

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

GEORGIA PACIFIC CORP
Form SC 13D
December 09, 2005

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. _____) *

Georgia-Pacific Corporation

(Name of Issuer)

Common Stock, par value \$0.80 per share

(Title of Class of Securities)

373298108

(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)

December 2, 2005

(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

2

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

BENEFICIALLY OWNED BY	8	6,909,400
EACH	9	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	-0-	
	10	SHARED DISPOSITIVE POWER
		6,909,400
=====		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	6,909,400	
=====		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
	[]	
=====		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	2.7%	
=====		
14	TYPE OF REPORTING PERSON (See Instructions)	
	PN	
=====		

Page 2 of 59 Pages

13D

=====

CUSIP No. 373298108

=====

=====	
1	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]**

2	**	The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.
=====		

3	SEC USE ONLY
=====	

4	SOURCE OF FUNDS (See Instructions)
	OO
=====	

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES	8	SHARED VOTING POWER
BENEFICIALLY	6,909,400	
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	-0-	
PERSON WITH		
	10	SHARED DISPOSITIVE POWER
	6,909,400	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,909,400

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

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.7%

14 TYPE OF REPORTING PERSON (See Instructions)
OO

Page 3 of 59 Pages

13D

=====

CUSIP No. 373298108

=====

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

Noonday Capital, L.L.C.

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

** The reporting persons making this filing hold an

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3	SEC USE ONLY

4	SOURCE OF FUNDS (See Instructions)
	OO

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

6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware

	7
NUMBER OF	SOLE VOTING POWER
	-0-

SHARES	8
BENEFICIALLY	SHARED VOTING POWER
OWNED BY	6,909,400

EACH	9
	SOLE DISPOSITIVE POWER
	-0-
REPORTING	10
PERSON WITH	SHARED DISPOSITIVE POWER
	6,909,400

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	6,909,400

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

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	2.7%

14	TYPE OF REPORTING PERSON (See Instructions)
	OO

Page 4 of 59 Pages

13D

=====

CUSIP No. 373298108

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

=====	

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) ☒ **
2	** The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3	SEC USE ONLY

4	SOURCE OF FUNDS (See Instructions)
	OO

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

6	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States

	7 SOLE VOTING POWER
NUMBER OF	-0-

	8 SHARED VOTING POWER
SHARES	6,909,400
BENEFICIALLY	
OWNED BY	

	9 SOLE DISPOSITIVE POWER
EACH	-0-

	10 SHARED DISPOSITIVE POWER
REPORTING	6,909,400
PERSON WITH	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	6,909,400

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

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	2.7%

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

TYPE OF REPORTING PERSON (See Instructions)

14

IN

Page 5 of 59 Pages

13D

CUSIP No. 373298108

NAMES OF REPORTING PERSONS

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

Saurabh K. Mittal

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

(a) ☐

(b) ☒ **

2

**

The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

OO

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

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

India

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES
BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

6,909,400

EACH

9

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

-0-

SHARED DISPOSITIVE POWER

10

6,909,400

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

=====	
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	6,909,400
=====	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []
=====	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.7%
=====	
14	TYPE OF REPORTING PERSON (See Instructions) IN
=====	

Page 6 of 59 Pages

13D

=====

CUSIP No. 373298108

=====

=====	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Noonday Capital Partners, L.L.C.
=====	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** ** The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
=====	
3	SEC USE ONLY
=====	
4	SOURCE OF FUNDS (See Instructions) WC, OO
=====	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []
=====	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
=====	

SOLE VOTING POWER

7

NUMBER OF

-0-

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

=====	
SHARES	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH	8 145,600
=====	
EACH	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	9 -0-
=====	
	SHARED DISPOSITIVE POWER
	10 145,600
=====	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	145,600
=====	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	[]
=====	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	0.1%
=====	
14	TYPE OF REPORTING PERSON (See Instructions)
	OO
=====	

Page 7 of 59 Pages

13D

=====

CUSIP No. 373298108

=====

=====	
1	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capital Partners, L.P.
=====	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) []
	(b) [X]**
	** The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
=====	
3	SEC USE ONLY
=====	
4	SOURCE OF FUNDS (See Instructions)
	WC, OO

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

=====	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []
=====	
6	CITIZENSHIP OR PLACE OF ORGANIZATION California
=====	
	7 SOLE VOTING POWER
NUMBER OF	-0-
=====	
	8 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH	2,333,400
=====	
	9 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	-0-
=====	
	10 SHARED DISPOSITIVE POWER
	2,333,400
=====	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,333,400
=====	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []
=====	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.9%
=====	
14	TYPE OF REPORTING PERSON (See Instructions) PN
=====	

Page 8 of 59 Pages

13D

=====

CUSIP No. 373298108

=====

=====	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Institutional Partners, L.P.
=====	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

** The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% 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
NUMBER OF	SOLE VOTING POWER
	-0-

SHARES	8
BENEFICIALLY	SHARED VOTING POWER
OWNED BY	2,202,800

EACH	9
REPORTING	SOLE DISPOSITIVE POWER
PERSON WITH	-0-

	10
	SHARED DISPOSITIVE POWER
	2,202,800

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,202,800

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

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	0.8%

14	TYPE OF REPORTING PERSON (See Instructions)
	PN

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

=====	

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) ☒ **
2	** The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% 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-

	8 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY	381,600

	9 SOLE DISPOSITIVE POWER
EACH	-0-

	10 SHARED DISPOSITIVE POWER
REPORTING PERSON WITH	381,600

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	381,600

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

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

	TYPE OF REPORTING PERSON (See Instructions)

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

14

PN

Page 10 of 59 Pages

13D

CUSIP No. 373298108

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) ☒ **

2

**

The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% 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

SOURCE OF FUNDS (See Instructions)

4

WC

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

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY

8

466,300

EACH

SOLE DISPOSITIVE POWER

9

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

10

466,300

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

11	466,300
=====	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []
=====	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.2%
=====	
14	TYPE OF REPORTING PERSON (See Instructions) PN
=====	

Page 11 of 59 Pages

13D	
=====	
CUSIP No. 373298108	
=====	

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

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** ** The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3	SEC USE ONLY

4	SOURCE OF FUNDS (See Instructions) WC, OO

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

6	CITIZENSHIP OR PLACE OF ORGANIZATION New York

7	SOLE VOTING POWER
NUMBER OF	-0-

SHARES	SHARED VOTING POWER

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

BENEFICIALLY OWNED BY	8	71,700

EACH		SOLE DISPOSITIVE POWER
	9	
REPORTING PERSON WITH		-0-

		SHARED DISPOSITIVE POWER
	10	
		71,700

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	71,700	

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

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.0%	

14	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

Page 12 of 59 Pages

13D

=====

CUSIP No. 373298108

=====

1	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capital Offshore Investors 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 an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3	SEC USE ONLY

4	SOURCE OF FUNDS (See Instructions)
	WC, OO

	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

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

[]

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY
OWNED BY

8

3,662,000

EACH

SOLE DISPOSITIVE POWER

9

REPORTING
PERSON WITH

-0-

SHARED DISPOSITIVE POWER

10

3,662,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,662,000

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

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.4%

TYPE OF REPORTING PERSON (See Instructions)

14

PN

Page 13 of 59 Pages

13D

CUSIP No. 373298108

NAMES OF REPORTING PERSONS

1

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 an aggregate of 13,818,900 Shares, which is 5.3% of the

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

=====	
3	SEC USE ONLY
=====	
4	SOURCE OF FUNDS (See Instructions)
	OO
=====	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	[]
=====	
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
=====	
	7
NUMBER OF	SOLE VOTING POWER
	-0-
=====	
SHARES	8
BENEFICIALLY	SHARED VOTING POWER
OWNED BY	4,555,500
=====	
EACH	9
	SOLE DISPOSITIVE POWER
	-0-
=====	
REPORTING	10
PERSON WITH	SHARED DISPOSITIVE POWER
	4,555,500
=====	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,555,500
=====	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	[]
=====	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	1.7%
=====	
14	TYPE OF REPORTING PERSON (See Instructions)
	IA, OO
=====	

Page 14 of 59 Pages

13D

=====

CUSIP No. 373298108

=====

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

=====	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Partners, L.L.C.
=====	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) ☐ (b) ☒ **
	** The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.
=====	
3	SEC USE ONLY
=====	
4	SOURCE OF FUNDS (See Instructions) AF
=====	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ☐
=====	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
=====	
	7 SOLE VOTING POWER
NUMBER OF	-0-
=====	
	8 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY	9,263,400
=====	
	9 SOLE DISPOSITIVE POWER
EACH	-0-
REPORTING PERSON WITH	=====
	10 SHARED DISPOSITIVE POWER
	9,263,400
=====	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,263,400
=====	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) ☐
=====	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.6%
=====	
	TYPE OF REPORTING PERSON (See Instructions)

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

14

OO

Page 15 of 59 Pages

13D

CUSIP No. 373298108

NAMES OF REPORTING PERSONS

1 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) ☒ **

2

**

The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

AF, OO

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

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY

8

13,818,900

EACH

SOLE DISPOSITIVE POWER

9

REPORTING PERSON WITH

-0-

SHARED DISPOSITIVE POWER

10

13,818,900

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

13,818,900

12

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

[]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.3%

14

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 16 of 59 Pages

13D

CUSIP No. 373298108

1

NAMES OF REPORTING PERSONS

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

William F. Duhamel

2

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

(a) []

(b) [X]**

**

The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

AF, OO

5

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

[]

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

7

NUMBER OF

-0-

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

=====	
SHARES	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH	8 13,818,900
=====	
EACH	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	9 -0-
=====	
	SHARED DISPOSITIVE POWER
	10 13,818,900
=====	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	13,818,900
=====	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	[]
=====	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	5.3%
=====	
14	TYPE OF REPORTING PERSON (See Instructions)
	IN
=====	

Page 17 of 59 Pages

13D

=====

CUSIP No. 373298108

=====

=====	
1	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Charles E. Ellwein
=====	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) []
	(b) [X]**
	** The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% 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)

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

AF, OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		13,818,900
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON WITH		
	10	SHARED DISPOSITIVE POWER
		13,818,900

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,818,900

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.3%

14 TYPE OF REPORTING PERSON (See Instructions)
IN

Page 18 of 59 Pages

13D

=====

CUSIP No. 373298108

=====

1 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]**

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

2	** The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% 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	AF, OO	
=====		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
[]		
=====		
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
=====		
	United States	
=====		
	7	SOLE VOTING POWER
NUMBER OF		-0-
=====		
	8	SHARED VOTING POWER
SHARES		13,818,900
BENEFICIALLY		
OWNED BY		
=====		
	9	SOLE DISPOSITIVE POWER
EACH		-0-
=====		
	10	SHARED DISPOSITIVE POWER
REPORTING		13,818,900
PERSON WITH		
=====		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
=====		
	13,818,900	
=====		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
[]		
=====		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
=====		
	5.3%	
=====		
14	TYPE OF REPORTING PERSON (See Instructions)	
=====		
	IN	
=====		

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

=====
CUSIP No. 373298108
=====

NAMES OF REPORTING PERSONS	
1	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) ☒ **
2	
	** The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3	SEC USE ONLY

SOURCE OF FUNDS (See Instructions)	
4	
	AF, OO

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

CITIZENSHIP OR PLACE OF ORGANIZATION	
6	
	United States

SOLE VOTING POWER	
7	
NUMBER OF	-0-

SHARED VOTING POWER	
8	
SHARES	13,818,900
BENEFICIALLY OWNED BY	

SOLE DISPOSITIVE POWER	
9	
EACH	-0-
REPORTING PERSON WITH	

SHARED DISPOSITIVE POWER	
10	
	13,818,900

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	
	13,818,900

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

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

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

5.3%

 14 TYPE OF REPORTING PERSON (See Instructions)
 IN

Page 20 of 59 Pages

13D

=====
 CUSIP No. 373298108
 =====

 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) ☒ **

2 ** The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

 4 SOURCE OF FUNDS (See Instructions)
 AF, OO

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

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

		7	SOLE VOTING POWER
NUMBER OF			-0-
SHARES		8	SHARED VOTING POWER
BENEFICIALLY OWNED BY			13,818,900
EACH		9	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH			-0-
			SHARED DISPOSITIVE POWER

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

10

13,818,900

=====	
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	13,818,900
=====	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	[]
=====	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	5.3%
=====	
14	TYPE OF REPORTING PERSON (See Instructions)
	IN
=====	

Page 21 of 59 Pages

13D

=====

CUSIP No. 373298108

=====

=====	
	NAMES OF REPORTING PERSONS
1	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 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.
=====	
3	SEC USE ONLY
=====	
4	SOURCE OF FUNDS (See Instructions)
	AF, OO
=====	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	[]
=====	
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
=====	

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

		7	SOLE VOTING POWER
NUMBER OF			-0-
			=====
SHARES		8	SHARED VOTING POWER
BENEFICIALLY			13,818,900
OWNED BY			=====
EACH		9	SOLE DISPOSITIVE POWER
			-0-
REPORTING			=====
PERSON WITH		10	SHARED DISPOSITIVE POWER
			13,818,900
			=====
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	13,818,900		
	=====		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		
	[]		
	=====		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	5.3%		
	=====		
14	TYPE OF REPORTING PERSON (See Instructions)		
	IN		
	=====		

Page 22 of 59 Pages

13D

=====

CUSIP No. 373298108

=====

=====	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Rajiv A. Patel
	=====
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) []
	(b) [X]**
	** The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% 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

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

=====	
4	SOURCE OF FUNDS (See Instructions)
	AF, OO
=====	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	[]
=====	
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
=====	
	7 SOLE VOTING POWER
NUMBER OF	-0-
=====	
	8 SHARED VOTING POWER
SHARES	13,818,900
BENEFICIALLY OWNED BY	
=====	
	9 SOLE DISPOSITIVE POWER
EACH	-0-
REPORTING PERSON WITH	
=====	
	10 SHARED DISPOSITIVE POWER
	13,818,900
=====	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	13,818,900
=====	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	[]
=====	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	5.3%
=====	
14	TYPE OF REPORTING PERSON (See Instructions)
	IN
=====	

Page 23 of 59 Pages

13D

=====

CUSIP No. 373298108

=====

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

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

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

(a) ☐

(b) ☒ **

2

**

The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

AF, OO

5

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

☐

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

13,818,900

EACH

9

SOLE DISPOSITIVE POWER

-0-

REPORTING
PERSON WITH

10

SHARED DISPOSITIVE POWER

13,818,900

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,818,900

12

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

☐

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.3%

14

TYPE OF REPORTING PERSON (See Instructions)

IN

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

13D

=====

CUSIP No. 373298108

=====

	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) ☒ **
2	
	** The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3	SEC USE ONLY

	SOURCE OF FUNDS (See Instructions)
4	
	AF, OO

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

	CITIZENSHIP OR PLACE OF ORGANIZATION
6	
	United States

	SOLE VOTING POWER
	7
NUMBER OF	-0-

	SHARED VOTING POWER
	8
SHARES BENEFICIALLY OWNED BY	13,818,900

	SOLE DISPOSITIVE POWER
	9
EACH	-0-

	SHARED DISPOSITIVE POWER
	10
REPORTING PERSON WITH	13,818,900

	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	
	13,818,900

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

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

=====	
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	5.3%
=====	
	TYPE OF REPORTING PERSON (See Instructions)
14	IN
=====	

Page 25 of 59 Pages

13D

=====

CUSIP No. 373298108

=====

=====	
	NAMES OF REPORTING PERSONS
1	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) ☒ **

2	**	The reporting persons making this filing hold an aggregate of 13,818,900 Shares, which is 5.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.
---	----	---

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

=====	
	SOURCE OF FUNDS (See Instructions)
4	AF, OO
=====	

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

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

=====	
	SOLE VOTING POWER
7	-0-
NUMBER OF	-----
SHARES	SHARED VOTING POWER
BENEFICIALLY	8
OWNED BY	13,818,900
EACH	-----
	SOLE DISPOSITIVE POWER
9	

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

REPORTING	-0-
PERSON WITH	=====
	SHARED DISPOSITIVE POWER
10	
	13,818,900
	=====
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	13,818,900
	=====
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
	[]
	=====
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	5.3%
	=====
14	TYPE OF REPORTING PERSON (See Instructions)
	IN
	=====

Page 26 of 59 Pages

Item 1. Security And Issuer

This statement relates to shares of Common Stock, par value \$0.80 per share (the "Shares"), of Georgia-Pacific Corporation (the "Company"). The Company's principal offices are located at 133 Peachtree Street, N.E., Atlanta, Georgia 30303.

Item 2. Identity And Background

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

The Noonday Fund

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

The Noonday Sub-adviser Entities

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

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

each of the Funds and the Managed Accounts (the "Second Noonday Sub-adviser"), with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts; and

- (iv) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser (the "Noonday General Partner"), with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts.

The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Noonday General Partner are together referred to herein as the "Noonday Sub-adviser Entities."

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

Page 27 of 59 Pages

The Noonday Managing Members

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

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

The Farallon Funds

- (vi) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (vii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (viii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (ix) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

- (x) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares held by it; and
- (xi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, Tinicum and FCOI II are together referred to herein as the "Farallon Funds." The Noonday Fund and the Farallon Funds are together referred to herein as the "Funds."

The Management Company

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

The Farallon General Partner

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

Page 28 of 59 Pages

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

The Farallon Managing Members

- (xiv) The following persons who are managing members of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Funds and the Managed Accounts: Chun R. Ding ("Ding"), William F. Duhamel ("Duhamel"), 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").

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

(b) The address of the principal business and principal office of (i) the Funds, the Management Company and the Farallon General Partner is One Maritime Plaza, Suite 1325, San Francisco, California 94111, (ii) the Noonday Sub-adviser Entities is 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202, and (iii) each of the Individual Reporting Persons is set forth in Annex 1 hereto.

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

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

Page 29 of 59 Pages

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

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

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

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

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

Item 3. Source And Amount Of Funds And Other Consideration

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

Entity -----	Shares Held -----	Approximate Net ----- Investment Cost -----
Noonday Fund	145,600	\$6,902,547
FCP	2,333,400	\$110,618,708
FCIP	2,202,800	\$104,468,955
FCIP II	381,600	\$18,082,756
FCIP III	466,300	\$22,095,773
Tinicum	71,700	\$3,398,868

Page 30 of 59 Pages

FCOI II	3,662,000	\$173,596,762
Managed Accounts	4,555,500	\$215,964,947

The consideration for such acquisitions was obtained as follows: (i)

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

with respect to the Noonday Fund, FCP, Tinicum and FCOI II, from working capital, and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by the Noonday Fund, FCP, Tinicum and FCOI II at Goldman, Sachs & Co.; (ii) with respect to FCIP, FCIP II and FCIP III, from working capital; and (iii) with respect to the Managed Accounts, from the working capital of the Managed Accounts and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by some of the Managed Accounts at Goldman, Sachs & Co. The Noonday Fund, FCP, Tinicum, FCOI II and some of the Managed Accounts hold certain securities in their respective margin accounts at Goldman, Sachs & Co., and the accounts may from time to time have debit balances. It is not possible to determine the amount of borrowings, if any, used to acquire the Shares.

Item 4. Purpose Of The Transaction

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

Although no Reporting Person has any specific plan or proposal to acquire or dispose of Shares, consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Shares or dispose of any or all of its Shares depending upon an ongoing evaluation of the investment in the Shares, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Person and/or other investment considerations. No Reporting Person has made a determination regarding a maximum or minimum

Page 31 of 59 Pages

number of Shares which it may hold at any point in time.

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

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

Item 5. Interest In Securities Of The Issuer

(a) The Funds

(a), (b) The information set forth in Rows 7 through 13 of the cover page hereto for each Fund is incorporated herein by reference for each such Fund. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 260,337,551 Shares outstanding as of November 11, 2005 as reported by the Company in its Schedule 14D-9 filed with the Securities and Exchange Commission on

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

November 17, 2005.

- (c) The trade dates, number of Shares purchased or sold and the price per Shares (including commissions) for all purchases and sales of the Shares by the Funds in the past 60 days are set forth on Schedules A-G hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
- (d) Each of the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Farallon General Partner has the power to direct the receipt of 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.

Page 32 of 59 Pages

The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.

- (e) Not applicable.

(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.

- (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) Not applicable.

(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.

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

Page 33 of 59 Pages

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

(e) Not applicable.

(d) The Management Company

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

(c) The trade dates, number of Shares purchased or sold and the price per Shares (including commissions) for all purchases and sales of the Shares by the Management Company on behalf of the Managed Accounts in the past 60 days are set forth on Schedule H hereto and are incorporated herein by reference. All of such transactions were open-market transactions.

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

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

(e) Not applicable.

(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.

Page 34 of 59 Pages

(e) Not applicable.

(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 the 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) Not applicable.

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

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 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, 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 Management Company, the Farallon General

Page 35 of 59 Pages

Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 6. Contracts, Arrangements, Understandings Or

Relationships With Respect To Securities Of The Issuer

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

Item 7. Materials To Be Filed As Exhibits

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

Page 36 of 59 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: December 9, 2005

/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

/s/ Monica R. Landry

NOONDAY G.P. (U.S.), L.L.C.
By Monica R. Landry,
Attorney-in-fact

/s/ Monica R. Landry

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

Page 37 of 59 Pages

/s/ Monica R. Landry

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

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

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, 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 was 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.

Page 38 of 59 Pages

ANNEX 1

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

1. The First Noonday Sub-adviser

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

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

2. The Second Noonday Sub-adviser

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

3. The Noonday General Partner

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

4. The Noonday Individual Reporting Persons

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

Page 39 of 59 Pages

with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

5. The Management Company

- (a) Farallon Capital Management, L.L.C.
- (b) One Maritime Plaza, Suite 1325
San Francisco, California 94111
- (c) Serves as investment adviser to various managed accounts
- (d) Delaware limited liability company
- (e) Managing Members: Thomas F. Steyer, Senior Managing Member;
Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard
B. Fried, Monica R. Landry, William F. Mellin, Stephen L.
Millham, Rajiv A. Patel, Derek C. Schrier and Mark C. Wehrly,
Managing Members.

6. The Farallon General Partner

- (a) Farallon Partners, L.L.C.

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

- (b) c/o Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 1325
San Francisco, California 94111
- (c) Serves as general partner to investment partnerships
- (d) Delaware limited liability company
- (e) Managing Members: Thomas F. Steyer, Senior Managing Member;
Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard
B. Fried, Monica R. Landry, William F. Mellin, Stephen L.
Millham, Rajiv A. Patel, Derek C. Schrier and Mark C. Wehrly,
Managing Members.

7. The Farallon Individual Reporting Persons

Each of the Farallon Individual Reporting Persons is a United States citizen whose business address is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111. The principal occupation of Thomas F. Steyer is serving as senior managing member of both the Management Company and the Farallon General Partner. The principal occupation of each other Farallon Individual Reporting Person is serving as a managing member of both the Management Company and the Farallon General Partner. None of the Farallon Individual Reporting Persons has any additional information to disclose with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

Page 40 of 59 Pages

SCHEDULE A

NOONDAY CAPITAL PARTNERS, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
11/14/2005	23,200 (P)	47.54
11/14/2005	100 (P)	47.53
11/14/2005	6,400 (P)	47.37
11/14/2005	10,100 (P)	47.52
11/14/2005	2,500 (P)	47.53
11/15/2005	2,700 (P)	47.30
11/15/2005	7,500 (P)	47.31
11/15/2005	5,000 (P)	47.31
11/15/2005	6,000 (P)	47.31
11/17/2005	1,500 (P)	47.30
11/17/2005	500 (P)	47.28
11/17/2005	7,100 (P)	47.28
11/17/2005	1,500 (P)	47.28
11/18/2005	1,800 (P)	47.27
11/18/2005	4,000 (P)	47.27
11/18/2005	1,300 (P)	47.26

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

11/18/2005	5,000 (P)	47.28
11/18/2005	1,600 (P)	47.27
11/18/2005	2,000 (P)	47.26
11/21/2005	7,400 (P)	47.28
11/21/2005	5,000 (P)	47.29
11/21/2005	2,500 (P)	47.29
11/21/2005	5,000 (P)	47.29
11/22/2005	500 (S)	47.23
11/22/2005	100 (S)	47.19
11/22/2005	2,200 (S)	47.24
11/30/2005	2,800 (P)	47.28
11/30/2005	5,800 (P)	47.27
12/1/2005	1,600 (P)	47.42
12/1/2005	1,000 (P)	47.43
12/1/2005	3,300 (P)	47.43
12/1/2005	1,000 (P)	47.43
12/2/2005	22,500 (P)	47.63
12/2/2005	700 (P)	47.65

Page 41 of 59 Pages

SCHEDULE B

FARALLON CAPITAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
11/14/2005	20,900 (P)	47.53
11/14/2005	1,000 (P)	47.53
11/14/2005	194,100 (P)	47.54
11/14/2005	53,200 (P)	47.37
11/14/2005	84,900 (P)	47.52
11/14/2005	182,600 (P)	47.54
11/14/2005	19,700 (P)	47.53
11/14/2005	50,000 (P)	47.37
11/14/2005	1,000 (P)	47.53
11/14/2005	79,900 (P)	47.52
11/15/2005	71,300 (P)	47.31
11/15/2005	47,500 (P)	47.31
11/15/2005	25,700 (P)	47.30
11/15/2005	57,000 (P)	47.31
11/15/2005	24,300 (P)	47.30
11/15/2005	54,000 (P)	47.31
11/15/2005	67,500 (P)	47.31
11/15/2005	45,000 (P)	47.31
11/17/2005	13,500 (P)	47.30
11/17/2005	4,500 (P)	47.28
11/17/2005	13,500 (P)	47.28
11/17/2005	63,900 (P)	47.28
11/17/2005	12,800 (P)	47.30
11/17/2005	4,300 (P)	47.28

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

11/17/2005	12,800 (P)	47.28
11/17/2005	60,400 (P)	47.28
11/18/2005	13,400 (P)	47.27
11/18/2005	41,900 (P)	47.28
11/18/2005	33,500 (P)	47.27
11/18/2005	10,500 (P)	47.26
11/18/2005	15,100 (P)	47.27
11/18/2005	16,800 (P)	47.26
11/18/2005	31,500 (P)	47.27
11/18/2005	9,800 (P)	47.26
11/18/2005	39,400 (P)	47.28
11/18/2005	14,200 (P)	47.27
11/18/2005	12,600 (P)	47.27

Page 42 of 59 Pages

11/18/2005	15,800 (P)	47.26
11/21/2005	48,700 (P)	47.28
11/21/2005	33,000 (P)	47.29
11/21/2005	16,500 (P)	47.29
11/21/2005	33,000 (P)	47.29
11/21/2005	30,500 (P)	47.29
11/21/2005	15,300 (P)	47.29
11/21/2005	30,500 (P)	47.29
11/21/2005	45,000 (P)	47.28
11/22/2005	18,100 (S)	47.24
11/22/2005	4,400 (S)	47.23
11/22/2005	800 (S)	47.19
11/22/2005	4,200 (S)	47.23
11/22/2005	700 (S)	47.19
11/22/2005	17,000 (S)	47.24
11/30/2005	22,500 (P)	47.28
11/30/2005	46,400 (P)	47.27
11/30/2005	43,900 (P)	47.27
11/30/2005	21,300 (P)	47.28
12/1/2005	30,000 (P)	47.43
12/1/2005	9,000 (P)	47.43
12/1/2005	14,400 (P)	47.42
12/1/2005	9,000 (P)	47.43
12/1/2005	13,600 (P)	47.42
12/1/2005	8,500 (P)	47.43
12/1/2005	28,300 (P)	47.43
12/1/2005	8,500 (P)	47.43
12/2/2005	5,600 (P)	47.65
12/2/2005	175,000 (P)	47.63
12/2/2005	5,300 (P)	47.65
12/2/2005	165,000 (P)	47.63

Page 43 of 59 Pages

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

SCHEDULE C

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
11/14/2005	1,600 (P)	47.53
11/14/2005	31,900 (P)	47.53
11/14/2005	295,600 (P)	47.54
11/14/2005	81,000 (P)	47.37
11/14/2005	129,300 (P)	47.52
11/14/2005	30,000 (P)	47.53
11/14/2005	1,500 (P)	47.53
11/14/2005	76,200 (P)	47.37
11/14/2005	278,200 (P)	47.54
11/14/2005	121,700 (P)	47.52
11/15/2005	45,000 (P)	47.31
11/15/2005	56,300 (P)	47.31
11/15/2005	20,300 (P)	47.30
11/15/2005	37,500 (P)	47.31
11/15/2005	18,900 (P)	47.30
11/15/2005	42,000 (P)	47.31
11/15/2005	52,500 (P)	47.31
11/15/2005	35,000 (P)	47.31
11/17/2005	11,600 (P)	47.30
11/17/2005	3,900 (P)	47.28
11/17/2005	11,600 (P)	47.28
11/17/2005	55,000 (P)	47.28
11/17/2005	11,100 (P)	47.30
11/17/2005	3,700 (P)	47.28
11/17/2005	11,100 (P)	47.28
11/17/2005	52,400 (P)	47.28
11/18/2005	29,500 (P)	47.27
11/18/2005	9,200 (P)	47.26
11/18/2005	36,900 (P)	47.28
11/18/2005	13,300 (P)	47.27
11/18/2005	11,800 (P)	47.27
11/18/2005	14,800 (P)	47.26
11/18/2005	8,800 (P)	47.26
11/18/2005	35,000 (P)	47.28
11/18/2005	28,000 (P)	47.27
11/18/2005	12,600 (P)	47.27
11/18/2005	11,200 (P)	47.27

Page 44 of 59 Pages

11/18/2005	14,000 (P)	47.26
11/21/2005	30,200 (P)	47.28
11/21/2005	10,300 (P)	47.29
11/21/2005	20,500 (P)	47.29
11/21/2005	20,500 (P)	47.29

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

11/21/2005	9,500 (P)	47.29
11/21/2005	19,000 (P)	47.29
11/21/2005	19,000 (P)	47.29
11/21/2005	28,000 (P)	47.28
11/22/2005	19,300 (S)	47.24
11/22/2005	4,700 (S)	47.23
11/22/2005	800 (S)	47.19
11/22/2005	4,500 (S)	47.23
11/22/2005	800 (S)	47.19
11/22/2005	18,200 (S)	47.24
11/30/2005	11,600 (P)	47.28
11/30/2005	23,900 (P)	47.27
11/30/2005	10,900 (P)	47.28
11/30/2005	22,600 (P)	47.27
12/1/2005	4,900 (P)	47.43
12/1/2005	7,800 (P)	47.42
12/1/2005	16,200 (P)	47.43
12/1/2005	4,900 (P)	47.43
12/1/2005	7,400 (P)	47.42
12/1/2005	15,400 (P)	47.43
12/1/2005	4,600 (P)	47.43
12/1/2005	4,600 (P)	47.43
12/2/2005	3,500 (P)	47.65
12/2/2005	110,000 (P)	47.63
12/2/2005	3,300 (P)	47.65
12/2/2005	102,500 (P)	47.63

Page 45 of 59 Pages

SCHEDULE D

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
-----	-----	-----
11/14/2005	12,700 (P)	47.52
11/14/2005	7,900 (P)	47.37
11/14/2005	200 (P)	47.53
11/14/2005	29,000 (P)	47.54
11/14/2005	3,100 (P)	47.53
11/14/2005	11,400 (P)	47.52
11/14/2005	100 (P)	47.53
11/14/2005	26,100 (P)	47.54
11/14/2005	2,800 (P)	47.53
11/14/2005	7,100 (P)	47.37
11/15/2005	4,400 (P)	47.30

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

11/15/2005	12,200 (P)	47.31
11/15/2005	9,800 (P)	47.31
11/15/2005	8,100 (P)	47.31
11/15/2005	9,000 (P)	47.31
11/15/2005	7,500 (P)	47.31
11/15/2005	4,100 (P)	47.30
11/15/2005	11,300 (P)	47.31
11/17/2005	2,600 (P)	47.30
11/17/2005	900 (P)	47.28
11/17/2005	2,600 (P)	47.28
11/17/2005	12,400 (P)	47.28
11/17/2005	2,400 (P)	47.30
11/17/2005	800 (P)	47.28
11/17/2005	2,400 (P)	47.28
11/17/2005	11,500 (P)	47.28
11/18/2005	3,600 (P)	47.27
11/18/2005	3,200 (P)	47.27
11/18/2005	8,000 (P)	47.27
11/18/2005	2,500 (P)	47.26
11/18/2005	10,000 (P)	47.28
11/18/2005	4,000 (P)	47.26
11/18/2005	3,000 (P)	47.27
11/18/2005	3,400 (P)	47.27
11/18/2005	2,300 (P)	47.26
11/18/2005	9,400 (P)	47.28
11/18/2005	7,500 (P)	47.27

Page 46 of 59 Pages

11/18/2005	3,800 (P)	47.26
11/21/2005	9,600 (P)	47.28
11/21/2005	6,500 (P)	47.29
11/21/2005	6,500 (P)	47.29
11/21/2005	3,300 (P)	47.29
11/21/2005	9,600 (P)	47.28
11/21/2005	6,500 (P)	47.29
11/21/2005	6,500 (P)	47.29
11/21/2005	3,300 (P)	47.29
11/22/2005	3,200 (S)	47.24
11/22/2005	100 (S)	47.19
11/22/2005	800 (S)	47.23
11/22/2005	700 (S)	47.23
11/22/2005	3,000 (S)	47.24
11/22/2005	100 (S)	47.19
11/30/2005	2,500 (P)	47.28
11/30/2005	5,200 (P)	47.27
11/30/2005	2,200 (P)	47.28
11/30/2005	4,500 (P)	47.27
12/1/2005	1,000 (P)	47.43
12/1/2005	3,300 (P)	47.43
12/1/2005	1,000 (P)	47.43
12/1/2005	1,600 (P)	47.42
12/1/2005	1,000 (P)	47.43
12/1/2005	1,000 (P)	47.43
12/1/2005	1,600 (P)	47.42
12/1/2005	3,300 (P)	47.43
12/2/2005	22,500 (P)	47.63
12/2/2005	700 (P)	47.65
12/2/2005	22,500 (P)	47.63

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

12/2/2005

700 (P)

47.65

Page 47 of 59 Pages

SCHEDULE E

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
11/14/2005	16,500 (P)	47.52
11/14/2005	200 (P)	47.53
11/14/2005	10,300 (P)	47.37
11/14/2005	4,100 (P)	47.53
11/14/2005	37,700 (P)	47.54
11/14/2005	15,200 (P)	47.52
11/14/2005	9,500 (P)	47.37
11/14/2005	3,800 (P)	47.53
11/14/2005	200 (P)	47.53
11/14/2005	34,800 (P)	47.54
11/15/2005	10,000 (P)	47.31
11/15/2005	12,000 (P)	47.31
11/15/2005	15,000 (P)	47.31
11/15/2005	5,400 (P)	47.30
11/15/2005	14,100 (P)	47.31
11/15/2005	9,400 (P)	47.31
11/15/2005	5,100 (P)	47.30
11/15/2005	11,300 (P)	47.31
11/17/2005	3,200 (P)	47.30
11/17/2005	1,100 (P)	47.28
11/17/2005	3,200 (P)	47.28
11/17/2005	15,100 (P)	47.28
11/17/2005	3,000 (P)	47.30
11/17/2005	1,000 (P)	47.28
11/17/2005	14,200 (P)	47.28
11/17/2005	3,000 (P)	47.28
11/18/2005	4,300 (P)	47.27
11/18/2005	11,900 (P)	47.28
11/18/2005	9,500 (P)	47.27
11/18/2005	3,000 (P)	47.26
11/18/2005	4,800 (P)	47.26
11/18/2005	3,800 (P)	47.27
11/18/2005	4,100 (P)	47.27
11/18/2005	11,300 (P)	47.28
11/18/2005	2,800 (P)	47.26
11/18/2005	9,000 (P)	47.27
11/18/2005	3,600 (P)	47.27

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

Page 48 of 59 Pages

11/18/2005	4,500 (P)	47.26
11/21/2005	4,000 (P)	47.29
11/21/2005	8,000 (P)	47.29
11/21/2005	8,000 (P)	47.29
11/21/2005	11,800 (P)	47.28
11/21/2005	7,500 (P)	47.29
11/21/2005	3,800 (P)	47.29
11/21/2005	7,500 (P)	47.29
11/21/2005	11,100 (P)	47.28
11/22/2005	200 (S)	47.19
11/22/2005	4,000 (S)	47.24
11/22/2005	1,000 (S)	47.23
11/22/2005	900 (S)	47.23
11/22/2005	200 (S)	47.19
11/22/2005	3,800 (S)	47.24
11/30/2005	3,100 (P)	47.28
11/30/2005	6,500 (P)	47.27
11/30/2005	2,800 (P)	47.28
11/30/2005	5,800 (P)	47.27
12/1/2005	2,000 (P)	47.42
12/1/2005	4,200 (P)	47.43
12/1/2005	1,300 (P)	47.43
12/1/2005	1,300 (P)	47.43
12/1/2005	1,800 (P)	47.42
12/1/2005	1,100 (P)	47.43
12/1/2005	1,100 (P)	47.43
12/1/2005	3,700 (P)	47.43
12/2/2005	800 (P)	47.65
12/2/2005	25,000 (P)	47.63
12/2/2005	22,500 (P)	47.63
12/2/2005	700 (P)	47.65

Page 49 of 59 Pages

SCHEDULE F

TINICUM PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
-----	-----	-----
11/14/2005	2,500 (P)	47.52
11/14/2005	1,600 (P)	47.37
11/14/2005	600 (P)	47.53
11/14/2005	5,800 (P)	47.54
11/14/2005	2,500 (P)	47.52

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

11/14/2005	5,800 (P)	47.54
11/14/2005	600 (P)	47.53
11/14/2005	1,600 (P)	47.37
11/15/2005	1,500 (P)	47.31
11/15/2005	1,900 (P)	47.31
11/15/2005	700 (P)	47.30
11/15/2005	1,300 (P)	47.31
11/15/2005	1,500 (P)	47.31
11/15/2005	1,300 (P)	47.31
11/15/2005	1,900 (P)	47.31
11/15/2005	700 (P)	47.30
11/17/2005	400 (P)	47.30
11/17/2005	100 (P)	47.28
11/17/2005	400 (P)	47.28
11/17/2005	1,800 (P)	47.28
11/17/2005	400 (P)	47.30
11/17/2005	100 (P)	47.28
11/17/2005	400 (P)	47.28
11/17/2005	1,800 (P)	47.28
11/18/2005	500 (P)	47.27
11/18/2005	500 (P)	47.26
11/18/2005	1,300 (P)	47.28
11/18/2005	300 (P)	47.26
11/18/2005	1,000 (P)	47.27
11/18/2005	400 (P)	47.27
11/18/2005	500 (P)	47.27
11/18/2005	1,000 (P)	47.27
11/18/2005	1,300 (P)	47.28
11/18/2005	300 (P)	47.26
11/18/2005	400 (P)	47.27
11/18/2005	500 (P)	47.26
11/21/2005	2,200 (P)	47.28

Page 50 of 59 Pages

11/21/2005	1,500 (P)	47.29
11/21/2005	1,500 (P)	47.29
11/21/2005	800 (P)	47.29
11/21/2005	1,000 (P)	47.29
11/21/2005	1,500 (P)	47.28
11/21/2005	1,000 (P)	47.29
11/21/2005	500 (P)	47.29
11/22/2005	600 (S)	47.24
11/22/2005	100 (S)	47.23
11/22/2005	500 (S)	47.24
11/22/2005	100 (S)	47.23
11/30/2005	600 (P)	47.28
11/30/2005	1,300 (P)	47.27
11/30/2005	600 (P)	47.28
11/30/2005	1,300 (P)	47.27
12/1/2005	400 (P)	47.42
12/1/2005	300 (P)	47.43
12/1/2005	800 (P)	47.43
12/1/2005	300 (P)	47.43
12/1/2005	800 (P)	47.43
12/1/2005	300 (P)	47.43
12/1/2005	400 (P)	47.42
12/1/2005	300 (P)	47.43
12/2/2005	5,000 (P)	47.63

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

12/2/2005	200 (P)	47.65
12/2/2005	5,000 (P)	47.63
12/2/2005	200 (P)	47.65

Page 51 of 59 Pages

SCHEDULE G

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
11/14/2005	122,900 (P)	47.52
11/14/2005	1,500 (P)	47.53
11/14/2005	281,100 (P)	47.54
11/14/2005	30,300 (P)	47.53
11/14/2005	77,000 (P)	47.37
11/14/2005	116,600 (P)	47.52
11/14/2005	73,000 (P)	47.37
11/14/2005	28,800 (P)	47.53
11/14/2005	1,400 (P)	47.53
11/14/2005	266,600 (P)	47.54
11/15/2005	36,500 (P)	47.30
11/15/2005	67,500 (P)	47.31
11/15/2005	81,000 (P)	47.31
11/15/2005	101,300 (P)	47.31
11/15/2005	63,100 (P)	47.31
11/15/2005	34,100 (P)	47.30
11/15/2005	75,800 (P)	47.31
11/15/2005	94,700 (P)	47.31
11/17/2005	6,700 (P)	47.28
11/17/2005	20,100 (P)	47.30
11/17/2005	95,000 (P)	47.28
11/17/2005	20,100 (P)	47.28
11/17/2005	6,300 (P)	47.28
11/17/2005	18,800 (P)	47.30
11/17/2005	88,800 (P)	47.28
11/17/2005	18,800 (P)	47.28
11/18/2005	24,500 (P)	47.27
11/18/2005	68,100 (P)	47.28
11/18/2005	17,000 (P)	47.26
11/18/2005	54,500 (P)	47.27
11/18/2005	27,300 (P)	47.26
11/18/2005	21,800 (P)	47.27
11/18/2005	23,200 (P)	47.27
11/18/2005	64,400 (P)	47.28
11/18/2005	51,500 (P)	47.27
11/18/2005	16,100 (P)	47.26

Page 52 of 59 Pages

11/18/2005	25,800 (P)	47.26
11/18/2005	20,600 (P)	47.27
11/21/2005	90,700 (P)	47.28
11/21/2005	61,500 (P)	47.29
11/21/2005	61,500 (P)	47.29
11/21/2005	30,800 (P)	47.29
11/21/2005	28,800 (P)	47.29
11/21/2005	57,500 (P)	47.29
11/21/2005	57,500 (P)	47.29
11/21/2005	84,800 (P)	47.28
11/22/2005	27,700 (S)	47.24
11/22/2005	1,200 (S)	47.19
11/22/2005	6,800 (S)	47.23
11/22/2005	1,100 (S)	47.19
11/22/2005	6,400 (S)	47.23
11/22/2005	26,100 (S)	47.24
11/30/2005	38,800 (P)	47.28
11/30/2005	80,000 (P)	47.27
11/30/2005	36,300 (P)	47.28
11/30/2005	74,800 (P)	47.27
12/1/2005	50,400 (P)	47.43
12/1/2005	15,100 (P)	47.43
12/1/2005	24,200 (P)	47.42
12/1/2005	15,100 (P)	47.43
12/1/2005	47,000 (P)	47.43
12/1/2005	22,600 (P)	47.42
12/1/2005	14,100 (P)	47.43
12/1/2005	14,100 (P)	47.43
12/2/2005	9,400 (P)	47.65
12/2/2005	292,500 (P)	47.63
12/2/2005	272,500 (P)	47.63
12/2/2005	8,700 (P)	47.65

Page 53 of 59 Pages

SCHEDULE H

FARALLON CAPITAL MANAGEMENT, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARES (\$)
-----	-----	-----
11/14/2005	138,200 (P)	47.52
11/14/2005	86,700 (P)	47.37
11/14/2005	34,100 (P)	47.53
11/14/2005	1,700 (P)	47.53

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

11/14/2005	315,800 (P)	47.54
11/14/2005	1,800 (P)	47.53
11/14/2005	32,400 (P)	47.53
11/14/2005	301,200 (P)	47.54
11/14/2005	131,900 (P)	47.52
11/14/2005	82,700 (P)	47.37
11/15/2005	42,000 (P)	47.30
11/15/2005	93,700 (P)	47.31
11/15/2005	117,000 (P)	47.31
11/15/2005	78,100 (P)	47.31
11/15/2005	88,400 (P)	47.31
11/15/2005	73,700 (P)	47.31
11/15/2005	39,700 (P)	47.30
11/15/2005	110,500 (P)	47.31
11/17/2005	23,600 (P)	47.30
11/17/2005	7,800 (P)	47.28
11/17/2005	23,600 (P)	47.28
11/17/2005	111,800 (P)	47.28
11/17/2005	22,000 (P)	47.30
11/17/2005	7,300 (P)	47.28
11/17/2005	22,000 (P)	47.28
11/17/2005	104,600 (P)	47.28
11/18/2005	20,000 (P)	47.26
11/18/2005	79,900 (P)	47.28
11/18/2005	28,700 (P)	47.27
11/18/2005	25,600 (P)	47.27
11/18/2005	64,000 (P)	47.27
11/18/2005	31,800 (P)	47.26
11/18/2005	60,000 (P)	47.27
11/18/2005	26,800 (P)	47.27
11/18/2005	18,800 (P)	47.26
11/18/2005	74,800 (P)	47.28

Page 54 of 59 Pages

11/18/2005	29,800 (P)	47.26
11/18/2005	24,000 (P)	47.27
11/21/2005	101,800 (P)	47.28
11/21/2005	69,000 (P)	47.29
11/21/2005	69,000 (P)	47.29
11/21/2005	34,300 (P)	47.29
11/21/2005	95,100 (P)	47.28
11/21/2005	64,500 (P)	47.29
11/21/2005	32,000 (P)	47.29
11/21/2005	64,500 (P)	47.29
11/22/2005	1,400 (S)	47.19
11/22/2005	7,800 (S)	47.23
11/22/2005	31,500 (S)	47.24
11/22/2005	7,300 (S)	47.23
11/22/2005	29,700 (S)	47.24
11/22/2005	1,300 (S)	47.19
11/30/2005	45,900 (P)	47.28
11/30/2005	94,700 (P)	47.27
11/30/2005	43,100 (P)	47.28
11/30/2005	89,000 (P)	47.27
12/1/2005	18,400 (P)	47.43
12/1/2005	61,600 (P)	47.43
12/1/2005	18,400 (P)	47.43
12/1/2005	29,600 (P)	47.42

Edgar Filing: GEORGIA PACIFIC CORP - Form SC 13D

12/1/2005	27,800 (P)	47.42
12/1/2005	17,400 (P)	47.43
12/1/2005	17,400 (P)	47.43
12/1/2005	58,000 (P)	47.43
12/2/2005	370,000 (P)	47.63
12/2/2005	11,800 (P)	47.65
12/2/2005	347,500 (P)	47.63
12/2/2005	11,100 (P)	47.65
11/14/2005	200 (P)	47.53
11/14/2005	11,100 (P)	47.37
11/14/2005	4,400 (P)	47.53
11/14/2005	40,600 (P)	47.54
11/14/2005	17,700 (P)	47.52
11/15/2005	5,400 (P)	47.30
11/15/2005	12,000 (P)	47.31
11/15/2005	15,000 (P)	47.31
11/15/2005	10,000 (P)	47.31
11/17/2005	1,000 (P)	47.28
11/17/2005	3,000 (P)	47.30
11/17/2005	14,200 (P)	47.28
11/17/2005	3,000 (P)	47.28

Page 55 of 59 Pages

11/18/2005	3,400 (P)	47.27
11/18/2005	7,500 (P)	47.27
11/18/2005	2,300 (P)	47.26
11/18/2005	9,400 (P)	47.28
11/18/2005	3,800 (P)	47.26
11/18/2005	3,000 (P)	47.27
11/21/2005	12,500 (P)	47.28
11/21/2005	8,500 (P)	47.29
11/21/2005	4,300 (P)	47.29
11/21/2005	8,500 (P)	47.29
11/22/2005	4,000 (S)	47.24
11/22/2005	1,000 (S)	47.23
11/22/2005	200 (S)	47.19
11/30/2005	5,000 (P)	47.28
11/30/2005	10,300 (P)	47.27
12/1/2005	3,200 (P)	47.42
12/1/2005	6,700 (P)	47.43
12/1/2005	2,000 (P)	47.43
12/1/2005	2,000 (P)	47.43
12/2/2005	40,000 (P)	47.63
12/2/2005	1,300 (P)	47.65

Page 56 of 59 Pages

EXHIBIT INDEX

EXHIBIT 1

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

Page 57 of 59 Pages

EXHIBIT 1
to
SCHEDULE 13D

JOINT ACQUISITION STATEMENT
PURSUANT TO SECTION 240.13d-1(k)

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

Dated: December 9, 2005

/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

/s/ Monica R. Landry

NOONDAY G.P. (U.S.), L.L.C.
By Monica R. Landry,
Attorney-in-fact

Page 58 of 59 Pages

/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

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, Rajiv A. Patel,
Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly

Page 59 of 59 Pages