# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

# **SCHEDULE 13G**

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

Westinghouse Air Brake Technologies Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

929740108

(Cusip Number)

November 14, 2017

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

□ Rule 13d-1(b) ⊠ Rule 13d-1(c) □ Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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)

Exhibit Index Found on Page 38

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1	NAMES OF	REPORTING PE	RSONS		
1	Farallon Cap	oital Partners, L.P	2		
			E BOX IF A MEMBER OF A GROUP (See Instructions)		
2		**	<ul> <li>(a) [ ]</li> <li>(b) [ X ]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% of the class of securities. The reporting person on this cover page, however, is a beneficial owner rely of the committies are the committee of the committies.</li> </ul>		
<u> </u>	SEC USE O	NLY	only of the securities reported by it on this cover page.		
3					
4	CITIZENSH	IP OR PLACE O	FORGANIZATION		
4	California				
			SOLE VOTING POWER		
NUMB	ER OF	5			
CIIA	RES		-0- SHARED VOTING POWER		
BENEFI		6	SHALLD VOTING FOWER		
OWN	ED BY	•	661,771		
ЕЛ	СН	7	SOLE DISPOSITIVE POWER		
LA	CII	/	-0-		
REPOR			SHARED DISPOSITIVE POWER		
PERSO	N WITH	8			
	ACCDECA	FE AMOUNT BEI	661,771 NEFICIALLY OWNED BY EACH REPORTING PERSON		
9	noonLom				
-	661,771				
		FHE AGGREGAT HARES (See Instr	FE AMOUNT IN ROW (9) EXCLUDES		
10	CERTAIN S	HARES (See liisu	[ ]		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	0.7%				
		EPORTING PER	SON (See Instructions)		
12					
	PN				
			Page 2 of 40 Pages		

1	NAMES OF R	REPORTING P	ERSONS		
1	Farallon Capi	tal Institutional	l Partners, L.P.		
			TE BOX IF A MEMBER OF A GROUP (See Instructions)		
2		**	<ul> <li>(a) [ ]</li> <li>(b) [X]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% 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.</li> </ul>		
3	SEC USE ON	LY			
	CITIZENSHI	P OR PLACE	OF ORGANIZATION		
4	California				
		_	SOLE VOTING POWER		
NUMI	BER OF	5	-0-		
SH/	ARES –		-U- SHARED VOTING POWER		
-	ICIALLY	6			
OWN	ED BY		628,450		
Т.	CH	-	SOLE DISPOSITIVE POWER		
EF	СН	7	-0-		
REPO	RTING		SHARED DISPOSITIVE POWER		
PERSO	N WITH	8			
			628,450		
9	AGGREGATI	E AMOUNT BI	ENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	628,450				
		HE AGGREGA	TE AMOUNT IN ROW (9) EXCLUDES		
10	<b>CERTAIN SHARES (See Ins</b>				
10			[]		
4.4	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11					
	0.7% TYPE OF RE	PORTING PEI	RSON (See Instructions)		
12	THE OF AL				
<b>—</b>	PN				
			Page 3 of 40 Pages		

13G

1	NAMES OF R	EPORTING I	PERSONS		
L	Farallon Capit	tal Institutiona	al Partners II, L.P.		
			TE BOX IF A MEMBER OF A GROUP (See Instructions)		
2		**	<ul> <li>(a) [ ]</li> <li>(b) [X]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% 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.</li> </ul>		
3	SEC USE ONI	LY			
	CITIZENSHI	P OR PLACE	OF ORGANIZATION		
4	California				
		-	SOLE VOTING POWER		
NUMB	ER OF	5	-0-		
SHA	RES		SHARED VOTING POWER		
BENEFI	-	6			
OWNE	ED BY		104,203		
EAG	сн	7	SOLE DISPOSITIVE POWER		
		/	-0-		
REPOR			SHARED DISPOSITIVE POWER		
PERSON	N WITH	U	104 202		
	ACCRECATE	AMOUNT B	104,203 ENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	104,203		ENERGALLI OWNED DI LACITALI ORTINO I ERSON		
		HE AGGREG	ATE AMOUNT IN ROW (9) EXCLUDES		
10	CERTAIN SHARES (See Instructions)				
10			[]		
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	0.1%				
		PORTING PE	RSON (See Instructions)		
12	PN				
			Page 4 of 40 Pages		

13G

1	NAMES OF	NAMES OF REPORTING PERSONS				
T	Farallon Cap	ital Institutional I	Partners III, L.P.			
	CHECK TH	E APPROPRIATE	E BOX IF A MEMBER OF A GROUP (See Instructions)			
2		**	<ul> <li>(a) [ ]</li> <li>(b) [X]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5. of the class of securities. The reporting person on this cover page, however, is a beneficial ow only of the securities reported by it on this cover page.</li> </ul>			
3	SEC USE ON	ILY	r g a state of the			
	CITIZENSH	IP OR PLACE O	FORGANIZATION			
4	Delaware					
		_	SOLE VOTING POWER			
NUM	BER OF	5				
	-		-0-			
	ARES	6	SHARED VOTING POWER			
	FICIALLY NED BY	0	88,305			
OWI	-		SOLE DISPOSITIVE POWER			
E	АСН	7				
		-	-0-			
	DRTING	0	SHARED DISPOSITIVE POWER			
PERSC	ON WITH	8				
			88,305			
9	AGGREGAI	E ANIOUNT BEI	NEFICIALLY OWNED BY EACH REPORTING PERSON			
3	88,305					
		THE AGGREGAT	TE AMOUNT IN ROW (9) EXCLUDES			
10		HARES (See Instr	uctions)			
10			[]			
11	PERCENT O	F CLASS REPRI	ESENTED BY AMOUNT IN ROW (9)			
	0.1%					
17	TYPE OF RE	EPORTING PERS	SON (See Instructions)			
12	PN					
	£ IV					

Page 5 of 40 Pages

1	NAMES OF I	NAMES OF REPORTING PERSONS				
T	Farallon Cap	ital Institutional	Partners V, L.P.			
	CHECK THI	E APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)			
2		**	(a) [ ] (b) [ X ]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5 of the class of securities. The reporting person on this cover page, however, is a beneficial or only of the securities reported by it on this cover page.			
3	SEC USE ON	ILY				
_	CITIZENSH	IP OR PLACE O	OF ORGANIZATION			
4	Delaware					
			SOLE VOTING POWER			
NUM	BER OF	5				
	-					
	ARES FICIALLY	6	SHARED VOTING POWER			
	NED BY	U	139,822			
0	-		SOLE DISPOSITIVE POWER			
EA	ACH	7				
DEDO			-0-			
-	ORTING ON WITH	8	SHARED DISPOSITIVE POWER			
I LIGO		0	139,822			
	AGGREGAT	E AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON			
9						
	139,822					
			TE AMOUNT IN ROW (9) EXCLUDES			
10	CERTAIN SI	HARES (See Inst	[ ]			
11	PERCENT O	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.1%					
		PORTING PER	SON (See Instructions)			
12	THE OF K					
14	PN					

Page 6 of 40 Pages

1	NAMES OF F	REPORTING PE	RSONS
T	Farallon Capi	ital Offshore Inve	stors II, L.P.
2	CHECK THE	Z APPROPRIATE	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5. of the class of securities. The reporting person on this cover page, however, is a beneficial ow only of the securities reported by it on this cover page.
3	SEC USE ON	LY	
	CITIZENSHI	P OR PLACE O	FORGANIZATION
4	Cayman Islan	ıds	
NUMI	BER OF	5	SOLE VOTING POWER
BENEF	ARES ICIALLY IED BY	6	SHARED VOTING POWER 1,183,767
EACH		7	SOLE DISPOSITIVE POWER
	RTING DN WITH	8	SHARED DISPOSITIVE POWER 1,183,767
9	AGGREGAT	E AMOUNT BEN	NEFICIALLY OWNED BY EACH REPORTING PERSON
10		HE AGGREGAT IARES (See Instr	'E AMOUNT IN ROW (9) EXCLUDES uctions) [ ]
11	PERCENT O	F CLASS REPRI	ESENTED BY AMOUNT IN ROW (9)
12	TYPE OF RE	PORTING PERS	SON (See Instructions)

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1	NAMES OF R	EPORTING PE	RSONS
T	Farallon Capit	al (AM) Investo	ors, L.P.
	CHECK THE	APPROPRIATI	E BOX IF A MEMBER OF A GROUP (See Instructions)
2		**	<ul> <li>(a) [ ]</li> <li>(b) [X]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.19 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.</li> </ul>
3	SEC USE ONI	Y	
	CITIZENSHI	P OR PLACE O	FORGANIZATION
4	Delaware		
			SOLE VOTING POWER
NUM	IBER OF	5	-0-
SH	IARES		SHARED VOTING POWER
BENE	FICIALLY	6	
OW	NED BY		45,483
Е	ACH	7	SOLE DISPOSITIVE POWER
		,	-0-
	ORTING	0	SHARED DISPOSITIVE POWER
PERS	ON WITH	8	45,483
	AGGREGATE	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON
9			
	45,483	E ACOECA	FE AMOUNT IN ROW (9) EXCLUDES
10		AGGREGAT	
10			[ ]
11	PERCENT OF	CLASS REPR	ESENTED BY AMOUNT IN ROW (9)
11	0.0%		
10	TYPE OF REP	PORTING PER	SON (See Instructions)
12	PN		
	£11		

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1	NAMES OF R	EPORTING PE	ERSONS		
T	Farallon Capit	al AA Investors	s, L.P.		
2	CHECK THE	APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1 of the class of securities. The reporting person on this cover page, however, is a beneficial own		
			only of the securities reported by it on this cover page.		
3	SEC USE ONI	Y			
_	CITIZENSHI	P OR PLACE O	OF ORGANIZATION		
4	Delaware				
		_	SOLE VOTING POWER		
NUM	BER OF	5	-0-		
SH	ARES		SHARED VOTING POWER		
_	FICIALLY	6			
OWN	NED BY		379,958		
E4	АСН	7	SOLE DISPOSITIVE POWER		
<b>L</b> 2		/	-0-		
-	ORTING		SHARED DISPOSITIVE POWER		
PERSC	ON WITH	8	270.050		
	ACCRECATE	AMOUNT BE	379,958 NEFICIALLY OWNED BY EACH REPORTING PERSON		
9	noonlonn				
	379,958				
			TE AMOUNT IN ROW (9) EXCLUDES		
10	CERTAIN SHARES (See Inst		[ ]		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.4%				
		PORTING PER	SON (See Instructions)		
12			· /		
	PN				

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1	NAMES OF R	EPORTING PE	ERSONS
1	Farallon Capit	al F5 Master I,	L.P.
			E BOX IF A MEMBER OF A GROUP (See Instructions)
2		**	(a) [ ] (b) [ X ]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1 of the class of securities. The reporting person on this cover page, however, is a beneficial own only of the securities reported by it on this cover page.
3	SEC USE ONI	Х	
	CITIZENSHII	P OR PLACE O	DF ORGANIZATION
4	Delaware		
		-	SOLE VOTING POWER
NUM	BER OF	5	-0-
SH	ARES		SHARED VOTING POWER
-	TICIALLY	6	
OWN	NED BY		65,999
E	АСН	7	SOLE DISPOSITIVE POWER
		/	-0-
	ORTING	0	SHARED DISPOSITIVE POWER
PERSC	ON WITH	8	65,999
	AGGREGATE	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON
9			
	65,999		
		IE AGGREGA ARES (See Inst	TE AMOUNT IN ROW (9) EXCLUDES
10	CERTAIN SH	ARES (See filst	
11	PERCENT OF	CLASS REPR	ESENTED BY AMOUNT IN ROW (9)
11	0.1%		
		PORTING PER	SON (See Instructions)
12			
	PN		

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1	NAMES OF R	EPORTING PE	RSONS
1	Farallon Equit	y Partners Mas	ter, L.P.
	CHECK THE	APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)
2		**	<ul> <li>(a) [ ]</li> <li>(b) [X]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1<sup>c</sup></li> <li>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.</li> </ul>
3	SEC USE ONI	Y	
-	CITIZENSHI	OR PLACE O	FORGANIZATION
4	Delaware		
		-	SOLE VOTING POWER
NUM	BER OF	5	-0-
SH	ARES		SHARED VOTING POWER
BENEF	TICIALLY	6	
OWN	NED BY		1,578,369
E	АСН	7	SOLE DISPOSITIVE POWER
		,	-0-
	ORTING	0	SHARED DISPOSITIVE POWER
PERSC	ON WITH	8	1,578,369
	AGGREGATE	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON
9			
	1,578,369		
			FE AMOUNT IN ROW (9) EXCLUDES
10	CERTAIN 5H	ARES (See Insti	[ ]
11	PERCENT OF	CLASS REPR	ESENTED BY AMOUNT IN ROW (9)
11	1.6%		
		PORTING PER	SON (See Instructions)
12			
	PN		

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1       Farallon Capital Management, L.L.C.         CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)       (a) [ ] (b) [X]**         2       **       The reporting persons making this filing hold an aggregate of 4,918,569 Shares of the class of securities. The reporting person on this cover page, however, is a b only of the securities reported by it on this cover page.         3       SEC USE ONLY         4       CITIZENSHIP OR PLACE OF ORGANIZATION         Delaware       SOLE VOTING POWER         SHARES       SHARED VOTING POWER         BENEFICIALLY       6         0WNED BY       42,442         SOLE DISPOSITIVE POWER         EACH       7         -0-         REPORTING       SHARED DISPOSITIVE POWER         PERSON WITH       8         42,442       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         42,442       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [X]** (b) [X]** (b) [X]** (c) [X]**	
2         **         (b) [X]**           **         The reporting persons making this filing hold an aggregate of 4,918,569 Shares of the class of securities. The reporting person on this cover page, however, is a bondy of the securities reported by it on this cover page.           3         SEC USE ONLY           4         CITIZENSHIP OR PLACE OF ORGANIZATION           4         Delaware           5         -0-           SHARES         SHARED VOTING POWER           BENEFICIALLY         6           42,442         SOLE DISPOSITIVE POWER           FEACH         7           -0-           REPORTING         SHARED DISPOSITIVE POWER           9         SHARED VOTING POWER	
3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER SOLE VOTING POWER SHARES BENEFICIALLY OWNED BY EACH FACH PERSON WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9	
4       Delaware         NUMBER OF       5         10-       0-         SHARES       SHARED VOTING POWER         BENEFICIALLY       6         0WNED BY       42,442         EACH       7         0-       SOLE DISPOSITIVE POWER         EACH       7         0-       SOLE DISPOSITIVE POWER         6       42,442         0-       SOLE DISPOSITIVE POWER         6       42,442         0-       SOLE DISPOSITIVE POWER         6       42,442	
Delaware       SOLE VOTING POWER         NUMBER OF       5         -0-       -0-         SHARES       SHARED VOTING POWER         BENEFICIALLY       42,442         OWNED BY       42,442         EACH       7         -0-       -0-         REPORTING       -0-         PERSON WITH       SHARED DISPOSITIVE POWER         42,442       -0-         AGGREGATION WITH       SHARED DISPOSITIVE POWER         42,442       -0-	
NUMBER OF 5 -0- SHARES BENEFICIALLY OWNED BY 6 42,442 ACCH 7 EACH 7 -0- REPORTING 9 SOLE DISPOSITIVE POWER -0- AGGREGATION BY EACH REPORTING PERSON 9	
SHARES       -0-         BENEFICIALLY       SHARED VOTING POWER         BENEFICIALLY       42,442         OWNED BY       42,442         EACH       7         -0-       -0-         REPORTING       9         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
SHARES BENEFICIALLY OWNED BY EACH PERSON WITH B AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9	
BENEFICIALLY OWNED BY EACH PERSON WITH B AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9	
EACH 7 REPORTING -0- REPORTING 8 PERSON WITH 8 42,442 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9	
EACH 7 REPORTING -0- PERSON WITH 8 42,442 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9	
REPORTING       -0-         PERSON WITH       SHARED DISPOSITIVE POWER         42,442       42,442         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9	
REPORTING       SHARED DISPOSITIVE POWER         PERSON WITH       8         42,442       42,442         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       9	
42,442 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9	
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	
10 CERTAIN SHARES (See Instructions)	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11	
0.0% TYPE OF REPORTING PERSON (See Instructions)	
12	
IA, 00	
Page 12 of 40 Pages	

13G

1	NAMES OF R	EPORTING	PERSONS
T	<b>Farallon Partn</b>	ers, L.L.C.	
	CHECK THE	APPROPRIA	ATE BOX IF A MEMBER OF A GROUP (See Instructions)
2		**	<ul> <li>(a) [ ]</li> <li>(b) [X]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% 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.</li> </ul>
3	SEC USE ONI	LY .	
	CITIZENSHI	P OR PLACE	E OF ORGANIZATION
4	Delaware		
		_	SOLE VOTING POWER
NUM	BER OF	5	-0-
SH	ARES		SHARED VOTING POWER
	ICIALLY	6	
OWN	ED BY		4,810,128
EA	АСН	7	SOLE DISPOSITIVE POWER
	-	,	-0-
-	RTING		SHARED DISPOSITIVE POWER
PERSU	N WITH	8	4,810,128
	AGGREGATE	AMOUNT	4,010,120 BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	4,810,128		
		IE AGGREG	GATE AMOUNT IN ROW (9) EXCLUDES
10	CERTAIN SH		
10			[]
	PERCENT OF	CLASS REI	PRESENTED BY AMOUNT IN ROW (9)
11	5.0%		
		PORTING PH	ERSON (See Instructions)
12			
14	00		

Page 13 of 40 Pages

1	NAMES OF REPORTING PERSONS					
T	Farallon AA (	GP, L.L.C.				
	CHECK THE	E APPROPRIA	TE BOX IF A MEMBER OF A GROUP (See Instructions)			
2		**	(a) [ ] (b) [ X ]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.19 of the class of securities. The reporting person on this cover page, however, is a beneficial owne only of the securities reported by it on this cover page.			
3	SEC USE ON	LY				
_	CITIZENSHI	P OR PLACE	OF ORGANIZATION			
4	Delaware					
		_	SOLE VOTING POWER			
NUMI	BER OF	5	-0-			
SH	ARES _		SHARED VOTING POWER			
	ICIALLY	6				
OWN	ED BY		379,958			
E/	A CH	7	SOLE DISPOSITIVE POWER			
EF	АСН	7	-0-			
REPO	RTING -		SHARED DISPOSITIVE POWER			
PERSO	N WITH	8				
		0	379,958			
9	AGGREGAT	E AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON			
	379,958					
			ATE AMOUNT IN ROW (9) EXCLUDES			
10	CERTAIN SH	IARES (See In	structions)			
14	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	0.4%					
		PORTING PE	RSON (See Instructions)			
	OF RD					
12						

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1	NAMES OF REPORTING PERSONS					
T	Farallon Instit	utional (GP) V, I	L.L.C.			
2	CHECK THE	APPROPRIATI	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1 of the class of securities. The reporting person on this cover page, however, is a beneficial own			
3	SEC USE ONL	.Y	only of the securities reported by it on this cover page.			
	CITIZENSHIP	POR PLACE O	FORGANIZATION			
4	Delaware					
NUMI	BER OF	5	SOLE VOTING POWER			
BENEF	ARES ICIALLY IED BY	6	SHARED VOTING POWER 139,822			
EA	АСН	7	SOLE DISPOSITIVE POWER			
	RTING ON WITH	8	SHARED DISPOSITIVE POWER 139,822			
9	AGGREGATE 139,822	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK IF TH	IE AGGREGAT ARES (See Instr	TE AMOUNT IN ROW (9) EXCLUDES ructions) [ ]			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1%					
12	0.1% TYPE OF REPORTING PERSON (See Instructions) OO					

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1	NAMES OF REPORTING PERSONS				
T	Farallon F5 (O				
	CHECK THE	E APPROPRIA	TE BOX IF A MEMBER OF A GROUP (See Instructions)		
2		**	<ul> <li>(a) [ ]</li> <li>(b) [ X ]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% of the class of securities. The reporting person on this cover page, however, is a beneficial owne only of the securities reported by it on this cover page.</li> </ul>		
3	SEC USE ON	LY			
	CITIZENSHI	P OR PLACE	OF ORGANIZATION		
4	Delaware				
		_	SOLE VOTING POWER		
NUMI	BER OF	5	-0-		
SH	ARES _		SHARED VOTING POWER		
-	ICIALLY	6			
OWN	ED BY		65,999		
Б		7	SOLE DISPOSITIVE POWER		
EF	АСН	7	-0-		
REPO	RTING		SHARED DISPOSITIVE POWER		
PERSO	N WITH	8			
			65,999		
9	AGGREGAT	E AMOUNT B	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
3	65,999				
			ATE AMOUNT IN ROW (9) EXCLUDES		
10	<b>CERTAIN SHARES (See Inst</b>				
10			[ ]		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	0.1%				
		PORTING PF	RSON (See Instructions)		
12					
12					

Page 16 of 40 Pages

1	NAMES OF REPORTING PERSONS				
T	<b>Farallon Equit</b>	y Partners (GP),	, L.L.C.		
2	CHECK THE	APPROPRIATE	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1		
			of the class of securities. The reporting person on this cover page, however, is a beneficial own only of the securities reported by it on this cover page.		
3	SEC USE ONI	.Y	only of the securities reported by it on this cover page.		
_	CITIZENSHI	P OR PLACE OF	FORGANIZATION		
4	Delaware				
NUMI	BER OF	5	SOLE VOTING POWER		
BENEF	ARES ICIALLY IED BY	6	SHARED VOTING POWER 1,578,369		
EA	АСН	7	SOLE DISPOSITIVE POWER		
	ORTING ON WITH	8	SHARED DISPOSITIVE POWER 1,578,369		
9	AGGREGATE 1,578,369	AMOUNT BEN	NEFICIALLY OWNED BY EACH REPORTING PERSON		
10	CHECK IF TH	IE AGGREGAT ARES (See Instr	E AMOUNT IN ROW (9) EXCLUDES uctions) [ ]		
11	PERCENT OF	CLASS REPRE	ESENTED BY AMOUNT IN ROW (9)		
12	TYPE OF REP	PORTING PERS	SON (See Instructions)		

Page 17 of 40 Pages

1	NAMES OF REPORTING PERSONS				
-	Philip D. Drey				
	CHECK THE	APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)		
2		**	<ul> <li>(a) [ ]</li> <li>(b) [ X ]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1 of the class of securities. The reporting person on this cover page, however, is a beneficial own only of the securities reported by it on this cover page.</li> </ul>		
3	SEC USE ON	LY			
	CITIZENSHI	P OR PLACE O	FORGANIZATION		
4	United States				
		-	SOLE VOTING POWER		
NUME	BER OF	5	-0-		
BENEF	ARES ICIALLY ED BY	6	4,918,569		
EA	СН	7	SOLE DISPOSITIVE POWER -0-		
-	RTING N WITH	8	SHARED DISPOSITIVE POWER 4,918,569		
9	AGGREGATI 4,918,569	E AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON		
10		HE AGGREGAT IARES (See Instr	FE AMOUNT IN ROW (9) EXCLUDES ructions)		
10	0		[]		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
		PORTING PER	SON (See Instructions)		
12	I II L OF KE				

Page 18 of 40 Pages

1	NAMES OF REPORTING PERSONS					
L	Michael B. Fis	sch				
	CHECK THE	APPROPRIA	ATE BOX IF A MEMBER OF A GROUP (See Instructions)			
2		**	<ul> <li>(a) [ ]</li> <li>(b) [X]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% 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.</li> </ul>			
3	SEC USE ON	LY	only of the securities reported by it on this cover page.			
3						
4	CITIZENSHI	P OR PLACE	C OF ORGANIZATION			
4	<b>United States</b>					
			SOLE VOTING POWER			
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_	ARES FICIALLY	6	SHARED VOTING POWER			
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		_	SOLE DISPOSITIVE POWER			
E.	ACH	7				
REPO	DRTING -		-0- SHARED DISPOSITIVE POWER			
	ON WITH	8	SHARED DIST OSTITVE TOWER			
		_	4,918,569			
0	AGGREGAT	E AMOUNT I	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	4,918,569					
		HE AGGREG	ATE AMOUNT IN ROW (9) EXCLUDES			
10	CERTAIN SH		istructions)			
10	[]					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11						
	5.1%					
12	TYPE OF RE	PORTING PE	ERSON (See Instructions)			
14	IN					

Page 19 of 40 Pages

1	NAMES OF REPORTING PERSONS				
T	Richard B. Fi				
	CHECK THE	E APPROPRIA	TE BOX IF A MEMBER OF A GROUP (See Instructions)		
2		**	<ul> <li>(a) [ ]</li> <li>(b) [X]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% of the class of securities. The reporting person on this cover page, however, is a beneficial owne only of the securities reported by it on this cover page.</li> </ul>		
3	SEC USE ON	LY			
	CITIZENSH	IP OR PLACE	OF ORGANIZATION		
4	United States				
		-	SOLE VOTING POWER		
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SHA	ARES -		SHARED VOTING POWER		
	ICIALLY	6			
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PERSU		8	4,918,569		
	AGGREGAT	E AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON		
9					
	4,918,569				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
10		,	, []		
11	PERCENI U	F CLASS REP	RESENTED BY AMOUNT IN ROW (9)		
11	5.1%				
10	TYPE OF RE	PORTING PE	RSON (See Instructions)		
12	IN				

Page 20 of 40 Pages

1	NAMES OF REPORTING PERSONS					
I	David T. Kim					
	CHECK THE	APPROPRIA	TE BOX IF A MEMBER OF A GROUP (See Instructions)			
2		**	<ul> <li>(a) [ ]</li> <li>(b) [ X ]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% of the class of securities. The reporting person on this cover page, however, is a beneficial owner solution of the other securities.</li> </ul>			
	SEC USE ON	IV	only of the securities reported by it on this cover page.			
3	SEC USE UN	LI				
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4	United States					
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DEDO			-0-			
-	ORTING ON WITH	8	SHARED DISPOSITIVE POWER			
I LIKOC		0	4,918,569			
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9						
	4,918,569					
			ATE AMOUNT IN ROW (9) EXCLUDES			
10	CERTAIN SH	ARES (See Ins	( )			
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11						
	5.1%					
12	TYPE OF RE	PORTING PE	RSON (See Instructions)			
14	IN					
			Page 21 of 40 Pages			

1	NAMES OF REPORTING PERSONS				
L	Monica R. Lar	ıdry			
	CHECK THE	APPROPRIAT	TE BOX IF A MEMBER OF A GROUP (See Instructions)		
2		**	<ul> <li>(a) [ ]</li> <li>(b) [X]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% of the class of securities. The reporting person on this cover page, however, is a beneficial owner</li> </ul>		
	CEC LICE ON	X7	only of the securities reported by it on this cover page.		
3	SEC USE ONI	Δ <b>Υ</b>			
	CITIZENSHII	P OR PLACE (	OF ORGANIZATION		
4	United States				
		_	SOLE VOTING POWER		
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SH	ARES		-U- SHARED VOTING POWER		
	TICIALLY	6			
OWN	NED BY	Ũ	4,918,569		
		-	SOLE DISPOSITIVE POWER		
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REPO	ORTING -		SHARED DISPOSITIVE POWER		
PERSC	ON WITH	8			
		_	4,918,569		
Δ	AGGREGATE	AMOUNT BE	ENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	4,918,569				
		IE AGGREGA	TE AMOUNT IN ROW (9) EXCLUDES		
10	CERTAIN SH		tructions)		
10			[]		
	PERCENT OF	CLASS REPR	RESENTED BY AMOUNT IN ROW (9)		
11	5.1%				
4.0	TYPE OF REI	PORTING PEF	RSON (See Instructions)		
12	IN				
	111				
			Page 22 of 40 Pages		

13G

1	NAMES OF REPORTING PERSONS					
I	Michael G. Li	nn				
	CHECK THE	APPROPRIA	TE BOX IF A MEMBER OF A GROUP (See Instructions)			
2		**	(a) [ ] (b) [ X ]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% 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 ON	LY				
	CITIZENSHI	P OR PLACE	OF ORGANIZATION			
4	United States					
		_	SOLE VOTING POWER			
NUMB	BER OF	5	-0-			
SHA	ARES		SHARED VOTING POWER			
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OWN	ED BY		4,918,569 SOLE DISPOSITIVE POWER			
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REPOI PERSO	N WITH	8	SHARED DISPOSITIVE POWER			
		U	4,918,569			
0	AGGREGATI	E AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	4,918,569					
		HE AGGREG	ATE AMOUNT IN ROW (9) EXCLUDES			
10	CERTAIN SH		structions)			
10	[]					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	5.1%					
		PORTING PE	RSON (See Instructions)			
12						
	IN					

Page 23 of 40 Pages

NAMES OF	NAMES OF REPORTING PERSONS				
⊥ Ravi K. Paio	lipaty				
CHECK TH	E APPROPRIA	ATE BOX IF A MEMBER OF A GROUP (See Instructions)			
2	**	of the class of securities. The reporting person on this cover page, however, is a beneficial owne			
SEC USE O	NIV	only of the securities reported by it on this cover page.			
$3 \qquad SEC USE O$					
	HIP OR PLACE	E OF ORGANIZATION			
4 United State	S				
	_	SOLE VOTING POWER			
NUMBER OF	5	-0-			
SHARES		-u- SHARED VOTING POWER			
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EACH	7	SOLE DISPOSITIVE POWER			
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REPORTING		SHARED DISPOSITIVE POWER			
PERSON WITH	8				
ACCDECA		4,918,569 BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9 AGGREGA		DENEFICIALLI OWNED DI EACH REPORTING PERSON			
4,918,569					
ODDTAIN O		GATE AMOUNT IN ROW (9) EXCLUDES			
10 CERTAINS	HARES (See Ir	istructions) [ ]			
PERCENT	OF CLASS REI	PRESENTED BY AMOUNT IN ROW (9)			
11					
5.1%	EDODTING DI	ERSON (See Instructions)			
12	LFUKIING PI				
IN					

Page 24 of 40 Pages

Rajiv A. Patel         CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)         (a) [ ]         (b) [X]**	NAMES (	NAMES OF REPORTING PERSONS					
2 ** ** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% of the class of securities. The reporting person on this cover page, however, is a beneficial owne only of the securities reported by it on this cover page. 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER SOLE VOTING POWER SOLE VOTING POWER SHARES SHARES SHARED VOTING POWER SOLE DISPOSITIVE POWER EACH 7 -0- REPORTING SHARED DISPOSITIVE POWER PERSON WITH 8 4,918,569 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,918,569 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,918,569 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1% TYPE OF REPORTING PERSON (See Instructions)		Patel					
2 ** (b) [X]** (b) [X]** (c) [X]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% 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  CITIZENSHIP OR PLACE OF ORGANIZATION CITIZENSHIP OR PLACE OF ORGANIZATION United States  SOLE VOTING POWER  NUMBER OF 5 -0- SHARES 6 SHARED VOTING POWER BENEFICIALLY 6 4.918,569  EACH 7 -0- REPORTING PERSON WITH 8 4.918,569  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 4.918,569  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  I PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  12							
only of the securities reported by it on this cover page.         3       SEC USE ONLY         CITIZENSHIP OR PLACE OF ORGANIZATION United States         OUTON PLACE OF ORGANIZATION United States         SOLE VOTING POWER         SOLE VOTING POWER         SHARED         SOLE VOTING POWER         SOLE VOTING POWER         BENEFICIALLY         0       AGGREGATE AMOUNT DISPOSITIVE POWER         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9         AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)         I         I         PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         5.1%         TYPE OF REPORTING PERSON (See Instructions)	2	**	(b) [ X ]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1%				
3 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER SOLE VOTING POWER SHARES BENEFICIALLY 0 0 0 0 0 0 0 0 0 0 0 0 0							
4       United States         NUMBER OF       5         SHARES       6         BENEFICIALLY       6         4.918,569       SOLE DISPOSITIVE POWER         EACH       7         REPORTING       8         PERSON WITH       8         4.918,569       -0-         REPORTING       SHARED DISPOSITIVE POWER         4.918,569       -0-         REPORTING       8         4.918,569       -0-         REPORTING       8         -0-       -0-         REPORTING       9         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         -0-       -0-         REPORTING       8         4.918,569	3 SEC USE	ONLY					
United States         SOLE VOTING POWER         SOLE VOTING POWER         SHARES         SHARES         BENEFICIALLY         OWNED BY       4,918,569         EACH       7         OB       SOLE DISPOSITIVE POWER         EACH       7         OB       SHARED DISPOSITIVE POWER         REPORTING       SHARED DISPOSITIVE POWER         4,918,569       4,918,569         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES         CERTAIN SHARES (See Instructions)         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         5.1%       TYPE OF REPORTING PERSON (See Instructions)         12		SHIP OR PLACE	E OF ORGANIZATION				
NUMBER OF         5         -0-           SHARES BENEFICIALLY OWNED BY         6         SHARED VOTING POWER           FACH         7         -0-           REPORTING PERSON WITH         8         SHARED DISPOSITIVE POWER           4,918,569         -0-           REPORTING PERSON WITH         8         -0-           10         -0-         -0-           2000000000000000000000000000000000000		ates					
-0-           SHARES         SHARED VOTING POWER           BENEFICIALLY         6         4,918,569           OWNED BY         4,918,569         SOLE DISPOSITIVE POWER           EACH         7         -0-           REPORTING         SHARED DISPOSITIVE POWER         SHARED DISPOSITIVE POWER           PERSON WITH         8         4,918,569		-	SOLE VOTING POWER				
SHARES       SHARED VOTING POWER         BENEFICIALLY OWNED BY       6       4,918,569         EACH       7       -0-         REPORTING PERSON WITH       8       SHARED DISPOSITIVE POWER         4,918,569       -0-         REPORTING PERSON WITH       8       SHARED DISPOSITIVE POWER         4,918,569       -0-         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       -0-         9       -0-       -0-         4,918,569       -0-       -0-         9       -0-       -0-       -0-         10       -0-       -0-       -0-         9       -0-       -0-       -0-       -0-         10       -0-       -0-       -0-       -0-         10       -0-       -0-       -0-       -0-         11       -0-       -0-       -0-       -0-         12       -0-       -0-       -0-       -0-         12       -0-       -0-       -0-       -0-         12       -0-       -0-       -0-       -0-       -0-         13       -0-       -0-       -0-       -0-       -0-       -0-         <	NUMBER OF	5	-0-				
OWNED BY       4,918,569         SOLE DISPOSITIVE POWER         EACH       7         -0-         REPORTING       SHARED DISPOSITIVE POWER         PERSON WITH       8         4,918,569       4,918,569         AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9       4,918,569         4,918,569	SHARES						
EACH 7 O- PERSON WITH 8 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,918,569 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,918,569 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1% TYPE OF REPORTING PERSON (See Instructions)		6	4,918,569				
REPORTING PERSON WITH         -0-           SHARED DISPOSITIVE POWER         SHARED DISPOSITIVE POWER           4,918,569         4,918,569           AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         4,918,569           10         CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)         [ ]           11         PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         [ ]           12         TYPE OF REPORTING PERSON (See Instructions)         [ ]							
REPORTING PERSON WITH       SHARED DISPOSITIVE POWER         8       4,918,569         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         4,918,569       4,918,569         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)         11       FRECENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         5.1%       TYPE OF REPORTING PERSON (See Instructions)	EACH	7					
PERSON WITH       8         4,918,569       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9       4,918,569         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)         []]       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         11       5.1%         12       TYPE OF REPORTING PERSON (See Instructions)	REPORTING						
9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         4,918,569       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES         11       []]         PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         5.1%         TYPE OF REPORTING PERSON (See Instructions)         TYPE OF REPORTING PERSON (See Instructions)	PERSON WITH	8					
9       4,918,569         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)         []]       []]         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         5.1%							
4,918,569         10       CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)         []]         11         PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         5.1%         TYPE OF REPORTING PERSON (See Instructions)	AGGREC <b>9</b>	GATE AMOUNT I	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10       CERTAIN SHARES (See Instructions)       []]         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         5.1%	4,918,569						
10       []         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         5.1%	CEDTAD						
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1% TYPE OF REPORTING PERSON (See Instructions) 12	10  CERTAIN	N SHARES (See II					
11 5.1% TYPE OF REPORTING PERSON (See Instructions) 12							
12 5.1% TYPE OF REPORTING PERSON (See Instructions)	PERCEN	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
TYPE OF REPORTING PERSON (See Instructions)							
	TYPE OF	<b>REPORTING PI</b>	ERSON (See Instructions)				
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	IN						

Page 25 of 40 Pages

1	NAMES OF REPORTING PERSONS				
T	Thomas G. Roberts, Jr.				
	CHECK THE	APPROPRIA	ATE BOX IF A MEMBER OF A GROUP (See Instructions)		
2		**	<ul> <li>(a) [ ]</li> <li>(b) [X]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% of the class of securities. The reporting person on this cover page, however, is a beneficial owne only of the securities reported by it on this cover page.</li> </ul>		
3	SEC USE ONI	У			
4	CITIZENSHI	P OR PLACE	OF ORGANIZATION		
4	United States				
		-	SOLE VOTING POWER		
NUMI	BER OF	5	-0-		
SHA	ARES —		SHARED VOTING POWER		
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9			SENEFICIALLY OWNED BY EACH REPORTING PERSON		
	4,918,569	E ACODEC			
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
10					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	5.1%				
	TYPE OF REPORTING PERSON (See Instructions)				
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	IN				

Page 26 of 40 Pages

2 3 SEC USE ONLY	APPROPRIA ** Y	ATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% 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. COF ORGANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER 4,918,569 SOLE DISPOSITIVE POWER		
2 3 SEC USE ONLY CITIZENSHIP 4 United States SHARES BENEFICIALLY OWNED BY EACH REPORTING	** or place 5 6	<ul> <li>(a) [ ]</li> <li>(b) [X]**</li> <li>The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% 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.</li> <li>E OF ORGANIZATION</li> <li>SOLE VOTING POWER</li> <li>-0-</li> <li>SHARED VOTING POWER</li> <li>4,918,569</li> </ul>		
3 SEC USE ONLY CITIZENSHIP United States NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	y or place 5 6	(b) [X]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.1% 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.  E OF ORGANIZATION SOLE VOTING POWER -0- SHARED VOTING POWER 4,918,569		
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Page 27 of 40 Pages

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			Page 28 of 40 Pages		

1	NAMES OF I	REPORTING I	PERSONS		
Ŧ	John R. Warren				
	CHECK THE	E APPROPRIA	TE BOX IF A MEMBER OF A GROUP (See Instructions)		
2		**	(a) [ ] (b) [ X ]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.19 of the class of securities. The reporting person on this cover page, however, is a beneficial owne only of the securities reported by it on this cover page.		
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Page 29 of 40 Pages

1	NAMES OF REPORTING PERSONS				
T	Mark C. Wehrly				
	CHECK THE	APPROPRIAT	FE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]		
2		**	(a) [ ] (b) [ X ]** The reporting persons making this filing hold an aggregate of 4,918,569 Shares, which is 5.19 of the class of securities. The reporting person on this cover page, however, is a beneficial owne only of the securities reported by it on this cover page.		
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<u>Item 1</u>.

Issuer

(a) <u>Name of Issuer</u>:

Westinghouse Air Brake Technologies Corporation (the "Company")

(b) <u>Address of Issuer's Principal Executive Offices</u>:

1001 Air Brake Avenue Wilmerding, PA 15148

Item 2. Identity and Background

# Title of Class of Securities and CUSIP Number (Items 2(d) and (e))

This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 929740108.

Name of Persons Filing, Address of Principal Business Office and Citizenship (Items 2(a), (b) and (c))

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 ("<u>FCP</u>"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("<u>FCIP</u>"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("<u>FCIP II</u>"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("<u>FCIP III</u>"), with respect to the Shares held by it;
- (v) Farallon Capital Institutional Partners V, L.P., a Delaware limited partnership ("<u>FCIP V</u>"), with respect to the Shares held by it;
- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("<u>FCOI II</u>"), with respect to the Shares held by it;
- (vii) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership ("<u>FCAMI</u>"), with respect to the Shares held by it;

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- (viii) Farallon Capital AA Investors, L.P., a Delaware limited partnership ("FCAAI"), with respect to the Shares held by it;
- (ix) Farallon Capital F5 Master I, L.P., a Cayman Islands exempted limited partnership ("<u>F5MI</u>"), with respect to the Shares held by it; and
- (x) Farallon Equity Partners Master, L.P., a Cayman Islands exempted limited partnership ("<u>FEPM</u>"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, FCIP V, FCOI II, FCAMI, FCAAI, F5MI and FEPM are together referred to herein as the "Farallon Funds."

# The Management Company

(xi) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "<u>Management Company</u>"), with respect to the Shares held by one or more accounts (the "<u>Managed Accounts</u>"), each as managed by the Management Company.

# The Farallon General Partner

(xii) Farallon Partners, L.L.C., a Delaware limited liability company (the "<u>Farallon General Partner</u>"), which is (i) the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and (ii) the sole member of the FCAAI General Partner, the FCIP V General Partner and the FEPM General Partner each (as defined below), with respect to the Shares held by each of the Farallon Funds other than F5MI.

# The FCAAI General Partner

(xiii) Farallon AA GP, L.L.C., a Delaware limited liability company (the "<u>FCAAI General Partner</u>"), which is the general partner of FCAAI, with respect to the Shares held by FCAAI.

# The FCIP V General Partner

(xiv) Farallon Institutional (GP) V, L.L.C., a Delaware limited liability company (the "<u>FCIP V General Partner</u>"), which is the general partner of FCIP V, with respect to the Shares held by FCIP V.

#### The F5MI General Partner

(xv) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the "<u>F5MI General Partner</u>"), which is the general partner of F5MI, with respect to the Shares held by F5MI.

The FEPM General Partner

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(xvi) Farallon Equity Partners (GP), L.L.C., a Delaware limited liability company (the "<u>FEPM General Partner</u>"), which is the general partner of FEPM, with respect to the Shares held by FEPM.

## The Farallon Individual Reporting Persons

(i) The following persons, each of whom is a managing member of both the Farallon General Partner and the Management Company, a manager or senior manager, as the case may be, of the FCAAI General Partner, the FCIP V General Partner and the FEPM General Partner, and a director and/or officer of the general partner of the sole member of the F5MI General Partner, with respect to the Shares held by the Farallon Funds and the Managed Accounts: Philip D. Dreyfuss ("<u>Dreyfuss</u>"), Michael B. Fisch ("<u>Fisch</u>"), Richard B. Fried ("<u>Fried</u>"), David T. Kim ("<u>Kim</u>"), Monica R. Landry ("<u>Landry</u>"), Michael G. Linn ("<u>Linn</u>"), Ravi K. Paidipaty ("<u>Paidipaty</u>"), Rajiv A. Patel ("<u>Patel</u>"), Thomas G. Roberts, Jr. ("<u>Roberts</u>"), William Seybold ("<u>Seybold</u>"), Andrew J. M. Spokes ("<u>Spokes</u>"), John R. Warren ("<u>Warren</u>") and Mark C. Wehrly ("<u>Wehrly</u>").

Dreyfuss, Fisch, Fried, Kim, Landry, Linn, Paidipaty, Patel, Roberts, Seybold, Spokes, Warren and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

The citizenship of each of the Farallon Funds, the Management Company, the Farallon General Partner, the FCAAI General Partner, the FCIP V General Partner, the F5MI General Partner and the FEPM General Partner is set forth above. Each of the Farallon Individual Reporting Persons, other than Spokes, is a citizen of the United States. Spokes is a citizen of the United Kingdom. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

 Item 3.
 If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is an Entity

 Specified in (a) - (k):
 Not applicable.

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon 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 a beneficial owner of all such Shares owned by the Managed Accounts. The Farallon General Partner, as general partner of the Farallon Funds other

Page 33 of 40 Pages

than F5MI and the sole member of each of the FCAAI General Partner, the FCIP V General Partner and the FEPM General Partner, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds other than F5MI. The FCAAI General Partner, as general partner of FCAAI, may be deemed to be a beneficial owner of all such Shares owned by FCAAI. The FCIP V General Partner, as general partner of FCIP V, may be deemed to be a beneficial owner of all such Shares owned by FCIP V. The F5MI General Partner, as general partner of F5MI, may be deemed to be a beneficial owner of all such Shares owned by F5MI. The FEPM General Partner, as general partner of FEPM, may be deemed to be a beneficial owner of all such Shares owned by FEPM. Each of the Farallon Individual Reporting Persons, as a managing member of both the Farallon General Partner and the Management Company and a manager or senior manager, as the case may be, of the FCAAI General Partner, the FCIP V General Partner and the FEPM General Partner, and a director and/or officer of the general partner of the sole member of the F5MI General Partner, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds and the Managed Accounts. **Each of the Management Company, the Farallon General Partner, the the FCAAI General Partner, FCIP V General Partner, the F5MI General Partner, the FEPM General Partner and the Farallon General Partner, the the FCAAI General Partner, FCIP V General Partner, the F5MI General Partner, the FEPM General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.** 

<u>ltem 5</u> .		Ownership of Five Percent or Less of a Class
	Not applicable.	
<u>ltem 6</u> .		Ownership of More than Five Percent on Behalf of Another Person
	Not applicable.	
<u>Item 7</u> . Compar	1 <u>y or Control Per</u>	Identification and Classification of the Subsidiary Which Acquired the Security Being <u>Reported on by the Parent Holding</u> rson
<u>Item 8</u>	Not applicable	Identification and Classification of Members of the Group
Person a		Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting ting Persons neither disclaim nor affirm the existence of a group among them.
<u>ltem 9</u> .		Notice of Dissolution of Group
	Not applicable.	
<u>ltem 10</u> .		Certification
purpose		ow I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the ffect of changing or influencing the control of the issuer of the securities and were not acquired and are

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not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

#### **SIGNATURES**

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

Dated: November 22, 2017

<u>/s/ Monica R. Landry</u> FARALLON PARTNERS, L.L.C., On its own behalf and 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., FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and FARALLON CAPITAL (AM) INVESTORS, L.P. By Monica R. Landry, Managing Member

<u>/s/ Monica R. Landry</u> FARALLON CAPITAL MANAGEMENT, L.L.C. By Monica R. Landry, Managing Member

<u>/s/ Monica R. Landry</u> FARALLON INSTITUTIONAL (GP) V, L.L.C. On its own behalf and As the General Partner of FARALLON CAPITAL INSTITUTIONAL PARTNERS V, L.P. By Monica R. Landry, Manager

<u>/s/ Monica R. Landry</u> FARALLON AA GP, L.L.C., On its own behalf and As the General Partner of FARALLON CAPITAL AA INVESTORS, L.P. By Monica R. Landry, Manager

<u>/s/ Monica R. Landry</u> FARALLON F5 (GP), L.L.C. On its own behalf and As the General Partner of FARALLON CAPITAL F5 MASTER I, L.P. By Monica R. Landry, Authorized Signatory

<u>/s/ Monica R. Landry</u> FARALLON EQUITY PARTNERS (GP), L.L.C. On its own behalf and As the General Partner of

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# FARALLON EQUITY PARTNERS MASTER, L.P. By Monica R. Landry, Manager

# /s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of Philip D. Dreyfuss, Michael B. Fisch, Richard B. Fried, David T. Kim, Michael G. Linn, Ravi K. Paidipaty, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly

The Powers of Attorney executed by each of Fisch, Fried, Kim, Linn, Patel, Roberts, Spokes, Warren and Wehrly authorizing Landry to sign and file this Schedule 13G on his behalf, which were filed as exhibits to the Schedule 13D filed with the SEC on August 26, 2014 by such Reporting Persons with respect to the Common Stock of Town Sports International Holdings Inc., are hereby incorporated by reference.

The Powers of Attorney executed by each of Dreyfuss, Paidipaty and Seybold authorizing Landry to sign and file this Schedule 13G on his behalf, which were filed as exhibits to the Schedule 13G filed with the SEC on January 11, 2017 by such Reporting Persons with respect to the Common Stock of Sky Solar Holdings, Ltd., are hereby incorporated by reference.

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

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#### JOINT ACQUISITION STATEMENT <u>PURSUANT TO SECTION 240.13d-1(k)</u>

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G 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 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: November 22, 2017

<u>/s/ Monica R. Landry</u> FARALLON PARTNERS, L.L.C., On its own behalf and 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., FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and FARALLON CAPITAL (AM) INVESTORS, L.P. By Monica R. Landry, Managing Member

<u>/s/ Monica R. Landry</u> FARALLON CAPITAL MANAGEMENT, L.L.C. By Monica R. Landry, Managing Member

<u>/s/ Monica R. Landry</u> FARALLON INSTITUTIONAL (GP) V, L.L.C. On its own behalf and As the General Partner of FARALLON CAPITAL INSTITUTIONAL PARTNERS V, L.P. By Monica R. Landry, Manager

<u>/s/ Monica R. Landry</u> FARALLON AA GP, L.L.C., On its own behalf and As the General Partner of FARALLON CAPITAL AA INVESTORS, L.P.

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By Monica R. Landry, Manager

<u>/s/ Monica R. Landry</u> FARALLON F5 (GP), L.L.C. On its own behalf and As the General Partner of FARALLON CAPITAL F5 MASTER I, L.P. By Monica R. Landry, Authorized Signatory

<u>/s/ Monica R. Landry</u> FARALLON EQUITY PARTNERS (GP), L.L.C. On its own behalf and As the General Partner of FARALLON EQUITY PARTNERS MASTER, L.P. By Monica R. Landry, Manager

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of Philip D. Dreyfuss, Michael B. Fisch, Richard B. Fried, David T. Kim, Michael G. Linn, Ravi K. Paidipaty, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly

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