

Edgar Filing: BIO RAD LABORATORIES INC - Form SC 13D/A

BIO RAD LABORATORIES INC
Form SC 13D/A
September 22, 2006

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)*

Bio-Rad Laboratories, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

090572207

(CUSIP Number)

Mark C. Wehrly
Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 1325
San Francisco, California 94111
(415) 421-2132

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

September 12, 2006

(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 [].

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

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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 41 Pages

13D

=====
CUSIP No. 090572207
=====

NAMES OF REPORTING PERSONS
1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Noonday Asset Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**
2

** The reporting persons making this filing hold an aggregate of 988,477 Shares, which is 4.6% 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
N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []
5

CITIZENSHIP OR PLACE OF ORGANIZATION
6
Delaware

7 SOLE VOTING POWER
NUMBER OF 7 -0-

8 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 8 988,477

9 SOLE DISPOSITIVE POWER
EACH

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9
REPORTING PERSON WITH -----
-0-
SHARED DISPOSITIVE POWER
10
988,477

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
988,477

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.6%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

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13D

=====
CUSIP No. 090572207
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Noonday G.P. (U.S.), L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) []

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CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

		SOLE VOTING POWER
NUMBER OF	7	-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	8	988,477
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	9	-0-
		SHARED DISPOSITIVE POWER
	10	988,477
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	988,477	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	[]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	4.6%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	00	

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=====
CUSIP No. 090572207
=====

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Noonday Capital, L.L.C.	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a)	[]
	(b)	[X]**
2		

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page.

3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions) N/A
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
7	SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-
8	SHARED VOTING POWER 988,477
9	SOLE DISPOSITIVE POWER -0-
10	SHARED DISPOSITIVE POWER 988,477
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 988,477
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.6%
14	TYPE OF REPORTING PERSON (See Instructions) OO

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=====
NAMES OF REPORTING PERSONS

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1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David I. Cohen

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

(a) []

(b) [X]**

2

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3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

988,477

EACH

9

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-

SHARED DISPOSITIVE POWER

10

988,477

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

988,477

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.6%

TYPE OF REPORTING PERSON (See Instructions)

14

IN

13D

=====
 CUSIP No. 090572207
 =====

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Saurabh K. Mittal

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**

2

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 3 SEC USE ONLY

 SOURCE OF FUNDS (See Instructions)
 4 N/A

 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 5 TO ITEMS 2(d) OR 2(e) []

 CITIZENSHIP OR PLACE OF ORGANIZATION
 6 India

 7 SOLE VOTING POWER
 NUMBER OF -0-

 8 SHARED VOTING POWER
 SHARES BENEFICIALLY OWNED BY 988,477

 9 SOLE DISPOSITIVE POWER
 EACH REPORTING PERSON WITH -0-

 10 SHARED DISPOSITIVE POWER
 988,477

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 988,477

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.6%

14 TYPE OF REPORTING PERSON (See Instructions)
IN

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13D

=====
CUSIP No. 090572207
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Noonday Capital Partners, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
NUMBER OF -0-

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY 16,500

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=====

EACH	SOLE DISPOSITIVE POWER
9	-0-
REPORTING PERSON WITH	SHARED DISPOSITIVE POWER
10	16,500

=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,500

=====

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[]

=====

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

=====

14 TYPE OF REPORTING PERSON (See Instructions)

OO

=====

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=====
CUSIP No. 090572207
=====

=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Partners, L.P.

=====

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

(a) []
(b) [X]**

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=====

3 SEC USE ONLY

=====

4 SOURCE OF FUNDS (See Instructions)

N/A

=====

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[]

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```

=====
6      CITIZENSHIP OR PLACE OF ORGANIZATION
      California
=====
      SOLE VOTING POWER
      7      -0-
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      8      206,800
      EACH
      REPORTING
      PERSON WITH
      9      -0-
      SHARED VOTING POWER
      10     206,800
      SHARED DISPOSITIVE POWER
=====
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      206,800
=====
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES (See Instructions)
                                           [   ]
=====
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
      1.0%
=====
14     TYPE OF REPORTING PERSON (See Instructions)
      PN
=====

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=====
CUSIP No. 090572207
=====

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=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

      Farallon Capital Institutional Partners, L.P.
=====
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [   ]
      (b) [ X ]**

```

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the securities reported by it on this cover page.

3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	California	
		SOLE VOTING POWER
	7	-0-
	NUMBER OF	
	SHARES	SHARED VOTING POWER
	BENEFICIALLY	8
	OWNED BY	97,200
	EACH	SOLE DISPOSITIVE POWER
	9	-0-
	REPORTING	
	PERSON WITH	SHARED DISPOSITIVE POWER
	10	97,200
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	97,200	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.5%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

=====
CUSIP No. 090572207
=====

NAMES OF REPORTING PERSONS

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1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners II, L.P.

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

(a) []

(b) [X]**

2

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3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

[]

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

12,300

EACH

9

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-

SHARED DISPOSITIVE POWER

10

12,300

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

12,300

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.1%

TYPE OF REPORTING PERSON (See Instructions)

14

PN

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13D

=====
 CUSIP No. 090572207
 =====

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

 Farallon Capital Institutional Partners III, L.P.

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**
 2

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 3 SEC USE ONLY

 SOURCE OF FUNDS (See Instructions)
 4
 N/A

 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 5 TO ITEMS 2(d) OR 2(e)
 []

 CITIZENSHIP OR PLACE OF ORGANIZATION
 6
 Delaware

 SOLE VOTING POWER
 7
 NUMBER OF -0-

 SHARED VOTING POWER
 8
 SHARES 7,400
 BENEFICIALLY OWNED BY

 SOLE DISPOSITIVE POWER
 9
 EACH -0-
 REPORTING PERSON WITH

 SHARED DISPOSITIVE POWER
 10
 7,400

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 11
 7,400

 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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12 CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

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13D

=====
CUSIP No. 090572207
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Tinicum Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY	8	7,400
OWNED BY		
EACH		SOLE DISPOSITIVE POWER

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9
REPORTING PERSON WITH -----
-0-
SHARED DISPOSITIVE POWER
10
7,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,400

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

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13D

=====
CUSIP No. 090572207
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Offshore Investors II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) []

CITIZENSHIP OR PLACE OF ORGANIZATION

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6

Cayman Islands

		SOLE VOTING POWER
7	NUMBER OF	-0-
	SHARES	SHARED VOTING POWER
8	BENEFICIALLY OWNED BY	189,600
	EACH	SOLE DISPOSITIVE POWER
9	REPORTING PERSON WITH	-0-
		SHARED DISPOSITIVE POWER
10		189,600
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		189,600
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		0.9%
14	TYPE OF REPORTING PERSON (See Instructions)	
		PN

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13D

=====
CUSIP No. 090572207
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Management, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	7	SOLE VOTING POWER
NUMBER OF		-0-
	8	SHARED VOTING POWER
SHARES		451,277
BENEFICIALLY		
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
		-0-
REPORTING		
PERSON WITH	10	SHARED DISPOSITIVE POWER
		451,277

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
451,277

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.1%

14 TYPE OF REPORTING PERSON (See Instructions)
IA, OO

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Farallon Partners, L.L.C.

=====

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

(a)

(b) **

2

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3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

		7	SOLE VOTING POWER
NUMBER OF		-0-	
SHARES			SHARED VOTING POWER
BENEFICIALLY OWNED BY	8	537,200	
EACH			SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	9	-0-	
			SHARED DISPOSITIVE POWER
	10	537,200	

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

537,200

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.5%

14

TYPE OF REPORTING PERSON (See Instructions)

00

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.6%

14 TYPE OF REPORTING PERSON (See Instructions)
IN

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13D

=====
CUSIP No. 090572207
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

William F. Duhamel

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

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N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	8	988,477

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=====

EACH	SOLE DISPOSITIVE POWER
9	-0-
REPORTING PERSON WITH	SHARED DISPOSITIVE POWER
10	988,477

=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

988,477

=====

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[]

=====

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

=====

14 TYPE OF REPORTING PERSON (See Instructions)

IN

=====

Page 17 of 41 Pages

13D

=====

CUSIP No. 090572207

=====

=====

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Richard B. Fried

=====

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

(a) []

(b) [X]**

** The reporting persons making this filing hold an aggregate of 988,477 Shares, which is 4.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

=====

3 SEC USE ONLY

=====

4 SOURCE OF FUNDS (See Instructions)

N/A

=====

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

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[]

=====	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States
=====	
	SOLE VOTING POWER
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	-0-
=====	
	SHARED VOTING POWER
8	988,477
=====	
	SOLE DISPOSITIVE POWER
9	-0-
=====	
	SHARED DISPOSITIVE POWER
10	988,477
=====	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 988,477
=====	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []
=====	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.6%
=====	
14	TYPE OF REPORTING PERSON (See Instructions) IN
=====	

Page 18 of 41 Pages

13D

=====
CUSIP No. 090572207
=====

=====	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Monica R. Landry
=====	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) []
	(b) [X]**
2	

** The reporting persons making this filing hold an aggregate of 988,477 Shares, which is 4.6% of the class of securities. The reporting person on this

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cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
		SOLE VOTING POWER
	NUMBER OF	7 -0-
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
		8 SHARED VOTING POWER
		988,477
		9 SOLE DISPOSITIVE POWER
		-0-
		10 SHARED DISPOSITIVE POWER
		988,477
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	988,477	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	4.6%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

William F. Mellin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

** The reporting persons making this filing hold an aggregate of 988,477 Shares, which is 4.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		988,477
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		-0-

	10	SHARED DISPOSITIVE POWER
		988,477

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

988,477

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON (See Instructions)

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CUSIP No. 090572207

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Stephen L. Millham

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 988,477 Shares, which is 4.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES		8	SHARED VOTING POWER
BENEFICIALLY OWNED BY			988,477
EACH		9	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH			-0-
		10	SHARED DISPOSITIVE POWER
			988,477

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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11

988,477

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)

[]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN

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=====
CUSIP No. 090572207
=====

1

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jason E. Moment

2

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

(a) []

(b) [X]**

**

The reporting persons making this filing hold an aggregate of 988,477 Shares, which is 4.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)

[]

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

7

NUMBER OF

-0-

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	SHARES		SHARED VOTING POWER
	BENEFICIALLY OWNED BY	8	988,477
	EACH	9	SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH		-0-
		10	SHARED DISPOSITIVE POWER
			988,477
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
			988,477
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		
			[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
			4.6%
14	TYPE OF REPORTING PERSON (See Instructions)		
			IN

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13D

=====
CUSIP No. 090572207
=====

1	NAMES OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Rajiv A. Patel		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
		(a)	[]
		(b)	[X]**
	**	The reporting persons making this filing hold an aggregate of 988,477 Shares, which is 4.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions)		
	N/A		

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=====

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) []

=====

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

=====

	7	SOLE VOTING POWER
NUMBER OF		-0-
	8	SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH		988,477
	9	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH		-0-
	10	SHARED DISPOSITIVE POWER
		988,477

=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
988,477

=====

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) []

=====

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.6%

=====

14 TYPE OF REPORTING PERSON (See Instructions)
IN

=====

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=====

CUSIP No. 090572207

=====

=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Derek C. Schrier

=====

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]**

2

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** The reporting persons making this filing hold an aggregate of 988,477 Shares, which is 4.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
		SOLE VOTING POWER
	7	-0-
	NUMBER OF	
	SHARES	SHARED VOTING POWER
	BENEFICIALLY	8
	OWNED BY	988,477
	EACH	SOLE DISPOSITIVE POWER
	9	-0-
	REPORTING	
	PERSON WITH	SHARED DISPOSITIVE POWER
	10	988,477
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	988,477	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	4.6%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

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CUSIP No. 090572207
 =====

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

 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 988,477 Shares, which is 4.6% 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
 N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
 5 []

CITIZENSHIP OR PLACE OF ORGANIZATION
 6
 United States

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER
EACH		988,477
REPORTING PERSON WITH		-----
	9	SOLE DISPOSITIVE POWER
		-0-

	10	SHARED DISPOSITIVE POWER
		988,477

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 11
 988,477

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
 12 []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 13
 4.6%

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 TYPE OF REPORTING PERSON (See Instructions)
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=====
 CUSIP No. 090572207
 =====

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Mark C. Wehrly

 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 988,477 Shares, which is 4.6% 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 N/A

 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
 5 []

 CITIZENSHIP OR PLACE OF ORGANIZATION
 6 United States

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES			-----
BENEFICIALLY	8		SHARED VOTING POWER
OWNED BY			988,477
EACH			-----
REPORTING	9		SOLE DISPOSITIVE POWER
PERSON WITH			-0-

	10		SHARED DISPOSITIVE POWER

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988,477

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	988,477
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	4.6%
14	TYPE OF REPORTING PERSON (See Instructions)
	IN

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This Amendment No. 1 to Schedule 13D amends the Schedule 13D initially filed on June 9, 2006 (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) 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. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 21,467,917 Shares outstanding as of July 31, 2006 as reported by the Company in its Quarterly Report on Form 10-Q for the period ended June 30, 2006 filed with the Securities and Exchange Commission on August 8, 2006.

(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.

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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 September 12, 2006, the Funds are the beneficial owners of less than 5% of the Shares.

(b) 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.

(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 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 September 12, 2006, the Noonday Sub-adviser Entities are the beneficial owners of less than 5% of the Shares.

(c) 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

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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) As of September 12, 2006, the Noonday Individual Reporting Persons are the beneficial owners of less than 5% of the Shares.

(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.

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(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 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 September 12, 2006, the Management Company is the beneficial owner of less than 5% of the Shares.

(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) As of September 12, 2006, the Farallon General Partner is the beneficial owner of less than 5% of the Shares.
- (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.

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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) As of September 12, 2006, the Farallon Individual Reporting Persons are the beneficial owners of less than 5% 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

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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: September 22, 2006

/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

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FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.
and as the Managing Member of
NOONDAY CAPITAL PARTNERS, L.L.C.
By Monica R. Landry, Managing Member

/s/ Monica R. Landry

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

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for
each of David I. Cohen, Chun R. Ding, William F. Duhamel,
Richard B. Fried, William F. Mellin, Stephen L. Millham,
Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel,
Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly

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The Powers of Attorney executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Ding and Schrier authorizing Landry to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Power of Attorney executed by Patel authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Powers of Attorney executed by Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13D on its or his behalf, which were filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Landry to sign and file this Schedule 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 Moment 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 January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference.

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SCHEDULE A
-----NOONDAY CAPITAL PARTNERS, L.L.C.

TRADE DATE -----	NO. OF SHARES SOLD ----	PRICE PER SHARE -----
8/29/2006	400	\$72.60
8/30/2006	100	\$73.21
8/30/2006	100	\$73.21
8/30/2006	100	\$73.21
8/31/2006	75	\$73.64
8/31/2006	25	\$73.64
8/31/2006	100	\$73.64
9/1/2006	100	\$73.60
9/1/2006	100	\$73.60
9/5/2006	100	\$73.83
9/5/2006	100	\$73.83
9/7/2006	500	\$72.04
9/7/2006	100	\$72.04
9/7/2006	100	\$72.04
9/8/2006	100	\$71.56
9/8/2006	200	\$71.56
9/11/2006	400	\$71.32
9/11/2006	100	\$71.32
9/11/2006	100	\$71.32
9/11/2006	100	\$71.32
9/12/2006	100	\$71.72
9/12/2006	500	\$71.72
9/12/2006	200	\$71.72
9/13/2006	300	\$71.64
9/13/2006	200	\$71.64
9/14/2006	200	\$71.59
9/15/2006	100	\$71.94
9/20/2006	400	\$71.65
9/21/2006	200	\$71.59

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SCHEDULE B

FARALLON CAPITAL PARTNERS, L.P.

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TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE
8/29/2006	3,200	\$72.60
8/29/2006	2,400	\$72.60
8/30/2006	300	\$73.21
8/30/2006	1,457	\$73.21
8/30/2006	1,043	\$73.21
8/30/2006	1,400	\$73.21
8/31/2006	1,300	\$73.64
8/31/2006	1,800	\$73.64
9/1/2006	1,000	\$73.60
9/1/2006	2,100	\$73.60
9/5/2006	1,300	\$73.83
9/5/2006	1,300	\$73.83
9/7/2006	1,000	\$72.04
9/7/2006	500	\$72.04
9/7/2006	6,900	\$72.04
9/8/2006	4,200	\$71.56
9/11/2006	1,500	\$71.32
9/11/2006	300	\$71.32
9/11/2006	200	\$71.32
9/11/2006	2,000	\$71.32
9/11/2006	900	\$71.32
9/11/2006	893	\$71.32
9/11/2006	7	\$71.32
9/11/2006	1,800	\$71.32
9/11/2006	1,800	\$71.32
9/12/2006	7,900	\$71.72
9/12/2006	1,500	\$71.72
9/13/2006	2,200	\$71.64
9/13/2006	3,700	\$71.64
9/14/2006	2,500	\$71.59
9/15/2006	1,200	\$71.94
9/18/2006	600	\$71.46
9/20/2006	3,200	\$71.65
9/20/2006	2,000	\$71.65
9/21/2006	2,200	\$71.59

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SCHEDULE C

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE
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8/29/2006	500	\$72.60
8/29/2006	1,800	\$72.60
8/29/2006	300	\$72.60
8/30/2006	233	\$73.21
8/30/2006	500	\$73.21
8/30/2006	1,267	\$73.21
8/31/2006	200	\$73.64
8/31/2006	300	\$73.64
8/31/2006	900	\$73.64
8/31/2006	100	\$73.64
9/1/2006	1,200	\$73.60
9/1/2006	300	\$73.60
9/5/2006	600	\$73.83
9/5/2006	600	\$73.83
9/7/2006	400	\$72.04
9/7/2006	100	\$72.04
9/7/2006	3,400	\$72.04
9/8/2006	299	\$71.56
9/8/2006	300	\$71.56
9/8/2006	1	\$71.56
9/8/2006	100	\$71.56
9/8/2006	600	\$71.56
9/8/2006	700	\$71.56
9/11/2006	600	\$71.32
9/11/2006	100	\$71.32
9/11/2006	400	\$71.32
9/11/2006	300	\$71.32
9/11/2006	3,000	\$71.32
9/12/2006	1,200	\$71.72
9/12/2006	3,200	\$71.72
9/13/2006	1,700	\$71.64
9/13/2006	1,100	\$71.64
9/14/2006	1,200	\$71.59
9/15/2006	500	\$71.94
9/18/2006	300	\$71.46
9/20/2006	2,500	\$71.65
9/21/2006	1,000	\$71.59

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SCHEDULE D

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE
8/29/2006	100	\$72.60
8/29/2006	100	\$72.60
8/29/2006	100	\$72.60
8/30/2006	88	\$73.21
8/30/2006	112	\$73.21
8/31/2006	100	\$73.64

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8/31/2006	100	\$73.64
9/1/2006	100	\$73.60
9/1/2006	100	\$73.60
9/5/2006	100	\$73.83
9/5/2006	100	\$73.83
9/7/2006	500	\$72.04
9/8/2006	200	\$71.56
9/11/2006	100	\$71.32
9/11/2006	300	\$71.32
9/11/2006	100	\$71.32
9/11/2006	100	\$71.32
9/12/2006	200	\$71.72
9/12/2006	100	\$71.72
9/12/2006	300	\$71.72
9/13/2006	300	\$71.64
9/14/2006	100	\$71.59
9/15/2006	100	\$71.94
9/20/2006	300	\$71.65
9/21/2006	100	\$71.59

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SCHEDULE E

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE
8/29/2006	100	\$72.60
8/29/2006	100	\$72.60
8/30/2006	80	\$73.21
8/30/2006	20	\$73.21
8/31/2006	100	\$73.64
9/1/2006	100	\$73.60
9/5/2006	100	\$73.83
9/7/2006	200	\$72.04
9/7/2006	100	\$72.04
9/8/2006	100	\$71.56
9/11/2006	100	\$71.32
9/11/2006	200	\$71.32
9/12/2006	200	\$71.72
9/12/2006	100	\$71.72
9/13/2006	100	\$71.64
9/13/2006	100	\$71.64
9/14/2006	100	\$71.59
9/20/2006	200	\$71.65
9/21/2006	100	\$71.59

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SCHEDULE F

TINICUM PARTNERS, L.P.

TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE
8/29/2006	100	\$72.60
8/29/2006	100	\$72.60
8/30/2006	25	\$73.21
8/30/2006	75	\$73.21
8/31/2006	100	\$73.64
9/1/2006	100	\$73.60
9/5/2006	100	\$73.83
9/7/2006	100	\$72.04
9/7/2006	200	\$72.04
9/8/2006	200	\$71.56
9/11/2006	100	\$71.32
9/11/2006	100	\$71.32
9/11/2006	100	\$71.32
9/12/2006	100	\$71.72
9/12/2006	200	\$71.72
9/13/2006	200	\$71.64
9/14/2006	100	\$71.59
9/20/2006	100	\$71.65
9/20/2006	100	\$71.65
9/21/2006	100	\$71.59

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SCHEDULE G

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE
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8/29/2006	400	\$72.60
8/29/2006	4,700	\$72.60
8/30/2006	200	\$73.21
8/30/2006	1,500	\$73.21
8/30/2006	2,100	\$73.21
8/31/2006	933	\$73.64
8/31/2006	200	\$73.64
8/31/2006	767	\$73.64
8/31/2006	1,000	\$73.64
9/1/2006	2,300	\$73.60
9/1/2006	600	\$73.60
9/5/2006	300	\$73.83
9/5/2006	400	\$73.83
9/5/2006	1,700	\$73.83
9/7/2006	700	\$72.04
9/7/2006	6,100	\$72.04
9/7/2006	900	\$72.04
9/8/2006	400	\$71.56
9/8/2006	3,400	\$71.56
9/11/2006	1,100	\$71.32
9/11/2006	3	\$71.32
9/11/2006	200	\$71.32
9/11/2006	4,500	\$71.32
9/11/2006	1,300	\$71.32
9/11/2006	497	\$71.32
9/11/2006	800	\$71.32
9/11/2006	200	\$71.32
9/12/2006	2,900	\$71.72
9/12/2006	4,200	\$71.72
9/12/2006	1,500	\$71.72
9/13/2006	5,400	\$71.64
9/14/2006	800	\$71.59
9/14/2006	1,500	\$71.59
9/15/2006	1,100	\$71.94
9/18/2006	600	\$71.46
9/20/2006	4,800	\$71.65
9/21/2006	2,000	\$71.59

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SCHEDULE H

FARALLON CAPITAL MANAGEMENT, L.L.C.

TRADE DATE	NO. OF SHARES SOLD	PRICE PER SHARE
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8/29/2006	500	\$72.60
8/29/2006	10,700	\$72.60
8/30/2006	2,800	\$73.21
8/30/2006	4,400	\$73.21
8/30/2006	1,300	\$73.21
8/31/2006	3,000	\$73.64

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8/31/2006	500	\$73.64
8/31/2006	1,557	\$73.64
8/31/2006	1,243	\$73.64
9/1/2006	1,000	\$73.60
9/1/2006	5,300	\$73.60
9/5/2006	2,050	\$73.83
9/5/2006	1,200	\$73.83
9/5/2006	2,050	\$73.83
9/7/2006	100	\$72.04
9/7/2006	16,500	\$72.04
9/8/2006	2,400	\$71.56
9/8/2006	11	\$71.56
9/8/2006	1,800	\$71.56
9/8/2006	2,300	\$71.56
9/8/2006	400	\$71.56
9/8/2006	1,289	\$71.56
9/11/2006	607	\$71.32
9/11/2006	569	\$71.32
9/11/2006	2,388	\$71.32
9/11/2006	2,074	\$71.32
9/11/2006	13,162	\$71.32
9/12/2006	15,179	\$71.72
9/12/2006	3,521	\$71.72
9/13/2006	4,664	\$71.64
9/13/2006	7,036	\$71.64
9/14/2006	5,000	\$71.59
9/15/2006	2,300	\$71.94
9/18/2006	1,300	\$71.46
9/20/2006	10,200	\$71.65
9/21/2006	4,300	\$71.59

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8/29/2006	1,100	\$72.60
8/30/2006	800	\$73.21
8/31/2006	300	\$73.64
8/31/2006	300	\$73.64
9/1/2006	300	\$73.60
9/1/2006	300	\$73.60
9/5/2006	400	\$73.83
9/5/2006	100	\$73.83
9/7/2006	200	\$72.04
9/7/2006	300	\$72.04
9/7/2006	400	\$72.04
9/7/2006	500	\$72.04
9/7/2006	300	\$72.04
9/8/2006	800	\$71.56
9/8/2006	100	\$71.56
9/11/2006	99	\$71.32
9/11/2006	1,200	\$71.32
9/11/2006	300	\$71.32
9/11/2006	300	\$71.32
9/11/2006	1	\$71.32
9/12/2006	200	\$71.72
9/12/2006	1,200	\$71.72
9/12/2006	500	\$71.72
9/13/2006	100	\$71.64
9/13/2006	1,100	\$71.64
9/14/2006	500	\$71.59

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9/15/2006	100	\$71.94
9/15/2006	100	\$71.94
9/18/2006	100	\$71.46
9/20/2006	1,100	\$71.65
9/21/2006	400	\$71.59

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