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UNITED DEFENSE INDUSTRIES INC
Form SC 13D
May 16, 2005

OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
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hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D

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

United Defense Industries, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

91018B104

(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)

May 5, 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

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copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)
Page 1 of 50 Pages
Exhibit Index Found on Page 48

13D

=====
CUSIP No. 91018B104
=====

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 2,680,500 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

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

SOLE VOTING POWER

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NUMBER OF	-0-	=====
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	8	622,600
EACH		=====
	9	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH		-0-
		=====
	10	SHARED DISPOSITIVE POWER
		622,600
=====		
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		622,600
=====		
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
		[]
=====		
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
		1.2%
=====		
14		TYPE OF REPORTING PERSON (See Instructions)
		PN
=====		

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13D

=====
CUSIP No. 91018B104
=====

=====

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]**

=====

	**	The reporting persons making this filing hold an aggregate of 2,680,500 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
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4		SOURCE OF FUNDS (See Instructions)
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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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER 405,200 9 SOLE DISPOSITIVE POWER -0- 10 SHARED DISPOSITIVE POWER 405,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 405,200

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.8%

14 TYPE OF REPORTING PERSON (See Instructions) PN

13D

=====
CUSIP No. 91018B104
=====

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]**

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2

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3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

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

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

36,600

EACH

9

SOLE DISPOSITIVE POWER

-0-

REPORTING
PERSON WITH

10

SHARED DISPOSITIVE POWER

36,600

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,600

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)

PN

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CUSIP No. 91018B104

=====

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

Farallon Capital Institutional Partners III, 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

Delaware

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES			-----
BENEFICIALLY	8		SHARED VOTING POWER
OWNED BY			39,200
EACH			-----
REPORTING	9		SOLE DISPOSITIVE POWER
PERSON WITH			-0-

	10		SHARED DISPOSITIVE POWER
			39,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,200

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

[]

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

0.1%

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TYPE OF REPORTING PERSON (See Instructions)

14

PN

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13D

CUSIP No. 91018B104

NAMES OF REPORTING PERSONS

1 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)

2

(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

New York

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES		8	SHARED VOTING POWER
BENEFICIALLY OWNED BY			13,400
EACH		9	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH			-0-
		10	SHARED DISPOSITIVE POWER
			13,400

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

13,400

12

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

[]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14

TYPE OF REPORTING PERSON (See Instructions)

PN

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13D

CUSIP No. 91018B104

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 REPORTING PERSON WITH	8	123,500

		9	SOLE DISPOSITIVE POWER
			-0-

		10	SHARED DISPOSITIVE POWER
			123,500

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	123,500		

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

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

14	TYPE OF REPORTING PERSON (See Instructions)		
	OO		

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13D

=====
CUSIP No. 91018B104
=====

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 2,680,500 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)		
	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

Delaware

		SOLE VOTING POWER
7		
NUMBER OF		-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY	8	
OWNED BY		1,440,000
EACH		SOLE DISPOSITIVE POWER
	9	
REPORTING		-0-
PERSON WITH		
		SHARED DISPOSITIVE POWER
	10	
		1,440,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,440,000

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

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

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

13D

=====
 CUSIP No. 91018B104
 =====

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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aggregate of 2,680,500 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)
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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
=====	
	SOLE VOTING POWER
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	-0-
=====	
8	SHARED VOTING POWER
	1,240,500
=====	
9	SOLE DISPOSITIVE POWER
	-0-
=====	
10	SHARED DISPOSITIVE POWER
	1,240,500
=====	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	1,240,500
=====	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	[]
=====	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	2.4%
=====	
14	TYPE OF REPORTING PERSON (See Instructions)
	00
=====	

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

    Noonday G.P. (U.S.), L.L.C.
=====
2  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                     (a) [   ]
                                     (b) [ X ]**

    **      The reporting persons making this filing hold an
            aggregate of 2,680,500 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)

    00
=====
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          SHARED VOTING POWER
    OWNED BY          2,680,500
    EACH
    REPORTING         9          SOLE DISPOSITIVE POWER
    PERSON WITH      -0-
    10              SHARED DISPOSITIVE POWER
                   2,680,500
=====
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

    2,680,500
=====
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
    CERTAIN SHARES (See Instructions)

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

    5.3%
=====
14 TYPE OF REPORTING PERSON (See Instructions)

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13D

CUSIP No. 91018B104

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

**

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3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

00

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

-0-

NUMBER OF

SHARED VOTING POWER

8

2,680,500

SHARES BENEFICIALLY OWNED BY

SOLE DISPOSITIVE POWER

9

-0-

EACH REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

10

2,680,500

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

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2,680,500

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

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

14 TYPE OF REPORTING PERSON (See Instructions) PN

Page 11 of 50 Pages

13D

=====
CUSIP No. 91018B104
=====

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]**

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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 SOLE VOTING POWER
NUMBER OF -0-
SHARES
BENEFICIALLY 8 SHARED VOTING POWER

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OWNED BY	2,680,500
=====	
EACH	SOLE DISPOSITIVE POWER
9	
REPORTING	-0-
PERSON WITH	=====
	SHARED DISPOSITIVE POWER
10	
	2,680,500
=====	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,680,500
=====	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	[]
=====	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	5.3%
=====	
14	TYPE OF REPORTING PERSON (See Instructions)
	OO
=====	

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13D

=====
CUSIP No. 91018B104
=====

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Chun R. Ding
=====	
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)
	AF, OO
=====	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

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[]

```

=====
6      CITIZENSHIP OR PLACE OF ORGANIZATION
      United States
=====
      SOLE VOTING POWER
      7      -0-
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      EACH
      REPORTING
      PERSON WITH
      8      SHARED VOTING POWER
      2,680,500
      9      SOLE DISPOSITIVE POWER
      -0-
      10     SHARED DISPOSITIVE POWER
      2,680,500
=====
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      2,680,500
=====
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES (See Instructions)
      [ ]
=====
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
      5.3%
=====
14     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

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13D

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=====
CUSIP No. 91018B104
=====

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=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
      Joseph F. Downes
=====
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)	
	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
	NUMBER OF	7 -0-
	SHARES	
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER
	EACH	2,680,500
	REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER
		-0-
		10 SHARED DISPOSITIVE POWER
		2,680,500
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,680,500	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	5.3%	
14	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)

William F. Duhamel

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

(a) []

(b) [X]**

2

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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

7

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

2,680,500

EACH

SOLE DISPOSITIVE POWER

9

REPORTING
PERSON WITH

-0-

SHARED DISPOSITIVE POWER

10

2,680,500

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,680,500

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

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.3%

TYPE OF REPORTING PERSON (See Instructions)

14

IN

13D

=====
 CUSIP No. 91018B104
 =====

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

Charles E. Ellwein

 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 AF, 00

 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-

 8 SHARED VOTING POWER
 SHARES BENEFICIALLY OWNED BY 2,680,500

 9 SOLE DISPOSITIVE POWER
 EACH REPORTING PERSON WITH -0-

 10 SHARED DISPOSITIVE POWER
 2,680,500

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,680,500

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

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

14 TYPE OF REPORTING PERSON (See Instructions)
IN

Page 16 of 50 Pages

13D

=====
CUSIP No. 91018B104
=====

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

Richard B. Fried

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

** The reporting persons making this filing hold an aggregate of 2,680,500 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)
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		2,680,500

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EACH	SOLE DISPOSITIVE POWER
9	-0-
REPORTING PERSON WITH	-----
	SHARED DISPOSITIVE POWER
10	2,680,500

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,680,500

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

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

14	TYPE OF REPORTING PERSON (See Instructions)
	IN

Page 17 of 50 Pages

13D

=====
CUSIP No. 91018B104
=====

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

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 2,680,500 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)
	AF, OO

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

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CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

		SOLE VOTING POWER
7		
NUMBER OF		-0-
		SHARED VOTING POWER
8		
SHARES		2,680,500
BENEFICIALLY		
OWNED BY		SOLE DISPOSITIVE POWER
9		
EACH		
10		
REPORTING		-0-
PERSON WITH		SHARED DISPOSITIVE POWER
		2,680,500
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		2,680,500
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
		[]
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
		5.3%
14		TYPE OF REPORTING PERSON (See Instructions)
		IN

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13D

=====
CUSIP No. 91018B104
=====

		NAMES OF REPORTING PERSONS
1		I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
		William F. Mellin
		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 2,680,500 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)
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 7 -0-

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 8 2,680,500

9 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH 9 -0-

10 SHARED DISPOSITIVE POWER
10 2,680,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,680,500

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

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

14 TYPE OF REPORTING PERSON (See Instructions)
IN

13D

=====
CUSIP No. 91018B104
=====

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

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Stephen L. Millham

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

(a)

(b) **

2

** The reporting persons making this filing hold an aggregate of 2,680,500 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)

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	2,680,500
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	9	-0-
		SHARED DISPOSITIVE POWER
	10	2,680,500

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,680,500

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.3%

14

TYPE OF REPORTING PERSON (See Instructions)

IN

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13D

=====
 CUSIP No. 91018B104
 =====

 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
 ** The reporting persons making this filing hold an aggregate of 2,680,500 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

 SOURCE OF FUNDS (See Instructions)
 4
 AF, OO

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

 CITIZENSHIP OR PLACE OF ORGANIZATION
 6
 United States

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES		8	SHARED VOTING POWER
BENEFICIALLY OWNED BY			2,680,500
EACH		9	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH			-0-
		10	SHARED DISPOSITIVE POWER
			2,680,500

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 11
 2,680,500

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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=====

CUSIP No. 91018B104

=====

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

Derek C. Schrier

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 2,680,500 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)
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-
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		2,680,500
EACH	9	-----
		SOLE DISPOSITIVE POWER

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REPORTING PERSON WITH -0- SHARED DISPOSITIVE POWER 10 2,680,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,680,500

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

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

14 TYPE OF REPORTING PERSON (See Instructions) IN

13D

CUSIP No. 91018B104

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

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 2,680,500 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) AF, OO

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

CITIZENSHIP OR PLACE OF ORGANIZATION

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6

United States

		SOLE VOTING POWER
7	NUMBER OF	-0-
	SHARES	SHARED VOTING POWER
8	BENEFICIALLY OWNED BY	2,680,500
	EACH	SOLE DISPOSITIVE POWER
9	REPORTING PERSON WITH	-0-
		SHARED DISPOSITIVE POWER
10		2,680,500
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		2,680,500
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		5.3%
14	TYPE OF REPORTING PERSON (See Instructions)	
		IN

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13D

=====
CUSIP No. 91018B104
=====

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 2,680,500 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)

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 7 -0-

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY 8 2,680,500

9 SOLE DISPOSITIVE POWER
EACH 9 -0-

10 SHARED DISPOSITIVE POWER
REPORTING PERSON WITH 10 2,680,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,680,500

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

[]

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

14 TYPE OF REPORTING PERSON (See Instructions)

IN

Page 24 of 50 Pages

13D

=====
CUSIP No. 91018B104
=====

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

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David I. Cohen

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 2,680,500 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)

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		SHARED VOTING POWER
BENEFICIALLY OWNED BY	8	2,680,500
EACH	9	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	-0-	
	10	SHARED DISPOSITIVE POWER
		2,680,500

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,680,500

12

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

[]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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 \$0.01 per share (the "Shares"), of United Defense Industries, Inc. (the "Company"). The Company's principal offices are located at 1525 Wilson Boulevard, Suite 700, Arlington, Virginia 22209-2411.

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 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."

The Noonday Fund

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

The Farallon Funds and the Noonday Fund are together referred to herein as the "Funds."

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The Management Company

- (vii) Farallon Capital Management, L.L.C., a Delaware

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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

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

The Noonday Sub-adviser Entities

- (ix) 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 the Shares held by each of the Funds and the Managed Accounts;
- (x) Noonday Asset Management, L.P., a Delaware limited partnership, which is a sub-investment adviser(1) to each of the Funds and the Managed Accounts (the "Second Noonday Sub-adviser"), with respect to the Shares held by each of the Funds and the Managed Accounts; and
- (xi) 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 the Shares held by each of the Funds and the Managed Accounts.

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

The Farallon Managing Members

- (xii) 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"), Joseph F. Downes ("Downes"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"),

(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

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the assets of the Farallon Funds and the Managed Accounts.

Page 27 of 50 Pages

Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

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

The Noonday Managing Member

(xiii) David I. Cohen ("Cohen"), the managing member of both the First Noonday Sub-adviser and the Noonday General Partner, with respect to the Shares held by each of the Funds and the Managed Accounts.

Cohen is referred to herein as the "Noonday Individual Reporting Person." The Noonday Individual Reporting Person 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 Farallon General Partner and the Management Company 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.

(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 Farallon General Partner is to act as the general partner of the Farallon Funds and the managing member of the Noonday Fund. The principal business of the Management Company is that of a registered investment adviser. 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 each of the Individual Reporting Persons is set forth in Annex 1 hereto.

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(d) None of the Funds, the Management Company, the Farallon General Partner, the Noonday Sub-adviser Entities or any of 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 Management Company, the Farallon General Partner, the Noonday Sub-adviser Entities or any of 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.

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

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
FCP	622,600	\$ 46,007,346
FCIP	405,200	\$ 29,942,990
FCIP II	36,600	\$ 2,704,393
FCIP III	39,200	\$ 2,896,387
Tinicum	13,400	\$ 990,238
Noonday Fund	123,500	\$ 9,125,405
Managed Accounts	1,440,000	\$ 106,414,405

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

Item 4. Purpose Of The Transaction

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

Although no Reporting Person has any specific plan or proposal to acquire or dispose of Shares, consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Shares or dispose of any or all of its Shares depending upon an ongoing evaluation of the investment in the Shares, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Person and/or other investment considerations. No Reporting Person has made a determination regarding a maximum or minimum number of Shares which it may hold at any point in time. Also, consistent with their investment intent, the Reporting Persons may engage in communications with 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 50,848,293 Shares outstanding as of April 15, 2005 as reported by the Company in its Quarterly Report on Form 10-Q for the period ended March 31, 2005 filed with the Securities and Exchange Commission on April 28, 2005.

(c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Funds in the past 60 days are set forth on Schedules A-F hereto and are incorporated herein by reference. All of such transactions were open-market transactions.

(d) Each of the Farallon General Partner, the First Nooday Sub-adviser and the Second Nooday Sub-adviser has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds as reported herein. The Nooday General Partner is the general partner of the Second Nooday Sub-adviser. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner. The Nooday Individual Reporting Person is the managing member of both the First Nooday Sub-adviser and the Nooday General Partner.

(e) Not applicable.

(b) The Management Company

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

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- (c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Management Company on behalf of the Managed Accounts in the past 60 days are set forth on Schedule G hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
 - (d) The Management Company, as an investment adviser to the Managed Accounts, and each of the First Noontday Sub-adviser and the Second Noontday Sub-adviser, as sub-adviser to the Managed Accounts, has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. The Noontday General Partner is the general partner of the Second Noontday Sub-adviser. The Farallon Individual Reporting Persons are managing members of the Management Company. The Noontday Individual Reporting Person is the managing member of both the First Noontday Sub-adviser and the Noontday General Partner.
 - (e) Not applicable.
- (c) 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 Farallon General Partner, the First Noontday Sub-adviser and the Second Noontday Sub-adviser has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds as reported herein. The Noontday General Partner is the general partner of the Second Noontday Sub-adviser. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner. The Noontday Individual Reporting Person is the managing member of both the First Noontday Sub-adviser and the Noontday General Partner.
 - (e) Not applicable.
- (d) 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) The Farallon General Partner and each of the First Noontday Sub-adviser and the Second Noontday Sub-adviser, as a sub-investment adviser to the Funds, has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds as reported herein. The Management Company, as an investment adviser to the Managed Accounts, and each of the First Noontday Sub-adviser and the Second Noontday Sub-adviser, as a sub-investment adviser to the Managed Accounts, has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner and the Management Company. The Noontday General Partner is the general partner of the Second Noontday Sub-adviser. The Noontday Individual Reporting Person is the managing member of both the First Noontday Sub-adviser and the Noontday General Partner.

(e) Not applicable.

(e) 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) The Farallon General Partner and each of the First Noontday Sub-adviser and the Second Noontday Sub-adviser, as a sub-investment adviser to the Funds, has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds as reported herein. The Management Company, as an investment adviser to the Managed Accounts, and each of the First Noontday Sub-adviser and the Second Noontday Sub-adviser, as a sub-investment adviser to the Managed Accounts, has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner and the Management Company. The Noontday General Partner is the general partner of the Second Noontday Sub-adviser. The Noontday Individual Reporting Person is the managing member of both the First Noontday Sub-adviser and the Noontday General Partner.

(e) Not applicable.

(f) The Noonday Individual Reporting Person

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Noonday Individual Reporting Person is incorporated herein by reference for the Noonday Individual Reporting Person.

(c) None.

(d) The Farallon General Partner and each of the First Noonday Sub-adviser and the Second Noonday Sub-adviser, as a sub-investment adviser to the Funds, has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds. The Management Company and each of the First Noonday Sub-adviser and the Second Noonday Sub-adviser, as a sub-investment adviser to the Managed Accounts, has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner and the Management Company. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Person is the managing member of both the First Noonday Sub-adviser and the Noonday General Partner.

(e) Not applicable.

The Shares reported hereby for the Funds are owned directly by the Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The 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 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 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 owner of all such Shares owned by the Funds and the Managed Accounts. The Noonday General Partner, as general partner to the Second Noonday Sub-adviser, may be deemed to be the beneficial owner of all such Shares owned by the Funds and the Managed Accounts. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company, may each be deemed to be the beneficial owner of all such Shares owned by the Funds and the Managed Accounts. The Noonday Individual Reporting Person, as the managing member of both the First Noonday Sub-adviser and the Noonday General Partner, may be deemed to be the beneficial owner of all such Shares owned by the Funds and the Managed Accounts. Each of the Farallon General Partner, the Management Company, the Noonday Sub-adviser Entities 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.

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: May 16, 2005

/s/ Joseph F. Downes

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.,
and TINICUM PARTNERS, L.P.,
and as the Managing Member of
NOONDAY CAPITAL PARTNERS, L.L.C.
By Joseph F. Downes,
Managing Member

/s/ Joseph F. Downes

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FARALLON CAPITAL MANAGEMENT, L.L.C.
By Joseph F. Downes,
Managing Member

/s/ Joseph F. Downes

NOONDAY G.P. (U.S.), L.L.C.
By Joseph F. Downes,
Attorney-in-fact

/s/ Joseph F. Downes

NOONDAY CAPITAL, L.L.C.,
On its own behalf and as the General Partner of
NOONDAY ASSET MANAGEMENT, L.P.
By Joseph F. Downes,
Attorney-in-fact

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/s/ Joseph F. Downes

Joseph F. Downes, individually and as attorney-in-fact for
each of David I. Cohen, 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, Thomas F. Steyer and Mark C. Wehrly.

The Powers of Attorney, each executed by Mellin, Millham and Steyer authorizing Downes 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 January 20, 1998, by such Reporting Persons with respect to the Units of Spiros Development Corporation II, Inc., are hereby incorporated by reference. The Powers of Attorney, each executed by Duhamel and Fried authorizing Downes to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 7 to the Schedule 13D filed with the Securities and Exchange Commission on February 9, 1999 by such Reporting Persons with respect to the Callable Class A Common Stock of Crescendo Pharmaceuticals Corporation, are hereby incorporated by reference. The Power of Attorney executed by Wehrly authorizing Downes to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 4 to the Schedule 13D filed with the Securities and Exchange Commission on January 18, 2000, by such Reporting Person with respect to the Class A Common Stock of Momentum Business Applications, Inc., is hereby incorporated by reference. The Power of Attorney executed by Landry authorizing Downes to sign and file this Schedule 13D on her behalf, which was filed with the Schedule 13G filed with the Securities and Exchange Commission on January 22, 2001, by such Reporting Person with respect to the Common Stock of Korn/Ferry International, is hereby incorporated by reference. The Powers of Attorney executed by each of Ding and Schrier authorizing Downes to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Person with respect to the Common Stock of Salix Pharmaceuticals, Ltd., is hereby incorporated by reference. The Powers of Attorney executed by each of Ellwein and Patel authorizing Downes to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004 by such Reporting Person with respect to

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the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Powers of Attorney executed by each of Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Downes to sign and file this Schedule 13D on its or his behalf, which was filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005 by such Reporting 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 Management Company, the Farallon General Partner and the Noonday Sub-adviser Entities 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 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, Joseph F. Downes, 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.

2. The Farallon General Partner

- (a) Farallon Partners, L.L.C.
- (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, Joseph F. Downes, 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.

3. 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

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- (c) Serves as sub-investment adviser to investment funds
- (d) Delaware limited liability company
- (e) Managing Member: David I. Cohen

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4. The Second Noonday Sub-adviser

- (a) Noonday Asset Management, L.P.
- (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 partnership
- (e) David I. Cohen, the managing member of its general partner

5. 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 Member: David I. Cohen

6. 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 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 have any additional information to disclose with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

7. The Noonday Individual Reporting Person

The Noonday Individual Reporting Person is a United States citizen whose business address is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The principal occupation of the Noonday Individual Reporting Person is serving as the managing member of both the First Noonday Sub-adviser and the Noonday General Partner. The Noonday Individual Reporting Person does not have any additional information to disclose with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

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SCHEDULE A

FARALLON CAPITAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
03/23/2005	6,300	73.45
03/23/2005	25,300	73.45
03/24/2005	25,000	73.44
03/28/2005	25,300	73.53
04/04/2005	2,800	73.45
04/05/2005	100	73.45
04/11/2005	24,300	74.00
04/11/2005	48,500	74.01
04/12/2005	19,900	73.98
04/13/2005	36,600	74.03
04/13/2005	15,100	74.05
04/14/2005	47,000	73.80
04/15/2005	24,500	73.82
04/15/2005	4,600	73.84
04/19/2005	23,200	74.07
04/20/2005	9,300	74.03
04/20/2005	10,600	74.02
04/21/2005	4,700	74.02
04/25/2005	7,600	74.04
04/26/2005	118,800	74.04
04/28/2005	30,700	74.03
04/29/2005	5,400	73.89
05/02/2005	31,500	74.02
05/05/2005	50,600	73.83
05/05/2005	24,900	73.70

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SCHEDULE B

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
03/23/2005	4,400	73.45
03/23/2005	17,800	73.45
03/24/2005	18,000	73.44
03/28/2005	17,800	73.53

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04/04/2005	1,900	73.45
04/11/2005	32,000	74.01
04/11/2005	16,000	74.00
04/12/2005	12,900	73.98
04/13/2005	10,100	74.05
04/13/2005	24,500	74.03
04/14/2005	31,500	73.80
04/15/2005	3,200	73.84
04/15/2005	17,000	73.82
04/19/2005	17,200	74.07
04/20/2005	7,600	74.02
04/20/2005	6,600	74.03
04/21/2005	3,100	74.02
04/25/2005	5,000	74.04
04/26/2005	82,500	74.04
04/28/2005	23,300	74.03
04/29/2005	4,400	73.89
05/02/2005	13,900	74.02
05/05/2005	23,100	73.83
05/05/2005	11,400	73.70

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SCHEDULE C

 FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
-----	-----	-----
03/23/2005	400	73.45
03/23/2005	1,500	73.45
03/24/2005	1,500	73.44
03/28/2005	1,500	73.53
04/04/2005	100	73.45
04/11/2005	2,500	74.01
04/11/2005	1,300	74.00
04/12/2005	1,000	73.98
04/13/2005	1,900	74.03
04/13/2005	800	74.05
04/14/2005	2,500	73.80
04/15/2005	1,300	73.82
04/15/2005	300	73.84
04/19/2005	1,500	74.07
04/20/2005	600	74.03
04/20/2005	700	74.02
04/21/2005	300	74.02
04/25/2005	400	74.04
04/26/2005	6,300	74.04
04/28/2005	2,000	74.03
04/29/2005	400	73.89
05/02/2005	2,300	74.02
05/05/2005	1,800	73.70
05/05/2005	3,700	73.83

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SCHEDULE D

 FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
-----	-----	-----
03/23/2005	1,800	73.45
03/23/2005	400	73.45
03/24/2005	1,800	73.44
03/28/2005	1,800	73.53
04/04/2005	100	73.45
04/11/2005	2,500	74.01
04/11/2005	1,300	74.00
04/12/2005	1,000	73.98
04/13/2005	800	74.05
04/13/2005	1,900	74.03
04/14/2005	2,500	73.80
04/15/2005	1,300	73.82
04/15/2005	300	73.84
04/19/2005	1,500	74.07
04/20/2005	600	74.03
04/20/2005	700	74.02
04/21/2005	300	74.02
04/25/2005	500	74.04
04/26/2005	7,500	74.04
04/28/2005	2,400	74.03
04/29/2005	400	73.89
05/02/2005	2,300	74.02
05/05/2005	1,800	73.70
05/05/2005	3,700	73.83

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SCHEDULE E

 TINICUM PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
-----	-----	-----
03/23/2005	100	73.45

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03/23/2005	500	73.45
03/24/2005	500	73.44
03/28/2005	500	73.53
04/04/2005	100	73.45
04/11/2005	500	74.00
04/11/2005	1,000	74.01
04/12/2005	400	73.98
04/13/2005	300	74.05
04/13/2005	800	74.03
04/14/2005	1,000	73.80
04/15/2005	500	73.82
04/15/2005	100	73.84
04/19/2005	500	74.07
04/20/2005	200	74.03
04/20/2005	200	74.02
04/21/2005	100	74.02
04/25/2005	200	74.04
04/26/2005	2,500	74.04
04/28/2005	700	74.03
04/29/2005	100	73.89
05/02/2005	800	74.02
05/05/2005	600	73.70
05/05/2005	1,200	73.83

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SCHEDULE F

NOONDAY CAPITAL PARTNERS, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
03/23/2005	4,800	73.45
03/23/2005	1,200	73.45
03/24/2005	4,800	73.44
03/28/2005	4,800	73.53
04/04/2005	600	73.45
04/11/2005	5,300	74.00
04/11/2005	10,500	74.01
04/12/2005	4,300	73.98
04/13/2005	3,300	74.05
04/13/2005	7,900	74.03
04/14/2005	10,500	73.80
04/15/2005	1,100	73.84
04/15/2005	5,900	73.82
04/19/2005	4,800	74.07
04/20/2005	2,200	74.02
04/20/2005	1,900	74.03
04/21/2005	1,000	74.02
04/25/2005	1,400	74.04
04/26/2005	18,800	74.04

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04/28/2005	5,100	74.03
04/29/2005	1,000	73.89
05/02/2005	5,600	74.02
05/05/2005	11,200	73.83
05/05/2005	5,500	73.70

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SCHEDULE G

FARALLON CAPITAL MANAGEMENT, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
03/23/2005	11,200	73.45
03/23/2005	44,300	73.45
03/24/2005	44,400	73.44
03/28/2005	44,300	73.53
04/04/2005	5,700	73.45
04/05/2005	200	73.45
04/11/2005	47,000	74.00
04/11/2005	94,500	74.01
04/12/2005	38,900	73.98
04/13/2005	29,000	74.05
04/13/2005	70,600	74.03
04/14/2005	96,000	73.80
04/15/2005	9,500	73.84
04/15/2005	51,200	73.82
04/19/2005	47,800	74.07
04/20/2005	21,700	74.02
04/20/2005	19,000	74.03
04/21/2005	9,600	74.02
04/25/2005	15,600	74.04
04/26/2005	243,600	74.04
04/28/2005	65,100	74.03
04/29/2005	12,200	73.89
05/02/2005	82,700	74.02
05/05/2005	138,900	73.83
05/05/2005	68,400	73.70
03/23/2005	4,000	73.45
03/23/2005	1,000	73.45
03/24/2005	4,000	73.44
03/28/2005	4,000	73.53
04/04/2005	500	73.45
04/11/2005	8,500	74.01
04/11/2005	4,300	74.00
04/12/2005	3,500	73.98
04/13/2005	6,800	74.03
04/13/2005	2,800	74.05

04/14/2005	9,000	73.80
04/15/2005	4,800	73.82
04/15/2005	900	73.84
04/19/2005	4,500	74.07
04/20/2005	2,100	74.02
04/20/2005	1,800	74.03
04/21/2005	900	74.02
04/25/2005	1,400	74.04
04/26/2005	20,000	74.04
04/28/2005	5,700	74.03
04/29/2005	1,100	73.89
05/02/2005	10,900	74.02
05/05/2005	17,500	73.83
05/05/2005	8,600	73.70

EXHIBIT INDEX

EXHIBIT 1

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

EXHIBIT 1
to
SCHEDULE 13D

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

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but

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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: May 16, 2005

/s/ Joseph F. Downes

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.,
and TINICUM PARTNERS, L.P.,
and as the Managing Member of
NOONDAY CAPITAL PARTNERS, L.L.C.
By Joseph F. Downes,
Managing Member

/s/ Joseph F. Downes

FARALLON CAPITAL MANAGEMENT, L.L.C.
By Joseph F. Downes,
Managing Member

/s/ Joseph F. Downes

NOONDAY G.P. (U.S.), L.L.C.
By Joseph F. Downes,
Attorney-in-fact

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/s/ Joseph F. Downes

NOONDAY CAPITAL, L.L.C.,
On its own behalf and as the General Partner
of NOONDAY ASSET MANAGEMENT, L.P.
By Joseph F. Downes,
Attorney-in-fact

/s/ Joseph F. Downes

Joseph F. Downes, individually and as attorney-in-fact for
each of David I. Cohen, 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, Thomas F. Steyer and Mark C. Wehrly.

