

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

LIGAND PHARMACEUTICALS INC
Form SC 13G
November 08, 2004

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 13G

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

Ligand Pharmaceuticals Incorporated

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

53220K207

(CUSIP Number)

October 28, 2004

(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).

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

(Continued on following pages)
Page 1 of 31 Pages
Exhibit Index Found on Page 30

13G

CUSIP No. 53220K207

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

Farallon Capital Partners, L.P.

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

2 ** The reporting persons making this filing may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION
4 California

SOLE VOTING POWER
5 -0-
SHARED VOTING POWER
6 980,361 [See Preliminary Note]
SOLE DISPOSITIVE POWER
7 -0-
SHARED DISPOSITIVE POWER
8 980,361 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9 980,361 [See Preliminary Note]

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
10 []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

1.3% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)
PN

Page 2 of 31 Pages

13G

CUSIP No. 53220K207

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

Farallon Capital Institutional Partners, L.P.

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

2 ** The reporting persons making this filing may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

5 SOLE VOTING POWER
NUMBER OF -0-
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER
860,008 [See Preliminary Note]
7 SOLE DISPOSITIVE POWER
-0-
8 SHARED DISPOSITIVE POWER
860,008 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
860,008 [See Preliminary Note]

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

10 CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.2% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)
PN

Page 3 of 31 Pages

13G

=====
CUSIP No. 53220K207
=====

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 may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		146,923 [See Preliminary Note]
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH		-0-

	8	SHARED DISPOSITIVE POWER
		146,923[See Preliminary Note]

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 146,923 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions) PN

Page 4 of 31 Pages

13G

=====
CUSIP No. 53220K207
=====

1 NAMES OF REPORTING PERSONS
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]**

2 ** The reporting persons making this filing may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 110,111 [See Preliminary Note]

7 SOLE DISPOSITIVE POWER
EACH REPORTING -0-

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

PERSON WITH -----
 SHARED DISPOSITIVE POWER
 8
 110,111 [See Preliminary Note]

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 110,111 [See Preliminary Note]

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (See Instructions) []

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.1 % [See Preliminary Note]

 12 TYPE OF REPORTING PERSON (See Instructions)
 PN

Page 5 of 31 Pages

13G

=====
 CUSIP No. 53220K207
 =====

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

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a) []
 (b) [X]**
 2 ** The reporting persons making this filing may be
 deemed the beneficial owner of an aggregate of
 4,113,427 Shares, which is 5.3% of the class of
 securities. The reporting person on this cover page,
 however, may be deemed the beneficial owner only of
 the securities reported by it on this cover page.
 [See Preliminary Note]

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 New York

 5 SOLE VOTING POWER
 NUMBER OF -0-

 SHARES SHARED VOTING POWER
 BENEFICIALLY 6

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

OWNED BY 37,988 [See Preliminary Note]

 EACH 7 SOLE DISPOSITIVE POWER
 REPORTING -0-
 PERSON WITH -----
 8 SHARED DISPOSITIVE POWER
 37,988 [See Preliminary Note]

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 37,988 [See Preliminary Note]

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (See Instructions) []

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.1% [See Preliminary Note]

 12 TYPE OF REPORTING PERSON (See Instructions)
 PN

13G

=====
 CUSIP No. 53220K207
 =====

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

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

2 ** The reporting persons making this filing may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

SOLE VOTING POWER

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

	5	-0-
NUMBER OF		
=====		
SHARES		SHARED VOTING POWER
BENEFICIALLY	6	17,850 [See Preliminary Note]
OWNED BY		
=====		
EACH		SOLE DISPOSITIVE POWER
	7	-0-
REPORTING		
PERSON WITH		SHARED DISPOSITIVE POWER
	8	17,850 [See Preliminary Note]
=====		
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		17,850 [See Preliminary Note]
=====		
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
		[]
=====		
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
		0.0% [See Preliminary Note]
=====		
12		TYPE OF REPORTING PERSON (See Instructions)
		PN
=====		

Page 7 of 31 Pages

13G

=====

CUSIP No. 53220K207

=====

=====		
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 may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]
---	----	--

3	SEC USE ONLY
---	--------------

=====

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

		SOLE VOTING POWER
NUMBER OF	5	-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH	6	1,960,186 [See Preliminary Note]
REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER
		-0-
	8	SHARED DISPOSITIVE POWER
		1,960,186 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,960,186 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.6% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)
IA, OO

13G

=====
CUSIP No. 53220K207
=====

1 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 may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page.

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

[See Preliminary Note]

```

=====
3      SEC USE ONLY
=====
      CITIZENSHIP OR PLACE OF ORGANIZATION
4
      Delaware
=====
      SOLE VOTING POWER
      5
      NUMBER OF          -0-
      SHARES
      BENEFICIALLY      6      SHARED VOTING POWER
      OWNED BY          2,153,241 [See Preliminary Note]
      EACH
      REPORTING         7      SOLE DISPOSITIVE POWER
      PERSON WITH      -0-
      SHARED DISPOSITIVE POWER
      8
      2,153,241 [See Preliminary Note]
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      2,153,241 [See Preliminary Note]
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)
      [ ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      2.8% [See Preliminary Note]
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      00
=====

```

13G

=====
CUSIP No. 53220K207
=====

```

=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
      David I. Cohen
=====
      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [ ]
      (b) [ X ]**

```

2 ** The reporting persons making this filing may be

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5
NUMBER OF
SHARES

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

SOLE DISPOSITIVE POWER

7
EACH
REPORTING
PERSON WITH

SHARED DISPOSITIVE POWER

8
4,113,427 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
4,113,427 [See Preliminary Note]

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

10 []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11
5.3% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12
IN

Page 10 of 31 Pages

13G

=====
CUSIP No. 53220K207
=====

NAMES OF REPORTING PERSONS

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

Chun R. Ding

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

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

(a) []

(b) [X]**

2 ** The reporting persons making this filing may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	6	4,113,427 [See Preliminary Note]
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	7	-0-
		SHARED DISPOSITIVE POWER
	8	4,113,427 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,113,427 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)

IN

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

NAMES OF REPORTING PERSONS

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

Joseph F. Downes

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

(a) []

(b) [X]**

2 ** The reporting persons making this filing may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

SHARED VOTING POWER

6 4,113,427 [See Preliminary Note]

SOLE DISPOSITIVE POWER

7 -0-

SHARED DISPOSITIVE POWER

8 4,113,427 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 4,113,427 [See Preliminary Note]

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10 []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 5.3% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)

12 IN

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

=====
 CUSIP No. 53220K207
 =====

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

 William F. Duhamel

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

2 ** The reporting persons making this filing may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION
 4 United States

		5	SOLE VOTING POWER
NUMBER OF			-0-
		6	SHARED VOTING POWER
SHARES			4,113,427 [See Preliminary Note]
BENEFICIALLY OWNED BY			
		7	SOLE DISPOSITIVE POWER
EACH			-0-
REPORTING PERSON WITH		8	SHARED DISPOSITIVE POWER
			4,113,427 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 4,113,427 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
 []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.3% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)
 IN

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

Page 13 of 31 Pages

13G

=====
CUSIP No. 53220K207
=====

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 may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

	5	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY	4,113,427	[See Preliminary Note]
EACH		-----
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON WITH	-0-	

	8	SHARED DISPOSITIVE POWER
	4,113,427	[See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,113,427 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.3% [See Preliminary Note]

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 14 of 31 Pages

13G

=====
CUSIP No. 53220K207
=====

NAMES OF REPORTING PERSONS

1 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 may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5 NUMBER OF -0-

SHARED VOTING POWER

6 SHARES 4,113,427 [See Preliminary Note]
BENEFICIALLY OWNED BY

SOLE DISPOSITIVE POWER

7 EACH -0-
REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

8 4,113,427 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 4,113,427 [See Preliminary Note]

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[]

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.3% [See Preliminary Note]

 12 TYPE OF REPORTING PERSON (See Instructions)
 IN

Page 15 of 31 Pages

13G

=====
 CUSIP No. 53220K207
 =====

 1 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]**

2 ** The reporting persons making this filing may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		-----
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
EACH		4,113,427 [See Preliminary Note]
REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER
		-0-
	8	SHARED DISPOSITIVE POWER
		4,113,427 [See Preliminary Note]

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

4,113,427 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.3% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)
IN

Page 16 of 31 Pages

13G

=====
CUSIP No. 53220K207
=====

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

William F. Mellin

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

2 ** The reporting persons making this filing may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

		SOLE VOTING POWER
NUMBER OF	5	-0-
SHARES		
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
EACH		4,113,427 [See Preliminary Note]
REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER
		-0-
		SHARED DISPOSITIVE POWER

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

8

4,113,427 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,113,427 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.3% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)
IN

Page 17 of 31 Pages

13G

=====
CUSIP No. 53220K207
=====

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

Stephen L. Millham

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

2 ** The reporting persons making this filing may be
deemed the beneficial owner of an aggregate of
4,113,427 Shares, which is 5.3% of the class of
securities. The reporting person on this cover page,
however, may be deemed the beneficial owner only of
the securities reported by it on this cover page.
[See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF -0-
SHARES
BENEFICIALLY OWNED BY 6 SHARED VOTING POWER
4,113,427 [See Preliminary Note]

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH -----
 8 SHARED DISPOSITIVE POWER
 4,113,427 [See Preliminary Note]

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 4,113,427 [See Preliminary Note]

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (See Instructions) []

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.3% [See Preliminary Note]

 12 TYPE OF REPORTING PERSON (See Instructions)
 IN

Page 18 of 31 Pages

13G

=====
 CUSIP No. 53220K207
 =====

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

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

2 ** The reporting persons making this filing may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

SOLE VOTING POWER

5

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

NUMBER OF	-0-	
SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH		4,113,427 [See Preliminary Note]
REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER
	-0-	
	8	SHARED DISPOSITIVE POWER
		4,113,427 [See Preliminary Note]
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		4,113,427 [See Preliminary Note]
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
		[]
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
		5.3% [See Preliminary Note]
12		TYPE OF REPORTING PERSON (See Instructions)
		IN

Page 19 of 31 Pages

13G

=====
CUSIP No. 53220K207
=====

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

Derek C. Schrier

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

2 ** The reporting persons making this filing may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

4

United States

		SOLE VOTING POWER
NUMBER OF	5	-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY OWNED BY	6	4,113,427 [See Preliminary Note]
EACH		SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	7	-0-
		SHARED DISPOSITIVE POWER
	8	4,113,427 [See Preliminary Note]
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9		4,113,427 [See Preliminary Note]
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
10		[]
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
11		5.3% [See Preliminary Note]
TYPE OF REPORTING PERSON (See Instructions)		
12		IN

Page 20 of 31 Pages

13G

=====
CUSIP No. 53220K207
=====

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

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

2 ** The reporting persons making this filing may be deemed the beneficial owner of an aggregate of 4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH		4,113,427 [See Preliminary Note]
REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER
		-0-
	8	SHARED DISPOSITIVE POWER
		4,113,427 [See Preliminary Note]

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,113,427 [See Preliminary Note]

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3% [See Preliminary Note]

12 TYPE OF REPORTING PERSON (See Instructions)

IN

Page 21 of 31 Pages

13G

=====
CUSIP No. 53220K207
=====

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

Mark C. Wehrly

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

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

2 ** The reporting persons making this filing may be deemed the beneficial owner of an aggregate of

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

4,113,427 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed the beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]

3	SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION	
4	United States

SOLE VOTING POWER	
5	-0-
NUMBER OF	-----
SHARED VOTING POWER	
6	4,113,427 [See Preliminary Note]
SHARES	-----
BENEFICIALLY	SOLE DISPOSITIVE POWER
OWNED BY	7
EACH	-0-
REPORTING	-----
PERSON WITH	SHARED DISPOSITIVE POWER
8	4,113,427 [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9	4,113,427 [See Preliminary Note]

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	
10	CERTAIN SHARES (See Instructions) []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11	5.3% [See Preliminary Note]

TYPE OF REPORTING PERSON (See Instructions)	
12	IN

Page 22 of 31 Pages

Preliminary Note: The Reporting Persons (as defined below) are filing this Schedule 13G with respect to the Common Stock, par value \$0.001 per share (the "Shares"), of Ligand Pharmaceuticals Incorporated (the "Company"). Certain of the Reporting Persons own, in aggregate, 711,000 Shares. In addition, certain of the Reporting Persons own, in aggregate, (i) \$18,800,000 principal amount of 6% Convertible Subordinated Notes due 2007 (the "Convertible Notes") issued by the Company, each \$1,000 principal amount of Convertible Notes immediately convertible to 161.9905 Shares, and (ii) Warrants (the "Warrants") issued by the Company to purchase 357,006 Shares. Each Warrant has an exercise price of \$10 per Share, is immediately exercisable and has an expiration date of October 6, 2006. If all of such Convertible Notes and Warrants were converted or exercised, as applicable, the Reporting Persons would own, in aggregate, an additional

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

3,402,427 Shares for a total of 4,113,427 Shares. All numbers and percentages contained in this Schedule 13G represent Shares and not Convertible Notes or Warrants (unless stated otherwise). For information regarding the Convertible Notes, see the Company's Registration Statement on a Form S-3 filed with the Securities and Exchange Commission on January 13, 2003, as amended. For information regarding the Warrants, see the Company's Annual Statement on a Form 10K filed with the Securities and Exchange Commission on March 21, 2003, as amended.

Item 1. Issuer

(a) Name of Issuer:

Ligand Pharmaceuticals Incorporated (the "Company")

(b) Address of Issuer's Principal Executive Offices:

10275 Science Center Drive, San Diego, CA, 92121-1117

Page 23 of 31 Pages

Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to Shares of the Company (each such term as defined in the Preliminary Note above). The CUSIP number of the Shares is 53220K207.

Name Of Persons Filing, Address Of Principal Business Office And

Citizenship (Item 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 Partnerships

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares beneficially owned by it (including through its ownership of Convertible Notes and/or Warrants);
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares beneficially owned by it (including through its ownership of Convertible Notes and/or Warrants);
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares beneficially owned by it (including through its ownership of Convertible Notes

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

and/or Warrants);

- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares beneficially owned by it (including through its ownership of Convertible Notes and/or Warrants);
- (v) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares beneficially owned by it (including through its ownership of Convertible Notes and/or Warrants); and
- (vi) RR Capital Partners, L.P., a Delaware limited partnership ("RR"), with respect to the Shares beneficially owned by it (including through its ownership of Convertible Notes and/or Warrants).

FCP, FCIP, FCIP II, FCIP III, Tinicum, and RR are together referred to herein as the "Partnerships."

Page 24 of 31 Pages

The Management Company

- (vii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares beneficially owned by certain accounts managed by the Management Company (the "Managed Accounts") (including through their ownership of Convertible Notes and/or Warrants).

The General Partner Of The Partnerships

- (viii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Partnerships (the "General Partner"), with respect to the Shares beneficially owned by each of the Partnerships (including through their ownership of Convertible Notes and/or Warrants).

The Managing Members Of the General Partner And The Management Company

- (ix) The following persons who are managing members of both the General Partner and the Management Company, with respect to the Shares beneficially owned by the Partnerships and the Managed Accounts (including through their ownership of Convertible Notes and/or Warrants): David I. Cohen ("Cohen"), Chun R. Ding ("Ding"), Joseph F. Downes ("Downes"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

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

The citizenship of each of the Partnerships, the General Partner and the Management Company is set forth above. Each of the Individual Reporting Persons is a United States citizen. 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 1325, 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) - (j):

Not Applicable.

Page 25 of 31 Pages

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This Box. [X]

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 hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Partnerships are beneficially owned directly by the Partnerships (including through their ownership of Convertible Notes and/or Warrants) and those reported by the Management Company on behalf of the Managed Accounts are beneficially owned directly by the Managed Accounts (including through their ownership of Convertible Notes and/or Warrants). The General Partner, as general partner to the Partnerships, may be deemed to be the beneficial owner of all such Shares beneficially owned by the Partnerships (including through their ownership of Convertible Notes and/or Warrants). The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares beneficially owned by the Managed Accounts (including through their ownership of Convertible Notes and/or Warrants). The Individual Reporting Persons, as managing members of both the General Partner and/or the Management Company, may each be deemed to be the beneficial owner of all such Shares beneficially owned by the Partnerships and the Managed Accounts (including through their ownership of Convertible Notes and/or Warrants). Each of the Management Company, the General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership Of Five Percent Or Less Of A Class

Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired The

Security Being Reported On By The Parent Holding Company

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Rule 13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Page 26 of 31 Pages

Item 9. Notice Of Dissolution Of Group

Not Applicable.

Item 10. Certification

By signing below 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 purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 27 of 31 Pages

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 8, 2004

/s/ Joseph F. Downes

FARALLON PARTNERS, L.L.C.,
on its own behalf and as 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 RR Capital Partners, L.P.,
By Joseph F. Downes
Managing Member

Edgar Filing: LIGAND PHARMACEUTICALS INC - Form SC 13G

/s/ Joseph F. Downes

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

/s/ Joseph F. Downes

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

The Powers of Attorney, each executed by Cohen, Mellin, Millham and Steyer authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on January 20, 1998, by such Reporting Persons with respect to the Units of Spiros Development Corporation II, Inc., are hereby incorporated by reference. The Powers of Attorney, each executed by Duhamel and Fried authorizing Downes to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 7 to the Schedule 13D filed with the Securities and Exchange Commission on February 9, 1999 by such Reporting Persons with respect to the Callable Class A Common Stock of Crescendo Pharmaceuticals Corporation, are hereby incorporated by reference. The Power of Attorney executed by Mark C. Wehrly authorizing Downes to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 4 to the Schedule 13D filed with the Securities and Exchange Commission on

Page 28 of 31 Pages

January 18, 2000, by such Reporting Person with respect to the Class A Common Stock of Momentum Business Applications, Inc., is hereby incorporated by reference. The Power of Attorney executed by Monica R. Landry authorizing Downes to sign and file this Schedule 13G on her behalf, which was filed with the Schedule 13G filed with the Securities and Exchange Commission on January 22, 2001, by such Reporting Person with respect to the Common Stock of Korn/Ferry International, is hereby incorporated by reference. The Powers of Attorney executed by each of Chun R. Ding and Derek C. Schrier authorizing Downes to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Person with respect to the Common Stock of Salix Pharmaceuticals, Ltd., is hereby incorporated by reference. The Powers of Attorney executed by each of Charles E. Ellwein and Rajiv A. Patel authorizing Downes to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004 by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference.

Page 29 of 31 Pages

EXHIBIT INDEX

EXHIBIT 1

Joint Acquisition Statement Pursuant to

EXHIBIT 1
to
SCHEDULE 13G

JOINT ACQUISITION STATEMENT

PURSUANT TO SECTION 240.13d-1(k)

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 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 8, 2004

/s/ Joseph F. Downes

FARALLON PARTNERS, L.L.C.,
on its own behalf and as 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 RR Capital Partners, L.P.,
By Joseph F. Downes,
Managing Member

/s/ Joseph F. Downes

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

/s/ Joseph F. Downes

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