

MANOR CARE INC  
Form SC 13D/A  
December 28, 2007

OMB APPROVAL

OMB Number: 3235-0145

Expires: February 28, 2009

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Hours per response . . . . 14.5

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1) \***

Manor Care, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

564055101  
(Cusip Number)

Mark C. Wehrly

Farallon Capital Management, L.L.C.

One Maritime Plaza, Suite 2100

San Francisco, California 94111

(415) 421-2132  
(Name, Address, and Telephone Number of Person

Authorized to Receive Notices and Communications)

## Edgar Filing: MANOR CARE INC - Form SC 13D/A

December 18, 2007

(Date of Event which Requires Filing of this Statement)

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

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

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

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 46 Pages

Exhibit Index Found on Page 44

13D

CUSIP No. 564055101

**NAMES OF REPORTING PERSONS**

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

**1**

Noonday Asset Management, L.P.

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

(a) ☐

**2**

(b) ☒ \*\*

**\*\* The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% 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.**

**SEC USE ONLY**

**3**

**SOURCE OF FUNDS (See Instructions)**

**4**

**OO**

**CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT**

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

**5**

☐

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Delaware

**SOLE VOTING POWER**

**NUMBER OF**

**7**

**SHARES  
BENEFICIALLY**

**-0-  
SHARED VOTING POWER**

**OWNED BY**

**8**

**EACH**

**9**

**-0-  
SOLE DISPOSITIVE POWER**

**REPORTING  
PERSON WITH**

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[    ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IA, PN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

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

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

(a) ☐

2

(b) ☒ \*\*

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SOURCE OF FUNDS (See Instructions)

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OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[    ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**OO**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Noonday Capital, L.L.C.

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

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2

(b) ☒ \*\*

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SOURCE OF FUNDS (See Instructions)

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OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[   ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**OO**



13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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1

David I. Cohen

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

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2

(b) ☒ \*\*

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5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[   ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

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**1**

Saurabh K. Mittal

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

(a) ☐

**2**

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

**5**

☐

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

India

**SOLE VOTING POWER**

**NUMBER OF**

**7**

**SHARES  
BENEFICIALLY**

**-0-  
SHARED VOTING POWER**

**OWNED BY**

**8**

**EACH**

**9**

**-0-  
SOLE DISPOSITIVE POWER**

**REPORTING  
PERSON WITH**

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**-0-  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

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

**13**

**0.0%  
TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Noonday Capital Partners, L.L.C.

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

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SOURCE OF FUNDS (See Instructions)

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WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[   ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**OO**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Partners, L.P.

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

(a) ☐

2

(b) ☒ \*\*

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WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

SOLE VOTING POWER

7

NUMBER OF

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

8

OWNED BY

9

EACH

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[    ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**



13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners, L.P.

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

(a) ☐

2

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CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

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5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

SOLE VOTING POWER

7

NUMBER OF

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

8

OWNED BY

-0-  
SOLE DISPOSITIVE POWER

9

EACH

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

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**12**

[    ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners II, L.P.

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

(a) ☐

2

(b) ☒ \*\*

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SEC USE ONLY

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SOURCE OF FUNDS (See Instructions)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[   ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners III, L.P.

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

(a) ☐

2

(b) ☒ \*\*

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SOURCE OF FUNDS (See Instructions)

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WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[   ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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1

Tinicum Partners, L.P.

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2

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SOURCE OF FUNDS (See Instructions)

4

WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

SOLE VOTING POWER

7

NUMBER OF

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

8

OWNED BY

9

EACH

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

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**-0-**  
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**CERTAIN SHARES (See Instructions)**

**12**

[   ]

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

**13**

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

**14**

**PN**



13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Offshore Investors II, L.P.

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

(a) ☐

2

(b) ☒ \*\*

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5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

8

OWNED BY

-0-  
SOLE DISPOSITIVE POWER

9

EACH

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

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

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**PN**

13D

CUSIP No. 564055101

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

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Farallon Capital Management, L.L.C.

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☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

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**CERTAIN SHARES (See Instructions)**

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**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

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**IA, OO**

13D

CUSIP No. 564055101

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

**1**

Farallon Partners, L.L.C.

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

(a) ☐

**2**

(b) ☒ \*\*

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**4**

AF

**CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT**

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

**5**

☐

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

Delaware

**SOLE VOTING POWER**

**NUMBER OF**

**7**

**SHARES  
BENEFICIALLY**

**-0-  
SHARED VOTING POWER**

**OWNED BY**

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**9**

**-0-  
SOLE DISPOSITIVE POWER**

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PERSON WITH**

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**14**

**OO**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

William F. Duhamel

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

(a) ☐

2

(b) ☒ \*\*

\*\* The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% 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.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**



13D

CUSIP No. 564055101

**NAMES OF REPORTING PERSONS**

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

**1**

Richard B. Fried

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

(a) ☐

**2**

(b) ☒ \*\*

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**3**

**SOURCE OF FUNDS (See Instructions)**

**4**

AF, OO

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

**5**

☐

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

United States

**SOLE VOTING POWER**

**NUMBER OF**

**7**

**SHARES  
BENEFICIALLY**

**-0-  
SHARED VOTING POWER**

**OWNED BY**

**8**

**EACH**

**9**

**-0-  
SOLE DISPOSITIVE POWER**

**REPORTING  
PERSON WITH**

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[   ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Monica R. Landry

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

(a) ☐

2

(b) ☒ \*\*

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5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[    ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Douglas M. MacMahon

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

(a) ☐

2

(b) ☒ \*\*

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5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[   ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

William F. Mellin

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

(a) ☐

2

(b) ☒ \*\*

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SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**



13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Stephen L. Millham

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

(a) ☐

2

(b) ☒ \*\*

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SEC USE ONLY

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SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

**NAMES OF REPORTING PERSONS**

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

**1**

Jason E. Moment

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

(a) ☐

**2**

(b) ☒ \*\*

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**3**

**SOURCE OF FUNDS (See Instructions)**

**4**

**AF, OO**

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

**5**

☐

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

	United States	
NUMBER OF		SOLE VOTING POWER

**7**

SHARES		-0-
BENEFICIALLY		SHARED VOTING POWER

OWNED BY	<b>8</b>
----------	----------

		-0-
EACH	<b>9</b>	SOLE DISPOSITIVE POWER

**-0-**  
**SHARED DISPOSITIVE POWER**

**REPORTING  
PERSON WITH**

**10**

**-0-**

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

**11**

**-0-**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

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

**13**

**0.0%**

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

**14**

**IN**

13D

CUSIP No. 564055101

**NAMES OF REPORTING PERSONS**

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

**1**

Ashish H. Pant

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

(a) ☐

**2**

(b) ☒ \*\*

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**4**

AF, OO

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

**5**

☐

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

India

**SOLE VOTING POWER**

**NUMBER OF**

**7**

**SHARES  
BENEFICIALLY**

**-0-  
SHARED VOTING POWER**

**OWNED BY**

**8**

**EACH**

**9**

**-0-  
SOLE DISPOSITIVE POWER**

**REPORTING  
PERSON WITH**

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[   ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Rajiv A. Patel

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

(a) ☐

2

(b) ☒ \*\*

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TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**-0-  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

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

**13**

**0.0%  
TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**



13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Derek C. Schrier

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

(a) ☐

2

(b) ☒ \*\*

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TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

CUSIP No. 564055101

**NAMES OF REPORTING PERSONS**

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

**1**

Andrew J. M. Spokes

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

(a) ☐

**2**

(b) ☒ \*\*

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

**5**

☐

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

United Kingdom

**SOLE VOTING POWER**

**7**

**NUMBER OF**

**SHARES  
BENEFICIALLY**

**-0-  
SHARED VOTING POWER**

**8**

**OWNED BY**

**EACH**

**9**

**-0-  
SOLE DISPOSITIVE POWER**

**REPORTING  
PERSON WITH**

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Thomas F. Steyer

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

(a) ☐

2

(b) ☒ \*\*

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TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[   ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Mark C. Wehrly

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

(a) ☐

2

(b) ☒ \*\*

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TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

-0-  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**-0-**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**-0-**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**



## Edgar Filing: MANOR CARE INC - Form SC 13D/A

This Amendment No. 1 to Schedule 13D amends the Schedule 13D initially filed on November 5, 2007 (collectively, with all amendments thereto, the "Schedule 13D").

### 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 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. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 73,464,220 Shares outstanding as of October 21, 2007 as reported by the Company in its Quarterly Report on Form 10-Q for the period ended September 20, 2007 filed with the Securities and Exchange Commission on November 9, 2007.

(c) None.

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

(e) As of December 21, 2007, the Noonday Sub-adviser Entities are not the beneficial holders of any Shares.

(b) 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.

## Edgar Filing: MANOR CARE INC - Form SC 13D/A

- (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Funds. Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Managed Accounts. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.
- (e) As of December 21, 2007, the Noonday Individual Reporting Persons are not the beneficial holders of any Shares.
- (c) 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.
  - (c) The trade dates, number of Shares purchased, sold or transferred and the price per Share (including commissions) for all transactions of the Shares by the Funds since the filing of the prior Schedule 13D are set forth on Schedules A-G hereto and are incorporated herein by reference. All of such transactions were open-market transactions other than the disposition on December 21, 2007 of 100% of the Reporting Persons' Shares pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of July 2, 2007, entered into between the Company and MCHCR-CP Merger Sub Inc. Pursuant to such Merger Agreement, each holder of Shares received \$67.00 in cash per Share. For more information regarding such Merger Agreement, see the Proxy Statement filed on Form 14A filed by the Company with the Securities and Exchange Commission on September 14, 2007.
  - (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Funds as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.

## Edgar Filing: MANOR CARE INC - Form SC 13D/A

- (e) As of December 21, 2007, the Funds are not the beneficial holders of any Shares.
  
- (d) The Management Company
  - (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.
  
  - (c) The trade dates, number of Shares purchased, sold or transferred and the price per Share (including commissions) for all transactions of the Shares by the Management Company on behalf of the Managed Accounts since the filing of the prior Schedule 13D are set forth on Schedule H hereto and are incorporated herein by reference. All of such transactions were open-market transactions other than the disposition on December 21, 2007 of 100% of the Reporting Persons' Shares pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of July 2, 2007, entered into between the Company and MCHCR-CP Merger Sub Inc. Pursuant to such Merger Agreement, each holder of Shares received \$67.00 in cash per Share. For more information regarding such Merger Agreement, see the Proxy Statement filed on Form 14A filed by the Company with the Securities and Exchange Commission on September 14, 2007.
  
  - (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Managed Accounts as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of the Management Company.
  
  - (e) As of December 21, 2007, the Management Company is not the beneficial holder of any Shares.
  
- (e) The Farallon General Partner
  - (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.
  
  - (c) None.
  
  - (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Funds as reported herein. The

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Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.

- (e) As of December 21, 2007, the Farallon General Partner is not the beneficial holder of any Shares.
- (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 Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Funds as reported herein. Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Managed Accounts as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.
  - (e) As of December 21, 2007, the Farallon Individual Reporting Persons are not the beneficial holders of any Shares.

The 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 Sub-adviser and the Second Noonday Sub-adviser, as sub-investment advisers to the Funds and the Managed Accounts, may be deemed to be the beneficial owners of all such Shares owned by the Noonday Fund and certain of such Shares owned by the Farallon Funds and the Managed Accounts. The Noonday General Partner, as general partner to the Second Noonday Sub-adviser, may be deemed to be the beneficial owner of all such Shares owned by the Noonday Fund and certain of such Shares owned by the Farallon Funds and the Managed Accounts. The Noonday Individual Reporting Persons, as managing members of both the First Noonday Sub-adviser and the Noonday General Partner, may each be deemed to be the beneficial owner of all such Shares owned by the Noonday Fund and certain of such Shares owned by the Farallon Funds and the Managed Accounts. The

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

### Item 7. Materials To Be Filed As Exhibits

There is filed herewith as Exhibit 2 a written agreement relating to the filing of joint acquisition statements as required by Section 240.13d-1(k) under the Securities Exchange Act of 1934, as amended.

**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 28, 2007

/s/ Monica R. Landry

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

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C.,

On its own behalf

and as the General Partner of

NOONDAY ASSET MANAGEMENT, L.P.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf,

as the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

TINICUM PARTNERS, L.P. and

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

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and as the Managing Member of

NOONDAY CAPITAL PARTNERS, L.L.C.

By Monica R. Landry, Managing Member

/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 David I. Cohen, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Ashish H. Pant, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer and Mark C. Wehrly

The Power of Attorney executed by each of 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 was filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting

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Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., is 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 each of Duhamel, Fried, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13D on his or her behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2007 by such Reporting Persons with respect to the Common Stock of Armor Holdings, Inc., is hereby incorporated by reference. The Power of Attorney executed by Spokes 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 August 28, 2007 by such Reporting Person with respect to the Common Stock of Global Gold Corporation, is hereby incorporated by reference.



**SCHEDULE A**

**NOONDAY CAPITAL PARTNERS, L.L.C.**

	<u>TRADE DATE</u>	NO. OF SHARES		<u>PRICE</u>
		SOLD (S) OR		
		<u>TRANSFERRED (T)*</u>		
				<u>PER SHARE (\$)</u>
	12/18/2007	1,000 (S)	65.45	
	12/18/2007	1,400 (S)	65.45	
	12/18/2007	700 (S)	65.45	
	12/19/2007	1,900 (S)	65.89	
	12/21/2007	29,100 (T)	67.00	

\*Each such transfer was effected as part of the Agreement and Plan of Merger, dated as of July 2, 2007, entered into between the Company and MCHCR-CP Merger Sub Inc., pursuant to which each holder of Company Shares received \$67.00 per Share in cash.

**SCHEDULE B****FARALLON CAPITAL PARTNERS, L.P.**

	NO. OF SHARES		
	SOLD (S) OR		PRICE
<u>TRADE DATE</u>	<u>TRANSFERRED (T)*</u>		<u>PER SHARE (\$)</u>
12/18/2007	2,400 (S)	65.45	
12/18/2007	15,300 (S)	65.45	
12/18/2007	13,600 (S)	65.45	
12/18/2007	31,100 (S)	65.45	
12/19/2007	10,900 (S)	65.89	
12/19/2007	7,800 (S)	65.89	
12/19/2007	7,700 (S)	65.89	
12/19/2007	11,000 (S)	65.89	
12/20/2007	6,300 (S)	66.29	
12/20/2007	5,700 (S)	66.29	
12/20/2007	28,900 (S)	66.29	
12/20/2007	600 (S)	66.29	
12/21/2007	405,500 (T)	67.00	

\*Each such transfer was effected as part of the Agreement and Plan of Merger, dated as of July 2, 2007, entered into between the Company and MCHCR-CP Merger Sub Inc., pursuant to which each holder of Company Shares received \$67.00 per Share in cash.

**SCHEDULE C**

**FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.**

	NO. OF SHARES		
	SOLD (S) OR		PRICE
<u>TRADE DATE</u>	<u>TRANSFERRED (T)*</u>		<u>PER SHARE (\$)</u>
12/18/2007	3,800 (S)	65.45	
12/18/2007	15,700 (S)	65.45	
12/18/2007	1,500 (S)	65.45	
12/18/2007	200 (S)	65.45	
12/18/2007	4,400 (S)	65.45	
12/18/2007	18,900 (S)	65.45	
12/19/2007	6,400 (S)	65.89	
12/19/2007	6,200 (S)	65.89	
12/19/2007	14,100 (S)	65.89	
12/20/2007	1,000 (S)	66.29	
12/20/2007	8,300 (S)	66.29	
12/20/2007	2,100 (S)	66.29	
12/20/2007	3,000 (S)	66.29	
12/20/2007	1,100 (S)	66.29	
12/20/2007	3,400 (S)	66.29	
12/20/2007	12,400 (S)	66.29	
12/21/2007	281,100 (T)	67.00	

\*Each such transfer was effected as part of the Agreement and Plan of Merger, dated as of July 2, 2007, entered into between the Company and MCHCR-CP Merger Sub Inc., pursuant to which each holder of Company Shares received \$67.00 per Share in cash.

**SCHEDULE D****FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.**

	NO. OF SHARES		
	SOLD (S) OR		PRICE
<u>TRADE DATE</u>	<u>TRANSFERRED (T)*</u>		<u>PER SHARE (\$)</u>
12/18/2007	300 (S)	65.45	
12/18/2007	900 (S)	65.45	
12/18/2007	900 (S)	65.45	
12/18/2007	200 (S)	65.45	
12/18/2007	500 (S)	65.45	
12/18/2007	1,800 (S)	65.45	
12/19/2007	1,200 (S)	65.89	
12/19/2007	100 (S)	65.89	
12/19/2007	1,500 (S)	65.89	
12/20/2007	300 (S)	66.29	
12/20/2007	1,500 (S)	66.29	
12/20/2007	200 (S)	66.29	
12/20/2007	1,000 (S)	66.29	
12/20/2007	300 (S)	66.29	
12/21/2007	28,900 (T)	67.00	

\*Each such transfer was effected as part of the Agreement and Plan of Merger, dated as of July 2, 2007, entered into between the Company and MCHCR-CP Merger Sub Inc., pursuant to which each holder of Company Shares received \$67.00 per Share in cash.

**SCHEDULE E****FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.**

	NO. OF SHARES		
	SOLD (S) OR		PRICE
<u>TRADE DATE</u>	<u>TRANSFERRED (T)*</u>		<u>PER SHARE (\$)</u>
12/18/2007	224 (S)	65.45	
12/18/2007	300 (S)	65.45	
12/18/2007	876 (S)	65.45	
12/18/2007	137 (S)	65.45	
12/18/2007	100 (S)	65.45	
12/18/2007	1,263 (S)	65.45	
12/19/2007	424 (S)	65.89	
12/19/2007	376 (S)	65.89	
12/19/2007	137 (S)	65.89	
12/19/2007	763 (S)	65.89	
12/20/2007	337 (S)	66.29	
12/20/2007	800 (S)	66.29	
12/20/2007	100 (S)	66.29	
12/20/2007	300 (S)	66.29	
12/20/2007	63 (S)	66.29	
12/20/2007	500 (S)	66.29	
12/21/2007	18,139 (T)	67.00	

\*Each such transfer was effected as part of the Agreement and Plan of Merger, dated as of July 2, 2007, entered into between the Company and MCHCR-CP Merger Sub Inc., pursuant to which each holder of Company Shares received \$67.00 per Share in cash.

**SCHEDULE F****TINICUM PARTNERS, L.P.**

	NO. OF SHARES		
	SOLD (S) OR		PRICE
<u>TRADE DATE</u>	<u>TRANSFERRED (T)*</u>		<u>PER SHARE (\$)</u>
12/18/2007	200 (S)	65.45	
12/18/2007	500 (S)	65.45	
12/18/2007	400 (S)	65.45	
12/18/2007	200 (S)	65.45	
12/18/2007	1,000 (S)	65.45	
12/19/2007	500 (S)	65.89	
12/19/2007	200 (S)	65.89	
12/19/2007	500 (S)	65.89	
12/19/2007	200 (S)	65.89	
12/20/2007	500 (S)	66.29	
12/20/2007	300 (S)	66.29	
12/20/2007	800 (S)	66.29	
12/21/2007	14,900 (T)	67.00	

\*Each such transfer was effected as part of the Agreement and Plan of Merger, dated as of July 2, 2007, entered into between the Company and MCHCR-CP Merger Sub Inc., pursuant to which each holder of Company Shares received \$67.00 per Share in cash.

**SCHEDULE G****FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.**

	NO. OF SHARES		
	SOLD (S) OR		PRICE
<u>TRADE DATE</u>	<u>TRANSFERRED (T)*</u>		<u>PER SHARE (\$)</u>
12/18/2007	4,400 (S)	65.45	
12/18/2007	19,200 (S)	65.45	
12/18/2007	25,400 (S)	65.45	
12/18/2007	52,400 (S)	65.45	
12/19/2007	16,700 (S)	65.89	
12/19/2007	12,700 (S)	65.89	
12/19/2007	16,600 (S)	65.89	
12/19/2007	12,400 (S)	65.89	
12/19/2007	2,400 (S)	65.89	
12/20/2007	6,100 (S)	66.29	
12/20/2007	5,000 (S)	66.29	
12/20/2007	24,000 (S)	66.29	
12/20/2007	8,400 (S)	66.29	
12/20/2007	26,300 (S)	66.29	
12/21/2007	648,600 (T)	67.00	

\*Each such transfer was effected as part of the Agreement and Plan of Merger, dated as of July 2, 2007, entered into between the Company and MCHCR-CP Merger Sub Inc., pursuant to which each holder of Company Shares received \$67.00 per Share in cash.

**SCHEDULE H****FARALLON CAPITAL MANAGEMENT, L.L.C.**

	NO. OF SHARES		
	SOLD (S) OR		PRICE
<u>TRADE DATE</u>	<u>TRANSFERRED (T)*</u>		<u>PER SHARE (\$)</u>
12/18/2007	13,098 (S)	65.45	
12/18/2007	23,003 (S)	65.45	
12/18/2007	65,599 (S)	65.45	
12/18/2007	12,338 (S)	65.45	
12/18/2007	100,462 (S)	65.45	
12/19/2007	24,501 (S)	65.89	
12/19/2007	36,499 (S)	65.89	
12/19/2007	56,138 (S)	65.89	
12/19/2007	11,562 (S)	65.89	
12/20/2007	27,862 (S)	66.29	
12/20/2007	16,575 (S)	66.29	
12/20/2007	51,900 (S)	66.29	
12/20/2007	41,063 (S)	66.29	
12/20/2007	13,000 (S)	66.29	
12/21/2007	1,360,361 (T)	67.00	
12/18/2007	1,700 (S)	65.45	
12/18/2007	3,700 (S)	65.45	
12/18/2007	8,900 (S)	65.45	
12/19/2007	4,300 (S)	65.89	
12/19/2007	4,300 (S)	65.89	
12/21/2007	133,700 (T)	67.00	

\*Each such transfer was effected as part of the Agreement and Plan of Merger, dated as of July 2, 2007, entered into between the Company and MCHCR-CP Merger Sub Inc., pursuant to which each holder of Company Shares received \$67.00 per Share in cash.



EXHIBIT INDEX

EXHIBIT 2

Joint Acquisition Statement Pursuant to Section 240.13d-1(k)]

EXHIBIT 2

to

SCHEDULE 13D

JOINT ACQUISITION STATEMENT

PURSUANT TO SECTION 240.13d-1(k)

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

Dated: December 28, 2007

/s/ Monica R. Landry

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

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C.,

On its own behalf

and as the General Partner of

NOONDAY ASSET MANAGEMENT, L.P.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf,

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as the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

TINICUM PARTNERS, L.P. and

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

and as the Managing Member of

NOONDAY CAPITAL PARTNERS, L.L.C.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry, Managing Member

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/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for

each of David I. Cohen, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer and Mark C. Wehrly

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