## LIGAND PHARMACEUTICALS INC Form SC 13D/A

September 18, 2006

OMB APPROVAL

\_\_\_\_\_

OMB Number: 3235-0145 Expires: February 28, 2009 Estimated average burden hours per response....14.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13D

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

Ligand Pharmaceuticals Incorporated

(Name of Issuer)

Common Stock, par value \$0.001 per share

\_\_\_\_\_\_

(Title of Class of Securities)

53220K207 -----

(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)

September 8, 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 [ ].

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 43 Pages

13D CUSIP No. 53220K207 \_\_\_\_\_ NAMES OF REPORTING PERSONS 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 7,267,327 Shares, which is 8.8% 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] -----SEC USE ONLY SOURCE OF FUNDS (See Instructions) 4 00 \_\_\_\_\_ CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware -----SOLE VOTING POWER NUMBER OF -0-\_\_\_\_\_ SHARES SHARED VOTING POWER BENEFICIALLY 8 OWNED BY 7,267,327 [See Preliminary Note]

	EACH		SOLE DISPOSITIVE POWER
		9	
F	REPORTING PERSON WITH		-0- 
		10	SHARED DISPOSITIVE POWER
			7,267,327 [See Preliminary Note]
11	AGGREGATE AM	OUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
	7,267,327 [S	ee Prelimin	ary Note]
12	CHECK IF THE CERTAIN SHAR		AMOUNT IN ROW (11) EXCLUDES tructions)
	PERCENT OF C	====== LASS REPRES	======================================
13	8.8% [See Pr	eliminary N	ote]
	TYPE OF REPO	======= RTING PERSO	N (See Instructions)
14	PN		
=====			13D
SIP No.	53220K207		
1	NAMES OF REP		======================================
1		IFICATION N	OS. OF ABOVE PERSONS (ENTITIES ONLY)
	I.R.S. IDENT  Noonday G.P.	U.S.), L.	OS. OF ABOVE PERSONS (ENTITIES ONLY)
2	I.R.S. IDENT  Noonday G.P.	(U.S.), L. PROPRIATE B  The rep aggregat class of cover pa only of	OS. OF ABOVE PERSONS (ENTITIES ONLY)  L.C.  OX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**  Orting persons making this filing hold an e of 7,267,327 Shares, which is 8.8% of the securities. The reporting person on this ge, however, may be deemed a beneficial owner
	I.R.S. IDENT  Noonday G.P.  CHECK THE AP	(U.S.), L. PROPRIATE B  The rep aggregat class of cover pa only of	OS. OF ABOVE PERSONS (ENTITIES ONLY)  L.C.  OX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**  Orting persons making this filing hold are of 7,267,327 Shares, which is 8.8% of the securities. The reporting person on this ge, however, may be deemed a beneficial owner the securities reported by it on this cover
2	I.R.S. IDENT Noonday G.P. CHECK THE AP	The repaggregat class of cover paonly of page. [S	OS. OF ABOVE PERSONS (ENTITIES ONLY)  L.C.  OX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**  Orting persons making this filing hold an e of 7,267,327 Shares, which is 8.8% of the securities. The reporting person on this ge, however, may be deemed a beneficial owner the securities reported by it on this cover ee Preliminary Note]
2	I.R.S. IDENT Noonday G.P. CHECK THE AP:  **  SEC USE ONLY	The repaggregat class of cover paonly of page. [S	OS. OF ABOVE PERSONS (ENTITIES ONLY)  L.C.  OX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**  Orting persons making this filing hold an e of 7,267,327 Shares, which is 8.8% of the securities. The reporting person on this ge, however, may be deemed a beneficial owner the securities reported by it on this cover ee Preliminary Note]

5	TO ITEMS 2(d)	OR 2(e)		[ ]
6	CITIZENSHIP OR	PLACE OF	ORGANIZATION	
	NUMBER OF	7	SOLE VOTING POWER	
	SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER  7,267,327 [See Preliminary No	ote]
	EACH REPORTING	9	SOLE DISPOSITIVE POWER	
	PERSON WITH -	10	SHARED DISPOSITIVE POWER  7,267,327 [See Preliminary No	otel
11	AGGREGATE AMOU		CIALLY OWNED BY EACH REPORTING	
12		GGREGATE A	AMOUNT IN ROW (11) EXCLUDES	[ ]
13	PERCENT OF CLA		ENTED BY AMOUNT IN ROW (11)	
14	TYPE OF REPORT	ING PERSON	N (See Instructions)	
		Page	3 of 43 Pages	
CUSIP N	53220K207		13D	
1	NAMES OF REPOR		DNS DS. OF ABOVE PERSONS (ENTITIES	ONLY)
	Noonday Capita E		DX IF A MEMBER OF A GROUP (See	
2	**	The repo	(a) (b) Orting persons making this	[ X ]**

aggregate of 7,267,327 Shares, which is 8.8% 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 FUNI	 DS (See I	nstructions)
5	CHECK IF DISCI		LEGAL PROCEEDINGS IS REQUIRED PURSUANT
6	CITIZENSHIP OF	R PLACE O	F ORGANIZATION
	NUMBER OF	7	SOLE VOTING POWER -0-
BE	SHARES ENEFICIALLY OWNED BY	8	SHARED VOTING POWER  7,267,327 [See Preliminary Note]
	EACH REPORTING	9	SOLE DISPOSITIVE POWER
E	PERSON WITH -	10	SHARED DISPOSITIVE POWER 7,267,327 [See Preliminary Note]
11	AGGREGATE AMOU		ICIALLY OWNED BY EACH REPORTING PERSON  nary Note]
12		====== AGGREGATE	AMOUNT IN ROW (11) EXCLUDES
13	PERCENT OF CLA		SENTED BY AMOUNT IN ROW (11)  Note]
14	TYPE OF REPOR	====== FING PERS	ON (See Instructions)

Page 4 of 43 Pages

13D

\_\_\_\_\_ -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) David I. Cohen CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ] \*\* 2 The reporting persons making this filing hold an aggregate of 7,267,327 Shares, which is 8.8% 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) \_\_\_\_\_ CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) -----CITIZENSHIP OR PLACE OF ORGANIZATION United States ------SOLE VOTING POWER NUMBER OF -0-\_\_\_\_\_ SHARES SHARED VOTING POWER BENEFICIALLY 8 7,267,327 [See Preliminary Note] OWNED BY \_\_\_\_\_ EACH SOLE DISPOSITIVE POWER 9 REPORTING -0-PERSON WITH -----SHARED DISPOSITIVE POWER 10 7,267,327 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,267,327 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) 12 \_\_\_\_\_ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

8.8% [See Preliminary Note]

	TYPE OF REPOR	TING PERSON (S	See Instructions)
14	IN		
		========	
		Page 5 c	of 43 Pages
			13D
JSIP No.	====== 53220K207		
	=======		
	========	========	
1		RTING PERSONS FICATION NOS.	OF ABOVE PERSONS (ENTITIES ONLY)
	Saurabh K. Mi	ttal	
	===================================	======================================	F A MEMBER OF A GROUP (See Instruction
			(a) [ ] (b) [ X ]**
2	**	The reporti	ng persons making this filing hold
		aggregate of	7,267,327 Shares, which is 8.8% of ecurities. The reporting person on t
		cover page,	however, may be deemed a beneficial ow securities reported by it on this co
			Preliminary Note]
3	SEC USE ONLY		
	===================================	======= DS (See Instru	:=====================================
4		DS (See INSCID	(6610115)
	00 ==========		
5	TO ITEMS 2(d)		AL PROCEEDINGS IS REQUIRED PURSUANT
			[ ] 
6	CITIZENSHIP C	R PLACE OF ORG	;ANIZATION
	India =======		
		5C	DLE VOTING POWER
	NUMBER OF	-0 =	- :====================================
BE	SHARES NEFICIALLY	SH 8	MARED VOTING POWER
	OWNED BY	7, =	267,327 [See Preliminary Note]
	EACH	SC 9	DLE DISPOSITIVE POWER
	REPORTING ERSON WITH	-0 =	)_
Ē	PUOON MIIII	SH	HARED DISPOSITIVE POWER

10 7,267,327 [See Preliminary Note] \_\_\_\_\_ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 7,267,327 [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 8.8% [See Preliminary Note] \_\_\_\_\_ TYPE OF REPORTING PERSON (See Instructions) 14 Page 6 of 43 Pages 13D \_\_\_\_\_\_ CUSIP No. 53220K207 \_\_\_\_\_\_ -----NAMES OF REPORTING PERSONS 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) [ X ] \*\* The reporting persons making this filing hold an aggregate of 7,267,327 Shares, which is 8.8% 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] ------SEC USE ONLY SOURCE OF FUNDS (See Instructions) WC, OO \_\_\_\_\_ CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) \_\_\_\_\_ CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

			SOLE VOTING POWER
N	NUMBER OF	7	-0-
	SHARES		
	JEFICIALLY DWNED BY	8	28,500 [See Preliminary Note]
C	- EACH		
_		9	SOLE DISPOSITIVE POWER
	REPORTING ERSON WITH -		_0_ 
		10	SHARED DISPOSITIVE POWER
			28,500 [See Preliminary Note]
11	AGGREGATE AMOU	UNT BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON
± ±	28,500 [See Pr	eliminary	Note]
1.0			AMOUNT IN ROW (11) EXCLUDES
12	CERTAIN SHARES	See Inst	tructions)
	PERCENT OF CLA	SS REPRESI	ENTED BY AMOUNT IN ROW (11)
13	0.0% [See Pre]	iminary No	ote]
	TYPE OF REPORT	:======= 'ING PERSO!	N (See Instructions)
14	00		
		D	7 . 6 . 42 . David
		Page	7 of 43 Pages
			13D
====== SIP No.	 53220k207		13D
====== SIP No. ======	 53220K207 		13D
====== SIP No. ======		:======	
====== SIP No. ======= 1	NAMES OF REPOR		
	NAMES OF REPOR	'ICATION NO	DNS DS. OF ABOVE PERSONS (ENTITIES ONLY)
	NAMES OF REPOR	al Partne	DNS DS. OF ABOVE PERSONS (ENTITIES ONLY)
	NAMES OF REPOR	al Partne	DNS DS. OF ABOVE PERSONS (ENTITIES ONLY)  rs, L.P.  DX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]
	NAMES OF REPOR	CICATION NO al Partne: COPRIATE BO	DNS DS. OF ABOVE PERSONS (ENTITIES ONLY)  rs, L.P.  DX IF A MEMBER OF A GROUP (See Instructions)

4	SOURCE OF FU	NDS (See I	nstructions)
<del>-</del>	WC, 00		
 5			LEGAL PROCEEDINGS IS REQUIRED PURSUANT
5	TO ITEMS 2(d	) OR 2(e)	[ ]
	CITIZENSHIP	OR PLACE O	F ORGANIZATION
6	California		
			SOLE VOTING POWER
	NUMBER OF	7	-0-
	SHARES		SHARED VOTING POWER
В	ENEFICIALLY OWNED BY	8	1,316,261 [See Preliminary Note]
	EACH		SOLE DISPOSITIVE POWER
	REPORTING	9	-0-
	PERSON WITH		SHARED DISPOSITIVE POWER
		10	1,316,261 [See Preliminary Note]
	AGGREGATE AM	OUNT BENEF	
1	1,316,261 [S	ee Prelimi:	nary Note]
			AMOUNT IN ROW (11) EXCLUDES
2	CERTAIN SHAR	ES (See In	structions) [ ]
	PERCENT OF C	LASS REPRE	======================================
3	1.7% [See Pr	eliminary 1	Note]
	TYPE OF REPO	RTING PERS	ON (See Instructions)
4	PN		

10

	Farallon Capita	al Institu	utional Partners, L.P.
2.	CHECK THE APPRO	====== OPRIATE BO	DX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**
2	**	aggregate class of cover pag only of t	orting persons making this filing hold an e of 7,267,327 Shares, which is 8.8% of the securities. The reporting person on this ge, however, may be deemed a beneficial owner the securities reported by it on this cover see Preliminary Note]
3	SEC USE ONLY		
4	SOURCE OF FUND:	S (See Ins	structions)
5	CHECK IF DISCLO		LEGAL PROCEEDINGS IS REQUIRED PURSUANT
6	CITIZENSHIP OR	PLACE OF	ORGANIZATION
NU:	MBER OF	7	SOLE VOTING POWER -0-
BENE	HARES FICIALLY NED BY	8	SHARED VOTING POWER  1,234,108 [See Preliminary Note]
RE.	EACH PORTING	9	SOLE DISPOSITIVE POWER -0-
PER	SON WITH	10	SHARED DISPOSITIVE POWER  1,234,108 [See Preliminary Note]
11	AGGREGATE AMOUN		CIALLY OWNED BY EACH REPORTING PERSON  ary Note]
12	CHECK IF THE ACCERTAIN SHARES		AMOUNT IN ROW (11) EXCLUDES (1)
13	PERCENT OF CLAS		ENTED BY AMOUNT IN ROW (11)
14	TYPE OF REPORT	==== ING PERSON	J (See Instructions)

Page 9 of 43 Pages

13D CUSIP No. 53220K207 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 ] \* \* 2 The reporting persons making this filing hold an  $% \left( 1\right) =\left( 1\right) +\left( 1\right) +\left$ aggregate of 7,267,327 Shares, which is 8.8% 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] \_\_\_\_\_ SEC USE ONLY SOURCE OF FUNDS (See Instructions) -----CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) -----CITIZENSHIP OR PLACE OF ORGANIZATION California SOLE VOTING POWER NUMBER OF -0-\_\_\_\_\_ SHARES SHARED VOTING POWER 8 BENEFICIALLY OWNED BY 172,723 [See Preliminary Note] SOLE DISPOSITIVE POWER REPORTING -0-PERSON WITH -----SHARED DISPOSITIVE POWER 10 172,723 [See Preliminary Note] \_\_\_\_\_ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11

172,723 [See Preliminary Note]

12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES S (See Instructions)	[ ]
1.2	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	========
13	0.2% [See Pre	liminary Note]	
1.4	TYPE OF REPOR	TING PERSON (See Instructions)	
14	PN		
		Page 10 of 43 Pages	
	======	13D	
CUSIP No.	53220K207 ======		
	NAMES OF REPO	======================================	========
1	I.R.S. IDENTI	FICATION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
	Farallon Capi	tal Institutional Partners III, L.P.	
	CHECK THE APP		<pre>Instructions) [ ] [ X ]**</pre>
2	**	The reporting persons making this aggregate of 7,267,327 Shares, which class of securities. The reporting cover page, however, may be deemed a bonly of the securities reported by i page. [See Preliminary Note]	is 8.8% of the person on this eneficial owner
3	SEC USE ONLY		
	SOURCE OF FUN	DS (See Instructions)	========
4	WC		
5	CHECK IF DISC TO ITEMS 2(d)	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(e)	======= PURSUANT [ ]
	====================================	======================================	
6	Delaware		
	=======	SOLE VOTING POWER	========
N	UMBER OF	7 -0-	
;	SHARES	SHARED VOTING POWER	========

BEN	NEFICIALLY	8	
C	OWNED BY		138,811 [See Preliminary Note]
	EACH	9	SOLE DISPOSITIVE POWER
	REPORTING	J	-0-
FE	ERSON WITH	1.0	SHARED DISPOSITIVE POWER
		10	138,811 [See Preliminary Note]
	AGGREGATE AMC	UNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
11	138,811 [See	Preliminary	y Note]
	CHECK IF THE	AGGREGATE	AMOUNT IN ROW (11) EXCLUDES
12	CERTAIN SHARE	ES (See Inst	tructions) [ ]
	PERCENT OF CL	ASS REPRESI	ENTED BY AMOUNT IN ROW (11)
13	0.2% [See Pre	eliminary No	ote]
	TYPE OF REPOR	======= RTING PERSON	N (See Instructions)
14	PN		
		Page (	11 of 43 Pages
		Page :	11 of 43 Pages
 JSIP No.	 53220K207	Page 1	
		Page 1	
	 NAMES OF REPC	 PRTING PERSO	13D
	 NAMES OF REPC	 PRTING PERSO FICATION NO	13D  DNS
1	NAMES OF REPO	DRTING PERSOFICATION NO	13D  DNS
	NAMES OF REPO	The reparts of cover page only of the cover page on the cover page of the cover page on the cover page on the cover page on the cover page on the cover page of the cover page on the cover page on the cover page of the cover page on the cover page of the	13D  DNS DS. OF ABOVE PERSONS (ENTITIES ONLY)  OX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ] (b) [ X ]**  Drting persons making this filing hold an e of 7,267,327 Shares, which is 8.8% of the securities. The reporting person on this ge, however, may be deemed a beneficial owner
1	NAMES OF REPO I.R.S. IDENTI Tinicum Partn CHECK THE APP	The reparts of cover page only of the cover page on the cover page of the cover page on the cover page on the cover page on the cover page on the cover page of the cover page on the cover page on the cover page of the cover page on the cover page of the	DNS DS. OF ABOVE PERSONS (ENTITIES ONLY)  OX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ] **  Orting persons making this filing hold an e of 7,267,327 Shares, which is 8.8% of the securities. The reporting person on this ge, however, may be deemed a beneficial owner the securities reported by it on this cover
1 2	NAMES OF REPO I.R.S. IDENTI Tinicum Partn CHECK THE APP	The report aggregate class of cover page only of the page. [Se	DNS DS. OF ABOVE PERSONS (ENTITIES ONLY)  OX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**  Orting persons making this filing hold an e of 7,267,327 Shares, which is 8.8% of the securities. The reporting person on this ge, however, may be deemed a beneficial owner the securities reported by it on this cover see Preliminary Note]

	CHECK IE DISC	LOSURE OF	LEGAL PROCEEDINGS IS REQUIRED PURSUANT
5	TO ITEMS 2(d)		LEGAL FROCEEDINGS 13 REQUIRED FURSUANT
			[ ]
6	CITIZENSHIP O	R PLACE OF	ORGANIZATION
	New York		
		=======	SOLE VOTING POWER
	NUMBER OF	7	-0-
	SHARES		SHARED VOTING POWER
	BENEFICIALLY OWNED BY	8	50,988 [See Preliminary Note]
	EACH	9	SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH		-0-
	<del>.</del>	10	SHARED DISPOSITIVE POWER
			50,988 [See Preliminary Note]
11	AGGREGATE AMO	UNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
	50,988 [See P	reliminary	Note]
12	CHECK IF THE CERTAIN SHARE		
		=======	[ ] :
13	PERCENT OF CL	ASS REPRES	SENTED BY AMOUNT IN ROW (11)
	0.1% [See Pre	liminary N ======	lote] 
14	TYPE OF REPOR	TING PERSO	N (See Instructions)
	PN		
		Page	12 of 43 Pages
			13D
			130
	o. 53220K207		
1	NAMES OF REPO		CONS SONS SOS. OF ABOVE PERSONS (ENTITIES ONLY)
	RR Capital Pa	rtners, L.	P.
	CHECK THE APP	<del>-====</del> ROPRIATE B	OX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**

	0 0		
2	**	aggregat class of cover pa only of	poorting persons making this filing hold and the of 7,267,327 Shares, which is 8.8% of the securities. The reporting person on this age, however, may be deemed a beneficial owner the securities reported by it on this cover See Preliminary Note]
3	SEC USE ONLY		
4	SOURCE OF FUND	S (See Ir	nstructions)
5	CHECK IF DISCL TO ITEMS 2(d)		LEGAL PROCEEDINGS IS REQUIRED PURSUANT
6	CITIZENSHIP OR	PLACE OF	F ORGANIZATION
	NUMBER OF	7	SOLE VOTING POWER -0-
	SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER  17,850 [See Preliminary Note]
	EACH REPORTING	9	SOLE DISPOSITIVE POWER -0-
	PERSON WITH -	10	SHARED DISPOSITIVE POWER  17,850 [See Preliminary Note]
11	AGGREGATE AMOU		CIALLY OWNED BY EACH REPORTING PERSON  Note]
12	CHECK IF THE A		AMOUNT IN ROW (11) EXCLUDES structions)
13	PERCENT OF CLA		SENTED BY AMOUNT IN ROW (11)
14	TYPE OF REPORT	ING PERSO	DN (See Instructions)

Page 13 of 43 Pages

CUSIP No. 53220K207

1	NAMES OF REE		RSONS NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Cap	pital Offsh	nore Investors II, L.P.
	CHECK THE A	PPROPRIATE	BOX IF A MEMBER OF A GROUP (See Instruction (a) [ ] (b) [ X ]**
2	**	aggrega class o cover p only of	eporting persons making this filing hold ate of 7,267,327 Shares, which is 8.8% of of securities. The reporting person on to page, however, may be deemed a beneficial ow the securities reported by it on this confise (See Preliminary Note)
3	SEC USE ONLY	 (	
4	SOURCE OF FU	JNDS (See I	
1	WC, 00		
5	CHECK IF DIS		LEGAL PROCEEDINGS IS REQUIRED PURSUANT
			L J
6	CITIZENSHIP	OR PLACE (	OF ORGANIZATION
6	CITIZENSHIP		
6		nds 	
6			DF ORGANIZATION
	Cayman Islar NUMBER OF SHARES	nds 7	OF ORGANIZATION  SOLE VOTING POWER
	Cayman Islar	nds 	OF ORGANIZATION  SOLE VOTING POWER  -0-
	Cayman Islar NUMBER OF SHARES ENEFICIALLY	nds 	OF ORGANIZATION  SOLE VOTING POWER  -0-  SHARED VOTING POWER
ВВ	Cayman Islar  NUMBER OF  SHARES ENEFICIALLY OWNED BY  EACH  REPORTING	nds 7	OF ORGANIZATION  SOLE VOTING POWER  -0-  SHARED VOTING POWER  1,228,175 [See Preliminary Note]
ВВ	Cayman Islar	nds 7 8 9	SOLE VOTING POWER  -0- SHARED VOTING POWER  1,228,175 [See Preliminary Note]  SOLE DISPOSITIVE POWER
ВВ	Cayman Islar  NUMBER OF  SHARES ENEFICIALLY OWNED BY  EACH  REPORTING	nds 	SOLE VOTING POWER  -0- SHARED VOTING POWER  1,228,175 [See Preliminary Note]  SOLE DISPOSITIVE POWER  -0-
BI	Cayman Islar NUMBER OF SHARES ENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	nds 7 8 9 10	SOLE VOTING POWER  -0- SHARED VOTING POWER  1,228,175 [See Preliminary Note]  SOLE DISPOSITIVE POWER  -0- SHARED DISPOSITIVE POWER
ВВ	Cayman Islar NUMBER OF SHARES ENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	nds 7	SOLE VOTING POWER  -0- SHARED VOTING POWER  1,228,175 [See Preliminary Note]  SOLE DISPOSITIVE POWER  -0- SHARED DISPOSITIVE POWER  1,228,175 [See Preliminary Note]  **ICIALLY OWNED BY EACH REPORTING PERSON

	_aga: 1g	0, 1, 12				
13	1.5% [See Pre	liminary N	Jote]			
	TYPE OF REPOR	TING PERSO	N (See Instructions)			
14	PN					
		=======				
		Page	14 of 43 Pages			
======	=======		13D			
CUSIP N	o. 53220K207					
======	=======					
1	NAMES OF REPO		ONS OS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Farallon Capi	tal Manage	ement, L.L.C.			
	CHECK THE APP	====== ROPRIATE E	SOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**			
2	**	** The reporting persons making this filing hold an aggregate of 7,267,327 Shares, which is 8.8% 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 FUN	SOURCE OF FUNDS (See Instructions)				
4	00					
5	CHECK IF DISC TO ITEMS 2(d)		LEGAL PROCEEDINGS IS REQUIRED PURSUANT			
	CITIZENSHIP O	======= R PLACE OF	ORGANIZATION			
6	Delaware					
		=======	SOLE VOTING POWER			
	NUMBER OF	7	-0-			
			CHADED VOTING DOWED			
	SHARES BENEFICIALLY	8	SHARED VOTING POWER			
	OWNED BY		3,079,911 [See Preliminary Note]			
	EACH	9	SOLE DISPOSITIVE POWER			
	REPORTING		-0-			

P	PERSON WITHSHARED DISPOSITIVE POWER
	10
	3,079,911 [See Preliminary Note]
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,079,911 [See Preliminary Note]
1.0	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
12	CERTAIN SHARES (See Instructions) [ ]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	3.9% [See Preliminary Note]
	TYPE OF REPORTING PERSON (See Instructions)
14	IA, 00
	Page 15 of 43 Pages
	13D
:======	
JSIP No.	53220K207
====== SIP No. ======	53220K207 
SIP No.	53220K207 
====== SIP No. ======= 1	53220K207  NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	NAMES OF REPORTING PERSONS
	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.
	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ]
	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
1	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold
1	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold aggregate of 7,267,327 Shares, which is 8.8% of t class of securities. The reporting person on the
1	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold aggregate of 7,267,327 Shares, which is 8.8% of to class of securities. The reporting person on the cover page, however, may be deemed a beneficial own
1	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold aggregate of 7,267,327 Shares, which is 8.8% of t class of securities. The reporting person on the
1	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold aggregate of 7,267,327 Shares, which is 8.8% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this coveries.
1 2	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold aggregate of 7,267,327 Shares, which is 8.8% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this coverage. [See Preliminary Note]  SEC USE ONLY
1 2	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold aggregate of 7,267,327 Shares, which is 8.8% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial owr only of the securities reported by it on this cover page. [See Preliminary Note]
1 2	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold aggregate of 7,267,327 Shares, which is 8.8% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this coverage. [See Preliminary Note]  SEC USE ONLY
1 2 2	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold aggregate of 7,267,327 Shares, which is 8.8% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page. [See Preliminary Note]  SEC USE ONLY  SOURCE OF FUNDS (See Instructions)  AF  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
1 2	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ] **  ** The reporting persons making this filing hold aggregate of 7,267,327 Shares, which is 8.8% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page. [See Preliminary Note]  SEC USE ONLY  SOURCE OF FUNDS (See Instructions)  AF
1 2 3	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Farallon Partners, L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold aggregate of 7,267,327 Shares, which is 8.8% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page. [See Preliminary Note]  SEC USE ONLY  SOURCE OF FUNDS (See Instructions)  AF  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6	Delaware					
			SOLE VOTING POWER			
N	UMBER OF	7	-0-			
	SHARES		SHARED VOTING POWER			
	BENEFICIALLY OWNED BY		4,187,416 [See Preliminary Note]			
	EACH		SOLE DISPOSITIVE POWER			
R	REPORTING	9	-0-			
PE	RSON WITH -		SHARED DISPOSITIVE POWER			
		10	4,187,416 [See Preliminary Note]			
	AGGREGATE AMOU	JNT BENEFI	ECIALLY OWNED BY EACH REPORTING PERSON			
11	4,187,416 [See	e Prelimir	nary Note]			
	====================================	 AGGREGATE	AMOUNT IN ROW (11) EXCLUDES			
12	CERTAIN SHARES	S (See Ins	` ,			
	PERCENT OF CLA	 ASS REPRES	SENTED BY AMOUNT IN ROW (11)			
13		5.2% [See Preliminary Note]				
	·==========					
14	00		, , , , , , , , , , , , , , , , , , , ,			
	========					
		Page	16 of 43 Pages			
			13D			
CUSIP No.	53220K207					
1	NAMES OF REPOR		SONS NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Chun R. Ding					
	CHECK THE APPR	==== ROPRIATE E	BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**			
2	**	aggregat class of cover pa	porting persons making this filing hold an te of 7,267,327 Shares, which is 8.8% of the securities. The reporting person on this age, however, may be deemed a beneficial owner the securities reported by it on this cover			

SOURCE OF FUNDS (See Instructions)  4  AF, OO  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQU 5 TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  6  United States  SOLE VOTING POWER  7  NUMBER OF  -0-  SHARES BENEFICIALLY 8  OWNED BY  7,267,327 [See Prelimin	======================================		
AF, OO  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQU  TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  6  United States  SOLE VOTING POWER  7  NUMBER OF  -0-  SHARES BENEFICIALLY  8			
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQU  TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  United States  SOLE VOTING POWER  7  NUMBER OF -0-  SHARES SHARED VOTING POWER  BENEFICIALLY 8			
5 TO ITEMS 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  6 United States  SOLE VOTING POWER  7 NUMBER OF -0- SHARES SHARED VOTING POWER  BENEFICIALLY 8			
United States  SOLE VOTING POWER  7  NUMBER OF  SHARES  SHARED VOTING POWER  BENEFICIALLY  8	[ ] ====================================		
United States  SOLE VOTING POWER  7  NUMBER OF  SHARES  SHARED VOTING POWER  BENEFICIALLY  8			
SOLE VOTING POWER  7  NUMBER OF -0- SHARES SHARED VOTING POWER  BENEFICIALLY 8			
NUMBER OF -0- SHARES SHARED VOTING POWER BENEFICIALLY 8	========		
SHARES SHARED VOTING POWER BENEFICIALLY 8	========		
BENEFICIALLY 8			
	ary Note] =======		
EACH SOLE DISPOSITIVE POWER 9			
REPORTING -0- PERSON WITH			
SHARED DISPOSITIVE POWE	<del>_</del> _ R		
7,267,327 [See Prelimin	ary Note]		
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPO	RTING PERSON		
11 7,267,327 [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 (1	======================================		
13 8.8% [See Preliminary Note]			
TYPE OF REPORTING PERSON (See Instructions)	========		
14			

NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) William F. Duhamel ------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 7,267,327 Shares, which is 8.8% 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] SEC USE ONLY SOURCE OF FUNDS (See Instructions) 4 AF, OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ------CITIZENSHIP OR PLACE OF ORGANIZATION United States -----SOLE VOTING POWER NUMBER OF -0-\_\_\_\_\_ SHARES SHARED VOTING POWER 8 BENEFICIALLY 7,267,327 [See Preliminary Note] OWNED BY \_\_\_\_\_ EACH SOLE DISPOSITIVE POWER 9 REPORTING -0-PERSON WITH \_\_\_\_\_ SHARED DISPOSITIVE POWER 10 7,267,327 [See Preliminary Note] \_\_\_\_\_ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 7,267,327 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3 8.8% [See Preliminary Note] \_\_\_\_\_\_ TYPE OF REPORTING PERSON (See Instructions) 14

IN

-----

Page 18 of 43 Pages

			13D	
	53220K207			
1	NAMES OF REF	-	SONS NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Richard B. F	ried		
2	CHECK THE AF	PROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]**	
2	**	aggrega class o cover p only of	porting persons making this filing hold are of 7,267,327 Shares, which is 8.8% of the f securities. The reporting person on this age, however, may be deemed a beneficial owner the securities reported by it on this cover See Preliminary Note]	
3	SEC USE ONLY	JSE ONLY		
4	SOURCE OF FU	OF FUNDS (See Instructions)		
5	CHECK IF DIS		LEGAL PROCEEDINGS IS REQUIRED PURSUANT [ ]	
	===================================	OR PLACE O	======================================	
6	United State	:s		
	========		SOLE VOTING POWER	
	NUMBER OF	7	-0-	
D.7	SHARES		SHARED VOTING POWER	
	NEFICIALLY OWNED BY	8	7,267,327 [See Preliminary Note]	
	EACH	9	SOLE DISPOSITIVE POWER	
	REPORTING ERSON WITH	9 	-0- 	
r	TIMON MIII	10 10	SHARED DISPOSITIVE POWER	
		10	7,267,327 [See Preliminary Note]	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	7,267,327 [See	Preliminary Note]				
1.0		GGREGATE AMOUNT IN ROW (11) EXCLUDES				
12	CERIAIN SHARES	(See Instructions)	[ ]			
	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)				
13	8.8% [See Prel	iminary Note]				
	TYPE OF REPORT	ING PERSON (See Instructions)	==========			
14	IN					
		Page 19 of 43 Pages				
		13D				
CUSIP No. 5	====== 53220K207					
=======						
	========		=========			
1	NAMES OF REPOR	TING PERSONS ICATION NOS. OF ABOVE PERSONS (ENTITI	ES ONLY)			
	Monica R. Land	ry				
	CHECK THE APPR	•	ee Instructions) a) [ ] b) [ X ]**			
2	**	The reporting persons making thi aggregate of 7,267,327 Shares, whi class of securities. The reportin cover page, however, may be deemed a only of the securities reported by page. [See Preliminary Note]	ch is 8.8% of the g person on this beneficial owner			
3	SEC USE ONLY					
	SOURCE OF FUND	S (See Instructions)				
4	AF, OO					
5	CHECK IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRE	======= D PURSUANT			
J	10 11EM3 2 (U)	OIV 2 (G)	[ ]			
	CITIZENSHIP OR	PLACE OF ORGANIZATION				
6	United States					

SOLE VOTING POWER

	NUMBER OF	7	-0-			
	SHARES		SHARED VOTING POWER			
	BENEFICIALLY OWNED BY	8	7,267,327 [See Preliminary Note]			
	EACH	9	SOLE DISPOSITIVE POWER			
	REPORTING PERSON WITH -		-0-			
	TEROOR WITH	10	SHARED DISPOSITIVE POWER			
			7,267,327 [See Preliminary Note]			
11	AGGREGATE AMOU		CIALLY OWNED BY EACH REPORTING PERSON			
			AMOUNT IN ROW (11) EXCLUDES			
12	CERTAIN SHARES					
13	PERCENT OF CLA	SS REPRESI	ENTED BY AMOUNT IN ROW (11)			
	8.8% [See Prel	8.8% [See Preliminary Note]				
14	TYPE OF REPORT	ING PERSON	N (See Instructions)			
		Page 2	20 of 43 Pages			
			13D			
	 No. 53220K207					
1	NAMES OF REPOR		DNS DS. OF ABOVE PERSONS (ENTITIES ONLY)			
	William F. Mel	lin				
	CHECK THE APPR	OPRIATE BO	DX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**			
2	**	aggregate class of cover pag only of t	orting persons making this filing hold an e of 7,267,327 Shares, which is 8.8% of the securities. The reporting person on this ge, however, may be deemed a beneficial owner the securities reported by it on this cover be Preliminary Note]			
3	SEC USE ONLY	======				

4	SOURCE OF FUNDS (See Instructions)				
4	AF, 00				
5		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
	CITIZENCUID	======================================			
6			F ORGANIZATION		
	United States				
		7	SOLE VOTING POWER		
	NUMBER OF		-0-		
	SHARES		SHARED VOTING POWER		
	ENEFICIALLY OWNED BY	8	7,267,327 [See Preliminary Note]		
	EACH		SOLE DISPOSITIVE POWER		
	REPORTING	9	-0-		
Р	PERSON WITH		SHARED DISPOSITIVE POWER		
		10	7,267,327 [See Preliminary Note]		
	AGGREGATE AMO	====== UNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON		
11	7,267,327 [Se	e Prelimi	nary Note]		
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  CERTAIN SHARES (See Instructions)			
		· 	[ ]		
1.0	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	8.8% [See Preliminary Note]				
	TYPE OF REPORTING PERSON (See Instructions)				
	TYPE OF REPOR	14			
14	TYPE OF REPOR	TING PERS	ON (See Instructions)		
14		TING PERS	ON (See Instructions)		
14					
14			ON (See Instructions)		
14					
	IN =				
===== SIP No.	IN =================================		21 of 43 Pages		
===== SIP No.	IN 		21 of 43 Pages		

Stephen L. Millham \_\_\_\_\_ 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 7,267,327 Shares, which is 8.8% 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] SEC USE ONLY SOURCE OF FUNDS (See Instructions) AF, 00 -----CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) \_\_\_\_\_ CITIZENSHIP OR PLACE OF ORGANIZATION United States \_\_\_\_\_ SOLE VOTING POWER 7 NUMBER OF -0-SHARES SHARED VOTING POWER 8 BENEFICIALLY OWNED BY 7,267,327 [See Preliminary Note] \_\_\_\_\_ EACH SOLE DISPOSITIVE POWER 9 REPORTING -0-PERSON WITH \_\_\_\_\_ SHARED DISPOSITIVE POWER 10 7,267,327 [See Preliminary Note] -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 7,267,327 [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 8.8% [See Preliminary Note] \_\_\_\_\_\_ TYPE OF REPORTING PERSON (See Instructions) 14 \_\_\_\_\_

Page 22 of 43 Pages

13D CUSIP No. 53220K207 -----NAMES OF REPORTING PERSONS 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  $% \left( 1\right) =\left( 1\right) +\left( 1\right) +\left$ aggregate of 7,267,327 Shares, which is 8.8% 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] \_\_\_\_\_ SEC USE ONLY \_\_\_\_\_ SOURCE OF FUNDS (See Instructions) AF, OO \_\_\_\_\_ CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) -----CITIZENSHIP OR PLACE OF ORGANIZATION United States \_\_\_\_\_ SOLE VOTING POWER NUMBER OF -0-\_\_\_\_\_ SHARES SHARED VOTING POWER 8 BENEFICIALLY OWNED BY 7,267,327 [See Preliminary Note] SOLE DISPOSITIVE POWER REPORTING -0-PERSON WITH -----SHARED DISPOSITIVE POWER 10 7,267,327 [See Preliminary Note] \_\_\_\_\_ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11

7,267,327 [See Preliminary Note]

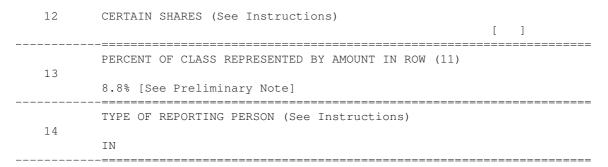
12		AGGREGATE AMOUNT IN ROW (11) EXCI	UDES	[ ]		
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW	(11)			
	8.8% [See Pre]	liminary Note]		======		
	TYPE OF REPORT	TING PERSON (See Instructions)				
14	IN					
		Page 23 of 43 Pages				
		13D				
CUSIP No.	53220K207					
1	NAMES OF REPOR	TING PERSONS GICATION NOS. OF ABOVE PERSONS (E	ENTITIES	ONLY)	======	
	Rajiv A. Patel					
	CHECK THE APPI	ROPRIATE BOX IF A MEMBER OF A GRO	(a)	====== Instru [ ] [ X ]*		
2	**	The reporting persons making aggregate of 7,267,327 Shares, class of securities. The repower page, however, may be deconly of the securities report page. [See Preliminary Note]	which porting emed a b	is 8.8 person enefici	% of the on this al owner	
3	SEC USE ONLY		=====	=====		
	SOURCE OF FUNDS (See Instructions)					
4	AF, OO					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				 Т	
	===================================	R PLACE OF ORGANIZATION		======	======	
6	United States					
		SOLE VOTING POWER		======	======	
-	HIMDED OF	7				
I.	IUMBER OF	-0-				

-	SHARES	0	SHARED VOTING POWER			
ľ	BENEFICIALLY OWNED BY	8	7,267,327 [See Preliminary Note]			
	EACH		SOLE DISPOSITIVE POWER			
	REPORTING	9	-0-			
	PERSON WITH -		SHARED DISPOSITIVE POWER			
		10	7,267,327 [See Preliminary Note]			
	AGGREGATE AMOU	JNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON			
11	7,267,327 [See	e Prelimi	nary Note]			
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  CERTAIN SHARES (See Instructions)				
	PERCENT OF CLA	ASS REPRE	SENTED BY AMOUNT IN ROW (11)			
13	8.8% [See Pre]	liminary 1	Note]			
	TYPE OF REPORT	ING PERS	ON (See Instructions)			
14	IN	IN				
CUSIP No	 		13D			
1	NAMES OF REPOR	CICATION 1	SONS NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
			BOX IF A MEMBER OF A GROUP (See Instructions)			
		CITTILL	(a) [ ] (b) [ X ]**			
2	**	aggregation class of cover possible only of	porting persons making this filing hold an te of 7,267,327 Shares, which is 8.8% of the f securities. The reporting person on this age, however, may be deemed a beneficial owner the securities reported by it on this cover See Preliminary Note]			
3	SEC USE ONLY					
	SOURCE OF FUND	S (See I	nstructions)			

4	AF, OO	AF, OO		
5		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
6	CITIZENSHIP O	======= R PLACE OI	OF ORGANIZATION	
	NUMBER OF	7	SOLE VOTING POWER -0-	
В	SHARES ENEFICIALLY OWNED BY	8	SHARED VOTING POWER 7,267,327 [See Preliminary Note]	
	EACH REPORTING	9	SOLE DISPOSITIVE POWER	
	PERSON WITH	10	SHARED DISPOSITIVE POWER 7,267,327 [See Preliminary Note]	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  7,267,327 [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)  8.8% [See Preliminary Note]			
14	TYPE OF REPOR	======================================	ON (See Instructions)	
		Page	e 25 of 43 Pages	
			13D	
CUSIP No	. 53220K207 ======			
1		FICATION I	RSONS NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Thomas F. Ste	yer =======		

0	CHECK THE APPF	ROPRIATE B	OX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ] **	
2	**	aggregat class of cover pa only of	orting persons making this filing hold an e of 7,267,327 Shares, which is 8.8% of the securities. The reporting person on this ge, however, may be deemed a beneficial owner the securities reported by it on this cover ee Preliminary Note]	
3	SEC USE ONLY			
4	SOURCE OF FUND	OURCE OF FUNDS (See Instructions)  F, 00		
5	CHECK IF DISCI TO ITEMS 2(d)		LEGAL PROCEEDINGS IS REQUIRED PURSUANT	
6	CITIZENSHIP OF	R PLACE OF	ORGANIZATION	
	NUMBER OF	7	SOLE VOTING POWER	
	SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 7,267,327 [See Preliminary Note]	
	EACH REPORTING	9	SOLE DISPOSITIVE POWER  -0-	
	PERSON WITH -	10	SHARED DISPOSITIVE POWER 7,267,327 [See Preliminary Note]	
11	AGGREGATE AMOU		CIALLY OWNED BY EACH REPORTING PERSON  ary Note]	
12	CHECK IF THE A		AMOUNT IN ROW (11) EXCLUDES tructions)	
13	PERCENT OF CLA		ENTED BY AMOUNT IN ROW (11)	
14	TYPE OF REPORT	ING PERSO	N (See Instructions)	

13D \_\_\_\_\_ CUSIP No. 53220K207 -----NAMES OF REPORTING PERSONS 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 ] \*\* The reporting persons making this filing hold an aggregate of 7,267,327 Shares, which is 8.8% 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] SEC USE ONLY -----SOURCE OF FUNDS (See Instructions) AF, OO -----CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) -----CITIZENSHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER NUMBER OF -0-\_\_\_\_\_ SHARES SHARED VOTING POWER BENEFICIALLY 8 OWNED BY 7,267,327 [See Preliminary Note] \_\_\_\_\_ EACH SOLE DISPOSITIVE POWER REPORTING -0-PERSON WITH \_\_\_\_\_ SHARED DISPOSITIVE POWER 1.0 7,267,327 [See Preliminary Note] -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,267,327 [See Preliminary Note] CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES



Page 27 of 43 Pages

This Amendment No. 1 to Schedule 13D amends the Schedule 13D initially filed on August 10, 2006 (collectively, with all amendments thereto, the "Schedule 13D").

Preliminary Note: The Reporting Persons (as defined below) are filing this Schedule 13D with respect to the shares of Common  $\,$  Stock,  $\,$  par value  $\,$  \$0.001 per share (the "Shares"), of Ligand Pharmaceuticals Incorporated (the "Company"). Certain of the Reporting Persons own, in aggregate, (i) 2,017,500 Shares, (ii) \$18,800,000 principal amount of 6% Convertible Subordinated Notes due 2007 (the "Convertible Notes") issued by the Company, each \$1,000 principal amount of Convertible Notes immediately convertible to 161.9905 Shares, and (iii) Warrants (the "Warrants") issued by the Company to purchase 357,006 Shares. Each Warrant has an exercise price of \$10 per Share, is immediately exercisable and has an expiration date of October 6, 2006. If all of such Convertible Notes and Warrants were converted or exercised, as applicable, the Reporting Persons would (including Shares currently held) beneficially own, in aggregate, 7,267,327 Shares. Unless stated otherwise, all numbers and percentages contained in the cover pages to this Schedule 13D represent Shares currently held by certain Reporting Persons and all Shares that would be issued to certain Reporting Persons assuming full conversion or exercise, as applicable, of the Convertible Notes and Warrants owned by the Reporting Persons. Such numbers and percentages do not reflect the conversion or exercise of Convertible Notes or Warrants beneficially owned by any persons other than the Reporting Persons. For information regarding the Convertible Notes, see the Company's Registration Statement on a Form S-3 filed with the Securities and Exchange Commission on January 13, 2003, as amended. For information regarding the Warrants, see the Company's Annual Statement on a Form 10K filed with the Securities and Exchange Commission on March 21, 2003, as amended.

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

The net investment cost (including commissions) for the Shares acquired by each of the Funds and the Managed Accounts since the filing of the prior Schedule 13D is set forth below:

Entity	Shares Acquired	Approximate Net
		Investment Cost
Noonday Fund	19,400	\$195 <b>,</b> 467
FCP	337,300	\$3,368,263

FCIP	400,600	\$4,026,841
FCIP II	29,900	\$298,323
FCIP III	40,600	\$407,633
Tinicum	13,600	\$136,374
FCOI II	471,300	\$4,726,901
Managed Accounts	1,381,400	\$13,841,048

The consideration for such acquisitions was obtained as follows: (i) with respect to the Noonday Fund, FCP, Tinicum and FCOI II, from working capital and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by the Noonday Fund,

Page 28 of 43 Pages

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

# Item 5. Interest In Securities Of The Issuer

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

### (a) The Funds

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Fund is incorporated herein by reference for each such Fund. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 78,740,945 Shares outstanding as of July 31, 2006 as reported by the Company in its Quarterly Report on Form 10-Q for the period ended June 30, 2006 filed with the Securities and Exchange Commission on August 9, 2006, plus the number of additional Shares each Reporting Person is deemed to beneficially own through its beneficial ownership of Convertible Notes and Warrants.
- (c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Funds since the filing of the prior Schedule 13D are set forth on Schedules A-G hereto and are incorporated herein by reference. All of such transactions were open-market transactions. No transactions in Convertible Notes or Warrants have been consummated since the filing of the prior Schedule 13D.
- (d) Each of the First Noonday Sub-adviser, the Second

Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares, Convertible Notes and Warrants held by the Funds as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.

(e) Not applicable.

Page 29 of 43 Pages

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

Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares, Convertible Notes and Warrants held by the Funds. Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares, Convertible Notes and Warrants held by the Managed Accounts. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the

Page 30 of 43 Pages

Noonday General Partner. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.

- (e) Not applicable.
- (d) The Management Company
  - (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.
  - (c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Management Company on behalf of the Managed Accounts since the filing of the prior Schedule 13D are set forth on Schedule H hereto and are incorporated herein by reference. All of such transactions were open-market transactions. No transactions in Convertible Notes or Warrants have been consummated since the filing of the prior Schedule 13D.
  - (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares, Convertible Notes and Warrants held by the Managed Accounts as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of the Management Company.
  - (e) Not applicable.
- (e) The Farallon General Partner

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.
- (c) None.
- (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares, Convertible Notes and Warrants held by the Funds as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.

Page 31 of 43 Pages

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

The Shares reported hereby for the Funds are beneficially owned by the Funds (through their direct ownership of Shares, Convertible Notes and Warrants) and those reported by the Management Company on behalf of the Managed Accounts

are beneficially owned by the Managed Accounts (through their direct ownership of Shares, Convertible Notes and Warrants). The First Noonday Sub-adviser and the Second Noonday Sub-adviser, as sub-investment advisers to the Funds and the Managed Accounts, may be deemed to be the beneficial owners of all such Shares beneficially owned by the Funds and the Managed Accounts (in each case through their direct ownership of Shares, Convertible Notes and Warrants). The Noonday General Partner, as general partner to the Second Noonday Sub-adviser, may be deemed to be the beneficial owner of all such Shares beneficially owned by the Funds and the Managed Accounts (in each case through their direct ownership of Shares, Convertible Notes and Warrants). The Noonday Individual Reporting Persons, as managing members of both the First Noonday Sub-adviser and the Noonday General Partner, may each be deemed to be the beneficial owner of all such Shares beneficially owned by the Funds and the Managed Accounts (in each case through their direct ownership of Shares, Convertible Notes and Warrants). The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares beneficially owned by the Managed Accounts (through their direct ownership of Shares, Convertible Notes and Warrants). The Farallon General Partner, as general partner to the Farallon Funds and managing member of the Noonday Fund, may be deemed to be the beneficial owner of all such Shares beneficially owned by the Funds

Page 32 of 43 Pages

(through their direct ownership of Shares, Convertible Notes and Warrants). The Farallon Individual Reporting Persons, as managing members of both the Management Company and the Farallon General Partner with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Shares beneficially owned by the Funds and the Managed Accounts (in each case through their direct ownership of Shares, Convertible Notes and Warrants). Each of the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Page 33 of 43 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 18, 2006

/s/ Monica R. Landry

\_\_\_\_\_

NOONDAY G.P. (U.S.), L.L.C.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

\_\_\_\_\_

NOONDAY CAPITAL, L.L.C.,
On its own behalf
and as the General Partner of
NOONDAY ASSET MANAGEMENT, L.P.

By Monica R. Landry, Attorney-in-fact

/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.,
RR CAPITAL PARTNERS, L.P. and
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.
and as the Managing Member of
NOONDAY CAPITAL PARTNERS, L.L.C.

/s/ Monica R. Landry

\_\_\_\_\_

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

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

\_\_\_\_\_

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

Page 34 of 43 Pages

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.

Page 35 of 43 Pages

SCHEDULE A

# NOONDAY CAPITAL PARTNERS, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE
8/11/2006	400	\$8.43
9/7/2006	1,154	\$9.71
9/7/2006	1,846	\$9.71
9/7/2006	4,800	\$9.69
9/8/2006	670	\$10.54
9/8/2006	1,278	\$10.52
9/8/2006	922	\$10.54
9/8/2006	930	\$10.52
9/8/2006	880	\$10.54
9/8/2006	1,220	\$10.52

9/8/2006	628	\$10.54
9/8/2006	872	\$10.52
9/11/2006	200	\$10.38
9/11/2006	100	\$10.22
9/11/2006	700	\$10.23
9/12/2006	1,300	\$10.06
9/13/2006	1,500	\$10.15

Page 36 of 43 Pages

SCHEDULE B

### FARALLON CAPITAL PARTNERS, L.P.

\_\_\_\_\_

	NO. OF SHARES	PRICE
TRADE DATE	PURCHASED	PER SHARE
8/11/2006	22,900	\$8.43
8/11/2006	400	\$8.40
9/7/2006	31,531	\$9.71
9/7/2006	82,600	\$9.69
9/7/2006	19,469	\$9.71
9/8/2006	10,835	\$10.54
9/8/2006	20,940	\$10.52
9/8/2006	15,065	\$10.52
9/8/2006	15,060	\$10.54
9/8/2006	14,140	\$10.54
9/8/2006	10,165	\$10.54
9/8/2006	19,660	\$10.52
9/8/2006	14,135	\$10.52
9/11/2006	3,700	\$10.38
9/11/2006	1,900	\$10.22
9/11/2006	11,300	\$10.23
9/12/2006	20,000	\$10.06
9/13/2006	23,500	\$10.15

Page 37 of 43 Pages

SCHEDULE C

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

-----

	NO. OF SHARES	PRICE
TRADE DATE	PURCHASED	PER SHARE
8/11/2006	12,600	\$8.43
8/11/2006	200	\$8.40
9/7/2006	38,330	\$9.71
9/7/2006	23,670	\$9.71
9/7/2006	100,400	\$9.69
9/8/2006	18,729	\$10.52
9/8/2006	18,742	\$10.54
9/8/2006	13,471	\$10.54
9/8/2006	26,058	\$10.52
9/8/2006	12,675	\$10.54
9/8/2006	24,488	\$10.52
9/8/2006	17,612	\$10.54
9/8/2006	17,625	\$10.52
9/11/2006	4,700	\$10.38
9/11/2006	14,500	\$10.23
9/11/2006	2,500	\$10.22
9/12/2006	25,800	\$10.06
9/13/2006	28,500	\$10.15

Page 38 of 43 Pages

# SCHEDULE D

# FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE
8/11/2006	1,700	\$8.43
9/7/2006	1,908	\$9.71
9/7/2006	3,092	\$9.71
9/7/2006	8,100	\$9.69
9/8/2006	1,221	\$10.52
9/8/2006	1,213	\$10.54
9/8/2006	879	\$10.54
9/8/2006	1,687	\$10.52
9/8/2006	1,629	\$10.52
9/8/2006	837	\$10.54
9/8/2006	1,163	\$10.52
9/8/2006	1,171	\$10.54
9/11/2006	300	\$10.38
9/11/2006	200	\$10.22
9/11/2006	1,000	\$10.23
9/12/2006	1,800	\$10.06

9/13/2006 2,000 \$10.15

#### Page 39 of 43 Pages

# SCHEDULE E

## FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE
8/11/2006	1,000	\$8.43
9/7/2006	2,678	\$9.71
9/7/2006	4,322	\$9.71
9/7/2006	11,300	\$9.69
9/8/2006	1,350	\$10.54
9/8/2006	1,856	\$10.54
9/8/2006	2,544	\$10.52
9/8/2006	1,850	\$10.52
9/8/2006	1,265	\$10.54
9/8/2006	1,735	\$10.52
9/8/2006	1 <b>,</b> 729	\$10.54
9/8/2006	2,371	\$10.52
9/11/2006	400	\$10.38
9/11/2006	1,300	\$10.23
9/11/2006	200	\$10.22
9/12/2006	2,200	\$10.06
9/13/2006	2,500	\$10.15

Page 40 of 43 Pages

SCHEDULE F

TINICUM PARTNERS, L.P.

	NO. OF SHARES	PRICE
TRADE DATE	PURCHASED	PER SHARE
8/11/2006	700	\$8.43
9/7/2006	769	\$9.71
		·
9/7/2006	1,231	\$9.71
9/7/2006	3,200	\$9.69
9/8/2006	462	\$10.54
9/8/2006	870	\$10.52
9/8/2006	630	\$10.54
9/8/2006	638	\$10.52
9/8/2006	812	\$10.52
9/8/2006	588	\$10.54
9/8/2006	420	\$10.54
9/8/2006	580	\$10.52
9/11/2006	200	\$10.38
9/11/2006	100	\$10.22
9/11/2006	500	\$10.23
9/12/2006	900	\$10.06
9/13/2006	1,000	\$10.15

Page 41 of 43 Pages

# SCHEDULE G

# FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

8/11/2006       400       \$8.40         8/11/2006       23,200       \$8.43         9/7/2006       26,348       \$9.71         9/7/2006       42,652       \$9.71         9/7/2006       111,700       \$9.69         9/8/2006       30,289       \$10.52         9/8/2006       21,801       \$10.52         9/8/2006       21,811       \$10.54         9/8/2006       15,699       \$10.54         9/8/2006       20,513       \$10.54         9/8/2006       28,487       \$10.52         9/8/2006       14,777       \$10.54         9/8/2006       20,523       \$10.52         9/11/2006       5,900       \$10.38         9/11/2006       18,000       \$10.23         9/11/2006       3,100       \$10.22	TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE
8/11/2006       23,200       \$8.43         9/7/2006       26,348       \$9.71         9/7/2006       42,652       \$9.71         9/7/2006       111,700       \$9.69         9/8/2006       30,289       \$10.52         9/8/2006       21,801       \$10.52         9/8/2006       21,811       \$10.54         9/8/2006       15,699       \$10.54         9/8/2006       20,513       \$10.54         9/8/2006       28,487       \$10.52         9/8/2006       14,777       \$10.54         9/8/2006       20,523       \$10.52         9/11/2006       5,900       \$10.38         9/11/2006       18,000       \$10.23			
9/7/2006       26,348       \$9.71         9/7/2006       42,652       \$9.71         9/7/2006       111,700       \$9.69         9/8/2006       30,289       \$10.52         9/8/2006       21,801       \$10.52         9/8/2006       21,811       \$10.54         9/8/2006       15,699       \$10.54         9/8/2006       20,513       \$10.54         9/8/2006       28,487       \$10.52         9/8/2006       14,777       \$10.54         9/8/2006       20,523       \$10.52         9/11/2006       5,900       \$10.38         9/11/2006       18,000       \$10.23	8/11/2006	400	\$8.40
9/7/2006       42,652       \$9.71         9/7/2006       111,700       \$9.69         9/8/2006       30,289       \$10.52         9/8/2006       21,801       \$10.52         9/8/2006       21,811       \$10.54         9/8/2006       15,699       \$10.54         9/8/2006       20,513       \$10.54         9/8/2006       28,487       \$10.52         9/8/2006       14,777       \$10.54         9/8/2006       20,523       \$10.52         9/11/2006       5,900       \$10.38         9/11/2006       18,000       \$10.23	8/11/2006	23,200	\$8.43
9/7/2006       111,700       \$9.69         9/8/2006       30,289       \$10.52         9/8/2006       21,801       \$10.52         9/8/2006       21,811       \$10.54         9/8/2006       15,699       \$10.54         9/8/2006       20,513       \$10.54         9/8/2006       28,487       \$10.52         9/8/2006       14,777       \$10.54         9/8/2006       20,523       \$10.52         9/11/2006       5,900       \$10.38         9/11/2006       18,000       \$10.23	9/7/2006	26,348	\$9.71
9/8/2006       30,289       \$10.52         9/8/2006       21,801       \$10.52         9/8/2006       21,811       \$10.54         9/8/2006       15,699       \$10.54         9/8/2006       20,513       \$10.54         9/8/2006       28,487       \$10.52         9/8/2006       14,777       \$10.54         9/8/2006       20,523       \$10.52         9/11/2006       5,900       \$10.38         9/11/2006       18,000       \$10.23	9/7/2006	42,652	\$9.71
9/8/2006       21,801       \$10.52         9/8/2006       21,811       \$10.54         9/8/2006       15,699       \$10.54         9/8/2006       20,513       \$10.54         9/8/2006       28,487       \$10.52         9/8/2006       14,777       \$10.54         9/8/2006       20,523       \$10.52         9/11/2006       5,900       \$10.38         9/11/2006       18,000       \$10.23	9/7/2006	111,700	\$9.69
9/8/2006       21,811       \$10.54         9/8/2006       15,699       \$10.54         9/8/2006       20,513       \$10.54         9/8/2006       28,487       \$10.52         9/8/2006       14,777       \$10.54         9/8/2006       20,523       \$10.52         9/11/2006       5,900       \$10.38         9/11/2006       18,000       \$10.23	9/8/2006	30,289	\$10.52
9/8/2006       15,699       \$10.54         9/8/2006       20,513       \$10.54         9/8/2006       28,487       \$10.52         9/8/2006       14,777       \$10.54         9/8/2006       20,523       \$10.52         9/11/2006       5,900       \$10.38         9/11/2006       18,000       \$10.23	9/8/2006	21,801	\$10.52
9/8/2006       20,513       \$10.54         9/8/2006       28,487       \$10.52         9/8/2006       14,777       \$10.54         9/8/2006       20,523       \$10.52         9/11/2006       5,900       \$10.38         9/11/2006       18,000       \$10.23	9/8/2006	21,811	\$10.54
9/8/2006       28,487       \$10.52         9/8/2006       14,777       \$10.54         9/8/2006       20,523       \$10.52         9/11/2006       5,900       \$10.38         9/11/2006       18,000       \$10.23	9/8/2006	15,699	\$10.54
9/8/2006       14,777       \$10.54         9/8/2006       20,523       \$10.52         9/11/2006       5,900       \$10.38         9/11/2006       18,000       \$10.23	9/8/2006	20,513	\$10.54
9/8/2006       20,523       \$10.52         9/11/2006       5,900       \$10.38         9/11/2006       18,000       \$10.23	9/8/2006	28,487	\$10.52
9/11/20065,900\$10.389/11/200618,000\$10.23	9/8/2006	14,777	\$10.54
9/11/2006 18,000 \$10.23	9/8/2006	20,523	\$10.52
•	9/11/2006	5,900	\$10.38
9/11/2006 3,100 \$10.22	9/11/2006	18,000	\$10.23
	9/11/2006	3,100	\$10.22
9/12/2006 31,100 \$10.06	9/12/2006	31,100	\$10.06

Page 42 of 43 Pages

# SCHEDULE H

### FARALLON CAPITAL MANAGEMENT, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE
8/11/2006	60,100	\$8.43
8/11/2006	1,200	\$8.40
9/7/2006	58,805	\$9.71
9/7/2006	95,195	\$9.71
9/7/2006	249,300	\$9.69
9/8/2006	48,224	\$10.54
9/8/2006	48,227	\$10.52
9/8/2006	34,673	\$10.54
9/8/2006	67 <b>,</b> 076	\$10.52
9/8/2006	32,623	\$10.54
9/8/2006	63,120	\$10.52
9/8/2006	45,377	\$10.52
9/8/2006	45,380	\$10.54
9/11/2006	13,000	\$10.38
9/11/2006	40,000	\$10.23
9/11/2006	6,865	\$10.22
9/12/2006	72,035	\$10.06
9/13/2006	80,500	\$10.15
8/11/2006	300	\$8.40
8/11/2006	14,000	\$8.43
9/7/2006	29,055	\$9.71
9/7/2006	17,945	\$9.71
9/7/2006	76,100	\$9.69
9/8/2006	10,364	\$10.54
9/8/2006	14,417	\$10.54
9/8/2006	20,083	\$10.52
9/8/2006	14,436	\$10.52
9/8/2006	18,918	\$10.52
9/8/2006	13,582	\$10.54
9/8/2006	13,563	\$10.52
9/8/2006	9,737	\$10.54
9/11/2006	4,100	\$10.38
9/11/2006	12,700	\$10.23
9/11/2006	2,200	\$10.22
9/12/2006	22,700	\$10.06
9/13/2006	25,500	\$10.15

Page 43 of 43 Pages