

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

GEORGIA PACIFIC CORP  
Form SC 13D  
December 09, 2005

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OMB APPROVAL  
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OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....11  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D

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

Georgia-Pacific Corporation

-----  
(Name of Issuer)

Common Stock, par value \$0.80 per share

-----  
(Title of Class of Securities)

373298108

-----  
(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)

December 2, 2005

-----  
(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), 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

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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 59 Pages
Exhibit Index Found on Page 57

13D

=====  
CUSIP No. 373298108  
=====

-----  
NAMES OF REPORTING PERSONS  
1 I.R.S. IDENTIFICATION NO. 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 13,818,900 Shares, which is 5.3% 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)  
OO  
-----

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

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	BENEFICIALLY OWNED BY	8	6,909,400
	EACH		SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH	9	-0-
			SHARED DISPOSITIVE POWER
		10	6,909,400
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
			6,909,400
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		
			[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
			2.7%
14	TYPE OF REPORTING PERSON (See Instructions)		
			PN

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13D

=====  
CUSIP No. 373298108  
=====

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Noonday G.P. (U.S.), L.L.C.	

	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 13,818,900 Shares, which is 5.3% 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)
	00

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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

Delaware

7 SOLE VOTING POWER
NUMBER OF -0-
8 SHARED VOTING POWER
BENEFICIALLY OWNED BY 6,909,400
9 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH -0-
10 SHARED DISPOSITIVE POWER
6,909,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,909,400

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.7%

14 TYPE OF REPORTING PERSON (See Instructions)
OO

13D

=====  
CUSIP No. 373298108  
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Noonday Capital, L.L.C.

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

\*\* The reporting persons making this filing hold an

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aggregate of 13,818,900 Shares, which is 5.3% 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)	
	OO	
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
	NUMBER OF	SOLE VOTING POWER
		-0-
	SHARES	8
	BENEFICIALLY OWNED BY	SHARED VOTING POWER
	EACH	6,909,400
	REPORTING PERSON WITH	9
		SOLE DISPOSITIVE POWER
		-0-
		10
		SHARED DISPOSITIVE POWER
		6,909,400
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	6,909,400	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	2.7%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	OO	

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

      David I. Cohen
-----
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 13,818,900 Shares, which is 5.3% 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)

      00
-----
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
      OWNED BY          8
      EACH
      REPORTING
      PERSON WITH          9
      SOLE DISPOSITIVE POWER

      SHARED DISPOSITIVE POWER
      10
      6,909,400
-----
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      6,909,400
-----
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES (See Instructions)

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

      2.7%
-----

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TYPE OF REPORTING PERSON (See Instructions)

14

IN

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13D

CUSIP No. 373298108

NAMES OF REPORTING PERSONS

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

Saurabh K. Mittal

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

2

(a) [ ]

(b) [ X ]\*\*

\*\*

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3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

00

5

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

[ ]

6

CITIZENSHIP OR PLACE OF ORGANIZATION

India

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES		8	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH			6,909,400
REPORTING PERSON WITH		9	SOLE DISPOSITIVE POWER
			-0-
		10	SHARED DISPOSITIVE POWER
			6,909,400

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=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,909,400

=====

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

=====

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.7%

=====

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

=====

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13D

=====

CUSIP No. 373298108

=====

=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. 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)  
WC, OO

=====

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

=====

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

=====

SOLE VOTING POWER

7

NUMBER OF

-0-



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```

=====
SHARES                               SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH          8 145,600
REPORTING PERSON WITH                9  -0-
SOLE DISPOSITIVE POWER
SHARED DISPOSITIVE POWER
10 145,600
=====
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
    145,600
=====
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
    CERTAIN SHARES (See Instructions) [ ]
=====
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
    0.1%
=====
14 TYPE OF REPORTING PERSON (See Instructions)
    OO
=====

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13D

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=====
CUSIP No. 373298108
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=====
1 NAMES OF REPORTING PERSONS
  I.R.S. IDENTIFICATION NO. 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 ]**

  ** The reporting persons making this filing hold an
  aggregate of 13,818,900 Shares, which is 5.3% 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 SOURCE OF FUNDS (See Instructions)
  WC, OO
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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		
	California		
	7	SOLE VOTING POWER	
	NUMBER OF	-0-	
	8	SHARED VOTING POWER	
	SHARES BENEFICIALLY OWNED BY EACH	2,333,400	
	9	SOLE DISPOSITIVE POWER	
	REPORTING PERSON WITH	-0-	
	10	SHARED DISPOSITIVE POWER	
		2,333,400	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,333,400		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.9%		
14	TYPE OF REPORTING PERSON (See Instructions)		
	PN		

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=====  
CUSIP No. 373298108  
=====

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. 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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=====
3      SEC USE ONLY
=====
      SOURCE OF FUNDS (See Instructions)
4
      WC
=====
      CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
5      TO ITEMS 2(d) OR 2(e)
                                           [   ]
=====
      CITIZENSHIP OR PLACE OF ORGANIZATION
6
      California
=====
      SOLE VOTING POWER
      7
      NUMBER OF          -0-
      SHARES
      BENEFICIALLY      8      SHARED VOTING POWER
      OWNED BY          2,202,800
      EACH
      REPORTING         9      SOLE DISPOSITIVE POWER
      PERSON WITH      -0-
      10      SHARED DISPOSITIVE POWER
      2,202,800
=====
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      2,202,800
=====
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES (See Instructions)
                                           [   ]
=====
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
      0.8%
=====
14     TYPE OF REPORTING PERSON (See Instructions)
      PN
=====

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-----

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

Farallon Capital Institutional Partners 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)

WC

-----

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

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

-----

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH		381,600
REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		381,600

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

381,600

-----

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

-----

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

0.1%

-----

TYPE OF REPORTING PERSON (See Instructions)

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14

PN

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13D

=====  
CUSIP No. 373298108  
=====

-----  
NAMES OF REPORTING PERSONS

1 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

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3

SEC USE ONLY

-----  
SOURCE OF FUNDS (See Instructions)

4

WC

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

5

[ ]

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

-----  
SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES

-----  
SHARED VOTING POWER

BENEFICIALLY OWNED BY

8

466,300

EACH

-----  
SOLE DISPOSITIVE POWER

9

-0-

REPORTING PERSON WITH

-----  
SHARED DISPOSITIVE POWER

10

466,300

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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11

466,300

12

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

[ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

14

TYPE OF REPORTING PERSON (See Instructions)

PN

Page 11 of 59 Pages

13D

CUSIP No. 373298108

1

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. 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)

WC, 00

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

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	BENEFICIALLY OWNED BY	8	71,700
	EACH		SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH	9	-0-
			SHARED DISPOSITIVE POWER
		10	71,700
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
			71,700
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

Page 12 of 59 Pages

13D

=====  
CUSIP No. 373298108  
=====

	NAMES OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Farallon Capital Offshore 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 13,818,900 Shares, which is 5.3% 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
---	--------------

4	SOURCE OF FUNDS (See Instructions)
	WC, OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

		SOLE VOTING POWER
7	NUMBER OF	-0-
	SHARES	
	BENEFICIALLY	SHARED VOTING POWER
8	OWNED BY	3,662,000
	EACH	
	REPORTING	SOLE DISPOSITIVE POWER
9	PERSON WITH	-0-
		SHARED DISPOSITIVE POWER
10		3,662,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,662,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.4%

14 TYPE OF REPORTING PERSON (See Instructions)  
PN

13D

=====  
CUSIP No. 373298108  
=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. 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 ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the



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3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	OO	
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
	NUMBER OF	SOLE VOTING POWER
		-0-
	SHARES	8
	BENEFICIALLY OWNED BY	SHARED VOTING POWER
	EACH	4,555,500
	REPORTING PERSON WITH	9
		SOLE DISPOSITIVE POWER
		-0-
		10
		SHARED DISPOSITIVE POWER
		4,555,500
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,555,500	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	1.7%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IA, OO	

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

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

    **      The reporting persons making this filing hold an
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=====
3  SEC USE ONLY
=====
4  SOURCE OF FUNDS (See Instructions)

    AF
=====
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          7          -0-
    SHARES
    BENEFICIALLY      8          9,263,400
    OWNED BY
    EACH
    REPORTING          9          -0-
    PERSON WITH
    SHARED DISPOSITIVE POWER
    10          9,263,400
=====
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

    9,263,400
=====
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
    CERTAIN SHARES (See Instructions)

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

    3.6%
=====
    TYPE OF REPORTING PERSON (See Instructions)
=====

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14

OO

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13D

=====  
CUSIP No. 373298108  
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-----  
NAMES OF REPORTING PERSONS

1 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)

(a) [ ]

(b) [ X ]\*\*

2

\*\* The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% 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

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SOURCE OF FUNDS (See Instructions)

AF, OO

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			13,818,900
EACH			
REPORTING	9		SOLE DISPOSITIVE POWER
PERSON WITH			-0-
	10		SHARED DISPOSITIVE POWER
			13,818,900

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 13,818,900

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.3%

14 TYPE OF REPORTING PERSON (See Instructions) IN

Page 16 of 59 Pages

13D

CUSIP No. 373298108

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

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 13,818,900 Shares, which is 5.3% 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) AF, OO

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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8	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER	13,818,900
9		SOLE DISPOSITIVE POWER	-0-
10		SHARED DISPOSITIVE POWER	13,818,900
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
			13,818,900
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		
			[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
			5.3%
14	TYPE OF REPORTING PERSON (See Instructions)		
	IN		

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13D

=====  
 CUSIP No. 373298108  
 =====

1	NAMES OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Charles E. Ellwein		
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 13,818,900 Shares, which is 5.3% 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)		

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AF, OO

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER 13,818,900 9 SOLE DISPOSITIVE POWER -0- 10 SHARED DISPOSITIVE POWER 13,818,900

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,818,900

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.3%

14 TYPE OF REPORTING PERSON (See Instructions) IN

13D

CUSIP No. 373298108

1 NAMES OF REPORTING PERSONS 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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2

\*\* The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% 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)

AF, OO

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			13,818,900
EACH			
REPORTING	9		SOLE DISPOSITIVE POWER
PERSON WITH			-0-
	10		SHARED DISPOSITIVE POWER
			13,818,900

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,818,900

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

[ ]

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

5.3%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

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=====  
 CUSIP No. 373298108  
 =====

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 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 ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% 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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 SOURCE OF FUNDS (See Instructions)  
 4 AF, OO

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

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

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES			-----
BENEFICIALLY		8	SHARED VOTING POWER
OWNED BY			13,818,900
EACH			-----
REPORTING		9	SOLE DISPOSITIVE POWER
PERSON WITH			-0-
			-----
		10	SHARED DISPOSITIVE POWER
			13,818,900

-----  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 11 13,818,900

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

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



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5.3%

-----  
 14 TYPE OF REPORTING PERSON (See Instructions)  
 IN  
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13D

=====  
 CUSIP No. 373298108  
 =====

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

-----  
 2 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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 4 SOURCE OF FUNDS (See Instructions)  
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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 13,818,900  
 -----

-----  
 9 SOLE DISPOSITIVE POWER  
 EACH REPORTING PERSON WITH -0-  
 -----

-----  
 SHARED DISPOSITIVE POWER  
 -----

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10

13,818,900

=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,818,900

-----

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

[ ]

-----

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

5.3%

-----

14 TYPE OF REPORTING PERSON (See Instructions)

IN

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13D

=====

CUSIP No. 373298108

=====

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1 NAMES OF REPORTING PERSONS

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

Stephen L. Millham

-----

2 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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4 SOURCE OF FUNDS (See Instructions)

AF, OO

-----

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

-----

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		SOLE VOTING POWER
7		
NUMBER OF		-0-
		=====
SHARES		SHARED VOTING POWER
BENEFICIALLY	8	
OWNED BY		13,818,900
		=====
EACH		SOLE DISPOSITIVE POWER
	9	
REPORTING		-0-
PERSON WITH		=====
		SHARED DISPOSITIVE POWER
	10	
		13,818,900
		=====
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		13,818,900
		=====
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
		[ ]
		=====
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
		5.3%
		=====
14		TYPE OF REPORTING PERSON (See Instructions)
		IN
		=====

13D

=====  
CUSIP No. 373298108  
=====

=====

	NAMES OF REPORTING PERSONS
1	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 ]**

2

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4 SOURCE OF FUNDS (See Instructions)  
AF, OO

-----

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		13,818,900
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
	10	SHARED DISPOSITIVE POWER
		13,818,900

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
13,818,900

-----

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

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.3%

-----

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

-----

13D

=====  
CUSIP No. 373298108  
=====

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

-----

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

(a) [ ]

(b) [ X ]\*\*

2

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3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

AF, OO

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	13,818,900
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	9	-0-
		SHARED DISPOSITIVE POWER
	10	13,818,900

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,818,900

12

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

[ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.3%

14

TYPE OF REPORTING PERSON (See Instructions)

IN

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13D

=====  
 CUSIP No. 373298108  
 =====

-----  
 NAMES OF REPORTING PERSONS  
 1 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)  
 (a) [ ]  
 (b) [ X ]\*\*  
 2  
  
 \*\* The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% 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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SOURCE OF FUNDS (See Instructions)  
 4  
 AF, OO  
 -----

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  
 -----

		SOLE VOTING POWER
NUMBER OF	7	-0-
SHARES		
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER
EACH		13,818,900
		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	9	-0-
		SHARED DISPOSITIVE POWER
	10	13,818,900

-----  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 11  
 13,818,900  
 -----

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

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-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.3%  
-----  
14 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

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13D

=====  
CUSIP No. 373298108  
=====

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

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 13,818,900 Shares, which is 5.3% 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)  
AF, 00

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 13,818,900

9 SOLE DISPOSITIVE POWER  
EACH

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REPORTING	-0-
PERSON WITH	=====
	SHARED DISPOSITIVE POWER
10	13,818,900
	=====
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	13,818,900
	=====
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	[ ]
	=====
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	5.3%
	=====
14	TYPE OF REPORTING PERSON (See Instructions)
	IN
	=====

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Item 1. Security And Issuer

This statement relates to shares of Common Stock, par value \$0.80 per share (the "Shares"), of Georgia-Pacific Corporation (the "Company"). The Company's principal offices are located at 133 Peachtree Street, N.E., Atlanta, Georgia 30303.

Item 2. Identity And Background

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

The Noonday Fund

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

The Noonday Sub-adviser Entities

- (ii) Noonday G.P. (U.S.), L.L.C., a Delaware limited liability company which is a sub-investment adviser(1) to each of the Funds and the Managed Accounts (the "First Noonday Sub-adviser"), with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts;
- (iii) Noonday Asset Management, L.P., a Delaware limited partnership, which is a sub-investment adviser(1) to



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each of the Funds and the Managed Accounts (the "Second Noonday Sub-adviser"), with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts; and

- (iv) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser (the "Noonday General Partner"), with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts.

The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Noonday General Partner are together referred to herein as the "Noonday Sub-adviser Entities."

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

Page 27 of 59 Pages

The Noonday Managing Members  
-----

- (v) David I. Cohen ("Cohen") and Saurabh K. Mittal ("Mittal"), the managing members of both the First Noonday Sub-adviser and the Noonday General Partner, with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts.

Cohen and Mittal are referred to herein as the "Noonday Individual Reporting Persons."

The Farallon Funds  
-----

- (vi) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (vii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (viii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (ix) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;

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- (x) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares held by it; and
- (xi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, Tinicum and FCOI II are together referred to herein as the "Farallon Funds." The Noonday Fund and the Farallon Funds are together referred to herein as the "Funds."

### The Management Company

-----

- (xii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed Accounts").

### The Farallon General Partner

-----

- (xiii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds and the managing member of

Page 28 of 59 Pages

the Noonday Fund (the "Farallon General Partner"), with respect to the Shares held by each of the Funds.

### The Farallon Managing Members

-----

- (xiv) The following persons who are managing members of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Funds and the Managed Accounts: Chun R. Ding ("Ding"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

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

(b) The address of the principal business and principal office of (i) the Funds, the Management Company and the Farallon General Partner is One Maritime Plaza, Suite 1325, San Francisco, California 94111, (ii) the Noonday Sub-adviser Entities is 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202, and (iii) each of the Individual Reporting Persons is set forth in Annex 1 hereto.

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(c) The principal business of each of the Funds is that of a private investment fund engaging in the purchase and sale of investments for its own account. The principal business of the First Noonday Sub-adviser and the Second Noonday Sub-adviser is to act as a sub-investment adviser to the Funds and the Managed Accounts. The principal business of the Noonday General Partner is to act as the general partner of the Second Noonday Sub-adviser. The principal business of the Management Company is that of a registered investment adviser. The principal business of the Farallon General Partner is to act as the general partner of the Farallon Funds and the managing

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member of the Noonday Fund. The principal business of each of the Individual Reporting Persons is set forth in Annex 1 hereto.

(d) None of the Funds, the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner or the Individual Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Funds, the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner or the Individual Reporting Persons has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The citizenship of each of the Funds, the Noonday Sub-adviser Entities, the Management Company and the Farallon General Partner is set forth above. Each of the Individual Reporting Persons other than Mittal is a citizen of the United States. Mittal is a citizen of India.

The other information required by Item 2 relating to the identity and background of the Reporting Persons is set forth in Annex 1 hereto.

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

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

Entity	Shares Held	Approximate Net Investment Cost
Noonday Fund	145,600	\$6,902,547
FCP	2,333,400	\$110,618,708
FCIP	2,202,800	\$104,468,955
FCIP II	381,600	\$18,082,756
FCIP III	466,300	\$22,095,773
Tinicum	71,700	\$3,398,868

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FCOI II	3,662,000	\$173,596,762
Managed Accounts	4,555,500	\$215,964,947

The consideration for such acquisitions was obtained as follows: (i)

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with respect to the Noonday Fund, FCP, Tinicum and FCOI II, from working capital, and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by the Noonday Fund, FCP, Tinicum and FCOI II at Goldman, Sachs & Co.; (ii) with respect to FCIP, FCIP II and FCIP III, from working capital; and (iii) with respect to the Managed Accounts, from the working capital of the Managed Accounts and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by some of the Managed Accounts at Goldman, Sachs & Co. The Noonday Fund, FCP, Tinicum, FCOI II and some of the Managed Accounts hold certain securities in their respective margin accounts at Goldman, Sachs & Co., and the accounts may from time to time have debit balances. It is not possible to determine the amount of borrowings, if any, used to acquire the Shares.

Item 4. Purpose Of The Transaction  
-----

The purpose of the acquisition of the Shares is for investment, and the acquisitions of the Shares by each of the Funds and the Managed Accounts were made in the ordinary course of business and were not made for the purpose of acquiring control of the Company.

Although no Reporting Person has any specific plan or proposal to acquire or dispose of Shares, consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Shares or dispose of any or all of its Shares depending upon an ongoing evaluation of the investment in the Shares, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Person and/or other investment considerations. No Reporting Person has made a determination regarding a maximum or minimum

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number of Shares which it may hold at any point in time.

Also, consistent with their investment intent, the Reporting Persons may engage in communications with one or more shareholders of the Company, one or more officers of the Company and/or one or more members of the board of directors of the Company regarding the Company, including but not limited to its operations.

Except to the extent the foregoing may be deemed a plan or proposal, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest In Securities Of The Issuer  
-----

(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 260,337,551 Shares outstanding as of November 11, 2005 as reported by the Company in its Schedule 14D-9 filed with the Securities and Exchange Commission on

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November 17, 2005.

- (c) The trade dates, number of Shares purchased or sold and the price per Shares (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 Noontday Sub-adviser, the Second Noontday 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 or certain of the Shares held by the Funds as reported herein. The Noontday General Partner is the general partner of the Second Noontday Sub-adviser. The Noontday Individual Reporting Persons are managing members of both the First Noontday Sub-adviser and the Noontday General Partner.

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

- (e) Not applicable.
- (b) The Noontday Sub-adviser Entities  
-----
- (a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Noontday Sub-adviser Entity is incorporated herein by reference.
  - (c) None.
  - (d) Each of the First Noontday Sub-adviser, the Second Noontday 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 or certain of the Shares held by the Funds as reported herein. Each of the First Noontday Sub-adviser, the Second Noontday 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 or certain of the Shares held by the Managed Accounts as reported herein. The Noontday General Partner is the general partner of the Second Noontday Sub-adviser. The Noontday Individual Reporting Persons are managing members of both the First Noontday Sub-adviser and the Noontday 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 Noontday Individual Reporting Persons  
-----

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(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 or certain 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 or certain 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

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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.

(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 Shares (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 or certain 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.

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(e) Not applicable.

(e) The Farallon General Partner  
-----

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.

(c) None.

(d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain 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.

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(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 or certain 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 or certain 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 the managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.

(e) Not applicable.

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The Shares reported hereby for the Funds are owned directly by the Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The First Noonday Sub-adviser and the Second Noonday Sub-adviser, as sub-investment advisers to the Funds and the Managed Accounts, may be deemed to be the beneficial owners of all such Shares owned by the Noonday Fund and certain of such Shares owned by the Farallon 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 Noonday Fund and certain of such Shares owned by the Farallon 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 Noonday Fund and certain of such Shares owned by the Farallon 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, 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

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Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 6. Contracts, Arrangements, Understandings Or

-----  
Relationships With Respect To Securities Of The Issuer  
-----

Except as described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between such persons and any other person with respect to any securities of the Company, including but not limited to the transfer or voting of any securities of the Company, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Materials To Be Filed As Exhibits

-----  
There is filed herewith as Exhibit 1 a written agreement relating to the filing of joint acquisition statements as required by Section 240.13d-1(k) under the Securities Exchange Act of 1934, as amended.

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SIGNATURES

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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 9, 2005

/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

/s/ Monica R. Landry

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

/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

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/s/ Monica R. Landry

-----  
Monica R. Landry, individually and as attorney-in-fact for

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each of David I. Cohen, Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard B. Fried, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly

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 Powers of Attorney executed by Ellwein and Patel authorizing Landry to sign and file this Schedule 13D on each person's 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 Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are 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 each person's 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.

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ANNEX 1

Set forth below with respect to the Noonday Sub-adviser Entities, the Management Company and the Farallon General Partner is the following information: (a) name; (b) address; (c) principal business; (d) state of organization; and (e) controlling persons. Set forth below with respect to each Individual Reporting Person is the following information: (a) name; (b) business address; (c) principal occupation; and (d) citizenship.

1. The First Noonday Sub-adviser  
-----

- (a) Noonday G.P. (U.S.), L.L.C.
- (b) c/o Noonday Asset Management, L.P.  
227 West Trade Street, Suite 2140  
Charlotte, North Carolina 28202
- (c) Serves as sub-investment adviser to investment funds
- (d) Delaware limited liability company
- (e) Managing Members: David I. Cohen and Saurabh K. Mittal

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2. The Second Noonday Sub-adviser  
-----

- (a) Noonday Asset Management, L.P.
- (b) 227 West Trade Street, Suite 2140  
Charlotte, North Carolina 28202
- (c) Serves as sub-investment adviser to investment funds
- (d) Delaware limited partnership
- (e) David I. Cohen and Saurabh K. Mittal, the managing members of  
its general partner

3. The Noonday General Partner  
-----

- (a) Noonday Capital, L.L.C.
- (b) c/o Noonday Asset Management, L.P.  
227 West Trade Street, Suite 2140  
Charlotte, North Carolina 28202
- (c) Serves as general partner of the Second Noonday Sub-adviser
- (d) Delaware limited liability company
- (e) Managing Members: David I. Cohen and Saurabh K. Mittal

4. The Noonday Individual Reporting Persons  
-----

Cohen is a citizen of the United States. Mittal is a citizen of India. The business address of each of the Noonday Individual Reporting Persons is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The principal occupation of each of the Noonday Individual Reporting Persons is serving as the managing member of both the First Noonday Sub-adviser and the Noonday General Partner. The Noonday Individual Reporting Persons do not have any additional information to disclose

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with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

5. The Management Company  
-----

- (a) Farallon Capital Management, L.L.C.
- (b) One Maritime Plaza, Suite 1325  
San Francisco, California 94111
- (c) Serves as investment adviser to various managed accounts
- (d) Delaware limited liability company
- (e) Managing Members: Thomas F. Steyer, Senior Managing Member;  
Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard  
B. Fried, Monica R. Landry, William F. Mellin, Stephen L.  
Millham, Rajiv A. Patel, Derek C. Schrier and Mark C. Wehrly,  
Managing Members.

6. The Farallon General Partner  
-----

- (a) Farallon Partners, L.L.C.

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- (b) c/o Farallon Capital Management, L.L.C.  
One Maritime Plaza, Suite 1325  
San Francisco, California 94111
- (c) Serves as general partner to investment partnerships
- (d) Delaware limited liability company
- (e) Managing Members: Thomas F. Steyer, Senior Managing Member;  
Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard  
B. Fried, Monica R. Landry, William F. Mellin, Stephen L.  
Millham, Rajiv A. Patel, Derek C. Schrier and Mark C. Wehrly,  
Managing Members.

7. The Farallon Individual Reporting Persons  
-----

Each of the Farallon Individual Reporting Persons is a United States citizen whose business address is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111. The principal occupation of Thomas F. Steyer is serving as senior managing member of both the Management Company and the Farallon General Partner. The principal occupation of each other Farallon Individual Reporting Person is serving as a managing member of both the Management Company and the Farallon General Partner. None of the Farallon Individual Reporting Persons has any additional information to disclose with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

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SCHEDULE A  
-----

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

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
11/14/2005	23,200 (P)	47.54
11/14/2005	100 (P)	47.53
11/14/2005	6,400 (P)	47.37
11/14/2005	10,100 (P)	47.52
11/14/2005	2,500 (P)	47.53
11/15/2005	2,700 (P)	47.30
11/15/2005	7,500 (P)	47.31
11/15/2005	5,000 (P)	47.31
11/15/2005	6,000 (P)	47.31
11/17/2005	1,500 (P)	47.30
11/17/2005	500 (P)	47.28
11/17/2005	7,100 (P)	47.28
11/17/2005	1,500 (P)	47.28
11/18/2005	1,800 (P)	47.27
11/18/2005	4,000 (P)	47.27
11/18/2005	1,300 (P)	47.26

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11/18/2005	5,000 (P)	47.28
11/18/2005	1,600 (P)	47.27
11/18/2005	2,000 (P)	47.26
11/21/2005	7,400 (P)	47.28
11/21/2005	5,000 (P)	47.29
11/21/2005	2,500 (P)	47.29
11/21/2005	5,000 (P)	47.29
11/22/2005	500 (S)	47.23
11/22/2005	100 (S)	47.19
11/22/2005	2,200 (S)	47.24
11/30/2005	2,800 (P)	47.28
11/30/2005	5,800 (P)	47.27
12/1/2005	1,600 (P)	47.42
12/1/2005	1,000 (P)	47.43
12/1/2005	3,300 (P)	47.43
12/1/2005	1,000 (P)	47.43
12/2/2005	22,500 (P)	47.63
12/2/2005	700 (P)	47.65

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SCHEDULE B  
-----

FARALLON CAPITAL PARTNERS, L.P.  
-----

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
-----	-----	-----
11/14/2005	20,900 (P)	47.53
11/14/2005	1,000 (P)	47.53
11/14/2005	194,100 (P)	47.54
11/14/2005	53,200 (P)	47.37
11/14/2005	84,900 (P)	47.52
11/14/2005	182,600 (P)	47.54
11/14/2005	19,700 (P)	47.53
11/14/2005	50,000 (P)	47.37
11/14/2005	1,000 (P)	47.53
11/14/2005	79,900 (P)	47.52
11/15/2005	71,300 (P)	47.31
11/15/2005	47,500 (P)	47.31
11/15/2005	25,700 (P)	47.30
11/15/2005	57,000 (P)	47.31
11/15/2005	24,300 (P)	47.30
11/15/2005	54,000 (P)	47.31
11/15/2005	67,500 (P)	47.31
11/15/2005	45,000 (P)	47.31
11/17/2005	13,500 (P)	47.30
11/17/2005	4,500 (P)	47.28
11/17/2005	13,500 (P)	47.28
11/17/2005	63,900 (P)	47.28
11/17/2005	12,800 (P)	47.30
11/17/2005	4,300 (P)	47.28

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11/17/2005	12,800 (P)	47.28
11/17/2005	60,400 (P)	47.28
11/18/2005	13,400 (P)	47.27
11/18/2005	41,900 (P)	47.28
11/18/2005	33,500 (P)	47.27
11/18/2005	10,500 (P)	47.26
11/18/2005	15,100 (P)	47.27
11/18/2005	16,800 (P)	47.26
11/18/2005	31,500 (P)	47.27
11/18/2005	9,800 (P)	47.26
11/18/2005	39,400 (P)	47.28
11/18/2005	14,200 (P)	47.27
11/18/2005	12,600 (P)	47.27

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11/18/2005	15,800 (P)	47.26
11/21/2005	48,700 (P)	47.28
11/21/2005	33,000 (P)	47.29
11/21/2005	16,500 (P)	47.29
11/21/2005	33,000 (P)	47.29
11/21/2005	30,500 (P)	47.29
11/21/2005	15,300 (P)	47.29
11/21/2005	30,500 (P)	47.29
11/21/2005	45,000 (P)	47.28
11/22/2005	18,100 (S)	47.24
11/22/2005	4,400 (S)	47.23
11/22/2005	800 (S)	47.19
11/22/2005	4,200 (S)	47.23
11/22/2005	700 (S)	47.19
11/22/2005	17,000 (S)	47.24
11/30/2005	22,500 (P)	47.28
11/30/2005	46,400 (P)	47.27
11/30/2005	43,900 (P)	47.27
11/30/2005	21,300 (P)	47.28
12/1/2005	30,000 (P)	47.43
12/1/2005	9,000 (P)	47.43
12/1/2005	14,400 (P)	47.42
12/1/2005	9,000 (P)	47.43
12/1/2005	13,600 (P)	47.42
12/1/2005	8,500 (P)	47.43
12/1/2005	28,300 (P)	47.43
12/1/2005	8,500 (P)	47.43
12/2/2005	5,600 (P)	47.65
12/2/2005	175,000 (P)	47.63
12/2/2005	5,300 (P)	47.65
12/2/2005	165,000 (P)	47.63

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SCHEDULE C

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
11/14/2005	1,600 (P)	47.53
11/14/2005	31,900 (P)	47.53
11/14/2005	295,600 (P)	47.54
11/14/2005	81,000 (P)	47.37
11/14/2005	129,300 (P)	47.52
11/14/2005	30,000 (P)	47.53
11/14/2005	1,500 (P)	47.53
11/14/2005	76,200 (P)	47.37
11/14/2005	278,200 (P)	47.54
11/14/2005	121,700 (P)	47.52
11/15/2005	45,000 (P)	47.31
11/15/2005	56,300 (P)	47.31
11/15/2005	20,300 (P)	47.30
11/15/2005	37,500 (P)	47.31
11/15/2005	18,900 (P)	47.30
11/15/2005	42,000 (P)	47.31
11/15/2005	52,500 (P)	47.31
11/15/2005	35,000 (P)	47.31
11/17/2005	11,600 (P)	47.30
11/17/2005	3,900 (P)	47.28
11/17/2005	11,600 (P)	47.28
11/17/2005	55,000 (P)	47.28
11/17/2005	11,100 (P)	47.30
11/17/2005	3,700 (P)	47.28
11/17/2005	11,100 (P)	47.28
11/17/2005	52,400 (P)	47.28
11/18/2005	29,500 (P)	47.27
11/18/2005	9,200 (P)	47.26
11/18/2005	36,900 (P)	47.28
11/18/2005	13,300 (P)	47.27
11/18/2005	11,800 (P)	47.27
11/18/2005	14,800 (P)	47.26
11/18/2005	8,800 (P)	47.26
11/18/2005	35,000 (P)	47.28
11/18/2005	28,000 (P)	47.27
11/18/2005	12,600 (P)	47.27
11/18/2005	11,200 (P)	47.27

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11/18/2005	14,000 (P)	47.26
11/21/2005	30,200 (P)	47.28
11/21/2005	10,300 (P)	47.29
11/21/2005	20,500 (P)	47.29
11/21/2005	20,500 (P)	47.29

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11/21/2005	9,500 (P)	47.29
11/21/2005	19,000 (P)	47.29
11/21/2005	19,000 (P)	47.29
11/21/2005	28,000 (P)	47.28
11/22/2005	19,300 (S)	47.24
11/22/2005	4,700 (S)	47.23
11/22/2005	800 (S)	47.19
11/22/2005	4,500 (S)	47.23
11/22/2005	800 (S)	47.19
11/22/2005	18,200 (S)	47.24
11/30/2005	11,600 (P)	47.28
11/30/2005	23,900 (P)	47.27
11/30/2005	10,900 (P)	47.28
11/30/2005	22,600 (P)	47.27
12/1/2005	4,900 (P)	47.43
12/1/2005	7,800 (P)	47.42
12/1/2005	16,200 (P)	47.43
12/1/2005	4,900 (P)	47.43
12/1/2005	7,400 (P)	47.42
12/1/2005	15,400 (P)	47.43
12/1/2005	4,600 (P)	47.43
12/1/2005	4,600 (P)	47.43
12/2/2005	3,500 (P)	47.65
12/2/2005	110,000 (P)	47.63
12/2/2005	3,300 (P)	47.65
12/2/2005	102,500 (P)	47.63

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SCHEDULE D

-----  
 FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.  
 -----

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
-----	-----	-----
11/14/2005	12,700 (P)	47.52
11/14/2005	7,900 (P)	47.37
11/14/2005	200 (P)	47.53
11/14/2005	29,000 (P)	47.54
11/14/2005	3,100 (P)	47.53
11/14/2005	11,400 (P)	47.52
11/14/2005	100 (P)	47.53
11/14/2005	26,100 (P)	47.54
11/14/2005	2,800 (P)	47.53
11/14/2005	7,100 (P)	47.37
11/15/2005	4,400 (P)	47.30



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11/15/2005	12,200 (P)	47.31
11/15/2005	9,800 (P)	47.31
11/15/2005	8,100 (P)	47.31
11/15/2005	9,000 (P)	47.31
11/15/2005	7,500 (P)	47.31
11/15/2005	4,100 (P)	47.30
11/15/2005	11,300 (P)	47.31
11/17/2005	2,600 (P)	47.30
11/17/2005	900 (P)	47.28
11/17/2005	2,600 (P)	47.28
11/17/2005	12,400 (P)	47.28
11/17/2005	2,400 (P)	47.30
11/17/2005	800 (P)	47.28
11/17/2005	2,400 (P)	47.28
11/17/2005	11,500 (P)	47.28
11/18/2005	3,600 (P)	47.27
11/18/2005	3,200 (P)	47.27
11/18/2005	8,000 (P)	47.27
11/18/2005	2,500 (P)	47.26
11/18/2005	10,000 (P)	47.28
11/18/2005	4,000 (P)	47.26
11/18/2005	3,000 (P)	47.27
11/18/2005	3,400 (P)	47.27
11/18/2005	2,300 (P)	47.26
11/18/2005	9,400 (P)	47.28
11/18/2005	7,500 (P)	47.27

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11/18/2005	3,800 (P)	47.26
11/21/2005	9,600 (P)	47.28
11/21/2005	6,500 (P)	47.29
11/21/2005	6,500 (P)	47.29
11/21/2005	3,300 (P)	47.29
11/21/2005	9,600 (P)	47.28
11/21/2005	6,500 (P)	47.29
11/21/2005	6,500 (P)	47.29
11/21/2005	3,300 (P)	47.29
11/22/2005	3,200 (S)	47.24
11/22/2005	100 (S)	47.19
11/22/2005	800 (S)	47.23
11/22/2005	700 (S)	47.23
11/22/2005	3,000 (S)	47.24
11/22/2005	100 (S)	47.19
11/30/2005	2,500 (P)	47.28
11/30/2005	5,200 (P)	47.27
11/30/2005	2,200 (P)	47.28
11/30/2005	4,500 (P)	47.27
12/1/2005	1,000 (P)	47.43
12/1/2005	3,300 (P)	47.43
12/1/2005	1,000 (P)	47.43
12/1/2005	1,600 (P)	47.42
12/1/2005	1,000 (P)	47.43
12/1/2005	1,000 (P)	47.43
12/1/2005	1,600 (P)	47.42
12/1/2005	3,300 (P)	47.43
12/2/2005	22,500 (P)	47.63
12/2/2005	700 (P)	47.65
12/2/2005	22,500 (P)	47.63

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12/2/2005

700 (P)

47.65

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SCHEDULE E

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
11/14/2005	16,500 (P)	47.52
11/14/2005	200 (P)	47.53
11/14/2005	10,300 (P)	47.37
11/14/2005	4,100 (P)	47.53
11/14/2005	37,700 (P)	47.54
11/14/2005	15,200 (P)	47.52
11/14/2005	9,500 (P)	47.37
11/14/2005	3,800 (P)	47.53
11/14/2005	200 (P)	47.53
11/14/2005	34,800 (P)	47.54
11/15/2005	10,000 (P)	47.31
11/15/2005	12,000 (P)	47.31
11/15/2005	15,000 (P)	47.31
11/15/2005	5,400 (P)	47.30
11/15/2005	14,100 (P)	47.31
11/15/2005	9,400 (P)	47.31
11/15/2005	5,100 (P)	47.30
11/15/2005	11,300 (P)	47.31
11/17/2005	3,200 (P)	47.30
11/17/2005	1,100 (P)	47.28
11/17/2005	3,200 (P)	47.28
11/17/2005	15,100 (P)	47.28
11/17/2005	3,000 (P)	47.30
11/17/2005	1,000 (P)	47.28
11/17/2005	14,200 (P)	47.28
11/17/2005	3,000 (P)	47.28
11/18/2005	4,300 (P)	47.27
11/18/2005	11,900 (P)	47.28
11/18/2005	9,500 (P)	47.27
11/18/2005	3,000 (P)	47.26
11/18/2005	4,800 (P)	47.26
11/18/2005	3,800 (P)	47.27
11/18/2005	4,100 (P)	47.27
11/18/2005	11,300 (P)	47.28
11/18/2005	2,800 (P)	47.26
11/18/2005	9,000 (P)	47.27
11/18/2005	3,600 (P)	47.27

11/18/2005	4,500 (P)	47.26
11/21/2005	4,000 (P)	47.29
11/21/2005	8,000 (P)	47.29
11/21/2005	8,000 (P)	47.29
11/21/2005	11,800 (P)	47.28
11/21/2005	7,500 (P)	47.29
11/21/2005	3,800 (P)	47.29
11/21/2005	7,500 (P)	47.29
11/21/2005	11,100 (P)	47.28
11/22/2005	200 (S)	47.19
11/22/2005	4,000 (S)	47.24
11/22/2005	1,000 (S)	47.23
11/22/2005	900 (S)	47.23
11/22/2005	200 (S)	47.19
11/22/2005	3,800 (S)	47.24
11/30/2005	3,100 (P)	47.28
11/30/2005	6,500 (P)	47.27
11/30/2005	2,800 (P)	47.28
11/30/2005	5,800 (P)	47.27
12/1/2005	2,000 (P)	47.42
12/1/2005	4,200 (P)	47.43
12/1/2005	1,300 (P)	47.43
12/1/2005	1,300 (P)	47.43
12/1/2005	1,800 (P)	47.42
12/1/2005	1,100 (P)	47.43
12/1/2005	1,100 (P)	47.43
12/1/2005	3,700 (P)	47.43
12/2/2005	800 (P)	47.65
12/2/2005	25,000 (P)	47.63
12/2/2005	22,500 (P)	47.63
12/2/2005	700 (P)	47.65

SCHEDULE F

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TINICUM PARTNERS, L.P.

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TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
-----	-----	-----
11/14/2005	2,500 (P)	47.52
11/14/2005	1,600 (P)	47.37
11/14/2005	600 (P)	47.53
11/14/2005	5,800 (P)	47.54
11/14/2005	2,500 (P)	47.52

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11/14/2005	5,800 (P)	47.54
11/14/2005	600 (P)	47.53
11/14/2005	1,600 (P)	47.37
11/15/2005	1,500 (P)	47.31
11/15/2005	1,900 (P)	47.31
11/15/2005	700 (P)	47.30
11/15/2005	1,300 (P)	47.31
11/15/2005	1,500 (P)	47.31
11/15/2005	1,300 (P)	47.31
11/15/2005	1,900 (P)	47.31
11/15/2005	700 (P)	47.30
11/17/2005	400 (P)	47.30
11/17/2005	100 (P)	47.28
11/17/2005	400 (P)	47.28
11/17/2005	1,800 (P)	47.28
11/17/2005	400 (P)	47.30
11/17/2005	100 (P)	47.28
11/17/2005	400 (P)	47.28
11/17/2005	1,800 (P)	47.28
11/18/2005	500 (P)	47.27
11/18/2005	500 (P)	47.26
11/18/2005	1,300 (P)	47.28
11/18/2005	300 (P)	47.26
11/18/2005	1,000 (P)	47.27
11/18/2005	400 (P)	47.27
11/18/2005	500 (P)	47.27
11/18/2005	1,000 (P)	47.27
11/18/2005	1,300 (P)	47.28
11/18/2005	300 (P)	47.26
11/18/2005	400 (P)	47.27
11/18/2005	500 (P)	47.26
11/21/2005	2,200 (P)	47.28

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11/21/2005	1,500 (P)	47.29
11/21/2005	1,500 (P)	47.29
11/21/2005	800 (P)	47.29
11/21/2005	1,000 (P)	47.29
11/21/2005	1,500 (P)	47.28
11/21/2005	1,000 (P)	47.29
11/21/2005	500 (P)	47.29
11/22/2005	600 (S)	47.24
11/22/2005	100 (S)	47.23
11/22/2005	500 (S)	47.24
11/22/2005	100 (S)	47.23
11/30/2005	600 (P)	47.28
11/30/2005	1,300 (P)	47.27
11/30/2005	600 (P)	47.28
11/30/2005	1,300 (P)	47.27
12/1/2005	400 (P)	47.42
12/1/2005	300 (P)	47.43
12/1/2005	800 (P)	47.43
12/1/2005	300 (P)	47.43
12/1/2005	800 (P)	47.43
12/1/2005	300 (P)	47.43
12/1/2005	400 (P)	47.42
12/1/2005	300 (P)	47.43
12/2/2005	5,000 (P)	47.63

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12/2/2005	200 (P)	47.65
12/2/2005	5,000 (P)	47.63
12/2/2005	200 (P)	47.65

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SCHEDULE G

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
11/14/2005	122,900 (P)	47.52
11/14/2005	1,500 (P)	47.53
11/14/2005	281,100 (P)	47.54
11/14/2005	30,300 (P)	47.53
11/14/2005	77,000 (P)	47.37
11/14/2005	116,600 (P)	47.52
11/14/2005	73,000 (P)	47.37
11/14/2005	28,800 (P)	47.53
11/14/2005	1,400 (P)	47.53
11/14/2005	266,600 (P)	47.54
11/15/2005	36,500 (P)	47.30
11/15/2005	67,500 (P)	47.31
11/15/2005	81,000 (P)	47.31
11/15/2005	101,300 (P)	47.31
11/15/2005	63,100 (P)	47.31
11/15/2005	34,100 (P)	47.30
11/15/2005	75,800 (P)	47.31
11/15/2005	94,700 (P)	47.31
11/17/2005	6,700 (P)	47.28
11/17/2005	20,100 (P)	47.30
11/17/2005	95,000 (P)	47.28
11/17/2005	20,100 (P)	47.28
11/17/2005	6,300 (P)	47.28
11/17/2005	18,800 (P)	47.30
11/17/2005	88,800 (P)	47.28
11/17/2005	18,800 (P)	47.28
11/18/2005	24,500 (P)	47.27
11/18/2005	68,100 (P)	47.28
11/18/2005	17,000 (P)	47.26
11/18/2005	54,500 (P)	47.27
11/18/2005	27,300 (P)	47.26
11/18/2005	21,800 (P)	47.27
11/18/2005	23,200 (P)	47.27
11/18/2005	64,400 (P)	47.28
11/18/2005	51,500 (P)	47.27
11/18/2005	16,100 (P)	47.26

11/18/2005	25,800 (P)	47.26
11/18/2005	20,600 (P)	47.27
11/21/2005	90,700 (P)	47.28
11/21/2005	61,500 (P)	47.29
11/21/2005	61,500 (P)	47.29
11/21/2005	30,800 (P)	47.29
11/21/2005	28,800 (P)	47.29
11/21/2005	57,500 (P)	47.29
11/21/2005	57,500 (P)	47.29
11/21/2005	84,800 (P)	47.28
11/22/2005	27,700 (S)	47.24
11/22/2005	1,200 (S)	47.19
11/22/2005	6,800 (S)	47.23
11/22/2005	1,100 (S)	47.19
11/22/2005	6,400 (S)	47.23
11/22/2005	26,100 (S)	47.24
11/30/2005	38,800 (P)	47.28
11/30/2005	80,000 (P)	47.27
11/30/2005	36,300 (P)	47.28
11/30/2005	74,800 (P)	47.27
12/1/2005	50,400 (P)	47.43
12/1/2005	15,100 (P)	47.43
12/1/2005	24,200 (P)	47.42
12/1/2005	15,100 (P)	47.43
12/1/2005	47,000 (P)	47.43
12/1/2005	22,600 (P)	47.42
12/1/2005	14,100 (P)	47.43
12/1/2005	14,100 (P)	47.43
12/2/2005	9,400 (P)	47.65
12/2/2005	292,500 (P)	47.63
12/2/2005	272,500 (P)	47.63
12/2/2005	8,700 (P)	47.65

SCHEDULE H

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 FARALLON CAPITAL MANAGEMENT, L.L.C.  
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TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
-----	-----	-----
11/14/2005	138,200 (P)	47.52
11/14/2005	86,700 (P)	47.37
11/14/2005	34,100 (P)	47.53
11/14/2005	1,700 (P)	47.53

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11/14/2005	315,800 (P)	47.54
11/14/2005	1,800 (P)	47.53
11/14/2005	32,400 (P)	47.53
11/14/2005	301,200 (P)	47.54
11/14/2005	131,900 (P)	47.52
11/14/2005	82,700 (P)	47.37
11/15/2005	42,000 (P)	47.30
11/15/2005	93,700 (P)	47.31
11/15/2005	117,000 (P)	47.31
11/15/2005	78,100 (P)	47.31
11/15/2005	88,400 (P)	47.31
11/15/2005	73,700 (P)	47.31
11/15/2005	39,700 (P)	47.30
11/15/2005	110,500 (P)	47.31
11/17/2005	23,600 (P)	47.30
11/17/2005	7,800 (P)	47.28
11/17/2005	23,600 (P)	47.28
11/17/2005	111,800 (P)	47.28
11/17/2005	22,000 (P)	47.30
11/17/2005	7,300 (P)	47.28
11/17/2005	22,000 (P)	47.28
11/17/2005	104,600 (P)	47.28
11/18/2005	20,000 (P)	47.26
11/18/2005	79,900 (P)	47.28
11/18/2005	28,700 (P)	47.27
11/18/2005	25,600 (P)	47.27
11/18/2005	64,000 (P)	47.27
11/18/2005	31,800 (P)	47.26
11/18/2005	60,000 (P)	47.27
11/18/2005	26,800 (P)	47.27
11/18/2005	18,800 (P)	47.26
11/18/2005	74,800 (P)	47.28

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11/18/2005	29,800 (P)	47.26
11/18/2005	24,000 (P)	47.27
11/21/2005	101,800 (P)	47.28
11/21/2005	69,000 (P)	47.29
11/21/2005	69,000 (P)	47.29
11/21/2005	34,300 (P)	47.29
11/21/2005	95,100 (P)	47.28
11/21/2005	64,500 (P)	47.29
11/21/2005	32,000 (P)	47.29
11/21/2005	64,500 (P)	47.29
11/22/2005	1,400 (S)	47.19
11/22/2005	7,800 (S)	47.23
11/22/2005	31,500 (S)	47.24
11/22/2005	7,300 (S)	47.23
11/22/2005	29,700 (S)	47.24
11/22/2005	1,300 (S)	47.19
11/30/2005	45,900 (P)	47.28
11/30/2005	94,700 (P)	47.27
11/30/2005	43,100 (P)	47.28
11/30/2005	89,000 (P)	47.27
12/1/2005	18,400 (P)	47.43
12/1/2005	61,600 (P)	47.43
12/1/2005	18,400 (P)	47.43
12/1/2005	29,600 (P)	47.42

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12/1/2005	27,800 (P)	47.42
12/1/2005	17,400 (P)	47.43
12/1/2005	17,400 (P)	47.43
12/1/2005	58,000 (P)	47.43
12/2/2005	370,000 (P)	47.63
12/2/2005	11,800 (P)	47.65
12/2/2005	347,500 (P)	47.63
12/2/2005	11,100 (P)	47.65
11/14/2005	200 (P)	47.53
11/14/2005	11,100 (P)	47.37
11/14/2005	4,400 (P)	47.53
11/14/2005	40,600 (P)	47.54
11/14/2005	17,700 (P)	47.52
11/15/2005	5,400 (P)	47.30
11/15/2005	12,000 (P)	47.31
11/15/2005	15,000 (P)	47.31
11/15/2005	10,000 (P)	47.31
11/17/2005	1,000 (P)	47.28
11/17/2005	3,000 (P)	47.30
11/17/2005	14,200 (P)	47.28
11/17/2005	3,000 (P)	47.28

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11/18/2005	3,400 (P)	47.27
11/18/2005	7,500 (P)	47.27
11/18/2005	2,300 (P)	47.26
11/18/2005	9,400 (P)	47.28
11/18/2005	3,800 (P)	47.26
11/18/2005	3,000 (P)	47.27
11/21/2005	12,500 (P)	47.28
11/21/2005	8,500 (P)	47.29
11/21/2005	4,300 (P)	47.29
11/21/2005	8,500 (P)	47.29
11/22/2005	4,000 (S)	47.24
11/22/2005	1,000 (S)	47.23
11/22/2005	200 (S)	47.19
11/30/2005	5,000 (P)	47.28
11/30/2005	10,300 (P)	47.27
12/1/2005	3,200 (P)	47.42
12/1/2005	6,700 (P)	47.43
12/1/2005	2,000 (P)	47.43
12/1/2005	2,000 (P)	47.43
12/2/2005	40,000 (P)	47.63
12/2/2005	1,300 (P)	47.65

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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 13D

JOINT ACQUISITION STATEMENT  
PURSUANT TO SECTION 240.13d-1(k)  
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The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: December 9, 2005

/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

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

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/s/ Monica R. Landry

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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

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

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