFICIALLY	6	SHARED VOTING POWER		
	OWNED BY	-	12,319,676 [See Preliminary Note]		
	EACH	7	SOLE DISPOSITIVE POWER		
	REPORTING ERSON WITH -	,	-0-		
L	ERSON WITH	0	SHARED DISPOSITIVE POWER		
		8	12,319,676 [See Preliminary Note]		
	AGGREGATE AM	IOUNT BENI	EFICIALLY OWNED BY EACH REPORTING PERSON		
9	12,319,676 [See Prel	iminary Note]		
10			TE AMOUNT IN ROW (9) EXCLUDES Instructions) []		
11	PERCENT OF C	LASS REP	RESENTED BY AMOUNT IN ROW (9)		
11	6.2% [See Pr	eliminar	y Note]		
	TYPE OF REPO	RTING PE	RSON (See Instructions)		
12 IN					

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CUSIP No. 747906204

CUSIP No. 747906204

- -----

	1	RSONS NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
		William F. Du	hamel				
		CHECK THE APP	ROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions (a) []			
	2	**	aggreg class cover only c	(b) [X]** reporting persons making this filing hold an rate of 12,319,676 Shares, which is 6.2% 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 O	R PLACE	OF ORGANIZATION			
_		United States					
			5	SOLE VOTING POWER			
		NUMBER OF	J	-0-			
		SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 12,319,676 [See Preliminary Note]			
		EACH		SOLE DISPOSITIVE POWER			
		REPORTING	7	-0-			
		PERSON WITH		SHARED DISPOSITIVE POWER			
			8	12,319,676 [See Preliminary Note]			
	9			FICIALLY OWNED BY EACH REPORTING PERSON			
	10	12,319,676 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []					
		PERCENT OF CL	ASS REPR	ESENTED BY AMOUNT IN ROW (9)			
	11	6.2% [See Pre	liminary	Note]			
			TING PER	SON (See Instructions)			
	12	IN					

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13G

CUSIP No. 747906204

-----_____ NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Charles E. Ellwein [See Preliminary Note] ------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 12,319,676 Shares, which is 6.2% 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	OR PLACE	OF ORGANIZATION		
	United Stat	es			
			SOLE VOTING POWER		
	NUMBER OF	5	-0-		
DE	SHARES		SHARED VOTING POWER		
BF	NEFICIALLY OWNED BY	6	-0- [See Preliminary Note]		
	EACH		SOLE DISPOSITIVE POWER		
	REPORTING	7	-0-		
F	ERSON WITH		SHARED DISPOSITIVE POWER		
		8	-0- [See Preliminary Note]		
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	-0- [See Preliminary Note]				
10			TE AMOUNT IN ROW (9) EXCLUDES Instructions) []		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.0% [See P	reliminary	/ Note]		
12	TYPE OF REP	ORTING PER	RSON (See Instructions)		
12	IN				

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CUSIP No. 747906204

-----_____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 1 Richard B. Fried 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 12,319,676 Shares, which is 6.2% 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 6

12,319,676 [See Preliminary Note] OWNED BY _____ EACH SOLE DISPOSITIVE POWER 7 -0-REPORTING PERSON WITH -----SHARED DISPOSITIVE POWER 8 12,319,676 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 12,319,676 [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 6.2% [See Preliminary Note] _____ _____ TYPE OF REPORTING PERSON (See Instructions) 12 IN _____ Page 19 of 39 Pages 13G CUSTP No. 747906204 ----= _____ _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 1 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 12,319,676 Shares, which is 6.2% 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 3 -----======= _____ CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States SOLE VOTING POWER 5 NUMBER OF -0-----=== _____ SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 12,319,676 [See Preliminary Note] -----: EACH SOLE DISPOSITIVE POWER 7 -0-REPORTING PERSON WITH _____ SHARED DISPOSITIVE POWER 8 12,319,676 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 12,319,676 [See Preliminary Note]

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

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	6.2% [See Preliminary Note]
12	TYPE OF REPORTING PERSON (See Instructions)
12	IN

Page 20 of 39 Pages

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CUSIP No. 747906204

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	2		See Preliminary Note]			
			BOX IF A MEMBER OF A GROUP (See Instructions (a) []			
2	(b) [X]** ** The reporting persons making this filing hold an aggregate of 12,319,676 Shares, which is 6.2% 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 O	R PLACE	OF ORGANIZATION			
4	United States					
		5	SOLE VOTING POWER			
	NUMBER OF	J 	-0-			
	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 12,319,676 [See Preliminary Note]			
	EACH		SOLE DISPOSITIVE POWER			
	REPORTING PERSON WITH	7	-0-			
	PERSON WITH	8	SHARED DISPOSITIVE POWER			
		o ====	12,319,676 [See Preliminary Note]			
9	AGGREGATE AMO 12,319,676 [S		FICIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []					
11		ASS REPR	ESENTED BY AMOUNT IN ROW (9)			
	6.2% [See Pre		Note]			
12	TYPE OF REPOR		SON (See Instructions)			
	IN					

Page 21 of 39 Pages

13G

1	NAMES OF REPO I.R.S. IDENTI	FICATIO	N NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	William F. Me	llin			
	CHECK THE APP	ROPRIATI	E BOX IF A MEMBER OF A GROUP (See Instructions (a) []		
2	**	(b) [X]** The reporting persons making this filing hold a aggregate of 12,319,676 Shares, which is 6.2% of th class of securities. The reporting person on thi cover page, however, may be deemed a beneficial owne only of the securities reported by it on this cove page. [See Preliminary Note]			
3	SEC USE ONLY				
	CITIZENSHIP O	R PLACE	OF ORGANIZATION		
4	United States				
			SOLE VOTING POWER		
	NUMBER OF	5	-0-		
	 SHARES		SHARED VOTING POWER		
	BENEFICIALLY OWNED BY	6	12,319,676 [See Preliminary Note]		
	 EACH		SOLE DISPOSITIVE POWER		
	REPORTING	7	-0-		
	PERSON WITH		SHARED DISPOSITIVE POWER		
		8			
			12,319,676 [See Preliminary Note]		
9	AGGREGATE AMO 12,319,676 [S		EFICIALLY OWNED BY EACH REPORTING PERSON iminary Note]		
10	CHECK IF THE CERTAIN SHARE		TE AMOUNT IN ROW (9) EXCLUDES Instructions) []		
	PERCENT OF CL	ASS REPI	RESENTED BY AMOUNT IN ROW (9)		
11	6.2% [See Pre	liminar	y Note]		
	TYPE OF REPOR	TING PE	RSON (See Instructions)		
12	IN				
		Pag	ge 22 of 39 Pages		
			13G		
IP N ====	o. 747906204				
	NAMES OF REPO	======================================			
1			N NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Stephen L. Mi	llham 			
	CHECK THE APP	ROPRIATI	E BOX IF A MEMBER OF A GROUP (See Instructions (a) []		

(b) [X]** ** The reporting persons making this filing hold an aggregate of 12,319,676 Shares, which is 6.2% 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 6 12,319,676 [See Preliminary Note] OWNED BY EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH -----_____ SHARED DISPOSITIVE POWER 8 12,319,676 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 12,319,676 [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 6.2% [See Preliminary Note] _____ TYPE OF REPORTING PERSON (See Instructions) 12 IN _____ Page 23 of 39 Pages 13G CUSIP No. 747906204 NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Jason E. Moment 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 12,319,676 Shares, which is 6.2% 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 3 _ _ _ _ _ _ _ _ _ _ _ _ CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States -------SOLE VOTING POWER 5 NUMBER OF -0------SHARES SHARED VOTING POWER

	BENEFICIALLY OWNED BY	6 12,319,676 [See Preliminary Note]
	EACH	SOLE DISPOSITIVE POWER
	REPORTING	7 -0-
	PERSON WITH	SHARED DISPOSITIVE POWER
		8 12,319,676 [See Preliminary Note]
	ACCDECATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9		[See Preliminary Note]
		E AGGREGATE AMOUNT IN ROW (9) EXCLUDES
10		RES (See Instructions) []
11	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)
ΤT	6.2% [See B	Preliminary Note]
1.0	TYPE OF REF	PORTING PERSON (See Instructions)
12	IN	
		Page 24 of 39 Pages
		13G
		155
P N	 No. 747906204	
	NAMES OF RE	PORTING PERSONS
1		EPORTING PERSONS TIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
1		TIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
1	I.R.S. IDEN Rajiv A. Pa	TIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
1	I.R.S. IDEN Rajiv A. Pa	TTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ttel
	I.R.S. IDEN Rajiv A. Pa CHECK THE A	TTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Attel PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** The reporting persons making this filing hold an aggregate of 12,319,676 Shares, which is 6.2% 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	I.R.S. IDEN Rajiv A. Pa CHECK THE A **	TTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Attel PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** The reporting persons making this filing hold an aggregate of 12,319,676 Shares, which is 6.2% 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	I.R.S. IDEN Rajiv A. Pa CHECK THE A ** SEC USE ONI	TTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Attel PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** The reporting persons making this filing hold an aggregate of 12,319,676 Shares, which is 6.2% 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	I.R.S. IDEN Rajiv A. Pa CHECK THE A ** SEC USE ONI	TTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Atel APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** The reporting persons making this filing hold an aggregate of 12,319,676 Shares, which is 6.2% 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] Y OR PLACE OF ORGANIZATION
2	I.R.S. IDEN Rajiv A. Pa CHECK THE A ** SEC USE ONI CITIZENSHIF	TTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ttel PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** The reporting persons making this filing hold at aggregate of 12,319,676 Shares, which is 6.2% 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] Y O OR PLACE OF ORGANIZATION Les SOLE VOTING POWER
2	I.R.S. IDEN Rajiv A. Pa CHECK THE A ** SEC USE ONI CITIZENSHIF	TTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Atel APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X] ** The reporting persons making this filing hold an aggregate of 12,319,676 Shares, which is 6.2% 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] .Y OR PLACE OF ORGANIZATION Sees
2	I.R.S. IDEN Rajiv A. Pa CHECK THE A ** SEC USE ONI CITIZENSHIF United Stat	TTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ttel PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X] ** The reporting persons making this filing hold an aggregate of 12,319,676 Shares, which is 6.2% 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] OR PLACE OF ORGANIZATION SOLE VOTING POWER 5 -0- SHARED VOTING POWER
2	I.R.S. IDEN Rajiv A. Pa CHECK THE A ** SEC USE ONI CITIZENSHIF United Stat	TTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ttel PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** The reporting persons making this filing hold at aggregate of 12,319,676 Shares, which is 6.2% 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] OR PLACE OF ORGANIZATION tes SOLE VOTING POWER 5 -0-
2	I.R.S. IDEN Rajiv A. Pa CHECK THE A ** SEC USE ONI CITIZENSHIF United Stat NUMBER OF SHARES BENEFICIALLY OWNED BY	TTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ttel PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X] ** The reporting persons making this filing hold an aggregate of 12,319,676 Shares, which is 6.2% 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] OR PLACE OF ORGANIZATION SOLE VOTING POWER 5 -0- SHARED VOTING POWER 6 12,319,676 [See Preliminary Note]
2	I.R.S. IDEN Rajiv A. Pa CHECK THE A ** SEC USE ONI CITIZENSHIF United Stat NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	TTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ttel PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** The reporting persons making this filing hold and aggregate of 12,319,676 Shares, which is 6.2% 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] .Y OR PLACE OF ORGANIZATION .ees SOLE VOTING POWER 5 -0- SHARED VOTING POWER 6 12,319,676 [See Preliminary Note] SOLE DISPOSITIVE POWER 7
2	I.R.S. IDEN Rajiv A. Pa CHECK THE A ** SEC USE ONI CITIZENSHIF United Stat NUMBER OF SHARES BENEFICIALLY OWNED BY	TTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Atel PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** The reporting persons making this filling hold at aggregate of 12,319,676 Shares, which is 6.2% 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] O OR PLACE OF ORGANIZATION es SOLE VOTING POWER 5 -0- SHARED VOTING POWER 7 -0
2	I.R.S. IDEN Rajiv A. Pa CHECK THE A ** SEC USE ONI SEC USE ONI CITIZENSHIF United Stat NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	TIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ttel PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** The reporting persons making this filling hold at aggregate of 12,319,676 Shares, which is 6.2% 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] OR PLACE OF ORGANIZATION SOLE VOTING POWER 5 -0- SHARED VOTING POWER 7 -0- SHARED DISPOSITIVE POWER 8
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13G

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	Thomas F. St	eyer			
	CHECK THE AP	PROPRIATI	E BOX IF A MEMBER OF A GROUP (See Instructions (a) []		
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10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []			
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
11	6.2% [See Preliminary Note]			
	TYPE OF REPORTING PERSON (See Instructions)			
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This Amendment No. 1 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on March 16, 2006 (collectively, with all amendments thereto, the "Schedule 13G").

Preliminary Note: The Reporting Persons are filing this Schedule 13G with respect to the Common Stock, par value \$0.01 per share (the "Shares"), of Quantum Corporation (the "Company"). Certain of the Reporting Persons had owned, in aggregate, (i) 7,469,100 Shares and (ii) \$21,100,000 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.

This Schedule 13G reports that effective as of January 1, 2007, Douglas M. MacMahon became a managing member of Farallon Partners, L.L.C. and Farallon Capital Management, L.L.C., two of the Reporting Persons listed below, and as such may be deemed to be a beneficial owner of the securities beneficially owned by such entities as of such date.

This Schedule 13G reports that effective as of April 3, 2006, Charles E. Ellwein resigned as a managing member of Farallon Partners, L.L.C. and Farallon Capital Management, L.L.C., and Mr. Ellwein may therefore no longer be deemed a beneficial owner of the Company's securities reported herein.

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 Common Stock, par value of 0.01 per share, of the Company. The CUSIP number of the Shares is 747906204.

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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 adviser(1) to each of the Funds and the Managed Accounts (the "First Noonday Sub-adviser"), with respect to all of the Shares held by the Noonday Fund and certain of the Shares held 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 held by the Noonday Fund and certain of the Shares held 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 held by the Noonday Fund and certain of the Shares held 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 held by the Noonday Fund and certain of the Shares held 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."

- -----

(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. The Noonday Fund

- -----
 - (v) Noonday Capital Partners, L.L.C., a Delaware limited liability company (the "Noonday Fund"), with respect to the Shares held 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 held 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 held 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 held 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 held 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 held 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 held 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 held by certain accounts managed by the Management Company (the "Managed Accounts") (through their ownership of Shares and Notes).

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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 held by each of the Funds (through their ownership of Shares and Notes).

The Farallon Managing Members

(xiv) The following persons who are, or solely with respect to Charles E. Ellwein were, managing members of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Funds and the Managed Accounts: Chun R. Ding ("Ding"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), Douglas M. MacMahon ("MacMahon"), 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, MacMahon, 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, 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

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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 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, may be deemed to be the beneficial owner of all such Shares owned by the Noonday Fund and certain of such Shares owned by the Farallon Funds and the Managed Accounts (in each case through their ownership of Shares and Notes). 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 owned by the Noonday Fund and certain of such Shares owned by the Farallon Funds and the Managed Accounts (in each case through their ownership of Shares and Notes). 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 owned by the Noonday Fund and certain of such Shares owned by the Farallon Funds and the Managed Accounts (in each case through their ownership of Shares and Notes). The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Managed Accounts (in each case through their ownership of Shares and Notes). 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 owned by the Funds (in each case through their ownership of Shares and Notes). Other than Ellwein, 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 owned by the Funds and the Managed Accounts (in each case through their ownership of Shares and Notes). 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

See Preliminary Note discussion regarding Ellwein.

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

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

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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.

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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: January 24, 2007

/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

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

/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, Douglas M. MacMahon, 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

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

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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. The Power of Attorney executed by MacMahon 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 5, 2007, by such Reporting Person with respect to the Class A Common Stock of Univision Communications Inc., is hereby incorporated by reference.

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EXHIBIT INDEX

EXHIBIT 2

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

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EXHIBIT 2 to SCHEDULE 13G

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: January 24, 2007

/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

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<Page>

/s/ Monica R. Landry

/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, Douglas M. MacMahon, 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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