CENTURY ALUMINUM CO Form SC 13G/A February 08, 2008

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

SCHEDULE 13G (Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2 Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Century Aluminum Company

(Name of Issuer)

Common Stock

(Title of Class of Securities)

156431108

(CUSIP Number)

December 31, 2007

Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)
x Rule 13d-1(c)
o 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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Citadel Investment Group, L.L.C.				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLAC Delaware limited liabilit		ΓΙΟΝ		
	5. SOLE VOTING POWER NUMBER OF 0				
F	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER 1,330,112 shares		
	REPORTING PERSON WITH	7.	SOLE DISPOSITIVE POWER 0		
	8. SHARED DISPOSITIVE POWER See Row 6 above.				
9.	AGGREGATE AMOUN' See Row 6 above.	Γ BENEFICIALLY	OWNED BY EACH REPORTING PERSON		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	Approximately 3.3% ⁽¹⁾ as of December 31, 2007.				
12.	TYPE OF REPORTING PERSON OO; HC				

⁽¹⁾ Based on 40,973,805 outstanding shares of the Common Stock of Issuer, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2007, as filed with the Securities and Exchange Commission on November 9, 2007.

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	•				
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Citadel Investment Group II, L.L.C.				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company				
	5. SOLE VOTING POWER NUMBER OF 0				
	SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER		
	EACH		1,330,112 shares		
	REPORTING PERSON WITH	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 BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	Approximately $3.3\%^{(2)}$ as of December 31, 2007.				
12.	TYPE OF REPORTING PERSON OO; HC				
(2)	See footnote 1 above.				

(2) See footnote 1 above.

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Citadel Limited Partnership				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLAC Delaware limited partne		ΓΙΟΝ		
	5. SOLE VOTING POWER NUMBER OF 0				
	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER		
	REPORTING PERSON WITH	7.	1,330,112 shares SOLE DISPOSITIVE POWER 0		
	8. SHARED DISPOSITIVE POWER See Row 6 above.				
9.	AGGREGATE AMOUN See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	Approximately 3.3% ⁽³⁾ as of December 31, 2007.				
12.	TYPE OF REPORTING PERSON PN; HC				
(3)	See footnote 1 above				

(3) See footnote 1 above.

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	Kenneth Griffin			
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLAC U.S. Citizen	CE OF ORGANIZA	ΓΙΟΝ	
	5. SOLE VOTING POWER NUMBER OF 0			
]	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER	
	REPORTING PERSON WITH	7.	1,330,112 shares SOLE DISPOSITIVE POWER 0	
		8.	SHARED DISPOSITIVE POWER See Row 6 above.	
9.	AGGREGATE AMOUN See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0			
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	Approximately 3.3% ⁽⁴⁾ as of December 31, 2007.			
12.	TYPE OF REPORTING PERSON IN; HC			
(4)		- C C	ote 1 above	

(4) See footnote 1 above.

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Citadel Holdings I LP				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLAC Delaware limited partne		ΓΙΟΝ		
	5. SOLE VOTING POWER NUMBER OF 0				
	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER		
	REPORTING PERSON WITH	7.	1,330,112 shares SOLE DISPOSITIVE POWER 0		
	8. SHARED DISPOSITIVE POWER See Row 6 above.				
9.	AGGREGATE AMOUN See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	Approximately 3.3% ⁽⁵⁾	as of December 31,	2007.		
12.	TYPE OF REPORTING PERSON PN; HC				
(5)		- C - C - 4	ote 1 above		

(5) See footnote 1 above.

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156431108		

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Citadel Holdings II LP				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLAC Delaware limited partne		ΓΙΟΝ		
	5. SOLE VOTING POWER NUMBER OF 0				
:	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER		
	REPORTING PERSON WITH	7.	1,330,112 shares SOLE DISPOSITIVE POWER 0		
	8. SHARED DISPOSITIVE POWER See Row 6 above.				
9.	AGGREGATE AMOUN' See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	Approximately 3.3% ⁽⁶⁾ as of December 31, 2007.				
12.	TYPE OF REPORTING PERSON PN; HC				
(6)		<u> </u>	ote 1 above		

(6) See footnote 1 above.

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1.	NAME OF REPORTING S.S. OR I.R.S. IDENTIF		ABOVE PERSON		
	Citadel Advisors LLC				
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLAC Delaware limited liabili		ΓΙΟΝ		
	NUMBER OF	5.	SOLE VOTING POWER		
	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER		
	REPORTING PERSON WITH	7.	1,330,112 shares SOLE DISPOSITIVE POWER 0		
		8.	SHARED DISPOSITIVE POWER See Row 6 above.		
9.	AGGREGATE AMOUN See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON		
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	Approximately $3.3\%^{(7)}$ as of December 31, 2007.				
12.	TYPE OF REPORTING PERSON OO; HC				
(7)		C C .	ote 1 above		

(7) See footnote 1 above.

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1.	NAME OF REPORTING S.S. OR I.R.S. IDENTIFE		ABOVE PERSON	
	Citadel Equity Fund Ltd.			
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLAC Cayman Islands compa		ΓΙΟΝ	
	NUMBER OF	5.	SOLE VOTING POWER 0	
	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER	
	REPORTING PERSON WITH	7.	1,330,112 shares SOLE DISPOSITIVE POWER 0	
		8.	SHARED DISPOSITIVE POWER See Row 6 above.	
9.	AGGREGATE AMOUN See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o			
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	Approximately 3.3% ⁽⁸⁾	as of December 31,	2007.	
12.	TYPE OF REPORTING PERSON CO			
(8)		C C 4	ote 1 above	

(8) See footnote 1 above.

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CUSIP NO.	120	D 10 . f 17 D
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1.	NAME OF REPORTING S.S. OR I.R.S. IDENTIF		ABOVE PERSON	
	Citadel Derivatives Group LLC			
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLAC Delaware limited liabili		ΓΙΟΝ	
	NUMBER OF	5.	SOLE VOTING POWER 0	
:	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER	
	REPORTING PERSON WITH	7.	1,330,112 shares SOLE DISPOSITIVE POWER 0	
		8.	SHARED DISPOSITIVE POWER See Row 6 above.	
9.	AGGREGATE AMOUN See Row 6 above.	T BENEFICIALLY	OWNED BY EACH REPORTING PERSON	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o			
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	Approximately 3.3% ⁽⁹⁾ as of December 31, 2007.			
12.	TYPE OF REPORTING PERSON OO; BD			
(0)		C C 4	ote 1 above	

(9) See footnote 1 above.

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	Citadel Derivatives Trading Ltd.			
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLAC Cayman Islands compa		ΓΙΟΝ	
	NUMBER OF	5.	SOLE VOTING POWER 0	
]	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER 1,330,112 shares	
	REPORTING PERSON WITH	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 BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o			
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	Approximately $3.3\%^{(10)}$ as of December 31, 2007.			
12.	TYPE OF REPORTING PERSON CO			
(10)	See footnote 1 above.			

(10) See footnote 1 above.

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Item 1(a) Name of Issuer: **CENTURY ALUMINUM COMPANY**

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

2511 Garden Road Building A, Suite 200 Monterey, California 93940

Item 2(a) Name of Person Filing⁽¹¹⁾

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Citadel Investment Group, L.L.C.

131 S. Dearborn Street

32nd Floor

Chicago, Illinois 60603

Delaware limited liability company

Citadel Investment Group II, L.L.C.

131 S. Dearborn Street

32nd Floor

Chicago, Illinois 60603

Delaware limited liability company

Citadel Limited Partnership

131 S. Dearborn Street

32nd Floor

Chicago, Illinois 60603

Delaware limited partnership

Kenneth Griffin

131 S. Dearborn Street

32nd Floor

Chicago, Illinois 60603

U.S. Citizen

Citadel Holdings I LP

c/o Citadel Investment Group II, L.L.C.

131 S. Dearborn Street

32nd Floor

Chicago, Illinois 60603

Delaware limited partnership

⁽¹¹⁾ Citadel Holdings Ltd., a Cayman Islands company ("CH"), is majority owned by Citadel Kensington Global Strategies Fund Ltd., a Bermuda company ("CKGSF"). Citadel Equity Fund Ltd. ("CEF") is a subsidiary of CH. CKGSF

and CH do not have control over the voting or disposition of securities held by CEF. Until December 31, 2007, Citadel Wellington LLC, a Delaware limited liability company ("CW"), was the majority owner of Citadel Derivatives Group LLC ("CDG"). Effective January 1, 2008, Citadel Derivatives Group Investors LLC, a Delaware limited liability company ("CDGI"), became the majority owner of CDG. CW did not, and CDGI does not, have control over the voting or disposition of securities held by CDG. Until December 31, 2007, Citadel Derivatives Trading Ltd. ("CDT") was a wholly-owned subsidiary of CEF. Effective January 1, 2008, CLP Holdings LLC, a Delaware limited liability company ("CLP Holdings"), became the majority owner of CDT. CKGSF, CH and CEF did not, and CLP Holdings does not, have control over the voting or disposition of shares held by CDT. Citadel Investment Group II, L.L.C., Citadel Holdings I LP, Citadel Holdings II LP and Citadel Advisors LLC are included in this filing as Reporting Persons even though such entities did not have control over the voting or disposition of securities held by CEF, CDG or CDT until January 1, 2008.

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	1			
CUSIP NO. 156431108		13G	Page 13 of 17 Pages	
156431108		Citadel Holdings II c/o Citadel Investm 131 S. Dearborn Str 32nd Floor Chicago, Illinois 60 Delaware limited pa Citadel Advisors LI c/o Citadel Investm 131 S. Dearborn Str 32nd Floor Chicago, Illinois 60 Delaware limited lia Citadel Equity Func c/o Citadel Investm 131 S. Dearborn Str 32nd Floor Chicago, Illinois 60 Cayman Islands cor Citadel Derivatives c/o Citadel Investm 131 S. Dearborn Str 32nd Floor Chicago, Illinois 60 Cayman Islands cor Citadel Derivatives c/o Citadel Investm 131 S. Dearborn Str 32nd Floor Chicago, Illinois 60 Delaware limited lia Citadel Derivatives	LP ent Group II, L.L.C. reet 603 artnership LC ent Group II, L.L.C. reet 603 ability company I Ltd. ent Group, L.L.C. reet 603 mpany Group LLC ent Group II, L.L.C. reet 603 ability company Trading Ltd. ent Group II, L.L.C. reet	
	Cayman Islands company			
	2(d) Title of Class of Securities:			
		Common Sto	ock, par value \$0.01.	
	2(e)		CUSIP Number: 156431108	
Item 3 If this statemen	nt is filed pur	suant to Rules 13d-1	(b), or 13d-2(b) or (c), check whether the person filing is a:	
(a)	[_]	Broker or deale	r registered under Section 15 of the Exchange Act;	
(b)	[]	Bank as defined in Section 3(a)(6) of the Exchange Act;		

(c) [_] Insurance company as defined in Section 3(a)(19) of the Exchange Act;

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(d) []	Investment company registered	under Section 8 of the Invest	ment Company Act;
(e)	[] An investment advis	er in accordance with Rule 1	3d-1(b)(1)(ii)(E);
(f) [_] A	n employee benefit plan or endowme	nt fund in accordance with R	tule 13d-1(b)(1)(ii)(F);
(g) [_] A	A parent holding company or control	person in accordance with R	ule 13d-1(b)(1)(ii)(G);
(h) []	A savings association as defined in S	Section 3(b) of the Federal D	eposit Insurance Act;
(i) [] A church plan i Investment Con	that is excluded from the definition npany Act;	of an investment company	under Section 3(c)(14) of the
(j)	[] Group, i	n accordance with Rule 13d-	1(b)(1)(ii)(J).
If this statement is filed	pursuant to Rule 13d-1(c), check this	s box. x	
Item 4	Ow	nership:	
CITADEL LIMITED KENNETH GRIFFIN CITADEL HOLDING CITADEL HOLDING CITADEL ADVISOR CITADEL EQUITY F CITADEL DERIVAT	GS I LP GS II LP GS II LP S LLC FUND LTD. TIVES GROUP LLC TIVES TRADING LTD.		
1,330,112 shares	,		
(b) Percent of Class:			
Approximately 3.3% ⁽¹²⁾) as of December 31, 2007.		
(c) Number of shares as	s to which such person has:		
(i) sole power to vote of	r to direct the vote:		
		()
(12)	See footno	ote 1 above.	
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(ii) shared power to vote or to direct the vote:

See Item 4(a) above.

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

See Item 4(a) above.

Item 5

Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

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.

* John C. Nagel 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 February 24, 2006, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G for Morgans Hotel Group Co.

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

Dated this 8th day of February, 2008.

By: /s/ John C. Nagel

John C. Nagel, attorney-in-fact*

CITADEL LIMITED PARTNERSHIP

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ John C. Nagel

John C. Nagel, Authorized Signatory

CITADEL DERIVATIVES GROUP LLC

By: Citadel Holdings I LP,

its Manager

By: Citadel Investment Group II, L.L.C.,

its General Partner

By: /s/ John C. Nagel

John C. Nagel, Authorized Signatory

CITADEL INVESTMENT GROUP II, L.L.C.

By: /s/ John C. Nagel

John C. Nagel, Authorized Signatory

CITADEL HOLDINGS I LP

By: Citadel Investment Group II, L.L.C.,

its General Partner

By: /s/ John C. Nagel

John C. Nagel, Authorized Signatory

CITADEL EQUITY FUND LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ John C. Nagel

John C. Nagel, Authorized Signatory

CITADEL INVESTMENT GROUP, L.L.C.

By: /s/ John C. Nagel

John C. Nagel, Authorized Signatory

CITADEL DERIVATIVES TRADING LTD.

By: Citadel Advisors LLC,

its Portfolio Manager

By: Citadel Holdings II LP,

its Sole Managing Member

By: Citadel Investment Group II, L.L.C.,

its General Partner

By: /s/ John C. Nagel

John C. Nagel, Authorized Signatory

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CITADEL HOLDINGS II LP	CITADEL ADVISORS LLC
By: Citadel Investment Group II, L.L.C., its General Partner	By: Citadel Holdings II LP, its Sole Managing Member
By: /s/ John C. Nagel John C. Nagel, Authorized Signatory	By: Citadel Investment Group II, L.L.C., its General Partner
	By: /s/ John C. Nagel John C. Nagel, Authorized Signatory

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