

UNITED DEFENSE INDUSTRIES INC
Form SC 13D/A
June 20, 2005

OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
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)*

United Defense Industries, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

91018B104

(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)

June 10, 2005

(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), 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.

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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 39 Pages

13D

=====
CUSIP No. 91018B104
=====

NAMES OF REPORTING PERSONS

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

Farallon Capital 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 3,337,100 Shares, which is 6.6% 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.

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC, 00

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

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

7 SOLE VOTING POWER

NUMBER OF -0-

8 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 734,900

9 SOLE DISPOSITIVE POWER

EACH

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REPORTING PERSON WITH -----
 -0-
 SHARED DISPOSITIVE POWER
 10 734,900

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 734,900

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

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 1.4%

 14 TYPE OF REPORTING PERSON (See Instructions)
 PN

Page 2 of 39 Pages

13D

=====
 CUSIP No. 91018B104
 =====

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Farallon Capital Institutional Partners, L.P.

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

** The reporting persons making this filing hold an aggregate of 3,337,100 Shares, which is 6.6% 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.

 3 SEC USE ONLY

 4 SOURCE OF FUNDS (See Instructions)
 WC

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

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

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California

```

=====
              SOLE VOTING POWER
              7
NUMBER OF    -0-
SHARES
BENEFICIALLY OWNED BY EACH
              8
              SHARED VOTING POWER
              487,000
              SOLE DISPOSITIVE POWER
              9
REPORTING    -0-
PERSON WITH  SHARED DISPOSITIVE POWER
              10
              487,000
=====
11  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
    487,000
=====
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%
=====
14  TYPE OF REPORTING PERSON (See Instructions)
    PN
=====

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13D

=====
CUSIP No. 91018B104
=====

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=====
1  NAMES OF REPORTING PERSONS
   I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

   Farallon Capital Institutional Partners II, L.P.
=====
2  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                     (a) [   ]
                                     (b) [ X ]**

   ** The reporting persons making this filing hold an
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      class of securities. The reporting person on this
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      the securities reported by it on this cover page.
=====
3  SEC USE ONLY

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4 SOURCE OF FUNDS (See Instructions)
WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
California

| | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| SHARES | | ----- |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 44,700 |
| EACH | | ----- |
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSON WITH | | -0- |
| | | ----- |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 44,700 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
44,700

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.1%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

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13D

=====
CUSIP No. 91018B104
=====

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

Farallon Capital Institutional Partners III, L.P.

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

(a) []

(b) [X]**

2

** The reporting persons making this filing hold an aggregate of 3,337,100 Shares, which is 6.6% 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.

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

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

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| SHARES | | ----- |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 48,200 |
| EACH | | ----- |
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSON WITH | | -0- |
| | | ----- |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 48,200 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,200

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

[]

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

0.1%

14 TYPE OF REPORTING PERSON (See Instructions)

PN

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13D

=====
 CUSIP No. 91018B104
 =====

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

 Tinicum Partners, L.P.

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

 WC, OO

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

 []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 New York

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

| | | |
|------------------------------|---|---------------------|
| | 8 | SHARED VOTING POWER |
| SHARES BENEFICIALLY OWNED BY | | 17,600 |

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

| | | |
|--|----|--------------------------|
| | 10 | SHARED DISPOSITIVE POWER |
| | | 17,600 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 17,600

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

 []

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

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13D

=====
CUSIP No. 91018B104
=====

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

Noonday Capital Partners, L.L.C.

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
WC, OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|-----------------------|---|------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| SHARES | 8 | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | | 147,400 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING PERSON WITH | | -0- |

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SHARED DISPOSITIVE POWER

10

147,400

=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

147,400

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

[]

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

0.3%

14 TYPE OF REPORTING PERSON (See Instructions)

00

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CUSIP No. 91018B104

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

Farallon Capital Management, L.L.C.

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

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

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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| | | |
|--------------|----|--|
| | | SOLE VOTING POWER |
| 7 | | |
| NUMBER OF | | -0- |
| | | ===== |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY | 8 | |
| OWNED BY | | 1,857,300 |
| | | ===== |
| EACH | | SOLE DISPOSITIVE POWER |
| | 9 | |
| REPORTING | | -0- |
| PERSON WITH | | ===== |
| | | SHARED DISPOSITIVE POWER |
| | 10 | |
| | | 1,857,300 |
| | | ===== |
| 11 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | | 1,857,300 |
| | | ===== |
| 12 | | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |
| | | [] |
| | | ===== |
| 13 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | | 3.7% |
| | | ===== |
| 14 | | TYPE OF REPORTING PERSON (See Instructions) |
| | | IA, OO |
| | | ===== |

13D

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CUSIP No. 91018B104
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| | | |
|---|----|---|
| | | NAMES OF REPORTING PERSONS |
| 1 | | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) |
| | | Farallon Partners, L.L.C. |
| | | ===== |
| | | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |
| | | (a) [] |
| | | (b) [X]** |
| 2 | ** | The reporting persons making this filing hold an aggregate of 3,337,100 Shares, which is 6.6% 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. |
| | | ===== |
| 3 | | SEC USE ONLY |
| | | ===== |

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4 SOURCE OF FUNDS (See Instructions)
AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY | 8 | 1,479,800 |
| OWNED BY | | SOLE DISPOSITIVE POWER |
| EACH | 9 | -0- |
| REPORTING | | SHARED DISPOSITIVE POWER |
| PERSON WITH | 10 | 1,479,800 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,479,800

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.9%

14 TYPE OF REPORTING PERSON (See Instructions)
OO

13D

=====
CUSIP No. 91018B104
=====

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. 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)

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(a) []
 (b) [X]**

2

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

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

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| SHARES | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 3,337,100 |
| EACH | | |
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSON WITH | | -0- |
| | | |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 3,337,100 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,337,100

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

[]

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

6.6%

14 TYPE OF REPORTING PERSON (See Instructions)

00

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13D

=====
 CUSIP No. 91018B104
 =====

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

 Noonday Asset Management, L.P.

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

2 ** The reporting persons making this filing hold an aggregate of 3,337,100 Shares, which is 6.6% 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.

3 SEC USE ONLY

 SOURCE OF FUNDS (See Instructions)
 4
 00

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

CITIZENSHIP OR PLACE OF ORGANIZATION
 6
 Delaware

| | | | |
|-----------------------|--|----|--------------------------|
| | | 7 | SOLE VOTING POWER |
| NUMBER OF | | | -0- |
| | | | ----- |
| SHARES | | 8 | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | | | 3,337,100 |
| | | | ----- |
| EACH | | 9 | SOLE DISPOSITIVE POWER |
| REPORTING PERSON WITH | | | -0- |
| | | | ----- |
| | | 10 | SHARED DISPOSITIVE POWER |
| | | | 3,337,100 |

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 11
 3,337,100

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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13

6.6%

14

TYPE OF REPORTING PERSON (See Instructions)
PN

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13D

=====
CUSIP No. 91018B104
=====

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

Noonday Capital, L.L.C.

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | | |
|-----------------------|--|---|--------------------------|
| | | 7 | SOLE VOTING POWER |
| NUMBER OF | | | -0- |
| SHARES | | 8 | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | | | 3,337,100 |
| EACH | | 9 | SOLE DISPOSITIVE POWER |
| REPORTING PERSON WITH | | | -0- |
| | | | SHARED DISPOSITIVE POWER |

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10

3,337,100

```

=====
11  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
    3,337,100
=====
12  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
    CERTAIN SHARES (See Instructions)
                                     [   ]
=====
13  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
    6.6%
=====
14  TYPE OF REPORTING PERSON (See Instructions)
    00
=====

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13D

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=====
CUSIP No. 91018B104
=====

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=====
1  NAMES OF REPORTING PERSONS
    I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

    **      The reporting persons making this filing hold an
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            the securities reported by it on this cover page.
=====
3  SEC USE ONLY
=====
4  SOURCE OF FUNDS (See Instructions)
    AF, OO
=====
5  CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
    TO ITEMS 2(d) OR 2(e)
                                     [   ]
=====
6  CITIZENSHIP OR PLACE OF ORGANIZATION
    United States
=====

```

SOLE VOTING POWER

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| | | |
|--------------|--|--------------------------|
| | 7 | -0- |
| NUMBER OF | | |
| ===== | | |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY | 8 | 3,337,100 |
| OWNED BY | | |
| ===== | | |
| EACH | | SOLE DISPOSITIVE POWER |
| | 9 | -0- |
| REPORTING | | |
| PERSON WITH | | SHARED DISPOSITIVE POWER |
| | 10 | 3,337,100 |
| ===== | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 3,337,100 | |
| ===== | | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) | |
| | [] | |
| ===== | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 6.6% | |
| ===== | | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) | |
| | IN | |
| ===== | | |

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13D

=====
CUSIP No. 91018B104
=====

| | | |
|-------|---|---|
| 1 | NAMES OF REPORTING PERSONS | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Joseph F. Downes | |
| ===== | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) | |
| | (a) [] | |
| | (b) [X]** | |
| | ** | The reporting persons making this filing hold an aggregate of 3,337,100 Shares, which is 6.6% 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. |
| ===== | | |
| 3 | SEC USE ONLY | |
| ===== | | |
| | SOURCE OF FUNDS (See Instructions) | |

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4

AF, OO

5

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

[]

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | 7 | SOLE VOTING POWER |
|-----------------------|----|--------------------------|
| NUMBER OF | | -0- |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 8 | 3,337,100 |
| EACH | | SOLE DISPOSITIVE POWER |
| REPORTING PERSON WITH | 9 | -0- |
| | | SHARED DISPOSITIVE POWER |
| | 10 | 3,337,100 |

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,337,100

12

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

[]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN

13D

CUSIP No. 91018B104

1

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

William F. Duhamel

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

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(b) [X]**

2

** The reporting persons making this filing hold an aggregate of 3,337,100 Shares, which is 6.6% 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.

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF, OO

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

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| SHARES | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 3,337,100 |
| EACH | | |
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSON WITH | | -0- |
| | | |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 3,337,100 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,337,100

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

[]

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

6.6%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

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=====
 CUSIP No. 91018B104
 =====

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

 Charles E. Ellwein

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 3,337,100 Shares, which is 6.6% 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.

 3 SEC USE ONLY

 SOURCE OF FUNDS (See Instructions)
 4
 AF, OO

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

 CITIZENSHIP OR PLACE OF ORGANIZATION
 6
 United States

| | | | |
|--------------|----|---|--------------------------|
| | | 7 | SOLE VOTING POWER |
| NUMBER OF | | | -0- |
| SHARES | | | |
| BENEFICIALLY | 8 | | SHARED VOTING POWER |
| OWNED BY | | | 3,337,100 |
| EACH | | | |
| REPORTING | 9 | | SOLE DISPOSITIVE POWER |
| PERSON WITH | | | -0- |
| | | | |
| | 10 | | SHARED DISPOSITIVE POWER |
| | | | 3,337,100 |

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 11
 3,337,100

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

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 13
 6.6%

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 14 TYPE OF REPORTING PERSON (See Instructions)
 IN

Page 16 of 39 Pages

13D

=====
 CUSIP No. 91018B104
 =====

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Richard B. Fried

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

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 3 SEC USE ONLY

 4 SOURCE OF FUNDS (See Instructions)
 AF, 00

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

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

| | | | |
|--------------|----|---|--------------------------|
| | | 7 | SOLE VOTING POWER |
| NUMBER OF | | | -0- |
| SHARES | | | ----- |
| BENEFICIALLY | 8 | | SHARED VOTING POWER |
| OWNED BY | | | 3,337,100 |
| EACH | | | ----- |
| REPORTING | 9 | | SOLE DISPOSITIVE POWER |
| PERSON WITH | | | -0- |
| | | | ----- |
| | 10 | | SHARED DISPOSITIVE POWER |
| | | | 3,337,100 |

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=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,337,100

=====

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

=====

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.6%

=====

14 TYPE OF REPORTING PERSON (See Instructions)
IN

=====

Page 17 of 39 Pages

13D

=====

CUSIP No. 91018B104

=====

=====

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

Monica R. Landry

=====

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

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=====

3 SEC USE ONLY

=====

4 SOURCE OF FUNDS (See Instructions)
AF, OO

=====

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

=====

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

=====

SOLE VOTING POWER

7

NUMBER OF

-0-

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```

=====
SHARES                               SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH          3,337,100
REPORTING PERSON WITH SHARED        -0-
DISPOSITIVE POWER
=====
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11 3,337,100
=====
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
12 CERTAIN SHARES (See Instructions) [ ]
=====
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13 6.6%
=====
TYPE OF REPORTING PERSON (See Instructions)
14 IN
=====

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13D

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=====
CUSIP No. 91018B104
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=====
NAMES OF REPORTING PERSONS
1 I.R.S. IDENTIFICATION NO. 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 3,337,100 Shares, which is 6.6% 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.
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3 SEC USE ONLY
=====
SOURCE OF FUNDS (See Instructions)
4 AF, OO
=====

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

=====

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

=====

| | | |
|--------------|-----------|-----------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | -0- | |
| SHARES | | 8 SHARED VOTING POWER |
| BENEFICIALLY | 3,337,100 | |
| OWNED BY | | 9 SOLE DISPOSITIVE POWER |
| EACH | -0- | |
| REPORTING | | 10 SHARED DISPOSITIVE POWER |
| PERSON WITH | 3,337,100 | |

=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,337,100

=====

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

=====

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.6%

=====

14 TYPE OF REPORTING PERSON (See Instructions)
IN

=====

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13D

=====

CUSIP No. 91018B104

=====

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

Stephen L. Millham

=====

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

2

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3      SEC USE ONLY
=====
      SOURCE OF FUNDS (See Instructions)
4
      AF, OO
=====
      CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
5      TO ITEMS 2(d) OR 2(e)
                                           [   ]
=====
      CITIZENSHIP OR PLACE OF ORGANIZATION
6
      United States
=====
      SOLE VOTING POWER
7
      NUMBER OF          -0-
      SHARES
      BENEFICIALLY      8      SHARED VOTING POWER
      OWNED BY          3,337,100
      EACH
      REPORTING         9      SOLE DISPOSITIVE POWER
      PERSON WITH      -0-
      10      SHARED DISPOSITIVE POWER
                3,337,100
=====
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      3,337,100
=====
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES (See Instructions)
                                           [   ]
=====
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
      6.6%
=====
14     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

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=====
-----
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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

      **      The reporting persons making this filing hold an
              aggregate of 3,337,100 Shares, which is 6.6% 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.
-----
3      SEC USE ONLY
-----
4      SOURCE OF FUNDS (See Instructions)

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

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

      United States
-----
7      SOLE VOTING POWER

      NUMBER OF          7          -0-
      SHARES
      BENEFICIALLY      8          3,337,100
      OWNED BY
      EACH
      REPORTING          9          -0-
      PERSON WITH
      SHARED VOTING      10         3,337,100
      POWER
-----
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      3,337,100
-----
12     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES (See Instructions)

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

      6.6%
-----
      TYPE OF REPORTING PERSON (See Instructions)
  
```

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14

IN

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13D

=====
CUSIP No. 91018B104
=====

NAMES OF REPORTING PERSONS

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

Derek C. Schrier

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

(a) []

(b) [X]**

2

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3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

AF, OO

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

[]

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY

8

3,337,100

EACH

SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

-0-

SHARED DISPOSITIVE POWER

10

3,337,100

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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11

3,337,100

12

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

[]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 22 of 39 Pages

13D

=====
CUSIP No. 91018B104
=====

1

NAMES OF REPORTING PERSONS

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

Thomas F. Steyer

2

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

(a) []

(b) [X]**

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3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

AF, 00

5

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

[]

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES

7

SOLE VOTING POWER

-0-

SHARED VOTING POWER

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| | | |
|-----------------------|--|--------------------------|
| BENEFICIALLY OWNED BY | 8 | 3,337,100 |
| ----- | | |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING PERSON WITH | | -0- |
| ----- | | |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 3,337,100 |
| ----- | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 3,337,100 | |
| ----- | | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) | |
| | [] | |
| ----- | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 6.6% | |
| ----- | | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) | |
| | IN | |
| ----- | | |

Page 23 of 39 Pages

13D

=====
CUSIP No. 91018B104
=====

| | | |
|-------|---|---|
| 1 | NAMES OF REPORTING PERSONS | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Mark C. Wehrly | |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) | |
| | (a) [] | |
| | (b) [X]** | |
| | ** | The reporting persons making this filing hold an aggregate of 3,337,100 Shares, which is 6.6% 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. |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | SOURCE OF FUNDS (See Instructions) | |
| | AF, OO | |
| ----- | | |
| | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT | |

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

[]

 CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

 SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES
 BENEFICIALLY
 OWNED BY

8

 SHARED VOTING POWER

3,337,100

EACH

9

 SOLE DISPOSITIVE POWER

REPORTING
 PERSON WITH

-0-

 SHARED DISPOSITIVE POWER

10

3,337,100

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,337,100

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

12

[]

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.6%

 TYPE OF REPORTING PERSON (See Instructions)

14

IN

Page 24 of 39 Pages

13D

=====
 CUSIP No. 91018B104
 =====

 NAMES OF REPORTING PERSONS

1

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

David I. Cohen

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

2

(a) []

(b) [X]**

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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.

| | |
|-------|--|
| ===== | |
| 3 | SEC USE ONLY |
| ===== | |
| 4 | SOURCE OF FUNDS (See Instructions) |
| | OO |
| ===== | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |
| | [] |
| ===== | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States |
| ===== | |
| | SOLE VOTING POWER |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| | -0- |
| ===== | |
| 8 | SHARED VOTING POWER |
| | 3,337,100 |
| ===== | |
| 9 | SOLE DISPOSITIVE POWER |
| | -0- |
| ===== | |
| 10 | SHARED DISPOSITIVE POWER |
| | 3,337,100 |
| ===== | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 3,337,100 |
| ===== | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |
| | [] |
| ===== | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | 6.6% |
| ===== | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) |
| | IN |
| ===== | |

This Amendment No. 1 to Schedule 13D amends the Schedule 13D initially filed on May 16, 2005 (collectively, with all amendments thereto, the "Schedule 13D").

Item 3. Source And Amount Of Funds And Other Consideration

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 Item 3 of the Schedule 13D is amended and supplemented by the following:

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

| Entity ----- | Shares Held ----- | Approximate Net ----- Investment Cost ----- |
|---------------------|----------------------|--|
| FCP | 112,300 | \$8,369,007 |
| FCIP | 81,800 | \$6,096,726 |
| FCIP II | 8,100 | \$603,775 |
| FCIP III | 9,000 | \$670,844 |
| Tinicum | 4,200 | \$313,042 |
| Noonday Fund | 23,900 | \$1,781,248 |
| Managed Accounts | 417,300 | \$31,101,500 |

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

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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 50,848,293 Shares outstanding as of April 15, 2005 as reported by the Company in its Quarterly Report on Form 10-Q for the period ended March 31, 2005 filed with the Securities and Exchange Commission on April 28, 2005.

(c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for

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all purchases and sales of the Shares by the Funds since the filing of the prior Schedule 13D are set forth on Schedules A-F hereto and are incorporated herein by reference. All of such transactions were open-market transactions.

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

(e) Not applicable.

(b) The Management Company

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.

(c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Management Company on behalf of the Managed Accounts since the filing of the prior Schedule 13D are set forth on Schedule G hereto and are incorporated herein by reference. All of such transactions were open-market transactions.

(d) Each of the Management Company, the First Noontday Sub-adviser and the Second Noontday Sub-adviser has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares

Page 27 of 39 Pages

held by the Managed Accounts as reported herein. The Noontday General Partner is the general partner of the Second Noontday Sub-adviser. The Farallon Individual Reporting Persons are managing members of the Management Company. The Noontday Individual Reporting Person is the managing member of both the First Noontday Sub-adviser and the Noontday General Partner.

(e) Not applicable.

(c) The Farallon General Partner

(a), (b) The information set forth in Rows 7 through 13 of the

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cover page hereto for the Farallon General Partner is incorporated herein by reference.

(c) None.

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

(e) Not applicable.

(d) The Noontday Sub-adviser Entities

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

(c) None.

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

Page 28 of 39 Pages

managing member of both the First Noontday Sub-adviser and the Noontday General Partner.

(e) Not applicable.

(e) 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

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Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.

- (c) None.
- (d) Each of the Farallon General Partner, the First Noontday Sub-adviser and the Second Noontday Sub-adviser has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Funds as reported herein. Each of the Management Company, the First Noontday Sub-adviser and the Second Noontday Sub-adviser has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. The Noontday General Partner is the general partner of the Second Noontday Sub-adviser. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company. The Noontday Individual Reporting Person is the managing member of both the First Noontday Sub-adviser and the Noontday General Partner.
- (e) Not applicable.
- (f) The Noontday Individual Reporting Person

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

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Farallon General Partner and the Management Company. The Noontday Individual Reporting Person is the managing member of both the First Noontday Sub-adviser and the Noontday General Partner.

- (e) Not applicable.

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

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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: June 20, 2005

/s/ Joseph F. Downes

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.,
and TINICUM PARTNERS, L.P.,
and as the Managing Member of
NOONDAY CAPITAL PARTNERS, L.L.C.
By Joseph F. Downes,
Managing Member

/s/ Joseph F. Downes

FARALLON CAPITAL MANAGEMENT, L.L.C.
By Joseph F. Downes,
Managing Member

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/s/ Joseph F. Downes

NOONDAY G.P. (U.S.), L.L.C.
By Joseph F. Downes,
Attorney-in-fact

/s/ Joseph F. Downes

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

/s/ Joseph F. Downes

Joseph F. Downes, individually and as attorney-in-fact for
each of David I. Cohen, Chun R. Ding, William F. Duhamel,
Charles E. Ellwein, Richard B. Fried, Monica R. Landry,

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William F. Mellin, Stephen L. Millham, Rajiv A. Patel,
Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.

The Powers of Attorney, each executed by Mellin, Millham and Steyer authorizing Downes 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 January 20, 1998, by such Reporting Persons with respect to the Units of Spiros Development Corporation II, Inc., are hereby incorporated by reference. The Powers of Attorney, each executed by Duhamel and Fried authorizing Downes to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 7 to the Schedule 13D filed with the Securities and Exchange Commission on February 9, 1999 by such Reporting Persons with respect to the Callable Class A Common Stock of Crescendo Pharmaceuticals Corporation, are hereby incorporated by reference. The Power of Attorney executed by Wehrly authorizing Downes to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 4 to the Schedule 13D filed with the Securities and Exchange Commission on January 18, 2000, by such Reporting Person with respect to the Class A Common Stock of Momentum Business Applications, Inc., is hereby incorporated by reference. The Power of Attorney executed by Landry authorizing Downes to sign and file this Schedule 13D on her behalf, which was filed with the Schedule 13G filed with the Securities and Exchange Commission on January 22, 2001, by such Reporting Person with respect to the Common Stock of Korn/Ferry International, is hereby incorporated by reference. The Powers of Attorney executed by each of Ding and Schrier authorizing Downes to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Person with respect to the Common Stock of Salix Pharmaceuticals, Ltd., is hereby incorporated by reference. The Powers of Attorney executed by each of Ellwein and Patel authorizing Downes 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

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the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Powers 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 Downes 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 Person with respect to the Common Stock of Catalytica Energy Systems, Inc. is hereby incorporated by reference.

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SCHEDULE A

FARALLON CAPITAL PARTNERS, L.P.

| TRADE DATE | NO. OF SHARES PURCHASED | PRICE PER SHARE (\$) |
|------------|----------------------------|-------------------------|
| 5/17/2005 | 8,900 | 74.60 |
| 5/17/2005 | 2,300 | 74.59 |
| 5/17/2005 | 5,900 | 74.22 |
| 5/23/2005 | 5,900 | 74.38 |
| 5/24/2005 | 5,800 | 74.43 |
| 5/25/2005 | 11,000 | 74.42 |
| 5/26/2005 | 8,800 | 74.44 |
| 5/26/2005 | 2,600 | 74.43 |
| 5/27/2005 | 4,000 | 74.50 |
| 6/1/2005 | 7,000 | 74.55 |
| 6/6/2005 | 10,900 | 74.60 |
| 6/6/2005 | 3,600 | 74.64 |
| 6/8/2005 | 3,900 | 74.59 |
| 6/10/2005 | 17,800 | 74.62 |
| 6/13/2005 | 8,000 | 74.62 |
| 6/13/2005 | 5,900 | 74.61 |

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SCHEDULE B

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

| TRADE DATE | NO. OF SHARES PURCHASED | PRICE PER SHARE (\$) |
|------------|----------------------------|-------------------------|
|------------|----------------------------|-------------------------|

| | | |
|-----------|--------|-------|
| 5/17/2005 | 6,900 | 74.60 |
| 5/17/2005 | 1,700 | 74.59 |
| 5/17/2005 | 3,100 | 74.22 |
| 5/23/2005 | 3,000 | 74.38 |
| 5/24/2005 | 3,200 | 74.43 |
| 5/25/2005 | 8,100 | 74.42 |
| 5/26/2005 | 2,100 | 74.43 |
| 5/26/2005 | 7,000 | 74.44 |
| 5/27/2005 | 3,200 | 74.50 |
| 6/1/2005 | 6,100 | 74.55 |
| 6/6/2005 | 8,400 | 74.60 |
| 6/6/2005 | 2,800 | 74.64 |
| 6/8/2005 | 3,000 | 74.59 |
| 6/10/2005 | 12,500 | 74.62 |
| 6/13/2005 | 4,500 | 74.61 |
| 6/13/2005 | 6,200 | 74.62 |

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SCHEDULE C

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

| TRADE DATE | NO. OF SHARES PURCHASED | PRICE PER SHARE (\$) |
|------------|----------------------------|-------------------------|
| 5/17/2005 | 800 | 74.83 |
| 5/17/2005 | 200 | 74.59 |
| 5/17/2005 | 300 | 74.22 |
| 5/23/2005 | 400 | 74.38 |
| 5/24/2005 | 400 | 74.43 |
| 5/25/2005 | 600 | 74.42 |
| 5/26/2005 | 500 | 74.44 |
| 5/26/2005 | 200 | 74.43 |
| 5/27/2005 | 200 | 74.50 |
| 6/1/2005 | 400 | 74.55 |
| 6/6/2005 | 800 | 74.60 |
| 6/6/2005 | 300 | 74.64 |
| 6/8/2005 | 300 | 74.59 |
| 6/10/2005 | 1,300 | 74.62 |
| 6/13/2005 | 600 | 74.61 |
| 6/13/2005 | 800 | 74.62 |

SCHEDULE D

 FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

| TRADE DATE | NO. OF SHARES PURCHASED | PRICE PER SHARE (\$) |
|------------|----------------------------|-------------------------|
| ----- | ----- | ----- |
| 5/17/2005 | 900 | 74.60 |
| 5/17/2005 | 200 | 74.59 |
| 5/17/2005 | 400 | 74.22 |
| 5/23/2005 | 400 | 74.38 |
| 5/24/2005 | 400 | 74.43 |
| 5/25/2005 | 600 | 74.42 |
| 5/26/2005 | 200 | 74.43 |
| 5/26/2005 | 600 | 74.44 |
| 5/27/2005 | 300 | 74.50 |
| 6/1/2005 | 600 | 74.55 |
| 6/6/2005 | 900 | 74.60 |
| 6/6/2005 | 300 | 74.64 |
| 6/8/2005 | 300 | 74.59 |
| 6/10/2005 | 1,500 | 74.62 |
| 6/13/2005 | 800 | 74.62 |
| 6/13/2005 | 600 | 74.61 |

SCHEDULE E

 TINICUM PARTNERS, L.P.

| TRADE DATE | NO. OF SHARES PURCHASED | PRICE PER SHARE (\$) |
|------------|----------------------------|-------------------------|
| ----- | ----- | ----- |
| 5/17/2005 | 400 | 74.60 |

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| | | |
|-----------|-----|-------|
| 5/17/2005 | 100 | 74.59 |
| 5/17/2005 | 200 | 74.22 |
| 5/23/2005 | 200 | 74.38 |
| 5/24/2005 | 200 | 74.43 |
| 5/25/2005 | 300 | 74.42 |
| 5/26/2005 | 300 | 74.44 |
| 5/26/2005 | 100 | 74.43 |
| 5/27/2005 | 100 | 74.50 |
| 6/1/2005 | 300 | 74.55 |
| 6/6/2005 | 400 | 74.60 |
| 6/6/2005 | 100 | 74.64 |
| 6/8/2005 | 200 | 74.59 |
| 6/10/2005 | 800 | 74.62 |
| 6/13/2005 | 300 | 74.62 |
| 6/13/2005 | 200 | 74.61 |

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SCHEDULE F

NOONDAY CAPITAL PARTNERS, L.L.C.

| TRADE DATE | NO. OF SHARES PURCHASED | PRICE PER SHARE (\$) |
|------------|----------------------------|-------------------------|
| 5/17/2005 | 1,900 | 74.60 |
| 5/17/2005 | 500 | 74.59 |
| 5/17/2005 | 1,200 | 74.22 |
| 5/23/2005 | 1,200 | 74.38 |
| 5/24/2005 | 1,200 | 74.43 |
| 5/25/2005 | 2,100 | 74.42 |
| 5/26/2005 | 1,600 | 74.44 |
| 5/26/2005 | 500 | 74.43 |
| 5/27/2005 | 800 | 74.50 |
| 6/1/2005 | 1,700 | 74.55 |
| 6/6/2005 | 3,000 | 74.60 |
| 6/6/2005 | 1,000 | 74.64 |
| 6/8/2005 | 900 | 74.59 |
| 6/10/2005 | 3,500 | 74.62 |
| 6/13/2005 | 1,200 | 74.61 |
| 6/13/2005 | 1,600 | 74.62 |

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SCHEDULE G

FARALLON CAPITAL MANAGEMENT, L.L.C.

| TRADE DATE | NO. OF SHARES PURCHASED | PRICE PER SHARE (\$) |
|------------|----------------------------|-------------------------|
| 5/17/2005 | 28,700 | 74.60 |
| 5/17/2005 | 7,300 | 74.59 |
| 5/17/2005 | 16,800 | 74.22 |
| 5/23/2005 | 16,800 | 74.38 |
| 5/24/2005 | 16,700 | 74.43 |
| 5/25/2005 | 33,800 | 74.42 |
| 5/26/2005 | 28,400 | 74.44 |
| 5/26/2005 | 8,500 | 74.43 |
| 5/27/2005 | 13,600 | 74.50 |
| 6/1/2005 | 32,200 | 74.55 |
| 6/6/2005 | 46,500 | 74.60 |
| 6/6/2005 | 15,500 | 74.64 |
| 6/8/2005 | 15,100 | 74.59 |
| 6/10/2005 | 57,600 | 74.62 |
| 6/13/2005 | 25,300 | 74.62 |
| 6/13/2005 | 18,400 | 74.61 |
| 5/17/2005 | 2,600 | 74.60 |
| 5/17/2005 | 600 | 74.59 |
| 5/17/2005 | 2,100 | 74.22 |
| 5/23/2005 | 2,100 | 74.38 |
| 5/24/2005 | 2,100 | 74.43 |
| 5/25/2005 | 3,500 | 74.42 |
| 5/26/2005 | 2,800 | 74.44 |
| 5/26/2005 | 800 | 74.43 |
| 5/27/2005 | 1,200 | 74.50 |
| 6/1/2005 | 2,800 | 74.55 |
| 6/6/2005 | 4,100 | 74.60 |
| 6/6/2005 | 1,400 | 74.64 |
| 6/8/2005 | 1,300 | 74.59 |
| 6/10/2005 | 5,000 | 74.62 |
| 6/13/2005 | 1,600 | 74.61 |
| 6/13/2005 | 2,100 | 74.62 |