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)

November 30, 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 43 Pages

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_			7,795,000 Shares, which is 9.9% 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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2		** The reporting persons making this filing hold an aggregate of 7,795,000 Shares, which is 9.9% 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.				
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Page 3 of 43 Pages

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Page 4 of 43 Pages

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Page 5 of 43 Pages

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Page 6 of 43 Pages

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Page 8 of 43 Pages

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Page 9 of 43 Pages

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Page 12 of 43 Pages

	NIAB FEIG :	OF DEPOS	ETNIC DEDCOMO				
	NAMES OF REPORTING PERSONS						
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
	Farallon	Capital Offs	hore Investors II, L.P.				
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) [ ]				
			(b) [ X ]**				
2		** The reporting persons making this filing hold an aggregate of					
			7,795,000 Shares, which is 9.9% 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.				
			only of the securities reported by it on this cover page.				
3	SEC USE	ONLY					
	SOURCE	OF FUNDS	(See Instructions)				
4	T./C. 00						
	WC, 00	IE DISCLO	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT				
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		7	SOLE VOTING POWER				
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		10	1,514,000				
4 -	AGGREC	GATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11							
	1,514,000	E THE AC	CDECATE AMOUNT IN DOME (44) EVEL LIDES				
		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)					
<b>12</b>	CERTIT	[ ]					
			1 1				
	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)					
			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 7,795,000 Shares, which is 9.9% 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					
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	ACCDEO	ATE AMO	4,383,950			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
<b>**</b>	4,383,950					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES					
12	CERTAI	CERTAIN SHARES (See Instructions)				
14	[ ]					
12	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
13	5.6%					
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_	NAMES OF REPORTING PERSONS					
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
	Farallon I	Partners, L.	L.C.			
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) [ ]			
			(b) [ X ]**			
2			** The reporting persons making this filing hold an aggregate of			
_			7,795,000 Shares, which is 9.9% 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.			
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11	AGGREGATE AMOUNT DENEFICIALLY OWNED BY EACH REPURTING PERSON					
	3,411,050					
			GREGATE AMOUNT IN ROW (11) EXCLUDES			
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13	PERCEN	I OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
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Page 15 of 43 Pages

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1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
		. Duhamel				
	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 7,795,000 Shares, which is 9.9% 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				
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	7,795,000					
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	NAMES OF REPORTING PERSONS  LD S ADDIVIDUO OF A DOME DED CONS (ENTERFIELD CONTACT)					
1	I.R.S. IDE	ENTIFICAT	ION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Richard F	R Fried				
			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			
			7,795,000 Shares, which is 9.9% 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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11						
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1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
		R. Landry				
	CHECK	THE APPRO	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			
		7,795,000 Shares, which is 9.9% 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.			
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11	F F05 000					
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10	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
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		NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
1	1.10.5.111		TOWNO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Douglas N	1. MacMah	on .			
			OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) [ ]			
			(b) [ X ]**			
2	** The reporting persons making this filing hold an aggregate					
		7,795,000 Shares, which is 9.9% 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					
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11	AGGREG	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	7,795,000					
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	PERCEN	T OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
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	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
1	1.K.S. IDE	NTIFICAL	ION NO. OF ABOVE PERSONS (ENTITIES ONLI)			
	William F.	Mellin				
			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			
_			7,795,000 Shares, which is 9.9% 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				
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11	AGGREG	ATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	7,795,000					
		F THE AG	GREGATE AMOUNT IN ROW (11) EXCLUDES			
10		CERTAIN SHARES (See Instructions)				
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4.5	PERCENT	OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
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1 I.R.S. Stephe CHEC  2 SOUR 4 AF, O CHEC TO IT	ENTIFICATE  EN L. Millham  EK THE APPRO  ESE ONLY  CE OF FUNDS  O  EK IF DISCLOS  EMS 2(d) OR 2	TING PERSONS TION NO. OF ABOVE PERSONS (ENTITIES ONLY)  OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold an aggregate of 7,795,000 Shares, which is 9.9% 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.  6 (See Instructions)  SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT (2(e) [ ]			
3 SEC U 4 AF, O CHEC 5 CITIZ	En L. Millham  EK THE APPRO  JSE ONLY  CE OF FUNDS  O  EK IF DISCLOS  EMS 2(d) OR 2	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [			
2 3 SEC U 4 SOUR AF, O CHEC	CE OF FUNDS  CE OF FUNDS  CK IF DISCLOSEMS 2(d) OR 2	(a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold an aggregate of 7,795,000 Shares, which is 9.9% 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.  6 (See Instructions)  SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT (2(e))			
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3 SEC U 4 SOUR AF, O TO IT 6 CITIZ	USE ONLY  CE OF FUNDS  O  CK IF DISCLOS  EMS 2(d) OR 2	(a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold an aggregate of 7,795,000 Shares, which is 9.9% 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.  6 (See Instructions)  SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT (2(e))			
3 SEC U 4 SOUR AF, O CHEC TO IT	CE OF FUNDS O CK IF DISCLOS EMS 2(d) OR 2	** The reporting persons making this filing hold an aggregate of 7,795,000 Shares, which is 9.9% 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.  6 (See Instructions)  SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT (2(e))			
3 SEC U 4 SOUR AF, O CHEC TO IT	CE OF FUNDS O CK IF DISCLOS EMS 2(d) OR 2	** The reporting persons making this filing hold an aggregate of 7,795,000 Shares, which is 9.9% 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.  6 (See Instructions)  SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT (2(e))			
3 SEC U 4 SOUR AF, O CHEC TO IT	CE OF FUNDS O CK IF DISCLOS EMS 2(d) OR 2	7,795,000 Shares, which is 9.9% 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.  6 (See Instructions)  SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT (2(e))			
3 SOUR 4 AF, O CHEC TO IT	CE OF FUNDS O CK IF DISCLOS EMS 2(d) OR 2	reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.  6 (See Instructions)  SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT (2(e))			
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11	AGGREGATE ANICOMY DEMERTED OF EACH REPORTING LEASON				
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		GREGATE AMOUNT IN ROW (11) EXCLUDES			
12 CERT	CERTAIN SHARES (See Instructions)				
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_	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
1			ION NO. OF ABOVE PERSONS (ENTITIES UNLI)				
	Jason E. N						
	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				
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_			7,795,000 Shares, which is 9.9% of the class of securities. The			
			reporting person on this cover page, however, may be deemed a			
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			reporting person on this cover page, however, may be deemed a			
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	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
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2			** The reporting persons making this filing hold an aggregate of			
_	7,795,000 Shares, which is 9.9% of the class of securities.					
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			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		
		7,795,000 Shares, which is 9.9% 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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This Amendment No. 1 to Schedule 13D amends the Schedule 13D initially filed on November 16, 2007 (collectively, with all amendments thereto, the "Schedule 13D").

#### Item 3. Source And Amount Of Funds And Other Consideration

Item 3 of the Schedule 13D is amended and supplemented by the following:

The net investment cost (including commissions) for the Shares acquired by each of the Funds and the Managed Accounts since the filing of the prior Schedule 13D is set forth below:

		<u>Approximate Net Investment</u>
<u>Entity</u>	Shares Held	<u>Cost</u>
Noonday Fund	27,400	\$2,119,748
FCP	108,900	\$8,424,443
FCIP	154,200	\$11,929,491
FCIP II	4,000	\$309,474
FCIP III	15,400	\$1,191,366
Tinicum	7,900	\$611,272
FCOI II	310,000	\$23,981,605
Managed Accounts	937,900	\$72,558,329

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 certain 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 5. Interest In Securities Of The Issuer

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

- (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.

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- (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser, and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds as reported herein. Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.
- (e) Not applicable.

#### (b) The Noonday Individual Reporting Persons

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Noonday Individual Reporting Person is incorporated herein by reference for each such Noonday Individual Reporting Person.
- (c) None.
- (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds. Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.
- (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 since the filing of the prior Schedule 13D are set forth on

Page 30 of 43 Pages

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 since the 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) Not applicable.

#### (e) <u>The Farallon General Partner</u>

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.
- (c) None.
- (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all

Page 31 of 43 Pages

of the Shares held by the Funds as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.

(e) Not applicable.

#### (f) The Farallon Individual Reporting Persons

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

The Shares reported hereby for the Funds are owned directly by the Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The First Noonday Sub-adviser and the Second Noonday Sub-adviser, as sub-investment advisers to the Funds and the Managed Accounts, may be deemed to 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: December 10, 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

Page 34 of 43 Pages

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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## $\underline{SCHEDULE\;A}$

## NOONDAY CAPITAL PARTNERS, L.L.C.

TRADE DATE	NO. OF SHARES <u>PURCHASED (P)</u>	PRICE <u>PER SHARE (\$)</u>
11/16/2007	1,800	77.29
11/19/2007	400	77.53
11/30/2007	2,800	77.47
11/30/2007	3,900	77.42
11/30/2007	900	77.48
11/30/2007	4,800	77.71
12/3/2007	2,000	77.78
12/4/2007	3,200	77.66
12/4/2007	900	77.63
12/5/2007	6,100	76.54
12/7/2007	600	78.63

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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>
11/16/2007	9,500	77.29
11/19/2007	2,300	77.53
11/30/2007	10,600	77.47
11/30/2007	15,200	77.42
11/30/2007	3,400	77.48
11/30/2007	18,600	77.71
12/3/2007	7,500	77.78
12/4/2007	12,500	77.66
12/4/2007	3,400	77.63
12/5/2007	23,700	76.54
12/7/2007	2,200	78.63

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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>
11/16/2007	13,300	77.29
11/19/2007	3,300	77.53
11/30/2007	15,000	77.47
11/30/2007	21,400	77.42
11/30/2007	4,800	77.48
11/30/2007	26,100	77.71
12/3/2007	11,500	77.78
12/4/2007	17,600	77.66
12/4/2007	4,800	77.63
12/5/2007	33,200	76.54
12/7/2007	3,200	78.63

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# SCHEDULE D FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

	NO. OF SHARES	PRICE
TRADE DATE	<u>PURCHASED (P)</u>	<u>PER SHARE (\$)</u>
11/16/2007	200	77.29
11/19/2007	100	77.53
11/30/2007	400	77.47
11/30/2007	600	77.42
11/30/2007	100	77.48
11/30/2007	700	77.71
12/3/2007	300	77.78
12/4/2007	500	77.66
12/4/2007	100	77.63
12/5/2007	900	76.54
12/7/2007	100	78.63

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

	NO. OF SHARES	PRICE
TRADE DATE	<u>PURCHASED (P)</u>	<u>PER SHARE (\$)</u>
11/16/2007	700	77.29
11/19/2007	200	77.53
11/30/2007	1,600	77.47
11/30/2007	2,300	77.42
11/30/2007	500	77.48
11/30/2007	2,800	77.71
12/3/2007	1,100	77.78
12/4/2007	1,900	77.66
12/4/2007	500	77.63
12/5/2007	3,500	76.54
12/7/2007	300	78.63

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## SCHEDULE F

## TINICUM PARTNERS, L.P.

TRADE DATE	NO. OF SHARES <u>PURCHASED (P)</u>	PRICE <u>PER SHARE (\$)</u>
11/16/2007	500	77.29
11/19/2007	100	77.53
11/30/2007	800	77.47
11/30/2007	1,100	77.42
11/30/2007	300	77.48
11/30/2007	1,400	77.71
12/3/2007	600	77.78
12/4/2007	900	77.66
12/4/2007	300	77.63
12/5/2007	1,700	76.54
12/7/2007	200	78.63

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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 (\$)
11/16/2007	19,600	77.29
11/19/2007	4,600	77.53
11/30/2007	31,100	77.47
11/30/2007	44,400	77.42
11/30/2007	9,900	77.48
11/30/2007	54,300	77.71
12/3/2007	22,400	77.78
12/4/2007	37,100	77.66
12/4/2007	10,000	77.63
12/5/2007	70,000	76.54
12/7/2007	6,600	78.63

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## SCHEDULE H

## FARALLON CAPITAL MANAGEMENT, L.L.C.

TRADE DATE	NO. OF SHARES <u>PURCHASED (P)</u>	PRICE <u>PER SHARE (\$)</u>
11/16/2007	46,700	77.29
11/19/2007	11,900	77.53
11/30/2007	82,200	77.47
11/30/2007	117,500	77.42
11/30/2007	26,000	77.48
11/30/2007	143,600	77.71
12/3/2007	59,450	77.78
12/4/2007	96,850	77.66
12/4/2007	26,000	77.63
12/5/2007	182,000	76.54
12/7/2007	17,300	78.63
11/16/2007	8,000	77.29
11/19/2007	1,800	77.53
11/30/2007	13,000	77.47
11/30/2007	18,600	77.42
11/30/2007	4,100	77.48
11/30/2007	22,700	77.71
12/3/2007	9,800	77.78
12/4/2007	14,800	77.66
12/4/2007	4,000	77.63
12/5/2007	28,900	76.54
12/7/2007	2,700	78.63

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