

TOWER AUTOMOTIVE INC  
Form SC 13G  
May 26, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13G**

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

**Tower Automotive, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**891707101**

(CUSIP Number)

**May 19, 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.

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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).

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Citadel Limited Partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Illinois limited partnership  
 U.S.A.

5. Sole Voting Power  
 0

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

6. Shared Voting Power  
 4,182,900 shares of Common Stock

7. Sole Dispositive Power  
 0

8. Shared Dispositive Power  
 See Row 6 above.

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 See Row 6 above.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Approximately 7.2% as of the date of this filing (based on 58,035,678 shares of Common Stock issued and outstanding as of May 3, 2004).

12. Type of Reporting Person (See Instructions)

PN; HC

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

GLB Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Delaware limited partnership  
 U.S.A.

5. Sole Voting Power  
 0

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

6. Shared Voting Power  
 4,182,900 shares of Common Stock

7. Sole Dispositive Power  
 0

8. Shared Dispositive Power  
 See Row 6 above.

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12. Type of Reporting Person (See Instructions)  
 PN; HC

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Citadel Investment Group, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Delaware limited liability company  
 U.S.A.

5. Sole Voting Power  
 0

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

6. Shared Voting Power  
 4,182,900 shares of Common Stock

7. Sole Dispositive Power  
 0

8. Shared Dispositive Power  
 See Row 6 above.

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 See Row 6 above.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Approximately 7.2% as of the date of this filing (based on 58,035,678 shares of Common Stock issued and outstanding as of May 3, 2004).

12. Type of Reporting Person (See Instructions)  
 OO; HC

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Kenneth Griffin
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)  y
    - (b)  o
  3. SEC Use Only
  4. Citizenship or Place of Organization  
U.S. Citizen  
U.S.A.
- |   |    |                          |                                  |
|---|----|--------------------------|----------------------------------|
|   | 5. | Sole Voting Power        | 0                                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. | Shared Voting Power      | 4,182,900 shares of Common Stock |
|   | 7. | Sole Dispositive Power   | 0                                |
|   | 8. | Shared Dispositive Power | See Row 6 above.                 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
See Row 6 above.
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o
  11. Percent of Class Represented by Amount in Row (9)  
  
Approximately 7.2% as of the date of this filing (based on 58,035,678 shares of Common Stock issued and outstanding as of May 3, 2004).
  12. Type of Reporting Person (See Instructions)  
IN; HC

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Citadel Wellington Partners L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Illinois limited partnership

5. Sole Voting Power  
 0

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

6. Shared Voting Power  
 4,182,900 shares of Common Stock

7. Sole Dispositive Power  
 0

8. Shared Dispositive Power  
 See Row 6 above.

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 See Row 6 above.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Approximately 7.2% as of the date of this filing (based on 58,035,678 shares of Common Stock issued and outstanding as of May 3, 2004).

12. Type of Reporting Person (See Instructions)  
 PN; HC

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Citadel Wellington Partners L.P. SE
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)  y
    - (b)  o
  3. SEC Use Only
  4. Citizenship or Place of Organization  
Delaware limited partnership
- |   |    |                                  |   |
|---|----|----------------------------------|---|
|   | 5. | Sole Voting Power                |   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |    |                                  | 0 |
|   | 6. | Shared Voting Power              |   |
|   |    | 4,182,900 shares of Common Stock |   |
|   | 7. | Sole Dispositive Power           |   |
|   |    | 0                                |   |
|   | 8. | Shared Dispositive Power         |   |
|   |    | See Row 6 above.                 |   |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
See Row 6 above.
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o
  11. Percent of Class Represented by Amount in Row (9)  
  
Approximately 7.2% as of the date of this filing (based on 58,035,678 shares of Common Stock issued and outstanding as of May 3, 2004).
  12. Type of Reporting Person (See Instructions)  
PN; HC



1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Citadel Kensington Global Strategies Fund Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Bermuda company

5. Sole Voting Power  
 0

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

6. Shared Voting Power  
 4,182,900 shares of Common Stock

7. Sole Dispositive Power  
 0

8. Shared Dispositive Power  
 See Row 6 above.

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 See Row 6 above.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Approximately 7.2% as of the date of this filing (based on 58,035,678 shares of Common Stock issued and outstanding as of May 3, 2004).

12. Type of Reporting Person (See Instructions)  
 CO; HC

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Citadel Equity Fund Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Cayman Islands company

5. Sole Voting Power  
 0

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

6. Shared Voting Power  
 4,182,900 shares of Common Stock

7. Sole Dispositive Power  
 0

8. Shared Dispositive Power  
 See Row 6 above.

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 See Row 6 above.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Approximately 7.2% as of the date of this filing (based on 58,035,678 shares of Common Stock issued and outstanding as of May 3, 2004).

12. Type of Reporting Person (See Instructions)  
 CO; HC

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Citadel Distressed and Credit Opportunity Fund Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Cayman Islands company

5. Sole Voting Power  
 0

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

6. Shared Voting Power  
 4,182,900 shares of Common Stock

7. Sole Dispositive Power  
 0

8. Shared Dispositive Power  
 See Row 6 above.

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 See Row 6 above.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Approximately 7.2% as of the date of this filing (based on 58,035,678 shares of Common Stock issued and outstanding as of May 3, 2004).

12. Type of Reporting Person (See Instructions)  
 CO; HC

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Citadel Jackson Investment Fund Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)    
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Cayman Islands company

5. Sole Voting Power  
 0

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

6. Shared Voting Power  
 4,182,900 shares of Common Stock

7. Sole Dispositive Power  
 0

8. Shared Dispositive Power  
 See Row 6 above.

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 See Row 6 above.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Approximately 7.2% as of the date of this filing (based on 58,035,678 shares of Common Stock issued and outstanding as of May 3, 2004).

12. Type of Reporting Person (See Instructions)  
 CO; HC

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Citadel Credit Trading Ltd.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)  y
    - (b)  o
  3. SEC Use Only
  4. Citizenship or Place of Organization  
Cayman Islands company
- |   |    |                                  |   |
|---|----|----------------------------------|---|
|   | 5. | Sole Voting Power                |   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |    |                                  | 0 |
|   | 6. | Shared Voting Power              |   |
|   |    | 4,182,900 shares of Common Stock |   |
|   | 7. | Sole Dispositive Power           |   |
|   |    | 0                                |   |
|   | 8. | Shared Dispositive Power         |   |
|   |    | See Row 6 above.                 |   |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
See Row 6 above.
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o
  11. Percent of Class Represented by Amount in Row (9)  
  
Approximately 7.2% as of the date of this filing (based on 58,035,678 shares of Common Stock issued and outstanding as of May 3, 2004).
  12. Type of Reporting Person (See Instructions)  
CO

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
 Aragon Investments, Ltd.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
  3. SEC Use Only
  4. Citizenship or Place of Organization  
 Bermuda company
- |   |    |    |                                  |
|---|----|----|----------------------------------|
|   | 5. |    | Sole Voting Power                |
|   |    |    | 0                                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |    | 6. | Shared Voting Power              |
|   |    |    | 4,182,900 shares of Common Stock |
|   |    | 7. | Sole Dispositive Power           |
|   |    |    | 0                                |
|   |    | 8. | Shared Dispositive Power         |
|   |    |    | See Row 6 above.                 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 See Row 6 above.
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
 Approximately 7.2% as of the date of this filing (based on 58,035,678 shares of Common Stock issued and outstanding as of May 3, 2004).
  12. Type of Reporting Person (See Instructions)  
 CO

CUSIP No. 891707101

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**Item 1.**

- (a) Name of Issuer  
TOWER AUTOMOTIVE, INC.
- (b) Address of Issuer's Principal Executive Offices  
  
27175 Haggerty Road  
  
Novi, MI 48377

**Item 2.**

- (a) Name of Person Filing
- (b) Address of Principal Business Office or, if none, Residence
- (c) Citizenship
  - Citadel Limited Partnership  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Illinois limited partnership
  - GLB Partners, L.P.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Delaware limited partnership
  - Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Delaware limited liability company
  - Kenneth Griffin  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
U.S. Citizen
  - Citadel Wellington Partners L.P.  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Illinois limited partnership
  - Citadel Wellington Partners L.P. SE  
c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Delaware limited partnership





Citadel Kensington Global Strategies Fund Ltd.  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Bermuda company

Citadel Equity Fund Ltd.  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Cayman Islands company

Citadel Distressed and Credit Opportunity Fund Ltd.  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Cayman Islands company

Citadel Jackson Investment Fund Ltd.  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Cayman Islands company

Citadel Credit Trading Ltd.  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Cayman Islands company

Aragon Investments, Ltd.  
 c/o Citadel Investment Group, L.L.C.  
 131 S. Dearborn Street, 32nd Floor  
 Chicago, Illinois 60603  
 Bermuda company

- 2(d) Title of Class of Securities  
 Common Stock, par value \$0.01 per share
- (e) CUSIP Number  
 891707101

**Item 3.** If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:  
 (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).



- (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.  
CITADEL LIMITED PARTNERSHIP

GLB PARTNERS, L.P.

CITADEL INVESTMENT GROUP, L.L.C.

KENNETH GRIFFIN

CITADEL WELLINGTON PARTNERS L.P.

CITADEL WELLINGTON PARTNERS L.P. SE

CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

CITADEL EQUITY FUND LTD.

CITADEL DISTRESSED AND CREDIT OPPORTUNITY FUND LTD.

CITADEL JACKSON INVESTMENT FUND LTD.

CITADEL CREDIT TRADING LTD.

ARAGON INVESTMENTS, LTD.

(a) Amount beneficially owned:

4,182,900 shares of Common Stock

(b) Percent of class:

Approximately 7.2% as of the date of this filing (based on 58,035,678 shares of Common Stock issued and outstanding as of May 3, 2004).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote  
0

- (ii) Shared power to vote or to direct the vote
  - (iii) See item (a) above.  
Sole power to dispose or to direct the disposition of
  - (iv) 0  
Shared power to dispose or to direct the disposition of
- See item (a) above.

**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 or Control Person**  
See Item 2 above.

**Item 8. Identification and Classification of Members of the Group**  
Not Applicable.

**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.

\* Adam C. Cooper is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on November 19, 2002, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Form 3 for Metals USA, Inc.

## Signature

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

Dated this 25th day of May, 2004

**KENNETH GRIFFIN**

By: /s/ Adam C. Cooper  
Adam C. Cooper, attorney-in-fact\*

**CITADEL LIMITED PARTNERSHIP**

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Adam C. Cooper  
Adam C. Cooper, Senior Managing  
Director and General Counsel

**GLB PARTNERS, L.P.**

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Adam C. Cooper  
Adam C. Cooper, Senior Managing  
Director and General Counsel

**CITADEL WELLINGTON PARTNERS  
L.P.**

By: Citadel Limited Partnership,  
its General Partner

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

**CITADEL INVESTMENT GROUP, L.L.C.**

By: /s/ Adam C. Cooper  
Adam C. Cooper, Senior Managing  
Director and General Counsel

**CITADEL EQUITY FUND LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group,  
L.L.C.,  
its General Partner

By: /s/ Adam C. Cooper  
Adam C. Cooper, Senior Managing  
Director and General Counsel

**ARAGON INVESTMENTS, LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group,  
L.L.C.,  
its General Partner

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By: /s/ Adam C. Cooper  
Adam C. Cooper, Senior Managing  
Director and General Counsel

By: /s/ Adam C. Cooper  
Adam C. Cooper, Senior Managing  
Director and General Counsel

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**CITADEL WELLINGTON PARTNERS  
L.P. SE**

By: Citadel Limited Partnership,  
its General Partner

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Adam C. Cooper  
Adam C. Cooper, Senior Managing  
Director and General Counsel

**CITADEL CREDIT TRADING LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group,  
L.L.C.,  
its General Partner

By: /s/ Adam C. Cooper  
Adam C. Cooper, Senior Managing  
Director and General Counsel

**CITADEL DISTRESSED AND CREDIT  
OPPORTUNITY FUND LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Adam C. Cooper  
Adam C. Cooper, Senior Managing  
Director and General Counsel



CUSIP No. 891707101

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**CITADEL KENSINGTON GLOBAL  
STRATEGIES FUND LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ Adam C. Cooper  
Adam C. Cooper, Senior Managing  
Director and General Counsel

**CITADEL JACKSON INVESTMENT  
FUND LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: GLB Partners, L.P.,  
its General Partner

By: Citadel Investment Group,  
L.L.C.,  
its General Partner

By: /s/ Adam C. Cooper  
Adam C. Cooper, Senior Managing  
Director and General Counsel

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