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SPIRIT FINANCE CORP
Form SC 13G
March 08, 2007

OMB APPROVAL

OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response....10.4

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Spirit Finance Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

848568309

(CUSIP Number)

February 27, 2007

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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

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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)
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 Exhibit Index Found on Page 25

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=====
 CUSIP No. 848568309
 =====

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 Farallon Capital Partners, 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 5,810,000 Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION
 4
 California

SOLE VOTING POWER
 5
 -0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 6 SHARED VOTING POWER
 2,970,500

SOLE DISPOSITIVE POWER
 7
 -0-

SHARED DISPOSITIVE POWER
 8
 2,970,500

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9
 2,970,500

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

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10 CERTAIN SHARES (See Instructions) []

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 2.8%

 12 TYPE OF REPORTING PERSON (See Instructions)
 PN

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=====
 CUSIP No. 848568309
 =====

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Farallon Capital Institutional Partners, 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 5,810,000 Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 California

5 SOLE VOTING POWER
 -0-

6 SHARED VOTING POWER
 2,298,300

7 SOLE DISPOSITIVE POWER
 -0-

8 SHARED DISPOSITIVE POWER

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

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2,298,300

=====

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,298,300

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.1%

12 TYPE OF REPORTING PERSON (See Instructions)
PN

=====

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=====

CUSIP No. 848568309

=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. 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 ** The reporting persons making this filing hold an aggregate of 5,810,000 Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

5 SOLE VOTING POWER
-0-

6 SHARED VOTING POWER
214,800

NUMBER OF SHARES BENEFICIALLY OWNED BY

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SOLE DISPOSITIVE POWER
EACH 7 -0-
REPORTING PERSON WITH -----
8 SHARED DISPOSITIVE POWER
214,800

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
214,800

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.2%

12 TYPE OF REPORTING PERSON (See Instructions)
PN

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=====
CUSIP No. 848568309
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. 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 ** The reporting persons making this filing hold an
aggregate of 5,810,000 Shares, which is 5.4% of the
class of securities. The reporting person on this cover
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securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

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		-0-	
NUMBER OF	-----	-----	-----
		SHARED VOTING POWER	
SHARES	6	218,100	
BENEFICIALLY OWNED BY	-----	-----	-----
EACH	7	SOLE DISPOSITIVE POWER	
		-0-	
REPORTING PERSON WITH	-----	-----	-----
	8	SHARED DISPOSITIVE POWER	
		218,100	
	-----	-----	-----
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	218,100		
	-----	-----	-----
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[]	
	-----	-----	-----
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	0.2%		
	-----	-----	-----
12	TYPE OF REPORTING PERSON (See Instructions)		
	PN		
	-----	-----	-----

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=====
CUSIP No. 848568309
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	-----	-----	-----
1	NAMES OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Tinicum Partners, 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 5,810,000 Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
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3	SEC USE ONLY
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CITIZENSHIP OR PLACE OF ORGANIZATION

4

New York

		SOLE VOTING POWER
	5	-0-
NUMBER OF		SHARED VOTING POWER
SHARES	6	108,300
BENEFICIALLY OWNED BY		SOLE DISPOSITIVE POWER
EACH	7	-0-
REPORTING PERSON WITH		SHARED DISPOSITIVE POWER
	8	108,300

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
108,300

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.1%

12 TYPE OF REPORTING PERSON (See Instructions)
PN

13G

=====
CUSIP No. 848568309
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Partners, L.L.C.

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 5,810,000 Shares, which is 5.4% of the class of securities. The reporting person on this cover

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=====
3      SEC USE ONLY
=====

      CITIZENSHIP OR PLACE OF ORGANIZATION
4
      Delaware
=====

      SOLE VOTING POWER
      5
      -0-
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      EACH
      REPORTING
      PERSON WITH
      6
      SHARED VOTING POWER
      5,810,000
      7
      SOLE DISPOSITIVE POWER
      -0-
      8
      SHARED DISPOSITIVE POWER
      5,810,000
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      5,810,000
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions) [ ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      5.4%
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      00
=====

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CUSIP No. 848568309
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1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      Chun R. Ding
=====
      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

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

** The reporting persons making this filing hold an aggregate of 5,810,000 Shares, which is 5.4% 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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=====
3      SEC USE ONLY
=====

      CITIZENSHIP OR PLACE OF ORGANIZATION
4
      United States
=====

      SOLE VOTING POWER
      5
      -0-
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      EACH
      REPORTING
      PERSON WITH
      6
      SHARED VOTING POWER
      5,810,000
      7
      SOLE DISPOSITIVE POWER
      -0-
      8
      SHARED DISPOSITIVE POWER
      5,810,000
=====

9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      5,810,000
=====

10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions) [ ]
=====

11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      5.4%
=====

12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====
    
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=====
 CUSIP No. 848568309
 =====

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NAMES OF REPORTING PERSONS

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]**

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 3 SEC USE ONLY

 CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

 SOLE VOTING POWER

5 -0-

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY

 SHARED VOTING POWER

6 5,810,000

 SOLE DISPOSITIVE POWER

EACH
 REPORTING
 PERSON WITH

7 -0-

 SHARED DISPOSITIVE POWER

8 5,810,000

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 5,810,000

 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (See Instructions)

10 []

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 5.4%

 TYPE OF REPORTING PERSON (See Instructions)

12 IN

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=====
CUSIP No. 848568309
=====

NAMES OF REPORTING PERSONS
1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Richard B. Fried

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

(a) []

(b) [X]**

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 -0-

6 SHARED VOTING POWER
5,810,000

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
5,810,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,810,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

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=====
CUSIP No. 848568309
=====

NAMES OF REPORTING PERSONS
1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Monica R. Landry

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

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3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION
4 United States

	5	SOLE VOTING POWER
		-0-
NUMBER OF	-----	-----
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		5,810,000
OWNED BY	-----	-----
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON WITH	-----	-----
	8	SHARED DISPOSITIVE POWER
		5,810,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,810,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.4%

TYPE OF REPORTING PERSON (See Instructions)

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12

IN

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CUSIP No. 848568309

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Douglas M. MacMahon

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

(a) []

(b) [X]**

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3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5 -0-

NUMBER OF SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

6 5,810,000

EACH

SOLE DISPOSITIVE POWER

7 -0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

8 5,810,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 5,810,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

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=====
11      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
        5.4%
=====
12      TYPE OF REPORTING PERSON (See Instructions)
        IN
=====

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13G

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=====
CUSIP No. 848568309
=====

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=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      William F. Mellin
=====

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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 5,810,000 Shares, which is 5.4% 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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3      SEC USE ONLY
=====

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4      CITIZENSHIP OR PLACE OF ORGANIZATION

      United States
=====

```

```

=====
                    SOLE VOTING POWER
                    5
                    -0-
NUMBER OF          -----
SHARES            SHARED VOTING POWER
BENEFICIALLY     6
OWNED BY         5,810,000
EACH              -----
                    SOLE DISPOSITIVE POWER
                    7
                    -0-
REPORTING         -----
PERSON WITH      SHARED DISPOSITIVE POWER
                    8
                    5,810,000
=====

```

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 5,810,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.4%

12 TYPE OF REPORTING PERSON (See Instructions) IN

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13G

=====
CUSIP No. 848568309
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Stephen L. Millham

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

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
-0-
6 SHARED VOTING POWER
5,810,000
7 SOLE DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH

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-0-

REPORTING PERSON WITH -----
 8 SHARED DISPOSITIVE POWER
 5,810,000

9 -----
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 5,810,000

10 -----
 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (See Instructions) []

11 -----
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.4%

12 -----
 TYPE OF REPORTING PERSON (See Instructions)
 IN

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13G

=====
 CUSIP No. 848568309
 =====

1 -----
 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Jason E. Moment

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

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3 -----
 SEC USE ONLY

4 -----
 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

5 -----
 SOLE VOTING POWER

-0-

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NUMBER OF	-----	SHARED VOTING POWER	-----
SHARES	6	5,810,000	
BENEFICIALLY OWNED BY	-----	SOLE DISPOSITIVE POWER	-----
EACH	7	-0-	
REPORTING PERSON WITH	-----	SHARED DISPOSITIVE POWER	-----
	8	5,810,000	

9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		5,810,000	

10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[]

11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		5.4%	

12		TYPE OF REPORTING PERSON (See Instructions)	
		IN	

13G

=====
CUSIP No. 848568309
=====

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Rajiv A. Patel

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

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3 SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

```

=====
                    SOLE VOTING POWER
                    5
                    -0-
NUMBER OF          -----
SHARES            SHARED VOTING POWER
BENEFICIALLY     6
OWNED BY         5,810,000
                    -----
                    SOLE DISPOSITIVE POWER
EACH             7
                    -0-
REPORTING        -----
PERSON WITH     SHARED DISPOSITIVE POWER
                8
                5,810,000
=====
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9
5,810,000
=====
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
10 CERTAIN SHARES (See Instructions) [ ]
=====
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11
5.4%
=====
TYPE OF REPORTING PERSON (See Instructions)
12
IN
=====

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13G

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=====
CUSIP No. 848568309
=====

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=====
NAMES OF REPORTING PERSONS
1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Derek C. Schrier
=====
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) [ ]
(b) [ X ]**

```

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

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=====
3      SEC USE ONLY
=====

      CITIZENSHIP OR PLACE OF ORGANIZATION
4
      United States
=====

      SOLE VOTING POWER
      5
      -0-
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      EACH
      REPORTING
      PERSON WITH
      6
      SHARED VOTING POWER
      5,810,000
      7
      SOLE DISPOSITIVE POWER
      -0-
      8
      SHARED DISPOSITIVE POWER
      5,810,000
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      5,810,000
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions) [ ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      5.4%
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

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Page 17 of 26 Pages

13G

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=====
CUSIP No. 848568309
=====

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=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      Thomas F. Steyer
=====
      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

```

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

** The reporting persons making this filing hold an aggregate of 5,810,000 Shares, which is 5.4% 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
=====

      CITIZENSHIP OR PLACE OF ORGANIZATION
4
      United States
=====

      SOLE VOTING POWER
      5
      -0-
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      EACH
      REPORTING
      PERSON WITH
      6
      SHARED VOTING POWER
      5,810,000
      7
      SOLE DISPOSITIVE POWER
      -0-
      8
      SHARED DISPOSITIVE POWER
      5,810,000
=====

9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      5,810,000
=====

10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions) [ ]
=====

11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      5.4%
=====

12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====
    
```

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Mark C. Wehrly

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

(a) []

(b) [X]**

** The reporting persons making this filing hold an aggregate of 5,810,000 Shares, which is 5.4% 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

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5 -0-

NUMBER OF

SHARED VOTING POWER

SHARES
BENEFICIALLY
OWNED BY

6 5,810,000

SOLE DISPOSITIVE POWER

EACH

7 -0-

REPORTING
PERSON WITH

SHARED DISPOSITIVE POWER

8 5,810,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 5,810,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

10 []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 5.4%

TYPE OF REPORTING PERSON (See Instructions)

12 IN

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Item 1. Issuer

(a) Name of Issuer:

Spirit Finance Corporation (the "Company")

(b) Address of Issuer's Principal Executive Offices:

14631 N. Scottsdale Road, Suite 200, Scottsdale, Arizona 85254

Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the shares is 848568309.

Name Of Persons Filing, Address Of Principal Business Office And

Citizenship (Item 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it; and
- (v) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III and Tincum are together referred to herein as the "Farallon Funds."

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The Farallon General Partner

- (vi) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds (the "Farallon General Partner"), with respect to the Shares held by each of the Farallon Funds.

The Farallon Managing Members

- (vii) The following persons who are managing members of the Farallon General Partner, with respect to the Shares held by the Farallon Funds: Chun R. Ding ("Ding"), William F. Duhamel ("Duhamel"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), Douglas M. MacMahon ("MacMahon"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Jason E. Moment ("Moment"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Ding, Duhamel, Fried, Landry, MacMahon, Mellin, Millham, Moment, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

The citizenship of each of the Farallon Funds and the Farallon General Partner is set forth above. Each of the Farallon Individual Reporting Persons is a citizen of the United States. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity Specified In (a) - (j):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This Box. [X]

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

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The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds. The Farallon General Partner, as general partner to the Farallon Funds, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds. The Farallon Individual Reporting Persons, as managing members of 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 Farallon Funds. Each of the Farallon General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership Of Five Percent Or Less Of A Class

Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired The

Security Being Reported On By The Parent Holding Company

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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: March 8, 2007

/s/ Mark C. Wehrly

FARALLON PARTNERS, L.L.C.,
On its own behalf and 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.,
and TINICUM PARTNERS, L.P.
By Mark C. Wehrly,
Managing Member

/s/ Mark C. Wehrly

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

The Powers of Attorney executed by Ding and Schrier authorizing Wehrly to sign and file this Schedule 13G 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 Wehrly to sign and file this Schedule 13G 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 Power of Attorney executed by Moment authorizing Wehrly to sign and file this Schedule 13G 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. The Powers of Attorney executed by Duhamel, Fried, Landry, Mellin, Millham and Steyer authorizing Wehrly to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13G filed with the Securities and Exchange Commission on January 13, 2006, by such Reporting Persons with respect to the Common Stock of Arbor Realty Trust, Inc., are hereby incorporated by reference. The Power of Attorney executed by MacMahon authorizing Wehrly to sign and file this Schedule 13D on his behalf, which was

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filed

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with the Schedule 13D filed with the Securities and Exchange Commission on January 5, 2007, by such Reporting Person with respect to the Class A Common Stock of Univision Communications Inc., is hereby incorporated by reference.

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EXHIBIT INDEX

EXHIBIT 1

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

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EXHIBIT 1
to
SCHEDULE 13G

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

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G 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: March 8, 2007

/s/ Mark C. Wehrly

FARALLON PARTNERS, L.L.C.,
On its own behalf and 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.,
and TINICUM PARTNERS, L.P.
By Mark C. Wehrly,

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Managing Member

/s/ Mark C. Wehrly

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

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