

METROMEDIA INTERNATIONAL GROUP INC  
Form SC 13G  
August 21, 2006

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OMB APPROVAL  
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OMB Number: 3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response....10.4  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G

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

Metromedia International Group, Inc.

-----  
(Name of Issuer)

7 1/4% Cumulative Convertible Preferred Stock

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

591695200

-----  
(CUSIP Number)

September 9, 2005

-----  
(Date of Event which Requires Filing of this Statement)

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

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

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

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 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).

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(Continued on following pages)  
Page 1 of 49 Pages  
Exhibit Index Found on Page 41

13G

=====  
CUSIP No. 591695200  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Noonday Asset Management, L.P.  
-----

-----  
2 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 542,560 Preferred Shares, which is 13.2% 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  
-----

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----

-----  
5 SOLE VOTING POWER  
NUMBER OF 5 -0-  
-----

-----  
6 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 6 542,560  
-----

-----  
7 SOLE DISPOSITIVE POWER  
EACH 7 -0-  
REPORTING PERSON WITH  
-----

-----  
8 SHARED DISPOSITIVE POWER  
8 542,560  
-----

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
542,560  
-----

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

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-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 13.2%  
 -----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 PN  
 -----

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=====  
 CUSIP No. 591695200  
 =====

-----  
 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]\*\*

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-----  
 3 SEC USE ONLY

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----

-----  
 5 SOLE VOTING POWER  
 NUMBER OF 5 -0-  
 -----

-----  
 6 SHARED VOTING POWER  
 SHARES BENEFICIALLY OWNED BY EACH 6 542,560  
 -----

-----  
 7 SOLE DISPOSITIVE POWER  
 REPORTING PERSON WITH 7 -0-  
 -----

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

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542,560

=====

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
542,560

-----

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

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
13.2%

-----

12 TYPE OF REPORTING PERSON (See Instructions)  
00

=====

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13G

=====

CUSIP No. 591695200

=====

-----

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 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

-----

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		542,560

-----

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EACH 7 SOLE DISPOSITIVE POWER  
 REPORTING PERSON WITH -----  
 -0-  
 8 SHARED DISPOSITIVE POWER  
 542,560  
 -----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 542,560  
 -----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
 -----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 13.2%  
 -----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 00  
 -----

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13G

=====  
 CUSIP No. 591695200  
 =====

-----  
 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]\*\*

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-----  
 3 SEC USE ONLY

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

SOLE VOTING POWER

5

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NUMBER OF	-0-	
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH	6	542,560
REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER
		-0-
	8	SHARED DISPOSITIVE POWER
		542,560
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	542,560	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	13.2%	
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

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13G

=====  
CUSIP No. 591695200  
=====

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

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

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

India

		SOLE VOTING POWER
NUMBER OF	5	-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY	6	542,560
OWNED BY		SOLE DISPOSITIVE POWER
EACH	7	-0-
REPORTING		SHARED DISPOSITIVE POWER
PERSON WITH	8	542,560

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
542,560

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
13.2%

12 TYPE OF REPORTING PERSON (See Instructions)  
IN

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13G

=====  
CUSIP No. 591695200  
=====

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

Noonday Asset Management LLP

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	CITIZENSHIP OR PLACE OF ORGANIZATION	United Kingdom
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER -0-
6		SHARED VOTING POWER 542,560
7		SOLE DISPOSITIVE POWER -0-
8		SHARED DISPOSITIVE POWER 542,560
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	542,560
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	13.2%
12	TYPE OF REPORTING PERSON (See Instructions)	PN

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13G

=====  
CUSIP No. 591695200  
=====

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	Noonday Capital Limited
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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

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3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

5

SOLE VOTING POWER

-0-

6

SHARED VOTING POWER

542,560

EACH  
REPORTING  
PERSON WITH

7

SOLE DISPOSITIVE POWER

-0-

8

SHARED DISPOSITIVE POWER

542,560

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

542,560

10

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

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.2%

12

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)

Andrew J.M. Spokes

-----

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

(a)

(b)  \*\*

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3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

-----

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
EACH		542,560
REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER
		-0-
	8	SHARED DISPOSITIVE POWER
		542,560

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

542,560

-----

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

-----

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

13.2%

-----

12 TYPE OF REPORTING PERSON (See Instructions)

IN

-----

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13G

=====  
CUSIP No. 591695200  
=====

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

-----  
 2 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 542,560 Preferred Shares, which is 13.2% 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 France  
 -----

		5	SOLE VOTING POWER
NUMBER OF			-0-
SHARES			-----
BENEFICIALLY	6		SHARED VOTING POWER
OWNED BY			542,560
EACH			-----
REPORTING	7		SOLE DISPOSITIVE POWER
PERSON WITH			-0-
			-----
	8		SHARED DISPOSITIVE POWER
			542,560

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 542,560  
 -----

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

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
 13.2%  
 -----

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

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IN

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CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

Lars E. Bane

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

(a) [ ]

(b) [X]\*\*

2

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3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Sweden

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES BENEFICIALLY OWNED BY

6

SHARED VOTING POWER

542,560

EACH

7

SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

-0-

8

SHARED DISPOSITIVE POWER

542,560

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

542,560

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

10

[ ]

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-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 13.2%  
 -----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 IN  
 -----

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13G

=====  
 CUSIP No. 591695200  
 =====

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

-----  
 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Italy  
 -----

		5	SOLE VOTING POWER
NUMBER OF			-0-
SHARES			-----
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED BY			542,560
EACH			-----
REPORTING	7	SOLE DISPOSITIVE POWER	
PERSON WITH			-0-
			-----
	8	SHARED DISPOSITIVE POWER	
			542,560
			-----

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 542,560

---

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

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 13.2%

---

12 TYPE OF REPORTING PERSON (See Instructions)  
 IN

---

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13G

=====  
 CUSIP No. 591695200  
 =====

-----  
 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

---

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		11,700
EACH	7	SOLE DISPOSITIVE POWER

---

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REPORTING PERSON WITH -0- SHARED DISPOSITIVE POWER 8 11,700

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,700

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.3%

12 TYPE OF REPORTING PERSON (See Instructions) 00

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CUSIP No. 591695200

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]\*\*

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION California

5 SOLE VOTING POWER NUMBER OF -0-

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	SHARES	SHARED VOTING POWER
6	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	108,800
7		SOLE DISPOSITIVE POWER
		-0-
8		SHARED DISPOSITIVE POWER
		108,800
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	108,800	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	2.7%	
12	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

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13G

=====  
 CUSIP No. 591695200  
 =====

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) <input type="checkbox"/>	
	(b) <input checked="" type="checkbox"/> **	
	**	The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	



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California

-----	
	SOLE VOTING POWER
5	
NUMBER OF	-0-
-----	
	SHARED VOTING POWER
6	
SHARES	84,200
BENEFICIALLY	
OWNED BY	
-----	
	SOLE DISPOSITIVE POWER
7	
EACH	-0-
REPORTING	
PERSON WITH	
-----	
	SHARED DISPOSITIVE POWER
8	
	84,200
-----	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	84,200
-----	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
-----	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	2.1%
-----	
12	TYPE OF REPORTING PERSON (See Instructions)
	PN
-----	

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13G

=====  
CUSIP No. 591695200  
=====

-----	
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) <input type="checkbox"/>
	(b) <input checked="" type="checkbox"/> **

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-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

-----

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		6,600
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
	8	SHARED DISPOSITIVE POWER
		6,600

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,600

-----

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

-----

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

0.2%

-----

12 TYPE OF REPORTING PERSON (See Instructions)

PN

-----

13G

=====  
 CUSIP No. 591695200  
 =====

-----

1 NAMES OF REPORTING PERSONS

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

Farallon Capital Institutional Partners III, L.P.

-----

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

(a) [ ]

(b) [X]\*\*

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2

\*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

19,400

EACH

SOLE DISPOSITIVE POWER

7

REPORTING PERSON WITH

-0-

SHARED DISPOSITIVE POWER

8

19,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

19,400

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

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.5%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

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13G

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

1

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

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Tinicum Partners, L.P.

=====

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 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

=====

CITIZENSHIP OR PLACE OF ORGANIZATION

4

New York

=====

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES

=====

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

2,700

EACH

=====

SOLE DISPOSITIVE POWER

7

REPORTING PERSON WITH

-0-

=====

SHARED DISPOSITIVE POWER

8

2,700

=====

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,700

=====

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

10

=====

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.1%

=====

TYPE OF REPORTING PERSON (See Instructions)

12

PN

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```

=====
-----
1      NAMES OF REPORTING PERSONS
      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 542,560 Preferred Shares, which is 13.2%
              of the class of securities. The reporting person on
              this cover page, however, is a beneficial owner only
              of the securities reported by it on this cover page.
-----
3      SEC USE ONLY
-----
4      CITIZENSHIP OR PLACE OF ORGANIZATION

      Cayman Islands
-----
      SOLE VOTING POWER
5      NUMBER OF          5          -0-
      SHARES
      BENEFICIALLY OWNED BY EACH
      REPORTING PERSON WITH
      SOLE DISPOSITIVE POWER
6      6          84,029
      SHARED VOTING POWER
7      7          -0-
      SOLE DISPOSITIVE POWER
8      8          84,029
      SHARED DISPOSITIVE POWER
-----
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      84,029
-----
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)          [ ]
-----
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

      2.0%
-----
12     TYPE OF REPORTING PERSON (See Instructions)

      PN
-----

```

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13G

=====  
CUSIP No. 591695200  
=====

-----  
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)  \*\*

2 \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

5 SOLE VOTING POWER  
NUMBER OF 5 -0-

6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 6 225,131

7 SOLE DISPOSITIVE POWER  
EACH 7 -0-  
REPORTING PERSON WITH

8 SHARED DISPOSITIVE POWER  
225,131

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
225,131

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.5%

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

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12

IA, OO

Page 20 of 49 Pages

13G

=====  
CUSIP No. 591695200  
=====

-----  
NAMES OF REPORTING PERSONS

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

Farallon Partners, L.L.C.

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

(a) [ ]

(b) [X]\*\*

2

\*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

-----  
SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES  
BENEFICIALLY  
OWNED BY

6

-----  
SHARED VOTING POWER

317,429

EACH

7

-----  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

-0-

-----  
SHARED DISPOSITIVE POWER

8

317,429

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

9

317,429

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

10

[ ]

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=====
11      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
        7.7%
=====
12      TYPE OF REPORTING PERSON (See Instructions)
        00
=====

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Page 21 of 49 Pages

13G

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=====
CUSIP No. 591695200
=====

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

      Chun R. Ding
=====

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```

=====
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 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

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=====
3      SEC USE ONLY
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=====
4      CITIZENSHIP OR PLACE OF ORGANIZATION

      United States
=====

```

```

=====
5      SOLE VOTING POWER
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      EACH
      REPORTING
      PERSON WITH
      542,560
=====
6      SHARED VOTING POWER
      542,560
=====
7      SOLE DISPOSITIVE POWER
      -0-
=====
8      SHARED DISPOSITIVE POWER
      542,560
=====

```



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```

=====
          AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9
          542,560
=====
          CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
10         CERTAIN SHARES (See Instructions)                [ ]
=====
          PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11
          13.2%
=====
          TYPE OF REPORTING PERSON (See Instructions)
12
          IN
=====
    
```

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13G

```

=====
CUSIP No. 591695200
=====
    
```

```

=====
          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
          **      The reporting persons making this filing hold an
                   aggregate of 542,560 Preferred Shares, which is 13.2%
                   of the class of securities. The reporting person on
                   this cover page, however, may be deemed a beneficial
                   owner only of the securities reported by it on this
                   cover page.
=====
    
```

```

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

```

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

```

          SOLE VOTING POWER
          5
          NUMBER OF          -0-
          SHARES
          BENEFICIALLY
          OWNED BY          6          SHARED VOTING POWER
          542,560
=====
    
```

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	EACH	SOLE DISPOSITIVE POWER
	7	
	REPORTING PERSON WITH	-0-
	8	SHARED DISPOSITIVE POWER
		542,560
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	542,560	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	13.2%	
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

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13G

=====  
CUSIP No. 591695200  
=====

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)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/> **

\*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% 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	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States

SOLE VOTING POWER

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	5	-0-	
NUMBER OF			
=====			
SHARES		SHARED VOTING POWER	
BENEFICIALLY	6	542,560	
OWNED BY			
=====			
EACH		SOLE DISPOSITIVE POWER	
	7	-0-	
REPORTING			
PERSON WITH		SHARED DISPOSITIVE POWER	
	8	542,560	
=====			
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		542,560	
=====			
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
=====			
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		13.2%	
=====			
12		TYPE OF REPORTING PERSON (See Instructions)	
		IN	
=====			

13G

=====  
CUSIP No. 591695200  
=====

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 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
=====			
3		SEC USE ONLY	

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```

=====
4      CITIZENSHIP OR PLACE OF ORGANIZATION
      United States
=====
      SOLE VOTING POWER
      5      -0-
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      EACH
      REPORTING
      PERSON WITH
      6      SHARED VOTING POWER
      542,560
      7      SOLE DISPOSITIVE POWER
      -0-
      8      SHARED DISPOSITIVE POWER
      542,560
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      542,560
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)           [ ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      13.2%
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

```

Page 25 of 49 Pages

13G

```

=====
CUSIP No. 591695200
=====

```

```

=====
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]**

```

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

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aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

=====	
3	SEC USE ONLY
=====	
CITIZENSHIP OR PLACE OF ORGANIZATION	
4	United States
=====	
	SOLE VOTING POWER
5	-0-
NUMBER OF	-----
SHARES	SHARED VOTING POWER
BENEFICIALLY	6
OWNED BY	542,560
EACH	-----
	SOLE DISPOSITIVE POWER
7	-0-
REPORTING	-----
PERSON WITH	SHARED DISPOSITIVE POWER
8	542,560
=====	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9	542,560
=====	
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	
10	CERTAIN SHARES (See Instructions) [ ]
=====	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11	13.2%
=====	
TYPE OF REPORTING PERSON (See Instructions)	
12	IN
=====	

13G

=====  
CUSIP No. 591695200  
=====

=====	
NAMES OF REPORTING PERSONS	
1	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

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3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

		5	SOLE VOTING POWER
NUMBER OF			-0-
SHARES			
BENEFICIALLY	6		SHARED VOTING POWER
OWNED BY			542,560
EACH			
		7	SOLE DISPOSITIVE POWER
REPORTING			-0-
PERSON WITH			
		8	SHARED DISPOSITIVE POWER
			542,560

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

542,560

10

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

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.2%

12

TYPE OF REPORTING PERSON (See Instructions)

IN

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=====

-----

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

Jason E. Moment

-----

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

\*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% 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 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		542,560
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
	8	SHARED DISPOSITIVE POWER
		542,560

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

542,560

-----

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

-----

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

13.2%

-----

12 TYPE OF REPORTING PERSON (See Instructions)

IN

-----

13G

=====  
 CUSIP No. 591695200  
 =====

-----  
 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) \*\*  
 2

-----  
 \*\* The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.  
 -----

-----  
 3 SEC USE ONLY  
 -----

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

		5	SOLE VOTING POWER
NUMBER OF			-0-
SHARES			-----
BENEFICIALLY	6	6	SHARED VOTING POWER
OWNED BY			542,560
EACH			-----
REPORTING	7	7	SOLE DISPOSITIVE POWER
PERSON WITH			-0-
			-----
	8	8	SHARED DISPOSITIVE POWER
			542,560

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 542,560  
 -----

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

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 13.2%  
 -----



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TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 29 of 49 Pages

13G

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

Derek C. Schrier

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

2

(a) [ ]

(b) [X]\*\*

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3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5 NUMBER OF SHARES -0-

SHARED VOTING POWER

6 BENEFICIALLY OWNED BY 542,560

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON WITH -0-

SHARED DISPOSITIVE POWER

8 542,560

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

542,560

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

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10 CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
13.2%

12 TYPE OF REPORTING PERSON (See Instructions)  
IN

Page 30 of 49 Pages

13G

=====  
CUSIP No. 591695200  
=====

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 542,560 Preferred Shares, which is 13.2% 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY		542,560
EACH	7	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH		-0-
	8	SHARED DISPOSITIVE POWER

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542,560

```

=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      542,560
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)           [ ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      13.2%
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

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13G

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=====
CUSIP No. 591695200
=====

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```

=====
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 542,560 Preferred Shares, which is 13.2%
              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      CITIZENSHIP OR PLACE OF ORGANIZATION

      United States
=====
5      SOLE VOTING POWER

      NUMBER OF          -0-
      SHARES
      BENEFICIALLY
      OWNED BY
6      SHARED VOTING POWER

      542,560
=====

```

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```

=====
EACH                               SOLE DISPOSITIVE POWER
7
REPORTING                           -0-
PERSON WITH                          =====
8
                               SHARED DISPOSITIVE POWER
                               542,560
=====
9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
542,560
=====
10
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)           [ ]
=====
11
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
13.2%
=====
12
TYPE OF REPORTING PERSON (See Instructions)
IN
=====

```

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Preliminary Note: As of September 9, 2005, certain of the Reporting Persons (as defined below) held Preferred Shares (as defined below) in an aggregate amount that exceeded 5% of the class of securities. As of February 2, 2006, certain of the Reporting Persons held Preferred Shares in an aggregate amount that exceeded 10% of the class of securities. As of the date of this filing, the Reporting Persons hold Preferred Shares in an aggregate amount equal to 13.2% of the class of securities.

Item 1. Issuer

(a) Name of Issuer:

Metromedia International Group, Inc. (the "Company")

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

8000 Tower Point Drive, Charlotte, NC 28227

Item 2. Identity And Background

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

This statement relates to shares of 7 1/4% Cumulative Convertible

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Preferred Stock (the "Preferred Shares") of the Company. The CUSIP number of the Preferred Shares is 591695200.

Name Of Persons Filing, Address Of Principal Business Office And  
-----  
Citizenship (Item 2(a), (b) and (c))  
-----

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

The Noonday US Sub-adviser Entities  
-----

- (i) 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 US Sub-adviser"), with respect to all of the Preferred Shares held by the Funds and the Managed Accounts;
- (ii) 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 US Sub-adviser"), with respect to all of the Preferred Shares held by the Funds and the Managed Accounts; and

-----  
(1) The First Noonday US Sub-adviser and the Second Noonday US 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 US Sub-adviser and the Second Noonday US 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.

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

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

The Noonday US Managing Members  
-----

- (iv) David I. Cohen ("Cohen") and Saurabh K. Mittal ("Mittal"), the managing members of both the First Noonday US Sub-adviser and the Noonday US General

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Partner, with respect to all of the Preferred Shares held by the Funds and the Managed Accounts.

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

The Noonday UK Sub-adviser Entities  
-----

- (v) Noonday Asset Management LLP, a limited liability partnership incorporated in the United Kingdom, which is a sub-investment adviser(2) to each of the Funds and the Managed Accounts (the "Noonday UK Sub-adviser"), with respect to all of the Preferred Shares held by the Funds and the Managed Accounts; and
- (vi) Noonday Capital Limited, a private company limited by shares organized in the United Kingdom, which is the senior managing member of the Noonday UK Sub-adviser (the "Noonday UK Senior Managing Member"), with respect to all of the Preferred Shares held by the Funds and the Managed Accounts.

The Noonday UK Sub-adviser and the Noonday UK Senior Managing Member are together referred to herein as the "Noonday UK Sub-adviser Entities."

The Noonday UK Managing Members  
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- (vii) Andrew J.M. Spokes ("Spokes"), Nicolas Giauque ("Giauque"), Lars E. Bane ("Bane") and Davide Leone ("Leone"), the managing members of

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(2) The Noonday UK 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 Noonday UK Sub-adviser was 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.

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the Noonday UK Sub-adviser and, with respect to Spokes, the Chairman of the Noonday UK Senior Managing Member, with respect to all of the Preferred Shares held by the Funds and the Managed Accounts.

Spokes, Giauque, Bane and Leone are referred to herein as the "Noonday UK Individual Reporting Persons."

The Noonday Fund

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

The Farallon Funds

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- (ix) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Preferred Shares held by it;
- (x) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Preferred Shares held by it;
- (xi) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Preferred Shares held by it;
- (xii) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Preferred Shares held by it;
- (xiii) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Preferred Shares held by it; and
- (xiv) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Preferred Shares held by it.

FCP, FCIP, FCIP II, FCIP III, Tincum 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

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

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The Farallon General Partner

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- (xvi) 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"),

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with respect to the Preferred Shares held by each of the Funds.

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

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

The citizenship of each of the Noonday US Sub-adviser Entities, the Noonday UK Sub-adviser Entities, the Funds, the Management Company and the Farallon General Partner is set forth above. Each of the Individual Reporting Persons other than Mittal, Spokes, Giauque, Bane and Leone is a citizen of the United States. Mittal, Spokes, Giauque, Bane and Leone are citizens of India, the United Kingdom, France, Sweden and Italy, respectively. The address of the principal business office of each of the Noonday US Sub-adviser Entities and the Noonday US Individual Reporting Persons is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The address of the principal business office of each of the Noonday UK Sub-adviser Entities and the Noonday UK Individual Reporting Persons is c/o Noonday Asset Management LLP, Burdett House, 15-16 Buckingham Street, London, WC2N6DU, United Kingdom. The address of the principal business office of each of the Funds, the Management Company, the Farallon General Partner and the Farallon Individual Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

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

(a) - (j):  
-----

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This  
-----

Box. [X]  
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Item 4. Ownership  
-----

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

The Preferred 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 US Sub-adviser, the Second Noonday US Sub-adviser and the Noonday UK Sub-adviser, as sub-investment advisers to the Funds and Managed Accounts, may each be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Noonday US General Partner, as general partner to the Second Noonday US Sub-adviser, may be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Noonday US Individual Reporting Persons, as managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner, may each be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Noonday UK Senior Managing Member, as the senior managing member of the Noonday UK Sub-adviser, may be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Noonday UK Individual Reporting Persons, as managing members of the Noonday UK Sub-adviser and, with respect to Spokes, as Chairman of the Noonday UK Senior Managing Member, may each be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Preferred 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 Preferred Shares owned by the Funds. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. Each of the Noonday US Sub-adviser Entities, the Noonday UK Sub-adviser Entities, the Management Company, the Farallon General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Preferred Shares.

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

Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person  
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Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired  
-----  
The Security Being Reported On By The Parent Holding Company

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Not Applicable.

Item 8. Identification And Classification Of Members Of The Group  
-----

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

Item 9. Notice Of Dissolution Of Group  
-----

Not Applicable.

Item 10. Certification  
-----

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

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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: August 21, 2006

/s/ Mark C. Wehrly  
-----

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

/s/ Mark C. Wehrly  
-----

NOONDAY G.P. (U.S.), L.L.C.  
By Mark C. Wehrly, Attorney-in-fact

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/s/ Mark C. Wehrly

-----  
NOONDAY CAPITAL LIMITED,  
On its own behalf  
and as the Senior Managing Member of  
NOONDAY ASSET MANAGEMENT LLP  
By Mark C. Wehrly, Attorney-in-fact

/s/ Mark C. Wehrly

-----  
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 Mark C. Wehrly, Managing Member

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/s/ Mark C. Wehrly

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FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Mark C. Wehrly, Managing Member

/s/ Mark C. Wehrly

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

The Powers of Attorney executed by Ding and Schrier authorizing Wehrly to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Power of Attorney executed by Patel authorizing Wehrly to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The 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 Wehrly to sign and file this Schedule 13G 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

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Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Wehrly to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Moment authorizing Wehrly to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference. The Powers of Attorney executed by Duhamel, Fried, Landry, Mellin, Millham and Steyer authorizing Wehrly to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13G filed with the Securities and Exchange Commission on January 13, 2006, by such Reporting Persons with respect to the Common Stock of Arbor Realty Trust, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Noonday Asset Management LLP, Noonday Capital Limited, Spokes, Giauque, Bane and Leone authorizing Wehrly to sign and file this Schedule 13G on each person's behalf are filed as Exhibits 2 - 7 hereto and are hereby incorporated by reference.

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### EXHIBIT INDEX

EXHIBIT 1	Joint Acquisition Statement Pursuant to Section 240.13d-1(k)
EXHIBIT 2	Power of Attorney of Noonday Asset Management LLP
EXHIBIT 3	Power of Attorney of Noonday Capital Limited
EXHIBIT 4	Power of Attorney of Andrew J.M. Spokes
EXHIBIT 5	Power of Attorney of Nicolas Giauque
EXHIBIT 6	Power of Attorney of Lars E. Bane
EXHIBIT 7	Power of Attorney of Davide Leone

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EXHIBIT 1

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

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

Dated: August 21, 2006

/s/ Mark C. Wehrly  
-----

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

/s/ Mark C. Wehrly  
-----

NOONDAY G.P. (U.S.), L.L.C.  
By Mark C. Wehrly, Attorney-in-fact

/s/ Mark C. Wehrly  
-----

NOONDAY CAPITAL LIMITED,  
On its own behalf  
and as the Senior Managing Member of  
NOONDAY ASSET MANAGEMENT LLP  
By Mark C. Wehrly, Attorney-in-fact

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/s/ Mark C. Wehrly  
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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

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NOONDAY CAPITAL PARTNERS, L.L.C.  
By Mark C. Wehrly, Managing Member

/s/ Mark C. Wehrly  
-----

FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Mark C. Wehrly, Managing Member

/s/ Mark C. Wehrly  
-----

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

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EXHIBIT 2  
to  
SCHEDULE 13G

POWER OF ATTORNEY

The undersigned hereby appoints each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly its true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed or executed in its capacity as sub-adviser to certain accounts managed by Farallon Capital Management, L.L.C. and certain partnerships and limited liability companies for which Farallon Partners, L.L.C. serves as the general partner and the managing member, respectively, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which it might or could do, hereby ratifying and confirming all that each said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. The authority of each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: August 8, 2006

NOONDAY ASSET MANAGEMENT LLP

By: Noonday Capital Limited,  
its Senior Managing Member

/s/ Andrew J.M. Spokes  
-----

Name: Andrew J.M. Spokes

Title: Authorized Signatory

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EXHIBIT 3  
to  
SCHEDULE 13G

POWER OF ATTORNEY

The undersigned hereby appoints each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly its true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed or executed in its capacity as senior managing member of Noonday Asset Management LLP, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which it might or could do, hereby ratifying and confirming all that each said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. The authority of each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: August 8, 2006

NOONDAY CAPITAL LIMITED

/s/ Andrew J.M. Spokes

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Name: Andrew J.M. Spokes  
Title: Authorized Signatory

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EXHIBIT 4  
to  
SCHEDULE 13G

POWER OF ATTORNEY

The undersigned hereby appoints each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a managing member of Noonday Asset Management LLP and the chairman of Noonday Capital Limited, and granting

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unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: August 8, 2006

/s/ Andrew J.M. Spokes

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Name: Andrew J.M. Spokes

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EXHIBIT 5  
to  
SCHEDULE 13G

POWER OF ATTORNEY

The undersigned hereby appoints each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a managing member of Noonday Asset Management LLP, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: August 14, 2006

/s/ Nicolas Giauque

-----  
Name: Nicolas Giauque

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EXHIBIT 6



POWER OF ATTORNEY

The undersigned hereby appoints each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a managing member of Nooday Asset Management LLP, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: August 8, 2006

/s/ Lars E. Bane

-----  
Name: Lars E. Bane

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EXHIBIT 7  
to  
SCHEDULE 13G

POWER OF ATTORNEY

The undersigned hereby appoints each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a managing member of Nooday Asset Management LLP, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof. The authority of each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file Schedule 13Ds or 13Gs unless revoked earlier in writing.

Date: August 8, 2006

/s/ Davide Leone

-----  
Name: Davide Leone

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