OMB APPROVAL OMB Number: 3235-0145 Expires: February 28, 2009 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. 1) *

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 23, 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 **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 42 Pages

13D

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	NAMES OF REPORTING PERSONS					
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
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			gement, L.P.			
	CHECK	THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) [] (b) [X]**			
2			** The reporting persons making this filing hold an aggregate of			
			2,404,650 Shares, which is 3.1% 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	E ONLY				
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	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
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1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
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		/ G.P. (U.S.),				
	CHECK	THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) []			
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2			** The reporting persons making this filing hold an aggregate of			
			2,404,650 Shares, which is 3.1% 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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3	SEC US	E ONLY				
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12	CERTAIN SHARES (See Instructions)					
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
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	NAMES OF REPORTING PERSONS					
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
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2			2,404,650 Shares, which is 3.1% 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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		-•	2,404,650			
11	AGGRE	GATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
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10		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)				
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12	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
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	NAMES OF REPORTING PERSONS					
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	David I.	Cohen				
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) [´]			
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2			** The reporting persons making this filing hold an aggregate of			
-			2,404,650 Shares, which is 3.1% 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 5 of 42 Pages

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		NAMES OF REPORTING PERSONS				
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
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	CHECK	THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) [] (b) [X]**			
2			** The reporting persons making this filing hold an aggregate of			
			2,404,650 Shares, which is 3.1% 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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			TING PERSONS				
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
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			thers, L.L.C.				
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2		(b) [X]**					
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			reporting person on this cover page, however, is a beneficial owner				
			only of the securities reported by it on this cover page.				
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1	I.R.S. ID Farallon	DENTIFICAT	FING PERSONS TON NO. OF ABOVE PERSONS (ENTITIES ONLY)			
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		Farallon Capital Partners, L.P.				
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			(a) [] (b) [X]**			
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2			** The reporting persons making this filing hold an aggregate of 2,404,650 Shares, which is 3.1% of the class of securities. The			
			reporting person on this cover page, however, is a beneficial owner			
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	290.900					
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10	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
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Page 8 of 42 Pages

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	NAMES OF REPORTING PERSONS						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
_	Farallon Capital Institutional Partners, L.P.						
		-	DPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
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2		** The reporting persons making this filing hold an aggregate of					
-			2,404,650 Shares, which is 3.1% of the class of securities. The				
			reporting person on this cover page, however, is a beneficial owner				
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PERSON	WITH						
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12	CERTA	IN SHARES (See Instructions)				
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	NAMES	OF REPOR	TING PERSONS		
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Farallon	Capital Inst	titutional Partners II, L.P.		
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
			(a) []		
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2			** The reporting persons making this filing hold an aggregate of		
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EA0 REPOF	_	9			
PERSON			-0-		
		10	SHARED DISPOSITIVE POWER		
		10	29,900		
	AGGRE	GATE AMC	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11					
	29,900				
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES				
12	CERTAIN SHARES (See Instructions) []				
10	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	0.0%				
		FREPORT	ING PERSON (See Instructions)		
14		TYPE OF REPORTING PERSON (See Instructions)			
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	NAMES	OF REPORT	TING PERSONS			
1	I.R.S. ID	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
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	Farallon Capital Institutional Partners III, L.P.					
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2		** The reporting persons making this filing hold an aggregate of				
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			only of the securities reported by it on this cover page.			
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EACH REPORTING		9				
PERSON	_		-0-			
LICON		4.0	SHARED DISPOSITIVE POWER			
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	ACCDE		15,850			
11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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Page 11 of 42 Pages

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	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
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		(a) []					
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2		** The reporting persons making this filing hold an aggregate of					
			2,404,650 Shares, which is 3.1% 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.					
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New York							
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OWNE			12,100				
EACH		0	SOLE DISPOSITIVE POWER				
REPOR		9	-0-				
PERSON	WITH		SHARED DISPOSITIVE POWER				
		10					
			12,100				
11	AGGRE	EGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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12	CERTAIN SHARES (See Instructions)						
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	DED.CE						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	0.0%						
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	NAMES	5 OF REPOR	TING PERSONS				
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
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		-	hore Investors II, L.P.				
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SHAI	-	8	SHARED VOTING POWER				
BENEFIC	-						
OWNED BY EACH			466,200				
		9	SOLE DISPOSITIVE POWER				
REPOR	-	9	-0-				
PERSON	PERSON WITH		SHARED DISPOSITIVE POWER				
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			466,200				
	AGGRE	EGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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		466,200					
		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES					
12	CERTA	CERTAIN SHARES (See Instructions)					
		[]					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13							
	0.6%						
14	TYPE C	DF REPORTI	NG PERSON (See Instructions)				
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			ΓING PERSONS				
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
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	Farallon Capital Management, 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					
	2,404,650 Shares, which is 3.1% 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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		-	SOLE VOTING POWER				
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		10	SHARED DISPOSITIVE POWER				
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	AGGRE	GATE AMO	1,275,200 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	AUGREGATE AMOUNT DEMERICIALET OWNED DI EACH REPORTING PERSON						
	1,275,200						
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES						
12	CERTAIN SHARES (See Instructions)						
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	DEDCENT OF CLASS DEDDESENTED BY AMOUNT IN DOM (11)						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
10	1.6%						
		F REPORTI	NG PERSON (See Instructions)				
14							
11	IA, 00						

Page 14 of 42 Pages

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	-		TING PERSONS			
1	I.R.S. ID	ENTIFICAT	ION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
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Farallon Partners, L.L.C.						
	CHECK	THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) [] (b) [X]**			
2			** The reporting persons making this filing hold an aggregate of			
	2,404,650 Shares, which is 3.1% of the class of securities. The					
	reporting person on this cover page, however, may be d beneficial owner only of the securities reported by it on t					
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	BENEFICIALLY OWNED BY		1,129,450			
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		10	1 120 450			
	ACCDE	CATE AMO	1,129,450			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	1,129,450					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES					
12	CERTAIN SHARES (See Instructions)					
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10	1.4%					
		F REPORTI	NG PERSON (See Instructions)			
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Page 15 of 42 Pages

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1 I.R.S. Willia CHEC 2 2 3 SEC 1 4 SOUL 4 AF, O 5 CHEC TO IT	IDENTIFICAT m F. Duhamel CK THE APPR USE ONLY CE OF FUND CK IF DISCLO EMS 2(d) OR	TING PERSONS FION NO. OF ABOVE PERSONS (ENTITIES ONLY) COPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** ** The reporting persons making this filing hold an aggregate of 2,404,650 Shares, which is 3.1% 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. S (See Instructions) SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT 2(e) [] PLACE OF ORGANIZATION			
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2 3 5 CHE 5 CHE 5 CHE 1 CHE 1 5 CHE 1 CHE 1 5 CHE 1 CHE C	CK THE APPR JSE ONLY CE OF FUND CK IF DISCLO EMS 2(d) OR ENSHIP OR F	 (a) [] (b) [X]** ** The reporting persons making this filing hold an aggregate of 2,404,650 Shares, which is 3.1% 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. S (See Instructions) SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT 2(e)			
2 3 5 5 5 5 2 5 5 5 5 5 5 5 5 5 5 5 5 5	JSE ONLY CCE OF FUND O CK IF DISCLO 'EMS 2(d) OR T CENSHIP OR F	 (a) [] (b) [X]** ** The reporting persons making this filing hold an aggregate of 2,404,650 Shares, which is 3.1% 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. S (See Instructions) SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT 2(e)			
3 SEC 1 4 SOUL 4 AF, 0 5 CHEC TO IT 6 CITL	RCE OF FUND O CK IF DISCLO EMS 2(d) OR ZENSHIP OR F	(b) [X]** (b) [X]** ** The reporting persons making this filing hold an aggregate of 2,404,650 Shares, which is 3.1% 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. S (See Instructions) S URE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT 2(e) []]			
3 SEC 1 4 SOUL 4 AF, 0 5 CHEC TO IT 6 CITL	RCE OF FUND O CK IF DISCLO EMS 2(d) OR ZENSHIP OR F	 ** The reporting persons making this filing hold an aggregate of 2,404,650 Shares, which is 3.1% 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. S (See Instructions) SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT 2(e)			
3 SEC 1 4 SOUL 4 AF, 0 5 CHEC TO IT 6 CITL	RCE OF FUND O CK IF DISCLO EMS 2(d) OR ZENSHIP OR F	2,404,650 Shares, which is 3.1% 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. S (See Instructions) SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT 2(e) []			
3 SOUR 4 AF, O 5 CHEQ 5 CHEQ 6 CITIZ	RCE OF FUND O CK IF DISCLO EMS 2(d) OR ZENSHIP OR F	reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. S (See Instructions) SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT 2(e) []			
3 SOUR 4 AF, O 5 CHEQ 5 CHEQ 6 CITIZ	RCE OF FUND O CK IF DISCLO EMS 2(d) OR ZENSHIP OR F	beneficial owner only of the securities reported by it on this cover page. S (See Instructions) SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT 2(e) []			
3 SOUR 4 AF, O 5 CHEQ 5 CHEQ 6 CITIZ	RCE OF FUND O CK IF DISCLO EMS 2(d) OR ZENSHIP OR F	page. S (See Instructions) SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT 2(e) []			
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	10	SHARED DISPOSITIVE POWER			
	10	0.404.650			
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AGG	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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	2,404,650 CHECK IE THE ACCRECATE AMOUNT IN DOW (11) EXCLUDES				
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Page 16 of 42 Pages

1	Т					
	_	NAMES OF REPORTING PERSONS				
1	I.R.S. ID	DENTIFICAT	ION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
-	Richard B. Fried					
	CHECK	THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) [] (b) [X]**			
2	** The reporting persons making this filing hold an aggregate of					
	2,404,650 Shares, which is 3.1% of the class of securities. The					
reporting person on this cover page, however, may beneficial owner only of the securities reported by it						
	page.					
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	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES					
12	CERTAIN SHARES (See Instructions)					
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14	TYPE O	F REPORTI	NG PERSON (See Instructions)			
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Page 17 of 42 Pages

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8							
			FING PERSONS				
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
L							
	Monica R. Landry						
	CHECK	THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) []				
			(b) [X]**				
2		** The reporting persons making this filing hold an aggregate of					
		2,404,650 Shares, which is 3.1% of the class of securities. The					
	reporting person on this cover page, however, may be or beneficial owner only of the securities reported by it on t						
	page.						
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	2,404,650						
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES						
10	CERTAIN SHARES (See Instructions)						
12		[]					
13	PERCEN	NT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)				
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Page 18 of 42 Pages

			FING PERSONS				
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
1							
	Douglas M. MacMahon						
	CHECK	THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) []				
			(b) [X]**				
2	** The reporting persons making this filing hold an aggregate of						
_	2,404,650 Shares, which is 3.1% of the class of securities. The						
	reporting person on this cover page, however, may be deemed						
			beneficial owner only of the securities reported by it on this cover				
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	2 404 650						
	2,404,650 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES						
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)						
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Page 19 of 42 Pages

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1	I.R.S. ID	ENTIFICAT	ION NO. OF ABOVE PERSONS (ENTITIES ONLY)
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	William		
	CHECK	THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
			(a) []
			(b) [X]**
2			** The reporting persons making this filing hold an aggregate of
			2,404,650 Shares, which is 3.1% 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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			2,404,650
11	AGGRE	GATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	D 404 656	`	
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10			GREGATE AMOUNT IN ROW (11) EXCLUDES (See Instructions)
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Page 20 of 42 Pages

	1		
			FING PERSONS
1	I.R.S. II	DENTIFICAT	ION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Stenhen	L. Millham	
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	CHECK		(a) []
			(b) [X]**
n			** The reporting persons making this filing hold an aggregate of
2			2,404,650 Shares, which is 3.1% 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 US	E ONLY	
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Page 21 of 42 Pages

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	NAMES	OF REPOR	TING PERSONS
1	I.R.S. ID	ENTIFICA	FION NO. OF ABOVE PERSONS (ENTITIES ONLY)
T			
	Jason E.		
	CHECK	THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
			(a) [] (b) [X]**
_			** The reporting persons making this filing hold an aggregate of
2			2,404,650 Shares, which is 3.1% 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	
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			TING PERSONS
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L			
	Ashish H		
	CHECK	THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
			(a) [] (b) [X]**
2			** The reporting persons making this filing hold an aggregate of 2,404,650 Shares, which is 3.1% of the class of securities. The
			2,404,650 Snares, which is 3.1% 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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	_		TING PERSONS
1	I.R.S. ID	ENTIFICAT	TON NO. OF ABOVE PERSONS (ENTITIES ONLY)
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	Rajiv A.		
	CHECK	THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
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_			2,404,650 Shares, which is 3.1% of the class of securities. The
			reporting person on this cover page, however, may be deemed a
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			page.
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			(b) [X]**
2			** The reporting persons making this filing hold an aggregate of
			2,404,650 Shares, which is 3.1% 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 25 of 42 Pages

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2	USE ONLY	 (a) [] (b) [X]** ** The reporting persons making this filing hold an aggregate of 2,404,650 Shares, which is 3.1% 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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	NAMES	OF REPOR	TING PERSONS	
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	Thomas F. Steyer			
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) []	
			(b) [X]**	
2			** The reporting persons making this filing hold an aggregate of	
			2,404,650 Shares, which is 3.1% 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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2			** The reporting persons making this filing hold an aggregate of	
			2,404,650 Shares, which is 3.1% 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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This Amendment No. 1 to Schedule 13D amends the Schedule 13D initially filed on October 15, 2007 (collectively, with all amendments thereto, the "Schedule 13D").

Item 5. Interest In Securities Of The Issuer

Item 5 of the Schedule 13D is amended and restated in its entirety as follows:

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

- (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 1st, 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) As of the trigger date, the Noonday Sub-adviser Entities may no longer be deemed the beneficial owner of more than five percent of the Shares.

(b) <u>The Noonday Individual Reporting Persons</u>

- (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

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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.

(e) As of the trigger date, the Noonday Individual Reporting Persons may no longer be deemed the beneficial owners of more than five percent of the Shares.

(c) <u>The Funds</u>

- (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 since the filing of the prior Schedule 13D 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) As of the trigger date, the Funds may no longer be deemed the beneficial owners of more than five percent of the Shares.
- (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 since the

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filing of the prior Schedule 13D are set forth on Schedule H 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 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.
- (e) As of the trigger date, the Management Company may no longer be deemed the beneficial owner of more than five percent of the Shares.

(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) As of the trigger date, the Farallon General Partner may no longer be deemed the beneficial owner of more than five percent of the Shares.

(f) <u>The Farallon Individual Reporting Persons</u>

- (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

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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 Subadviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.

(e) As of the trigger date, the Farallon Individual Reporting Persons may no longer be deemed the beneficial owners of more than five percent of the Shares.

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 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.

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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: November 1, 2007

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

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

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

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

Monica R. Landry, individually and as attorney-in-fact for each of David I. Cohen, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Ashish H. Pant, 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

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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., is hereby 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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SCHEDULE A

NOONDAY CAPITAL PARTNERS, L.L.C.

TRADE DATE	NO. OF SHARES SOLD	<u>PRICE PER SHARE (\$)</u>
10/23/2007	3,600	\$80.32
10/24/2007	1,300	\$80.33
10/24/2007	500	\$80.33
10/25/2007	2,500	\$80.60
10/26/2007	2,500	\$80.57
10/26/2007	1,400	\$80.57
10/29/2007	1,500	\$80.55
10/30/2007	1,400	\$80.16
10/30/2007	1,300	\$80.16
10/30/2007	1,800	\$80.16
10/30/2007	1,900	\$80.16
10/31/2007	200	\$80.19
10/31/2007	800	\$80.19
10/31/2007	500	\$80.19
10/31/2007	400	\$80.19
10/31/2007	100	\$80.19
10/31/2007	1,300	\$80.19
10/31/2007	500	\$80.19
10/31/2007	200	\$80.19
10/31/2007	200	\$80.19
10/31/2007	200	\$80.19
10/31/2007	300	\$80.22
10/31/2007	1,000	\$80.22
10/31/2007	100	\$80.22

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SCHEDULE B

FARALLON CAPITAL PARTNERS, L.P.

<u>TRADE DATE</u>	NO. OF SHARES SOLD	<u>PRICE PER SHARE (\$)</u>
10/23/2007	23,400	\$80.32
10/23/2007	6,800	\$80.32
10/24/2007	15,100	\$80.33
10/25/2007	20,900	\$80.60
10/26/2007	21,500	\$80.57
10/26/2007	12,100	\$80.57
10/29/2007	12,300	\$80.55
10/30/2007	100	\$80.52
10/30/2007	11,300	\$80.16
10/30/2007	21,700	\$80.16
10/30/2007	21,400	\$80.16
10/31/2007	5,600	\$80.19
10/31/2007	200	\$80.19
10/31/2007	6,300	\$80.19
10/31/2007	24,600	\$80.19
10/31/2007	5,400	\$80.22
10/31/2007	6,700	\$80.22

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SCHEDULE C

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE (\$)
10/23/2007	29,100	\$80.32
10/24/2007	14,600	\$80.33
10/25/2007	20,100	\$80.60
10/26/2007	11,000	\$80.57
10/26/2007	9,700	\$80.57
10/26/2007	11,500	\$80.57
10/26/2007	200	\$80.57
10/29/2007	7,700	\$80.55
10/29/2007	100	\$80.55
10/29/2007	4,100	\$80.55
10/30/2007	100	\$80.52
10/30/2007	6,600	\$80.16
10/30/2007	7,300	\$80.16
10/30/2007	4,300	\$80.16
10/30/2007	10,800	\$80.16
10/30/2007	23,300	\$80.16
10/31/2007	11,600	\$80.19
10/31/2007	6,100	\$80.19
10/31/2007	2,900	\$80.19
10/31/2007	3,200	\$80.19
10/31/2007	5,900	\$80.19
10/31/2007	2,900	\$80.19
10/31/2007	2,700	\$80.19
10/31/2007	3,300	\$80.22
10/31/2007	2,900	\$80.22
10/31/2007	5,400	\$80.22

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SCHEDULE D

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

TRADE DATE	NO. OF SHARES SOLD	<u>PRICE PER SHARE (\$)</u>
10/23/2007	1,900	\$80.32
10/23/2007	1,200	\$80.32
10/24/2007	1,600	\$80.33
10/25/2007	2,100	\$80.60
10/26/2007	2,200	\$80.57
10/26/2007	200	\$80.57
10/26/2007	1,100	\$80.57
10/29/2007	100	\$80.55
10/29/2007	1,200	\$80.55
10/30/2007	2,600	\$80.16
10/30/2007	400	\$80.16
10/30/2007	400	\$80.16
10/30/2007	1,000	\$80.16
10/30/2007	1,200	\$80.16
10/31/2007	1,000	\$80.19
10/31/2007	200	\$80.19
10/31/2007	800	\$80.19
10/31/2007	400	\$80.19
10/31/2007	200	\$80.19
10/31/2007	300	\$80.19
10/31/2007	500	\$80.19
10/31/2007	300	\$80.19
10/31/2007	500	\$80.22
10/31/2007	200	\$80.22
10/31/2007	600	\$80.22

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SCHEDULE E

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE (\$)
10/23/2007	1,700	\$80.32
10/24/2007	100	\$80.33
10/24/2007	700	\$80.33
10/25/2007	1,200	\$80.60
10/26/2007	1,200	\$80.57
10/26/2007	700	\$80.57
10/29/2007	700	\$80.55
10/30/2007	300	\$80.16
10/30/2007	1,300	\$80.16
10/30/2007	700	\$80.16
10/30/2007	700	\$80.16
10/31/2007	200	\$80.19
10/31/2007	300	\$80.19
10/31/2007	100	\$80.19
10/31/2007	50	\$80.19
10/31/2007	100	\$80.19
10/31/2007	100	\$80.19
10/31/2007	250	\$80.19
10/31/2007	100	\$80.19
10/31/2007	700	\$80.19
10/31/2007	150	\$80.22
10/31/2007	100	\$80.22
10/31/2007	450	\$80.22

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SCHEDULE F

TINICUM PARTNERS, L.P.

TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE (\$)
10/23/2007	1,100	\$80.32
10/23/2007	1,100	\$00.32
10/23/2007	200	\$80.32
10/24/2007	600	\$80.33
10/25/2007	900	\$80.60
10/26/2007	900	\$80.57
10/26/2007	500	\$80.57
10/29/2007	500	\$80.55
10/30/2007	800	\$80.16
10/30/2007	700	\$80.16
10/30/2007	700	\$80.16
10/31/2007	500	\$80.19
10/31/2007	300	\$80.19
10/31/2007	200	\$80.19
10/31/2007	500	\$80.19
10/31/2007	500	\$80.22

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SCHEDULE G

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

TRADE DATE	NO. OF SHARES SOLD	<u>PRICE PER SHARE (\$)</u>
10/23/2007	43,400	\$80.32
10/23/2007	5,100	\$80.32
10/24/2007	24,200	\$80.33
10/25/2007	33,400	\$80.60
10/26/2007	34,400	\$80.57
10/26/2007	19,400	\$80.57
10/29/2007	1,000	\$80.55
10/29/2007	18,800	\$80.55
10/30/2007	100	\$80.52
10/30/2007	37,800	\$80.16
10/30/2007	200	\$80.16
10/30/2007	23,700	\$80.16
10/30/2007	25,500	\$80.16
10/31/2007	9,300	\$80.19
10/31/2007	10,100	\$80.19
10/31/2007	12,100	\$80.19
10/31/2007	12,000	\$80.19
10/31/2007	7,000	\$80.19
10/31/2007	8,200	\$80.19
10/31/2007	19,400	\$80.22

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SCHEDULE H

FARALLON CAPITAL MANAGEMENT, L.L.C.

TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE (\$)
10/23/2007	114,700	\$80.32
10/24/2007	57,400	\$80.33
10/25/2007	78,900	\$80.60
10/26/2007	81,600	\$80.57
10/26/2007	45,800	\$80.57
10/29/2007	17,000	\$80.55
10/29/2007	29,700	\$80.55
10/30/2007	200	\$80.52
10/30/2007	96,700	\$80.16
10/30/2007	600	\$80.16
10/30/2007	61,300	\$80.16
10/30/2007	47,800	\$80.16
10/31/2007	21,000	\$80.19
10/31/2007	24,900	\$80.19
10/31/2007	14,600	\$80.19
10/31/2007	29,400	\$80.19
10/31/2007	20,100	\$80.19
10/31/2007	29,100	\$80.19
10/31/2007	45,900	\$80.22
10/23/2007	11,500	\$80.32
10/23/2007	6,300	\$80.32
10/24/2007	8,900	\$80.33
10/25/2007	12,300	\$80.60
10/26/2007	12,700	\$80.57
10/26/2007	7,100	\$80.57
10/29/2007	7,300	\$80.55
10/30/2007	1,800	\$80.16
10/30/2007	100	\$80.16
10/30/2007	7,800	\$80.16
10/30/2007	10,900	\$80.16
10/30/2007	11,400	\$80.16
10/31/2007	7,200	\$80.19
10/31/2007	2,300	\$80.19
10/31/2007	2,000	\$80.19
10/31/2007	5,000	\$80.19
10/31/2007	5,200	\$80.19
10/31/2007	6,100	\$80.22
10/31/2007	1,000	\$80.22

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