## 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) *	
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)

November 7, 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 51 Pages
Exhibit Index Found on Page 49

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	NAMES OF REPORTING PERSONS  LD S. IDENTIFICATION NO. OF ABOVE BEDSONS (ENTITIES ONLY)					
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_			6,229,300 Shares, which is 7.9% 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 51 Pages

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Page 4 of 51 Pages

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Page 5 of 51 Pages

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Page 6 of 51 Pages

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Page 9 of 51 Pages

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Page 11 of 51 Pages

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	Farallon (	Capital Offs	shore Investors II, L.P.			
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) [ ]			
			(b) [ X ]**			
2			** The reporting persons making this filing hold an aggregate of			
			6,229,300 Shares, which is 7.9% 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						
	WC, 00					
			SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT			
5	TOTIEM	S 2(d) OR 2				
			[ ]			
	CITIZEN	SHIP OR P	LACE OF ORGANIZATION			
6						
	Cayman I	slands				
		_	SOLE VOTING POWER			
		7				
NUME	BER OF		-0- SHARED VOTING POWER			
SHA	ARES	8	SHARED VOTING POWER			
	ICIALLY	O	1,204,000			
	ED BY		SOLE DISPOSITIVE POWER			
	ACH RTING	9				
_	N WITH		-0-			
		4.0	SHARED DISPOSITIVE POWER			
		<b>10</b>				
	ACCDEC	ΔΤΕ ΛΜΩ	1,204,000 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGREG	AIL AMU	ON I DENEFICIALLI OWNED DI EACH REFORTING PERSON			
11	1,204,000					
		F THE AG	GREGATE AMOUNT IN ROW (11) EXCLUDES			
12		CERTAIN SHARES (See Instructions)				
14	[ ]					
	1					
10	PERCEN	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	1.50/					
	1.5%	REPORTI	NG PERSON (See Instructions)			
14	TITE OF	ILI OKII	110 1 EROOM (OCC HISH HCHOID)			
17	PN					
	<u>i</u>					

<del>                                     </del>						
	NAMES OF REPORTING PERSONS					
1	I.R.S. IDENTIFICATION 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 6,229,300 Shares, which is 7.9% 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	(See Instructions)			
4						
	00					
			SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT			
5	TO ITEM	1S 2(d) OR 2				
			[ ]			
	CITIZEN	ICHID OD D	LACE OF ORGANIZATION			
6	CITIZEN	OHE OK P	LAGE OF OMBANIZATION			
U	Delaware	!				
	1		SOLE VOTING POWER			
		7				
NUMB	BER OF		-0-			
	RES	0	SHARED VOTING POWER			
BENEFI	CIALLY	8	2.446.000			
OWN	ED BY	9	3,446,050 SOLE DISPOSITIVE POWER			
	CH		SOLE DISPOSITIVE FOWER			
	RTING N WITH	<i>J</i>	-0-			
PERSO	IA AATTU		SHARED DISPOSITIVE POWER			
		<b>10</b>				
			3,446,050			
11	AGGRE	GATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	2.440.050					
	3,446,050		GREGATE AMOUNT IN ROW (11) EXCLUDES			
4.0			See Instructions)			
12	[ ]					
	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
13						
	4.4%					
4.4	TYPE OI	REPORTI	NG PERSON (See Instructions)			
14						
II.	IA, OO					

	NIABATICA	OF DEPOP	ETNIC DEDCONC			
_	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
1	1.K.S. 1D1	MIIFICAI	ION NO. OF ABOVE PERSONS (ENTITIES ONLI)			
		Partners, L.				
	CHECK	THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) [			
2	** The reporting persons making this filing hold an aggregate of 6,229,300 Shares, which is 7.9% 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	6 (See Instructions)			
4						
	AF	IE DISCI O	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT			
_		IS 2(d) OR 2				
5		( )	[ ]			
	CITIZEN	SHIP OR P	LACE OF ORGANIZATION			
6	CITIZEN	omi oki	ENCE OF OROMINEMION			
•	Delaware					
			SOLE VOTING POWER			
		7				
NUME	BER OF		-0- SHARED VOTING POWER			
SHA	ARES	8	SHARED VOTING FOWER			
	ICIALLY	U	2,783,250			
	ED BY CH	_	SOLE DISPOSITIVE POWER			
	RTING	9				
PERSO	N WITH		-0- SHARED DISPOSITIVE POWER			
		10	SHARED DISPOSITIVE POWER			
		10	2,783,250			
	AGGREC	GATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11						
		2,783,250				
		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)				
12	CLICIAN	· SILINES				
	PERCEN	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13						
	3.5%	DEDODES	NIC DEDCON (Co. Landon of one)			
14	1 YPE OF	KEPORTI	NG PERSON (See Instructions)			
14	00					
	100					

<del>                                     </del>	NIABERC	OF DEPOS	ETNIC DEDCOMO			
	NAMES OF REPORTING PERSONS  LD S. IDENTIFICATION NO. OF ABOVE BEDSONS (ENTITIES ONLY)					
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	William	F. Duhamel				
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) [ ]			
			(b) [ X ]**			
2			** The reporting persons making this filing hold an aggregate of			
_			6,229,300 Shares, which is 7.9% 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				
3						
4	SOURCE	E OF FUNDS	(See Instructions)			
4	AF, OO					
		IF DISCLOS	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT			
_		AS 2(d) OR 2				
5			[ ]			
•	CITIZEN	NSHIP OR P	LACE OF ORGANIZATION			
6	United St	tatas				
	United S	lates	SOLE VOTING POWER			
		7	SOLE VOTINGTOWER			
		-	-0-			
	ER OF	_	SHARED VOTING POWER			
_	RES CIALLY	8				
OWNI			6,229,300			
EA	СН	9	SOLE DISPOSITIVE POWER			
REPOI	_	9	-0-			
PERSO	N WITH		SHARED DISPOSITIVE POWER			
		10				
			6,229,300			
	AGGRE	GATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11						
	6,229,300		CDEC ATE AMOUNT IN DOM (41) EVEL UNDE			
4.5			GREGATE AMOUNT IN ROW (11) EXCLUDES See Instructions)			
12		CERTAIN SHARES (See Instructions)  [ ]				
4 =	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
13						
	7.9%	C DEDODES	NO DEDCON (C Instrumetions)			
14	I YPE O	F KEPUKTI	NG PERSON (See Instructions)			
14	IN					
<b></b>	,					

	NIABERGO	E DEPOS	TIME DEDGOME		
	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
1	I.K.S. IDE	NTIFICAL	ION NO. OF ADOVE PERSONS (ENTITIES UNLY)		
	Richard B				
	CHECK T	HE 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		
			6,229,300 Shares, which is 7.9% 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			
-	COLIDOR	OF FUND			
4	SOURCE	OF FUNDS	S (See Instructions)		
-	AF, OO				
		F DISCLOS	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT		
_	TO ITEM				
5			[ ]		
_	CITIZENS	SHIP OR P	LACE OF ORGANIZATION		
6					
	United Sta	tes	CONTRACTOR DON TO		
		7	SOLE VOTING POWER		
		/	-0-		
NUMB			SHARED VOTING POWER		
SHA BENEFI		8			
OWNE	_		6,229,300		
EAG	_	9	SOLE DISPOSITIVE POWER		
REPOR	_	J	-0-		
PERSON	N WITH		SHARED DISPOSITIVE POWER		
		<b>10</b>			
	T . =		6,229,300		
11	AGGREG	ATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	6,229,300				
		F THE AG	GREGATE AMOUNT IN ROW (11) EXCLUDES		
12	CERTAIN SHARES (See Instructions)				
14	[ ]				
13	PERCENT	OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
13	7.9%				
		REPORTI	NG PERSON (See Instructions)		
14			·		
	IN				

	137435770.0		TWY O PER COVO			
	NAMES OF REPORTING PERSONS					
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	Monica R	I andry				
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
	CILLOIT		(a) [ ]			
			(b) [ X ]**			
2			** The reporting persons making this filing hold an aggregate of			
2			6,229,300 Shares, which is 7.9% 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, 00					
			SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT			
5	TOTIEM	S 2(d) OR 2				
			[ ]			
	CITIZEN	SHIP OR P	LACE OF ORGANIZATION			
6						
	United Sta	ites				
		_	SOLE VOTING POWER			
		7				
NUME	BER OF		-0- SHARED VOTING POWER			
SHA	ARES	8	SHARED VOTING POWER			
	ICIALLY	U	6,229,300			
	ED BY		SOLE DISPOSITIVE POWER			
	ACH RTING	9				
_	N WITH		-0-			
		10	SHARED DISPOSITIVE POWER			
		<b>10</b>	6.000.000			
	ACCDEC	ATF AMO	6,229,300 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGREG	ALL AMO	ON DEMERICIALLY OWNED BY EACH REPORTING PERSON			
**	6,229,300	6,229,300				
	CHECK I	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES				
12	CERTAIN	CERTAIN SHARES (See Instructions)				
14	[ ]					
	DEDCEM					
13	PERCEN	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	7.9%	7.9%				
		REPORTI	NG PERSON (See Instructions)			
14			,			
	IN					

<b>†</b>	13743556	or proper	TWO DEDGOVO				
	NAMES OF REPORTING PERSONS						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
		A. MacMaho					
	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 6,229,300 Shares, which is 7.9% 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	(See Instructions)				
4							
-	AF, OO						
		IF DISCLOS	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT				
5	TO ITEM	IS 2(d) OR 2	(e)				
<b>J</b>			[ ]				
	CITIZEN	SHIP OR P	LACE OF ORGANIZATION				
6							
	United Sta	ates					
		_	SOLE VOTING POWER				
		7					
NUME	BER OF		-0-				
	ARES	0	SHARED VOTING POWER				
BENEF	ICIALLY	8	C 220 200				
OWN	ED BY		6,229,300				
EA	CH	0	SOLE DISPOSITIVE POWER				
1	RTING	9					
PERSO	N WITH		-0- SHARED DISPOSITIVE POWER				
		10	SHARED DISPUSITIVE PUWEK				
		10	6,229,300				
	AGGREC	SATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	, i Goith		ONL DENER TORRED TO WIND DI ENOUR RELOCKING LEROON				
<b>**</b>	6,229,300						
		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES					
40	CERTAIN SHARES (See Instructions)						
12							
	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)				
13	TERCENT OF CENTRO REFERENCED BY INTOCKY IN ROW (II)						
10	7.9%						
	TYPE OF	REPORTI	NG PERSON (See Instructions)				
14			•				
	IN						
<del></del>							

	NAMECO	TE DEPOP	TIMO DEDCOMO		
	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
1	1.K.S. IDE	ATTIFICAL	ION NO. OF ADOVE FERSONS (ENTITIES UNLI)		
	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		
_			6,229,300 Shares, which is 7.9% 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		
	ODG HOD	ONTA	page.		
3	SEC USE	ONLY			
A	SOURCE	OF FUNDS	S (See Instructions)		
4	AF, OO				
		F DISCLOS	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT		
_		S 2(d) OR 2			
5		` ,			
•	CITIZEN	SHIP OR P	LACE OF ORGANIZATION		
6	TT 1. 10.				
	United Sta	ites	SOLE VOTING POWER		
		7	SOLE VOTING FOWER		
		,	-0-		
	ER OF		SHARED VOTING POWER		
	RES CIALLY	8			
	ED BY		6,229,300		
	СН	Λ	SOLE DISPOSITIVE POWER		
_	RTING	9	-0-		
PERSO	N WITH _		SHARED DISPOSITIVE POWER		
		10	STREED DISCOULTED TO WELL		
		10	6,229,300		
	AGGREG	ATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11					
	6,229,300		CDECATE AMOUNT IN DOW (44) EVOLUTION		
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)				
<b>12</b>	( ]				
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
<b>13</b>					
	7.9%				
1 4	TYPE OF	REPORTI	NG PERSON (See Instructions)		
<b>14</b>	TNI				
	IN				

<del>                                     </del>	NAMECA	OF DEDON	EINIC DEDCONIC			
_	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
1	1.10.5.101		TOWNS. OF ABOVE PERSONS (ENTITIES ONE)			
	Stephen I	. Millham				
	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			
_			6,229,300 Shares, which is 7.9% 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	ONLV	1.0.			
3	SEC USE	ONLI				
	COLIDOR	OF FUND				
4	SOURCE	OF FUNDS	5 (See Instructions)			
4	AF, OO					
		F DISCLO	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT			
_		IS 2(d) OR 2				
5			[ ]			
	CITIZEN	SHIP OR P	LACE OF ORGANIZATION			
6	United St	-4				
	United St	ates	SOLE VOTING POWER			
		7	SOLE VOTENOTOWER			
		•	-0-			
	BER OF ARES		SHARED VOTING POWER			
	ICIALLY	8				
	ED BY		6,229,300			
EA	CH	9	SOLE DISPOSITIVE POWER			
_	RTING	9	-0-			
PERSO	N WITH		SHARED DISPOSITIVE POWER			
		<b>10</b>				
			6,229,300			
11	AGGREC	GATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	C 220 200					
	6,229,300	E THE AC	CDEC ATE AMOUNT IN DOW (11) EYE! LIDES			
4.3		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)				
12	[ ]					
4.5	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
13						
	7.9%	DEDODET	NG DEDGON (C. J. , , , , , )			
14	TYPE OF	KEPORTI	NG PERSON (See Instructions)			
14	IN					
<b>L</b>	11.4					

<del>                                     </del>	NAMES	NE DEBOR	ETNIC DEDGONG			
	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
1	1.K.S. IDE	MIIFICAL	ION NO. OF ABOVE PERSONS (ENTITIES ONLI)			
	Jason E. N	<b>Aoment</b>				
	CHECK 7	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			
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			page.			
3	SEC USE	ONLY				
3						
4	SOURCE	OF FUNDS	(See Instructions)			
4	AF, OO					
		F DISCLOS	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT			
_		S 2(d) OR 2	<del>-</del>			
5			[ ]			
C	CITIZEN	SHIP OR P	LACE OF ORGANIZATION			
6	United Sta	****				
	United Sta	ites	SOLE VOTING POWER			
NUMB	ER OF	7	5022 Y 5111 15 1 5 11 2 K			
		_	-0-			
SHA		•	SHARED VOTING POWER			
BENEFI OWNI	_	8	6 220 200			
OWN	ומעב		6,229,300 SOLE DISPOSITIVE POWER			
EA	СН	9	SOLL DISTOSITIVE TOWER			
		J	-0-			
REPOI	_	4.0	SHARED DISPOSITIVE POWER			
PERSO	N WITH	<b>10</b>	6.000.000			
	ACCDEC	ATE AMO	6,229,300 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGREG	ZIL AWIO	ON I DEMERICIALLI OWNED DI EACH REFORTING FERSON			
	6,229,300	6,229,300				
			GREGATE AMOUNT IN ROW (11) EXCLUDES			
12	CERTAIN	SHARES (	(See Instructions)			
	[ ]					
	DEDCENT OF CLASS DEDDESENTED BY AMOUNT IN DOW (11)					
13	LICEN	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	7.9%					
4.4	TYPE OF	REPORTI	NG PERSON (See Instructions)			
14						
	IN					

l	NAMECO	DE DEDOD	TINC DEDCONC		
_	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
1	1.13.101	MILLICAL	ION NO. OF ADOVE LEASONS (ENTITLES ONLI)		
	Ashish H.	Pant			
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
			(a) [ ]		
			(b) [ X ]**		
2			** The reporting persons making this filing hold an aggregate of		
			6,229,300 Shares, which is 7.9% of the class of securities. The		
			reporting person on this cover page, however, may be deemed a		
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			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	CHID OD D	LACE OF ORGANIZATION		
6	CITIZEN	эпіг ок г	LACE OF ORGANIZATION		
U	India				
			SOLE VOTING POWER		
		7			
NILIMD	ED OF		-0-		
NUMB SHA		•	SHARED VOTING POWER		
	CIALLY	8			
OWNI	ED BY		6,229,300		
EA	СН	9	SOLE DISPOSITIVE POWER		
REPOI	_	9	-0-		
PERSO	WITH _		SHARED DISPOSITIVE POWER		
		10	311 1 2 1 3 1 2 1 3 1 2 1 3 1 2 1 3 1 2 1 3 1 2 1 3 1 2 1 3 1 3		
		-0	6,229,300		
4.4	AGGREG	ATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11					
	6,229,300		ODECATE AMOUNTE IN DOV. 40 EVOLVES		
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES				
12	CERTAIN SHARES (See Instructions)				
	[ ]				
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	TEROEM OF GEMOURE RESERVED DI MINOUNI IN ROW (II)				
	7.9%				
_ =	TYPE OF	REPORTI	NG PERSON (See Instructions)		
<b>14</b>	1				
14	IN				

<del>                                     </del>	T						
	NAMES OF REPORTING PERSONS						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
	Rajiv A. F						
	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 6,229,300 Shares, which is 7.9% 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	(See Instructions)				
4							
	AF, OO						
			SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT				
5	TO ITEM	IS 2(d) OR 2	r(e)				
J			[ ]				
	CITIZEN	SHIP OR P	LACE OF ORGANIZATION				
6							
	United Sta	ates	COLE VOTING POLITIP				
		7	SOLE VOTING POWER				
		7	-0-				
NUME	BER OF		SHARED VOTING POWER				
_	ARES	8	SIERED VOIEVOI OWER				
	ICIALLY	U	6,229,300				
	ED BY		SOLE DISPOSITIVE POWER				
	ACH RTING	9					
1	N WITH	•	-0-				
LIKOO	., ,,,,,,,,,		SHARED DISPOSITIVE POWER				
		<b>10</b>					
			6,229,300				
4.4	AGGREG	SATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11							
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		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES					
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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 sub-investment adviser1 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<sup>1</sup> 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."

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

# The Noonday Fund

(v) Noonday Capital Partners, L.L.C., a Delaware limited liability company (the "Noonday Fund"), with respect to the Shares held by it.

#### The Farallon Funds

- (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"),

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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").

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

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

		<u>Approximate Net Investment</u>
Entity	Shares Held	<u>Cost</u>
Noonday Fund	103,200	\$8,116,561
FCP	639,100	\$50,186,534
FCIP	711,000	\$55,879,531
FCIP II	58,400	\$4,588,490
FCIP III	36,450	\$2,863,535
Tinicum	31,100	\$2,444,363
FCOI II	1,204,000	\$94,644,140
Managed Accounts	3,446,050	\$270,925,300

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.

- (a) The Noonday Sub-adviser Entities
  - (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 78,740,781 Shares outstanding as of November 2, 2007 as reported by the Company in its Quarterly Report on Form 10-Q for the period ended September 30, 2007 filed with the Securities and Exchange Commission on November 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

Page 33 of 51 Pages

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.

# (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) The Management Company

- (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

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Partner. The Farallon Individual Reporting Persons are managing members of the Management Company.

(e) Not applicable.

# (e) The Farallon General Partner

- (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.

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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.

#### 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: November 16, 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 2100San 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.

	NO. OF SHARES	PRICE
TRADE DATE	<u>PURCHASED (P)</u>	PER SHARE (\$)
11/2/2007	4,800	\$79.94
11/5/2007	200	\$79.93
11/5/2007	2,100	\$79.92
11/5/2007	900	\$79.91
11/5/2007	2,200	\$79.84
11/6/2007	1,400	\$80.13
11/6/2007	300	\$80.24
11/7/2007	3,500	\$80.05
11/7/2007	11,000	\$79.73
11/8/2007	11,200	\$78.22
11/12/2007	5,700	\$78.49
11/13/2007	6,200	\$79.09
11/14/2007	8,000	\$78.73
11/14/2007	8,500	\$78.21
11/14/2007	2,700	\$77.35

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# $\underline{\text{SCHEDULE B}}$

# FARALLON CAPITAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES <u>PURCHASED (P)</u>	PRICE <u>PER SHARE (\$)</u>
11/2/2007	30,200	\$79.94
11/5/2007	900	\$79.93
11/5/2007	11,600	\$79.92
11/5/2007	4,800	\$79.91
11/5/2007	11,800	\$79.84
11/6/2007	7,400	\$80.13
11/6/2007	1,500	\$80.24
11/7/2007	18,500	\$80.05
11/7/2007	58,200	\$79.73
11/8/2007	57,600	\$78.22
11/12/2007	29,300	\$78.49
11/13/2007	32,400	\$79.09
11/14/2007	35,000	\$78.73
11/14/2007	37,200	\$78.21
11/14/2007	11,800	\$77.35

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# SCHEDULE C FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES <u>PURCHASED (P)</u>	PRICE <u>PER SHARE (\$)</u>
11/2/2007	35,800	\$79.94
11/5/2007	1,000	\$79.93
11/5/2007	13,500	\$79.92
11/5/2007	5,500	\$79.91
11/5/2007	13,700	\$79.84
11/6/2007	8,800	\$80.13
11/6/2007	1,800	\$80.24
11/7/2007	21,500	\$80.05
11/7/2007	67,600	\$79.73
11/8/2007	70,400	\$78.22
11/12/2007	37,400	\$78.49
11/13/2007	41,200	\$79.09
11/14/2007	47,000	\$78.73
11/14/2007	49,900	\$78.21
11/14/2007	15,900	\$77.35

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# SCHEDULE D

# FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

	NO. OF SHARES	PRICE
TRADE DATE	<u>PURCHASED (P)</u>	PER SHARE (\$)
11/2/2007	3,200	\$79.94
11/5/2007	100	\$79.93
11/5/2007	1,200	\$79.92
11/5/2007	500	\$79.91
11/5/2007	1,200	\$79.84
11/6/2007	800	\$80.13
11/6/2007	200	\$80.24
11/7/2007	2,000	\$80.05
11/7/2007	6,300	\$79.73
11/8/2007	6,400	\$78.22
11/12/2007	3,300	\$78.49
11/13/2007	900	\$79.09
11/14/2007	1,000	\$78.73
11/14/2007	1,100	\$78.21
11/14/2007	300	\$77.35

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# SCHEDULE E FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

	NO. OF SHARES	PRICE
TRADE DATE	PURCHASED (P)	PER SHARE (\$)
11/2/2007	2,400	\$79.94
11/5/2007	600	\$79.92
11/5/2007	200	\$79.91
11/5/2007	600	\$79.84
11/6/2007	400	\$80.13
11/6/2007	100	\$80.24
11/7/2007	1,000	\$80.05
11/7/2007	3,100	\$79.73
11/8/2007	3,200	\$78.22
11/12/2007	2,400	\$78.49
11/13/2007	1,800	\$79.09
11/14/2007	2,000	\$78.73
11/14/2007	2,100	\$78.21
11/14/2007	700	\$77.35

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# $\underline{\text{SCHEDULE } F}$

# TINICUM PARTNERS, L.P.

	NO. OF SHARES	PRICE
TRADE DATE	<u>PURCHASED (P)</u>	PER SHARE (\$)
11/2/2007	1,600	\$79.94
11/5/2007	600	\$79.92
11/5/2007	200	\$79.91
11/5/2007	600	\$79.84
11/6/2007	400	\$80.13
11/6/2007	100	\$80.24
11/7/2007	1,000	\$80.05
11/7/2007	3,100	\$79.73
11/8/2007	3,200	\$78.22
11/12/2007	1,600	\$78.49
11/13/2007	1,800	\$79.09
11/14/2007	2,000	\$78.73
11/14/2007	2,100	\$78.21
11/14/2007	700	\$77.35

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# $\underline{SCHEDULE\;G}$

# FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

	NO. OF SHARES	PRICE
TRADE DATE	<u>PURCHASED (P)</u>	PER SHARE (\$)
11/2/2007	62,000	\$79.94
11/5/2007	1,800	\$79.93
11/5/2007	23,900	\$79.92
11/5/2007	9,800	\$79.91
11/5/2007	24,300	\$79.84
11/6/2007	15,600	\$80.13
11/6/2007	3,100	\$80.24
11/7/2007	39,000	\$80.05
11/7/2007	122,600	\$79.73
11/8/2007	124,800	\$78.22
11/12/2007	62,600	\$78.49
11/13/2007	68,300	\$79.09
11/14/2007	75,000	\$78.73
11/14/2007	79,700	\$78.21
11/14/2007	25,300	\$77.35

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# $\underline{\text{SCHEDULE } H}$

# FARALLON CAPITAL MANAGEMENT, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED (P)	PRICE <u>PER SHARE (\$)</u>
11/2/2007	151,836	\$79.94
11/5/2007	4,500	\$79.93
11/5/2007	58,364	\$79.92
11/5/2007	23,700	\$79.91
11/5/2007	59,350	\$79.84
11/6/2007	38,400	\$80.13
11/6/2007	7,500	\$80.24
11/7/2007	95,500	\$80.05
11/7/2007	300,300	\$79.73
11/8/2007	307,200	\$78.22
11/12/2007	155,100	\$78.49
11/13/2007	167,600	\$79.09
11/14/2007	195,000	\$78.73
11/14/2007	207,200	\$78.21
11/14/2007	65,800	\$77.35
11/2/2007	26,300	\$79.94
11/5/2007	800	\$79.93
11/5/2007	10,700	\$79.92
11/5/2007	4,400	\$79.91
11/5/2007	10,900	\$79.84
11/6/2007	7,000	\$80.13
11/6/2007	1,400	\$80.24
11/7/2007	18,000	\$80.05
11/7/2007	56,600	\$79.73
11/8/2007	56,000	\$78.22
11/12/2007	27,600	\$78.49
11/13/2007	29,800	\$79.09
11/14/2007	35,000	\$78.73
11/14/2007	37,200	\$78.21
11/14/2007	11,800	\$77.35

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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: November 16, 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

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

### /s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of David I. Cohen, 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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