EXIDE TECHNOLOGIES Form SC 13G/A February 14, 2005

#### 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)\*

Exide Technologies (Name of Issuer)

Common Stock (Title of Class of Securities)

302051206 (CUSIP Number)

December 31, 2004
Date of Event Which Requires Filing of the Statement

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

[ ] Rule 13d-1(b)
[X] 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 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. O    | R I.R.S. IDENTIFICATION N | IO. OF ABOVE PERSON       |                    |
|               |           | Limited Partnership       |                           |                    |
| 2.            | CHEC      | X THE APPROPRIATE BOX     | IF A MEMBER OF A GROUP    |                    |
|               |           |                           | (a)                       | ý                  |
| 3.            | SEC II    | SE ONLY                   | (b)                       | 0                  |
| ٥.            | 520 0     | 02 01.21                  |                           |                    |
| 4.            | CITIZ     | ENSHIP OR PLACE OF ORC    | GANIZATION                |                    |
|               | Illinois  | limited partnership       |                           |                    |
| NU            | MBER OF   | 5.                        | SOLE VOTING POWER         |                    |
| S             | HARES     |                           | 0                         |                    |
| BENI          | EFICIALLY | 6.                        | SHARED VOTING POWER       | 2                  |
|               | VNED BY   |                           |                           |                    |
|               | EACH      |                           | 49,592 shares of Common S | Stock              |
|               | PORTING   |                           |                           |                    |
|               | PERSON    | 7.                        | SOLE DISPOSITIVE POWE     | ER                 |
|               | WITH      |                           | 0                         |                    |
|               |           | 8.                        | SHARED DISPOSITIVE PO     | OWER               |
|               |           |                           | See Row 6 above.          |                    |
|               |           | OUNT BENEFICIALLY OW      | NED BY EACH REPORTING P   | ERSON              |
| See Row       | 6 above.  |                           |                           |                    |

CERTAIN SHARES

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

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

Approximately 0.2% as of December 31, 2004 (based on 24,161,910 shares of Common Stock issued and outstanding as of November 11, 2004).

12. TYPE OF REPORTING PERSON **PN; HC** 

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|                |            |                             |                    |            |                    |
|                |            |                             |                    |            |                    |
|                |            |                             |                    |            |                    |
| 1.             | NAME       | OF REPORTING PERSON         |                    |            |                    |
|                | S.S. OR    | I.R.S. IDENTIFICATION       | NO. OF ABOVE PERS  | ON         |                    |
|                | Citadal    | Investment Group, L.L.C.    |                    |            |                    |
| 2.             |            | THE APPROPRIATE BOX         |                    | GROUP      |                    |
| 2.             | CHECK      | THE THIRD IN THE BOT        | III MINIEMBER OF T | (a)        | ý                  |
|                |            |                             |                    | (b)        | 0                  |
| 3.             | SEC US     | SE ONLY                     |                    |            |                    |
| 4.             | CITIZE     | NSHIP OR PLACE OF OR        | GANIZATION         |            |                    |
|                | Delawa     | re limited liability compan | y                  |            |                    |
| NU             | MBER OF    | 5.                          | SOLE VOTING P      | OWER       |                    |
| Š              | SHARES     |                             | 0                  |            |                    |
| BEN            | EFICIALLY  | 6.                          | SHARED VOTING      | G POWER    |                    |
| O <sub>1</sub> | WNED BY    |                             |                    |            |                    |
|                | EACH       |                             | 49,592 shares of ( | Common Sto | ck                 |
|                | PORTING    |                             |                    |            |                    |
| J              | PERSON     | 7.                          | SOLE DISPOSITI     | VE POWER   |                    |
|                | WITH       |                             | 0                  |            |                    |
|                |            | 8.                          | SHARED DISPOS      | SITIVE POW | 'ER                |
|                |            |                             | See Row 6 above.   |            |                    |
|                |            | UNT BENEFICIALLY OW         | NED BY EACH REPO   | ORTING PER | RSON               |
|                | v 6 above. |                             |                    |            |                    |
|                |            | E AGGREGATE AMOUNT          | 'IN ROW (9) EXCLUI | DES        |                    |
|                | IN SHARES  | IG DEDDEGENTED EXT.         | OLDED DIDONI (2)   |            |                    |
| 11. PERCE      | NT OF CLAS | S REPRESENTED BY AM         | OUNT IN ROW (9)    |            |                    |

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November 11, 2004).

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TYPE OF REPORTING PERSON

12.

| CUSI | P NO. 30205          | 1206                                  |              | 13G                     | Page 4 of 17 Pages |   |
|------|----------------------|---------------------------------------|--------------|-------------------------|--------------------|---|
|      |                      |                                       |              |                         |                    |   |
|      | 1.                   | NAME OF REPOR'<br>S.S. OR I.R.S. IDEN |              | NO. OF ABOVE PERSON     |                    |   |
|      |                      | Kenneth Griffin                       |              |                         |                    |   |
|      | 2.                   | CHECK THE APPR                        | ROPRIATE BOX | (a) (b)                 | ΓΡ<br>ý<br>o       |   |
|      | 3.                   | SEC USE ONLY                          |              | · /                     |                    |   |
|      | 4.                   | CITIZENSHIP OR I                      | PLACE OF ORO | GANIZATION              |                    |   |
|      |                      | BER OF                                | 5.           | SOLE VOTING POWER       |                    |   |
|      |                      | ARES<br>ICIALLY                       | 6.           | 0<br>SHARED VOTING POWI | ED                 |   |
|      |                      | ED BY                                 | 0.           | SHARED VOTING FOWI      | EK                 |   |
|      |                      | ACH<br>PRTING                         |              | 49,592 shares of Common | 1 Stock            |   |
|      |                      | RSON<br>ITH                           | 7.           | SOLE DISPOSITIVE POV    | VER                |   |
|      |                      |                                       | 8.           | SHARED DISPOSITIVE I    | POWER              |   |
| 9.   | AGGREGA<br>See Row 6 |                                       | FICIALLY OW  | NED BY EACH REPORTING   | PERSON             |   |
| 10.  |                      | OX IF THE AGGREG                      | ATE AMOUNT   | IN ROW (9) EXCLUDES     |                    | 0 |
| 11.  |                      |                                       | ENTED BY AM  | OUNT IN ROW (9)         |                    | O |

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|--------------|-------------|-----------------------------|----------------------|--------------------|---|
|              |             |                             |                      |                    |   |
|              |             |                             |                      |                    |   |
|              |             |                             |                      |                    |   |
| 1.           |             | OF REPORTING PERSON         |                      | ANT.               |   |
|              | 5.5. OF     | R I.R.S. IDENTIFICATION     | NO. OF ABOVE PERSO   | ) <u>I</u> N       |   |
|              | Citade      | l Wellington LLC            |                      |                    |   |
| 2.           |             | K THE APPROPRIATE BO        | OX IF A MEMBER OF A  | GROUP              |   |
|              |             |                             |                      | (a) ý              |   |
|              |             |                             |                      | (b) o              |   |
| 3.           | SEC U       | SE ONLY                     |                      |                    |   |
| 4.           | CITIZE      | ENSHIP OR PLACE OF O        | RGANIZATION          |                    |   |
|              |             | are limited liability compa |                      |                    |   |
| N            | UMBER OF    | 5.                          | SOLE VOTING PO       | WER                |   |
|              | SHARES      |                             | 0                    |                    |   |
| BEI          | NEFICIALLY  | 6.                          | SHARED VOTING        | POWER              |   |
| O            | WNED BY     |                             |                      |                    |   |
|              | EACH        |                             | 49,592 shares of Co  | ommon Stock        |   |
| R            | EPORTING    |                             | . ,                  |                    |   |
|              | PERSON      | 7.                          | SOLE DISPOSITIV      | E POWER            |   |
|              | WITH        |                             | 0                    |                    |   |
|              |             | 8.                          | SHARED DISPOSI       | TIVE POWER         |   |
|              |             |                             | See Row 6 above.     |                    |   |
| 9. AGGR      | EGATE AMO   | OUNT BENEFICIALLY O         | WNED BY EACH REPOR   | RTING PERSON       |   |
| See Ro       | w 6 above.  |                             |                      |                    |   |
|              |             | E AGGREGATE AMOUN           | T IN ROW (9) EXCLUDI | ES                 |   |
| CERTA        | AIN SHARES  |                             |                      |                    | ( |
| 11. PERCE    | ENT OF CLAS | SS REPRESENTED BY A         | MOUNT IN ROW (9)     |                    |   |

Approximately~0.2%~as~of~December~31,~2004~(based~on~24,161,910~shares~of~Common~Stock~issued~and~outstanding~as~of~November~11,~2004).

12. TYPE OF REPORTING PERSON **OO; HC** 

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|--------------|--------------------|---------------------------|-------------------------------|---------------------------|-------------|
|              |                    |                           |                               |                           |             |
|              |                    |                           |                               |                           |             |
| 1.           | NAME O             | F REPORTING PERSON        |                               |                           |             |
| 1.           |                    | R.S. IDENTIFICATION N     | NO. OF ABOVE PERSON           |                           |             |
|              | Citadel K          | Kensington Global Strateg | ies Fund Ltd.                 |                           |             |
| 2.           | CHECK T            | THE APPROPRIATE BOX       | K IF A MEMBER OF A GROU       | JP                        |             |
|              |                    |                           | (a)                           | ý                         |             |
| 3.           | SEC USE            | ONLY                      | (b)                           | O                         |             |
| 4.           | CITIZEN            | SHIP OR PLACE OF ORC      | SANIZATION                    |                           |             |
| т.           |                    | company                   | DANIZATION                    |                           |             |
| N            | UMBER OF           | 5.                        | SOLE VOTING POWER             |                           |             |
|              | SHARES             |                           | 0                             |                           |             |
|              | NEFICIALLY         | 6.                        | SHARED VOTING POWI            | ER                        |             |
| C            | OWNED BY           |                           |                               |                           |             |
| D            | EACH               |                           | 49,592 shares of Common       | n Stock                   |             |
| K            | EPORTING<br>PERSON | -                         |                               |                           |             |
|              | WITH               | 7.                        | SOLE DISPOSITIVE POV          | WER                       |             |
|              | ******             | 8.                        | SHARED DISPOSITIVE I          | POWER                     |             |
|              |                    | 0.                        | See Row 6 above.              | I O WEIK                  |             |
| 9. AGGR      | EGATE AMOU         | NT BENEFICIALLY OW        | NED BY EACH REPORTING         | F PERSON                  |             |
|              | ow 6 above.        |                           |                               |                           |             |
|              |                    | AGGREGATE AMOUNT          | IN ROW (9) EXCLUDES           |                           |             |
|              | AIN SHARES         | DEDDECENTED DV AM         | OUNTERN DOWN (O)              |                           | 0           |
| 11. PERCI    | ENT OF CLASS       | REPRESENTED BY AM         | OUNT IN ROW (9)               |                           |             |
| Annea        | vimetely 0 20% s   | os of Docombor 31 2004 (  | based on 24,161,910 shares of | f Common Stock issued one | d outstandi |
|              | nber 11, 2004).    | or December 31, 2004 (    | basea on 24,101,510 shares of | Common Stock issued and   | u outstandi |
|              | OF REPORTING       | G PERSON                  |                               |                           |             |
| CO. II       | C                  |                           |                               |                           |             |

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CO; HC

| NAME OF REPOR      |   |  |   |  |
|--------------------|---|--|---|--|
|                    |   |  |   |  |
|                    |   |  |   |  |
|                    | TING PERSON   |  |   |  |
| S.S. OR I.R.S. IDE |   | NO. OF ABOVE PERSON  |   |  |
| Citadel Equity Fu  | nd Ltd.   |  |   |  |
| CHECK THE APP      | ROPRIATE BOX  |  |   |  |
|                    |   |  |   |  |
| SEC USE ONLY       |   | (0)  | O   |  |
| CITIZENSHIP OR     | PLACE OF ORG  | GANIZATION   |   |  |
|                    |   | 5. <del>1. (1.5. 1.</del> 1. 1. 0. (   |   |  |
| NUMBER OF          | 5.  | SOLE VOTING POWER  |   |  |
| SHARES             |   | 0  |   |  |
|                    | 6.  | SHARED VOTING POWER  |   |  |
|                    |   |  |   |  |
|                    |   | 49,592 shares of Common S  | tock  |  |
| PERSON             | 7   | SOLE DISPOSITIVE POWE  | R   |  |
| WITH               | 7.  | 0  | IX.   |  |
|                    | 8.  | SHARED DISPOSITIVE PO  | WER   |  |
|                    |   | See Row 6 above.   |   |  |
|                    | EFICIALLY OW  | NED BY EACH REPORTING PI   | ERSON   |  |
|                    | SATE AMOUNT   | DI DOM (0) ENCLUDES  |   |  |
|                    | JATE AMOUNT   | IN KOW (9) EXCLUDES  |   | C  |
|                    | ENTED BY AM   | OUNT IN ROW (9)  |   |  |
|                    | CHECK THE APP  SEC USE ONLY  CITIZENSHIP OR  Cayman Islands of  NUMBER OF  SHARES BENEFICIALLY  OWNED BY  EACH  REPORTING  PERSON  WITH  GREGATE AMOUNT BENI  Row 6 above.  ECK BOX IF THE AGGREG  STAIN SHARES | CHECK THE APPROPRIATE BOX  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORG  Cayman Islands company  NUMBER OF 5.  SHARES BENEFICIALLY 6. OWNED BY EACH REPORTING PERSON 7. WITH 8.  GREGATE AMOUNT BENEFICIALLY OW Row 6 above. ECK BOX IF THE AGGREGATE AMOUNT STAIN SHARES | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) (b)  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands company  NUMBER OF 5. SOLE VOTING POWER  SHARES 0  BENEFICIALLY 6. SHARED VOTING POWER  OWNED BY  EACH 49,592 shares of Common S  REPORTING  PERSON 7. SOLE DISPOSITIVE POWE  WITH 0  8. SHARED DISPOSITIVE POWE  WITH 0  See Row 6 above.  GREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PI  Row 6 above.  ECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) ý (b) 0  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands company  NUMBER OF 5. SOLE VOTING POWER  SHARES 0  BENEFICIALLY 6. SHARED VOTING POWER  OWNED BY EACH 49,592 shares of Common Stock  REPORTING  PERSON 7. SOLE DISPOSITIVE POWER  WITH 0  8. SHARED DISPOSITIVE POWER  WITH 0  SEC ROW 6 above.  GREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  ROW 6 above.  ECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  STAIN SHARES |

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|--------------|---|---------------|-------------------------|---------|-------------|--|
|              |   |               |                         |         |             |  |
|              |   |               |                         |         |             |  |
|              |   |               |                         |         |             |  |
| 1.           | NAME OF REPO                            |               | VIOLOF A DOVE DEDGON    |         |             |  |
|              | 5.5. OK 1.K.5. IDE                      | ENTIFICATION  | NO. OF ABOVE PERSON     |         |             |  |
|              | Citadel Credit Tr                       | ading Ltd.    |                         |         |             |  |
| 2.           | CHECK THE APP                           | PROPRIATE BOX | K IF A MEMBER OF A GROU | JР      |             |  |
|              |   |               | (a)                     |         | ý           |  |
|              |   |               | (b)                     |         | 0           |  |
| 3.           | SEC USE ONLY                            |               |                         |         |             |  |
| 4.           | CITIZENSHIP OF                          | R PLACE OF OR | GANIZATION              |         |             |  |
|              | Cayman Islands o                        | company       |                         |         |             |  |
|              | UMBER OF                                | 5.            | SOLE VOTING POWER       |         |             |  |
|              | SHARES                                  |               | 0                       |         |             |  |
|              | NEFICIALLY                              | 6.            | SHARED VOTING POW       | ER      |             |  |
| О            | WNED BY                                 |               |                         |         |             |  |
| D.           | EACH<br>EPORTING                        |               | 49,592 shares of Common | n Stock |             |  |
|              | PERSON                                  | _             |                         | LED     |             |  |
|              | WITH                                    | 7.            | SOLE DISPOSITIVE POV    | WER     |             |  |
|              | *************************************** | 8.            | SHARED DISPOSITIVE      | DOWED   |             |  |
|              |   | 0.            | See Row 6 above.        | FOWER   |             |  |
| 9. AGGR      | EGATE AMOUNT BEN                        | EFICIALLY OW  | NED BY EACH REPORTING   | PERSON  |             |  |
|              | w 6 above.                              |               |                         | 2210011 |             |  |
| 10. CHECH    | X BOX IF THE AGGRE                      | GATE AMOUNT   | IN ROW (9) EXCLUDES     |         |             |  |
| CERTA        | AIN SHARES                              |               |                         |         |             |  |
| 11. PERCE    | ENT OF CLASS REPRES                     | SENTED BY AM  | OUNT IN ROW (9)         |         |             |  |

November 11, 2004).

TYPE OF REPORTING PERSON 12.  $\mathbf{CO}$ 

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|-------------|-------------------------|-------------------------|---------------------------------|--------------------|
|             |                         |                         |                                 |                    |
|             |                         |                         |                                 |                    |
| 1.          | NAME                    | OF REPORTING PERSON     |                                 |                    |
|             | S.S. Ol                 | R I.R.S. IDENTIFICATION | NO. OF ABOVE PERSON             |                    |
|             |                         | l Credit Products Ltd.  |                                 |                    |
| 2.          | CHEC                    | K THE APPROPRIATE BOX   | X IF A MEMBER OF A GROUP<br>(a) | ý                  |
|             |                         |                         | (b)                             | 0                  |
| 3.          | SEC U                   | SE ONLY                 |                                 |                    |
| 4.          |                         | ENSHIP OR PLACE OF OR   | GANIZATION                      |                    |
|             | •                       | nn Islands company      |                                 |                    |
| N           | UMBER OF                | 5.                      | SOLE VOTING POWER               |                    |
|             | SHARES                  | _                       | 0                               | _                  |
|             | NEFICIALLY              | 6.                      | SHARED VOTING POWER             | R                  |
| C           | OWNED BY                |                         |                                 |                    |
| n           | EACH<br>EPORTING        |                         | 49,592 shares of Common         | Stock              |
| K           | PERSON                  | _                       |                                 |                    |
|             | WITH                    | 7.                      | SOLE DISPOSITIVE POW            | ER                 |
|             | WIII                    |                         | 0                               | OWED               |
|             |                         | 8.                      | SHARED DISPOSITIVE PO           | OWER               |
| 9. AGGR     | ECATE AMO               | NINT DENEELCIALLV (M    | NED BY EACH REPORTING F         | DEDCON             |
|             | EGATE AMO<br>w 6 above. | JUNI DENEFICIALLI UW    | THEO DI EACH REPORTING I        | FERSON             |
| ~           |                         | IE AGGREGATE AMOUNT     | IN ROW (9) FXCLUDES             |                    |
|             | AIN SHARES              |                         | IN ROW (), LACEOBES             |                    |
|             |                         | SS REPRESENTED BY AM    | OUNT IN ROW (9)                 |                    |
| I LICI      |                         | SS TELLIESENTED DI MI   | ()                              |                    |

Approximately 0.2% as of December 31, 2004 (based on 24,161,910 shares of Common Stock issued and outstanding as of November 11, 2004).

12. TYPE OF REPORTING PERSON CO; HC

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|     |                          |                              |           |                             |                     |  |
|     |                          |                              |           |                             |                     |  |
|     |                          |                              |           |                             |                     |  |
|     |                          | OF REPORTING                 |           | IO OE A DOVE DEDGON         |                     |  |
|     | <b>5.5.</b> O            | K I.K.S. IDENTIF             | ICATION I | NO. OF ABOVE PERSON         |                     |  |
|     | Arago                    | n Investments, Lt            | td.       |                             |                     |  |
|     | 2. CHEC                  | K THE APPROPE                | RIATE BOX | X IF A MEMBER OF A GROUP    | ,                   |  |
|     |                          |                              |           | (a)<br>(b)                  | ý<br>o              |  |
|     | 3. SEC U                 | SE ONLY                      |           | (0)                         | O                   |  |
|     | 4 CVTVC                  | THE OF THE                   | CE OE OB  | NAMES A PROPE               |                     |  |
|     |                          | ENSHIP OR PLA<br>Ida company | CE OF ORC | JANIZATION                  |                     |  |
|     | NUMBER OF                | ida company                  | 5.        | SOLE VOTING POWER           |                     |  |
|     | SHARES                   |                              |           | 0                           |                     |  |
|     | BENEFICIALLY<br>OWNED BY | 7                            | 6.        | SHARED VOTING POWER         |                     |  |
|     | EACH                     |                              |           | 49,592 shares of Common St  | nek                 |  |
|     | REPORTING                |                              |           | 47,372 shares of Common St  | OCK                 |  |
|     | PERSON<br>WITH           |                              | 7.        | SOLE DISPOSITIVE POWER      | R                   |  |
|     | WIIH                     |                              | 8.        | 0<br>SHARED DISPOSITIVE POV | WED                 |  |
|     |                          |                              | 0.        | See Row 6 above.            | WEK                 |  |
|     |                          | OUNT BENEFICI                | ALLY OW   | NED BY EACH REPORTING PE    | ERSON               |  |
|     | See Row 6 above.         | IE ACCDECATE                 | AMOUNT    | IN ROW (9) EXCLUDES         |                     |  |
|     | CERTAIN SHARES           |                              | AMOUNT    | IN NOW (3) EACLUDES         |                     |  |
| 11. | PERCENT OF CLA           | SS REPRESENTI                | ED BY AM  | OUNT IN ROW (9)             |                     |  |

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|---|---|
|---|---|

Item 1(a) Name of Issuer: **EXIDE TECHNOLOGIES** 

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

Crossroads Corporate Center 3150 Brunswick Pike, Suite 230 Lawrenceville, New Jersey 08648

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Citadel Limited Partnership 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Illinois 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 LLC c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

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

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

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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:            |                               |   |  |  |  |
|---------------|--|-------------------------------|---|--|--|--|
| 2( <b>u</b> ) | Title of                                 | Title of Class of Securities: |   |  |  |  |
|               | Common Stock, par value \$0.01 per share |                               |   |  |  |  |
| 2(e)          | CUSIP                                    | Number:                       | 302051206   |  |  |  |
| Item 3        | If this s                                | tatement is                   | s filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:                                     |  |  |  |
|               |  |                               |   |  |  |  |
|               | (a)                                      | [_]                           | Broker or dealer 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;   |  |  |  |
|               | (d)                                      | [_]                           | Investment company registered under Section 8 of the Investment Company Act;  |  |  |  |
|               | (e)                                      | [_]                           | An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);   |  |  |  |
|               | (f)                                      | [_]                           | An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);  |  |  |  |
|               | (g)                                      | [_]                           | A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  |  |  |  |
|               | (h)                                      | [_]                           | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;  |  |  |  |
|               | (i)                                      | [_]                           | A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act; |  |  |  |
|               |  |                               |   |  |  |  |
|               |  |                               |   |  |  |  |

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|---|--|---|
| (j) [_  | _] Group, in accordance with Rul   | e 13d-1(b)(1)(ii)(J).                                     |
| If this statement is filed pursua   | ant to Rule 13d-1(c), check this box. Y  | ;   |
| Item 4 Ownership:   | :  |   |
| CITADEL LIMITED PART<br>CITADEL INVESTMENT OF<br>KENNETH GRIFFIN<br>CITADEL WELLINGTON OF<br>CITADEL KENSINGTON OF<br>CITADEL EQUITY FUND OF<br>CITADEL CREDIT TRADIC<br>CITADEL CREDIT PRODUCTION OF TRADIC<br>ARAGON INVESTMENTS, | GROUP, L.L.C.<br>LLC<br>GLOBAL STRATEGIES FUND LT<br>LTD.<br>ING LTD.<br>UCTS LTD. | D.  |
| (a)   | Amount beneficially owned:   |   |
| 49,592 shares of Common Sto   | ck   |   |
| (b)   | Percent of Class:  |   |
| Approximately 0.2% as of Dec 2004).   | cember 31, 2004 (based on 24,161,910   | shares of Common Stock issued and outstanding as of Novem |
| (c)   | Number of shares as to which such pe   | rson has:   |
|   | (i)  | sole power to vote or to direct the vote:                 |
|   |  | 0   |
|   | (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.                                      |
|   | Pa   | ge 14 of 17   |

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|---------------------|-----|---------------------|

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:  $\acute{y}$ 

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:

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.

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<sup>\*</sup> Mathew B. Hinerfeld 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 4, 2005, 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/A for Komag, Incorporated.

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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 14th day of February, 2005

By: /s/ Matthew B. Hinerfeld

KENNETH GRIFFIN

Matthew B. Hinerfeld, attorney-in-fact\*

#### CITADEL LIMITED PARTNERSHIP

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

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

### ${\bf CITADEL\ INVESTMENT\ GROUP, L.L.C.}$

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

#### CITADEL CREDIT PRODUCTS LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

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

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

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#### CITADEL WELLINGTON LLC

By: Citadel Limited Partnership, its Managing Member

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

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

# CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

By: Citadel Limited Partnership, its Portfolio Manager

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

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General

Counsel

#### CITADEL CREDIT TRADING LTD.

By: Citadel Limited Partnership, its Portfolio Manager

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

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General

Counsel

#### CITADEL EQUITY FUND LTD.

By: Citadel Limited Partnership, its Portfolio Manager

By: Citadel Investment Group,

L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

#### ARAGON INVESTMENTS, LTD.

By: Citadel Limited Partnership, its Portfolio Manager

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

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

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