CONSTAR INTERNATIONAL INC Form SC 13G November 22, 2004

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.)*

Constar International Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

21036U107 (CUSIP Number)

November 15, 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:

- 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).

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1.	NAME OF REPORTING P	ERSON	
	S.S. OR I.R.S. IDENTIFICA	ATION NO. OF ABOVE	PERSON
	Citadel Limited Partnersh		
2.	CHECK THE APPROPRIA	TE BOX IF A MEMBE	R OF A GROUP*
	(a)		
	y		
	(b)		
	0		
3.	SEC USE ONLY	05.05.611751.5701	
4.	CITIZENSHIP OR PLACE		
	Illinois limited partnership U.S.A.		
	U.S.A.	5.	SOLE VOTING POWER
	NUMBER OF	3.	0
	SHARES BENEFICIALLY	6.	SHARED VOTING POWER
	OWNED BY		
	EACH		676,661 shares of Common Stock
	REPORTING	7.	SOLE DISPOSITIVE POWER
	PERSON		0
	WITH	8.	SHARED DISPOSITIVE POWER
	T		See Row 6 above.
9.		BENEFICIALLY OWN	ED BY EACH REPORTING PERSON
10.	See Row 6 above. CHECK BOX IF THE AGO	DECATE AMOUNT IN	J POW (0) EYCLUDES
10.	CERTAIN SHARES*	INLOATE AMOUNT II	NROW (9) EACLODES
11.	PERCENT OF CLASS REF	DECENTED DV AMOI	
11.	ERCENT OF CLASS REF	RESENTED DI AMO	DIVI III KON (2)
	Annrovimately 5.4% as of	the date of this filing (l	pased on 12,591,075 shares of Common Stock issued and outstand
	as of November 9, 2004).	and date of this innig (sacce on 12,071,070 shares of common stock issued and butstand
12.	TYPE OF REPORTING PE	RSON*	
	PN; HC		

Page 2 of 21

CUSIP No. 21036U107 Page 3 of 21 Pages

1.	NAME OF REPORTING PE	NAME OF REPORTING PERSON				
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	GLB Partners, L.P.					
2.	CHECK THE APPROPRIAT	E BOX IF A MEMBE	R OF A GROUP*			
	(a)					
	ý					
	(b)					
	0					
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE O	F ORGANIZATION				
	Delaware limited partnershi	ware limited partnership				
	U.S.A.					
	NUMBER OF	5.	SOLE VOTING POWER			
	SHARES		0			
	BENEFICIALLY	6.	SHARED VOTING POWER			
	OWNED BY					
	EACH		676,661 shares of Common Stock			
	REPORTING	7.	SOLE DISPOSITIVE POWER			
	PERSON WITH	8.	SHARED DISPOSITIVE POWER			
	WIIH	8.	See Row 6 above.			
9.	ACCRECATE AMOUNT RE	MEEICIALI V OWNI				
7.	AGGREGATE AMOUNT BI	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	See Row 6 above.					
10.	CHECK BOX IF THE AGGR	EGATE AMOUNT IN	J ROW (9) FXCI LIDES			
10.	CERTAIN SHARES*	LOTTE MINOCIVI II	0			
11.	PERCENT OF CLASS REPR	ESENTED BY AMOI				
11.	ERCENT OF CLASS REPR	ESENTED DT AMOU	IN KOW (7)			
	Approximately 5.4% as of the	ne date of this filing ()	based on 12,591,075 shares of Common Stock issued and outstanding			
	as of November 9, 2004).		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
12.	TYPE OF REPORTING PER	SON*				
	PN; HC					

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1.	NAME OF REPORTING PE	RSON					
	S.S. OR I.R.S. IDENTIFICAT	ΓΙΟΝ NO. OF ABOVE	PERSON				
2.	Citadel Investment Group, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
۷.	CHECK THE APPROPRIAT	E DUA IF A MENIDER	K OF A GROUP"				
	(a)						
	ý						
	(b)						
	0						
3.	SEC USE ONLY						
4.	CITIZENSHIP OR PLACE O						
	Delaware limited liability co U.S.A.	mpany					
		5.	SOLE VOTING POWER				
	NUMBER OF SHARES		0				
	BENEFICIALLY	6.	SHARED VOTING POWER				
	OWNED BY						
	EACH	7.	676,661 shares of Common Stock SOLE DISPOSITIVE POWER				
	REPORTING PERSON	7.	SOLE DISPOSITIVE POWER				
	WITH	8.	SHARED DISPOSITIVE POWER				
			See Row 6 above.				
9.		ENEFICIALLY OWNE	D BY EACH REPORTING PERSON				
10.	See Row 6 above.	DECATE AMOUNT IN	DOW (0) EVOLUDES				
10.	CHECK BOX IF THE AGGR CERTAIN SHARES*	REGATE AMOUNT IN					
11.	PERCENT OF CLASS REPR	ESENTED BY AMOU	O INT IN POW (0)				
11.	I EKCENT OF CLASS KEFK	ESERTED DI AMOU	MI II KOW (2)				
		ne date of this filing (b	ased on 12,591,075 shares of Common Stock issued and outstanding				
	as of November 9, 2004).						
12.	TYPE OF REPORTING PER	SON*					
	OO; HC						

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CUSIP No. 21036U107 Page 5 of 21 Pages

1.	NAME OF REPORTING PE					
	S.S. OR I.R.S. IDENTIFICA	TION NO. OF ABOVE	PERSON			
	Kenneth Griffin					
2.	CHECK THE APPROPRIAT	CK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a)					
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	(1-)					
	(b)					
3.	SEC USE ONLY					
<u> </u>	CITIZENSHIP OR PLACE (OF ORGANIZATION				
	U.S. Citizen					
	U.S.A.	T	1			
	NUMBER OF	5.	SOLE VOTING POWER			
	SHARES	6.	SHARED VOTING POWER			
	BENEFICIALLY	0.	SHARED VOINGTOWER			
	OWNED BY EACH		676,661 shares of Common Stock			
	REPORTING	7.	SOLE DISPOSITIVE POWER			
	PERSON		0			
	WITH	8.	SHARED DISPOSITIVE POWER			
9.	ACCDECATE AMOUNT D	EMERICIALI V OWNE	See Row 6 above. ED BY EACH REPORTING PERSON			
7.	See Row 6 above.	ENETCIALLI OWNE	ED BT EACH REPORTING PERSON			
10.	CHECK BOX IF THE AGG	REGATE AMOUNT IN	ROW (9) EXCLUDES			
	CERTAIN SHARES*		0			
11.	PERCENT OF CLASS REPI	RESENTED BY AMOU	UNT IN ROW (9)			
		1 1 4 6 41 1 6911 71	1 10 501 055 1 60 00 11 1 1 1 4 4 1			
	Approximately 5.4% as of t as of November 9, 2004).	ne date of this filing (b	ased on 12,591,075 shares of Common Stock issued and outstanding			
12.	TYPE OF REPORTING PER	RSON*				
•	IN; HC					

Page 5 of 21

CUSIP No. 21036U107 Page 6 of 21 Pages

1.	NAME OF REPORTING PE	RSON					
	S.S. OR I.R.S. IDENTIFICA	TION NO. OF ABOVE	PERSON				
	Cita dal Wallington Doutson	. T. D					
2.	Citadel Wellington Partners L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
۷.	CHECK THE ALT KOLKIAT	L DOX II A MEMBER	TOLA GROUL				
	(a)						
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	(b)						
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3.	SEC USE ONLY						
4.	CITIZENSHIP OR PLACE O	OF ORGANIZATION					
	Illinois limited partnership U.S.A.						
		5.	SOLE VOTING POWER				
	NUMBER OF SHARES		0				
	BENEFICIALLY	6.	SHARED VOTING POWER				
	OWNED BY						
	EACH	7.	676,661 shares of Common Stock				
	REPORTING PERSON	7.	SOLE DISPOSITIVE POWER				
	WITH	8.	SHARED DISPOSITIVE POWER				
		-	See Row 6 above.				
9.		ENEFICIALLY OWNE	D BY EACH REPORTING PERSON				
10	See Row 6 above.	DECLEE AMOUNT DE	DOWN (A) ENGLAIDES				
10.	CHECK BOX IF THE AGGI	REGATE AMOUNT IN					
1.1		CERTAIN SHARES* 0					
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	Approximately 5.4% as of t	he date of this filing (b	ased on 12,591,075 shares of Common Stock issued and outstanding				
	as of November 9, 2004).	8 \					
12.	TYPE OF REPORTING PER	SON*					
	PN; HC						

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CUSIP No. 21036U107 Page 7 of 21 Pages

1.	NAME OF REPORTING PE		DEDGOV			
	S.S. OR I.R.S. IDENTIFICA	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Citadel Wellington Partners L.P. SE					
2.	CHECK THE APPROPRIA	ΓΕ BOX IF A MEMBE	R OF A GROUP*			
	(a)					
	y					
	(b)					
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3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE	OF ORGANIZATION				
	Delaware limited partnersh	nip				
	U.S.A.	1 ,	COLE MOTING POWER			
	NUMBER OF	5.	SOLE VOTING POWER			
	SHARES	6.	SHARED VOTING POWER			
	BENEFICIALLY OWNED BY					
	EACH		676,661 shares of Common Stock			
	REPORTING	7.	SOLE DISPOSITIVE POWER			
	PERSON WITH	8.	SHARED DISPOSITIVE POWER			
	WIIII	0.	See Row 6 above.			
9.	AGGREGATE AMOUNT B	ENEFICIALLY OWNE	ED 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 REP	RESENTED BY AMOU	JNT IN ROW (9)			
	Approximately 5.4% as of	the date of this filing (b	ased on 12,591,075 shares of Common Stock issued and	d outstanding		
	as of November 9, 2004).		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
12.	TYPE OF REPORTING PE	RSON*				
	PN; HC					

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CUSIP No. 21036U107 Page 8 of 21 Pages

1.	NAME OF REPORTING PER	RSON					
	S.S. OR I.R.S. IDENTIFICAT	TION NO. OF ABOVE	PERSON				
	Citadal Kansington Clahal S	tuatacias Eund I td					
2.	Citadel Kensington Global Strategies Fund Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2.	CHECK THE ALL ROTRIANT	E BOX II A MEMBE	KOI / GROOI				
	(a)						
	ý						
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	(b)						
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3.	SEC USE ONLY						
4.	CITIZENSHIP OR PLACE O	F ORGANIZATION					
	Bermuda company		GOLE MOTING BOWER				
	NUMBER OF	5.	SOLE VOTING POWER				
	SHARES	6.	SHARED VOTING POWER				
	BENEFICIALLY OWNED BY						
	EACH		676,661 shares of Common Stock				
	REPORTING	7.	SOLE DISPOSITIVE POWER				
	PERSON		0				
	WITH	8.	SHARED DISPOSITIVE POWER See Row 6 above.				
9.	AGGREGATE AMOUNT RE	ENEFICIALLY OWNE	ED BY EACH REPORTING PERSON				
	See Row 6 above.						
10.	CHECK BOX IF THE AGGR	EGATE AMOUNT IN	N ROW (9) EXCLUDES				
	CERTAIN SHARES*			0			
11.	PERCENT OF CLASS REPR	ESENTED BY AMOU	JNT IN ROW (9)				
	Annuvimetely 5 40% as of the	o data of this filing (pased on 12,591,075 shares of Common Stock iss	und and autotandina			
	as of November 9, 2004).	ie date of this ming (f	paseu on 12,391,075 snares of Common Stock iss	ueu and outstanding			
12.	TYPE OF REPORTING PER	SON*					
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CUSIP No. 21036U107 Page 9 of 21 Pages

1.	NAME OF REPORTING PER	RSON	
	S.S. OR I.R.S. IDENTIFICAT	TION NO. OF ABOVE	PERSON
	Citadel Equity Fund Ltd.		
2.	CHECK THE APPROPRIAT	E BOX IF A MEMBE	R OF A GROUP*
	(a)		
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	(1)		
	(b)		
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE O	F ORGANIZATION	
1.	Cayman Islands company	1 OROZHALZZIIION	
		5.	SOLE VOTING POWER
	NUMBER OF SHARES		0
	BENEFICIALLY	6.	SHARED VOTING POWER
	OWNED BY		676,661 shares of Common Stock
	EACH REPORTING	7.	SOLE DISPOSITIVE POWER
	PERSON	7.	0
	WITH	8.	SHARED DISPOSITIVE POWER
			See Row 6 above.
9.		ENEFICIALLY OWN	ED BY EACH REPORTING PERSON
10.	See Row 6 above.	ECATE AMOUNT IN	I DOW (0) EVOLUDES
10.	CHECK BOX IF THE AGGR CERTAIN SHARES*	EGATE AMOUNT IN	ROW (9) EXCLUDES
11.	PERCENT OF CLASS REPR	ESENTED BY AMOI	
11.	ERCENT OF CLASS REFR	ESERTED DI AMO	ont in kow (2)
		ne date of this filing (b	pased on 12,591,075 shares of Common Stock issued and outstanding
	as of November 9, 2004).		
12.	TYPE OF REPORTING PER	SON*	
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CUSIP No. 21036U107 Page 10 of 21 Pages

1.	NAME OF REPORTING P					
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	Citadel Credit Products L	4.3				
2.						
۷.	CHECK THE AFFROFKIA	TE BOX IF A MEMBE	R OF A GROUP			
	(a)					
	v					
	J					
	(b)					
	0					
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE	OF ORGANIZATION				
	Cayman Islands company					
	NUMBER OF	5.	SOLE VOTING POWER			
	SHARES		0			
	BENEFICIALLY	6.	SHARED VOTING POWER			
	OWNED BY		676,661 shares of Common Stock			
	EACH REPORTING	7.	SOLE DISPOSITIVE POWER			
	PERSON	, · · · · · · · · · · · · · · · · · · ·	0			
	WITH	8.	SHARED DISPOSITIVE POWER			
			See Row 6 above.			
9.		BENEFICIALLY OWN	ED BY EACH REPORTING PERSON			
	See Row 6 above.					
10.	CHECK BOX IF THE AGO	FREGATE AMOUNT IN	N ROW (9) EXCLUDES			
	CERTAIN SHARES*			0		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	Approximately 5.4% as of the date of this filing (based on 12,591,075 shares of Common Stock issued and outstanding					
	as of November 9, 2004).	the date of this filling (t	Justa on 12,571,075 shares of Common Stock issu	ed and outstandin		
12.	TYPE OF REPORTING PE	RSON*				
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CUSIP No. 21036U107 Page 11 of 21 Pages

1.	NAME OF REPORTING PER	SON				
	S.S. OR I.R.S. IDENTIFICAT	ION NO. OF ABOVE	E PERSON			
	C'4 - 1-1 I 1 I 4 4	E 1141				
	Citadel Jackson Investment Fund Ltd. 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
۷.	CHECK THE APPROPRIATI	E DOA IF A MEMIDE	K OF A GROUP"			
	(a)					
	Ý					
	(b)					
	o					
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE O	F ORGANIZATION				
	Cayman Islands company		T			
	NUMBER OF	5.	SOLE VOTING POWER			
	SHARES	6.	SHARED VOTING POWER			
	BENEFICIALLY OWNED BY	0.	STRIKED VOTING FOWER			
	EACH		676,661 shares of Common Stock			
	REPORTING	7.	SOLE DISPOSITIVE POWER			
	PERSON		0			
	WITH	8.	SHARED DISPOSITIVE POWER			
0	A CODECATE A MOUNT DE	NIEELCIALI V OWNI	See Row 6 above.			
9.	See Row 6 above.	NEFICIALLY OWN	ED BY EACH REPORTING PERSON			
10.	CHECK BOX IF THE AGGR	EGATE AMOUNT IN	N ROW (9) EXCLUDES			
	CERTAIN SHARES*			0		
11.	PERCENT OF CLASS REPR	ESENTED BY AMOU	JNT IN ROW (9)			
		e date of this filing (b	pased on 12,591,075 shares of Common Stock iss	ued and outstanding		
12	as of November 9, 2004).	ZON#				
12.	TYPE OF REPORTING PERS	SUN*				
	po, ne					

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CUSIP No. 21036U107 Page 12 of 21 Pages

1.	NAME OF REPORTING PER	SON					
	S.S. OR I.R.S. IDENTIFICAT	ION NO. OF ABOVE	PERSON				
	Citadel Credit Trading Ltd.						
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2.			a or mender				
	(a)						
	ý						
	(b)						
	0						
3.	SEC USE ONLY						
4.	CITIZENSHIP OR PLACE OF Cayman Islands company	F ORGANIZATION					
	Cayman Islands company	5.	SOLE VOTING POWER				
	NUMBER OF	3.	0				
	SHARES BENEFICIALLY	6.	SHARED VOTING POWER				
	OWNED BY						
	EACH		676,661 shares of Common Stock				
	REPORTING	7.	SOLE DISPOSITIVE POWER				
	PERSON WITH	8.	SHARED DISPOSITIVE POWER				
	WIIII	0.	See Row 6 above.				
9.	AGGREGATE AMOUNT BE	NEFICIALLY OWN	ED BY EACH REPORTING PERSON				
	See Row 6 above.						
10.	CHECK BOX IF THE AGGR	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES					
	CERTAIN SHARES*			0			
11.	PERCENT OF CLASS REPR	ESENTED BY AMOU	JNT IN ROW (9)				
	Annrovimately 5 4% as of th	e date of this filing ()	pased on 12,591,075 shares of Common Stock iss	ued and outstanding			
	as of November 9, 2004).	c date of this ming ()	vasca on 12,571,075 shares of Common Stock iss	ucu anu vuistanuing			
12.	TYPE OF REPORTING PERS	SON*					
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CUSIP No. 21036U107 Page 13 of 21 Pages

1.	NAME OF REPORTING PER	SON				
	S.S. OR I.R.S. IDENTIFICAT	TON NO. OF ABOVE	E PERSON			
	Aragon Investments, Ltd. 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
۷.	CHECK THE APPROPRIATI	E DUA IF A MEMIDE	R OF A GROUP"			
	(a)					
	Ý					
	V					
	(b)					
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3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE OF	F ORGANIZATION				
	Bermuda company		T			
	NUMBER OF	5.	SOLE VOTING POWER			
	SHARES	6.	SHARED VOTING POWER			
	BENEFICIALLY OWNED BY	0.	STERRED VOTING FOWER			
	EACH		676,661 shares of Common Stock			
	REPORTING	7.	SOLE DISPOSITIVE POWER			
	PERSON		0			
	WITH	8.	SHARED DISPOSITIVE POWER			
9.	AGGREGATE AMOUNT RE	NEEICIALI V OWNI	See Row 6 above. ED BY EACH REPORTING PERSON			
7.	See Row 6 above.	METCIALLI OWNI	ED BT EACH REFORTING LERSON			
10.	CHECK BOX IF THE AGGR	EGATE AMOUNT IN	N ROW (9) EXCLUDES			
	CERTAIN SHARES*			O		
11.	PERCENT OF CLASS REPR	ESENTED BY AMOU	UNT IN ROW (9)			
	Approximately 5.4% as of the as of November 9, 2004).	e date of this filing (b	pased on 12,591,075 shares of Common Stock iss	ued and outstanding		
12.	TYPE OF REPORTING PERS	SON*				
12.	CO	JOIN				

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Item 1(a) Name of Issuer:

CONSTAR INTERNATIONAL INC.

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

> One Crown Way Philadelphia, PA 19154

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 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 Credit Products 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

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CUSIP No. 21036U107 13G Page 16 of 21 Pages Title of Class of Securities: 2(d) Common Stock, par value \$.01 per share 2(e) **CUSIP Number:** 21036U107 Item 3 If this statement is 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; o Bank as defined in Section 3(a)(6) of the Exchange Act; (b) o Insurance company as defined in Section 3(a)(19) of the Exchange Act; (c) o Investment company registered under Section 8 of the Investment Company Act; (d) o An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E); (e) o (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);A parent holding company or control person in accordance with Rule (g) o 13d-1(b)(1)(ii)(G);(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act; o A church plan that is excluded from the definition of an investment company under (i) 0 Section 3(c)(14) of the Investment Company Act; (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J). 0

If this statement is filed pursuant to Rule 13d-1(c), check this box. \acute{y}

Item 4 Ownership:

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 CREDIT PRODUCTS LTD.

CITADEL JACKSON INVESTMENT FUND LTD.

CITADEL CREDIT TRADING LTD.

ARAGON INVESTMENTS, LTD.

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(a)	Amount beneficially owned:		
676,661 shares of Common Stock			
(b)	Percent of Class:		
Approximately 5.4% as of the date of this filing (based on 12,591,075 shares of Common Stock issued and outstanding as of November 9, 2004).			
(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.	
	(iii)	sole power to dispose or to direct the disposi	tion of:
		0	
	(iv)	shared power to dispose or to direct the dispose	osition 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:		
	See Item 2 above.		
Item 8	Identification and Classification of M	embers of the Group:	
	Not Applicable.		
Item 9	Notice of Dissolution of Group:		
	Not Applicable.		

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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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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 19th day of November, 2004

KENNETH GRIFFIN

By: /s/ Adam C. Cooper

Adam C. Cooper, attorney-in-fact*

CITADEL LIMITED PARTNERSHIP

By:

By:

By:

By:

/s/ Adam C. Cooper By:

Adam C. Cooper, Senior

Managing

CITADEL INVESTMENT GROUP, L.L.C.

Director and General Counsel

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

GLB Partners, L.P.,

its General Partner

its General Partner

/s/ Adam C. Cooper

CITADEL EQUITY FUND LTD.

Citadel Limited Partnership,

Adam C. Cooper, Senior its Portfolio Manager

By:

By:

By:

Managing

Director and General Counsel

By: GLB Partners, L.P.,

its General Partner

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

its General Partner

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

its General Partner

By: /s/ Adam C. Cooper

GLB PARTNERS, L.P.

Adam C. Cooper, Senior Managing Director and General Counsel

By: /s/ Adam C. Cooper Adam C. Cooper, Senior Managing

Director and General Counsel

CITADEL WELLINGTON PARTNERS L.P.

Citadel Limited Partnership,

its General Partner

Citadel Limited Partnership, By:

ARAGON INVESTMENTS, LTD.

its Portfolio Manager

GLB Partners, L.P.,

its General Partner

By: GLB Partners, L.P.,

its General Partner

its General Partner

Citadel Investment Group, L.L.C.,

Citadel Investment Group, L.L.C., By: its General Partner

/s/ Adam C. Cooper

/s/ Adam C. Cooper By:

Adam C. Cooper, Senior Managing Director and General Counsel

Adam C. Cooper, Senior Managing Director and General Counsel

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CITADEL WELLINGTON PARTNERS L.P. SE

CITADEL JACKSON INVESTMENT FUND LTD.

Citadel Limited Partnership, By:

its General Partner

GLB Partners, L.P., By:

its General Partner

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

its General Partner

/s/ Adam C. Cooper By:

Adam C. Cooper, Senior Managing Director and General Counsel

Citadel Limited Partnership, By:

its Portfolio Manager

GLB Partners, L.P., By:

its General Partner

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

its General Partner

By: /s/ Adam C. Cooper

> Adam C. Cooper, Senior Managing Director and General Counsel

CITADEL CREDIT PRODUCTS LTD.

Citadel Limited Partnership,

its Portfolio Manager

By: GLB Partners, L.P.,

By:

its General Partner

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

its General Partner

/s/ Adam C. Cooper By:

> Adam C. Cooper, Senior Managing Director and General Counsel

CITADEL CREDIT TRADING LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

GLB Partners, L.P., By:

its General Partner

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

its General Partner

/s/ Adam C. Cooper By:

> Adam C. Cooper, Senior Managing Director and General Counsel

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CITADEL KENSINGTON GLOBAL STRATEGIES 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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