

Edgar Filing: REALOGY CORP - Form SC 13D

REALOGY CORP  
Form SC 13D  
March 09, 2007

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OMB APPROVAL  
-----  
OMB Number: 3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response...14.5  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D

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

Realogy Corporation

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

75605E100

-----  
(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)

February 27, 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

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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 58 Pages
Exhibit Index Found on Page 56

13D

=====  
CUSIP No. 75605E100  
=====

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

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

\*\* The reporting persons making this filing hold an aggregate of 20,758,500 Shares, which is 9.5% 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, OO  
-----

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 4,307,550  
-----

SOLE DISPOSITIVE POWER  
EACH  
-----

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9  
 REPORTING PERSON WITH -----  
 -0-  
 SHARED DISPOSITIVE POWER  
 10  
 4,307,550  
 -----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 4,307,550  
 -----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (See Instructions) [ ]  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 2.0%  
 -----  
 14 TYPE OF REPORTING PERSON (See Instructions)  
 PN  
 -----

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13D

=====  
 CUSIP No. 75605E100  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 Farallon Capital Institutional Partners, L.P.  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 \*\* The reporting persons making this filing hold an aggregate of 20,758,500 Shares, which is 9.5% 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) [ ]  
 -----

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CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

		SOLE VOTING POWER
7	NUMBER OF	-0-
	SHARES	SHARED VOTING POWER
8	BENEFICIALLY OWNED BY	1,679,850
	EACH	SOLE DISPOSITIVE POWER
9	REPORTING PERSON WITH	-0-
		SHARED DISPOSITIVE POWER
10		1,679,850
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		1,679,850
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
		[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		0.8%
14	TYPE OF REPORTING PERSON (See Instructions)	
		PN

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13D

=====  
CUSIP No. 75605E100  
=====

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NOS. 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 ]**

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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

California

-----

		7	SOLE VOTING POWER
NUMBER OF			-0-
		8	SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			267,575
		9	SOLE DISPOSITIVE POWER
			-0-
		10	SHARED DISPOSITIVE POWER
			267,575

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

267,575

-----

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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NAMES OF REPORTING PERSONS

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

Farallon Capital Institutional Partners III, L.P.

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

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

7

NUMBER OF

-0-

SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

8

147,100

EACH

SOLE DISPOSITIVE POWER

9

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

10

147,100

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

147,100

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

12

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.1%

TYPE OF REPORTING PERSON (See Instructions)

14

PN

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13D

=====  
 CUSIP No. 75605E100  
 =====

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

Tinicum Partners, L.P.

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

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-----  
 3 SEC USE ONLY

-----  
 SOURCE OF FUNDS (See Instructions)  
 4 WC, OO

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

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 6 New York

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

-----  
 8 SHARED VOTING POWER  
 SHARES BENEFICIALLY OWNED BY 109,946

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

-----  
 10 SHARED DISPOSITIVE POWER  
 109,946

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 109,946

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=====

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

=====

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

=====

14 TYPE OF REPORTING PERSON (See Instructions)  
PN

=====

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13D

=====  
CUSIP No. 75605E100  
=====

=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Farallon Capital Offshore Investors II, 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  
Cayman Islands

7 SOLE VOTING POWER  
NUMBER OF -0-  
SHARES  
BENEFICIALLY 8 SHARED VOTING POWER



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OWNED BY 3,460,725  
 -----  
 EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING -0-  
 PERSON WITH -----  
 10 SHARED DISPOSITIVE POWER  
 3,460,725  
 -----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,460,725  
 -----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (See Instructions) [ ]  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 1.6%  
 -----  
 14 TYPE OF REPORTING PERSON (See Instructions)  
 PN  
 -----

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=====  
 CUSIP No. 75605E100  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
 Noonday Capital Partners, L.L.C.  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
  
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 -----  
 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS (See Instructions)  
 WC, OO  
 -----  
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

		SOLE VOTING POWER
7	NUMBER OF	-0-
	SHARES	
8	BENEFICIALLY OWNED BY EACH	SHARED VOTING POWER
	REPORTING PERSON WITH	154,521
9		SOLE DISPOSITIVE POWER
		-0-
10		SHARED DISPOSITIVE POWER
		154,521

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
154,521

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)  
00

13D

=====  
CUSIP No. 75605E100  
=====

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

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

\*\* The reporting persons making this filing hold an

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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
	NUMBER OF	SOLE VOTING POWER
		-0-
	SHARES	8
	BENEFICIALLY OWNED BY	SHARED VOTING POWER
	EACH	10,631,233
	REPORTING PERSON WITH	9
		SOLE DISPOSITIVE POWER
		-0-
		10
		SHARED DISPOSITIVE POWER
		10,631,233
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	10,631,233	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	4.9%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	IA, OO	

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

Farallon 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)

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		8 SHARED VOTING POWER
BENEFICIALLY OWNED BY	10,127,267	
EACH		9 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	-0-	
		10 SHARED DISPOSITIVE POWER
	10,127,267	

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,127,267

-----

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

-----

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

4.7%

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-----  
 TYPE OF REPORTING PERSON (See Instructions)  
 14 OO  
 -----

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=====  
 CUSIP No. 75605E100  
 =====

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

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

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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
NUMBER OF	7	-0-
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		20,758,500
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		-0-
		-----
		SHARED DISPOSITIVE POWER

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10  
20,758,500

=====

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
20,758,500

=====

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

=====

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.5%

=====

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

Page 11 of 58 Pages

13D

=====

CUSIP No. 75605E100

=====

=====

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

=====

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

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		SOLE VOTING POWER
7		
NUMBER OF		-0-
		SHARED VOTING POWER
8		
SHARES		20,758,500
BENEFICIALLY		
OWNED BY		SOLE DISPOSITIVE POWER
9		
EACH		-0-
		SHARED DISPOSITIVE POWER
10		
REPORTING		20,758,500
PERSON WITH		
		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11		
		20,758,500
		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
12		CERTAIN SHARES (See Instructions)
		[ ]
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13		
		9.5%
		TYPE OF REPORTING PERSON (See Instructions)
14		
		IN

13D

=====  
CUSIP No. 75605E100  
=====

		NAMES OF REPORTING PERSONS
1		I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
		Richard B. Fried
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
		(a) [ ]
		(b) [ X ]**
2		
	**	The reporting persons making this filing hold an aggregate of 20,758,500 Shares, which is 9.5% 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.

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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

		7	SOLE VOTING POWER
NUMBER OF			-0-

		8	SHARED VOTING POWER
SHARES			20,758,500
BENEFICIALLY OWNED BY			

		9	SOLE DISPOSITIVE POWER
EACH			-0-
REPORTING PERSON WITH			

		10	SHARED DISPOSITIVE POWER
			20,758,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,758,500

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

[ ]

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

9.5%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

13D

=====  
CUSIP No. 75605E100  
=====

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



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Monica R. Landry

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

(a)

(b)  \*\*

2

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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

	7	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	8	20,758,500
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	9	-0-
		SHARED DISPOSITIVE POWER
	10	20,758,500

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,758,500

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.5%

14

TYPE OF REPORTING PERSON (See Instructions)

IN

Edgar Filing: REALOGY CORP - Form SC 13D

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13D

=====  
 CUSIP No. 75605E100  
 =====

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

Douglas M. MacMahon

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

2

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 3 SEC USE ONLY

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

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 6 United States

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

-----  
 8 SHARED VOTING POWER  
 SHARES BENEFICIALLY OWNED BY 20,758,500

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

-----  
 10 SHARED DISPOSITIVE POWER  
 20,758,500

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 20,758,500

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=====

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

=====

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.5%

=====

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

=====

Page 15 of 58 Pages

13D

=====

CUSIP No. 75605E100

=====

=====

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

=====

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 20,758,500 Shares, which is 9.5% 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.

=====

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

-----  
SHARED VOTING POWER

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BENEFICIALLY OWNED BY	8	20,758,500
-----		
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	9	-0-
-----		
		SHARED DISPOSITIVE POWER
	10	20,758,500
-----		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	20,758,500	
-----		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	[ ]	
-----		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	9.5%	
-----		
14	TYPE OF REPORTING PERSON (See Instructions)	
	IN	
-----		

Page 16 of 58 Pages

13D

=====  
CUSIP No. 75605E100  
=====

-----	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Stephen L. Millham
-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) [ ]
	(b) [ X ]**
	** The reporting persons making this filing hold an aggregate of 20,758,500 Shares, which is 9.5% 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.
-----	
3	SEC USE ONLY
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4	SOURCE OF FUNDS (See Instructions)
	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 SHARES -0- BENEFICIALLY OWNED BY 8 SHARED VOTING POWER 20,758,500 EACH 9 SOLE DISPOSITIVE POWER REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 20,758,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,758,500

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.5%

14 TYPE OF REPORTING PERSON (See Instructions) IN

13D

=====  
CUSIP No. 75605E100  
=====

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

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

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2

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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

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES			
BENEFICIALLY	8		SHARED VOTING POWER
OWNED BY			20,758,500
EACH			
REPORTING	9		SOLE DISPOSITIVE POWER
PERSON WITH			-0-
	10		SHARED DISPOSITIVE POWER
			20,758,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,758,500

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

[ ]

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

9.5%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

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=====  
 CUSIP No. 75605E100  
 =====

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

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

\*\* The reporting persons making this filing hold an aggregate of 20,758,500 Shares, which is 9.5% 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.

-----  
 3 SEC USE ONLY

-----  
 SOURCE OF FUNDS (See Instructions)  
 4 AF, 00  
 -----

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

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 6 United States  
 -----

		7	SOLE VOTING POWER
NUMBER OF		-0-	
		-----	
SHARES		8	SHARED VOTING POWER
BENEFICIALLY		20,758,500	
OWNED BY		-----	
EACH		9	SOLE DISPOSITIVE POWER
REPORTING		-0-	
PERSON WITH		-----	
		10	SHARED DISPOSITIVE POWER
		20,758,500	

-----  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 11 20,758,500  
 -----

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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13

9.5%

14

TYPE OF REPORTING PERSON (See Instructions)  
IN

Page 19 of 58 Pages

13D

CUSIP No. 75605E100

1

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

Derek C. Schrier

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 20,758,500 Shares, which is 9.5% 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.

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			20,758,500
EACH			
REPORTING	9		SOLE DISPOSITIVE POWER
			-0-



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PERSON WITH -----  
 SHARED DISPOSITIVE POWER  
 10 20,758,500  
 -----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 20,758,500  
 -----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES (See Instructions) [ ]  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 9.5%  
 -----  
 14 TYPE OF REPORTING PERSON (See Instructions)  
 IN  
 -----

Page 20 of 58 Pages

13D

=====  
 CUSIP No. 75605E100  
 =====

-----  
 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 Thomas F. Steyer  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 \*\* The reporting persons making this filing hold an aggregate of 20,758,500 Shares, which is 9.5% 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.  
 -----  
 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) [ ]  
 -----  
 CITIZENSHIP OR PLACE OF ORGANIZATION

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6

United States

=====		SOLE VOTING POWER
7	NUMBER OF	-0-
-----		SHARED VOTING POWER
8	SHARES BENEFICIALLY OWNED BY EACH	20,758,500
-----		SOLE DISPOSITIVE POWER
9	REPORTING PERSON WITH	-0-
-----		SHARED DISPOSITIVE POWER
10		20,758,500
-----		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11		20,758,500
-----		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
12		[ ]
-----		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13		9.5%
-----		TYPE OF REPORTING PERSON (See Instructions)
14		IN
-----		

Page 21 of 58 Pages

13D

=====  
CUSIP No. 75605E100  
=====

-----		NAMES OF REPORTING PERSONS
1		I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
		Mark C. Wehrly
-----		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
		(a) [ ]
		(b) [ X ]**
2		

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page.

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3 SEC USE ONLY

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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-
		8	SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			20,758,500
		9	SOLE DISPOSITIVE POWER
			-0-
		10	SHARED DISPOSITIVE POWER
			20,758,500

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,758,500

-----

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

[ ]

-----

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

9.5%

-----

14 TYPE OF REPORTING PERSON (See Instructions)

IN

-----

13D

=====

CUSIP No. 75605E100

=====

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NAMES OF REPORTING PERSONS

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

Noonday Asset Management, L.P.

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

(a) [ ]

(b) [ X ]\*\*

2

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3

SEC USE ONLY

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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

7

NUMBER OF

-0-

SHARES  
BENEFICIALLY  
OWNED BY

8

-----  
SHARED VOTING POWER

10,283,000

EACH

9

-----  
SOLE DISPOSITIVE POWER

-0-

REPORTING  
PERSON WITH

10

-----  
SHARED DISPOSITIVE POWER

10,283,000

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

11

10,283,000

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

12

[ ]

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

13

4.7%

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

14

PN

13D

=====  
 CUSIP No. 75605E100  
 =====

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

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

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

2 \*\* The reporting persons making this filing hold an aggregate of 20,758,500 Shares, which is 9.5% 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.

3 SEC USE ONLY

-----  
 SOURCE OF FUNDS (See Instructions)  
 4  
 00

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

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 6  
 Delaware

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES		8	SHARED VOTING POWER
BENEFICIALLY OWNED BY			10,283,000
EACH		9	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH			-0-
		10	SHARED DISPOSITIVE POWER
			10,283,000

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

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11

10,283,000

12

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

[ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%

14

TYPE OF REPORTING PERSON (See Instructions)

OO

Page 24 of 58 Pages

13D

=====  
CUSIP No. 75605E100  
=====

1

NAMES OF REPORTING PERSONS

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

Noonday Capital, L.L.C.

2

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

(a) [ ]

(b) [ X ]\*\*

\*\*

The reporting persons making this filing hold an aggregate of 20,758,500 Shares, which is 9.5% 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.

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

SOLE VOTING POWER

7

NUMBER OF

-0-

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```

=====
SHARES                               SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH          10,283,000
REPORTING PERSON WITH                -0-
                                     SHARED DISPOSITIVE POWER
                                     10,283,000
=====
11  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
    10,283,000
=====
12  CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
    CERTAIN SHARES (See Instructions)                                     [  ]
=====
13  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
    4.7%
=====
14  TYPE OF REPORTING PERSON (See Instructions)
    00
=====

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Page 25 of 58 Pages

13D

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=====
CUSIP No. 75605E100
=====

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

    David I. Cohen
=====
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 20,758,500 Shares, which is 9.5% 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.
=====
3  SEC USE ONLY
=====
SOURCE OF FUNDS (See Instructions)
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4

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-
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
8		10,283,000
		SOLE DISPOSITIVE POWER
9		-0-
		SHARED DISPOSITIVE POWER
10		10,283,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,283,000

12

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

[ ]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%

14

TYPE OF REPORTING PERSON (See Instructions)

IN

13D

=====  
CUSIP No. 75605E100  
=====

1

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

Saurabh K. Mittal

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



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

2

\*\* The reporting persons making this filing hold an aggregate of 20,758,500 Shares, which is 9.5% 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.

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

India

	7	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		8 SHARED VOTING POWER
BENEFICIALLY OWNED BY	10,283,000	
EACH		9 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	-0-	
	10	SHARED DISPOSITIVE POWER
	10,283,000	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,283,000

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

[ ]

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

4.7%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

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Item 1. Security And Issuer  
-----

This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of Realogy Corporation (the "Company"). The Company's principal offices are located at One Campus Drive, Parsippany, NJ 07054.

Item 2. Identity And Background  
-----

(a) This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Farallon Funds  
-----

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (v) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it; and
- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, Tincum and FCOI II are together referred to herein as the "Farallon Funds."

The Noonday Fund  
-----

- (vii) Noonday Capital Partners, L.L.C., a Delaware limited liability company (the "Noonday Fund"), with respect to the Shares held by it.

The Farallon Funds and the Noonday Fund are together referred to herein as the "Funds."

The Management Company  
-----

- (viii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed

Accounts").

Page 28 of 58 Pages

The Farallon General Partner  
-----

- (ix) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds and the managing member of the Noonday Fund (the "Farallon General Partner"), with respect to the Shares held by each of the Funds.

The Farallon Managing Members  
-----

- (x) The following persons who are managing members of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Funds and the Managed Accounts: Chun R. Ding ("Ding"), William F. Duhamel ("Duhamel"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), Douglas M. MacMahon ("MacMahon"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Jason E. Moment ("Moment"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Ding, Duhamel, Fried, Landry, MacMahon, Mellin, Millham, Moment, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

The Noonday Sub-adviser Entities  
-----

- (xi) Noonday G.P. (U.S.), L.L.C., a Delaware limited liability company which is a sub-investment adviser(1) to each of the Funds and the Managed Accounts (the "First Noonday Sub-adviser"), with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts;
- (xii) Noonday Asset Management, L.P., a Delaware limited partnership which is a sub-investment adviser(1) to each of the Funds and the Managed Accounts (the "Second Noonday Sub-adviser"), with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts; and
- (xiii) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser (the "Noonday General Partner"), with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts.

The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the

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Noonday General Partner are together referred to herein as the "Noonday Sub-adviser Entities."

-----  
(1) The First Noonday Sub-adviser and the Second Noonday Sub-adviser entered into certain subadvisory arrangements with the Management Company and the Farallon General Partner effective as of January 1, 2005, pursuant to which the First Noonday Sub-adviser and the Second Noonday Sub-adviser were granted investment discretion over all of the assets of the Noonday Fund and certain of the assets of the Farallon Funds and the Managed Accounts.

Page 29 of 58 Pages

### The Noonday Managing Members

-----

- (xiv) David I. Cohen ("Cohen") and Saurabh K. Mittal ("Mittal"), the managing members of both the First Noonday Sub-adviser and the Noonday General Partner, with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts.

Cohen and Mittal are referred to herein as the "Noonday Individual Reporting Persons." The Noonday Individual Reporting Persons and the Farallon Individual Reporting Persons are together referred to herein as the "Individual Reporting Persons."

(b) The address of the principal business office of (i) the Funds, the Management Company and the Farallon General Partner is One Maritime Plaza, Suite 2100, San Francisco, California 94111, (ii) the Noonday Sub-adviser Entities is 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202 and (iii) each of the Individual Reporting Persons is set forth in Annex 1 hereto.

(c) The principal business of each of the Funds is that of a private investment fund engaging in the purchase and sale of investments for its own account. The principal business of the Management Company is that of a registered investment adviser. The principal business of the Farallon General Partner is to act as the general partner of the Farallon Funds and the managing member of the Noonday Fund. The principal business of the First Noonday Sub-adviser and the Second Noonday Sub-adviser is to act as a sub-investment adviser to the Funds and the Managed Accounts. The principal business of the Noonday General Partner is to act as the general partner of the Second Noonday Sub-adviser. The principal business of each of the Individual Reporting Persons is set forth in Annex 1 hereto.

(d) None of the Funds, the Management Company, the Farallon General Partner, the Noonday Sub-adviser Entities or the Individual Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Funds, the Management Company, the Farallon General Partner, the Noonday Sub-adviser Entities or the Individual Reporting Persons has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal

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or state securities laws or finding any violation with respect to such laws.

(f) The citizenship of each of the Funds, the Management Company, the Farallon General Partner and the Noonday Sub-adviser Entities is set forth above. Each of the Individual Reporting Persons other than Mittal is a citizen of the United States. Mittal is a citizen of India.

The other information required by Item 2 relating to the identity and background of the Reporting Persons is set forth in Annex 1 hereto.

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

-----

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

Entity -----	Shares Held -----	Approximate Net ----- Investment Cost -----
FCP	4,307,550	\$126,569,236
FCIP	1,679,850	\$49,086,374
FCIP II	267,575	\$7,835,263
FCIP III	147,100	\$4,291,522
Tinicum	109,946	\$3,213,110
FCOI II	3,460,725	\$101,215,297
Noonday Fund	154,521	\$4,576,756
Managed Accounts	10,631,233	\$311,774,359

The consideration for such acquisitions was obtained as follows: (i) with respect to FCP, Tinicum, FCOI II 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, FCOI II and the Noonday Fund, at Goldman, Sachs & Co.; (ii) with respect to FCIP, FCIP II and FCIP III, from working capital; and (iii) with respect to the Managed Accounts, from the working capital of the Managed Accounts and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by some of the Managed Accounts at Goldman, Sachs & Co. FCP, Tinicum, FCOI II, 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.

### Item 4. Purpose Of The Transaction

-----

The purpose of the acquisition of the Shares is for investment, and the acquisitions of the Shares by each of the Funds and the Managed Accounts were made in the ordinary course of business and were not made for the purpose of acquiring control of the Company.

Although no Reporting Person has any specific plan or proposal to acquire or dispose of Shares, consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Shares or dispose of any or all of its Shares depending upon an ongoing evaluation of the investment in the Shares, prevailing market conditions, other investment

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opportunities, liquidity requirements of the Reporting Person and/or other investment considerations. No Reporting Person has made a determination regarding a maximum or minimum number of Shares which it may hold at any point in time.

Also, consistent with their investment intent, the Reporting Persons may engage in communications with one or more shareholders of the Company, one or more officers of the Company and/or one or more members of the board of directors of the Company regarding the Company, including but not limited to its operations.

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

### Item 5. Interest In Securities Of The Issuer

-----

#### (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 217,622,887 Shares outstanding as of February 20, 2007 as reported by the Company in its Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed with the Securities and Exchange Commission on March 7, 2007.
- (c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Funds in the past 60 days are set forth on Schedules A-G hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
- (d) Each of the Farallon General Partner, the First Noonday Sub-adviser and the Second Noonday Sub-adviser 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 Farallon Individual Reporting Persons are managing members of the Farallon General Partner. 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.
- (e) Not applicable.

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(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 in the past 60 days are set forth on Schedule H hereto and are incorporated herein by reference. All of such transactions were open-market transactions.

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(d) Each of the Management Company, the First Noonday Sub-adviser and the Second Noonday Sub-adviser 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 Farallon Individual Reporting Persons are managing members of the Management Company. 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.

(e) Not applicable.

(c) 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 Farallon General Partner, the First Noonday Sub-adviser and the Second Noonday Sub-adviser 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 Farallon Individual Reporting Persons are managing members of the Farallon General Partner. 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.

(e) Not applicable.

(d) The Farallon Individual Reporting Persons  
-----

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- (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 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 or certain 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 or certain of the Shares held by the Managed Accounts as reported herein. The Farallon Individual Reporting

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

- (e) Not applicable.
- (e) 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 for each such Noontday Sub-adviser Entity.
- (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 or certain 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 or certain of the Shares held by the Managed Accounts as reported herein. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company. The Noontday General Partner is the general partner of the Second Noontday Sub-adviser. The Noontday Individual



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Reporting Persons are managing members of both the First Noontday Sub-adviser and the Noontday General Partner.

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

- (a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Noontday Individual Reporting Person is incorporated herein by reference for each such 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 or certain 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 or certain of the Shares held by the Managed Accounts.

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

- (e) Not applicable.

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

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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. Each of the Management Company, the Farallon General Partner, the Noonday Sub-adviser Entities and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

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

Except as described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between such persons and any other person with respect to any securities of the Company, including but not limited to the transfer or voting of any securities of the Company, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Materials To Be Filed As Exhibits

There is filed herewith as Exhibit 1 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.

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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: March 9, 2007

/s/ Mark C. Wehrly

FARALLON CAPITAL MANAGEMENT, L.L.C.
By Mark C. Wehrly, Managing Member

/s/ Mark C. Wehrly

FARALLON PARTNERS, L.L.C.,
On its own behalf,
as the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
TINICUM PARTNERS, L.P. and
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.
and as the Managing Member of
NOONDAY CAPITAL PARTNERS, L.L.C.
By Mark C. Wehrly, Managing Member

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/s/ Mark C. Wehrly

-----  
NOONDAY G.P. (U.S.), L.L.C.  
By Mark C. Wehrly, Attorney-in-fact

/s/ Mark C. Wehrly

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

/s/ Mark C. Wehrly

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

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The Powers of Attorney executed by Ding and Schrier authorizing Wehrly to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Power of Attorney executed by Patel authorizing Wehrly to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Powers of Attorney executed by Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Wehrly to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Wehrly to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Moment authorizing Wehrly to sign and file this Schedule 13D on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference. The Powers of Attorney executed by Duhamel, Fried, Landry, Mellin, Millham and Steyer authorizing Wehrly to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13G filed with the Securities and Exchange Commission on January 13, 2006, by such Reporting Persons with respect to the Common Stock of Arbor Realty Trust, Inc., are hereby incorporated by reference. The Power of Attorney executed by MacMahon authorizing Wehrly to sign

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and file this Schedule 13D on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 5, 2007, by such Reporting Person with respect to the Class A Common Stock of Univision Communications Inc., is hereby incorporated by reference.

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ANNEX 1

Set forth below with respect to the Management Company, the Farallon General Partner and the Noonday Sub-adviser Entities is the following information: (a) name; (b) address; (c) principal business; (d) state of organization; and (e) controlling persons. Set forth below with respect to each Individual Reporting Person is the following information: (a) name; (b) business address; (c) principal occupation; and (d) citizenship.

1. The Management Company  
-----

- (a) Farallon Capital Management, L.L.C.
- (b) One Maritime Plaza, Suite 2100  
San Francisco, California 94111
- (c) Serves as investment adviser to various managed accounts
- (d) Delaware limited liability company
- (e) Managing Members: Thomas F. Steyer, Senior Managing Member;  
Chun R. Ding, William F. Duhamel, Alice F. Evarts, Richard B.  
Fried, Monica R. Landry, Douglas M. MacMahon, William F.  
Mellin, Stephen L. Millham, Jason E. Moment, Rajiv A. Patel,  
Derek C. Schrier, Gregory S. Swart and Mark C. Wehrly,  
Managing Members.

2. The Farallon General Partner  
-----

- (a) Farallon Partners, L.L.C.
- (b) c/o Farallon Capital Management, L.L.C.  
One Maritime Plaza, Suite 2100  
San Francisco, California 94111
- (c) Serves as general partner to investment partnerships
- (d) Delaware limited liability company
- (e) Managing Members: Thomas F. Steyer, Senior Managing Member;  
Chun R. Ding, William F. Duhamel, Alice F. Evarts, Richard B.  
Fried, Monica R. Landry, Douglas M. MacMahon, William F.  
Mellin, Stephen L. Millham, Jason E. Moment, Rajiv A. Patel,  
Derek C. Schrier, Gregory S. Swart and Mark C. Wehrly,  
Managing Members.

3. Managing Members of the Management Company and the Farallon General  
-----  
Partner  
-----

Each of the managing members of the Management Company and the Farallon General Partner other than Swart is a citizen of the United States. Swart is a citizen of New Zealand. The business address of each of the managing members of the Management Company and the Farallon General Partner is c/o Farallon Capital Management, L.L.C., One Maritime Plaza,

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Suite 2100, San Francisco, California 94111. The principal occupation of Thomas F. Steyer is serving as senior managing member of both the Management Company and the Farallon General Partner. The principal occupation of each other managing member of the Management Company and the Farallon General Partner is serving as a managing member of both the Management Company and the Farallon General Partner. None of the managing members of the Management Company and the Farallon General Partner has any additional information to disclose with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

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4. The First Noonday Sub-adviser  
-----

- (a) Noonday G.P. (U.S.), L.L.C.
- (b) c/o Noonday Asset Management, L.P.  
227 West Trade Street, Suite 2140  
Charlotte, North Carolina 28202
- (c) Serves as sub-investment adviser to investment funds
- (d) Delaware limited liability company
- (e) Managing Members: David I. Cohen and Saurabh K. Mittal

5. The Second Noonday Sub-adviser  
-----

- (a) Noonday Asset Management, L.P.
- (b) 227 West Trade Street, Suite 2140  
Charlotte, North Carolina 28202
- (c) Serves as sub-investment adviser to investment funds
- (d) Delaware limited partnership
- (e) David I. Cohen and Saurabh K. Mittal, the managing members of its general partner

6. The Noonday General Partner  
-----

- (a) Noonday Capital, L.L.C.
- (b) c/o Noonday Asset Management, L.P.  
227 West Trade Street, Suite 2140  
Charlotte, North Carolina 28202
- (c) Serves as general partner of the Second Noonday Sub-adviser
- (d) Delaware limited liability company
- (e) Managing Members: David I. Cohen and Saurabh K. Mittal

7. The Noonday Individual Reporting Persons  
-----

Cohen is a citizen of the United States. Mittal is a citizen of India. The business address of each of the Noonday Individual Reporting Persons is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The principal occupation of each of the Noonday Individual Reporting Persons is serving as the managing member of both the First Noonday Sub-adviser and the Noonday General Partner. The Noonday Individual Reporting Persons do not have any additional information to disclose with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

## SCHEDULE A

## FARALLON CAPITAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
1/8/2007	85,000	30.06
1/9/2007	43,700	30.03
1/10/2007	41,300	29.92
1/11/2007	123,800	30.02
1/17/2007	12,500	29.73
1/18/2007	83,800	29.88
1/19/2007	8,900	29.93
1/22/2007	13,500	29.93
1/22/2007	36,300	29.92
1/23/2007	30,800	29.87
1/23/2007	49,000	29.73
2/15/2007	162,000	29.80
2/15/2007	17,400	29.77
2/16/2007	700	29.77
2/21/2007	95,600	29.58
2/22/2007	26,900	29.55
2/22/2007	26,900	29.55
2/22/2007	19,500	29.65
2/23/2007	29,300	29.71
2/23/2007	42,500	29.70
2/23/2007	29,300	29.68
2/23/2007	153,100	29.70
2/23/2007	700	29.69
2/23/2007	107,300	29.70
2/26/2007	147,700	29.70
2/26/2007	28,900	29.70
2/26/2007	52,900	29.71
2/27/2007	6,800	29.57
2/27/2007	19,500	29.71
2/27/2007	112,700	29.61
2/27/2007	208,700	29.63
2/27/2007	28,900	29.63
2/27/2007	12,600	29.62
2/27/2007	6,100	29.57
2/28/2007	34,700	29.61
2/28/2007	75,300	29.63
2/28/2007	161,300	29.63
3/1/2007	10,800	29.48
3/1/2007	26,900	29.52

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3/1/2007	250,100	29.55
3/1/2007	18,800	29.58
3/1/2007	9,800	29.48
3/1/2007	24,400	29.52
3/1/2007	226,900	29.55
3/1/2007	17,100	29.58
3/2/2007	10,500	29.53
3/2/2007	20,700	29.53
3/2/2007	10,300	29.53
3/2/2007	51,300	29.55
3/2/2007	92,300	29.56
3/2/2007	66,500	29.56
3/2/2007	9,500	29.53
3/2/2007	18,700	29.53
3/2/2007	10,300	29.53
3/2/2007	46,300	29.55
3/2/2007	83,300	29.56
3/2/2007	60,000	29.56
3/5/2007	10,400	29.53
3/5/2007	32,500	29.53
3/5/2007	25,900	29.53
3/5/2007	4,300	29.53
3/5/2007	15,600	29.53
3/5/2007	9,400	29.53
3/5/2007	29,300	29.53
3/5/2007	23,500	29.53
3/5/2007	4,300	29.53
3/5/2007	14,100	29.53
3/7/2007	121,800	29.53
3/7/2007	21,500	29.53
3/7/2007	126,100	29.53

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SCHEDULE B

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

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
-----	-----	-----
1/8/2007	34,700	30.06
1/9/2007	17,700	30.03
1/10/2007	16,900	29.92
1/11/2007	52,000	30.02
1/17/2007	5,400	29.73
1/18/2007	36,900	29.88

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1/19/2007	3,900	29.93
1/22/2007	6,100	29.93
1/22/2007	16,300	29.92
1/23/2007	13,800	29.87
1/23/2007	22,000	29.73
2/15/2007	52,800	29.80
2/15/2007	5,700	29.77
2/16/2007	200	29.77
2/21/2007	34,900	29.58
2/22/2007	9,700	29.55
2/22/2007	9,700	29.55
2/22/2007	7,000	29.65
2/23/2007	10,500	29.71
2/23/2007	15,300	29.70
2/23/2007	10,500	29.68
2/23/2007	55,000	29.70
2/23/2007	300	29.69
2/23/2007	38,500	29.70
2/26/2007	53,700	29.70
2/26/2007	10,500	29.70
2/26/2007	19,200	29.71
2/27/2007	2,500	29.57
2/27/2007	7,100	29.71
2/27/2007	41,000	29.61
2/27/2007	75,900	29.63
2/27/2007	10,500	29.63
2/27/2007	4,600	29.62
2/27/2007	2,200	29.57
2/28/2007	12,500	29.61
2/28/2007	27,100	29.63
2/28/2007	58,100	29.63
3/1/2007	3,600	29.48
3/1/2007	9,100	29.52

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3/1/2007	84,400	29.55
3/1/2007	6,300	29.58
3/1/2007	3,200	29.48
3/1/2007	8,100	29.52
3/1/2007	75,600	29.55
3/1/2007	5,700	29.58
3/2/2007	3,900	29.53
3/2/2007	7,600	29.53
3/2/2007	3,800	29.53
3/2/2007	18,800	29.55
3/2/2007	33,800	29.56
3/2/2007	24,400	29.56
3/2/2007	3,500	29.53
3/2/2007	6,800	29.53
3/2/2007	3,700	29.53
3/2/2007	16,900	29.55
3/2/2007	30,400	29.56
3/2/2007	21,900	29.56
3/5/2007	3,800	29.53
3/5/2007	11,700	29.53
3/5/2007	9,400	29.53
3/5/2007	1,500	29.53
3/5/2007	5,600	29.53



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3/5/2007	3,400	29.53
3/5/2007	10,600	29.53
3/5/2007	8,400	29.53
3/5/2007	1,500	29.53
3/5/2007	5,100	29.53
3/7/2007	30,900	29.53
3/7/2007	5,400	29.53
3/7/2007	31,500	29.53

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SCHEDULE C

-----  
 FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.  
 -----

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
-----	-----	-----
1/8/2007	4,100	30.06
1/9/2007	2,100	30.03
1/10/2007	2,100	29.92
1/11/2007	6,200	30.02
1/17/2007	800	29.73
1/18/2007	5,000	29.88
1/19/2007	600	29.93
1/22/2007	900	29.93
1/22/2007	2,500	29.92
1/23/2007	2,200	29.87
1/23/2007	3,500	29.73
2/15/2007	8,800	29.80
2/15/2007	900	29.77
2/21/2007	6,800	29.58
2/22/2007	1,900	29.55
2/22/2007	1,900	29.55
2/22/2007	1,300	29.65
2/23/2007	1,900	29.71
2/23/2007	2,700	29.70
2/23/2007	1,900	29.68
2/23/2007	9,800	29.70
2/23/2007	6,900	29.70
2/26/2007	9,600	29.70
2/26/2007	1,900	29.70
2/26/2007	3,400	29.71
2/27/2007	500	29.57
2/27/2007	1,300	29.71
2/27/2007	7,300	29.61
2/27/2007	13,600	29.63
2/27/2007	1,900	29.63
2/27/2007	800	29.62
2/27/2007	400	29.57
2/28/2007	2,400	29.61

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2/28/2007	5,200	29.63
2/28/2007	11,200	29.63
3/1/2007	600	29.48
3/1/2007	1,600	29.52
3/1/2007	14,600	29.55
3/1/2007	1,100	29.58

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3/1/2007	600	29.48
3/1/2007	1,600	29.52
3/1/2007	14,500	29.55
3/1/2007	1,100	29.58
3/2/2007	600	29.53
3/2/2007	1,300	29.53
3/2/2007	600	29.53
3/2/2007	3,100	29.55
3/2/2007	5,600	29.56
3/2/2007	4,100	29.56
3/2/2007	600	29.53
3/2/2007	1,300	29.53
3/2/2007	700	29.53
3/2/2007	3,100	29.55
3/2/2007	5,600	29.56
3/2/2007	4,100	29.56
3/5/2007	600	29.53
3/5/2007	1,900	29.53
3/5/2007	1,600	29.53
3/5/2007	300	29.53
3/5/2007	900	29.53
3/5/2007	500	29.53
3/5/2007	1,600	29.53
3/5/2007	1,300	29.53
3/5/2007	200	29.53
3/5/2007	700	29.53
3/7/2007	6,500	29.53
3/7/2007	1,000	29.53
3/7/2007	6,000	29.53

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SCHEDULE D

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

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

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1/8/2007	2,500	30.06
1/9/2007	800	30.03
1/10/2007	800	29.92
1/11/2007	3,700	30.02
1/17/2007	400	29.73
1/18/2007	2,500	29.88
1/19/2007	300	29.93
1/22/2007	400	29.93
1/22/2007	1,100	29.92
1/23/2007	1,000	29.87
1/23/2007	1,500	29.73
2/15/2007	5,300	29.80
2/15/2007	600	29.77
2/21/2007	3,400	29.58
2/22/2007	900	29.55
2/22/2007	900	29.55
2/22/2007	800	29.65
2/23/2007	1,100	29.71
2/23/2007	1,600	29.70
2/23/2007	1,100	29.68
2/23/2007	5,900	29.70
2/23/2007	4,100	29.70
2/26/2007	5,800	29.70
2/26/2007	1,100	29.70
2/26/2007	2,100	29.71
2/27/2007	200	29.57
2/27/2007	800	29.71
2/27/2007	4,400	29.61
2/27/2007	8,100	29.63
2/27/2007	1,100	29.63
2/27/2007	500	29.62
2/27/2007	200	29.57
2/28/2007	1,200	29.61
2/28/2007	2,600	29.63
2/28/2007	5,600	29.63
3/1/2007	400	29.48
3/1/2007	900	29.52
3/1/2007	8,700	29.55
3/1/2007	700	29.58
3/1/2007	200	29.48

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3/1/2007	600	29.52
3/1/2007	5,800	29.55
3/1/2007	400	29.58
3/2/2007	400	29.53
3/2/2007	700	29.53
3/2/2007	400	29.53
3/2/2007	1,900	29.55
3/2/2007	3,400	29.56
3/2/2007	2,400	29.56
3/2/2007	300	29.53
3/2/2007	500	29.53
3/2/2007	300	29.53
3/2/2007	1,200	29.55
3/2/2007	2,200	29.56
3/2/2007	1,600	29.56

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3/5/2007	400	29.53
3/5/2007	1,200	29.53
3/5/2007	900	29.53
3/5/2007	100	29.53
3/5/2007	600	29.53
3/5/2007	400	29.53
3/5/2007	1,200	29.53
3/5/2007	900	29.53
3/5/2007	200	29.53
3/5/2007	500	29.53
3/7/2007	3,200	29.53
3/7/2007	500	29.53
3/7/2007	3,000	29.53

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SCHEDULE E

TINICUM PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
1/8/2007	1,700	30.06
1/9/2007	800	30.03
1/10/2007	800	29.92
1/11/2007	2,500	30.02
1/17/2007	300	29.73
1/18/2007	1,700	29.88
1/19/2007	200	29.93
1/22/2007	300	29.93
1/22/2007	700	29.92
1/23/2007	600	29.87
1/23/2007	1,000	29.73
2/15/2007	3,500	29.80
2/15/2007	400	29.77
2/21/2007	2,300	29.58
2/22/2007	900	29.55
2/22/2007	900	29.55
2/22/2007	500	29.65
2/23/2007	800	29.71
2/23/2007	1,100	29.70
2/23/2007	800	29.68
2/23/2007	3,900	29.70
2/23/2007	2,800	29.70
2/26/2007	3,900	29.70
2/26/2007	800	29.70
2/26/2007	1,400	29.71

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2/27/2007	200	29.57
2/27/2007	500	29.71
2/27/2007	2,900	29.61
2/27/2007	5,400	29.63
2/27/2007	800	29.63
2/27/2007	300	29.62
2/27/2007	200	29.57
2/28/2007	800	29.61
2/28/2007	1,700	29.63
2/28/2007	3,700	29.63
3/1/2007	200	29.48
3/1/2007	600	29.52
3/1/2007	5,821	29.55
3/1/2007	400	29.58

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3/1/2007	200	29.48
3/1/2007	600	29.52
3/1/2007	5,800	29.55
3/1/2007	400	29.58
3/2/2007	300	29.53
3/2/2007	500	29.53
3/2/2007	200	29.53
3/2/2007	1,200	29.55
3/2/2007	2,200	29.56
3/2/2007	1,600	29.56
3/2/2007	300	29.53
3/2/2007	500	29.53
3/2/2007	300	29.53
3/2/2007	1,200	29.55
3/2/2007	2,200	29.56
3/2/2007	1,600	29.56
3/5/2007	200	29.53
3/5/2007	800	29.53
3/5/2007	600	29.53
3/5/2007	100	29.53
3/5/2007	400	29.53
3/5/2007	200	29.53
3/5/2007	800	29.53
3/5/2007	600	29.53
3/5/2007	100	29.53
3/5/2007	400	29.53
3/7/2007	3,200	29.53
3/7/2007	800	29.53
3/7/2007	4,500	29.53

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SCHEDULE F

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

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
-----	-----	-----
1/8/2007	44,600	30.06
1/9/2007	24,300	30.03
1/10/2007	25,200	29.92
1/11/2007	74,300	30.02
1/17/2007	7,500	29.73
1/18/2007	50,300	29.88
1/19/2007	5,200	29.93
1/22/2007	8,100	29.93
1/22/2007	21,800	29.92
1/23/2007	19,200	29.87
1/23/2007	30,500	29.73
2/15/2007	118,000	29.80
2/15/2007	12,700	29.77
2/16/2007	500	29.77
2/21/2007	76,500	29.58
2/22/2007	21,300	29.55
2/22/2007	21,300	29.55
2/22/2007	15,500	29.65
2/23/2007	23,300	29.71
2/23/2007	33,800	29.70
2/23/2007	23,300	29.68
2/23/2007	121,700	29.70
2/23/2007	600	29.69
2/23/2007	85,300	29.70
2/26/2007	118,900	29.70
2/26/2007	23,300	29.70
2/26/2007	42,600	29.71
2/27/2007	5,400	29.57
2/27/2007	15,700	29.71
2/27/2007	90,800	29.61
2/27/2007	168,000	29.63
2/27/2007	23,200	29.63
2/27/2007	10,200	29.62
2/27/2007	4,900	29.57
2/28/2007	27,400	29.61
2/28/2007	59,500	29.63
2/28/2007	127,500	29.63
3/1/2007	9,100	29.48
3/1/2007	22,800	29.52

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3/1/2007	212,300	29.55
3/1/2007	16,000	29.58
3/1/2007	8,300	29.48
3/1/2007	20,600	29.52
3/1/2007	192,000	29.55
3/1/2007	14,500	29.58
3/2/2007	9,400	29.53
3/2/2007	18,500	29.53

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3/2/2007	9,100	29.53
3/2/2007	45,600	29.55
3/2/2007	82,100	29.56
3/2/2007	59,200	29.56
3/2/2007	8,500	29.53
3/2/2007	16,700	29.53
3/2/2007	9,200	29.53
3/2/2007	41,300	29.55
3/2/2007	74,300	29.56
3/2/2007	53,500	29.56
3/5/2007	9,100	29.53
3/5/2007	28,600	29.53
3/5/2007	22,800	29.53
3/5/2007	3,800	29.53
3/5/2007	13,700	29.53
3/5/2007	8,200	29.53
3/5/2007	25,800	29.53
3/5/2007	20,600	29.53
3/5/2007	3,800	29.53
3/5/2007	12,400	29.53
3/7/2007	110,500	29.53
3/7/2007	19,500	29.53
3/7/2007	114,050	29.53

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SCHEDULE G

NOONDAY CAPITAL PARTNERS, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
2/22/2007	1,800	29.65
2/23/2007	2,600	29.71
2/23/2007	3,800	29.70
2/23/2007	2,600	29.68
2/23/2007	13,700	29.70
2/23/2007	100	29.69
2/23/2007	9,600	29.70
2/26/2007	13,400	29.70
2/26/2007	2,600	29.70
2/26/2007	4,800	29.71
2/27/2007	1,800	29.71
2/27/2007	10,300	29.61
2/27/2007	19,000	29.63
2/27/2007	2,600	29.63
2/27/2007	1,100	29.62
2/27/2007	600	29.57
3/1/2007	900	29.48

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3/1/2007	2,200	29.52
3/1/2007	20,321	29.55
3/1/2007	1,500	29.58
3/2/2007	900	29.53
3/2/2007	1,800	29.53
3/2/2007	4,400	29.55
3/2/2007	7,900	29.56
3/2/2007	5,700	29.56
3/5/2007	900	29.53
3/5/2007	2,700	29.53
3/5/2007	2,200	29.53
3/5/2007	1,300	29.53
3/7/2007	11,400	29.53

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SCHEDULE H

FARALLON CAPITAL MANAGEMENT, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE (\$)
1/8/2007	157,400	30.06
1/9/2007	75,600	30.03
1/10/2007	77,900	29.92
1/11/2007	232,500	30.02
1/17/2007	23,100	29.73
1/18/2007	154,800	29.88
1/19/2007	16,000	29.93
1/22/2007	24,700	29.93
1/22/2007	66,300	29.92
1/23/2007	58,300	29.87
1/23/2007	92,500	29.73
2/15/2007	354,000	29.80
2/15/2007	38,100	29.77
2/16/2007	1,700	29.77
2/21/2007	230,500	29.58
2/22/2007	63,400	29.55
2/22/2007	63,400	29.55
2/22/2007	45,800	29.65
2/23/2007	69,200	29.71
2/23/2007	100,800	29.70
2/23/2007	69,200	29.68
2/23/2007	363,000	29.70
2/23/2007	1,700	29.69
2/23/2007	254,200	29.70
2/26/2007	356,400	29.70
2/26/2007	69,600	29.70
2/26/2007	128,000	29.71
2/27/2007	16,179	29.57
2/27/2007	47,100	29.71
2/27/2007	272,400	29.61
2/27/2007	503,900	29.63



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2/27/2007	69,800	29.63
2/27/2007	30,500	29.62
2/27/2007	14,779	29.57
2/28/2007	82,200	29.61
2/28/2007	178,600	29.63
2/28/2007	382,600	29.63
3/1/2007	25,300	29.48
3/1/2007	63,100	29.52

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3/1/2007	587,500	29.55
3/1/2007	44,200	29.58
3/1/2007	22,900	29.48
3/1/2007	57,200	29.52
3/1/2007	532,300	29.55
3/1/2007	40,000	29.58
3/2/2007	26,300	29.53
3/2/2007	51,850	29.53
3/2/2007	25,600	29.53
3/2/2007	128,100	29.55
3/2/2007	230,600	29.56
3/2/2007	166,300	29.56
3/2/2007	23,600	29.53
3/2/2007	46,550	29.53
3/2/2007	25,500	29.53
3/2/2007	115,000	29.55
3/2/2007	207,000	29.56
3/2/2007	149,300	29.56
3/5/2007	25,500	29.53
3/5/2007	79,800	29.53
3/5/2007	63,800	29.53
3/5/2007	10,600	29.53
3/5/2007	38,200	29.53
3/5/2007	23,000	29.53
3/5/2007	72,000	29.53
3/5/2007	57,500	29.53
3/5/2007	10,600	29.53
3/5/2007	34,500	29.53
3/7/2007	305,400	29.53
3/7/2007	53,800	29.53
3/7/2007	315,100	29.53
2/22/2007	7,800	29.65
2/23/2007	11,300	29.71
2/23/2007	16,400	29.70
2/23/2007	11,300	29.68
2/23/2007	58,900	29.70
2/23/2007	300	29.69
2/23/2007	41,300	29.70
2/26/2007	57,500	29.70
2/26/2007	11,300	29.70
2/26/2007	20,600	29.71
2/27/2007	7,600	29.71
2/27/2007	43,900	29.61
2/27/2007	81,300	29.63
2/27/2007	11,200	29.63
2/27/2007	4,900	29.62

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2/27/2007	2,400	29.57
3/1/2007	3,900	29.48
3/1/2007	9,700	29.52
3/1/2007	90,200	29.55
3/1/2007	6,800	29.58
3/2/2007	4,200	29.53
3/2/2007	8,300	29.53
3/2/2007	20,600	29.55
3/2/2007	37,100	29.56
3/2/2007	26,800	29.56
3/5/2007	4,000	29.53
3/5/2007	12,500	29.53
3/5/2007	10,000	29.53
3/5/2007	6,000	29.53
3/7/2007	56,850	29.53

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EXHIBIT INDEX

EXHIBIT 1	Joint Acquisition Statement Pursuant to Section 240.13d-1(k)
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EXHIBIT 1  
to  
SCHEDULE 13D

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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: March 9, 2007

/s/ Mark C. Wehrly

-----  
FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Mark C. Wehrly, Managing Member

/s/ Mark C. Wehrly

-----  
FARALLON PARTNERS, L.L.C.,  
On its own behalf,  
as the General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
TINICUM PARTNERS, L.P. and  
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.  
and as the Managing Member of  
NOONDAY CAPITAL PARTNERS, L.L.C.  
By Mark C. Wehrly, Managing Member

/s/ Mark C. Wehrly

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NOONDAY G.P. (U.S.), L.L.C.  
By Mark C. Wehrly, Attorney-in-fact

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/s/ Mark C. Wehrly

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

/s/ Mark C. Wehrly

-----  
Mark C. Wehrly, individually and as attorney-in-fact for

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each of David I. Cohen, Chun R. Ding, William F. Duhamel, Richard B. Fried, Monica R. Landry, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier and Thomas F. Steyer

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