OMB APPROVAL

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Estimated average burden
Hours per response 14.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. ______) *

Alliance Data Systems Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

018581108

(Cusip Number)

Mark C. Wehrly

Farallon Capital Management, L.L.C.

One Maritime Plaza, Suite 2100

San Francisco, California 94111

(415) 421-2132

(Name, Address, and Telephone Number of Person Authorized to Receive Notices and Communications)

October 3, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box \mathbf{o} .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)
Page 1 of 52 Pages
Exhibit Index Found on Page 50

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			4,184,650 Shares, which is 5.3% 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			
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Page 3 of 52 Pages

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Page 4 of 52 Pages

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	NAMES OF REPORTING PERSONS LD S. IDENTIFICATION NO. OF ABOVE BEDSONS (ENTITIES ONLY)						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
	Farallon	Capital Offs	hore Investors II, L.P.				
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) []				
			(b) [X]**				
2		** The reporting persons making this filing hold an aggregate of					
			4,184,650 Shares, which is 5.3% of the class of securities. The				
			reporting person on this cover page, however, is a beneficial owner				
			only of the securities reported by it on this cover page.				
3	SEC USE	ONLY					
_	SOURCE	OF FUNDS	(See Instructions)				
4							
	WC, 00	IE DICCI O	CURE OF LEGAL PROCEEDINGS IS REQUIRED BURGHANE				
_		IF DISCLOS IS 2(d) OR 2	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT				
5	TOTILIN	10 2(u) O1(2	[]				
			. ,				
	CITIZEN	SHIP OR P	LACE OF ORGANIZATION				
6							
	Cayman	Islands					
		7	SOLE VOTING POWER				
		/	-0-				
NUMB	BER OF		SHARED VOTING POWER				
_	RES	8					
	ICIALLY ED BY		811,300				
	CH	•	SOLE DISPOSITIVE POWER				
REPO	RTING	9					
PERSO	N WITH		-0- SHARED DISPOSITIVE POWER				
		10	SHARED DISPOSITIVE POWER				
		10	811,300				
_	AGGREC	GATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11							
	811,300						
			GREGATE AMOUNT IN ROW (11) EXCLUDES				
12	CERTAIL	CERTAIN SHARES (See Instructions)					
			l I				
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13							
	1.0%						
4.4	TYPE OF	REPORTI	NG PERSON (See Instructions)				
14	DN						
	PN						

H			
			TING PERSONS
1	I.R.S. IDI	ENTIFICAT	TON NO. OF ABOVE PERSONS (ENTITIES ONLY)
			agement, L.L.C.
	CHECK	THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
			(a) [] (b) [X]**
2			** The reporting persons making this filing hold an aggregate of 4,184,650 Shares, which is 5.3% 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.
3	SEC USE	ONLY	L-2
4	SOURCE	OF FUNDS	(See Instructions)
4	00		
	CHECK		SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
5	TOTTEM	1S 2(d) OR 2	(e)
			1 1
	CITIZEN	SHIP OR P	LACE OF ORGANIZATION
6	Delaware		
	Delaware	i	SOLE VOTING POWER
		7	SOLE VOTING FOWER
		-	-0-
H	ER OF RES	_	SHARED VOTING POWER
_	CIALLY	8	2 240 200
OWN	ED BY		2,218,800 SOLE DISPOSITIVE POWER
	CH	9	SOLE DISPOSITIVE POWER
_	RTING N WITH	J	-0-
PERSO	N WIII		SHARED DISPOSITIVE POWER
		10	
	100000		2,218,800
11	AGGREC	JATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	2,218,800		
			GREGATE AMOUNT IN ROW (11) EXCLUDES
12			(See Instructions)
12			[]
	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)
13			` '
	2.8%		
1.4	TYPE OF	FREPORTI	NG PERSON (See Instructions)
14	IA, OO		
1	17,00		

	NIABATICA	OF DEPOS	ETNIC DEDCONC
	_	_	FING PERSONS FION NO. OF ABOVE PERSONS (ENTITIES ONLY)
1	1.K.3. 1D1	MITTICAL	ION NO. OF ADOVE PERSONS (ENTITIES ONLI)
	Farallon l	Partners, L.	L.C.
	CHECK	THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
			(a) []
			(b) [X]**
2			** The reporting persons making this filing hold an aggregate of 4,184,650 Shares, which is 5.3% 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.
3	SEC USE	ONLY	
3			
	SOURCE	OF FUNDS	6 (See Instructions)
4			
	AF	E DICCI C	CURE OF LEGAL PROCEEDINGS IS PROVIDED NURSWAND
_		IF DISCLOS IS 2(d) OR 2	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
5	TOTILIV	15 2 (u) 01(2	[]
			. ,
-	CITIZEN	SHIP OR P	LACE OF ORGANIZATION
6			
	Delaware		SOLE VOTING POWER
ı		7	SOLE VOTINGTOWER
		•	-0-
	BER OF ARES		SHARED VOTING POWER
	ICIALLY	8	4.007.070
OWN	ED BY		1,965,850 SOLE DISPOSITIVE POWER
	CH	9	SOLE DISTOSITIVE TOWER
_	RTING N WITH	J	-0-
LINGO	., ,,,,,,,,,	4.0	SHARED DISPOSITIVE POWER
		10	4.007.070
	ACCDEC	CATE AMO	1,965,850 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	AGGREC	JATE ANIO	ON DEVELORIED OWNED DI ENOUNE ONING LENGUN
	1,965,850		
			GREGATE AMOUNT IN ROW (11) EXCLUDES
12	CERTAIN	N SHARES ((See Instructions)
			[]
	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)
13			·· (,
	2.5%		
1 4	TYPE OF	REPORTI	NG PERSON (See Instructions)
14	00		
	00		

 	NIANTEC	OF PEPOP	EINIC DEDCOMO
			FING PERSONS
1	1.K.S. 1D	ENTIFICAL	ION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	William	F. Duhamel	
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
			(a) []
			(b) [X]**
2			** The reporting persons making this filing hold an aggregate of
_			4,184,650 Shares, which is 5.3% 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.
3	SEC USI	E ONLY	1.9.
3			
_	SOURCE	E OF FUNDS	(See Instructions)
4	45.00		
	AF, OO	IE DISCLO	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
_		/IS 2(d) OR 2	<u> </u>
5		` ,	[]
	CITIZE	NSHIP OR P	LACE OF ORGANIZATION
6	11 % 16		
	United S	tates	SOLE VOTING POWER
		7	SOLE VOINGTOWER
		•	-0-
	BER OF		SHARED VOTING POWER
_	ARES ICIALLY	8	
	ED BY		4,184,650
	CH	Λ	SOLE DISPOSITIVE POWER
_	RTING	9	-0-
PERSO	N WITH		SHARED DISPOSITIVE POWER
		10	SHARED DISTOSITIVE FOWER
		10	4,184,650
_	AGGRE	GATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11			
	4,184,650		
			GREGATE AMOUNT IN ROW (11) EXCLUDES (See Instructions)
12	CLIVII	IV DIM INCLO	[]
			,
	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)
13			
	5.3%	E DEBORET	NIC DEDCON (Co. London de la constante de la c
14	I YPE O	r kepukti.	NG PERSON (See Instructions)
14	IN		
	1 '		

 	2747	OF PET 0= -	ENVO PERSONA
			FING PERSONS
1	I.R.S. IDI	ENTIFICAT	ION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Richard I	R Fried	
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
			(a) []
			(b) [X]**
2			** The reporting persons making this filing hold an aggregate of
_			4,184,650 Shares, which is 5.3% 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
	SEC USE	ONLY	page.
3	SEC COL	ONEI	
_	SOURCE	OF FUNDS	(See Instructions)
4			
	AF, 00		
			SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
5	TO ITEM	IS 2(d) OR 2	
			[]
C	CITIZEN	SHIP OR P	LACE OF ORGANIZATION
6	United St	atec	
	Omiteu St	uiC3	SOLE VOTING POWER
		7	
A1113 500	ED OF		-0-
NUMB SHA			SHARED VOTING POWER
BENEFI	_	8	4404670
OWNE	_		4,184,650 SOLE DISPOSITIVE POWER
EAG	_	9	SOLE DISPUSITIVE POWER
REPOF PERSON		9	-0-
PERSU	MIIH		SHARED DISPOSITIVE POWER
		10	
			4,184,650
11	AGGREC	GATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	4,184,650		
	, - ,		GREGATE AMOUNT IN ROW (11) EXCLUDES
10			See Instructions)
12			[]
40	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)
13	F 20/		
	5.3%	PEDODTI	NG PERSON (See Instructions)
14	11re Of	· KEFUKIII	TO I ERSON (SEE HISH HUHOHS)
17	IN		
<u> </u>	1		

	137435770	NE DEDOD	TWY O DED COVO
			TING PERSONS
1	1.R.S. IDE	NIIFICAI	TION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Monica R	Landry	
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
			(a) []
			(b) [X]**
2			** The reporting persons making this filing hold an aggregate of
2			4,184,650 Shares, which is 5.3% 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.
3	SEC USE	ONLY	
3			
	SOURCE	OF FUNDS	S (See Instructions)
4			
	AF, OO		
			SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
5	TOTTEM	S 2(d) OR 2	
			[]
	CITIZEN	SHIP OR P	LACE OF ORGANIZATION
6	CITIZEIV	om on i	ENCE OF OROMAZATION
•	United Sta	ates	
			SOLE VOTING POWER
		7	
NUME	BER OF		-0-
	ARES	8	SHARED VOTING POWER
BENEF	ICIALLY	0	4,184,650
	ED BY		SOLE DISPOSITIVE POWER
	ACH RTING	9	
_	N WITH	•	-0-
TERSO			SHARED DISPOSITIVE POWER
		10	
	ACCREC	ATTE AND	4,184,650
11	AGGREG	ALE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	4,184,650		
		F THE AG	GREGATE AMOUNT IN ROW (11) EXCLUDES
12			(See Instructions)
14			[]
	1		
10	PERCEN	I OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)
13	5.3%		
		REPORTI	NG PERSON (See Instructions)
14			(occ mod dedono)
••	IN		

 	1		
			TING PERSONS
1	I.R.S. ID	ENTIFICAT	TON NO. OF ABOVE PERSONS (ENTITIES ONLY)
_	ъ		
		M. MacMah	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	CHECK	THE APPRO	
			(a) [] (b) [X]**
			*, -
2			** The reporting persons making this filing hold an aggregate of 4,184,650 Shares, which is 5.3% 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.
_	SEC USE	ONLY	
3			
	SOURCE	OF FUNDS	6 (See Instructions)
4	Jooker	. 51 1 01100	, (See Alba activity)
	AF, OO		
	CHECK	IF DISCLOS	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
5	TO ITEM	1S 2(d) OR 2	2(e)
J			[]
C	CITIZEN	NSHIP OR P	LACE OF ORGANIZATION
6	United St	ates	
	Office 3	idies	SOLE VOTING POWER
		7	SOLE VOING FOWER
		,	-0-
	BER OF		SHARED VOTING POWER
	ARES ICIALLY	8	
	ED BY		4,184,650
	CH	Λ	SOLE DISPOSITIVE POWER
_	RTING	9	-0-
PERSO	N WITH		SHARED DISPOSITIVE POWER
		10	SHAKED DISTOSITIVE FOWER
		10	4,184,650
	AGGRE	GATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11			
	4,184,650		
			GREGATE AMOUNT IN ROW (11) EXCLUDES
12	CERTAI	N SHARES ((See Instructions)
			[]
	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)
13	LICE		DI INION (II)
	5.3%		
		F REPORTI	NG PERSON (See Instructions)
14			
	IN		

	NIANTEC C	L DEDOD	EINC REDCONG
			TING PERSONS TON NO. OF ABOVE PERSONS (ENTITIES ONLY)
1	1.K.S. IDE	MIIFICAI	ION NO. OF ABOVE PERSONS (ENTITIES ONLI)
	William F.	Mellin	
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
			(a) []
			(b) [X]**
2			** The reporting persons making this filing hold an aggregate of
			4,184,650 Shares, which is 5.3% 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.
3	SEC USE	ONLY	
•			
	SOURCE	OF FUNDS	S (See Instructions)
4			
	AF, OO		
			SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
5	TOTTEM	S 2(d) OR 2	
			[]
	CITIZENS	SHIP OR P	LACE OF ORGANIZATION
6	CITIZEIN	omi oki	ENCE OF OROTHIZATION
U	United Sta	ites	
	*		SOLE VOTING POWER
		7	
NIIMB	BER OF		-0-
	RES	0	SHARED VOTING POWER
_	CIALLY	8	4104.650
OWN	ED BY		4,184,650 SOLE DISPOSITIVE POWER
	CH	9	SOLE DISPOSITIVE FOWER
_	RTING	J	-0-
PERSO	N WITH		SHARED DISPOSITIVE POWER
		10	
			4,184,650
11	AGGREG	ATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	4.404.050		
	4,184,650	ETHE AC	GREGATE AMOUNT IN ROW (11) EXCLUDES
4.5			(See Instructions)
12			[]
			. 1
	PERCENT	Γ OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)
13			
	5.3%		
1.4	TYPE OF	REPORTI	NG PERSON (See Instructions)
14			
	IN		

 	NAMECO	DE DEDOD	EINC DEDCONG
			FING PERSONS
1	1.K.S. IDE	ENTIFICAL	TON NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Stephen L	Millham	
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	CILCIC		(a) []
			(b) [X]**
2			** The reporting persons making this filing hold an aggregate of
2			4,184,650 Shares, which is 5.3% 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.
2	SEC USE	ONLY	
3			
	SOURCE	OE ELINDS	6 (See Instructions)
4	JOOKEE	OF FUNDS	o (occ monucuons)
"	AF, OO		
		F DISCLO	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
F		S 2(d) OR 2	
5			[]
	CITIZEN	SHIP OR P	LACE OF ORGANIZATION
6			
	United Sta	ates	
		7	SOLE VOTING POWER
		/	-0-
NUMB	ER OF		SHARED VOTING POWER
SHA		8	SHINED VOINGTOWER
BENEFI	_	U	4,184,650
OWNE EAG			SOLE DISPOSITIVE POWER
REPOR	_	9	
_	N WITH		-0-
		4.0	SHARED DISPOSITIVE POWER
		10	
	ACCREC	ATE AND	4,184,650
11	AGGREG	ALE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	4,184,650		
		F THE AG	GREGATE AMOUNT IN ROW (11) EXCLUDES
40			(See Instructions)
12			[]
			• •
	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)
13			
	5.3%		
1.4	TYPE OF	REPORTI	NG PERSON (See Instructions)
14	IN		

2 ** The reporting persons making this filing hold 4,184,650 Shares, which is 5.3% of the class of	(a) []
Jason E. Moment CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction of the class	(a) []
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instruction of the class of t	(a) []
2 ** The reporting persons making this filing hold 4,184,650 Shares, which is 5.3% of the class of	(a) []
2 ** The reporting persons making this filing hold 4,184,650 Shares, which is 5.3% of the class of	. ,
2 ** The reporting persons making this filing hold 4,184,650 Shares, which is 5.3% of the class of	
4,184,650 Shares, which is 5.3% of the class of	(b) [X]**
4,184,650 Shares, which is 5.3% of the class of	
reporting person on this cover page, however, n beneficial owner only of the securities reported b	
page.	y it on this cover
3 SEC USE ONLY	
3	
SOURCE OF FUNDS (See Instructions)	
4	
AF, OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSU	IANT
TO ITEMS 2(4) OR 2(6)	ANI
5	[]
CITIZENSHIP OR PLACE OF ORGANIZATION	
6	
United States SOLE VOTING POWER	
NUMBER OF 7	
-0-	
SHARES SHARED VOTING POWER	
BENEFICIALLY 8	
OWNED BY 4,184,650	
EACH SOLE DISPOSITIVE POWER	
-0-	
REPORTING SHARED DISPOSITIVE POWER	
PERSON WITH 10	
4,184,650	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING F	ÆKSON
4,184,650	
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES	
12 CERTAIN SHARES (See Instructions)	
12	[]
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
5.3%	

 	NAMECO	AE DEPON	PINIC DEDCONG
			FING PERSONS FION NO. OF ABOVE PERSONS (ENTITIES ONLY)
1	1.K.S. IDE	MIIFICAL	ION NO. OF ABOVE PERSONS (ENTITIES ONLI)
	Ashish H.	Pant	
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	CILCII I		(a) []
			(b) [X]**
2			** The reporting persons making this filing hold an aggregate of
2			4,184,650 Shares, which is 5.3% 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.
3	SEC USE	ONLY	
3			
	SOURCE	OF FUNDS	6 (See Instructions)
4			
	AF, 00		
			SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
5	TO ITEM	S 2(d) OR 2	
			[]
	CITIZEN	CIUD OD D	I ACE OF ODC ANIZATION
6	CITIZEN	эніг ОК Р	LACE OF ORGANIZATION
U	India		
	IIIuu		SOLE VOTING POWER
		7	
NIK 13 6T	NED OF	_	-0-
	BER OF TARES	_	SHARED VOTING POWER
	ICIALLY	8	
	ED BY		4,184,650
EA	CH	Λ	SOLE DISPOSITIVE POWER
REPO	RTING	9	
PERSO	N WITH		-0- SHARED DISPOSITIVE POWER
		10	SHAKED DISTUSITIVE FOWER
		IV	4,184,650
	AGGREG	ATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11			
	4,184,650		
			GREGATE AMOUNT IN ROW (11) EXCLUDES
12	CERTAIN	SHARES	(See Instructions)
			[]
	DEDCEM	T OE CLAS	S REPRESENTED BY AMOUNT IN ROW (11)
13	PERCEN	I OF CLAS	S REPRESENTED BY AMOUNT IN ROW (II)
13	5.3%		
		REPORTI	NG PERSON (See Instructions)
14			
	IN		
R			

 	NAMES	DE DEBOS	ETNIC DEDCOMO
			FING PERSONS
1	1.K.5. IDE	MITTICAL	ION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Rajiv A. I	Patel	
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
			(a) []
			(b) [X]**
2			** The reporting persons making this filing hold an aggregate of
			4,184,650 Shares, which is 5.3% 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.
3	SEC USE	ONLY	
4	SOURCE	OF FUNDS	(See Instructions)
4	AE OO		
	AF, OO	E DISCLO	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
_		IS 2(d) OR 2	
5		-(-)	
_	CITIZEN	SHIP OR P	LACE OF ORGANIZATION
6			
	United Sta	ates	CONTRACTIVE POLITIC
		7	SOLE VOTING POWER
		,	-0-
	BER OF		SHARED VOTING POWER
_	ARES	8	
	ICIALLY ED BY		4,184,650
	CH	•	SOLE DISPOSITIVE POWER
REPO	RTING	9	
PERSO	N WITH		-0- SHARED DISPOSITIVE POWER
		10	SHARED DISPOSITIVE FOWER
		10	4,184,650
	AGGREC	GATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11			
	4,184,650		
			GREGATE AMOUNT IN ROW (11) EXCLUDES (See Instructions)
12	CERIAII	· SHAKES (See instructions)
			i I
	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)
13			` '
	5.3%		
1.4	TYPE OF	REPORTI	NG PERSON (See Instructions)
14	TNI		
<u> </u>	IN		

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egate of ies. The eemed a
ies. The
eemed a

1	NAMECA	DE DEPOP	FINC DEDCONC				
1		NAMES OF REPORTING PERSONS					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
	Andrew I M Spokes						
	Andrew J. M. Spokes 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				
	4,184,650 Shares, which is 5.3% 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 cove						
	page.						
3	SEC USE	SEC USE ONLY					
	SOUDCE OF EUNDS (See Instructions)						
4	JOOKEE	SOURCE OF FUNDS (See Instructions)					
	AF, OO	AF, OO					
	CHECK I		SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT				
5	TO ITEM	TO ITEMS 2(d) OR 2(e)					
J	[]						
	CYTYTEN	CITTE OF F	A ACT OF ODG ANYELENON				
6	CITIZENSHIP OR PLACE OF ORGANIZATION						
U	United Kingdom						
	Cinted Iti	inguom	SOLE VOTING POWER				
NUMB	ER OF	7					
	L		-0-				
SHA			SHARED VOTING POWER				
BENEFI	_	8	4.404.070				
OWNI	TOBY		4,184,650 SOLE DISPOSITIVE POWER				
EA	СН	9	SOLE DISPOSITIVE POWER				
121		9	-0-				
REPOI	RTING		SHARED DISPOSITIVE POWER				
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			4,184,650				
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	Thomas F. Steyer						
	CHECK T	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 4,184,650 Shares, which is 5.3% 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						
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	NAMES OF REPORTING PERSONS						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
	Mark C. Wehrly						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						
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	** The reporting persons making this filing hold an aggregate o 4,184,650 Shares, which is 5.3% 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.						
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14	TYPE OF REPORTING PERSON (See Instructions)						
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Item 1. Security And Issuer

This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of Alliance Data Systems Corporation (the "Company"). The Company's principal offices are located at 17655 Waterview Parkway, Dallas, Texas 75252.

Item 2. Identity And Background

(a) 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 subinvestment adviser to each of the Funds and the Managed Accounts (the "First Noonday Sub-adviser"), with respect to all of the Shares held by the Funds and the Managed Accounts;
- (ii) Noonday Asset Management, L.P., a Delaware limited partnership which is a sub-investment adviser to each of the Funds and the Managed Accounts (the "Second Noonday Sub-adviser"), with respect to all of the Shares held by the Funds and the Managed Accounts; 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 Funds and the Managed Accounts.

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"), Saurabh K. Mittal ("Mittal") and Andrew J. M. Spokes ("Spokes"), 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 Funds and the Managed Accounts.

Cohen, Mittal and Spokes (in his capacity as managing member of both the First Noonday Sub-advisor and the Noonday General Partner) 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 held by it.

The Farallon Funds

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- (vi) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (vii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (viii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (ix) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (x) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares held by it; 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.

FCP, FCIP, FCIP III, 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").

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.

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 held by the Funds and the Managed Accounts: William F. Duhamel ("Duhamel"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), Douglas M. MacMahon ("MacMahon"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Jason E. Moment ("Moment"), Ashish H. Pant ("Pant"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Andrew J. M. Spokes ("Spokes"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

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Duhamel, Fried, Landry, MacMahon, Mellin, Millham, Moment, Patel, Pant, Schrier, Spokes (in his capacity as managing member of the Farallon General Partner and the Management Company), Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons." The Noonday Individual Reporting Persons and the Farallon Individual Reporting Persons are together referred to herein as the "Individual Reporting Persons."

- (b) The address of the principal business office of (i) the Funds, the Management Company and the Farallon General Partner is One Maritime Plaza, Suite 2100, San Francisco, California 94111, (ii) the Noonday Sub-adviser Entities is 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202 and (iii) each of the Individual Reporting Persons is set forth in Annex 1 hereto.
- (c) The principal business of each of the Funds is that of a private investment fund engaging in the purchase and sale of investments for its own account. The principal business of the First Noonday Sub-adviser and the Second Noonday Sub-adviser, a registered investment adviser, is to act as a sub-investment adviser to the Funds and the Managed Accounts. The principal business of the Noonday General Partner is to act as the general partner of the Second Noonday Sub-adviser. The principal business of the Management Company is that of a registered investment adviser. The principal business of the Farallon General Partner is to act as the general partner of the Farallon Funds and the managing member of the Noonday Fund. The principal business of each of the Individual Reporting Persons is set forth in Annex 1 hereto.
- (d) None of the Funds, the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner or the Individual Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Funds, the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner or the Individual Reporting Persons has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The citizenship of each of the Funds, the Noonday Sub-adviser Entities, the Management Company and the Farallon General Partner is set forth above. Each of the Individual Reporting Persons other than Mittal, Pant and Spokes is a citizen of the United States. Mittal and Pant are citizens of India. Spokes is a citizen of the United Kingdom. The other information required by Item 2 relating to the identity and background of the Reporting Persons is set forth in Annex 1 hereto.

Item 3. Source And Amount Of Funds And Other Consideration

The net investment cost (including commissions) for the Shares held by each of the Funds and the Managed Accounts is set forth below:

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Approximate Net Investment **Entity** Shares Held Cost Noonday Fund 60,000 \$4,673,173 **FCP** 506,300 \$39,397,365 **FCIP** 487,400 \$37,959,207 FCIP II \$4,057,697 52,100 FCIP III 27,750 \$2,161,007 Tinicum 21,000 \$1,634,801 FCOI II 811,300 \$63,159,739 Managed Accounts 2,218,800 \$172,728,867

The consideration for such acquisitions was obtained as follows: (i) with respect to the Noonday Fund, FCP, Tinicum and FCOI II, from working capital and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by the Noonday Fund, FCP, Tinicum and FCOI II at Goldman, Sachs & Co.; (ii) with respect to FCIP, FCIP II and FCIP III, from working capital; and (iii) with respect to the Managed Accounts, from the working capital of the Managed Accounts and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by some of the Managed Accounts at Goldman, Sachs & Co. The Noonday Fund, FCP, Tinicum, FCOI II and some of the Managed Accounts hold certain securities in their respective margin accounts at Goldman, Sachs & Co., and the accounts may from time to time have debit balances. It is not possible to determine the amount of borrowings, if any, used to acquire the Shares.

Item 4. Purpose Of The Transaction

The purpose of the acquisition of the Shares is for investment, and the acquisitions of the Shares by each of the Funds and the Managed Accounts were made in the ordinary course of business and were not made for the purpose of acquiring control of the Company.

Although no Reporting Person has any specific plan or proposal to acquire or dispose of Shares, consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Shares or dispose of any or all of its Shares depending upon an ongoing evaluation of the investment in the Shares, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Person and/or other investment considerations. No Reporting Person has made a determination regarding a maximum or minimum number of Shares which it may hold at any point in time.

Also, consistent with their investment intent, the Reporting Persons may engage in communications with, without limitation, one or more shareholders of the Company, one or more officers of the Company and/or one or more members of the board of directors of the Company regarding the Company, including but not limited to its operations.

Except to the extent the foregoing may be deemed a plan or proposal, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

<u>Item 5</u>. <u>Interest In Securities Of The Issuer</u>

(a) <u>The Noonday Sub-adviser Entities</u>

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- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Noonday Sub-adviser Entity is incorporated herein by reference for each such Noonday Sub-adviser Entity. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 78,724,680 Shares outstanding as of August 1, 2007 as reported by the Company in its Quarterly Report on Form 10-Q for the period ended June 30, 2007 filed with the Securities and Exchange Commission on August 6, 2007.
- (c) None.
- (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser, and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds as reported herein. Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.
- (e) Not applicable.
- (b) The Noonday Individual Reporting Persons
 - (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Noonday Individual Reporting Person is incorporated herein by reference for each such Noonday Individual Reporting Person.
 - (c) None.
 - (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds. Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.

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(e) Not applicable.

(c) The Funds

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Fund is incorporated herein by reference for each such Fund.
- (c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Funds in the past 60 days are set forth on Schedules A-G hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
- (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.
- (e) Not applicable.

(d) <u>The Management Company</u>

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.
- (c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Management Company on behalf of the Managed Accounts in the past 60 days are set forth on Schedule H hereto and are incorporated herein by reference. All of such transactions were openmarket transactions.
- (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of the Management Company.

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- (e) Not applicable.
- (e) <u>The Farallon General Partner</u>
 - (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.
 - (c) None.
 - (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.
 - (e) Not applicable.
- (f) The Farallon Individual Reporting Persons
 - (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Individual Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.
 - (c) None.
 - (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds as reported herein. Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.
 - (e) Not applicable.

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 First Noonday Sub-adviser and the Second Noonday Sub-adviser, as sub-investment advisers to the Funds and the Managed Accounts, may be deemed to

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be the beneficial owners of all such Shares owned by the 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 owned by the 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 owned by the 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 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 owned by the Funds. The Farallon Individual Reporting Persons, as managing members of both the Management Company and the Farallon General Partner 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. 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 6. Contracts, Arrangements, Understandings Or Relationships With Respect To Securities Of The Issuer

Except as described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between such persons and any other person with respect to any securities of the Company, including but not limited to the transfer or voting of any securities of the Company, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Materials To Be Filed As Exhibits

There is filed herewith as Exhibit 1 a written agreement relating to the filing of joint acquisition statements as required by Section 240.13d-1(k) under the Securities Exchange Act of 1934, as amended.

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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: October 15, 2007

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

/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
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

<u>/s/ Monica R. Landry</u>
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, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurubh K. Mittal, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer and Mark C. Wehrly

The Power of Attorney executed by each of 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 13D on its or his behalf, which was 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

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incorporated by reference. The Power of Attorney executed by Mittal authorizing Landry to sign and file this Schedule 13D 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 each of Duhamel, Fried, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13D on his or her behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2007 by such Reporting Persons with respect to the Common Stock of Armor Holdings, Inc., is hereby incorporated by reference. The Power of Attorney executed by Spokes authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on August 28, 2007 by such Reporting Person with respect to the Common Stock of Global Gold Corporation, is hereby incorporated by reference.

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Set forth below with respect to the Noonday Sub-adviser Entities, the Management Company and the Farallon General Partner is the following information: (a) name; (b) address; (c) principal business; (d) state of organization; and (e) controlling persons. Set forth below with respect to each Individual Reporting Person is the following information: (a) name; (b) business address; (c) principal occupation; and (d) citizenship.

1. <u>The First Noonday Sub-adviser</u>

- (a) Noonday G.P. (U.S.), L.L.C.
- (b) c/o Noonday Asset Management, L.P.227 West Trade Street, Suite 2140Charlotte, North Carolina 28202
- (c) Serves as sub-investment adviser to investment funds and managed accounts
- (d) Delaware limited liability company
- (e) Managing Members: David I. Cohen, Saurabh K. Mittal and Andrew J. M. Spokes

2. <u>The Second Noonday Sub-adviser</u>

- (a) Noonday Asset Management, L.P.
- (b) 227 West Trade Street, Suite 2140 Charlotte. North Carolina 28202
- (c) Serves as sub-investment adviser to investment funds and managed accounts
- (d) Delaware limited partnership
- (e) David I. Cohen and Saurabh K. Mittal, the managing members of its general partner

3. <u>The Noonday General Partner</u>

- (a) Noonday Capital, L.L.C.
- (b) c/o Noonday Asset Management, L.P.227 West Trade Street, Suite 2140Charlotte, North Carolina 28202
- (c) Serves as general partner of the Second Noonday Sub-adviser
- (d) Delaware limited liability company
- (e) Managing Members: David I. Cohen, Saurabh K. Mittal and Andrew J. M. Spokes

4. The Noonday Individual Reporting Persons

Cohen is a citizen of the United States. Mittal is a citizen of India. Spokes is a citizen of the United Kingdom. The business address of each of the Noonday Individual Reporting Persons is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The principal occupation of each of the Noonday Individual Reporting Persons is serving as the managing member of both the First

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Noonday Sub-adviser and the Noonday General Partner. The Noonday Individual Reporting Persons do not have any additional information to disclose with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

5. <u>The Management Company</u>

- (a) Farallon Capital Management, L.L.C.
- (b) One Maritime Plaza, Suite 2100 San Francisco, California 94111
- (c) Serves as investment adviser to various managed accounts
- (d) Delaware limited liability company
- (e) Managing Members: Thomas F. Steyer, Senior Managing Member; William F. Duhamel, Alice F. Evarts, Richard B. Fried, Monica R. Landry, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Gregory S. Swart and Mark C. Wehrly, Managing Members.

6. <u>The Farallon General Partner</u>

- (a) Farallon Partners, L.L.C.
- (b) c/o Farallon Capital Management, L.L.C.
 One Maritime Plaza, Suite 2100
 San Francisco, California 94111
- (c) Serves as general partner to investment partnerships
- (d) Delaware limited liability company
- (e) Managing Members: Thomas F. Steyer, Senior Managing Member; William F. Duhamel, Alice F. Evarts, Richard B. Fried, Monica R. Landry, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Gregory S. Swart and Mark C. Wehrly, Managing Members.

7. <u>Managing Members of the Management Company and the Farallon General Partner</u>

Each of the managing members of the Management Company and the Farallon General Partner other than Gregory S. Swart, Ashish H. Pant and Andrew J. M. Spokes is a citizen of the United States. Gregory S. Swart is a citizen of New Zealand. Ashish H. Pant is a citizen of India. Andrew J. M. Spokes is a citizen of the United Kingdom. The business address of each of the managing members of the Management Company and the Farallon General Partner is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111. The principal occupation of Thomas F. Steyer is serving as senior managing member of both the Management Company and the Farallon General Partner. The principal occupation of each other managing member of the Management Company and the Farallon General Partner is serving as a managing member of both the Management Company and the Farallon General Partner. None of the managing members of the Management Company and the Farallon General Partner has any additional information to disclose with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

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SCHEDULE A

NOONDAY CAPITAL PARTNERS, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
8/16/2007	200 (S)	\$71.96
8/28/2007	500 (S)	\$75.97
8/28/2007	500 (S)	\$75.97
8/29/2007	600 (S)	\$75.72
8/29/2007	300 (S)	\$75.72
8/29/2007	300 (S)	\$75.67
8/30/2007	700 (S)	\$75.96
8/30/2007	400 (S)	\$75.96
8/30/2007	400 (S)	\$75.96
8/30/2007	500 (S)	\$75.97
8/30/2007	600 (S)	\$75.97
8/30/2007	700 (S)	\$75.97
8/31/2007	4,600 (P)	\$77.93
8/31/2007	2,200 (P)	\$77.93
9/21/2007	800 (P)	\$78.53
9/21/2007	200 (P)	\$78.54
10/1/2007	2,300 (P)	\$77.18
10/1/2007	1,700 (P)	\$77.23
10/2/2007	400 (P)	\$78.03
10/2/2007	9,200 (P)	\$78.42
10/3/2007	10,500 (P)	\$78.03

SCHEDULE B

FARALLON CAPITAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) <u>OR SOLD (S)</u>	PRICE PER SHARE (\$)
8/16/2007	1,500 (S)	\$71.96
8/16/2007	500 (S)	\$71.96
8/28/2007	1,300 (S)	\$75.97
8/28/2007	10,100 (S)	\$75.97
8/29/2007	8,100 (S)	\$75.72
8/29/2007	2,600 (S)	\$75.72
8/29/2007	3,600 (S)	\$75.67
8/30/2007	10,800 (S)	\$75.96
8/30/2007	6,200 (S)	\$75.96
8/30/2007	900 (S)	\$75.96
8/30/2007	21,400 (S)	\$75.97
8/31/2007	25,400 (P)	\$77.93
8/31/2007	12,200 (P)	\$77.93
9/21/2007	5,000 (P)	\$78.53
9/21/2007	1,500 (P)	\$78.54
10/1/2007	15,400 (P)	\$77.18
10/1/2007	11,700 (P)	\$77.23
10/2/2007	2,300 (P)	\$78.03
10/2/2007	47,300 (P)	\$78.42
10/3/2007	54,000 (P)	\$78.03

SCHEDULE C

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

TRADE DATE 8/16/2007	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE <u>PER SHARE (\$)</u>
3, 10, 200	800 (S)	\$71.96
8/16/2007	600 (S)	\$71.96
8/28/2007	1,700 (S)	\$75.97
8/28/2007	6,300 (S)	\$75.97
8/29/2007	6,700 (S)	\$75.72
8/29/2007	700 (S)	\$75.72
8/29/2007	1,400 (S)	\$75.67
8/29/2007	1,100 (S)	\$75.67
8/30/2007	10,100 (S)	\$75.96
8/30/2007	2,400 (S)	\$75.96
8/30/2007	2,200 (S)	\$75.97
8/30/2007	12,700 (S)	\$75.97
8/31/2007	32,600 (P)	\$77.93
8/31/2007	15,600 (P)	\$77.93
9/21/2007	6,800 (P)	\$78.53
9/21/2007	2,100 (P)	\$78.54
10/1/2007	21,800 (P)	\$77.18
10/1/2007	16,600 (P)	\$77.23
10/2/2007	3,500 (P)	\$78.03
10/2/2007	73,500 (P)	\$78.42
10/3/2007	84,000 (P)	\$78.03

SCHEDULE D

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

TRADE DATE 8/16/2007	NO. OF SHARES PURCHASED (P) OR SOLD (S) 100 (S)	PRICE <u>PER SHARE (\$)</u> \$71.96
8/28/2007		
G/2G/2007	200 (S)	\$75.97
8/28/2007	200 (S)	\$75.97
8/28/2007	400 (S)	\$75.97
8/29/2007	800 (S)	\$75.72
8/29/2007	300 (S)	\$75.67
8/30/2007	300 (S)	\$75.96
8/30/2007	1,000 (S)	\$75.96
8/30/2007	1,400 (S)	\$75.97
8/30/2007	200 (S)	\$75.97
8/31/2007	3,900 (P)	\$77.93
8/31/2007	1,900 (P)	\$77.93
9/21/2007	800 (P)	\$78.53
9/21/2007	200 (P)	\$78.54
10/1/2007	2,300 (P)	\$77.18
10/1/2007	1,700 (P)	\$77.23
10/2/2007	400 (P)	\$78.03
10/2/2007	7,900 (P)	\$78.42
10/3/2007	9,000 (P)	\$78.03

SCHEDULE E

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE <u>PER SHARE (\$)</u>
8/16/2007	100 (S)	\$71.96
8/28/2007	200 (S)	\$75.97
8/28/2007	200 (S)	\$75.97
8/29/2007	300 (S)	\$75.72
8/29/2007	100 (S)	\$75.72
8/29/2007	100 (S)	\$75.67
8/30/2007	300 (S)	\$75.96
8/30/2007	200 (S)	\$75.96
8/30/2007	200 (S)	\$75.96
8/30/2007	200 (S)	\$75.97
8/30/2007	300 (S)	\$75.97
8/30/2007	300 (S)	\$75.97
8/31/2007	2,000 (P)	\$77.93
8/31/2007	900 (P)	\$77.93
9/21/2007	500 (P)	\$78.53
9/21/2007	200 (P)	\$78.54
10/1/2007	1,500 (P)	\$77.18
10/1/2007	1,100 (P)	\$77.23
10/2/2007	200 (P)	\$78.03
10/2/2007	4,000 (P)	\$78.42
10/3/2007	4,500 (P)	\$78.03

SCHEDULE F

TINICUM PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) <u>OR SOLD (S)</u>	PRICE <u>PER SHARE (\$)</u>
8/16/2007	100 (S)	\$71.96
8/28/2007	300 (S)	\$75.97
8/28/2007	100 (S)	\$75.97
8/29/2007	200 (S)	\$75.72
8/29/2007	100 (S)	\$ 75.72
8/29/2007	100 (S)	\$ 75.72
8/29/2007	100 (S)	\$75.67
8/30/2007	300 (S)	\$75.96
8/30/2007	200 (S)	\$75.96
8/30/2007	100 (S)	\$75.96
8/30/2007	800 (S)	\$75.97
8/31/2007	1,300 (P)	\$77.93
8/31/2007	600 (P)	\$77.93
9/21/2007	200 (P)	\$78.53
9/21/2007	100 (P)	\$78.54
10/1/2007	800 (P)	\$77.18
10/1/2007	600 (P)	\$77.23
10/2/2007	100 (P)	\$78.03
10/2/2007	2,700 (P)	\$78.42
10/3/2007	3,000 (P)	\$78.03

SCHEDULE G

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE <u>PER SHARE (\$)</u>
8/16/2007	1,700 (S)	\$71.96
8/16/2007	1,000 (S)	\$71.96
8/28/2007	13,600 (S)	\$75.97
8/28/2007	1,800 (S)	\$75.97
8/29/2007	4,800 (S)	\$75.72
8/29/2007	600 (S)	\$75.72
8/29/2007	9,000 (S)	\$75.72
8/29/2007	4,800 (S)	\$75.67
8/30/2007	14,900 (S)	\$75.96
8/30/2007	7,700 (S)	\$75.96
8/30/2007	1,400 (S)	\$75.96
8/30/2007	28,800 (S)	\$75.97
8/31/2007	51,500 (P)	\$77.93
8/31/2007	24,700 (P)	\$77.93
9/21/2007	9,200 (P)	\$78.53
9/21/2007	2,800 (P)	\$78.54
10/1/2007	28,900 (P)	\$77.18
10/1/2007	22,000 (P)	\$77.23
10/2/2007	4,900 (P)	\$78.03
10/2/2007	103,700 (P)	\$78.42
10/3/2007	118,500 (P)	\$78.03

SCHEDULE H

FARALLON CAPITAL MANAGEMENT, L.L.C.

TRADE DATE 8/16/2007	NO. OF SHARES PURCHASED (P) OR SOLD (S) 6,700 (S)	PRICE <u>PER SHARE (\$)</u>
		\$71.96
8/28/2007	2,300 (S)	\$75.97
8/28/2007	11,200 (S)	\$75.97
8/28/2007	23,600 (S)	\$75.97
8/29/2007	1,500 (S)	\$75.72
8/29/2007	33,300 (S)	\$75.72
8/29/2007	11,600 (S)	\$75.67
8/30/2007	53,500 (S)	\$75.96
8/30/2007	4,400 (S)	\$75.96
8/30/2007	5,600 (S)	\$75.97
8/30/2007	63,900 (S)	\$75.97
8/31/2007	120,300 (P)	\$77.93
8/31/2007	57,800 (P)	\$77.93
9/21/2007	23,300 (P)	\$78.53
9/21/2007	6,900 (P)	\$78.54
10/1/2007	65,700 (P)	\$77.18
10/1/2007	50,500 (P)	\$77.23
10/2/2007	11,300 (P)	\$78.03
10/2/2007	237,300 (P)	\$78.42
10/3/2007	271,500 (P)	\$78.03
8/16/2007	600 (S)	\$71.96
8/16/2007	400 (S)	\$71.96

8/28/2007

	4,700 (S)	\$75.97
8/28/2007	800 (S)	\$75.97
8/29/2007	2,600 (S)	\$75.72
8/29/2007	1,700 (S)	\$75.72
8/29/2007	900 (S)	\$75.72
8/29/2007	1,700 (S)	\$75.67
8/30/2007	4,800 (S)	\$75.96
8/30/2007	2,700 (S)	\$75.96
8/30/2007	1,100 (S)	\$75.96
8/30/2007	10,400 (S)	\$75.97
8/31/2007	18,900 (P)	\$77.93
8/31/2007	9,100 (P)	\$77.93
9/21/2007	3,400 (P)	\$78.53
9/21/2007	1,000 (P)	\$78.54
10/1/2007	11,300 (P)	\$77.18
10/1/2007	8,600 (P)	\$77.23
10/2/2007	1,900 (P)	\$78.03

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10/2/2007	39,400 (P)	\$78.42
10/3/2007	45,000 (P)	\$78.03

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EXHIBIT 1

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

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

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on 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: October 15, 2007

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

/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
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.

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By Monica R. Landry, Managing Member

<u>/s/ Monica R. Landry</u> Monica R. Landry, individually and as attorney-in-fact for each of David I. Cohen, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer and Mark C. Wehrly

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