

MANOR CARE INC  
Form SC 13D/A  
October 15, 2007

OMB APPROVAL  
OMB Number: 3235-0145  
  
Expires: February 28, 2009  
  
Estimated average burden  
  
Hours per response . . . . 14.5

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

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

Manor Care, Inc.  
(Name of Issuer)

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

564055101  
(Cusip Number)

Mark C. Wehrly

Farallon Capital Management, L.L.C.

One Maritime Plaza, Suite 2100

San Francisco, California 94111

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

Authorized to Receive Notices and Communications)

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

October 5, 2007

(Date of Event which Requires Filing of this Statement)

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

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

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

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

(Continued on following pages)

Page 1 of 53 Pages

Exhibit Index Found on Page 52

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Noonday Asset Management, L.P.

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.  
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

7

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

1,885,300  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

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

**10**

**1,885,300**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**1,885,300**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**2.6%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IA, PN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

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

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.  
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

7

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

1,885,300  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

-0-  
SHARED DISPOSITIVE POWER

**10**

1,885,300  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

1,885,300  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

**12**

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

2.6%  
TYPE OF REPORTING PERSON (See Instructions)

**14**

OO

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Noonday Capital, L.L.C.

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

7

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

1,885,300  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

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

**10**

**1,885,300**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**1,885,300**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**2.6%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**OO**



13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

David I. Cohen

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

1,885,300 SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

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

**10**

**1,885,300**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**1,885,300**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**2.6%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Saurabh K. Mittal

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

India

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

7

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

1,885,300  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

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

**10**

**1,885,300**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**1,885,300**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**2.6%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Noonday Capital Partners, L.L.C.

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

(a)

2

(b)  \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

7

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

25,200  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

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

**10**

**25,200**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**25,200**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

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

**14**

**OO**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Partners, L.P.

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

(a)

2

(b)  \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

479,500 SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

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

**10**

**479,500**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**479,500**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**0.7%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**



13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners, L.P.

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

264,900 SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

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

**10**

**264,900**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**264,900**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**0.4%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners II, L.P.

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

28,100 SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

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

**10**

**28,100**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**28,100**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

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

**14**

**PN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners III, L.P.

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

(a)

2

(b)  \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

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

NUMBER OF  
SHARES  
BENEFICIALLY

7

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

15,739  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

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

**10**

**15,739**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**15,739**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

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

**14**

**PN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Tinicum Partners, L.P.

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

16,500 SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

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

**10**

**16,500**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**16,500**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

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

**14**

PN



13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Offshore Investors II, L.P.

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

(a)

2

(b)  \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7  
NUMBER OF  
SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

8  
OWNED BY  
9  
EACH

716,700  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

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

**10**

**716,700**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**716,700**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**1.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Management, L.L.C.

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

7

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

1,548,161  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

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

**10**

**1,548,161**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**1,548,161**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**2.1%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IA, OO**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Farallon Partners, L.L.C.

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

7

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

1,546,639  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

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

**10**

**1,546,639**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**1,546,639**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**2.1%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**OO**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Chun R. Ding [See Item 2]

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

(a) [ ]

2

(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

[ ]

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

7

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

0  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

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

**10**

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

**11**

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

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

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

**13**

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

**14**

**IN**



13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

William F. Duhamel

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

3,094,800 SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

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

**10**

**3,094,800**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**3,094,800**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[  ]

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

**13**

**4.2%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Richard B. Fried

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.  
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

7

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

3,094,800  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

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

**10**

**3,094,800**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**3,094,800**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**4.2%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Monica R. Landry

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.  
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

3,094,800 SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

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

**10**

**3,094,800**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**3,094,800**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**4.2%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Douglas M. MacMahon

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

7

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

3,094,800  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

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

**10**

**3,094,800**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**3,094,800**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**4.2%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**



13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

William F. Mellin

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

3,094,800 SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

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

**10**

**3,094,800**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**3,094,800**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**4.2%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Stephen L. Millham

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.  
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

3,094,800 SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

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

**10**

**3,094,800**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**3,094,800**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[  ]

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

**13**

**4.2%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Jason E. Moment

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

(a)

2

(b)  \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

3,094,800  
SOLE DISPOSITIVE POWER

EACH

9

-0-  
SHARED DISPOSITIVE POWER

**10**

REPORTING  
PERSON WITH

3,094,800

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

3,094,800

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

**12**

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

4.2%

TYPE OF REPORTING PERSON (See Instructions)

**14**

IN

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Ashish H. Pant

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

India

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

7

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

3,094,800  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

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

**10**

**3,094,800**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**3,094,800**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**4.2%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**



13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Rajiv A. Patel

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

(a)

2

(b)  \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

3,094,800 SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

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

**10**

**3,094,800**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**3,094,800**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**4.2%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Derek C. Schrier

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

7

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

3,094,800  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

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

**10**

**3,094,800**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**3,094,800**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**4.2%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

CUSIP No. 564055101

**NAMES OF REPORTING PERSONS**

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

**1**

Andrew J. M. Spokes [See Item 2]

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

(a)

**2**

(b) \*\*

**\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.**

**SEC USE ONLY**

**3**

**SOURCE OF FUNDS (See Instructions)**

**4**

AF, OO

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

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

**5**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**6**

United Kingdom

**SOLE VOTING POWER**

NUMBER OF

**7**

SHARES  
BENEFICIALLY

-0-  
**SHARED VOTING POWER**

OWNED BY

**8**

EACH

**9**

3,094,800  
**SOLE DISPOSITIVE POWER**

REPORTING  
PERSON WITH

-0-  
SHARED DISPOSITIVE POWER

**10**

**3,094,800**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

**3,094,800**  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

**12**

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

**4.2%**  
TYPE OF REPORTING PERSON (See Instructions)

**14**

IN

13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Thomas F. Steyer

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

3,094,800 SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

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

**10**

**3,094,800**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**3,094,800**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**4.2%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**



13D

CUSIP No. 564055101

NAMES OF REPORTING PERSONS

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

1

Mark C. Wehrly

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

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 3,094,800, which is 4.2% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

EACH

3,094,800 SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

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

**10**

**3,094,800**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**3,094,800**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

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

**13**

**4.2%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

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

This Amendment No. 1 to Schedule 13D amends the Schedule 13D initially filed on July 30, 2000 (collectively, with all amendments thereto, the "Schedule 13D").

### Item 1. Security And Issuer

Item 1 of the Schedule 13D is amended and restated in its entirety as follows:

This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of Manor Care, Inc. (the "Company"). The Company's principal offices are located at 333 N. Summit Street, Toledo, Ohio 43604.

### Item 2. Identity And Background

Item 2 of the Schedule 13D is amended and restated in its entirety as follows:

(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 Noonday Sub-adviser Entities

- (i) Noonday G.P. (U.S.), L.L.C., a Delaware limited liability company which is a sub-investment adviser to each of the Noonday Fund and certain of the Shares held by the Farallon 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;
- (ii) Noonday Asset Management, L.P., a Delaware limited partnership which is a sub-investment adviser to each of the Noonday Fund and certain of the Shares held by the Farallon 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
- (iii) 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 Noonday General Partner are together referred to herein as the "Noonday Sub-adviser Entities."

#### The Noonday Managing Members

- (iv) David I. Cohen ("Cohen"), Saurabh K. Mittal ("Mittal") and Andrew J. M. Spokes ("Spokes"), the managing members of both the First Noonday Sub-adviser and the Noonday General Partner, with respect to all of the



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

Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts.

Cohen, Mittal and Spokes (in his capacity as managing member of both the First Noonday Sub-adviser and the Noonday General Partner) are referred to herein as the “Noonday Individual Reporting Persons.”

### The Noonday Fund

- (v) 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

- (vi) Farallon Capital Partners, L.P., a California limited partnership (“FCP”), with respect to the Shares held by it;
- (vii) Farallon Capital Institutional Partners, L.P., a California limited partnership (“FCIP”), with respect to the Shares held by it;
- (viii) Farallon Capital Institutional Partners II, L.P., a California limited partnership (“FCIP II”), with respect to the Shares held by it;
- (ix) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership (“FCIP III”), with respect to the Shares held by it;
- (x) Tincum Partners, L.P., a New York limited partnership (“Tincum”), with respect to the Shares held by it; and
- (xi) 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 and the Farallon Funds are together referred to herein as the “Funds.”

### The Management Company

- (xii) 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”).

### The Farallon General Partner

- (xiii)

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

Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds and the managing

Page 31 of 53 Pages

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

member of the Noonday Fund (the "Farallon General Partner"), with respect to the Shares held by each of the Funds.

### The Farallon Managing Members

- (xiv) The following persons who are or with respect to Ding (as defined below) was, managing members of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Noonday Fund and certain of the Shares held by the Farallon 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"), Ashish H. Pant ("Pant"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Andrew J. M. Spokes ("Spokes"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Ding, Duhamel, Fried, Landry, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Spokes (in his capacity as a managing member of the Farallon General Partner and the Management Company), Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons." The Noonday Individual Reporting Persons and the Farallon Individual Reporting Persons are together referred to herein as the "Individual Reporting Persons."

This Schedule 13D reports that effective as of August 22, 2007, Andrew J. M. Spokes became a managing member of Farallon Partners, L.L.C., Farallon Capital Management, L.L.C. and Noonday G.P. (U.S.) L.L.C. and Noonday Capital, L.L.C. and as such may be deemed to be a beneficial owner of the securities beneficially owned by such entities as of such date.

This Schedule 13D reports that effective as of September 10, 2007, Chun R. Ding resigned as a managing member of Farallon Partners, L.L.C. and Farallon Capital Management, L.L.C., and as such may no longer be deemed to be a beneficial owner of the securities beneficially owned by such entities as of such date.

(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 First Noonday Sub-adviser and the Second Noonday Sub-adviser, a registered investment adviser, is to act as a sub-investment adviser to the Noonday Fund and certain of the Shares held by the Farallon 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 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

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

Funds and the managing member of the Noonday Fund. The principal business of each of the Individual Reporting Persons is or was set forth in Annex 1 hereto.

(d) None of the Funds, the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner 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 Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner 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 or state securities laws or finding any violation with respect to such laws.

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

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

Item 5 of the Schedule 13D is amended and restated in its entirety as follows:

(a) The Noonday Sub-adviser Entities

(a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Noonday Sub-adviser Entity is incorporated herein by reference for each such Noonday Sub-adviser Entity. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 73,281,931 Shares outstanding as of July 31, 2007 as reported by the Company in its Quarterly Report on Form 10-Q for the period ended June 30, 2007 filed with the Securities and Exchange Commission on August 3, 2007.

(c) None.

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



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

Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.

- (e) As of the October 5, 2007, the Noonday Sub-adviser Entities ceased to be the beneficial owners of more than 5.0% of the Shares.

(b) The Noonday Individual Reporting Persons

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

- (c) None.

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

- (e) As of the October 5, 2007, the Noonday Individual Reporting Persons ceased to be the beneficial owners of more than 5.0% of the Shares.

(c) The Funds

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

- (c) The trade dates, number of Shares purchased 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 First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of

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

dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Funds as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.

- (e) As of the October 5, 2007, the Funds ceased to be the beneficial owners of more than 5.0% of the Shares.
  
- (d) The Management Company
  - (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.
  
  - (c) The trade dates, number of Shares purchased 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.
  
  - (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Managed Accounts as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of the Management Company.
  
  - (e) As of the October 5, 2007, the Management Company ceased to be the beneficial owners of more than 5.0% of the Shares.
  
- (e) The Farallon General Partner
  - (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.
  
  - (c) None.
  
  - (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Funds as reported herein. The Noonday General Partner is the general partner of the Second Noonday

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

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

- (e) As of the October 5, 2007, the Farallon General Partner ceased to be the beneficial owners of more than 5.0% of the Shares.
  
- (f) The Farallon Individual Reporting Persons
  - (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Individual Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.
  
  - (c) None.
  
  - (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Funds as reported herein. Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Managed Accounts as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.
  
  - (e) As of September 10, 2007 Chun R. Ding may no long be deemed a beneficial owner of any Shares. As of October 5, 2007, the Farallon Individual Reporting Persons other than Chun R. Ding ceased to be the beneficial owners of more than 5.0% of the Shares.

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

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

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

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

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

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: October 15, 2007

/s/ Monica R. Landry

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

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C.,

On its own behalf

and as the General Partner of

NOONDAY ASSET MANAGEMENT, L.P.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf, as the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

TINICUM PARTNERS, L.P. and

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

and as the Managing Member of

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

NOONDAY CAPITAL PARTNERS, L.L.C.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

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

each of David I. Cohen, Chun R. Ding, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin,

Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Ashish H. Pant, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer and Mark C. Wehrly

The Power of Attorney executed by each of Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13D on its or his behalf, which was filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting

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

Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by each of Ding, Duhamel, Fried, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13D on his or her behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2007 by such Reporting Persons with respect to the Common Stock of Armor Holdings, Inc., is hereby incorporated by reference. The Power of Attorney executed by Spokes authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on August 28, 2007 by such Reporting Person with respect to the Common Stock of Global Gold Corporation, is hereby incorporated by reference.

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

### ANNEX 1

Set forth below with respect to the Noonday Sub-adviser Entities, the Management Company and the Farallon General Partner 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 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 and managed accounts
- (d) Delaware limited liability company
- (e) Managing Members: David I. Cohen, Saurabh K. Mittal and Andrew J. M. Spokes

#### 2. 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 and managed accounts
- (d) Delaware limited partnership
- (e) David I. Cohen and Saurabh K. Mittal, the managing members of its general partner

#### 3. 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, Saurabh K. Mittal and Andrew J. M. Spokes

#### 4. The Noonday Individual Reporting Persons

Cohen is a citizen of the United States. Mittal is a citizen of India. Spokes is a citizen of the United Kingdom. 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





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

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.

### 5. 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; William F. Duhamel, Alice F. Evarts, Richard B. Fried, Monica R. Landry, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Gregory S. Swart and Mark C. Wehrly, Managing Members.

### 6. 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; William F. Duhamel, Alice F. Evarts, Richard B. Fried, Monica R. Landry, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Gregory S. Swart and Mark C. Wehrly, Managing Members.

### 7. 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 Gregory S. Swart, Ashish H. Pant and Andrew J. M. Spokes is a citizen of the United States. Gregory S. Swart is a citizen of New Zealand. Ashish H. Pant is a citizen of India. Andrew J. M. Spokes is a citizen of the United Kingdom. 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, 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.

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

|  |                   | NO. OF SHARES    | PRICE                 |
|--|-------------------|------------------|-----------------------|
|  | <u>TRADE DATE</u> | <u>SOLD (\$)</u> | <u>PER SHARE (\$)</u> |
|  | 9/14/2007         | 700              | 64.67                 |
|  | 9/17/2007         | 700              | 64.69                 |
|  | 9/18/2007         | 700              | 64.72                 |
|  | 9/28/2007         | 1,100            | 64.52                 |
|  | 9/28/2007         | 1,000            | 64.52                 |
|  | 10/10/2007        | 500              | 65.72                 |
|  | 10/10/2007        | 300              | 65.72                 |
|  | 10/10/2007        | 400              | 65.72                 |
|  | 10/10/2007        | 200              | 65.68                 |
|  | 10/11/2007        | 700              | 65.60                 |
|  | 10/11/2007        | 1,100            | 65.72                 |
|  | 10/11/2007        | 300              | 65.71                 |
|  | 10/11/2007        | 400              | 65.71                 |

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

|            |                   | NO. OF SHARES   | PRICE                 |
|------------|-------------------|-----------------|-----------------------|
|            | <u>TRADE DATE</u> | <u>SOLD (S)</u> | <u>PER SHARE (\$)</u> |
| 9/14/2007  |                   | 7,700           | 64.67                 |
| 9/17/2007  |                   | 8,000           | 64.69                 |
| 9/18/2007  |                   | 7,600           | 64.72                 |
| 9/28/2007  |                   | 7,700           | 64.52                 |
| 9/28/2007  |                   | 15,500          | 64.52                 |
| 10/3/2007  |                   | 7,200           | 63.76                 |
| 10/3/2007  |                   | 1,000           | 63.76                 |
| 10/4/2007  |                   | 17,500          | 63.77                 |
| 10/5/2007  |                   | 28,400          | 64.23                 |
| 10/5/2007  |                   | 3,000           | 64.23                 |
| 10/8/2007  |                   | 2,400           | 64.36                 |
| 10/8/2007  |                   | 4,100           | 64.36                 |
| 10/10/2007 |                   | 5,600           | 65.72                 |
| 10/10/2007 |                   | 7,500           | 65.72                 |
| 10/10/2007 |                   | 1,800           | 65.68                 |
| 10/10/2007 |                   | 6,100           | 65.72                 |
| 10/10/2007 |                   | 8,100           | 65.72                 |
| 10/10/2007 |                   | 2,000           | 65.68                 |
| 10/11/2007 |                   | 4,500           | 65.71                 |
| 10/11/2007 |                   | 7,500           | 65.60                 |
| 10/11/2007 |                   | 5,000           | 65.72                 |
| 10/11/2007 |                   | 7,900           | 65.72                 |
| 10/11/2007 |                   | 7,400           | 65.71                 |
| 10/11/2007 |                   | 4,500           | 65.71                 |
| 10/11/2007 |                   | 8,100           | 65.60                 |
| 10/11/2007 |                   | 8,800           | 65.72                 |
| 10/11/2007 |                   | 100             | 65.72                 |
| 10/11/2007 |                   | 5,100           | 65.72                 |
| 10/11/2007 |                   | 5,400           | 65.71                 |
| 10/11/2007 |                   | 2,800           | 65.71                 |
| 10/12/2007 |                   | 1,600           | 65.72                 |
| 10/12/2007 |                   | 1,100           | 65.72                 |

SCHEDULE CFARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

|            |                   | NO. OF SHARES   | PRICE                 |
|------------|-------------------|-----------------|-----------------------|
|            | <u>TRADE DATE</u> | <u>SOLD (S)</u> | <u>PER SHARE (\$)</u> |
| 9/14/2007  |                   | 4,400           | 64.67                 |
| 9/17/2007  |                   | 4,600           | 64.69                 |
| 9/18/2007  |                   | 4,300           | 64.72                 |
| 9/28/2007  |                   | 13,300          | 64.52                 |
| 10/3/2007  |                   | 4,300           | 63.76                 |
| 10/4/2007  |                   | 9,200           | 63.77                 |
| 10/5/2007  |                   | 7,600           | 64.23                 |
| 10/5/2007  |                   | 8,800           | 64.23                 |
| 10/8/2007  |                   | 1,300           | 64.36                 |
| 10/8/2007  |                   | 2,100           | 64.36                 |
| 10/10/2007 |                   | 3,200           | 65.72                 |
| 10/10/2007 |                   | 3,100           | 65.72                 |
| 10/10/2007 |                   | 1,200           | 65.72                 |
| 10/10/2007 |                   | 1,100           | 65.68                 |
| 10/10/2007 |                   | 3,200           | 65.72                 |
| 10/10/2007 |                   | 4,300           | 65.72                 |
| 10/10/2007 |                   | 100             | 65.68                 |
| 10/10/2007 |                   | 1,000           | 65.68                 |
| 10/11/2007 |                   | 2,600           | 65.71                 |
| 10/11/2007 |                   | 4,300           | 65.60                 |
| 10/11/2007 |                   | 7,400           | 65.72                 |
| 10/11/2007 |                   | 4,300           | 65.71                 |
| 10/11/2007 |                   | 2,300           | 65.71                 |
| 10/11/2007 |                   | 800             | 65.60                 |
| 10/11/2007 |                   | 600             | 65.60                 |
| 10/11/2007 |                   | 900             | 65.60                 |
| 10/11/2007 |                   | 200             | 65.60                 |
| 10/11/2007 |                   | 1,800           | 65.60                 |
| 10/11/2007 |                   | 2,500           | 65.72                 |
| 10/11/2007 |                   | 4,800           | 65.72                 |
| 10/11/2007 |                   | 2,100           | 65.71                 |
| 10/11/2007 |                   | 2,200           | 65.71                 |
| 10/12/2007 |                   | 800             | 65.72                 |
| 10/12/2007 |                   | 600             | 65.72                 |

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

|            |                   | NO. OF SHARES    | PRICE                 |
|------------|-------------------|------------------|-----------------------|
|            | <u>TRADE DATE</u> | <u>SOLD (\$)</u> | <u>PER SHARE (\$)</u> |
| 9/14/2007  | 500               | 64.67            |                       |
| 9/17/2007  | 500               | 64.69            |                       |
| 9/18/2007  | 500               | 64.72            |                       |
| 9/28/2007  | 600               | 64.52            |                       |
| 9/28/2007  | 800               | 64.52            |                       |
| 10/3/2007  | 500               | 63.76            |                       |
| 10/4/2007  | 1,000             | 63.77            |                       |
| 10/5/2007  | 1,200             | 64.23            |                       |
| 10/5/2007  | 600               | 64.23            |                       |
| 10/8/2007  | 100               | 64.36            |                       |
| 10/8/2007  | 200               | 64.36            |                       |
| 10/10/2007 | 300               | 65.72            |                       |
| 10/10/2007 | 500               | 65.72            |                       |
| 10/10/2007 | 100               | 65.68            |                       |
| 10/10/2007 | 400               | 65.72            |                       |
| 10/10/2007 | 400               | 65.72            |                       |
| 10/10/2007 | 100               | 65.72            |                       |
| 10/10/2007 | 100               | 65.68            |                       |
| 10/11/2007 | 300               | 65.71            |                       |
| 10/11/2007 | 400               | 65.60            |                       |
| 10/11/2007 | 100               | 65.60            |                       |
| 10/11/2007 | 300               | 65.72            |                       |
| 10/11/2007 | 500               | 65.72            |                       |
| 10/11/2007 | 500               | 65.71            |                       |
| 10/11/2007 | 300               | 65.71            |                       |
| 10/11/2007 | 100               | 65.60            |                       |
| 10/11/2007 | 400               | 65.60            |                       |
| 10/11/2007 | 800               | 65.72            |                       |
| 10/11/2007 | 500               | 65.71            |                       |
| 10/12/2007 | 100               | 65.72            |                       |
| 10/12/2007 | 100               | 65.72            |                       |

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

|                   |     | NO. OF SHARES    | PRICE                 |
|-------------------|-----|------------------|-----------------------|
| <u>TRADE DATE</u> |     | <u>SOLD (\$)</u> | <u>PER SHARE (\$)</u> |
| 9/14/2007         | 300 | 64.67            |                       |
| 9/17/2007         | 300 | 64.69            |                       |
| 9/18/2007         | 200 | 64.72            |                       |
| 9/28/2007         | 800 | 64.52            |                       |
| 10/3/2007         | 300 | 63.76            |                       |
| 10/4/2007         | 500 | 63.77            |                       |
| 10/5/2007         | 200 | 64.23            |                       |
| 10/5/2007         | 800 | 64.23            |                       |
| 10/8/2007         | 100 | 64.36            |                       |
| 10/8/2007         | 100 | 64.36            |                       |
| 10/10/2007        | 200 | 65.72            |                       |
| 10/10/2007        | 200 | 65.72            |                       |
| 10/10/2007        | 100 | 65.68            |                       |
| 10/10/2007        | 200 | 65.72            |                       |
| 10/10/2007        | 300 | 65.72            |                       |
| 10/10/2007        | 100 | 65.68            |                       |
| 10/11/2007        | 200 | 65.60            |                       |
| 10/11/2007        | 424 | 65.72            |                       |
| 10/11/2007        | 124 | 65.71            |                       |
| 10/11/2007        | 76  | 65.71            |                       |
| 10/11/2007        | 37  | 65.71            |                       |
| 10/11/2007        | 63  | 65.71            |                       |
| 10/11/2007        | 37  | 65.60            |                       |
| 10/11/2007        | 163 | 65.60            |                       |
| 10/11/2007        | 337 | 65.72            |                       |
| 10/11/2007        | 100 | 65.72            |                       |
| 10/11/2007        | 300 | 65.71            |                       |
| 10/12/2007        | 100 | 65.72            |                       |

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

|            |                   | NO. OF SHARES   | PRICE                 |
|------------|-------------------|-----------------|-----------------------|
|            | <u>TRADE DATE</u> | <u>SOLD (S)</u> | <u>PER SHARE (\$)</u> |
| 9/14/2007  |                   | 300             | 64.67                 |
| 9/17/2007  |                   | 300             | 64.69                 |
| 9/18/2007  |                   | 300             | 64.72                 |
| 9/28/2007  |                   | 100             | 64.52                 |
| 9/28/2007  |                   | 700             | 64.52                 |
| 10/3/2007  |                   | 300             | 63.76                 |
| 10/4/2007  |                   | 600             | 63.77                 |
| 10/5/2007  |                   | 400             | 64.23                 |
| 10/5/2007  |                   | 700             | 64.23                 |
| 10/8/2007  |                   | 100             | 64.36                 |
| 10/8/2007  |                   | 100             | 64.36                 |
| 10/10/2007 |                   | 200             | 65.72                 |
| 10/10/2007 |                   | 300             | 65.72                 |
| 10/10/2007 |                   | 100             | 65.68                 |
| 10/10/2007 |                   | 200             | 65.72                 |
| 10/10/2007 |                   | 100             | 65.72                 |
| 10/10/2007 |                   | 200             | 65.72                 |
| 10/10/2007 |                   | 100             | 65.68                 |
| 10/11/2007 |                   | 200             | 65.71                 |
| 10/11/2007 |                   | 200             | 65.60                 |
| 10/11/2007 |                   | 100             | 65.72                 |
| 10/11/2007 |                   | 300             | 65.72                 |
| 10/11/2007 |                   | 300             | 65.71                 |
| 10/11/2007 |                   | 200             | 65.71                 |
| 10/11/2007 |                   | 300             | 65.60                 |
| 10/11/2007 |                   | 400             | 65.72                 |
| 10/11/2007 |                   | 100             | 65.72                 |
| 10/11/2007 |                   | 300             | 65.71                 |
| 10/12/2007 |                   | 100             | 65.72                 |



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

|            |                   | NO. OF SHARES    | PRICE                 |
|------------|-------------------|------------------|-----------------------|
|            | <u>TRADE DATE</u> | <u>SOLD (\$)</u> | <u>PER SHARE (\$)</u> |
| 9/14/2007  |                   | 11,500           | 64.67                 |
| 9/17/2007  |                   | 11,900           | 64.69                 |
| 9/18/2007  |                   | 11,200           | 64.72                 |
| 9/28/2007  |                   | 2,500            | 64.52                 |
| 9/28/2007  |                   | 32,100           | 64.52                 |
| 10/3/2007  |                   | 400              | 63.76                 |
| 10/3/2007  |                   | 11,900           | 63.76                 |
| 10/4/2007  |                   | 26,400           | 63.77                 |
| 10/5/2007  |                   | 8,900            | 64.23                 |
| 10/5/2007  |                   | 38,300           | 64.23                 |
| 10/8/2007  |                   | 3,700            | 64.36                 |
| 10/8/2007  |                   | 6,100            | 64.36                 |
| 10/10/2007 |                   | 8,400            | 65.72                 |
| 10/10/2007 |                   | 11,200           | 65.72                 |
| 10/10/2007 |                   | 2,700            | 65.68                 |
| 10/10/2007 |                   | 9,200            | 65.72                 |
| 10/10/2007 |                   | 12,300           | 65.72                 |
| 10/10/2007 |                   | 3,000            | 65.68                 |
| 10/11/2007 |                   | 6,600            | 65.71                 |
| 10/11/2007 |                   | 8,500            | 65.60                 |
| 10/11/2007 |                   | 2,600            | 65.60                 |
| 10/11/2007 |                   | 400              | 65.72                 |
| 10/11/2007 |                   | 18,700           | 65.72                 |
| 10/11/2007 |                   | 11,100           | 65.71                 |
| 10/11/2007 |                   | 6,700            | 65.71                 |
| 10/11/2007 |                   | 700              | 65.60                 |
| 10/11/2007 |                   | 2,700            | 65.60                 |
| 10/11/2007 |                   | 500              | 65.60                 |
| 10/11/2007 |                   | 8,400            | 65.60                 |
| 10/11/2007 |                   | 3,000            | 65.72                 |
| 10/11/2007 |                   | 12,300           | 65.72                 |
| 10/11/2007 |                   | 5,800            | 65.72                 |
| 10/11/2007 |                   | 2,000            | 65.71                 |
| 10/11/2007 |                   | 10,100           | 65.71                 |
| 10/12/2007 |                   | 2,400            | 65.72                 |
| 10/12/2007 |                   | 1,600            | 65.72                 |

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

|                   |        | NO. OF SHARES    | PRICE                 |
|-------------------|--------|------------------|-----------------------|
| <u>TRADE DATE</u> |        | <u>SOLD (\$)</u> | <u>PER SHARE (\$)</u> |
| 9/14/2007         | 22,700 | 64.67            |                       |
| 9/17/2007         | 23,700 | 64.69            |                       |
| 9/18/2007         | 22,400 | 64.72            |                       |
| 9/28/2007         | 69,000 | 64.52            |                       |
| 10/3/2007         | 22,700 | 63.76            |                       |
| 10/3/2007         | 1,400  | 63.76            |                       |
| 10/4/2007         | 52,400 | 63.77            |                       |
| 10/5/2007         | 15,000 | 64.23            |                       |
| 10/5/2007         | 78,800 | 64.23            |                       |
| 10/8/2007         | 7,300  | 64.36            |                       |
| 10/8/2007         | 12,300 | 64.36            |                       |
| 10/10/2007        | 8,200  | 65.72            |                       |
| 10/10/2007        | 8,500  | 65.72            |                       |
| 10/10/2007        | 22,200 | 65.72            |                       |
| 10/10/2007        | 5,401  | 65.68            |                       |
| 10/10/2007        | 18,200 | 65.72            |                       |
| 10/10/2007        | 24,200 | 65.72            |                       |
| 10/10/2007        | 5,900  | 65.68            |                       |
| 10/11/2007        | 13,300 | 65.71            |                       |
| 10/11/2007        | 1,603  | 65.60            |                       |
| 10/11/2007        | 20,597 | 65.60            |                       |
| 10/11/2007        | 38,200 | 65.72            |                       |
| 10/11/2007        | 21,901 | 65.71            |                       |
| 10/11/2007        | 199    | 65.71            |                       |
| 10/11/2007        | 13,400 | 65.71            |                       |
| 10/11/2007        | 1,500  | 65.60            |                       |
| 10/11/2007        | 5,200  | 65.60            |                       |
| 10/11/2007        | 1,000  | 65.60            |                       |
| 10/11/2007        | 16,600 | 65.60            |                       |
| 10/11/2007        | 6,600  | 65.72            |                       |
| 10/11/2007        | 23,600 | 65.72            |                       |
| 10/11/2007        | 11,600 | 65.72            |                       |
| 10/11/2007        | 6,000  | 65.71            |                       |
| 10/11/2007        | 18,300 | 65.71            |                       |
| 10/12/2007        | 4,500  | 65.72            |                       |
| 10/12/2007        | 3,200  | 65.72            |                       |

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

|            |       |       |
|------------|-------|-------|
| 9/14/2007  | 3,200 | 64.67 |
| 9/17/2007  | 3,300 | 64.69 |
| 9/18/2007  | 3,200 | 64.72 |
| 9/28/2007  | 900   | 64.52 |
| 9/28/2007  | 8,900 | 64.52 |
| 10/10/2007 | 2,400 | 65.72 |
| 10/10/2007 | 3,100 | 65.72 |
| 10/10/2007 | 800   | 65.68 |
| 10/11/2007 | 700   | 65.60 |
| 10/11/2007 | 2,600 | 65.60 |
| 10/11/2007 | 200   | 65.72 |
| 10/11/2007 | 5,300 | 65.72 |
| 10/11/2007 | 3,400 | 65.71 |

Page 50 of 53 Pages

EXHIBIT INDEX

EXHIBIT 2

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

EXHIBIT 2

to

SCHEDULE 13D

JOINT ACQUISITION STATEMENT

PURSUANT TO SECTION 240.13d-1(k)

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

Dated: October 15, 2007

/s/ Monica R. Landry

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

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C.,

On its own behalf

and as the General Partner of

NOONDAY ASSET MANAGEMENT, L.P.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf, as the General Partner of

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

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

TINICUM PARTNERS, L.P. and

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

and as the Managing Member of

NOONDAY CAPITAL PARTNERS, L.L.C.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry, Managing Member

Page 52 of 53 Pages

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

/s/ Monica R. Landry

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

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

Page 53 of 53 Pages