USG CORP Form SC 13G October 24, 2003

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.)*

USG Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

903293405

(CUSIP Number)

October 15, 2003

Date of Event Which Requires Filing of the Statement

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

- o Rule 13d-1(b) 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 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).

CUSIP NO. 903293405	13G	Page 2 of 17 Pages
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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Citadel Limited Partnership				
2.	CHECK THE APPROPRIATE I	3OX IF A MEMBER OF	F A GROUP*		
	(b) 0				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF Illinois limited partnership U.S.A.	ORGANIZATION			
		5.	SOLE VOTING POWER 0		
	NUMBER OF SHARES	6.	SHARED VOTING POWER		
	BENEFICIALLY OWNED BY		Call options to purchase 927,000 shares of Common Stock		
	EACH		1,480,700 shares of Common Stock		
	REPORTING PERSON	7.	SOLE DISPOSITIVE POWER 0		
	WITH	8.	SHARED DISPOSITIVE POWER		
			See Row 6 above.		
9.	AGGREGATE AMOUNT BEN See Row 6 above.	EFICIALLY OWNED B	Y EACH REPORTING PERSON		
10.	CHECK BOX IF THE AGGREG CERTAIN SHARES* O	GATE AMOUNT IN RO	W (9) EXCLUDES		
11.	PERCENT OF CLASS REPRES Approximately 5.6% as of the June 30, 2003).		IN ROW (9) I on 43,050,592 shares of Common Stock issued and outstanding as of		
12.	TYPE OF REPORTING PERSO PN; HC)N*			

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1.	NAME OF REPORTING PERSO		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	GLB Partners, L.P.		
2.	CHECK THE APPROPRIATE B	OX IF A MEMBER OF	F A GROUP*
	(a) ý		
	3		
	(b) o		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF C	RGANIZATION	
	Delaware limited partnership		
	U.S.A.		
		5.	SOLE VOTING POWER 0
	NUMBER OF	6.	SHARED VOTING POWER
	SHARES	0.	SITIALD VOIDAGIOWER
	BENEFICIALLY		Call options to purchase 927,000 shares of Common Stock
	OWNED BY		1 400 700 1 0 0
	EACH REPORTING	7.	1,480,700 shares of Common Stock SOLE DISPOSITIVE POWER
	PERSON	7.	0
	WITH	8.	SHARED DISPOSITIVE POWER
	_		See Row 6 above.
9.	AGGREGATE AMOUNT BENE	FICIALLY OWNED B	BY EACH REPORTING PERSON
10	See Row 6 above.	ATTE AMOUNT IN DO	MV (A) EVGLUDEG
10.	CHECK BOX IF THE AGGREG	ATE AMOUNT IN RO	JW (9) EXCLUDES
	CERTAIN		
	SHARES*		
	o		
11.	PERCENT OF CLASS REPRESI	ENTED BY AMOUNT	IN ROW (9)
	Ammunimentals 5 (6) as af the d	ata af this filing (base	d on 42 050 502 shows of Common Stock involved and autotanding or of
	Approximately 5.6% as of the d June 30, 2003).	ate of this filing (based	d on 43,050,592 shares of Common Stock issued and outstanding as of
12.	TYPE OF REPORTING PERSOI	V *	
•	PN; HC		

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1.	NAME OF REPORTING PERSO		ogov.
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Citadel Investment Group, L.L.	С.	
2.	CHECK THE APPROPRIATE B		F A GROUP*
	(a) ý		
	(b) o		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF C		
	Delaware limited liability comp U.S.A.	any	
	(10.11)	5.	SOLE VOTING POWER
			0
	NUMBER OF	6.	SHARED VOTING POWER
	SHARES BENEFICIALLY		Call options to purchase 927,000 shares of Common Stock
	OWNED BY		Can options to purchase 927,000 shares of Common Stock
	EACH		1,480,700 shares of Common Stock
	REPORTING PERSON	7.	SOLE DISPOSITIVE POWER
	WITH	8.	SHARED DISPOSITIVE POWER
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	8.	SHARED DISPOSITIVE POWER
			See Row 6 above.
9.	AGGREGATE AMOUNT BENE	FICIALLY OWNED B	BY EACH REPORTING PERSON
	See Row 6 above.		
10.	CHECK BOX IF THE AGGREG	ATE AMOUNT IN RO	OW (9) EXCLUDES
	CERTAIN		
	SHARES*		
	o		
11.	PERCENT OF CLASS REPRESI	ENTED BY AMOUNT	IN ROW (9)
	Annuarimetaly 5 60% as of the d	ata of this filing (bases	d on 42 050 502 shares of Common Stock issued and outstanding as of
	June 30, 2003).	ate of this illing (based	d on 43,050,592 shares of Common Stock issued and outstanding as of
12.	TYPE OF REPORTING PERSON	V *	
	00; НС		

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1.	NAME OF REPORTING PERS		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Kenneth Griffin		
2.	CHECK THE APPROPRIATE	BOX IF A MEMBER OF	F A GROUP*
	(a) ý		
	•		
	(b) o		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF	ORGANIZATION	
	U.S. Citizen		
	U.S.A.		
		5.	SOLE VOTING POWER 0
	NUMBER OF	6.	SHARED VOTING POWER
	SHARES	0.	SINKED VOINGTOWER
	BENEFICIALLY		Call options to purchase 927,000 shares of Common Stock
	OWNED BY		1 490 700
	EACH REPORTING	7.	1,480,700 shares of Common Stock SOLE DISPOSITIVE POWER
	PERSON	7.	0
	WITH	8.	SHARED DISPOSITIVE POWER
			See Row 6 above.
9.	AGGREGATE AMOUNT BEN	EFICIALLY OWNED B	Y EACH REPORTING PERSON
10	See Row 6 above.	CATE AMOUNT DUDO	WW (O) EVOLUDES
10.	CHECK BOX IF THE AGGRE	GATE AMOUNT IN RO	W (9) EXCLUDES
	CERTAIN		
	SHARES*		
	o		
11.	PERCENT OF CLASS REPRE	SENTED BY AMOUNT	IN ROW (9)
	A	John of this films (hossi	1 42 050 502 shows of Common Stock issued and autotanding or of
	Approximately 5.6% as of the June 30, 2003).	uate of this ming (based	d on 43,050,592 shares of Common Stock issued and outstanding as of
12.	TYPE OF REPORTING PERSO	ON*	
•	IN; HC		

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CUSIP NO. 903293405 13G Page 6 of 17

1.	NAME OF REPORTING PERS S.S. OR I.R.S. IDENTIFICATION		SON
	Cita dal Wallington Danta and I	n	
2.	Citadel Wellington Partners L CHECK THE APPROPRIATE 1		A GROUP*
۷.	CHECK THE ATTROTRIATE	JOX II. A MEMBER OF	A GROUI
	(a) ý		
	(a) y		
	(b) o		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF	ORGANIZATION	
	Illinois limited partnership		
		5.	SOLE VOTING POWER
	_		0
	NUMBER OF	6.	SHARED VOTING POWER
	SHARES BENEFICIALLY		Call options to purchase 927,000 shares of Common Stock
	OWNED BY		Can options to purchase 327,000 shares of Common Stock
	EACH		1,480,700 shares of Common Stock
	REPORTING	7.	SOLE DISPOSITIVE POWER
	PERSON WITH		0
	WIIH	8.	SHARED DISPOSITIVE POWER
9.	ACCRECATE AMOUNT DEN	EEICIALI V OWNED D	See Row 6 above. Y EACH REPORTING PERSON
9.	AGGREGATE AMOUNT BEN	EFICIALLI OWNED B	I EACH REFORTING FERSON
	See Row 6 above.		
10.	CHECK BOX IF THE AGGRE	GATE AMOUNT IN ROV	W (9) EXCLUDES
	CERTAIN		
	SHARES*		
	0		22.D.O.W. (8)
11.	PERCENT OF CLASS REPRES	SENTED BY AMOUNT I	N KOW (9)
	Approximately 5.6% as of the June 30, 2003).	date of this filing (based	on 43,050,592 shares of Common Stock issued and outstanding as of
12.	TYPE OF REPORTING PERSO)N*	
	PN; HC	· 	

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
2.	Citadel Kensington Global Str CHECK THE APPROPRIATE		A CDOUD*	
۷.	CHECK THE ATTROTRIATE	DOX II. A MEMBER OF	A GROUI	
	(a) ý			
	(b) o			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF Bermuda company	ORGANIZATION		
	permana company	5.	SOLE VOTING POWER	
			0	
	NUMBER OF	6.	SHARED VOTING POWER	
	SHARES			
	BENEFICIALLY OWNED BY		Call options to purchase 927,000 shares of Common Stock	
	EACH		1,480,700 shares of Common Stock	
	REPORTING	7.	SOLE DISPOSITIVE POWER	
	PERSON		0	
	WITH	8.	SHARED DISPOSITIVE POWER	
			See Row 6 above.	
9.	AGGREGATE AMOUNT BEN	EFICIALLY OWNED BY	Y EACH REPORTING PERSON	
	See Row 6 above.			
10.	CHECK BOX IF THE AGGRE	GATE AMOUNT IN ROV	V (9) FXCLUDES	
10.			(7) 2.102.02.25	
	CERTAIN			
	SHARES*			
	О			
11.	PERCENT OF CLASS REPRE	SENTED BY AMOUNT II	N ROW (9)	
	Approximately 5.6% as of the June 30, 2003).	date of this filing (based	on 43,050,592 shares of Common Stock issued and outstanding as of	
12.	TYPE OF REPORTING PERSO	ON*		
	СО; НС			

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1.	NAME OF REPORTING PERSO		
	S.S. OR I.R.S. IDENTIFICATION	N NO. OF ABOVE PER	RSON
	Citadal Fanity Fund I td		
2.	Citadel Equity Fund Ltd. CHECK THE APPROPRIATE B	OV IE A MEMDED OI	E A CDOUD*
2.	CHECK THE APPROPRIATE B	OA IF A MEMIDER OF	FA GROUP*
	(a) ý		
	4.		
2	(b) 0		
3.	SEC USE ONLY	DC ANIZATION	
4.	CITIZENSHIP OR PLACE OF C Cayman Islands company	RGANIZATION	
	Cayman Islanus company	5.	SOLE VOTING POWER
		5.	0
	NUMBER OF	6.	SHARED VOTING POWER
	SHARES		
	BENEFICIALLY		Call options to purchase 927,000 shares of Common Stock
	OWNED BY		1 400 700 1 0 0 0
	EACH REPORTING		1,480,700 shares of Common Stock
	PERSON	7.	SOLE DISPOSITIVE POWER
	WITH	8.	SHARED DISPOSITIVE POWER
		0.	SHAKED DISI OSHTVE I OWEK
			See Row 6 above.
9.	AGGREGATE AMOUNT BENE	EFICIALLY OWNED B	BY EACH REPORTING PERSON
	See Row 6 above.		
10.	CHECK BOX IF THE AGGREG	ATE AMOUNT IN RO	OW (9) EXCLUDES
	CERTAIN		
	SHARES*		
	0		
11.	PERCENT OF CLASS REPRESI	ENTED BY AMOUNT	IN ROW (9)
	Approximately 5.6% as of the d	late of this filing (hase)	d on 43,050,592 shares of Common Stock issued and outstanding as of
	June 30, 2003).	are of this filling (base)	a on 45,050,572 shares of Common Stock issued and oddstanding as of
12.	TYPE OF REPORTING PERSON	N*	
	CO; HC		

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1.	NAME OF REPORTING PERSONS.S. OR I.R.S. IDENTIFICATION		SON		
	Hera International Investment	s Ltd.			
2.	CHECK THE APPROPRIATE I	BOX IF A MEMBER OF	A GROUP*		
	(a) ý				
	(b) o				
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF	ORGANIZATION			
	Cayman Islands company				
		5.	SOLE VOTING POWER		
			0		
	NUMBER OF SHARES	6.	SHARED VOTING POWER		
	BENEFICIALLY		Call options to purchase 927,000 shares of Common Stock		
	OWNED BY EACH		1,480,700 shares of Common Stock		
	REPORTING	7.	SOLE DISPOSITIVE POWER		
	PERSON	7.	O		
	WITH	8.	SHARED DISPOSITIVE POWER		
			See Row 6 above.		
9.					
7.		BITCHIEET OWNED D	E E I OTT REI ONT II TO I ENGOTT		
	See Row 6 above.				
10.	CHECK BOX IF THE AGGREO	GATE AMOUNT IN ROV	W (9) EXCLUDES		
	CERTAIN				
	SHARES*				
	o				
11.	PERCENT OF CLASS REPRES	ENTED BY AMOUNT I	N ROW (9)		
	Approximately 5.6% as of the June 30, 2003).	date of this filing (based	on 43,050,592 shares of Common Stock issued and outstanding as of		
12.	TYPE OF REPORTING PERSO	N*			
	СО				

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CUSIP NO. 903293405	13G		Page 10 of 17 Pages
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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	Citadel Antaeus International Investments Ltd.			
2.	CHECK THE APPROPRIATE		GROUP*	
2.	CILCR TIL AT ROTRIATE	BOX II A WILWIDLK OF A	SKOU	
	(a)			
	(a) ý			
	(1-)			
	(b) o			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF	ORGANIZATION		
	Cayman Islands company		GOLE MOTING DOMED	
		5.	SOLE VOTING POWER	
	NUMBER OF		U	
	NUMBER OF SHARES	6.	SHARED VOTING POWER	
	BENEFICIALLY		Call options to purchase 927,000 shares of Common Stock	
	OWNED BY		can options to partiase >21,000 sames of common stocks	
	EACH		1,480,700 shares of Common Stock	
	REPORTING	7.	SOLE DISPOSITIVE POWER	
	PERSON		0	
	WITH	8.	SHARED DISPOSITIVE POWER	
			See Row 6 above.	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	See Row 6 above.			
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES			
	CERTAIN			
	SHARES*			
	0			
11.	PERCENT OF CLASS REPRE	SENTED BY AMOUNT IN I	ROW (9)	
	Annyovimately 5.6% as of the	data of this filing (based on	43,050,592 shares of Common Stock issued and outstanding as of	
	June 30, 2003).	uate of this ming (based off	75,050,572 shares of Common Stock Issued and Oddstanding as of	
12.	TYPE OF REPORTING PERS	ON*		
	CO; HC	- · · · · · · · · · · · · · · · · · · ·		

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1.	NAME OF REPORTING PER S.S. OR I.R.S. IDENTIFICATI		ON
	S.S. OR I.R.S. IDENTIFICATI	ON NO. OF ABOVE PERSO	ON
	Aragon Investments, Ltd.		
2.	CHECK THE APPROPRIATE	BOX IF A MEMBER OF A	GROUP*
	(a) ý		
	(b) o		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF	ORGANIZATION	
	Bermuda company		
		5.	SOLE VOTING POWER
			0
	NUMBER OF	6.	SHARED VOTING POWER
	SHARES BENEFICIALLY		Call antions to nurshage 027 000 shares of Common Stock
	OWNED BY		Call options to purchase 927,000 shares of Common Stock
	EACH		1,480,700 shares of Common Stock
	REPORTING	7.	SOLE DISPOSITIVE POWER
	PERSON	,.	0
	WITH	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		
	CEDTAIN		
	CERTAIN SHARES*		
	O O		
11.	PERCENT OF CLASS REPRE	CENTED DV AMOUNT IN	I DOW (0)
11.	FERCENT OF CLASS REPRE	DENTED DI AMOUNT IN	1 KOW (7)
	Approximately 5.6% as of the	e date of this filing (based o	n 43,050,592 shares of Common Stock issued and outstanding as of
	June 30, 2003).		2,1.1.1,1.1.1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
12.	TYPE OF REPORTING PERS	ON*	
	CO		

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Item 1(a) Name of Issuer: **USG CORPORATION**

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

125 South Franklin Street Chicago, Illinois 60606

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

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 Kensington Global Strategies Fund Ltd. c/o Citadel Investment Group, L.L.C.

131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Bermuda company

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

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

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

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:

CUSIP Number:

Common Stock, par value \$0.10 per share

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check

903293405

whether the person filing is a:

2(e)

(a) o Broker or dealer registered under Section 15 of the Exchange Act;

(b) o Bank as defined in Section 3(a)(6) of the Exchange Act;

		Edgar Filing: USG CORP - Form SC 13G
(c)	o	Insurance company as defined in Section 3(a)(19) of the Exchange Act;
(d)	o	Investment company registered under Section 8 of the Investment Company Act;
(e)	o	An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
(f) 13d-1(b)(1	o)(ii)(F);	An employee benefit plan or endowment fund in accordance with Rule

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CUSI	P NO. 903293405		13G	Page 14 of 17 Pages
(g) 13d-1(b)(1	o ()(ii)(G);	A paren	t holding company or o	control person in accordance with Rule
(h) Act;	o	A saving	gs association as define	ed in Section 3(b) of the Federal Deposit Insurance
(i) under Sect	o tion 3(c)(14) of the In		_	d from the definition of an investment company
(j)	o	Group,	in accordance with Ru	ale 13d-1(b)(1)(ii)(J).
If this statem	nent is filed pursuant to R	ule 13d-1(c), ch	neck this box. ý	
Item 4		Ownersh	ip:	
GLB PART CITADEL I KENNETH CITADEL I	INVESTMENT GROUP	, L.L.C. NERS L.P.	IES FUND LTD.	
HERA INT	ERNATIONAL INVEST	TMENTS LTE).	
CITADEL A	ANTAEUS INTERNAT	IONAL INVE	STMENTS LTD.	
ARAGON I	NVESTMENTS, LTD.			
(a)	Amount bene	ficially own	ed:	

Call options to purchase 927,000 shares of Common Stock					
1,480,700 shares of	Common Stock				
(b)	Percent of Class:				
Approximately 5.6% as of the date of this filing (based on 43,050,592 shares of Common Stock issued and outstanding as of June 30, 2003).					
(c)	Number of shares as to which such person has:				
(i)	sole power to vote or to direct the vote:				
0					
(ii)	shared power to vote or to direct the vote:				
See item (a) above.					
	Page 14 of 17				

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(iii) sole power to dispose or to direct the disposition of:								
0								
(iv) shared power to	dispose or to d	irect the disposition	on of:					
See item (a) above.								
Item 5 Not Applicable.	Ownership of	Five Percent or L	ess of a Class:					
12								
Item 6 Not Applicable.	Ownership of	More than Five P	Percent on Behalf of Another Person:					
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	n of Members of the Group:					
Not Applicable.								
Item 9	Notice of Diss	solution of Group	:					

Not Applicable.	
Item 10	Certification:
the purpose of or with the effect of cha	best of my knowledge and belief, the securities referred to above were not acquired and are not held for anging or influencing the control of the issuer of the securities and were not acquired and are not held in any transaction having that purpose or effect.

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^{*} 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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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 24th day of October, 2003

KENNETH GRIFFIN

By: /s/ Adam C. Cooper

Adam C. Cooper, attorney-in-fact*

CITADEL LIMITED PARTNERSHIP

CITADEL EQUITY FUND LTD.

CITADEL INVESTMENT GROUP, L.L.C.

GLB Partners, L.P.,

its General Partner

GLB Partners, L.P., By: /s/ Adam C. Cooper its General Partner Adam C. Cooper, Senior Managing

Director and General Counsel

By:

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

its General Partner

By: /s/ Adam C. Cooper By: Citadel Limited Partnership,
Adam C. Cooper, Senior Managing its Portfolio Manager

Director and General Counsel

GLB PARTNERS, L.P.

By:

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 L.P.

CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

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 By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing

Director and General Counsel

Adam C. Cooper, Senior Managing

Director and General Counsel

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HERA INTERNATIONAL INVESTMENTS

CITADEL ANTAEUS INTERNATIONAL

Citadel Limited Partnership, its Portfolio Manager

By: GLB Partners, L.P.,

LTD.

By:

its General Partner

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

its General Partner

By: /s/ Adam C. Cooper

ARAGON INVESTMENTS, LTD.

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

INVESTMENTS 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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