

Edgar Filing: LIBBEY INC - Form SC 13G/A

LIBBEY INC  
Form SC 13G/A  
January 11, 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 13G

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

Libbey Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

529898108

-----  
(CUSIP Number)

December 31, 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).

(Continued on following pages)  
Page 1 of 34 Pages

Edgar Filing: LIBBEY INC - Form SC 13G/A

Exhibit Index Found on Page 32

13G

=====  
CUSIP No. 529898108  
=====

-----  
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 hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.  
-----

3 SEC USE ONLY  
-----

CITIZENSHIP OR PLACE OF ORGANIZATION  
4  
California  
-----

NUMBER OF 5 SOLE VOTING POWER  
-0-  
-----

SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 174,700  
-----

EACH 7 SOLE DISPOSITIVE POWER  
-0-  
-----

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON WITH 174,700  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
174,700  
-----

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.3%  
-----

12 TYPE OF REPORTING PERSON (See Instructions)  
-----

Edgar Filing: LIBBEY INC - Form SC 13G/A

PN

Page 2 of 34 Pages

13G

CUSIP No. 529898108

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 ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 797,000 Shares, which is 5.8% 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

5 NUMBER OF SOLE VOTING POWER  
SHARES 5  
BENEFICIALLY OWNED BY -0-

6 SHARED VOTING POWER  
153,900

7 SOLE DISPOSITIVE POWER  
EACH -0-

8 SHARED DISPOSITIVE POWER  
REPORTING PERSON WITH 153,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
153,900

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.1%

Edgar Filing: LIBBEY INC - Form SC 13G/A

-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
PN  
-----

Page 3 of 34 Pages

13G

=====  
CUSIP No. 529898108  
=====

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

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 797,000 Shares, which is 5.8% 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
California  
-----

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY	6	
OWNED BY		20,800
EACH	7	SOLE DISPOSITIVE POWER
		-0-
REPORTING		SHARED DISPOSITIVE POWER
PERSON WITH	8	
		20,800

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
20,800  
-----

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

Edgar Filing: LIBBEY INC - Form SC 13G/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.2%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

Page 4 of 34 Pages

13G

CUSIP No. 529898108

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)

2

(a) [ ]

(b) [ X ]\*\*

\*\*

The reporting persons making this filing hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARES BENEFICIALLY OWNED BY

6

SHARED VOTING POWER

22,500

EACH

7

SOLE DISPOSITIVE POWER

-0-

REPORTING PERSON WITH

8

SHARED DISPOSITIVE POWER

22,500

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

22,500

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

Edgar Filing: LIBBEY INC - Form SC 13G/A

10 CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.2%

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

Page 5 of 34 Pages

13G

=====  
CUSIP No. 529898108  
=====

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 797,000 Shares, which is 5.8% 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

NUMBER OF 5 SOLE VOTING POWER  
-0-

SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 8,700

EACH 7 SOLE DISPOSITIVE POWER  
-0-

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON WITH 8,700

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: LIBBEY INC - Form SC 13G/A

8,700

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%

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

Page 6 of 34 Pages

13G

=====  
CUSIP No. 529898108  
=====

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

Farallon Capital Management, 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 797,000 Shares, which is 5.8% 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 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER  
-0-

SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 416,400

EACH 7 SOLE DISPOSITIVE POWER  
-0-

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON WITH 416,400

Edgar Filing: LIBBEY INC - Form SC 13G/A

=====

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
416,400

=====

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

=====

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.0%

=====

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

=====

Page 7 of 34 Pages

13G

=====  
CUSIP No. 529898108  
=====

=====

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) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 797,000 Shares, which is 5.8% 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

=====

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY	6	380,600
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
		-0-

=====



Edgar Filing: LIBBEY INC - Form SC 13G/A

REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER 380,600

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 380,600

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%

12 TYPE OF REPORTING PERSON (See Instructions) 00

Page 8 of 34 Pages

13G

=====  
CUSIP No. 529898108  
=====

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Noonday G.P. (U.S.), L.L.C. [See Preliminary Note]

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 797,000 Shares, which is 5.8% 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 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF 5 SOLE VOTING POWER -0-

SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER 797,000

SOLE DISPOSITIVE POWER

Edgar Filing: LIBBEY INC - Form SC 13G/A

EACH	7	-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER 797,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 797,000	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.8%	
12	TYPE OF REPORTING PERSON (See Instructions) OO	

Page 9 of 34 Pages

13G

=====  
CUSIP No. 529898108  
=====

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Noonday Asset Management, L.P. [See Preliminary Note]	
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 797,000 Shares, which is 5.8% 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	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER
		SHARES BENEFICIALLY

Edgar Filing: LIBBEY INC - Form SC 13G/A

OWNED BY 797,000

EACH 7 SOLE DISPOSITIVE POWER -0-

REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER 797,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 797,000

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.8%

12 TYPE OF REPORTING PERSON (See Instructions) PN

Page 10 of 34 Pages

13G

=====  
CUSIP No. 529898108  
=====

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Noonday Capital, L.L.C. [See Preliminary Note]

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 797,000 Shares, which is 5.8% 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 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF 5 SOLE VOTING POWER -0-

Edgar Filing: LIBBEY INC - Form SC 13G/A

```

=====
SHARES                               SHARED VOTING POWER
BENEFICIALLY OWNED BY                6                797,000
=====
EACH                                  7                -0-
=====
REPORTING PERSON WITH                 8                SHARED DISPOSITIVE POWER
                                           797,000
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      797,000
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)           [   ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      5.8%
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      00
=====

```

Page 11 of 34 Pages

13G

```

=====
CUSIP No. 529898108
=====

```

```

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

      David I. Cohen [See Preliminary Note]
=====
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 797,000 Shares, which is 5.8% 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      CITIZENSHIP OR PLACE OF ORGANIZATION

      United States
=====

```

Edgar Filing: LIBBEY INC - Form SC 13G/A

NUMBER OF	5	SOLE VOTING POWER	
		-0-	
SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER	
		797,000	
EACH	7	SOLE DISPOSITIVE POWER	
		-0-	
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER	
		797,000	
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		797,000	
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		5.8%	
12		TYPE OF REPORTING PERSON (See Instructions)	
		IN	

13G

=====  
CUSIP No. 529898108  
=====

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Chun R. Ding	
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 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.	
3	SEC USE ONLY	
	CITIZENSHIP OR PLACE OF ORGANIZATION	

Edgar Filing: LIBBEY INC - Form SC 13G/A

4

United States

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
		797,000
EACH	7	SOLE DISPOSITIVE POWER
		-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		797,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
797,000

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.8%

12 TYPE OF REPORTING PERSON (See Instructions)  
IN

Page 13 of 34 Pages

13G

=====  
CUSIP No. 529898108  
=====

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

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 797,000 Shares, which is 5.8% 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

Edgar Filing: LIBBEY INC - Form SC 13G/A

```

=====
4      CITIZENSHIP OR PLACE OF ORGANIZATION
      United States
=====
      NUMBER OF          5      SOLE VOTING POWER
      -0-
      SHARES
      BENEFICIALLY      6      SHARED VOTING POWER
      OWNED BY          797,000
      EACH              7      SOLE DISPOSITIVE POWER
      -0-
      REPORTING         8      SHARED DISPOSITIVE POWER
      PERSON WITH      797,000
=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      797,000
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)          [   ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      5.8%
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

```

Page 14 of 34 Pages

13G

```

=====
CUSIP No. 529898108
=====

```

```

=====
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 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of

Edgar Filing: LIBBEY INC - Form SC 13G/A

the securities reported by it on this cover page.

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

-----  
NUMBER OF 5 SOLE VOTING POWER  
-0-

-----  
SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER  
797,000

-----  
EACH 7 SOLE DISPOSITIVE POWER  
-0-

-----  
REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER  
797,000

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
797,000

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

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.8%

-----  
12 TYPE OF REPORTING PERSON (See Instructions)  
IN

13G

=====  
CUSIP No. 529898108  
=====

-----  
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



Edgar Filing: LIBBEY INC - Form SC 13G/A

aggregate of 797,000 Shares, which is 5.8% 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      CITIZENSHIP OR PLACE OF ORGANIZATION
      United States
=====

      NUMBER OF          5      SOLE VOTING POWER
      SHARES              -0-
      BENEFICIALLY
      OWNED BY           6      SHARED VOTING POWER
      EACH                787,000
      REPORTING          787,000
      PERSON WITH        8      SHARED DISPOSITIVE POWER
      EACH                787,000
=====

9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      797,000
=====

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

11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      5.8%
=====

12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

```

Page 16 of 34 Pages

13G

=====
CUSIP No. 529898108
=====

```

=====
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) [   ]
=====

```

Edgar Filing: LIBBEY INC - Form SC 13G/A

(b) [ X ]\*\*

2

\*\* The reporting persons making this filing hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

NUMBER OF 5 SOLE VOTING POWER  
-0-

SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER  
797,000

EACH 7 SOLE DISPOSITIVE POWER  
-0-

REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER  
797,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

797,000

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.8%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

Page 17 of 34 Pages

13G

=====  
CUSIP No. 529898108  
=====

=====  
NAMES OF REPORTING PERSONS

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

Monica R. Landry

Edgar Filing: LIBBEY INC - Form SC 13G/A

-----  
 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 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

-----  
 SOLE VOTING POWER

NUMBER OF

5

-0-

-----  
 SHARES  
 BENEFICIALLY  
 OWNED BY

6

-----  
 SHARED VOTING POWER

797,000

EACH

7

-----  
 SOLE DISPOSITIVE POWER

-0-

-----  
 REPORTING  
 PERSON WITH

8

-----  
 SHARED DISPOSITIVE POWER

797,000

-----  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

797,000

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

10

[ ]

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

11

5.8%

-----  
 TYPE OF REPORTING PERSON (See Instructions)

12

IN

-----  
 Page 18 of 34 Pages

13G

=====  
 CUSIP No. 529898108  
 =====

-----  
 NAMES OF REPORTING PERSONS

Edgar Filing: LIBBEY INC - Form SC 13G/A

1 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 hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

-----  
SOLE VOTING POWER

NUMBER OF

5

-0-

-----  
SHARES  
BENEFICIALLY  
OWNED BY

6

SHARED VOTING POWER

797,000

EACH

7

-----  
SOLE DISPOSITIVE POWER

-0-

REPORTING  
PERSON WITH

8

SHARED DISPOSITIVE POWER

797,000

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

797,000

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

10

[ ]

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

11

5.8%

-----  
TYPE OF REPORTING PERSON (See Instructions)

12

IN

Edgar Filing: LIBBEY INC - Form SC 13G/A

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

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 797,000 Shares, which is 5.8% 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 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States  
-----

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
		797,000
EACH	7	SOLE DISPOSITIVE POWER
		-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		797,000

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
797,000  
-----

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
5.8%  
-----

12 TYPE OF REPORTING PERSON (See Instructions)  
  
IN  
-----

Edgar Filing: LIBBEY INC - Form SC 13G/A

=====  
 CUSIP No. 529898108  
 =====

-----  
 NAMES OF REPORTING PERSONS  
 1 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 hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 4 United States  
 -----

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES BENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER
		797,000
	7	SOLE DISPOSITIVE POWER
		-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		797,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 797,000

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 5.8%

12 TYPE OF REPORTING PERSON (See Instructions)  
 IN

Edgar Filing: LIBBEY INC - Form SC 13G/A

13G

=====  
CUSIP No. 529898108  
=====

-----	
NAMES OF REPORTING PERSONS	
1	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) [ ]
2	(b) [ X ]**
	** The reporting persons making this filing hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
-----	
3	SEC USE ONLY
-----	
CITIZENSHIP OR PLACE OF ORGANIZATION	
4	United States
-----	
	SOLE VOTING POWER
NUMBER OF	5
	-0-
-----	
	SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY	6
	797,000
-----	
	SOLE DISPOSITIVE POWER
EACH	7
	-0-
-----	
	SHARED DISPOSITIVE POWER
REPORTING PERSON WITH	8
	797,000
-----	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9	797,000
-----	
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
10	[ ]
-----	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11	5.8%
-----	
TYPE OF REPORTING PERSON (See Instructions)	
12	IN
-----	

Edgar Filing: LIBBEY INC - Form SC 13G/A

Page 22 of 34 Pages

13G

=====  
 CUSIP No. 529898108  
 =====

-----  
 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 hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

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

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 4 United States  
 -----

		SOLE VOTING POWER
NUMBER OF	5	-0-

		SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY	6	797,000

		SOLE DISPOSITIVE POWER
EACH	7	-0-

		SHARED DISPOSITIVE POWER
REPORTING PERSON WITH	8	797,000

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 797,000  
 -----

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

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 5.8%  
 -----

-----  
 TYPE OF REPORTING PERSON (See Instructions)  
 -----



Edgar Filing: LIBBEY INC - Form SC 13G/A

12

IN

Page 23 of 34 Pages

13G

CUSIP No. 529898108

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) [ X ]\*\*

2

\*\* The reporting persons making this filing hold an aggregate of 797,000 Shares, which is 5.8% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES BENEFICIALLY OWNED BY

6

SHARED VOTING POWER

797,000

EACH

7

SOLE DISPOSITIVE POWER

-0-

REPORTING PERSON WITH

8

SHARED DISPOSITIVE POWER

797,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

797,000

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: LIBBEY INC - Form SC 13G/A

5.8%

-----  
 TYPE OF REPORTING PERSON (See Instructions)  
 12  
 IN  
 -----

Page 24 of 34 Pages

This Amendment No. 1 to Schedule 13G amends the Schedule 13G initially filed on March 26, 2004 (collectively, with all amendments thereto, the "Schedule 13G").

Preliminary Note: Effective as of January 1, 2005, each of Noonday G.P. (U.S.), L.L.C. (the "First Noonday Sub-adviser") and Noonday Asset Management, L.P. (the "Second Noonday Sub-adviser") has entered into an investment subadvisory agreement with the General Partner and the Management Company. Each of the First Noonday Sub-adviser and the Second Noonday Sub-adviser, as a sub-investment adviser to the Partnerships and the Managed Accounts, may be deemed to be the beneficial owner of the Shares held by the Partnerships and the Managed Accounts. As the general partner of the Second Noonday Sub-adviser, Noonday Capital, L.L.C. (the "Noonday General Partner") may be deemed to be the beneficial owner of the Shares held by the Partnerships and the Managed Accounts. David I. Cohen ("Cohen"), as the managing member of the First Noonday Sub-adviser and the Noonday General Partner, may be deemed to be the beneficial owner of the Shares held by the Partnerships and the Managed Accounts. Cohen resigned as a managing member of the Management Company and the General Partner effective December 31, 2004. This amendment to the Schedule 13G reports (i) that the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Noonday General Partner may be deemed to have acquired beneficial ownership of the Shares reported herein and (ii) that Cohen's deemed beneficial ownership of such Shares is now attributable to his position as a managing member of the First Noonday Sub-adviser and the Noonday General Partner, and not as a managing member of the Management Company and the General Partner.

Page 25 of 34 Pages

Item 1. Issuer

(a) Name of Issuer:

Libbey Inc. (the "Company")

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

300 Madison Avenue, Toledo, Ohio 43604

Item 2. Identity And Background

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

## Edgar Filing: LIBBEY INC - Form SC 13G/A

This statement relates to Shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 529898108.

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 held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it; and
- (v) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it.

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

Page 26 of 34 Pages

### The Management Company

-----

- (vi) 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 General Partner Of The Partnerships

-----

- (vii) 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 held by each of the Partnerships.

### The Noonday Entities

-----

- (viii) Noonday G.P. (U.S.), L.L.C., a Delaware limited

Edgar Filing: LIBBEY INC - Form SC 13G/A

liability company which is the sub-adviser to the Partnerships and the Managed Accounts, with respect to the Shares held by the Partnerships and the Managed Accounts;

- (ix) Noonday Asset Management, L.P., a Delaware limited partnership which is the sub-adviser to the Partnerships and the Managed Accounts, with respect to the Shares held by the Partnerships and the Managed Accounts; and
- (x) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser, with respect to the Shares held by the Partnerships 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 Entities."

The Noonday Managing Member

-----

- (xi) David I. Cohen, the managing member of the First Noonday Sub-adviser and the Noonday General Partner, with respect to the Shares held by each of the Partnerships and the Managed Accounts.

Page 27 of 34 Pages

The Managing Members Of The General Partner And The Management Company

-----

- (xii) The following persons who are managing members of both the General Partner and the Management Company, with respect to the Shares held by the Partnerships and the Managed Accounts: 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"), Rajiv A. Patel ("Patel"), Stephen L. Millham ("Millham"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

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, the Management Company and the Noonday Entities 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 other than the Noonday Entities and Cohen is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111. The address of the principal business office of the Noonday Entities and Cohen is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b), Or

Edgar Filing: LIBBEY INC - Form SC 13G/A

-----  
13d-2(b) Or (c), Check Whether The Person Filing Is An Entity Specified  
-----

In (a) - (j):  
-----

Not Applicable.

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 owned directly by the Partnerships and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The General Partner, as general partner to the Partnerships, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships. 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 First Noontday Sub-adviser, as sub-investment adviser to the Partnerships and the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships and the Managed Accounts. The Second Noontday Sub-adviser, as sub-investment adviser to the Partnerships and the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships and the Managed Accounts. The Noontday General Partner, as

Page 28 of 34 Pages

the general partner to the Second Noontday Sub-adviser, may be deemed to be the beneficial owner of all such Shares owned by the Partnerships and the Managed Accounts. The Individual Reporting Persons other than Cohen, as managing members of both the General Partner and the Management Company, may each be deemed to be the beneficial owner of all such Shares held by the Partnerships and the Managed Accounts. Cohen, as the managing member of the First Noontday Sub-adviser and the Noontday General Partner, may be deemed to be the beneficial owner of all such Shares held by the Partnerships and the Managed Accounts. Each of the Management Company, the General Partner, the Noontday Entities 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  
-----

Not Applicable.

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

The Security Being Reported On By The Parent Holding Company

Edgar Filing: LIBBEY INC - Form SC 13G/A

-----  
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.

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 29 of 34 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: January 10, 2005

/s/ Monica R. Landry  
-----

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.,  
And TINICUM PARTNERS, L.P.  
By Monica R. Landry,  
Managing Member

/s/ Monica R. Landry  
-----

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

Edgar Filing: LIBBEY INC - Form SC 13G/A

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

Page 30 of 34 Pages

The Powers of Attorney, each executed by Joseph F. Downes, William F. Duhamel, Richard B. Fried, William F. Mellin, Stephen L. Millham, Thomas F. Steyer and Mark C. Wehrly authorizing Monica R. Landry to sign and file this Schedule 13G 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 each of Chun R. Ding and Derek C. Schrier authorizing Monica R. Landry 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 Landry 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. The Powers of Attorney executed by each of Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and David I. Cohen authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005 by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference.

Page 31 of 34 Pages

EXHIBIT INDEX

Edgar Filing: LIBBEY INC - Form SC 13G/A

EXHIBIT 1

Joint Acquisition Statement Pursuant to  
Section 240.13d1(k)

Page 32 of 34 Pages

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: January 10, 2005

/s/ Monica R. Landry  
-----

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.,  
And TINICUM PARTNERS, L.P.,  
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 33 of 34 Pages

/s/ Monica R. Landry



Edgar Filing: LIBBEY INC - Form SC 13G/A

-----  
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, Joseph F. Downes,  
William F. Duhamel, Charles E. Ellwein, Richard B. Fried,  
William F. Mellin, Stephen L. Millham, Rajiv A. Patel,  
Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.

Page 34 of 34 Pages