PHOTRONICS INC Form SC 13G/A February 09, 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. 2)\*

> Photronics, Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

> 719405102 (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).

Page 1 of 21

CUSIP NO. 719405102	13G	Page 2 of 21 Pages
---------------------	-----	--------------------

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Citadel Limited Par	tnership			
2.	CHECK THE APPRO	OPRIATE BOX	IF A MEMBER OF A GROUP	>	
				(a)	ý
				(b)	0
3.	SEC USE ONLY				
4.	CITIZENSHIP OR P Illinois limited partr		ANIZATION		
		5.	SOLE VOTING POWER 0		
Е	NUMBER OF     6.     SHARED VOTIN       SHARES     258,876 shares of       BENEFICIALLY     \$40,750,000 in pr       OWNED BY     \$40,750,000 in pr       EACH     Subordinated No       REPORTING     Common Stock)       PERSON     WITH			mon Stock I amount of the Company s 2.25% Convertible e April 15, 2008 (convertible into 2,564,506 shares of	
		8.	0 SHARED DISPOSITIVE POWER See Row 6 above.		
9.	AGGREGATE AMO See Row 6 above.	UNT BENEFIC	TIALLY OWNED BY EACH R	EPORTING PER	SON
10.	CHECK BOX IF THI	E AGGREGAT	E AMOUNT IN ROW (9) EXC	LUDES	
	CERTAIN SHARES				
11.	PERCENT OF CLAS	S REPRESENT	TED BY AMOUNT IN ROW (	))	
	December 31, 2004,	plus the shares	of Common Stock issuable up		nmon Stock issued and outstanding as on of the 2.25% Convertible
12.	Subordinated Notes referred to in Row 6 above). TYPE OF REPORTING PERSON PN; HC				

1 See footnote 1 in Item 4.

Page 2 of 21

CUSIP NO. 719405102	13G	Page 3 of 21 Pages
---------------------	-----	--------------------

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	GLB Partners, L.P.				
2.		OPRIATE BOX	IF A MEMBER OF A GR	OUP	
				(a)	ý
				(b)	0
3.	SEC USE ONLY				
4.	CITIZENSHIP OR P Delaware limited pa		SANIZATION		
		5.	SOLE VOTING POWE	R	
	NUMBER OF SHARES	6.	SHARED VOTING POWER		
В	BENEFICIALLY		258,876 shares of Common Stock \$40,750,000 in principal amount of the Company s 2.25% Convertible		
	OWNED BY EACH REPORTING PERSON				npany's 2.25% Convertible nvertible into 2,564,506 shares of
	WITH	7.	SOLE DISPOSITIVE POWER 0		
		8.	SHARED DISPOSITIV See Row 6 above.	E POWER	
9.	AGGREGATE AMO See Row 6 above.	UNT BENEFIC	CIALLY OWNED BY EAC	H REPORTING PER	SON
10.	CHECK BOX IF TH	E AGGREGAT	E AMOUNT IN ROW (9)	EXCLUDES	
	CERTAIN SHARES				
11.	PERCENT OF CLAS	SS REPRESENT	FED BY AMOUNT IN RO	W (9)	
	December 31, 2004,	plus the shares	of Common Stock issuab		nmon Stock issued and outstanding a on of the 2.25% Convertible
	Subordinated Notes		Row 6 above).		
12.	TYPE OF REPORTING PERSON PN; HC				

Page 3 of 21

CUSIP NO. 719405102 <b>13G</b> Page 4 of 21 Pages	
---	--

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	5.5. OK I.K.5. IDEN	TIFICATION N	O. OF ABOVE PERSON		
	Citadel Investment	Group, L.L.C.			
2.	CHECK THE APPR	OPRIATE BOX	IF A MEMBER OF A GR	OUP	
				(a)	ý
				(b)	0
3.	SEC USE ONLY				
4.	CITIZENSHIP OR P Delaware limited lia				
		5.	SOLE VOTING POWE 0	R	
		6.	SHARED VOTING PO	WER	
F	NUMBER OF SHARES BENEFICIALLY		258,876 shares of Common Stock		
	OWNED BY EACH REPORTING PERSON				npany s 2.25% Convertible avertible into 2,564,506 shares of
	WITH	7.	SOLE DISPOSITIVE POWER 0		
		8.	8. SHARED DISPOSITIVE POWER See Row 6 above.		
9.	AGGREGATE AMC See Row 6 above.	OUNT BENEFIC	CIALLY OWNED BY EAC	H REPORTING PER	SON
10.		E AGGREGAT	E AMOUNT IN ROW (9)	EXCLUDES	
	CERTAIN SHARES				
11.	PERCENT OF CLAS	SS REPRESENT	TED BY AMOUNT IN RO	W (9)	
					nmon Stock issued and outstanding as
	Subordinated Notes			e upon the conversio	on of the 2.25% Convertible
	TYPE OF REPORTI				
12.		ING FERSON			

1 See footnote 1 in Item 4.

Page 4 of 21

CUSIP NO. 719405102         13G         Page 5 of 21 Pages
--

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Kenneth Griffin				
2.	CHECK THE APPR	OPRIATE BOX	IF A MEMBER OF A GRO	-	
				(a)	ý
				(b)	0
3.	SEC USE ONLY				
4.	CITIZENSHIP OR P U.S. Citizen	LACE OF ORG	JANIZATION	I	
		5.	SOLE VOTING POWE 0	R	
		6.	SHARED VOTING PO	WER	
Б	NUMBER OF SHARES BENEFICIALLY		258,876 shares of Common Stock		
Ľ	OWNED BY				npany s 2.25% Convertible
	EACH REPORTING PERSON		Subordinated Notes du Common Stock) <sup>1</sup>	e April 15, 2008 (coi	nvertible into 2,564,506 shares of
	WITH	7.	SOLE DISPOSITIVE POWER 0		
			SHARED DISPOSITIVE POWER See Row 6 above.		
9.		OUNT BENEFIC	CIALLY OWNED BY EAC	H REPORTING PER	SON
10.	See Row 6 above. CHECK BOX IF TH	E AGGREGAT	E AMOUNT IN ROW (9) E	XCLUDES	
	CERTAIN SHARES				
11.	PERCENT OF CLAS	SS REPRESENT	TED BY AMOUNT IN RO	V (9)	
	Annuavimatal 9.00	an of Door	on 21 2004 (based or 22 7	0.514 showed of Car	mon Stook issued and outstanding a
					nmon Stock issued and outstanding a on of the 2.25% Convertible
	Subordinated Notes			upon ine conversio	
12.	TYPE OF REPORTI		/*		
	IN: HC	KEPUK HINU PEKJUN			

Page 5 of 21

CUSIP NO. 719405102 <b>13G</b> Page 6 of 21 Pages	
---	--

1.		NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	Citadel Wellington I	Partners L.P.			
2.			IF A MEMBER OF A GRO	UP	
				(a)	ý
				(b)	0
3.	SEC USE ONLY				
4.	CITIZENSHIP OR P Illinois limited partr		ANIZATION		
		5.	SOLE VOTING POWER		
	NUMBER OF SHARES	6.	SHARED VOTING POWER 258,876 shares of Common Stock		
E	BENEFICIALLY OWNED BY EACH REPORTING PERSON		\$40,750,000 in principal	amount of the Con	npany s 2.25% Convertible avertible into 2,564,506 shares of
	WITH	7.	SOLE DISPOSITIVE POWER 0		
		8.	SHARED DISPOSITIVE POWER See Row 6 above.		
9.	AGGREGATE AMO See Row 6 above.	UNT BENEFIC	CIALLY OWNED BY EACH	I REPORTING PER	SON
10.	CHECK BOX IF TH	E AGGREGAT	E AMOUNT IN ROW (9) E	XCLUDES	
	CERTAIN SHARES				
11.	PERCENT OF CLAS	S REPRESENT	FED BY AMOUNT IN ROW	7 (9)	
		plus the shares	of Common Stock issuable		nmon Stock issued and outstanding a on of the 2.25% Convertible
12.	TYPE OF REPORTING PERSON PN; HC				

**1** See footnote 1 in Item 4.

Page 6 of 21

CUSIP NO. 719405102 <b>13G</b> Page 7 of 21 Pages
---

1.	NAME OF REPORTI S.S. OR I.R.S. IDENT		IO. OF ABOVE PERSON			
	Citadel Wellington P	Partners L.P. S	Е			
2.			IF A MEMBER OF A GRO	DUP		
				(a)	ý	
				(b)	0	
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PI Delaware limited par		SANIZATION			
		5.	SOLE VOTING POWE 0	R		
	NUMBER OF	6.	SHARED VOTING POWER			
F	SHARES BENEFICIALLY		258,876 shares of Common Stock			
	OWNED BY EACH REPORTING PERSON		\$40,750,000 in principal amount of the Company s 2.25% Convertibl Subordinated Notes due April 15, 2008 (convertible into 2,564,506 sha Common Stock) <sup>1</sup>			
	WITH	7.	SOLE DISPOSITIVE POWER 0			
		8.	SHARED DISPOSITIVE POWER See Row 6 above.			
9.	AGGREGATE AMO See Row 6 above.	UNT BENEFIC	CIALLY OWNED BY EAC	H REPORTING PER	SON	
10.		EAGGREGAT	E AMOUNT IN ROW (9) I	EXCLUDES		
	CERTAIN SHARES				(	
11.		S REPRESENT	TED BY AMOUNT IN RO	W (9)		
		plus the shares	of Common Stock issuabl		mon Stock issued and outstanding as o n of the 2.25% Convertible	
12.	TYPE OF REPORTIN PN; HC					

**1** See footnote 1 in Item 4.

Page 7 of 21

CUSIP NO. 719405102	13G	Page 8 of 21 Pages
---------------------	-----	--------------------

1.	NAME OF REPORTING PERSON						
S.S. OR I.R.S. IDEN		TIFICATION NO. OF ABOVE PERSON					
	Citadel Antaeus Inte	ornational Invo	stmonts I td				
2.			IF A MEMBER OF A GR	JIP			
4.		OI KIATE DOA	$(a) \qquad \qquad$				
				(b)	0		
3.	SEC USE ONLY						
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands company						
		5.	SOLE VOTING POWE	R			
	NUMBER OF	6.	SHARED VOTING POWER				
В	SHARES SENEFICIALLY		258,876 shares of Common Stock \$40,750,000 in principal amount of the Company s 2.25% Convertible				
	OWNED BY						
	EACH REPORTING PERSON		Subordinated Notes due April 15, 2008 (convertible into 2,564,50 Common Stock) <sup>1</sup>				
	WITH	7.	SOLE DISPOSITIVE POWER 0				
		8.	SHARED DISPOSITIVE POWER See Row 6 above.				
9.	AGGREGATE AMC See Row 6 above.	OUNT BENEFIC	CIALLY OWNED BY EAC	H REPORTING PER	SON		
10.	CHECK BOX IF TH	E AGGREGAT	E AMOUNT IN ROW (9)	EXCLUDES			
	CERTAIN SHARES						
11.	PERCENT OF CLAS	SS REPRESENT	TED BY AMOUNT IN RO	W (9)			
	Approximately 8.0%	Approximately 8.0% as of December 31, 2004 (based on 32,720,514 shares of Common Stock issued and outstanding a					
	December 31, 2004,	plus the shares	of Common Stock issuab		on of the 2.25% Convertible		
	Subordinated Notes		Row 6 above).				
12.	TYPE OF REPORTIN	NG PERSON					
	CO: HC						

Page 8 of 21

CUSIP NO. 719405102	13G	Page 9 of 21 Pages
---------------------	-----	--------------------

1.	NAME OF REPORT S.S. OR I.R.S. IDEN		O. OF ABOVE PERSON			
	Citadel Kensington	Global Strategi	ies Fund Ltd.			
2.	CHECK THE APPRO	OPRIATE BOX	IF A MEMBER OF A GRO	UP		
				(a)	ý	
				(b)	0	
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Bermuda company					
<b>i</b>		5.	SOLE VOTING POWEI 0	L		
	NUMBER OF SHARES BENEFICIALLY	6.	SHARED VOTING POWER 258,876 shares of Common Stock			
	OWNED BY EACH REPORTING PERSON		\$40,750,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due April 15, 2008 (convertible into 2,564,506 shares o Common Stock) <sup>1</sup>			
	WITH	7.	SOLE DISPOSITIVE POWER 0			
		8.	SHARED DISPOSITIVE POWER See Row 6 above.			
9.	AGGREGATE AMO See Row 6 above.	UNT BENEFIC	CIALLY OWNED BY EAC	H REPORTING PER	SON	
10.	CHECK BOX IF THI	EAGGREGAT	E AMOUNT IN ROW (9) E	XCLUDES		
	CERTAIN SHARES					
11.	PERCENT OF CLAS	S REPRESENT	TED BY AMOUNT IN ROV	7 (9)		
		plus the shares	of Common Stock issuable		nmon Stock issued and outstanding a on of the 2.25% Convertible	
12.	TYPE OF REPORTIN					

Page 9 of 21

CUSIP NO. 719405102 <b>13G</b> Page 10 of 21 Pages
--

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
			0. OF ABOVE LEKSON				
	Citadel Equity Fund						
2.	CHECK THE APPRO	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
				(a)	ý		
				(b)	0		
3.	SEC USE ONLY						
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands company						
		5.	SOLE VOTING POWEI 0	L			
	NUMBER OF	6.	SHARED VOTING POWER				
E	SHARES BENEFICIALLY		258,876 shares of Common Stock				
	OWNED BY EACH REPORTING PERSON		\$40,750,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due April 15, 2008 (convertible into 2,564,506 shares o Common Stock) <sup>1</sup>				
	WITH	7.	SOLE DISPOSITIVE POWER 0				
		8.	SHARED DISPOSITIVE POWER See Row 6 above.				
9.	AGGREGATE AMO See Row 6 above.	UNT BENEFIC	CIALLY OWNED BY EAC	H REPORTING PER	SON		
10.	CHECK BOX IF TH	EAGGREGAT	E AMOUNT IN ROW (9) E	XCLUDES			
	CERTAIN SHARES						
11.	PERCENT OF CLAS	S REPRESENT	TED BY AMOUNT IN ROW	V (9)			
	December 31, 2004,	plus the shares	of Common Stock issuable		nmon Stock issued and outstanding a on of the 2.25% Convertible		
12.	Subordinated Notes referred to in Row 6 above). TYPE OF REPORTING PERSON CO: HC						

Page 10 of 21

CUSIP NO. 719405102 <b>13G</b> Page 11 of 21 Pages
--

1.		NAME OF REPORTING PERSON					
S.S. OR I.R.S. IDENT		TIFICATION NO. OF ABOVE PERSON					
	Citadel Credit Trad	ing I td					
2.			IF A MEMBER OF A GR	OUP			
				(a)	ý		
				(b)	0		
3.	SEC USE ONLY						
4.	CITIZENSHIP OR P Cayman Islands con		JANIZATION	·			
		5.	SOLE VOTING POWE	R			
	NUMBER OF	6.	SHARED VOTING PO	WER			
F	NUMBER OF SHARES BENEFICIALLY		258,876 shares of Common Stock				
	OWNED BY EACH REPORTING PERSON		\$40,750,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due April 15, 2008 (convertible into 2,564,506 shares of Common Stock) <sup>1</sup>				
	WITH	7.	SOLE DISPOSITIVE POWER 0				
		8.	SHARED DISPOSITIVE POWER See Row 6 above.				
9.	AGGREGATE AMC See Row 6 above.	UNT BENEFIC	CIALLY OWNED BY EAC	CH REPORTING PER	SON		
10.	CHECK BOX IF TH	E AGGREGAT	E AMOUNT IN ROW (9)	EXCLUDES			
	CERTAIN SHARES						
11.	PERCENT OF CLAS	SS REPRESENT	TED BY AMOUNT IN RO	W (9)			
		plus the shares	of Common Stock issuab		nmon Stock issued and outstanding a on of the 2.25% Convertible		
12.	TYPE OF REPORTI		· ······/·				

1 See footnote 1 in Item 4.

Page 11 of 21

CUSIP NO. 719405102	13G	Page 12 of 21 Pages

1.	NAME OF REPORT		O. OF ABOVE PERSON		
	Citadel Credit Produ				
2.			IF A MEMBER OF A GR	OUP	
2.			II T MEMBER OF TOR	(a)	ý
				(b)	0
3.	SEC USE ONLY				
4.	CITIZENSHIP OR P Cayman Islands con		ANIZATION	·	
	-	5.	SOLE VOTING POWE 0	ER	
E	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	6.	258,876 shares of Common Stock \$40,750,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due April 15, 2008 (convertible into 2,564,506 shares of Common Stock) <sup>1</sup>		
	PERSON WITH	7.			
		8.	SHARED DISPOSITIVE POWER See Row 6 above.		
9.	AGGREGATE AMO See Row 6 above.	UNT BENEFIC	CIALLY OWNED BY EAC	CH REPORTING PER	SON
10.	CHECK BOX IF THI	EAGGREGAT	E AMOUNT IN ROW (9)	EXCLUDES	
	CERTAIN SHARES				
11.	PERCENT OF CLAS	S REPRESENT	TED BY AMOUNT IN RO	W (9)	
		plus the shares	of Common Stock issuab		nmon Stock issued and outstanding as on of the 2.25% Convertible
12.	TYPE OF REPORTIN				

1 See footnote 1 in Item 4.

Page 12 of 21

CUSIP NO. 719405102	13G	Page 13 of 21 Pages
---------------------	-----	---------------------

1.	NAME OF REPORT S.S. OR I.R.S. IDEN		IO. OF ABOVE PERSON			
	Citadel Jackson Investment Fund Ltd.					
2.	CHECK THE APPR	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
				(a)	ý	
				(b)	0	
3.	SEC USE ONLY					
4. CITIZENSHIP OR PLAC Cayman Islands compa			ANIZATION	I		
		5.	SOLE VOTING POWER 0			
	NUMBER OF SHARES	6.	SHARED VOTING POWER			
SHAKES BENEFICIALLY OWNED BY EACH REPORTING PERSON			258,876 shares of Common Stock \$40,750,000 in principal amount of the Company s 2.25% Convertible Subordinated Notes due April 15, 2008 (convertible into 2,564,506 shares of Common Stock) <sup>1</sup>			
	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					
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
		plus the shares	of Common Stock issuabl		nmon Stock issued and outstanding as on of the 2.25% Convertible	
12.	TYPE OF REPORTI CO; HC					

Page 13 of 21

CUSIP NO. 719405102 <b>13G</b> Page 14 of 21 Pages
--

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Aragon Investments	, Ltd.			
2.			IF A MEMBER OF A GRC	UP	
					ý
				(b)	о
3.	SEC USE ONLY				
4.	CITIZENSHIP OR P Bermuda company	LACE OF ORG	ANIZATION		
		5.	SOLE VOTING POWER 0		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6.	SHARED VOTING POWER         258,876 shares of Common Stock         \$40,750,000 in principal amount of the Company s 2.25% Convertible         Subordinated Notes due April 15, 2008 (convertible into 2,564,506 shares of Common Stock) <sup>1</sup> 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				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 8.0% as of December 31, 2004 (based on 32,720,514 shares of Common Stock issued and outstanding as December 31, 2004, plus the shares of Common Stock issuable upon the conversion of the 2.25% Convertible Subordinated Notes referred to in Row 6 above).				
12.	TYPE OF REPORTIN		Kon o abovej.		

Page 14 of 21

CUSIP NO. 719405102		13G	Page 15 of 21 Pages			
Item 1(a)	Name of Issuer: PH	OTRONICS, INC.				
1(b)	Address of Issuer s	Principal Executive Offices:				
	15 Secor Road Brookfield, CT 068	4				
Item 2(a) Item 2(b) Item 2(c)	Name of Person Filin Address of Principal Citizenship					
Citadel Limited Partnership						
131 S. Dearbo	131 S. Dearborn Street					
32nd Floor						
Chicago, Illino	bis 60603					
Illinois limited	l partnership					
GLB Partners,	L.P.					
131 S. Dearbo	rn Street					
32nd Floor						
Chicago, Illinois 60603						
Delaware limited partnership						
Citadel Investment Group, L.L.C.						
31 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

Page 15 of 21

CUSIP NO. 719405102	13G	Page 16 of 21 Pages				
Citadel Wellington Partners L.P. SE						
c/o Citadel Investment Group, L.L.C.						
131 S. Dearborn Street						
32nd Floor						
Chicago, Illinois 60603						
Delaware limited partnership						
Citadel Antaeus International Investr	Citadel Antaeus International Investments Ltd.					
c/o Citadel Investment Group, L.L.C						
131 S. Dearborn Street						
32nd Floor						
Chicago, Illinois 60603						
Cayman Islands company						
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

Page 16 of 21

-

	CUSIP NO. 719405102	13G	Page 17 of 21 Pages				
(	Citadel Jackson Investment Fund Ltd.						
G	c/o Citadel Investment Group, L.L.C.						
	131 S. Dearborn Street						
(	Chicago, Illinois 60603						
(	Cayman Islands company						
1	Aragon Investments, Ltd.						

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

I