

METROMEDIA INTERNATIONAL GROUP INC  
Form SC 13D/A  
November 21, 2006

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OMB APPROVAL  
-----

OMB Number: 3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response.....11  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Metromedia International Group, Inc.

-----  
(Name of Issuer)

7 1/4% Cumulative Convertible Preferred Stock

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

591695200

-----  
(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)

November 20, 2006

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

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter 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 40 Pages

13D

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

-----  
NAMES OF REPORTING PERSONS  
1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Noonday Asset Management, L.P.  
-----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [X]\*\*  
2 \*\* The reporting persons making this filing hold an aggregate of 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. [See Preliminary Note]  
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3 SEC USE ONLY  
-----

SOURCE OF FUNDS (See Instructions)  
4  
N/A  
-----

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

CITIZENSHIP OR PLACE OF ORGANIZATION  
6  
Delaware  
-----

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

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13D

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

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Noonday G.P. (U.S.), L.L.C.  
-----

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

3 SEC USE ONLY

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=====
4 SOURCE OF FUNDS (See Instructions)
    N/A
=====
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
  TO ITEMS 2(d) OR 2(e)
                                     [ ]
=====
6 CITIZENSHIP OR PLACE OF ORGANIZATION
    Delaware
=====
7 SOLE VOTING POWER
NUMBER OF                               -0-
SHARES BENEFIICIALLY OWNED BY
8 SHARED VOTING POWER
    542,560 [See Preliminary Note]
=====
9 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH                   -0-
10 SHARED DISPOSITIVE POWER
    542,560 [See Preliminary Note]
=====
11 AGGREGATE AMOUNT BENEFIICIALLY OWNED BY EACH REPORTING PERSON
    542,560 [See Preliminary Note]
=====
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
    CERTAIN SHARES (See Instructions)
                                     [ ]
=====
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
    13.2% [See Preliminary Note]
=====
14 TYPE OF REPORTING PERSON (See Instructions)
    OO
=====

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

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

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13D

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

-----	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  David I. Cohen
-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [X]**  ** The reporting persons making this filing hold an aggregate of 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. [See Preliminary Note]
-----	
3	SEC USE ONLY
-----	
4	SOURCE OF FUNDS (See Instructions)  N/A
-----	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  [ ]
-----	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States
-----	
7	SOLE VOTING POWER
NUMBER OF	-0-
-----	
8	SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH	542,560 [See Preliminary Note]
-----	
9	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	-0-
-----	
10	SHARED DISPOSITIVE POWER
	542,560 [See Preliminary Note]
-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  542,560 [See Preliminary Note]

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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)  
13.2% [See Preliminary Note]  
-----  
14 TYPE OF REPORTING PERSON (See Instructions)  
IN  
-----

Page 5 of 40 Pages

13D

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

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

-----  
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. [See Preliminary Note]  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS (See Instructions)  
N/A  
-----

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
India  
-----

7 SOLE VOTING POWER  
NUMBER OF -0-  
-----

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

Page 6 of 40 Pages

13D

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

1	NAMES OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. 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]**
	**	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. [See Preliminary Note]	
3	SEC USE ONLY		
	SOURCE OF FUNDS (See Instructions)		



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4

N/A

5

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

[ ]

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

NUMBER OF

7

SOLE VOTING POWER

-0-

SHARES  
BENEFICIALLY  
OWNED BY

8

SHARED VOTING POWER

542,560 [See Preliminary Note]

EACH

9

SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

-0-

10

SHARED DISPOSITIVE POWER

542,560 [See Preliminary Note]

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

542,560 [See Preliminary Note]

12

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

[ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2% [See Preliminary Note]

14

TYPE OF REPORTING PERSON (See Instructions)

IA, PN

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13D

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

1

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. 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) [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. [See Preliminary Note]
=====
3          SEC USE ONLY
=====
                SOURCE OF FUNDS (See Instructions)
4
                N/A
=====
                CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
5          TO ITEMS 2(d) OR 2(e)
                                [ ]
=====
                CITIZENSHIP OR PLACE OF ORGANIZATION
6
                United Kingdom
=====
                SOLE VOTING POWER
7
NUMBER OF          7          -0-
SHARES
BENEFICIALLY      8          SHARED VOTING POWER
OWNED BY          542,560 [See Preliminary Note]
EACH
REPORTING         9          SOLE DISPOSITIVE POWER
PERSON WITH      -0-
                SHARED DISPOSITIVE POWER
                10          542,560 [See Preliminary Note]
=====
                AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11
                542,560 [See Preliminary Note]
=====
                CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
12          CERTAIN SHARES (See Instructions)
                                [ ]
=====
                PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13
                13.2% [See Preliminary Note]
=====
                TYPE OF REPORTING PERSON (See Instructions)
14
                OO
=====

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12 CERTAIN SHARES (See Instructions) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.2% [See Preliminary Note]

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

Page 9 of 40 Pages

13D

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

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

Nicolas Giauque

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
N/A

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
France

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

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

Page 10 of 40 Pages

13D

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

1	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Lars E. Bane
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. [See Preliminary Note]
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
	N/A

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=====
5      CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
      TO ITEMS 2(d) OR 2(e)
                                           [ ]
=====
6      CITIZENSHIP OR PLACE OF ORGANIZATION
      Sweden
=====
7      SOLE VOTING POWER
      NUMBER OF
      SHARES BENEFICIALLY OWNED BY
      EACH
      REPORTING PERSON WITH
      7
      -0-
      8
      SHARED VOTING POWER
      542,560 [See Preliminary Note]
      9
      SOLE DISPOSITIVE POWER
      -0-
      10
      SHARED DISPOSITIVE POWER
      542,560 [See Preliminary Note]
=====
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      542,560 [See Preliminary Note]
=====
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES (See Instructions)
                                           [ ]
=====
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
      13.2% [See Preliminary Note]
=====
14     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

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

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=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
      Davide Leone
=====
      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
=====

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(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. [See Preliminary Note]

3           SEC USE ONLY

4           SOURCE OF FUNDS (See Instructions)

N/A

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

[ ]

6           CITIZENSHIP OR PLACE OF ORGANIZATION

Italy

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		542,560 [See Preliminary Note]
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		542,560 [See Preliminary Note]

11           AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

542,560 [See Preliminary Note]

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

[ ]

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

13.2% [See Preliminary Note]

14           TYPE OF REPORTING PERSON (See Instructions)

IN

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13D

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

-----  
NAMES OF REPORTING PERSONS  
1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Noonday Capital Partners, L.L.C.  
-----

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.  
[See Preliminary Note]  
-----

3 SEC USE ONLY  
-----

SOURCE OF FUNDS (See Instructions)  
4  
N/A  
-----

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

CITIZENSHIP OR PLACE OF ORGANIZATION  
6  
Delaware  
-----

SOLE VOTING POWER  
7  
NUMBER OF -0-  
-----

SHARED VOTING POWER  
8  
SHARES BENEFICIALLY OWNED BY 11,700 [See Preliminary Note]  
-----

SOLE DISPOSITIVE POWER  
9  
EACH -0-  
-----

SHARED DISPOSITIVE POWER  
10  
REPORTING PERSON WITH 11,700 [See Preliminary Note]  
-----

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11  
11,700 [See Preliminary Note]  
-----

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



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-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.3% [See Preliminary Note]  
 -----  
 14 TYPE OF REPORTING PERSON (See Instructions)  
 OO  
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Page 13 of 40 Pages

13D

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

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 Farallon Capital Partners, L.P.  
 -----

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

3 SEC USE ONLY  
 -----

4 SOURCE OF FUNDS (See Instructions)  
 N/A  
 -----

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 California  
 -----

7 SOLE VOTING POWER  
 NUMBER OF -0-  
 -----  
 8 SHARED VOTING POWER  
 SHARES BENEFICIALLY OWNED BY 108,800 [See Preliminary Note]  
 -----

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EACH	SOLE DISPOSITIVE POWER
9	-0-
REPORTING PERSON WITH	-----
	SHARED DISPOSITIVE POWER
10	108,800 [See Preliminary Note]
-----	-----
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	108,800 [See Preliminary Note]
-----	-----
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ]
-----	-----
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	2.7% [See Preliminary Note]
-----	-----
14	TYPE OF REPORTING PERSON (See Instructions)
	PN
-----	-----

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13D

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

1	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capital Institutional Partners, L.P.
-----	-----
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) [ ]
	(b) [X]**
	** 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. [See Preliminary Note]
-----	-----
3	SEC USE ONLY
-----	-----
4	SOURCE OF FUNDS (See Instructions)
	N/A
-----	-----
	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

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5 TO ITEMS 2(d) OR 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		84,200 [See Preliminary Note]
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
	10	SHARED DISPOSITIVE POWER
		84,200 [See Preliminary Note]

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
84,200 [See Preliminary Note]

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.1% [See Preliminary Note]

14 TYPE OF REPORTING PERSON (See Instructions)  
PN

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

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Farallon Capital Institutional Partners II, L.P.

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



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13D

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

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. 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) \*\*  
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-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS (See Instructions)  
N/A  
-----

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

7 SOLE VOTING POWER  
NUMBER OF 7 -0-  
-----

8 SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 8 19,400 [See Preliminary Note]  
-----

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

10 SHARED DISPOSITIVE POWER  
10 19,400 [See Preliminary Note]  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
19,400 [See Preliminary Note]  
-----

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

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

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13

0.5% [See Preliminary Note]

14

TYPE OF REPORTING PERSON (See Instructions)  
PN

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13D

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

1

NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Tinicum Partners, L.P.

2

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

\*\* 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. [See Preliminary Note]

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)  
N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH

7

SOLE VOTING POWER  
-0-

8

SHARED VOTING POWER  
2,700 [See Preliminary Note]

9

SOLE DISPOSITIVE POWER

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REPORTING PERSON WITH -----  
-0-  
SHARED DISPOSITIVE POWER  
10 2,700 [See Preliminary Note]  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,700 [See Preliminary Note]  
-----  
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% [See Preliminary Note]  
-----  
14 TYPE OF REPORTING PERSON (See Instructions)  
PN  
-----

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13D

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

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Farallon Capital Offshore Investors II, L.P.  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [X]\*\*  
\*\* 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. [See Preliminary Note]  
-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS (See Instructions)  
N/A  
-----  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

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```

=====
6      CITIZENSHIP OR PLACE OF ORGANIZATION
      Cayman Islands
=====
      SOLE VOTING POWER
      7      -0-
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      8      SHARED VOTING POWER
      84,029 [See Preliminary Note]
      EACH
      9      SOLE DISPOSITIVE POWER
      REPORTING
      PERSON WITH
      10     SHARED DISPOSITIVE POWER
      84,029 [See Preliminary Note]
=====
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      84,029 [See Preliminary Note]
=====
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES (See Instructions)      [ ]
=====
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
      2.0% [See Preliminary Note]
=====
14     TYPE OF REPORTING PERSON (See Instructions)
      PN
=====

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13D

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

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=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
      Farallon Capital Management, L.L.C.
=====
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [ ]
      (b) [X]**
      ** The reporting persons making this filing hold an
      aggregate of 542,560 Preferred Shares, which is 13.2%

```



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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. [See Preliminary Note]

-----	
3	SEC USE ONLY
-----	
4	SOURCE OF FUNDS (See Instructions) N/A
-----	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]
-----	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
-----	
	7 SOLE VOTING POWER
NUMBER OF	3 -0-
-----	
	8 SHARED VOTING POWER
BENEFICIALLY OWNED BY	8 225,131 [See Preliminary Note]
-----	
	9 SOLE DISPOSITIVE POWER
EACH	9 -0-
-----	
	10 SHARED DISPOSITIVE POWER
REPORTING PERSON WITH	10 225,131 [See Preliminary Note]
-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 225,131 [See Preliminary Note]
-----	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ]
-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.5% [See Preliminary Note]
-----	
14	TYPE OF REPORTING PERSON (See Instructions) IA, OO
-----	

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

-----

1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. 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 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. [See Preliminary Note]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS (See Instructions)

N/A

-----

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

[ ]

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER
EACH		317,429 [See Preliminary Note]
REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		317,429 [See Preliminary Note]

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

317,429 [See Preliminary Note]

-----

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

[ ]

-----

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

7.7% [See Preliminary Note]

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

13D

=====

CUSIP No. 591695200

=====

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

Chun R. Ding

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

2 \*\* The reporting persons making this filing hold an aggregate of 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. [See Preliminary Note]

-----  
 3 SEC USE ONLY

-----  
 SOURCE OF FUNDS (See Instructions)  
 4 N/A

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

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

-----  
 SOLE VOTING POWER  
 7  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 -----  
 SHARED VOTING POWER  
 8 542,560 [See Preliminary Note]  
 -----  
 SOLE DISPOSITIVE POWER  
 9  
 -----  
 -0-  
 -----

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SHARED DISPOSITIVE POWER

10

542,560 [See Preliminary Note]

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

542,560 [See Preliminary Note]

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2% [See Preliminary Note]

14

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 22 of 40 Pages

13D

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

1

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

William F. Duhamel

2

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

\*\* 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. [See Preliminary Note]

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

[ ]

CITIZENSHIP OR PLACE OF ORGANIZATION

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6

United States

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

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13D

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

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

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

The reporting persons making this filing hold an aggregate of 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

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owner only of the securities reported by it on this cover page. [See Preliminary Note]

3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
		7 SOLE VOTING POWER
	NUMBER OF	-0-
	SHARES	8 SHARED VOTING POWER
	BENEFICIALLY OWNED BY	542,560 [See Preliminary Note]
	EACH	9 SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH	-0-
		10 SHARED DISPOSITIVE POWER
		542,560 [See Preliminary Note]
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	542,560 [See Preliminary Note]	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	13.2% [See Preliminary Note]	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

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

      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. [See Preliminary Note]
-----
3      SEC USE ONLY
-----
4      SOURCE OF FUNDS (See Instructions)

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

      [ ]
-----
6      CITIZENSHIP OR PLACE OF ORGANIZATION

      United States
-----
7      SOLE VOTING POWER

      NUMBER OF          -0-
      SHARES
      BENEFICIALLY
      OWNED BY          8
      EACH          542,560 [See Preliminary Note]
-----
9      SOLE DISPOSITIVE POWER

      REPORTING          -0-
      PERSON WITH
      EACH          9
      REPORTING          10
      PERSON WITH
      EACH          542,560 [See Preliminary Note]
-----
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      542,560 [See Preliminary Note]
-----
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES (See Instructions)

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

      13.2% [See Preliminary Note]
-----
      TYPE OF REPORTING PERSON (See Instructions)
  
```

14

IN

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13D

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

-----  
 NAMES OF REPORTING PERSONS  
 1 I.R.S. IDENTIFICATION NOS. 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 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. [See Preliminary Note]  
 -----

3 SEC USE ONLY  
 -----

4 SOURCE OF FUNDS (See Instructions)  
  
 N/A  
 -----

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

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

7 SOLE VOTING POWER  
  
 NUMBER OF -0-  
 -----

8 SHARED VOTING POWER  
  
 SHARES BENEFICIALLY OWNED BY EACH 542,560 [See Preliminary Note]  
 -----

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

10 SHARED DISPOSITIVE POWER  
 -----



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542,560 [See Preliminary Note]

=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
542,560 [See Preliminary Note]

-----

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

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.2% [See Preliminary Note]

-----

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

=====

Page 26 of 40 Pages

13D

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

-----

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

-----

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. [See Preliminary Note]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS (See Instructions)  
  
N/A

-----

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

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States

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		SOLE VOTING POWER
7		
NUMBER OF		-0-
		SHARED VOTING POWER
8		
BENEFICIALLY		542,560 [See Preliminary Note]
OWNED BY		
		SOLE DISPOSITIVE POWER
9		
EACH		-0-
		SHARED DISPOSITIVE POWER
10		
REPORTING		542,560 [See Preliminary Note]
PERSON WITH		
		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11		
		542,560 [See Preliminary Note]
		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
12		CERTAIN SHARES (See Instructions) [ ]
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13		
		13.2% [See Preliminary Note]
		TYPE OF REPORTING PERSON (See Instructions)
14		
		IN

13D

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

		NAMES OF REPORTING PERSONS
1		I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
		Jason E. Moment
		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. [See Preliminary Note]

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3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
		SOLE VOTING POWER
	7	-0-
	NUMBER OF	
	SHARES	SHARED VOTING POWER
	BENEFICIALLY OWNED BY	8
	EACH	542,560 [See Preliminary Note]
	REPORTING PERSON WITH	SOLE DISPOSITIVE POWER
		9
		-0-
		SHARED DISPOSITIVE POWER
		10
		542,560 [See Preliminary Note]
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	542,560 [See Preliminary Note]	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	13.2% [See Preliminary Note]	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

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

      Rajiv A. Patel
=====
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                           (a) [ ]
                                           (b) [X]**
      **      The reporting persons making this filing hold an
      aggregate of 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. [See Preliminary Note]
=====
3      SEC USE ONLY
=====
4      SOURCE OF FUNDS (See Instructions)

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

                                           [ ]
=====
6      CITIZENSHIP OR PLACE OF ORGANIZATION

      United States
=====
7      SOLE VOTING POWER

      NUMBER OF          -0-
      SHARES
      BENEFICIALLY
      OWNED BY          8
      EACH
      REPORTING
      PERSON WITH          9
                                           -0-
      10
      SHARED DISPOSITIVE POWER

      542,560 [See Preliminary Note]
=====
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      542,560 [See Preliminary Note]
=====
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES (See Instructions)

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

      13.2% [See Preliminary Note]
=====
14     TYPE OF REPORTING PERSON (See Instructions)

      IN
=====

```



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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
542,560 [See Preliminary Note]

---

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

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.2% [See Preliminary Note]

---

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

---

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13D

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

---

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. 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. [See Preliminary Note]

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS (See Instructions)  
N/A

---

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

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

SOLE VOTING POWER

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

13D

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

		NAMES OF REPORTING PERSONS
1		I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
		Mark C. Wehrly
		=====
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
		(a) [ ]
		(b) [X]**
2	**	The reporting persons making this filing hold an aggregate of 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. [See Preliminary Note]
		=====
3		SEC USE ONLY

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4	SOURCE OF FUNDS (See Instructions) N/A
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5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]
-----	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States
-----	
	7 SOLE VOTING POWER
NUMBER OF	-0-
-----	
	8 SHARED VOTING POWER
BENEFICIALLY OWNED BY	542,560 [See Preliminary Note]
-----	
	9 SOLE DISPOSITIVE POWER
EACH	-0-
-----	
	10 SHARED DISPOSITIVE POWER
REPORTING PERSON WITH	542,560 [See Preliminary Note]
-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 542,560 [See Preliminary Note]
-----	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ]
-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.2% [See Preliminary Note]
-----	
14	TYPE OF REPORTING PERSON (See Instructions) IN
-----	

Preliminary Note: This Amendment No. 1 to Schedule 13D amends the Schedule 13D initially filed on October 12, 2006 (collectively, with all amendments thereto, the "Schedule 13D").

The Reporting Persons are filing this Schedule 13D to report that certain of the Reporting Persons have executed with the Company the Amendment to the Lock-up Agreement described in Item 4 below. For information regarding such agreement, see Item 4 below. The Reporting Persons have not consummated any



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transactions in the Preferred Shares since the filing of the initial Schedule 13D.

The number of Preferred Shares beneficially owned by the Reporting Persons and reported herein is convertible at any time without expiration, unless earlier redeemed at the Company's discretion, into the number of shares of the Company's Common Stock, par value \$0.01 per share (the "Common Shares"), as is equal to the aggregate liquidation preference (\$50.00 per share), plus any accrued and accumulated dividends as of the date the Preferred Shares are surrendered for conversion, divided by an initial conversion price of \$15.00, subject to adjustment. The Reporting Persons in aggregate beneficially own less than 5% of the Company's Common Shares. Unless stated otherwise, all numbers and percentages in this Schedule 13D represent Preferred Shares currently held by certain Reporting Persons and such number and percentages do not reflect Common Shares.

Item 4. Purpose Of The Transaction

Item 4 of the Schedule 13D is amended and supplemented by the following:

As reported in the initial Schedule 13D, certain of the Reporting Persons, as holders of the Preferred Shares reported herein, previously entered into a Lock-up and Voting Agreement (the "Lock-up Agreement") with the Company which provided that, upon certain terms and conditions, the Reporting Persons will support a Chapter 11 plan of reorganization filed by the Company pursuant to which, among other provisions, the holders of the Company's Preferred Shares and holders of the Company's shares of common stock would receive certain cash distributions with respect to their respective security holdings. On November 18, 2006, certain of the Reporting Persons, as holders of the Preferred Shares reported herein, entered into an amendment to the Lock-up Agreement (the "Amendment to the Lock-up Agreement") with the Company. The Amendment to the Lock-up Agreement changes the allocation of certain cash distributions to be made to the holders of the Company's Preferred Shares and holders of the Company's shares of common stock with respect to their respective security holdings. This description of the Amendment to the Lock-up Agreement is qualified in its entirety by the full terms and conditions of the Amendment to the Lock-up Agreement, which is incorporated herein by reference. For the actual terms and conditions of the Amendment to the Lock-Up Agreement, see the Amendment to the Lock-up Agreement which is filed as Exhibit 10.1 to the Form 8-K filed by the Company with the Securities and Exchange Commission on November 20, 2006 (the "Form 8-K"). For more information regarding the Amendment to the Lock-up Agreement, see the Form 8-K.

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

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Item 5 of the Schedule 13D is amended and restated in its entirety as follows:

(a) The Funds  
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(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 4,100,000 Preferred Shares outstanding as of November 18, 2006 as reported by the Company in its Current Report on Form 8-K filed with the Securities and Exchange Commission on November 20, 2006.

(c) No transactions in the Preferred Shares have been consummated by any of the Funds since the filing of the initial Schedule 13D.

(d) Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Funds as reported herein. The Noonday US General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday US Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting Persons, is Chairman of the Noonday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.

(e) Not applicable.

(b) The Noonday Sub-adviser Entities  
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(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Noonday Sub-adviser Entity is incorporated herein by reference for each such Noonday Sub-adviser Entity.

(c) None.

(d) Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of

the proceeds of the sale of, all of the Preferred Shares held by the Funds as reported herein. Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Managed Accounts as reported herein. The Noonday US General Partner is the general partner of the Second Noonday US Sub-adviser. The Noonday US Individual Reporting Persons are managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting Persons, is Chairman of the Noonday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.

(e) Not applicable.

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

(c) None.

(d) Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Funds as reported herein. Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Managed Accounts as reported herein. The Noonday US General Partner is the general partner of the Second Noonday US Sub-adviser. The Noonday US Individual Reporting Persons are managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting Persons, is Chairman of the Noonday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of both the Farallon

General Partner and the Management Company.

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- (e) Not applicable.
- (d) The Management Company  
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- (a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.
- (c) No transactions in the Preferred Shares have been consummated by the Management Company on behalf of the Managed Accounts since the filing of the initial Schedule 13D.
- (d) Each of the First Noontday US Sub-adviser, the Second Noontday US Sub-adviser, the Noontday UK Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Managed Accounts as reported herein. The Noontday US General Partner is the general partner of the Second Noontday US Sub-adviser. The Noontday US Individual Reporting Persons are managing members of both the First Noontday US Sub-adviser and the Noontday US General Partner. The Noontday UK Senior Managing Member is the senior managing member of the Noontday UK Sub-adviser. The Noontday UK Individual Reporting Persons are managing members of the Noontday UK Sub-adviser. Spokes, one of the Noontday UK Individual Reporting Persons, is Chairman of the Noontday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of the Management Company.
- (e) Not applicable.
- (e) The Farallon General Partner  
-----
- (a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.
- (c) None.
- (d) Each of the First Noontday US Sub-adviser, the Second Noontday US Sub-adviser, the Noontday UK Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Funds as reported herein. The Noontday US General Partner is the general partner of the Second Noontday Sub-adviser. The Noontday US Individual Reporting Persons are managing

members of both the First Noonday Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting Persons, is Chairman of the Noonday UK Senior Managing

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

- (e) Not applicable.
- (f) The Farallon Individual Reporting Persons  
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  - (a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Individual Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.
  - (c) None.
  - (d) Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Funds as reported herein. Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Managed Accounts as reported herein. The Noonday US General Partner is the general partner of the Second Noonday US Sub-adviser. The Noonday US Individual Reporting Persons are managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting Persons, is Chairman of the Noonday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.
  - (e) Not applicable.

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

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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

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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 6. Contracts, Arrangements, Understandings Or  
-----  
Relationships With Respect To Securities Of The Issuer  
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Item 6 of the Schedule 13D is amended and supplemented by the following:

Except for the Lock-up Agreement, as amended by the Amendment to the Lock-up Agreement, the conversion terms of the Preferred Shares described above or in the initial Schedule 13D and as otherwise 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  
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The form of Amendment to the Lock-up Agreement (described in Item 4 above) is filed as Exhibit 10.1 to the Company's Form 8-K filed on November 20, 2006 with the Securities and Exchange Commission and is incorporated herein by reference.

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: November 21, 2006

/s/ Monica R. Landry  
-----

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

/s/ Monica R. Landry  
-----

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

/s/ Monica R. Landry  
-----

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

/s/ Monica R. Landry  
-----

FARALLON PARTNERS, L.L.C.,  
On its own behalf, as the General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
TINICUM PARTNERS, L.P. and  
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.,  
and as the Managing Member of  
NOONDAY CAPITAL PARTNERS, L.L.C.  
By Monica R. Landry, Managing Member

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

/s/ Monica R. Landry

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Monica R. Landry, 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, Davide Leone, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier, Andrew J.M. Spokes, Thomas F. Steyer and Mark C. Wehrly

The Powers of Attorney executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Ding and Schrier authorizing Landry to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Power of Attorney executed by Patel authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Powers of Attorney executed by Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13D on its or his behalf, which were filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Moment authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference. The Powers of Attorney executed by Noonday Asset Management LLP, Noonday Capital Limited, Spokes, Giauque, Bane and Leone authorizing Landry to sign and file this Schedule 13D on each person's behalf, which were filed with the Schedule 13G filed with the Securities and Exchange Commission on August 21, 2006, by such Reporting Persons with respect to the 7 1/4 Cumulative Convertible Preferred Stock of Metromedia International Group, Inc., are hereby incorporated by reference.