SERENA SOFTWARE INC Form SC 13D/A March 20, 2006

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OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Serena Software, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

817492101

(CUSIP Number)

Mark C. Wehrly
Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 1325
San Francisco, California 94111
(415) 421-2132

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 10, 2006

(Date of Event which Requires Filing of this Statement)

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

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

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

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 42 Pages

13D ______ CUSIP No. 817492101 ______ _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Noonday Asset Management, L.P. -----CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] * * 2 The reporting persons making this filing hold an aggregate of O Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. -----SEC USE ONLY SOURCE OF FUNDS (See Instructions) 4 00 _____ CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) _____ CITIZENSHIP OR PLACE OF ORGANIZATION Delaware -----SOLE VOTING POWER NUMBER OF _____

-	SHARES	8	SHARED VOTING POWER				
	NED BY	8	-0-				
	EACH	9	SOLE DISPOSITIVE POWER				
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1 111	COON WITH	1.0	SHARED DISPOSITIVE POWER				
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11	AGGREGATE AM	OUNT BENEF	CICIALLY OWNED BY EACH REPORTING	; PERSON			
	-0-						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []						
1.2	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	0.0%						
1 4	TYPE OF REPO	RTING PERS	GON (See Instructions)				
14	PN						

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CUSIP No. 817492101 -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Noonday G.P. (U.S.), L.L.C. _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. -----3 SEC USE ONLY

4	SOURCE OF F	UNDS (See	Instructions)
5	CHECK IF DI		F LEGAL PROCEEDINGS IS REQUIRED PURSUANT
6	CITIZENSHIP	OR PLACE	OF ORGANIZATION
NU	JMBER OF	7	SOLE VOTING POWER
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11	AGGREGATE AI	====== MOUNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON
12			E AMOUNT IN ROW (11) EXCLUDES nstructions) []
13	PERCENT OF 0	CLASS REPR	ESENTED BY AMOUNT IN ROW (11)
14	TYPE OF REP	ORTING PER	SON (See Instructions)
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CUSIP No. 817492101

NAMES OF REPORTING PERSONS

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

	Noonday Cap	ital, L.L ======	.C. 				
2	CHECK THE A	PPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**				
2	** The reporting persons making this filing ho aggregate of 0 Shares, which is 0.0% of the clasecurities. The reporting person on this cover however, may be deemed a beneficial owner only securities reported by it on this cover page.						
3	SEC USE ONL	====== Y					
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	EACH	9	SOLE DISPOSITIVE POWER				
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11	AGGREGATE A	====== MOUNT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON				
12			TE AMOUNT IN ROW (11) EXCLUDES Instructions) []				
13	PERCENT OF 0.0%	======= CLASS REP	======================================				
14	TYPE OF REP	 ORTING PE	RSON (See Instructions)				

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13D

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	====== o. 817492101 ======								
	NAMES OF RE								
1		I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) David I. Cohen							
	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** ** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.							
2	**								
3	SEC USE ONI	Y							
4	SOURCE OF F	UNDS (See	Instructions)						
5	CHECK IF DI		OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT) []						
6	CITIZENSHIP	CITIZENSHIP OR PLACE OF ORGANIZATION							
	United States								
		7	SOLE VOTING POWER						
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D	SHARES		SHARED VOTING POWER						
B.	ENEFICIALLY OWNED BY	8	-0-						
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,	REPORTING	9	-0-						
]	PERSON WITH	10	SHARED DISPOSITIVE POWER						
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11

	-0-
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	TYPE OF REPORTING PERSON (See Instructions)
	IN
	Page 5 of 42 Pages
	13D
CUSIP No. 8	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Saurabh K. Mittal
2	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 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.
3	SEC USE ONLY
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5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	CITIZENSHIP OR PLACE OF ORGANIZATION
6	India

SOLE VOTING POWER

NUMBER OF			-0-				
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I LIV	JON WIIII	1.0	SHARED DISPOSITIVE POWER				
		10	-0-				
11	AGGREGATE A	MOUNT BENEF	FICIALLY OWNED BY EACH REPORTING PERSON				
11	-0-						
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []					
13	PERCENT OF	CLASS REPRE	ESENTED BY AMOUNT IN ROW (11)				
13	0.0%						
1 4	TYPE OF REP	ORTING PERS	SON (See Instructions)				
T.4	IN						

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CUSIP No. 817492101 _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Noonday Capital Partners, L.L.C. -----CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** 2 The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. ______

3 SEC USE ONLY

4	SOURCE OF FUNDS (See Instructions)								
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	SHARES		SHARED VOTING POWER						
	FICIALLY NED BY	8	-0-						
	EACH		SOLE DISPOSITIVE POWER						
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PER	SON WITH	ERSON WITH		SHARED DISPOSITIVE POWER					
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	AGGREGATE	AMOUNT BENI	EFICIALLY OWNED BY EACH REPORTING PERSON						
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12	CHECK IF T	HE AGGREGAT	FE AMOUNT IN ROW (11) EXCLUDES						
	CERIAIN SHA	(see .	Instructions) []						
13	PERCENT OF	CLASS REPI	RESENTED BY AMOUNT IN ROW (11)						
Τ Ͻ	0.0%								
1 /	TYPE OF REI	PORTING PE	RSON (See Instructions)						
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CUSIP No. 817492101

1	NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)								
	Farallon C	Farallon Capital Partners, L.P.							
2	CHECK THE	====== APPROPRIAT	TE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**						
2	**	** The reporting persons making this filing hold as aggregate of 0 Shares, which is 0.0% 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							
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5	CHECK IF D TO ITEMS 2		OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT ()						
6	CITIZENSHI	P OR PLACE	OF ORGANIZATION						
Ü	California								
			SOLE VOTING POWER						
1	NUMBER OF	7	-0-						
	SHARES NEFICIALLY DWNED BY	8	SHARED VOTING POWER -0-						
	EACH	9	SOLE DISPOSITIVE POWER						
	REPORTING		-0-						
PI	CRSON WITH		SHARED DISPOSITIVE POWER						
			-0-						
11	AGGREGATE	AMOUNT BEN	EFICIALLY OWNED BY EACH REPORTING PERSON						
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12		HE AGGREGA	TE AMOUNT IN ROW (11) EXCLUDES Instructions) []						
	PERCENT OF	 CLASS REP	RESENTED BY AMOUNT IN ROW (11)						
13	0.0%								
	TYPE OF RE	PORTING PE	RSON (See Instructions)						
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USIP No.	====== 817492101 ======						
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1	NAMES OF REE		ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Farallon Cap	oital Ins	titutional Partners, L.P.				
2	CHECK THE AE	PROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**				
2	** The reporting persons making this filing hold aggregate of 0 Shares, which is 0.0% of the class securities. The reporting person on this cover pag however, is a beneficial owner only of the securiti reported by it on this cover page.						
3	SEC USE ONLY	 (
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	CITIZENSHIP OR PLACE OF ORGANIZATION						
6	California						
	=======		SOLE VOTING POWER				
NUI	MBER OF	7	-0-				
	HARES		SHARED VOTING POWER				
BENEFICIALLY OWNED BY		8	-0-				
]	EACH		SOLE DISPOSITIVE POWER				
	PORTING	9	-0-				
PER:	SON WITH -	10	SHARED DISPOSITIVE POWER				
		±0	-0-				

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	TYPE OF REPORTING PERSON (See Instructions) PN
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	13D
CUSIP No.	======================================
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Institutional Partners II, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] **
2	** The reporting persons making this filing hold a aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page however, is a beneficial owner only of the securities reported by it on this cover page.
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions) WC
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []
6	CITIZENSHIP OR PLACE OF ORGANIZATION California

		7	SOLE VOTING POWER				
NUMBER OF		/	-0-				
-	HARES	8	SHARED VOTING POWER				
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	EACH	9	SOLE DISPOSITIVE POWER				
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12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []						
1.0	PERCENT OF		RESENTED BY AMOUNT IN ROW (11)				
13	0.0%						
1 4	TYPE OF REP	ORTING PE	RSON (See Instructions)				

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CUSIP No. 817492101

NAMES OF REPORTING PERSONS

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

Farallon Capital Institutional Partners III, L.P.

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

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

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3	SEC USE ONLY				
4	SOURCE OF FUNDS (See Instructions) WC				
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []				
6	CITIZENSHIP Delaware	OR PLACE	OF ORGANIZATION		
NUM	BER OF	7	SOLE VOTING POWER		
BENEF	SHARES BENEFICIALLY OWNED BY		SHARED VOTING POWER		
REP	EACH REPORTING		SOLE DISPOSITIVE POWER -0-		
PERS	ON WITH -	10	SHARED DISPOSITIVE POWER		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 0.0%				
14	TYPE OF REPORTING PERSON (See Instructions) PN				

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CUSIP No. 817492101

1	NAMES OF R		ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY)			
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	=======		E BOX IF A MEMBER OF A GROUP (See Instructions)			
	ondon ind		(a) [] (b) [X]**			
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	REPORTING	9	-0-			
PE	CRSON WITH		SHARED DISPOSITIVE POWER			
		10	-0-			
	AGGREGATE	====== AMOUNT BEN	======================================			
11	-0-					
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []				
	PERCENT OF	CLASS REP	RESENTED BY AMOUNT IN ROW (11)			
13	0.0%					
	TYPE OF RE	 PORTING PE	RSON (See Instructions)			
14						

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	817492101 ======					
		=======				
1	NAMES OF RE		ERSONS N NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Farallon Ca	pital Offs	shore Investors II, L.P.			
2	CHECK THE A	PPROPRIATI	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**			
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PE			SHARED DISPOSITIVE POWER			

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	Ç
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	-0-
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	TYPE OF REPORTING PERSON (See Instructions) PN
	Page 13 of 42 Pages
	13D
CUSIP No.	817492101
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	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 as aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page however, may be deemed a beneficial owner only of the securities reported by it on this cover page.
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []
6	CITIZENSHIP OR PLACE OF ORGANIZATION

	Delaware				
NUM	NUMBER OF		SOLE VOTING POWER		
BENEF	SHARES BENEFICIALLY OWNED BY		SHARED VOTING POWER		
REP	EACH REPORTING PERSON WITH -		SOLE DISPOSITIVE POWER -0-		
PERS			SHARED DISPOSITIVE POWER -0-		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-				
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []				
13	0.0%				
14	TYPE OF REPORTING PERSON (See Instructions) IA, 00				

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CUSIP No. 817492101

NAMES OF REPORTING PERSONS

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

Farallon Partners, L.L.C.

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

(a) []

(b) [X]**

2

** The reporting persons making this filing hold an

aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page,

however, may be deemed a beneficial owner only of the securities reported by it on this cover page. ------SEC USE ONLY _____ SOURCE OF FUNDS (See Instructions) _____ CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) -----CITIZENSHIP OR PLACE OF ORGANIZATION Delaware _____ SOLE VOTING POWER NUMBER OF -0-_____ SHARES SHARED VOTING POWER 8 BENEFICIALLY -0-OWNED BY _____ EACH SOLE DISPOSITIVE POWER 9 REPORTING -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) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 0.0% TYPE OF REPORTING PERSON (See Instructions) 14 00 _____

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CUSIP No. 817492101 _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Chun R. Ding 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 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. ------SEC USE ONLY _____ SOURCE OF FUNDS (See Instructions) AF, OO _____ CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) -----CITIZENSHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER 7 NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 8 OWNED BY -0-EACH SOLE DISPOSITIVE POWER 9 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 10 -0-_____ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 ______ CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) 12 -----PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 -----

TYPE OF REPORTING PERSON (See Instructions)

14

IN

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13D

			13D		
======================================					
1	NAMES OF REF		RESONS NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	William F. D	Ouhamel			
2	CHECK THE AF	PPROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**		
2	**	aggreg securi howeve	eporting persons making this filing hold an rate of 0 Shares, which is 0.0% of the class of ties. The reporting person on this cover page, er, may be deemed a beneficial owner only of the ties reported by it on this cover page.		
3	SEC USE ONLY	 <u>′</u>			
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5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
J	[]				
6	CITIZENSHIP	OR PLACE	OF ORGANIZATION		
0	United State	es			
		7	SOLE VOTING POWER		
NUN	NUMBER OF		-0- 		
SHARES BENEFICIALLY		8	SHARED VOTING POWER		
	OWNED BY		-0- 		
E	EACH	9	SOLE DISPOSITIVE POWER		
REPORTING PERSON WITH -			-0-		

SHARED DISPOSITIVE POWER

-0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

10

13 0.0%

14 IN -----

TYPE OF REPORTING PERSON (See Instructions)

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CUSIP No. 817492101

-0-

NAMES OF REPORTING PERSONS

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

Charles E. Ellwein

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

(a) []

(b) [X]**

* *

2

The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

AF, OO

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

CITIZENSHIP OR PLACE OF ORGANIZATION

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	EACH		SOLE DISPOSITIVE POWER
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12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []		
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14	IN		
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13D

CUSIP No. 817492101

NAMES OF REPORTING PERSONS

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

Richard B. Fried

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

(a) []

(b) [X]**

2

** The reporting persons making this filing hold an

aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3	SEC USE ONLY					
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 0.0%					
14	TYPE OF REPORTING PERSON (See Instructions) 4 IN					

Page 19 of 42 Pages

_____ CUSIP No. 817492101 ______ -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Monica R. Landry ------CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. _____ SEC USE ONLY SOURCE OF FUNDS (See Instructions) AF, OO _____ CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) -----CITIZENSHIP OR PLACE OF ORGANIZATION United States -----SOLE VOTING POWER 7 NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 8 OWNED BY -0-_____ EACH SOLE DISPOSITIVE POWER 9 -0-REPORTING PERSON WITH _____ SHARED DISPOSITIVE POWER 10 -0-AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES 12 CERTAIN SHARES (See Instructions) _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13

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William F. N	William F. Mellin			
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_____ CUSIP No. 817492101 ______ _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Stephen L. Millham -----CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] * * 2 The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. _____ 3 SEC USE ONLY _____ SOURCE OF FUNDS (See Instructions) AF, OO _____ CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

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CUSIP No. 817492101

NAMES OF REPORTING PERSONS

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

Jason E. Moment

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

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1	NAMES OF REPORTING PERSONS				
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Derek C. Schrier				
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1	NAMES OF RE		ERSONS N NO. OF ABOVE PERSONS (ENTITIE	S ONLY)			
	Mark C. Wehrly						

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

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This Amendment No. 1 to Schedule 13D amends the Schedule 13D initially filed on January 19, 2006 (collectively, with all amendments thereto, the "Schedule 13D")

Preliminary Note: As reported by the Company in its Form 8-K filed on March 16, 2006 with the Securities and Exchange Commission, on March 10, 2006, Spyglass Merger Corp. ("Spyglass") was merged with and into Serena Software, Inc. (the "Company") pursuant to the Agreement and Plan of Merger by and between the Company and Spyglass (the "Merger Agreement"), dated as of November 11, 2005. Pursuant to the terms of the Merger Agreement, all existing shares of the Company's common stock (the "Shares") were converted into the right to receive \$24.00 in cash.

Item 3. Source And Amount Of Funds And Other Consideration

Item 3 of the Schedule 13D is amended and supplemented as follows:

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

Entity	Shares Acquired	Approximate Net Investment Cost
Noonday Fund	4,500	\$106,300
FCP	105,300	\$2,487,472
FCIP	48,000	\$1,133,891
FCIP II	4,500	\$106 , 298
FCIP III	2,600	\$61 , 420
Tinicum	2,600	\$61 , 420
FCOI II	69,700	\$1,646,505
Managed Accounts	157,000	\$3,708,772

Item 5. Interest In Securities Of The Issuer

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

- (a) The Funds
 - (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Fund is incorporated herein by reference for each such Fund.
 - (c) The trade dates, number of Shares purchased, sold or disposed of and the price per Share (including commissions) for all purchases, sales and dispositions 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 such

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purchases were open market purchases and all of such dispositions were effected pursuant to the Merger Agreement.

- (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Funds as reported herein. The Noonday General Partner is the general partner of the Second Noonday Sub-adviser. The Noonday Individual Reporting Persons are managing members of both the First Noonday Sub-adviser and the Noonday General Partner. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.
- (e) As of March 10, 2006, the Reporting Persons are not the beneficial owners of any Shares.
- (b) 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.
 - (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 March 10, 2006, the Reporting Persons are not the beneficial owners of any Shares.

- (c) 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.
 - Each of the First Noonday Sub-adviser, the Second (d) 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 March 10, 2006, the Reporting Persons are not the beneficial owners of any Shares.
- (d) The Management Company
 - (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.
 - (c) The trade dates, number of Shares purchased, sold or disposed of and the price per Share (including commissions) for all purchases, sales and dispositions 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 such purchases were open market purchases and all of such dispositions were effected pursuant to the Merger Agreement.
 - (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

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Farallon Individual Reporting Persons are managing members of the Management Company.

- (e) As of March 10, 2006, the Reporting Persons are not the beneficial owners of any Shares.
- (e) The Farallon General Partner

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

- (c) None.
- (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all or certain of the Shares held by the Funds as reported herein. The 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 March 10, 2006, the Reporting Persons are not the beneficial owners of any Shares.
- (f) The Farallon Individual Reporting Persons
 - (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Individual Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.
 - (c) None.
 - (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner

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

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Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.

(e) As of March 10, 2006, the Reporting Persons are not the beneficial owners of any Shares.

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

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SIGNATURES

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

Dated: March 20, 2006

/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

NOONDAY G.P. (U.S.), L.L.C. 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
NOONDAY CAPITAL PARTNERS, L.L.C.
By Monica R. Landry,
Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C. By Monica R. Landry,

Managing Member

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/s/ Monica R. Landry

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

The Powers of Attorney executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Ding and Schrier authorizing Landry to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Powers of Attorney executed by Ellwein and Patel authorizing Landry to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13D on each person's behalf, which were filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing 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 Moment 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 January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference.

SCHEDULE A

NOONDAY CAPITAL PARTNERS, L.L.C.

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TRADE DATE	NO. OF SHARES PURCHASED (P) OR DISPOSED (D)	PRICE PER SHARE (\$)
1/19/2006 1/19/2006 1/19/2006 1/20/2006 1/20/2006	800 (P) 1,100 (P) 500 (P) 100 (P) 2,000 (P)	\$23.61 \$23.62 \$23.61 \$23.57 \$23.63
3/10/2006	44,000 (D)	\$24.00*

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SCHEDULE B

FARALLON CAPITAL PARTNERS, L.P.

NO. OF SHARES

^{*}Pursuant to the terms of the Merger Agreement (as described in the Preliminary Note), all existing Shares of the Company's common stock were converted into the right to receive \$24.00 in cash.

TRADE DATE	PURCHASE OR DISPOS		\$)
1/19/2006 1/19/2006	30,800 (F 12,800 (F	\$23.62	
1/19/2006 1/20/2006 1/20/2006	14,000 (F 600 (F 700 (F	\$23.57	
1/20/2006 1/20/2006 3/10/2006	22,300 (F 24,100 (F 881,800 (E	\$23.63	

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SCHEDULE C

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

NO. OF SHARES PURCHASED (P) PRICE
TRADE DATE OR DISPOSED (D) PER SHARE (\$)

^{*}Pursuant to the terms of the Merger Agreement (as described in the Preliminary Note), all existing Shares of the Company's common stock were converted into the right to receive \$24.00 in cash.

1/19/2006	14,000	(P)	\$23.61
1/19/2006	6,300	(P)	\$23.62
1/19/2006	5,900	(P)	\$23.62
1/20/2006	300	(P)	\$23.57
1/20/2006	300	(P)	\$23.57
1/20/2006	10,300	(P)	\$23.63
1/20/2006	10,900	(P)	\$23.63
3/10/2006	480,500	(D)	\$24.00*

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SCHEDULE D

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR DISPOSED (D)	PRICE PER SHARE (\$)
1/19/2006	1,700 (P)	\$23.61
1/19/2006	600 (P)	\$23.62
1/19/2006	800 (P)	\$23.62

^{*}Pursuant to the terms of the Merger Agreement (as described in the Preliminary Note), all existing Shares of the Company's common stock were converted into the right to receive \$24.00 in cash.

1/20/2006	700 (P)	\$23.63
1/20/2006	700 (P)	\$23.63
3/10/2006	88,000 (D)	\$24.00*

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SCHEDULE E

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

	NO. OF SHARES	
	PURCHASED (P)	PRICE
TRADE DATE	OR DISPOSED (D)	PER SHARE (\$)
1/19/2006	1,000 (P)	\$23.61
1/20/2006	700 (P)	\$23.63
1/20/2006	900 (P)	\$23.63
3/10/2006	56,900 (D)	\$24.00*

^{*}Pursuant to the terms of the Merger Agreement (as described in the Preliminary Note), all existing Shares of the Company's common stock were converted into the right to receive \$24.00 in cash.

*Pursuant to the terms of the Merger Agreement (as described in the Preliminary Note), all existing Shares of the Company's common stock were converted into the right to receive \$24.00 in cash.

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SCHEDULE F

TINICUM PARTNERS, L.P.

	NO. OF SHARES PURCHASED (P)	PRICE
TRADE DATE	OR DISPOSED (D)	PER SHARE (\$)
1/19/2006	100 (P)	\$23.61
1/19/2006	300 (P)	\$23.62
1/19/2006	200 (P)	\$23.61
1/19/2006	200 (P)	\$23.61
1/19/2006	300 (P)	\$23.61
1/19/2006	400 (P)	\$23.62
1/20/2006	400 (P)	\$23.63
1/20/2006	700 (P)	\$23.63
3/10/2006	27,000 (D)	\$24.00*

*Pursuant to the terms of the Merger Agreement (as described in the Preliminary Note), all existing Shares of the Company's common stock were converted into the right to receive \$24.00 in cash.

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SCHEDULE G

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

	NO. OF S PURCHA	SHARES ASED (P)	PRICE
TRADE DATE OR DISPOSED (D)		POSED (D)	PER SHARE (\$)
1/19/2006	20,200	(P)	\$23.61
1/19/2006	8,400	(P)	\$23.62
1/19/2006	9,100	(P)	\$23.62
1/20/2006	400	(P)	\$23.57
1/20/2006	500	(P)	\$23.57
1/20/2006	14,900	(P)	\$23.63
1/20/2006	16,200	(P)	\$23.63
3/10/2006	818,422	(D)	\$24.00*

*Pursuant to the terms of the Merger Agreement (as described in the Preliminary Note), all existing Shares of the Company's common stock were converted into the right to receive \$24.00 in cash.

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SCHEDULE H

FARALLON CAPITAL MANAGEMENT, L.L.C.

	NO. OF S	SHARES ASED (P)	PRICE	
TRADE DATE		POSED (D)	PER SHARE (\$;)
1/19/2006	41,700	(P)	\$23.61	
1/19/2006	17,500	(P)	\$23.62	
1/19/2006	19,000	(P)	\$23.62	
1/20/2006	1,000	(P)	\$23.57	
1/20/2006	1,000	(P)	\$23.57	
1/20/2006	31,400	(P)	\$23.63	
1/20/2006	34,000	(P)	\$23.63	
3/10/2006	1,291,671	(D)	\$24.00*	
1/19/2006	2,300	(P)	\$23.61	
1/19/2006	1,200	(P)	\$23.61	
1/19/2006	3,000	(P)	\$23.62	
1/20/2006	4,800	(P)	\$23.63	
1/20/2006	100	(P)	\$23.57	
3/10/2006	95 , 000	(D)	\$24.00*	

*Pursuant to the terms of the Merger Agreement (as described in the Preliminary Note), all existing Shares of the Company's common stock were converted into the right to receive \$24.00 in cash.

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