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:

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

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

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CUSIP No. 89170	07101		Page 2 of 20 Pages			
1.	Names of Reportin	ng Persons. I.R.S. Ide	entification Nos. of above persons (entities only)			
	Citadel Limited Pa	artnership				
2.	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a)	ý				
	(b)	O				
3.	SEC Use Only					
4.	Citizenship or Plac Illinois limited par U.S.A.					
	5.		Sole Voting Power 0			
Number of						
Shares	6.		Shared Voting Power 4,182,900 shares of Common Stock			
Beneficially Owned by			7,102,700 shares of Common Stock			
Each	7.		Sole Dispositive Power			
Reporting Person With			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 of May 3, 2004).	2% as of the date of the	nis filing (based on 58,035,678 shares of Common Stock issued and outstanding			
12.	Type of Reporting PN; HC	Person (See Instruction	ions)			
			Page 2 of 20			

7101		Page 3 of 20 Pages			
Names of Reporting Persons.	I.R.S. Identification Nos. of above po	ersons (entities only)			
GLB Partners, L.P.					
Check the Appropriate Box if a Member of a Group (See Instructions)					
(0) 0					
SEC Use Only					
Citizenship or Place of Organ Delaware limited partnership U.S.A.	zation				
5.	Sole Voting Powe 0	er			
6	Shorad Vating Po	Was			
0.	4,182,900 shares				
7	0.1 D; ;;; I				
7.	0	Power			
8.	Shared Dispositive See Row 6 above.				
Aggregate Amount Beneficially Owned by Each Reporting Person See Row 6 above.					
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O					
Percent of Class Represented by Amount in Row (9)					
Approximately 7.2% as of the of May 3, 2004).	date of this filing (based on 58,035,	678 shares of Common Stock issued and outstanding a			
Type of Reporting Person (Se PN; HC	e Instructions)				
	Page 3 of 20				
	Names of Reporting Persons. In GLB Partners, L.P. Check the Appropriate Box if (a) ý (b) o SEC Use Only Citizenship or Place of Organi Delaware limited partnership U.S.A. 5. 6. 7. 8. Aggregate Amount Beneficial See Row 6 above. Check if the Aggregate Amount Percent of Class Represented It Approximately 7.2% as of the of May 3, 2004). Type of Reporting Person (See	Names of Reporting Persons. I.R.S. Identification Nos. of above pth GLB Partners, L.P. Check the Appropriate Box if a Member of a Group (See Instructions) (a)			

CUSIP No. 8917	07101		Page 4 of 20 Pages			
1.	Names of Reporting	g Persons. I.R.S. Ide	entification 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)	ý				
	(b)	О				
3.	SEC Use Only					
4.	Citizenship or Place Delaware limited li U.S.A.					
	5.		Sole Voting Power			
			0			
Number of	6.		Shared Voting Power			
Shares Beneficially	0.		4,182,900 shares of Common Stock			
Owned by						
Each	7.		Sole Dispositive Power			
Reporting Person With			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 7.26 of May 3, 2004).	% as of the date of the	his filing (based on 58,035,678 shares of Common Stock issued and outstanding a			
12.	Type of Reporting OO; HC	Person (See Instruct	tions)			
			Page 4 of 20			

CUSIP No. 8917	07101		Page 5 of 20 Pages			
1.	Names of Reporting Perso	ons. I.R.S. Ide	entification Nos. of above persons (entities only)			
	Kenneth Griffin					
2.	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a)	ý				
	(b)	0				
3.	SEC Use Only					
4.	Citizenship or Place of Or U.S. Citizen U.S.A.	ganization				
	5.		Sole Voting Power			
			0			
Number of Shares	6.		Shared Voting Power			
Beneficially	0.		4,182,900 shares of Common Stock			
Owned by						
Each Reporting	7.		Sole Dispositive Power			
Person With			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 A	mount in Rov	w (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented by Amount in Row (9)					
	Approximately 7.2% as of May 3, 2004).	f the date of the	his filing (based on 58,035,678 shares of Common Stock issued and outstanding a			
12.	Type of Reporting Person IN; HC	(See Instruct	tions)			
			Page 5 of 20			

07101		Page 6 of 20 Pages			
Names of Reporting Po	ersons. I.R.S. I	dentification Nos. of above persons (entities only)			
Citadel Wellington Par	rtners L.P.				
Check the Appropriate Box if a Member of a Group (See Instructions)					
(a)	ý				
(b)	0				
SEC Use Only					
Citizenship or Place of Organization Illinois limited partnership					
5.		Sole Voting Power 0			
6.		Shared Voting Power 4,182,900 shares of Common Stock			
		1,102,700 shales of Common Stock			
7.		Sole Dispositive Power			
		0			
8.		Shared Dispositive Power See Row 6 above.			
Aggregate Amount Be See Row 6 above.	neficially Owr	ned by Each Reporting Person			
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o					
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 out of May 3, 2004).					
Type of Reporting Per PN; HC	son (See Instru	actions)			
		Page 6 of 20			
	Citadel Wellington Par Check the Appropriate (a) (b) SEC Use Only Citizenship or Place of Illinois limited partner 5. 6. 7. 8. Aggregate Amount Be See Row 6 above. Check if the Aggregate Percent of Class Repre Approximately 7.2% a of May 3, 2004). Type of Reporting Pers	Names of Reporting Persons. I.R.S. I Citadel Wellington Partners L.P. Check the Appropriate Box if a Mem (a) ý (b) o SEC Use Only Citizenship or Place of Organization Illinois limited partnership 5. 6. 7. 8. Aggregate Amount Beneficially Own See Row 6 above. Check if the Aggregate Amount in R Percent of Class Represented by Amanda Approximately 7.2% as of the date of of May 3, 2004). Type of Reporting Person (See Instru			

CUSIP No. 891707	7101	Page 7 of 20 Pages			
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) ý				
	(b) o				
3.	SEC Use Only				
4.	Citizenship or Place of Organiz Delaware limited partnership	ation			
	5.	Sole Voting Power 0			
Number of					
Shares	6.	Shared Voting Power			
Beneficially		4,182,900 shares of Common Stock			
Owned by	_				
Each Reporting	7.	Sole Dispositive Power			
Person With		0			
Cison Will	8.	Shared Dispositive Power See Row 6 above.			
9.	Aggregate Amount Beneficiall See Row 6 above.	Owned by Each Reporting Person			
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O				
11.	Percent of Class Represented b	y Amount in Row (9)			
	Approximately 7.2% as of the of May 3, 2004).	late of this filing (based on 58,035,678 shares of Common Stock issued and outstanding a			
12.	Type of Reporting Person (See PN; HC	Instructions)			
		Page 7 of 20			
	Approximately 7.2% as of the of May 3, 2004). Type of Reporting Person (See	late of this filing (based on 58,035,678 shares of Common Stock issued and outs Instructions)			

es of Reporting Person		tion Nos. of above persons (entities only)			
el Kensington Global	Stratagies Fund I t				
	Strategies Fund Lu	1.			
k the Appropriate Box	Check the Appropriate Box if a Member of a Group (See Instructions)				
	ý				
	0				
SEC Use Only					
	anization				
5.		Sole Voting Power 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.			
Aggregate Amount Beneficially Owned by Each Reporting Person See Row 6 above.					
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) O					
Percent of Class Represented by Amount in Row (9)					
	the date of this filin	g (based on 58,035,678 shares of Common Stock issued and outstanding a			
	See Instructions)				
	Pa	ge 8 of 20			
	Use Only enship or Place of Organda company 5. 6. 7. 8. egate Amount Benefic Row 6 above. k if the Aggregate Ament of Class Representations are company as of ay 3, 2004).	y o Use Only enship or Place of Organization anda company 5. 6. 7. 8. egate Amount Beneficially Owned by Ea Row 6 above. k if the Aggregate Amount in Row (9) Ex ent of Class Represented by Amount in Ro oximately 7.2% as of the date of this filin ay 3, 2004). of Reporting Person (See Instructions) HC			

CUSIP No. 8917	07101		Page 9 of 20 Pages		
1.	Names of Reporting	Persons. I.R.S. Ide	entification Nos. of above persons (entities only)		
	Citadel Equity Fund	Ltd.			
2.	Check the Appropria	ate Box if a Membe	er of a Group (See Instructions)		
	(a)	ý			
	(b)	О			
3.	SEC Use Only	SEC Use Only			
4.	Citizenship or Place Cayman Islands com				
	5.		Sole Voting Power 0		
Number of					
Shares Beneficially Owned by	6.		Shared Voting Power 4,182,900 shares of Common Stock		
Each Reporting	7.		Sole Dispositive Power 0		
Person With					
	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% of May 3, 2004).	as of the date of the	nis filing (based on 58,035,678 shares of Common Stock issued and outstanding a		
12.	Type of Reporting P CO; HC	erson (See Instruct	ions)		
			Page 9 of 20		
			Page 9 of 20		

7101		Page 10 of 20 Pages
Names of Reporting Pe	rsons. I.R.S. Ide	entification Nos. of above persons (entities only)
Citadel Distressed and	Credit Opportur	nity Fund Ltd.
Check the Appropriate	Box if a Membe	er of a Group (See Instructions)
(a)	ý	
(b)	0	
SEC Use Only		
5.		Sole Voting Power 0
		OL LIVE D
6.		Shared Voting Power 4,182,900 shares of Common Stock
7		Sole Dispositive Power
7.		0
0		
8.		Shared Dispositive Power See Row 6 above.
Aggregate Amount Beneficially Owned by Each Reporting Person See Row 6 above.		
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
Percent of Class Repres	sented by Amou	ant in Row (9)
Approximately 7.2% as of May 3, 2004).	of the date of t	his filing (based on 58,035,678 shares of Common Stock issued and outstanding a
Type of Reporting Pers CO; HC	on (See Instruct	tions)
		Page 10 of 20
	Citadel Distressed and Check the Appropriate (a) (b) SEC Use Only Citizenship or Place of Cayman Islands compa 5. 6. 7. 8. Aggregate Amount Ber See Row 6 above. Check if the Aggregate Percent of Class Repres Approximately 7.2% as of May 3, 2004). Type of Reporting Pers	Names of Reporting Persons. I.R.S. Ide Citadel Distressed and Credit Opportun Check the Appropriate Box if a Member (a) ý (b) o SEC Use Only Citizenship or Place of Organization Cayman Islands company 5. 6. 7. 8. Aggregate Amount Beneficially Owner See Row 6 above. Check if the Aggregate Amount in Row Percent of Class Represented by Amount Approximately 7.2% as of the date of to of May 3, 2004). Type of Reporting Person (See Instruct

CUSIP No. 8917	07101		Page 11 of 20 Pages			
1.	Names of Reporting	Persons. I.R.S. Id	entification Nos. of above persons (entities only)			
	Citadel Jackson Invo	estment Fund Ltd.				
2.	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a)	ý				
	(b)	0				
3.	SEC Use Only					
4.	4. Citizenship or Place of Organization Cayman Islands company					
	5.		Sole Voting Power 0			
Number of						
Shares	6.		Shared Voting Power			
Beneficially			4,182,900 shares of Common Stock			
Owned by Each	7.		Sole Dispositive Power			
Reporting	7.		0			
Person With			·			
	8.		Shared Dispositive Power			
			See Row 6 above.			
9.	22 2	Beneficially Owne	ed 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 Rep	presented by Amou	unt in Row (9)			
	of May 3, 2004).	as of the date of the	this filing (based on 58,035,678 shares of Common Stock issued and outstanding as			
12.	Type of Reporting F CO; HC	Person (See Instruc	tions)			
			Page 11 of 20			

7101		Page 12 of 20 Pages		
Names of Reporting	Persons. I.R.S. Id	lentification Nos. of above persons (entities only)		
Citadel Credit Tradir	ng Ltd.			
Check the Appropriate Box if a Member of a Group (See Instructions)				
(a)	ý			
(b)	0			
SEC Use Only				
Citizenship or Place of Organization Cayman Islands company				
5.		Sole Voting Power 0		
6.		Shared Voting Power 4,182,900 shares of Common Stock		
		1,102,700 shares of Common Stock		
7.		Sole Dispositive Power		
		0		
8.		Shared Dispositive Power See Row 6 above.		
		See Row 0 above.		
Aggregate Amount Beneficially Owned by Each Reporting Person See Row 6 above.				
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o				
Percent of Class Represented by Amount in Row (9)				
Approximately 7.2% of May 3, 2004).	as of the date of	this filing (based on 58,035,678 shares of Common Stock issued and outstanding as		
Type of Reporting Po	erson (See Instruc	etions)		
		Page 12 of 20		
	Names of Reporting Citadel Credit Tradin Check the Appropria (a) (b) SEC Use Only Citizenship or Place Cayman Islands com 5. 6. 7. 8. Aggregate Amount H See Row 6 above. Check if the Aggregate Percent of Class Rep Approximately 7.2% of May 3, 2004). Type of Reporting Pages	Names of Reporting Persons. I.R.S. Identification Citadel Credit Trading Ltd. Check the Appropriate Box if a Member (a) ý (b) o SEC Use Only Citizenship or Place of Organization Cayman Islands company 5. 6. 7. 8. Aggregate Amount Beneficially Owners See Row 6 above. Check if the Aggregate Amount in Row Percent of Class Represented by Amount Approximately 7.2% as of the date of of May 3, 2004). Type of Reporting Person (See Instruction of Class Represented Control of Class Represented Control of Control		

Names of Reporting Person	ons. I.R.S. Identit				
		fication Nos. of above persons (entities only)			
Aragon Investments, Ltd.					
Check the Appropriate Box if a Member of a Group (See Instructions)					
(a)	ý				
(b)	0				
SEC Use Only					
Citizenship or Place of Organization Bermuda company					
5.		Sole Voting Power 0			
6.		Shared Voting Power 4,182,900 shares of Common Stock			
		1,102,700 3,1110 01 00,1110 11 01001			
7.		Sole Dispositive Power			
		0			
8.		Shared Dispositive Power See Row 6 above.			
Aggregate Amount Benef See Row 6 above.	ficially Owned by	y Each Reporting Person			
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o					
Percent of Class Represented by Amount in Row (9)					
Approximately 7.2% as of May 3, 2004).	f the date of this	filing (based on 58,035,678 shares of Common Stock issued and outstanding a			
Type of Reporting Person CO	(See Instruction	s)			
		Page 13 of 20			
	Check the Appropriate Box (a) (b) SEC Use Only Citizenship or Place of Orbermuda company 5. 6. 7. 8. Aggregate Amount Benefice Row 6 above. Check if the Aggregate A Percent of Class Represent Approximately 7.2% as of May 3, 2004). Type of Reporting Person	(a) ý (b) o SEC Use Only Citizenship or Place of Organization Bermuda company 5. 6. 7. 8. Aggregate Amount Beneficially Owned by See Row 6 above. Check if the Aggregate Amount in Row (9) Percent of Class Represented by Amount in Approximately 7.2% as of the date of this of May 3, 2004). Type of Reporting Person (See Instruction			

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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

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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 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) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).

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(b)	O	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
(c)	0	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
(d)	0	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)	0	An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
(g)	О	A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
(h)	О	A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i)	0	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)	0	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. \circ

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

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(ii) Shared power to vote or to direct the vote

See item (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 (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.

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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:

CITADEL INVESTMENT GROUP, L.L.C.

GLB Partners, L.P., By: /s/ Adam C. Cooper

its General Partner Adam C. Cooper, Senior Managing
Director and General Counsel

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

its General Partner CITADEL EQUITY FUND LTD.

By: /s/ Adam C. Cooper By: Citadel Limited Partnership,

Adam C. Cooper, Senior Managing its Portfolio Manager
Director and General Counsel

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

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

L.L.C.,

its General Partner its General Partner

By: /s/ Adam C. Cooper By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing
Director and General Counsel

Adam C. Cooper, Senior Managing
Director and General Counsel

CITADEL WELLINGTON PARTNERS ARAGON INVESTMENTS, LTD. L.P.

By: Citadel Limited Partnership, By: Citadel Limited Partnership,

its General Partner its Portfolio Manager

By: GLB Partners, L.P.,

By: GLB Partners, L.P.,

its General Partner its General Partner

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

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

its General Partner its General Partner

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

CITADEL CREDIT TRADING LTD.

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

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

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CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

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 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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