METROMEDIA INTERNATIONAL GROUP INC

Form SC 13D/A November 21, 2006

OMB APPROVAL

OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D

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

Metromedia International Group, Inc.

(Name of Issuer)

7 1/4% Cumulative Convertible Preferred Stock

(Title of Class of Securities)

591695200

(CUSIP Number)

Mark C. Wehrly
Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 1325
San Francisco, California 94111
(415) 421-2132

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 20, 2006

(Date of Event which Requires Filing of this Statement)

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

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibitsF. 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)
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CUSIP No. 591695200

_____ 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) (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] _____ SEC USE ONLY _____ SOURCE OF FUNDS (See Instructions) 4 -----CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) _____ CITIZENSHIP OR PLACE OF ORGANIZATION Delaware -----

		7	SOLE VOTING POWER		
NU	NUMBER OF		-0-		
_	HARES		SHARED VOTING POWER		
	FICIALLY NED BY	8	542,560 [See Preliminary Note]		
	EACH		SOLE DISPOSITIVE POWER		
	PORTING	9	-0-		
PER	SON WITH -	1.0	SHARED DISPOSITIVE POWER		
		10	542,560 [See Preliminary Note]		
11	AGGREGATE A	AMOUNT BEI	NEFICIALLY OWNED BY EACH REPORTING PERSON		
11	542,560 [Se		1		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []				
	PERCENT OF CLA 13 13.2% [See Pre		PRESENTED BY AMOUNT IN ROW (11)		
13			ary Note]		
1 4	TYPE OF REI	PORTING PI	ERSON (See Instructions)		
14	IA, PN	IA, PN			

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CUSIP No. 591695200 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Noonday G.P. (U.S.), L.L.C. _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** 2 The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] _____ 3 SEC USE ONLY

4	SOURCE OF FUNDS (See Instructions)					
4	N/A					
			OF LEGAL PROCEEDINGS IS REQUIRED PURS	UANT		
5	TO ITEMS 2	(a) OR 2 (e) []		
	CITIZENSHI	P OR PLAC	E OF ORGANIZATION	======		
6	Delaware					
	======		SOLE VOTING POWER	======		
NUM	MBER OF	7	-0-			
	IARES		SHARED VOTING POWER	======		
	CICIALLY NED BY	8	542,560 [See Preliminary Note]			
E	EACH	9	SOLE DISPOSITIVE POWER	======		
	PORTING		-0-			
PERS	SON WITH	1.0	SHARED DISPOSITIVE POWER	=====		
		10	542,560 [See Preliminary Note]			
1 1	AGGREGATE	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PER	SON		
11	•		inary Note]			
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []					
			PRESENTED BY AMOUNT IN ROW (11)	=====		
13	13.2% [See Preliminary Note]					
	TYPE OF RE	PORTING P	ERSON (See Instructions)	======		
14	00					

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CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

	Noonday Cap	ital, L.I	G.C.
2	CHECK THE A	The aggre of th this owner	TE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold an egate of 542,560 Preferred Shares, which is 13.2% he class of securities. The reporting person on cover page, however, may be deemed a beneficial only of the securities reported by it on this page. [See Preliminary Note]
3	SEC USE ONL	======= Y	
4	SOURCE OF F	====== UNDS (See	Instructions)
5	CHECK IF DI TO ITEMS 2(
	========		[]
6	Delaware	OR PLACE	E OF ORGANIZATION
NUI	= MBER OF	7	SOLE VOTING POWER -0-
BENE	HARES FICIALLY NED BY	8	SHARED VOTING POWER 542,560 [See Preliminary Note]
RE	EACH	9	SOLE DISPOSITIVE POWER -0-
PER	SON WITH -	10	SHARED DISPOSITIVE POWER 542,560 [See Preliminary Note]
11	AGGREGATE A		NEFICIALLY OWNED BY EACH REPORTING PERSON
12			ATE AMOUNT IN ROW (11) EXCLUDES Instructions) []
13	PERCENT OF		PRESENTED BY AMOUNT IN ROW (11)
14	TYPE OF REP	====== ORTING PE	ERSON (See Instructions)

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13D

	591695200		
1	NAMES OF RI		PERSONS ON NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	David I. Co	ohen	
	CHECK THE A	APPROPRIA	TE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	aggre of the this owne	reporting persons making this filing hold a egate of 542,560 Preferred Shares, which is 13.2 he class of securities. The reporting person of cover page, however, may be deemed a beneficiar only of the securities reported by it on this page. [See Preliminary Note]
3	SEC USE ON	======= LY	
4	SOURCE OF I	======= FUNDS (See	======================================
4 5	N/A ========	======= ISCLOSURE	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
	N/A CHECK IF D: TO ITEMS 2	ISCLOSURE (d) OR 2(e	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
5	N/A CHECK IF DO ITEMS 2 CITIZENSHIP	ISCLOSURE (d) OR 2(c	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT e) []
5 6	N/A CHECK IF DO ITEMS 2 CITIZENSHIP	ISCLOSURE (d) OR 2(e	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT e) [] E OF ORGANIZATION
5 6 NU S BENE	N/A CHECK IF DO TO ITEMS 2 CITIZENSHID United State MBER OF CHARES FICIALLY	ISCLOSURE (d) OR 2(c	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT [] E OF ORGANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER
5 6 NU S BENE OW	N/A CHECK IF DO TO ITEMS 2 CITIZENSHING United State MBER OF CHARES FICIALLY INED BY	ISCLOSURE (d) OR 2(e	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT e) [] E OF ORGANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER 542,560 [See Preliminary Note]
5 6 NU S BENE OW	N/A CHECK IF DO TO ITEMS 2 CITIZENSHID United State MBER OF CHARES FICIALLY	ISCLOSURE (d) OR 2(e	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT [] E OF ORGANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.2% [See Preliminary Note]
14	TYPE OF REPORTING PERSON (See Instructions) IN
	Page 5 of 40 Pages
	13D
CUSIP No. 5	91695200 ======
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Saurabh K. Mittal
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** ** The reporting persons making this filing hold ar aggregate of 542,560 Preferred Shares, which is 13.29 of the class of securities. The reporting person or this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions) N/A
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []
6	CITIZENSHIP OR PLACE OF ORGANIZATION India
	SOLE VOTING POWER
NUMB	7 ER OF -0-

	SHARES BENEFICIALLY OWNED BY		SHARED VOTING POWER			
			542,560 [See Preliminary Note]			
EA	СН	9	SOLE DISPOSITIVE POWER			
	RTING N WITH	9	-0-			
PERSO	N MITH	1.0	SHARED DISPOSITIVE POWER			
		10	542,560 [See Preliminary Note]			
11	AGGREGATE .	AMOUNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON			
11	542,560 [See Preliminary Note]					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []					
1.0	PERCENT OF CLA 13 13.2% [See Pre		RESENTED BY AMOUNT IN ROW (11)			
13			ry Note]			
1 4	TYPE OF REPORTING PERSON (See Instructions)					
±4	IN 					

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CUSIP No. 591695200 NAMES OF REPORTING PERSONS 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 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	N/A				
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
6	CITIZENSHI	IP OR PLAC	E OF ORGANIZATION		
	United Kir	ngdom 			
			SOLE VOTING POWER		
NUN	MBER OF	7	-0-		
	HARES		SHARED VOTING POWER		
	FICIALLY NED BY	8	542,560 [See Preliminary Note]		
Ε	EACH	9	SOLE DISPOSITIVE POWER		
	PORTING		-0-		
PERS	SON WITH		SHARED DISPOSITIVE POWER		
		10	542,560 [See Preliminary Note]		
	AGGREGATE	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON		
11	542,560 [\$	See Prelim	ninary Note]		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []				
	PERCENT OF	F CLASS RE	PRESENTED BY AMOUNT IN ROW (11)		
13	13.2% [See	13.2% [See Preliminary Note]			
	TYPE OF RE	EPORTING P	PERSON (See Instructions)		
14	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

2	CHECK THE A	The aggre of th this owner	TE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold an egate of 542,560 Preferred Shares, which is 13.2% he class of securities. The reporting person on cover page, however, may be deemed a beneficial r only of the securities reported by it on this r page. [See Preliminary Note]		
3	SEC USE ONL	======= Y			
4	SOURCE OF F	======= UNDS (See	e Instructions)		
5	CHECK IF DI TO ITEMS 2(OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT (a)		
6	CITIZENSHIP United King		E OF ORGANIZATION		
	NUMBER OF	7	SOLE VOTING POWER -0-		
	SHARES NEFICIALLY OWNED BY	8	SHARED VOTING POWER 542,560 [See Preliminary Note]		
	EACH REPORTING	9	SOLE DISPOSITIVE POWER -0-		
Pl	ERSON 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			ATE AMOUNT IN ROW (11) EXCLUDES Instructions) []		
13	PERCENT OF		PRESENTED BY AMOUNT IN ROW (11) ary Note]		
14	TYPE OF REP	====== ORTING PI	ERSON (See Instructions)		

13D

	591695200 ======		
1		ENTIFICATI	PERSONS ON NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Andrew J.1	M. Spokes	
2	CHECK THE	The aggr of t this owne	TE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** reporting persons making this filing hold a egate of 542,560 Preferred Shares, which is 13.2 he class of securities. The reporting person o cover page, however, may be deemed a beneficiar only of the securities reported by it on thir page. [See Preliminary Note]
3	SEC USE O	NTA	
4	SOURCE OF	FUNDS (Se	e Instructions)
5	CHECK IF I		OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT e) []
6	CITIZENSH:		E OF ORGANIZATION
NUN	MBER OF	7	SOLE VOTING POWER -0-
BENE	HARES FICIALLY NED BY	8	SHARED VOTING POWER 542,560 [See Preliminary Note]
REI	EACH PORTING	9	SOLE DISPOSITIVE POWER -0-
PERS	SON WITH	10	SHARED DISPOSITIVE POWER 542,560 [See Preliminary Note]
11			
	=======		inary Note] ====================================

12	CERTAIN SHAR	ES (See Instructions)		[]
13		LASS REPRESENTED BY AMOUNT	IN ROW (11)	
	13.2% [See P	reliminary Note] 		
14	TYPE OF REPO	RTING PERSON (See Instruct	ions)	
	IN ======		========	========
		Page 9 of 40 Pages		
		13D		
 CUSIP No.	====== 591695200			
	======			
1		DRTING PERSONS IFICATION NOS. OF ABOVE PE	RSONS (ENTITIES	ONLY)
	Nicolas Giau	que		
	CHECK THE AP	PROPRIATE BOX IF A MEMBER ((a)	Instructions) [] [X]**
2	**	The reporting persons aggregate of 542,560 Proof the class of security this cover page, however owner only of the security cover page. [See Preliment of the security of the s	eferred Shares, ies. The repor r, may be deem rities reporte	which is 13.2% ting person on ed a beneficial
3	SEC USE ONLY			
4	SOURCE OF FU	NDS (See Instructions)		
5	CHECK IF DIS	CLOSURE OF LEGAL PROCEEDING OR 2(e)	======== GS IS REQUIRED	======== PURSUANT []
6	CITIZENSHIP	DR PLACE OF ORGANIZATION		
NUM	 BER OF	SOLE VOTING POWE	R	
	 ARES ICIALLY	SHARED VOTING PO	======= WER	

OWNED BY			542,560 [See Preliminary Note]			
E <i>F</i>	EACH REPORTING		SOLE DISPOSITIVE POWER			
			-0-			
PERSC	ON WITH	1.0	SHARED DISPOSITIVE POWER	===		
		10	542,560 [See Preliminary Note]			
11	AGGREGATE .	AMOUNT BENE	EFICIALLY OWNED BY EACH REPORTING PERSON	===		
11	542,560 [See Preliminary Note]					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES 12 CERTAIN SHARES (See Instructions) []			===		
1.2	PERCENT OF	CLASS REPR	RESENTED BY AMOUNT IN ROW (11)	===		
13	13.2% [See Prelimin		ry Note]			
1 4	TYPE OF RE	REPORTING PERSON (See Instructions)				
14	IN	N				

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-----CUSIP No. 591695200 _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Lars E. Bane _____ 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] _____ SEC USE ONLY _____ SOURCE OF FUNDS (See Instructions) N/A

5		DISCLOSURE 2(d) OR 2(·		
	======	=======	[] 		
6	CITIZENSH	IP OR PLACE	E OF ORGANIZATION		
O	Sweden				
		_	SOLE VOTING POWER		
NU	MBER OF	7	-0-		
-	HARES		SHARED VOTING POWER		
	FICIALLY NED BY	8	542,560 [See Preliminary Note]		
	EACH		SOLE DISPOSITIVE POWER		
	PORTING	9	-0-		
PER	SON WITH		SHARED DISPOSITIVE POWER		
		10	542,560 [See Preliminary Note]		
11	AGGREGATE	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON		
11	542,560 [See Prelim	inary Note]		
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []			
	PERCENT O	F CLASS RE	PRESENTED BY AMOUNT IN ROW (11)		
13	13.2% [Se	13.2% [See Preliminary Note]			
	TYPE OF R	EPORTING P	ERSON (See Instructions)		
14	TN				

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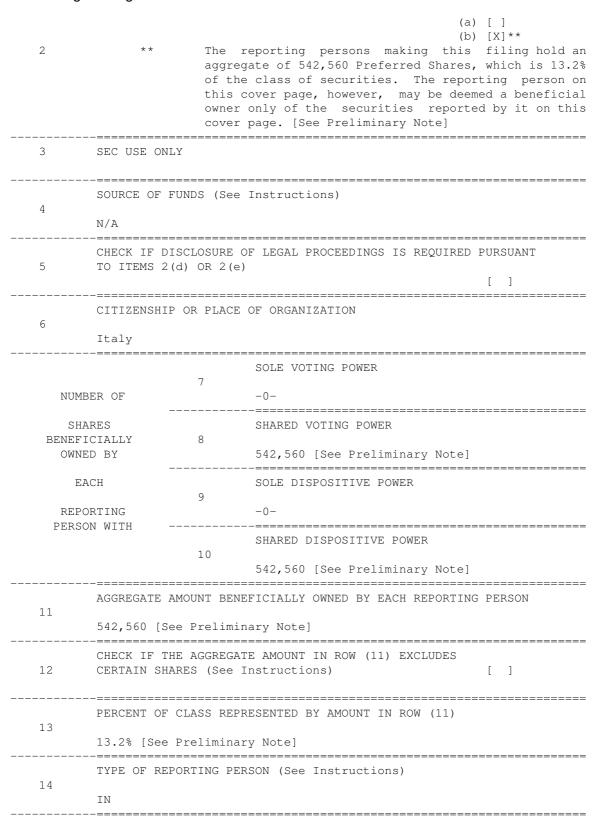
CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

Davide Leone

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



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13D

SIP No.	591695200					
1	NAMES OF F		PERSONS ON NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Noonday Ca	apital Par	tners, L.L.C.			
	CHECK THE	APPROPRIA	TE BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]**			
2	**	aggr of t this of t	reporting persons making this filing hold regate of 542,560 Preferred Shares, which is 13 he class of securities. The reporting person cover page, however, is a beneficial owner on the securities reported by it on this cover page. Preliminary Note:			
3	SEC USE ON	1LY				
	SOURCE OF FUNDS (See Instructions)					
4	N/A	N/A				
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
	======= CITIZENSH	====== IP OR PLAC	E OF ORGANIZATION			
6	Delaware					
		 7	SOLE VOTING POWER			
NUM	BER OF	/	-0-			
	ARES	0	SHARED VOTING POWER			
	ICIALLY ED BY	8	11,700 [See Preliminary Note]			
ΕŻ	ACH	9	SOLE DISPOSITIVE POWER			
	ORTING	9	-0-			
FERS	ON WITH	10	SHARED DISPOSITIVE POWER			
			11,700 [See Preliminary Note]			
11	AGGREGATE	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON			
	11,700 [Se	ee Prelimi	nary Note]			
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []					

·	, ,						
1.2	PERCENT OF	CLASS REF	PRESENTED BY AMOUNT IN ROW (11)				
13	0.3% [See Preliminary Note]						
	TYPE OF REE	PORTING PE	ERSON (See Instructions)				
14	00						
		Ρē	age 13 of 40 Pages				
			120				
			13D				
CUSIP No.	591695200						
=======	=======						
	NAMES OF RE	EPORTING F	PERSONS				
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	Farallon Capital Partners, L.P.						
	CHECK THE A	APPROPRIAT	TE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []				
2	**	aggre of th this of th	(b) [X]** reporting persons making this filing hold an egate of 542,560 Preferred Shares, which is 13.2% ne class of securities. The reporting person on cover page, however, is a beneficial owner only ne securities reported by it on this cover page. Preliminary Note]				
3	SEC USE ONI	Υ ΣΥ					
	SOURCE OF E	 FUNDS (See	Instructions)				
4	N/A	N/A					
			OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT				
5	TO ITEMS 2	(d) OR 2(∈	<u>[</u>]				
	CITIZENSHIE	OR PLACE	E OF ORGANIZATION				
6	California						
	=======		SOLE VOTING POWER				
NUI	MBER OF	7	-0-				
_	- HARES		SHARED VOTING POWER				
BENEFICIALLY OWNED BY		8	108,800 [See Preliminary Note]				

E	EACH REPORTING		SOLE DISPOSITIVE POWER		
			-0-		
PERS(ON WITH		SHARED DISPOSITIVE POWER		
		10	108,800 [See Preliminary Note]		
11	AGGREGATE AM	OUNT BENE	EFICIALLY OWNED BY EACH REPORTING PERSON		
11	108,800 [See Preliminary Note]				
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []				
1.2	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	2.7% [See Preliminary Note]				
1 4	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, 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%

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)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

5	TO ITEMS 2	(d) OR 2(e)	
	CITIZENSHI	====== P OR PLACE	OF ORGANIZATION	
6	California			
	=====		SOLE VOTING POWER	
NUME	BER OF	7	-0-	
	ARES		SHARED VOTING POWER	
	CIALLY ED BY	8	84,200 [See Preliminary Note]	
E <i>A</i>	ACH		SOLE DISPOSITIVE POWER	
	ORTING	9	-0-	
PERSC	ON WITH		SHARED DISPOSITIVE POWER	
		10	84,200 [See Preliminary Note]	
	AGGREGATE .	====== AMOUNT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON	
11	84,200 [Se	e Prelimin	ary Note]	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []			
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	2.1% [See Preliminary Note]			
	TYPE OF RE	======= PORTING PE	RSON (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	**	aggre of th this of th	reporting persons making this filing hold an egate of 542,560 Preferred Shares, which is 13.2% ne class of securities. The reporting person on cover page, however, is a beneficial owner only ne securities reported by it on this cover page. Preliminary Note]		
3	SEC USE ON	 LY			
4	SOURCE OF FUNDS (See Instructions) N/A				
5	CHECK IF DETERMENT OF THE CHECK ITEMS 2		OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT []		
6	CITIZENSHII California	P OR PLACE	E OF ORGANIZATION		
NUMB.	ER OF	7	SOLE VOTING POWER -0-		
SHA BENEFI OWNE	CIALLY	8	SHARED VOTING POWER 6,600 [See Preliminary Note]		
	CH RTING N WITH	9	SOLE DISPOSITIVE POWER -0-		
FERSU	N WIIT	10	SHARED DISPOSITIVE POWER 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				

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13D

	NAMES OF F	====== REPORTING	PERSONS	
1			ON NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Farallon (Capital In	stitutional Partners III, L.P.	
	CHECK THE	APPROPRIA	TE BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]**	
2	**	aggr of t this of t	reporting persons making this filing hold regate of 542,560 Preferred Shares, which is 1 he class of securities. The reporting person cover page, however, is a beneficial owner of the securities reported by it on this cover page Preliminary Note]	
3	SEC USE ON	1LY		
4	SOURCE OF	FUNDS (Se	ee Instructions)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6	CITIZENSHI Delaware	IP OR PLAC	E OF ORGANIZATION	
6			E OF ORGANIZATION SOLE VOTING POWER	
		IP OR PLAC		
NUI	Delaware		SOLE VOTING POWER	
NUN SI BENEI	Delaware = MBER OF		SOLE VOTING POWER	
NUI SI BENEI	Delaware MBER OF HARES FICIALLY	7	SOLE VOTING POWER -0- SHARED VOTING POWER	
NUI SI BENEI OWI	Delaware MBER OF HARES FICIALLY NED BY	7	SOLE VOTING POWER -0- SHARED VOTING POWER 19,400 [See Preliminary Note]	
NUI SI BENEI OWI I REI	Delaware	7 8	SOLE VOTING POWER -0- SHARED VOTING POWER 19,400 [See Preliminary Note] SOLE DISPOSITIVE POWER -0-	
NUI SI BENEI OWI I REI	Delaware Delaware MBER OF HARES FICIALLY NED BY EACH	7 8	SOLE VOTING POWER -0- SHARED VOTING POWER 19,400 [See Preliminary Note] SOLE DISPOSITIVE POWER	
NUI SI BENEI OWI I REI PERS	Delaware Delaware MBER OF HARES FICIALLY NED BY EACH PORTING SON WITH	7 	SOLE VOTING POWER -0- SHARED VOTING POWER 19,400 [See Preliminary Note] SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER	
NUI SI BENEI OWI I REI	Delaware Del	7 89 10 AMOUNT BE	SOLE VOTING POWER -0- SHARED VOTING POWER 19,400 [See Preliminary Note] SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 19,400 [See Preliminary Note]	

13	0				
	0.5% [See]	Prelimina ======	ry Note]		
14	TYPE OF REI	PORTING P	ERSON (See Instructions)		
	PN ========				
		P	age 17 of 40 Pages		
			13D		
====== SIP No.	591695200				
	NAMES OF R	====== EPORTING	PERSONS		
1	I.R.S. IDE	NTIFICATI	ON NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Tinicum Pa:	rtners, L	P.		
	CHECK THE A	APPROPRIA	TE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**		
2	**	aggr of t this of t	reporting persons making this filing hold a regate of 542,560 Preferred Shares, which is 13.2 he class of securities. The reporting person a cover page, however, is a beneficial owner on the securities reported by it on this cover page Preliminary Note]		
3	SEC USE ON	SEC USE ONLY			
	SOURCE OF 1	====== FUNDS (Se	e Instructions)		
4	N/A				
	CHECK IF D	====== ISCLOSURE	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT		
5	TO ITEMS 2	TO ITEMS 2(d) OR 2(e)			
	CITIZENSHI	====== P OR PLAC	E OF ORGANIZATION		
6	New York	New York			
	========		SOLE VOTING POWER		
NU	MBER OF	7	-0-		
	HARES		SHARED VOTING POWER		
	FICIALLY NED BY	8	2,700 [See Preliminary Note]		
	EACH		SOLE DISPOSITIVE POWER		
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	PORTING SON WITH	-0-		
PER	SON WITH	SHARED DISPOSITIVE POWER		
		10 2,700 [See Preliminary Note]	•	
11	AGGREGATE AMOU	THE REPORT OF TH		
11	2,700 [See Pre	liminary Note]		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []			
1.0	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	=======================================	
13	0.1% [See Pre]	iminary Note]		
1.4	TYPE OF REPORT	ING PERSON (See Instructions)		
14	PN			
		Page 18 of 40 Pages		

13D

_____ CUSIP No. 591695200 _____ NAMES OF REPORTING PERSONS 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) N/A _____

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

6	CITIZENSF	HIP OR PLAC	CE OF ORGANIZATION	
Ь	Cayman Is	slands		
	======		SOLE VOTING POWER	
NU	MBER OF	7	-0-	
_	HARES		SHARED VOTING POWER	
	FICIALLY NED BY	8	84,029 [See Preliminary Note]	
	EACH		SOLE DISPOSITIVE POWER	
	PORTING	9	-0-	
PER	SON WITH	1.0	SHARED DISPOSITIVE POWER	
		10	84,029 [See Preliminary Note]	
11	AGGREGATE	E AMOUNT BE		
11	84,029 [See Preliminary Note]			
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []			
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	2.0% [See Preliminary Note]			
	TYPE OF F	EPORTING F	PERSON (See Instructions)	
14	PN			

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13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

Farallon Capital Management, L.L.C.

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

(a) []

(b) [X]**

2 ** The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2%

of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [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 Delaware _____ SOLE VOTING POWER NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 8 OWNED BY 225,131 [See Preliminary Note] _____ EACH SOLE DISPOSITIVE POWER 9 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 10 225,131 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 225,131 [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 5.5% [See Preliminary Note] _____ TYPE OF REPORTING PERSON (See Instructions) 14 IA, OO

Page 20 of 40 Pages

CUSIP No. 591695200 -----_____ 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 an 2 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 Delaware -----SOLE VOTING POWER NUMBER OF -0-_____ SHARED VOTING POWER SHARES BENEFICIALLY 8 OWNED BY 317,429 [See Preliminary Note] _____ SOLE DISPOSITIVE POWER EACH 9 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 10 317,429 [See Preliminary Note] AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 317,429 [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 7.7% [See Preliminary Note]

1.4	TYPE OF R	EPORTING P	PERSON (See Instructions)				
14	00						
	======	=======					
		P	age 21 of 40 Pages				
			13D				
			102				
CUSTR No	591695200						
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	NAMES OF	====== REPORTING	PERSONS				
1			ON NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Chun R. D	ina					
	=======	=======					
	CHECK THE	APPROPRIA	ATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) [] (b) [X]**				
2	* *						
			er only of the securities reported by it on this				
	======		er page. [See Preliminary Note]				
3	SEC USE O	NLY					
	=======	=======					
	SOURCE OF	SOURCE OF FUNDS (See Instructions)					
4	N / 7						
	N/A =======	N/A 					
-			OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT				
5	TO ITEMS	2(d) OR 2(e)				
	======						
6	CITIZENSH	IP OR PLAC	CE OF ORGANIZATION				
Ü	United St	ates					
	======	=======	COLD VOLUM DOUBD				
		7	SOLE VOTING POWER				
NU	IMBER OF		-0-				
.9	SHARES BENEFICIALLY		SHARED VOTING POWER				
OW	NED BY		542,560 [See Preliminary Note]				
	EACH		SOLE DISPOSITIVE POWER				
		9					
	PORTING		-0-				
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) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 13.2% [See Preliminary Note] ______ TYPE OF REPORTING PERSON (See Instructions) ΙN

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13D

_____ CUSIP No. 591695200 _____ NAMES OF REPORTING PERSONS 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] ** 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] _____ SEC USE ONLY -----SOURCE OF FUNDS (See Instructions) 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 Sta	ates	
	=======	7	SOLE VOTING POWER
NUM	IBER OF	/	-0-
	IARES		SHARED VOTING POWER
	'ICIALLY IED BY	8	542,560 [See Preliminary Note]
E	CACH		SOLE DISPOSITIVE POWER
	ORTING	9	-0-
PERS	SON WITH	1.0	SHARED DISPOSITIVE POWER
		10	542,560 [See Preliminary Note]
	AGGREGATE	AMOUNT BEN	NEFICIALLY OWNED BY EACH REPORTING PERSON
11	542,560 [See Prelimi	inary Note]
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []		
	PERCENT OF	CLASS REF	PRESENTED BY AMOUNT IN ROW (11)
13	13.2% [See	e Prelimina	ary Note]
1.4	TYPE OF RE	EPORTING P	ERSON (See Instructions)
14	IN		

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13D

CUSIP No. 591695200

NAMES OF REPORTING PERSONS

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

Richard B. Fried

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

			r only of the securities reported by it on this r page. [See Preliminary Note]			
3	SEC USE ONI	 _Y				
4	SOURCE OF FUNDS (See Instructions)					
-	N/A -======					
5	CHECK IF DI		OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT			
	-=======	:======				
6	CITIZENSHIF	OR PLACE	E OF ORGANIZATION			
	United Stat	es 				
		7	SOLE VOTING POWER			
NUMB	ER OF		-0-			
_	RES CIALLY	8	SHARED VOTING POWER			
	D BY		542,560 [See Preliminary Note]			
EA	СН	9	SOLE DISPOSITIVE POWER			
	RTING N WITH -	9	-0-			
I EKSO	IN WIIII	10	SHARED DISPOSITIVE POWER			
	_========		542,560 [See Preliminary Note]			
11	AGGREGATE A	AMOUNT BEN	NEFICIALLY OWNED BY EACH REPORTING PERSON			
	542,560 [See Preliminary Note]					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []					
1.2	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	13.2% [See	Prelimina	ary Note]			
1.4	TYPE OF REF	ORTING PE	ERSON (See Instructions)			
14	IN					

Page 24 of 40 Pages

13D

1	NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES					
	Monica R. Landry					
2	CHECK THE F	The aggre of this owne:	TE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]** reporting persons making this filing hold egate of 542,560 Preferred Shares, which is 13. he class of securities. The reporting person cover page, however, may be deemed a beneficing only of the securities reported by it on the page. [See Preliminary Note]			
3	SEC USE ONI	 .Y				
4	SOURCE OF FUNDS (See Instructions) N/A					
5		HECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT O ITEMS 2(d) OR 2(e) []				
6	CITIZENSHIE United Stat	ZENSHIP OR PLACE OF ORGANIZATION				
NUME	BER OF	7	SOLE VOTING POWER			
SHARES BENEFICIALLY OWNED BY		8	SHARED VOTING POWER 542,560 [See Preliminary Note]			
EACH REPORTING		9	SOLE DISPOSITIVE POWER -0-			
PERSC	- HTIW MC	10	SHARED DISPOSITIVE POWER 542,560 [See Preliminary Note]			
	AGGREGATE A	MOUNT BEI	NEFICIALLY 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		ARES (See	Instructions) []			

14 TN -----Page 25 of 40 Pages 13D -----CUSIP No. 591695200 ______ ------NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) William F. Mellin -----CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** 2 The reporting persons making this filing hold an aggregate of 542,560 Preferred Shares, which is 13.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note] _____ 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 7 NUMBER OF -0------SHARES SHARED VOTING POWER BENEFICIALLY 8 OWNED BY 542,560 [See Preliminary Note] _____ SOLE DISPOSITIVE POWER EACH 9 REPORTING -0-PERSON WITH -----SHARED DISPOSITIVE POWER

10

32

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 ------Page 26 of 40 Pages 13D ______ CUSIP No. 591695200 ______ -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Stephen L. Millham _____ 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] ------SEC USE ONLY SOURCE OF FUNDS (See Instructions) N/A _____ 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		
NIIM	IBER OF	7	-0-		
11011	NOPIDER OF				
_	SHARES BENEFICIALLY OWNED BY		SHARED VOTING POWER		
			542,560 [See Preliminary Note]		
E	EACH REPORTING PERSON WITH		SOLE DISPOSITIVE POWER		
			0 		
1 1100	OIV WIIII	10	SHARED DISPOSITIVE POWER		
			542,560 [See Preliminary Note]		
11	AGGREGATE	AMOUNT BENI	EFICIALLY OWNED BY EACH REPORTING PERSON		
	542,560 [See Preliminary Note]				
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []				
	PERCENT OF	CLASS REPI	RESENTED BY AMOUNT IN ROW (11)		
13	13.2% [See Preliminary Note]				
1 4	TYPE OF RE	PORTING PE	RSON (See Instructions)		
14	IN				

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13D

______ CUSIP No. 591695200 -----_____ 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] ** The reporting persons making this filing hold an 2 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 ONI	.Y				
4	SOURCE OF F	SOURCE OF FUNDS (See Instructions)				
5	CHECK IF DI		OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT			
6	CITIZENSHIF		OF ORGANIZATION			
NUMB	ER OF	7	SOLE VOTING POWER -0-			
BENEFI	RES CIALLY D BY	8	SHARED VOTING POWER 542,560 [See Preliminary Note]			
REPO	CH RTING	9	SOLE DISPOSITIVE POWER -0-			
PERSO	N 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	13.2% [See	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.2% [See Preliminary Note]				
14	TYPE OF REPORTING PERSON (See Instructions) 14 IN					

Page 28 of 40 Pages

13D

CUSIP No. 591695200

1	NAMES OF RI		ERSONS N NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Rajiv A. Pa	atel				
	CHECK THE	APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instruction (a) [] (b) [X]**			
2	**	aggree of the this owner	reporting persons making this filing hold gate of 542,560 Preferred Shares, which is 13 e class of securities. The reporting person cover page, however, may be deemed a benefic only of the securities reported by it on the page. [See Preliminary Note]			
3	SEC USE ON	E ONLY				
4	SOURCE OF	FUNDS (See	Instructions)			
	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 Sta	ces				
	======		SOLE VOTING POWER			
NUM	BER OF	7	-0-			
-	ARES		SHARED VOTING POWER			
	ICIALLY ED BY	8	542,560 [See Preliminary Note]			
E	ACH		SOLE DISPOSITIVE POWER			
	ORTING	9	-0-			
PERS(ON WITH		SHARED DISPOSITIVE POWER			
		10	542,560 [See Preliminary Note]			
	AGGREGATE	AMOUNT BEN	======================================			
11	542,560 [See Preliminary Note]					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	13.2% [See Preliminary Note]					
	TYPE OF RE	PORTING PE	======================================			
14	IN					

Page 29 of 40 Pages

13D

			130			
======================================	=======					
CUSIP No.	591695200					
1		REPORTING PERSONS ENTIFICATION 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	aggregate of of the class this cover p owner only o		reporting persons making this filing hold are gate of 542,560 Preferred Shares, which is 13.29 he class of securities. The reporting person or cover page, however, may be deemed a beneficial ronly of the securities reported by it on this rage. [See Preliminary Note]			
3	SEC USE ONI	NLY				
4	SOURCE OF FUNDS (See Instructions)					
	CHECK IF DI	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			
NUM	NUMBER OF		-0-			
	- IARES	8	SHARED VOTING POWER			
	BENEFICIALLY OWNED BY		542,560 [See Preliminary Note]			
E	EACH REPORTING PERSON WITH -		SOLE DISPOSITIVE POWER			
			-0-			
PERS			SHARED DISPOSITIVE POWER			
			542,560 [See Preliminary Note]			

11		JNT BENEFICIALLY OWNED BY EACH REPORTING	G PERSON				
	542,560 [See B	Preliminary Note]					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []						
	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)					
13	13.2% [See Preliminary Note]						
14	TYPE OF REPORTING PERSON (See Instructions)						
	IN ==========		:========				
		Page 30 of 40 Pages					
		13D					
CUSIP No. 5	591695200 ======						
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	Thomas F. Stey	yer					
	CHECK THE APPR		======================================				
2	**	The reporting persons making this aggregate of 542,560 Preferred Shares, of the class of securities. The report this cover page, however, may be deen owner only of the securities reported cover page. [See Preliminary Note]	which is 13.2% ting person on ned a beneficial				
3	SEC USE ONLY						
	SOURCE OF FUNDS (See Instructions)						
5	N/A						
	====================================	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED	PURSUANT				
	TO ITEMS 2(d)	OR 2(e)	[]				
	CITIZENSHIP OF	R PLACE OF ORGANIZATION					
6	United States						

SOLE VOTING POWER

38

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

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13D

CUSIP No. 591695200 _____ 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 2 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 1	====== FUNDS (See	Instructions)	;=========		
4	N/A					
	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT					
5	TO ITEMS 2	(a) OR 2 (e)	[]		
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
0	United Stat	tes				
		7	SOLE VOTING POWER			
NUME	BER OF	,	-0- 			
SHA BENEFI	ARES	8	SHARED VOTING POWER			
	ED BY		542,560 [See Preliminary Note]			
EA	EACH		SOLE DISPOSITIVE POWER			
	ORTING	9	-0- 			
FENSC	N WIII	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)					
1.0	13.2% [See Preliminary Note]					
14	TYPE OF REI	PORTING PE	RSON (See Instructions)			
	IN ===================================					

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

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

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

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

Item 4. Purpose Of The Transaction

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

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

Except to the extent the foregoing may be deemed a plan or proposal, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position

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and/or change their purpose $% \left(\frac{1}{2}\right) =\frac{1}{2}\left(\frac{1}{2}\right) =\frac{1}{$

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 18, 2006 as reported by the Company in its Current Report on Form 8-K filed with the Securities and Exchange Commission on November 20, 2006.
 - (c) No transactions in the Preferred Shares have been consummated by any of the Funds since the filing of the initial Schedule 13D.
 - (d) Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Funds as reported herein. The Noonday US General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday US Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting Persons, is Chairman of the Noonday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.
 - (e) Not applicable.
- (b) The Noonday Sub-adviser Entities
 - (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

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

- (e) Not applicable.
- (c) The Noonday Individual Reporting Persons
 - (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.
 - Each of the First Noonday US Sub-adviser, the Second (d) Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Funds as reported herein. Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Managed Accounts as reported herein. The Noonday US General Partner is the general partner of the Second Noonday US Sub-adviser. The Noonday US Individual Reporting Persons are managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting Persons, is Chairman of the Noonday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of both the Farallon

General Partner and the Management Company.

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- (e) Not applicable.
- (d) The Management Company
 - (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

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

- (e) Not applicable.
- (f) The Farallon Individual Reporting Persons
 - (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 US Sub-adviser, the Second (d) Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Funds as reported herein. Each of the First Noonday US Sub-adviser, the Second Noonday US Sub-adviser, the Noonday UK Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Preferred Shares held by the Managed Accounts as reported herein. The Noonday US General Partner is the general partner of the Second Noonday US Sub-adviser. The Noonday US Individual Reporting Persons are managing members of both the First Noonday US Sub-adviser and the Noonday US General Partner. The Noonday UK Senior Managing Member is the senior managing member of the Noonday UK Sub-adviser. The Noonday UK Individual Reporting Persons are managing members of the Noonday UK Sub-adviser. Spokes, one of the Noonday UK Individual Reporting Persons, is Chairman of the Noonday UK Senior Managing Member. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.
 - (e) Not applicable.

The Preferred Shares reported hereby for the Funds are owned directly by the Funds and those reported by the Management Company on behalf of the

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 uch Preferred Shares owned by the Funds and the Managed Accounts. The Noonday UK Senior Managing Member, as the senior managing member of the Noonday UK Sub-adviser, may be deemed to be

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

Item 6. Contracts, Arrangements, Understandings Or
-----Relationships With Respect To Securities Of The Issuer

Item 6 of the Schedule 13D is amended and supplemented by the following:

Except for the Lock-up Agreement, as amended by the Amendment to the Lock-up Agreement, the conversion terms of the Preferred Shares described above or in the initial Schedule 13D and as otherwise described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between such persons and any other person with respect to any securities of the Company, including but not limited to the transfer or voting of any securities of the Company, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Materials To Be Filed As Exhibits

The form of Amendment to the Lock-up Agreement (described in Item 4 above) is filed as Exhibit 10.1 to the Company's Form 8-K filed on November 20, 2006 with the Securities and Exchange Commission and is incorporated herein by reference.

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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: November 21, 2006

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C.,

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

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

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

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY CAPITAL LIMITED,

On its own behalf

and as the Senior Managing Member of

NOONDAY ASSET MANAGEMENT LLP

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf, as the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

TINICUM PARTNERS, L.P. and

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.,

and as the Managing Member of

NOONDAY CAPITAL PARTNERS, L.L.C.

By Monica R. Landry, Managing Member

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

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