

METROMEDIA INTERNATIONAL GROUP INC
Form SC 13D/A
December 19, 2006

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. 2) *

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)

December 19, 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.

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* 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
Exhibit Index Found on Page 41

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]

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-

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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- 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
  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)
    00
=====

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

Noonday Capital, L.L.C.

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

(a)

(b) **

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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		-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)

00

13D

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

 NAMES OF REPORTING PERSONS
 1 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) **
 2 ** The reporting persons making this filing hold an
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 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 -0-

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

 SOLE DISPOSITIVE POWER
 9
 EACH -0-
 REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

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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 5 of 43 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]**

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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) []

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CITIZENSHIP OR PLACE OF ORGANIZATION

6

India

=====		SOLE VOTING POWER
NUMBER OF	7	-0-
-----		SHARED VOTING POWER
SHARES	8	542,560 [See Preliminary Note]
BENEFICIALLY OWNED BY		
-----		SOLE DISPOSITIVE POWER
EACH	9	-0-
REPORTING PERSON WITH		
-----		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 CERTAIN SHARES (See Instructions)
12		[]
-----		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13		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)
		Noonday Asset Management LLP
-----		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

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

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

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

 Noonday Capital Limited

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**
 2 ** The reporting persons making this filing hold an
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 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

		7	SOLE VOTING POWER
NUMBER OF			-0-

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

REPORTING		10	SHARED DISPOSITIVE POWER
PERSON WITH			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)

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13

13.2% [See Preliminary Note]

14

TYPE OF REPORTING PERSON (See Instructions)
00

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13D

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

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

Andrew J.M. Spokes
=====

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
United Kingdom

7 SOLE VOTING POWER
NUMBER OF -0-
SHARES
BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
542,560 [See Preliminary Note]

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```

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

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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)

      Nicolas Giauque
=====
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
 France

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

13D

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

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

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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

Sweden

		7	SOLE VOTING POWER
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

13D

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

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

Daide Leone

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

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 3 SEC USE ONLY

 SOURCE OF FUNDS (See Instructions)
 4
 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
 Italy

 7 SOLE VOTING POWER
 NUMBER OF -0-

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

 9 SOLE DISPOSITIVE POWER
 EACH 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	

=====

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13D

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CUSIP No. 591695200

=====

=====

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

=====

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

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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	

=====

SOLE VOTING POWER

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NUMBER OF	-0-	
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	8	11,700 [See Preliminary Note]
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	9	-0-
		SHARED DISPOSITIVE POWER
	10	11,700 [See Preliminary Note]
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	11,700 [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)	
	0.3% [See Preliminary Note]	
14	TYPE OF REPORTING PERSON (See Instructions)	
	OO	

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)	[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

California

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES			
BENEFICIALLY		8	SHARED VOTING POWER
OWNED BY			108,800 [See Preliminary Note]
EACH			
REPORTING		9	SOLE DISPOSITIVE POWER
PERSON WITH			-0-
		10	SHARED DISPOSITIVE POWER
			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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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
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      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-
      SHARES
      BENEFICIALLY
      OWNED BY          8
      EACH
      REPORTING
      PERSON WITH          9
      SOLE DISPOSITIVE POWER
      SHARED DISPOSITIVE POWER
      10
      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]
-----

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TYPE OF REPORTING PERSON (See Instructions)

14

PN

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13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

1 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 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 TO ITEMS 2(d) OR 2(e)

[]

CITIZENSHIP OR PLACE OF ORGANIZATION

6 California

SOLE VOTING POWER

7 NUMBER OF -0-

SHARED VOTING POWER

8 SHARES BENEFICIALLY OWNED BY 6,600 [See Preliminary Note]

SOLE DISPOSITIVE POWER

9 EACH REPORTING -0-

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PERSON WITH -----
SHARED DISPOSITIVE POWER
10 6,600 [See Preliminary Note]

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,600 [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)
0.2% [See Preliminary Note]

14 TYPE OF REPORTING PERSON (See Instructions)
PN

Page 16 of 43 Pages

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) [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
      Delaware

=====
      SOLE VOTING POWER
      7      -0-
NUMBER OF
      SHARES
BENEFICIALLY OWNED BY
      EACH
      8      SHARED VOTING POWER
      19,400 [See Preliminary Note]
      9      SOLE DISPOSITIVE POWER
      -0-
REPORTING PERSON WITH
      10     SHARED DISPOSITIVE POWER
      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)           [   ]

=====
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
      0.5% [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)

      Tinicum Partners, L.P.

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

```

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(b) [X]**

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

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER
EACH		2,700 [See Preliminary Note]
REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		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

13D

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

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

 Farallon Capital Offshore Investors II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**
 2 ** The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

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
 Cayman Islands

7 SOLE VOTING POWER
 NUMBER OF 7 -0-

8 SHARED VOTING POWER
 SHARES BENEFICIALLY OWNED BY EACH 8 84,029 [See Preliminary Note]

9 SOLE DISPOSITIVE POWER
 REPORTING PERSON WITH 9 -0-

10 SHARED DISPOSITIVE POWER
 10 84,029 [See Preliminary Note]

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 84,029 [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)
2.0% [See Preliminary Note]

14 TYPE OF REPORTING PERSON (See Instructions)
PN

Page 19 of 43 Pages

13D

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

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]**

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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

SOLE VOTING POWER

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	7	-0-	
NUMBER OF			
			=====
SHARES		SHARED VOTING POWER	
BENEFICIALLY	8	225,131 [See Preliminary Note]	
OWNED BY			=====
EACH		SOLE DISPOSITIVE POWER	
	9	-0-	
REPORTING			=====
PERSON WITH		SHARED DISPOSITIVE POWER	
	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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13D

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

		NAMES OF REPORTING PERSONS
1		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]**
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

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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	

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

14	TYPE OF REPORTING PERSON (See Instructions)	
	OO	

=====

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CUSIP No. 591695200
=====

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

Chun R. Ding

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b) **
** The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [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	SHARED VOTING POWER
EACH		542,560 [See Preliminary Note]
REPORTING PERSON WITH	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]

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REPORTING PERSON WITH -----
 -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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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 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)

[]

 CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

 SOLE VOTING POWER

7
 NUMBER OF -0-

 SHARED VOTING POWER

8
 SHARES BENEFICIALLY OWNED BY 542,560 [See Preliminary Note]

 SOLE DISPOSITIVE POWER

9
 EACH REPORTING 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 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

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

 NAMES OF REPORTING PERSONS

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

Monica R. Landry

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

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(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

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

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) **
 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

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

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 11
 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 26 of 43 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

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
=====

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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)

    Jason E. Moment
=====
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
  United States
=====
7 SOLE VOTING POWER
  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
  -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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=====
NAMES OF REPORTING PERSONS
=====

```

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

Rajiv A. Patel

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

(a) []

(b) [X]**

2 ** The reporting persons making this filing hold an aggregate of 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 TO ITEMS 2(d) OR 2(e)

[]

CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

7

-0-

SHARED VOTING POWER

8

542,560 [See Preliminary Note]

SOLE DISPOSITIVE POWER

9

-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 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)

 Derek C. Schrier

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**
 2 ** The reporting persons making this filing hold an
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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

 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

		7	SOLE VOTING POWER
NUMBER OF			-0-

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

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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]**

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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

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United States

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

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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

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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
	NUMBER OF	SOLE VOTING POWER
		-0-
	SHARES	8
	BENEFICIALLY OWNED BY	SHARED VOTING POWER
	EACH	542,560 [See Preliminary Note]
		9
	REPORTING PERSON WITH	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)	
	TYPE OF REPORTING PERSON (See Instructions)	
	IN	

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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 the obligations of certain of the Reporting Persons under the Lock-up Agreement, as amended by the Amendment to the Lock-up Agreement, referenced in Item 4 below have been terminated. For information regarding such termination, see Item 4 below. The Reporting Persons have not consummated any 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 prior Schedule 13D, certain of the Reporting Persons, as holders of the Preferred Shares reported herein, are parties to the Lock-up Agreement, as amended by the Amendment to the Lock-up Agreement (as described in Amendment No. 1 to the Schedule 13D filed by the Reporting Persons with the SEC on November 21, 2006), which agreement is substantially similar to lock-up and voting agreements entered into between the Company and certain other holders of Preferred Shares (the "Other Lock-up Agreements"). On December 15, 2006, the Company filed a Form 8-K with the SEC announcing that certain of the parties to the Other Lock-up Agreements were terminating such agreements effective as of December 14, 2006 and that the lock-up agreements entered into between the Company and its holders of Preferred Shares were no longer effective. As a response to the information in this Form 8-K on December 19, 2006, the Reporting Persons sent a notice (the "Termination Notice") to the Company terminating their obligations under the Lock-up Agreement pursuant to Section 7(i) thereof. For the full text of the Termination Notice, see Exhibit 3 to this Schedule 13D, which is incorporated herein by reference

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

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 4,100,000 Preferred Shares outstanding as of November 20, 2006 as reported by the Company in its Current Report on Form 8-K filed with the Securities and Exchange Commission on December 15, 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

(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

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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

(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

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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.

(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 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 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 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.

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- (e) Not applicable.
- (f) The Farallon Individual Reporting Persons

 - (a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Individual Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.
 - (c) None.
 - (d) Each of the First Noonday 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.

The Preferred Shares reported hereby for the Funds are owned directly by the Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The First Noonday US Sub-adviser, the Second Noonday US Sub-adviser and the Noonday UK Sub-adviser, as sub-investment advisers to the Funds and Managed Accounts, may each be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Noonday US General Partner, as general partner to the Second Noonday US Sub-adviser, may be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Noonday US Individual Reporting Persons, as managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner, may each be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Noonday UK Senior Managing Member, as the senior managing member of the Noonday UK Sub-adviser, may be deemed to be the beneficial owner of all such Preferred Shares owned by the Funds and the Managed Accounts. The Noonday UK Individual Reporting Persons, as managing members of the Noonday UK Sub-adviser and, with respect to Spokes, as Chairman of the Noonday UK Senior Managing Member,

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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

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 Termination Notice, 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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There is filed herewith as Exhibit 3 the Termination Notice referenced in Item 4 above.

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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: December 19, 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.,

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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

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/s/ Monica R. Landry

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

/s/ Monica R. Landry

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,

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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.

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EXHIBIT INDEX

EXHIBIT 3

Termination Notice

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EXHIBIT 3
to
SCHEDULE 13D

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.,
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.,

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NOONDAY CAPITAL PARTNERS, L.L.C.,
FARALLON CAPITAL OFFSHORE INVESTORS, INC.
and
NOONDAY OFFSHORE, INC.

c/o Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 1325
San Francisco, California 94111

December 19, 2006

Metromedia International Group, Inc.
8000 Tower Point Drive
Charlotte, NC 28227

Dear Sir or Madam:

Reference is made to the Lock-Up and Voting Agreement dated October 1, 2006, as amended (the "Lock-up Agreement"), between METROMEDIA INTERNATIONAL GROUP, INC. ("MIG") and 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., FARALLON CAPITAL OFFSHORE INVESTORS II, L.P., NOONDAY CAPITAL PARTNERS, L.L.C., FARALLON CAPITAL OFFSHORE INVESTORS, INC. and NOONDAY OFFSHORE, INC. (each, a "Farallon Consenting Preferred Stockholder" and collectively, the "Farallon Consenting Preferred Stockholders").

Pursuant to the provisions of Section 7(i) of the Lock-up Agreement, the Farallon Consenting Preferred Stockholders hereby give notice to MIG that the Lock-up Agreement is terminated effective as of December 19, 2006.

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Very truly yours,

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

BY: Farallon Partners, L.L.C.,
Its (Their) General Partner

BY: /s/ Mark C. Wehrly

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Mark C. Wehrly,
Managing Member

NOONDAY CAPITAL PARTNERS, L.L.C.

BY: Farallon Partners, L.L.C.,
Its Managing Member

BY: /s/ Mark C. Wehrly

Mark C. Wehrly,
Managing Member

FARALLON CAPITAL OFFSHORE INVESTORS, INC.
and NOONDAY OFFSHORE, INC.

BY: Farallon Capital Management, L.L.C.,
Its (Their) Agent and Attorney-in-Fact

BY: /s/ Mark C. Wehrly

Mark C. Wehrly,
Managing Member

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