INVITROGEN CORP 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)*

Invitrogen Corporation (Name of Issuer)

Common Stock (Title of Class of Securities)

46185R100 (CUSIP Number)

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

[]	Rule 13d-1(b)
[X]	Rule 13d-1(c)
[]	Rule 13d-1(d)
	nainder 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 s, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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

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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	ORTING PERSON DENTIFICATION NO. OF A	ABOVE PERSON
G' 117 ' 1	D (1'	
Citadel Limited 2. CHECK THE AI	PARTNERSHIP PPROPRIATE BOX IF A M	EMPER OF A CROUD
	FROFRIATE BOA IF A M	EMBER OF A GROUF
(b) 0	7	
3. SEC USE ONLY 4. CITIZENSHIP O	OR PLACE OF ORGANIZA	TION
Illinois limited p		
NUMBER OF SHARES	5.	SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER
EACH		2,324,778 shares of Common Stock
REPORTING PERSON WITH		1,033 Call Options (exercisable for 103,300 shares of Common Stock)
Willi		\$150,069,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due 2006 (convertible into 1,742,961 shares of Common Stock) ¹
	7.	SOLE DISPOSITIVE POWER
	8.	SHARED DISPOSITIVE POWER See Row 6 above.
9. AGGREGATE A See Row 6 above		OWNED BY EACH REPORTING PERSON
10. CHECK BOX IF	THE AGGREGATE AMO	UNT IN ROW (9) EXCLUDES
CERTAIN SHAI	RES	o
11. PERCENT OF C	LASS REPRESENTED BY	AMOUNT IN ROW (9)
Approximately '	7.9% as of December 31, 20	004 (based on 51,230,372 shares of Common Stock issued and outstanding as of
October 31, 200		non Stock issuable upon the conversion of the Convertible Senior Notes and
	RTING PERSON	AL ALVII O MAUTON

¹ See footnote 1 in Item 4.

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1.	NAME OF REPORTIN S.S. OR I.R.S. IDENTI		F ABOVE PERSON
	Citadel Investment G	oup, L.L.C.	
2.			MEMBER OF A GROUP
	(a) ý		
	(b) O		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLA		ZATION
	Delaware limited liabi		SOLE VOTING POWER
		5.	SOLE VOTING POWER
	NUMBER OF	6.	SHARED VOTING POWER
Т	NUMBER OF SHARES BENEFICIALLY		2,324,778 shares of Common Stock
	OWNED BY EACH REPORTING PERSON WITH		1,033 Call Options (exercisable for 103,300 shares of Common Stock) \$150,069,000 in principal amount of the Company s 2.25% Convertible
			Subordinated Notes due 2006 (convertible into 1,742,961 shares of Common Stock) ¹
		7.	SOLE DISPOSITIVE POWER
		8.	SHARED DISPOSITIVE POWER See Row 6 above.
9.	AGGREGATE AMOU See Row 6 above.	NT BENEFICIALI	LY OWNED BY EACH REPORTING PERSON
10.		AGGREGATE AM	OUNT IN ROW (9) EXCLUDES
	CERTAIN SHARES		0
11.	PERCENT OF CLASS	REPRESENTED E	BY AMOUNT IN ROW (9)
		the shares of Com	2004 (based on 51,230,372 shares of Common Stock issued and outstanding as of mon Stock issuable upon the conversion of the Convertible Senior Notes and to in Row 6 above).
12.	TYPE OF REPORTING		··· · · · · · · · · · · · · · ·

¹ See footnote 1 in Item 4.

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1.	NAME OF REPORTING		A DOVE DEDGOV	
	S.S. OR I.R.S. IDENTIF	ICATION NO. OF	ABOVE PERSON	
	Kenneth Griffin			
2.	2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) ý			
	(b) O			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLA	CE OF ORGANIZ	ATION	
	U.S. Citizen			
		5.	SOLE VOTING POWER 0	
	NUMBER OF	6.	SHARED VOTING POWER	
В	SHARES BENEFICIALLY OWNED BY		2,324,778 shares of Common Stock	
	EACH REPORTING PERSON WITH		1,033 Call Options (exercisable for 103,300 shares of Common Stock)	
			\$150,069,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due 2006 (convertible into 1,742,961 shares of Common Stock) ¹	
		7.	SOLE DISPOSITIVE POWER	
		8.	SHARED DISPOSITIVE POWER See Row 6 above.	
9.		T BENEFICIALL	Y OWNED BY EACH REPORTING PERSON	
	See Row 6 above.			
10.	CHECK BOX IF THE A	GGREGATE AM	OUNT IN ROW (9) EXCLUDES	
	CERTAIN SHARES			
11.		REPRESENTED B	Y AMOUNT IN ROW (9)	
	Approximately 7.9% as October 31, 2004, plus Convertible Subordina	the shares of Com	2004 (based on 51,230,372 shares of Common Stock issued and outstanding as of amon Stock issuable upon the conversion of the Convertible Senior Notes and I to in Row 6 above).	
12.	TYPE OF REPORTING IN; HC			

¹ See footnote 1 in Item 4.

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	Citadel Wellington LLC		
2.			MEMBER OF A GROUP
	(a) ý		
	(b) O		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLAC	CE OF ORGANIZ	ZATION
	Delaware limited liabilit	ty company	
		5.	SOLE VOTING POWER
		6.	SHARED VOTING POWER
	NUMBER OF	0.	SHARED VOIINGTOWER
1	SHARES BENEFICIALLY		2,324,778 shares of Common Stock
	OWNED BY		
	EACH		
	REPORTING PERSON		1,033 Call Options (exercisable for 103,300 shares of Common Stock)
	WITH		1,055 Can Options (exercisable for 105,500 shares of Common Stock)
			\$150,069,000 in principal amount of the Company s 2.25% Convertible
			Subordinated Notes due 2006 (convertible into 1,742,961 shares of Common
	_		Stock) 1
		7.	SOLE DISPOSITIVE POWER
		8.	SHARED DISPOSITIVE POWER
		0.	See Row 6 above.
	AGGREGATE AMOUN	T BENEFICIAL	LY OWNED BY EACH REPORTING PERSON
9.			
	See Row 6 above.	CODEC AME AL	IOUNT IN ROW (9) EXCLUDES
9. 10.		GGREGATE AM	
	CHECK BOX IF THE A	GGREGATE AN	
10.	CHECK BOX IF THE ACCERTAIN SHARES		o BY AMOUNT IN ROW (9)
	CHECK BOX IF THE ACCERTAIN SHARES		BY AMOUNT IN ROW (9)
10.	CHECK BOX IF THE ACCEPTAIN SHARES PERCENT OF CLASS R Approximately 7.9% as	EPRESENTED I	BY AMOUNT IN ROW (9) , 2004 (based on 51,230,372 shares of Common Stock issued and outstanding as a nmon Stock issuable upon the conversion of the Convertible Senior Notes and

¹ See footnote 1 in Item 4.

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1.	NAME OF REPORTIN		A BOVE PERSON
	5.5. OK 1.K.5. IDEI\11	ricarion no. or	ABOVETERSON
	Citadel Kensington G		
2.	CHECK THE APPROF	PRIATE BOX IF A	MEMBER OF A GROUP
	(a) ý		
	(b) O		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLA Bermuda company	ACE OF ORGANIZ	ATION
		5.	SOLE VOTING POWER 0
	NUMBER OF	6.	SHARED VOTING POWER
]	SHARES BENEFICIALLY		2,324,778 shares of Common Stock
	OWNED BY EACH REPORTING PERSON WITH		1,033 Call Options (exercisable for 103,300 shares of Common Stock) \$150,069,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due 2006 (convertible into 1,742,961 shares of Common
			Stock) 1
		7.	SOLE DISPOSITIVE POWER
		8.	SHARED DISPOSITIVE POWER See Row 6 above.
9.	AGGREGATE AMOU	NT BENEFICIALL	Y OWNED BY EACH REPORTING PERSON
	See Row 6 above.		
10.	CHECK BOX IF THE	AGGREGATE AM	OUNT IN ROW (9) EXCLUDES
	CERTAIN SHARES		o
11.	PERCENT OF CLASS	REPRESENTED B	Y AMOUNT IN ROW (9)
		the shares of Com	2004 (based on 51,230,372 shares of Common Stock issued and outstanding as of amon Stock issuable upon the conversion of the Convertible Senior Notes and I to in Row 6 above).
12.	TYPE OF REPORTING		

¹ See footnote 1 in Item 4.

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1. NAME OF REPORTIN			
S.S. OR I.R.S. IDENT	IFICATION NO. OF	F ABOVE PERSON	
Citadel Equity Fund	L td.		
		MEMBER OF A GROUP	
(a) ý			
(b) O			
3. SEC USE ONLY			
4. CITIZENSHIP OR PL	ACE OF ORGANIZ	ATION	
Cayman Islands comp	1		
NAMED OF	5.	SOLE VOTING POWER 0	
NUMBER OF SHARES	6.	SHARED VOTING POWER	
BENEFICIALLY OWNED BY		2,324,778 shares of Common Stock	
EACH REPORTING PERSON		1,033 Call Options (exercisable for 103,300 shares of Common Stock)	
WITH		\$150,069,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due 2006 (convertible into 1,742,961 shares of Common Stock) ¹	
	7.	SOLE DISPOSITIVE POWER 0	
	8.	SHARED DISPOSITIVE POWER See Row 6 above.	
9. AGGREGATE AMOU See Row 6 above.	INT BENEFICIALL	Y OWNED BY EACH REPORTING PERSON	
10. CHECK BOX IF THE CERTAIN SHARES	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES		
	REPRESENTED B	Y AMOUNT IN ROW (9)	
	s the shares of Com	2004 (based on 51,230,372 shares of Common Stock issued and outstanding as of amon Stock issuable upon the conversion of the Convertible Senior Notes and I to in Row 6 above).	
12. TYPE OF REPORTIN CO			

¹ See footnote 1 in Item 4.

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	S.S. OR I.R.S. IDENTII		ABOVE PERSON
	Citadel Credit Produc		NEW TOTAL GROUP
2.		RIATE BOX IF A	MEMBER OF A GROUP
	(a) ý		
	(b) O		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLA Cayman Islands comp		ZATION
	Cayman Islanus comp	5.	SOLE VOTING POWER
		3.	0
	NUMBER OF	6.	SHARED VOTING POWER
В	SHARES BENEFICIALLY		2,324,778 shares of Common Stock
	OWNED BY EACH REPORTING PERSON WITH		1,033 Call Options (exercisable for 103,300 shares of Common Stock) \$150,069,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due 2006 (convertible into 1,742,961 shares of Common Stock) 1
		7.	SOLE DISPOSITIVE POWER 0
		8.	SHARED DISPOSITIVE POWER See Row 6 above.
9.	AGGREGATE AMOU	NT BENEFICIALL	LY OWNED BY EACH REPORTING PERSON
10.	CHECK BOX IF THE	AGGREGATE AM	OUNT IN ROW (9) EXCLUDES
	CERTAIN SHARES		0
11.	PERCENT OF CLASS	REPRESENTED B	BY AMOUNT IN ROW (9)
		the shares of Com	2004 (based on 51,230,372 shares of Common Stock issued and outstanding as of mon Stock issuable upon the conversion of the Convertible Senior Notes and to in Row 6 above)
12.	TYPE OF REPORTING		a so in Alon o duuroji

¹ See footnote 1 in Item 4.

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1.	NAME OF REPORTIN S.S. OR I.R.S. IDENTI		ABOVE PERSON
	Citadel Credit Tradin	g Ltd.	
2.			MEMBER OF A GROUP
	(a) ý		
	(b) O		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLA		ATION
	Cayman Islands comp	any	1
		5.	SOLE VOTING POWER 0
	NUMBER OF	6.	SHARED VOTING POWER
	SHARES ENEFICIALLY		2,324,778 shares of Common Stock
	OWNED BY EACH REPORTING PERSON WITH		1,033 Call Options (exercisable for 103,300 shares of Common Stock)
			\$150,069,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due 2006 (convertible into 1,742,961 shares of Common Stock) ¹
		7.	SOLE DISPOSITIVE POWER 0
		8.	SHARED DISPOSITIVE POWER See Row 6 above.
9.	AGGREGATE AMOU See Row 6 above.	NT BENEFICIALLY	Y OWNED BY EACH REPORTING PERSON
10.	CHECK BOX IF THE	AGGREGATE AMO	DUNT IN ROW (9) EXCLUDES
	CERTAIN SHARES		o
11.	PERCENT OF CLASS	REPRESENTED BY	Y AMOUNT IN ROW (9)
		the shares of Com	2004 (based on 51,230,372 shares of Common Stock issued and outstanding as of mon Stock issuable upon the conversion of the Convertible Senior Notes and to in Row 6 above).
12.	TYPE OF REPORTING		
	CO		

¹ See footnote 1 in Item 4.

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1.	NAME OF REPORTIN		
	S.S. OR I.R.S. IDENTI	FICATION NO. OI	F ABOVE PERSON
	Citadel Derivatives G	oup LLC	
2.			MEMBER OF A GROUP
	(a) ý		
	(b) O		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLA	ACE OF ORGANIZ	ZATION
	Delaware limited liabi	lity company	
		5.	SOLE VOTING POWER 0
	NUMBER OF	6.	SHARED VOTING POWER
I	SHARES BENEFICIALLY OWNED BY		2,324,778 shares of Common Stock
	EACH REPORTING PERSON WITH		1,033 Call Options (exercisable for 103,300 shares of Common Stock)
			\$150,069,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due 2006 (convertible into 1,742,961 shares of Common Stock) ¹
		7.	SOLE DISPOSITIVE POWER 0
		8.	SHARED DISPOSITIVE POWER See Row 6 above.
9.	AGGREGATE AMOU See Row 6 above.	NT BENEFICIALI	LY OWNED BY EACH REPORTING PERSON
10.		AGGREGATE AM	IOUNT IN ROW (9) EXCLUDES
	CERTAIN SHARES		o
11.		REPRESENTED E	BY AMOUNT IN ROW (9)
		the shares of Con	, 2004 (based on 51,230,372 shares of Common Stock issued and outstanding as of mmon Stock issuable upon the conversion of the Convertible Senior Notes and d to in Row 6 above).
12.	TYPE OF REPORTING OO; BD		

¹ See footnote 1 in Item 4.

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Item 1(a)	Name of Issuer: INVITROGEN CORPORATION
1(b)	Address of Issuer s Principal Executive Offices:
	1600 Faraday Avenue

Carlsbad, CA 92008

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

2(d)	Title of Class of Securities:						
	Common Stock, par value \$0.01 per share						
2(e)	CUSIP Number:		46185R100				
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 Rule 13d-1(b)(1)(ii)(J).			
If this stateme	ent is filed p	oursuant to	Rule 13d-1(c), check th	nis box. Ý				
	•			Ž				
Item 4	Owne	rship:						
CITADEL L CITADEL I KENNETH (CITADEL W CITADEL K CITADEL E	NVESTME GRIFFIN VELLINGT ENSINGT	NT GRO	OUP, L.L.C. C OBAL STRATEGIES F	UND LTD.				
CITADEL C	REDIT TI	RADING	LTD.					
CITADEL C	REDIT PE	RODUCT	S LTD.					
CITADEL D	ERIVATI	VES GRO	OUP LLC					
(a)		Am	ount beneficially owned:	:				
2,324,778 sha	ares of Com	mon Stoc	ĸ					
1,033 Call Op	otions (exer	cisable for	: 103,300 shares of Com	mon Stock)				
\$150,069,000 Common Stoo		l amount o	of the Company s 2.25%	% Convertible Subor	dinated Notes due 2006 (convertible into 1,742,961 shares of			
(b)		Pero	cent of Class:					
					Common Stock issued and outstanding as of October 31, 2004 ple Subordinated Notes referred to in Item 4(a) above).			
(c)		Number of shares as to which such person has:						
		(i)		sole pow	er to vote or to direct the vote:			
				0				
		(ii)		shared po	ower to vote or to direct the vote:			

See item 4(a) above.

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(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.

¹ The securities reported herein include (i) 2,324,778 shares of Common Stock, (ii) 103,300 shares of Common Stock that the Reporting Persons may acquire in the future through the exercise of 1,033 Call Options, and (iii) 1,742,961 shares of Common Stock that the Reporting Persons may acquire in the future through the conversion of \$150,069,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due 2006, which may be converted into shares of Common Stock at the conversion price of \$86.10 per share, subject to adjustment upon certain events.

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:

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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^{*} 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

KENNETH GRIFFIN

By: /s/ Matthew B. Hinerfeld

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

By: /s/ Matthew B. Hinerfeld

CITADEL INVESTMENT GROUP, L.L.C.

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

CITADEL DERIVATIVES GROUP 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

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