CITADEL L P Form SC 13G/A February 14, 2003

SEC 1745 (02-02)

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

OMB APPROVAL OMB Number: 3235-0145

Expires: December 31, 2005 Estimated average burden hours per response. . 11

Information Statement pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Aspen Technology, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

045327103

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this 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 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).

CUSIP No. 045327103

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Citadel Limited Partnership				
2.	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a)	[X]			
	(b)	[]			
3.	SEC Use Only				
4.	Citizenship or Place Illinois limited pa	_			
	5.		Sole Voting Power		
			0		
	6.		Shared Voting Power		
			2,299,451 shares of Common Stock		
Number of			\$2,300,000 in principal amount of the Company s 5.25%		
Shares			* *		
Beneficially			Convertible Subordinated Debentures (convertible into 43,422		
Owned by Each			shares of Common Stock) (1)		
Reporting Person With			Warrants to purchase 45,000 shares of Common Stock (1)		
erson with					
	7.		Sole Dispositive Power		
			0		
	8.		Shared Dispositive Power		
			See Row 6 above.		
9.	Aggregate Amount I See Row 6 above.	-	wned by Each Reporting Person		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []				
11.	Percent of Class Represented by Amount in Row (9) Approximately 6.2% as of December 31, 2002. (Based on 38,345,189 shares of Common Stock issued and outstanding as of November 8, 2002, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to in Row 6 above.)				
12.					

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Type of Repor PN; HC	rting Person (See Instructions)		
(1). See Footnote 1 in item 4.			
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CUSIP No. 045.	327103		Page 3 of 19
1.	Names of Reporting GLB Partners, L.		S. Identification Nos. of above persons (entities only)
2.	Check the Appropri	ate Box if a M	ember of a Group (See Instructions)
	(a)	[X]	
	(b)	[]	
3.	SEC Use Only		
4.	Citizenship or Place Delaware limited		
	5.		Sole Voting Power ()
	6.		Shared Voting Power
			2,299,451 shares of Common Stock
Number of Shares Beneficially Owned by Each			\$2,300,000 in principal amount of the Company s 5.25% Convertible Subordinated Debentures (convertible into 43,422 shares of Common Stock) (1)
Reporting Person With			Warrants to purchase 45,000 shares of Common Stock (1)
	7.		Sole Dispositive Power 0
	8.		Shared Dispositive Power
			See Row 6 above.
9.	Aggregate Amount I See Row 6 above		wned by Each Reporting Person
10.	Check if the Aggreg	ate Amount in	Row (9) Excludes Certain Shares (See Instructions) []
11.	Percent of Class Represented by Amount in Row (9) Approximately 6.2% as of December 31, 2002. (Based on 38,345,189 shares of Common Stock issued and outstanding as of November 8, 2002, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to in Row 6 above.)		
12.	Type of Reporting P PN; HC	erson (See Ins	tructions)

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CUSIP No. 0453	327103	Page 4 of 19				
1.	Names of Reporting Persons. Citadel Investment Group	. I.R.S. Identification Nos. of above persons (entities only) p, L.L.C.				
2.	Check the Appropriate Box i (a) [X] (b) []					
3.	SEC Use Only					
4.	•	Citizenship or Place of Organization Delaware limited liability company, U.S.A.				
	5.	Sole Voting Power ()				
	6.	Shared Voting Power 2,299,451 shares of Common Stock				
Number of Shares Beneficially Owned by Each		\$2,300,000 in principal amount of the Company s 5.25% Convertible Subordinated Debentures (convertible into 43,422 shares of Common Stock) (1)				
Reporting Person With		Warrants to purchase 45,000 shares of Common Stock (1)				
	7.	Sole Dispositive Power ()				
	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) []					
11.	Percent of Class Represented by Amount in Row (9) Approximately 6.2% as of December 31, 2002. (Based on 38,345,189 shares of Common Stock issued and outstanding as of November 8, 2002, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to in Row 6 above.)					
12.	Type of Reporting Person (Se OO; HC	ee Instructions)				

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CUSIP No. 045	327103		Page 5 of 19			
1.	Names of Reporting Kenneth Griffin	g Persons. I.R.	S. Identification Nos. of above persons (entities only)			
2.	Check the Appropr	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a)	[X]				
	(b)	[]				
3.	SEC Use Only					
4.	Citizenship or Place U.S. Citizen, U.S.		ion			
	c.s. citizen, c.e	, 1.				
	5.		Sole Voting Power 0			
	6.		Shared Voting Power			
			2,299,451 shares of Common Stock			
Number of			Ф2 200 000 :			
Shares			\$2,300,000 in principal amount of the Company s 5.25%			
Beneficially			Convertible Subordinated Debentures (convertible into 43,422			
Owned by Each			shares of Common Stock) (1)			
Reporting			Warrants to purchase 45,000 shares of Common Stock (1)			
Person With			warrants to purchase +5,000 shares of Common Stock (1)			
	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	e.				
10.	Check if the Aggre	gate Amount in	n Row (9) Excludes Certain Shares (See Instructions) []			
11.	Porcent of Class De	presented by	Amount in Pow (0)			
		Percent of Class Represented by Amount in Row (9) Approximately 6.2% as of December 31, 2002. (Based on 38,345,189 shares of Common Stock				
	issued and outstanding as of November 8, 2002, plus the shares of Common Stock issuable upon th					
	conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to					
	in Row 6 above.)					
12.	Type of Reporting 1	Person (See In	structions)			
	IN; HC					

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CUSIP No. 045	327103		Page 6 of 19			
1.	Names of Reportin Citadel Wellingt	_	S. Identification Nos. of above persons (entities only) 2.P.			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a)	[X]				
	(b)	[]				
3.	SEC Use Only					
4.	Citizenship or Place Illinois limited p					
	5.		Sole Voting Power ()			
	6.		Chanad Vating Dawan			
	.		Shared Voting Power 2,299,451 shares of Common Stock			
			2,277,431 shares of Common Stock			
Number of			\$2,300,000 in principal amount of the Company s 5.25%			
Shares Beneficially			Convertible Subordinated Debentures (convertible into 43,422			
Owned by			shares of Common Stock) (1)			
Each			, , , , , , , , , , , , , , , , , , , ,			
Reporting			Warrants to purchase 45,000 shares of Common Stock (1)			
Person 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 abov	e.				
10.	Check if the Aggre	gate Amount in	Row (9) Excludes Certain Shares (See Instructions) []			
11.	Percent of Class R	enresented by A	amount in Row (9)			
		Percent of Class Represented by Amount in Row (9) Approximately 6.2% as of December 31, 2002. (Based on 38,345,189 shares of Common Stock				
	issued and outstanding as of November 8, 2002, plus the shares of Common Stock issuable upon th					
	conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to					
	in Row 6 above.					
12.	Type of Reporting	Person (See Ins	structions)			
	PN; HC	•				

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CUSIP No. 045	327103		Page 7 of 19			
1.	Names of Reportin Citadel Edison F	_	S. Identification Nos. of above persons (entities only)			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a)	[X]				
	(b)	[]				
3.	SEC Use Only					
4.	Citizenship or Plac	e of Organizati	ion			
	Delaware limited	Delaware limited partnership				
	5.		Sole Voting Power ()			
	6.		Shared Voting Power			
			2,299,451 shares of Common Stock			
Number of			\$2,200,000 is a similar to see a full of the Commence of 2500			
Shares			\$2,300,000 in principal amount of the Company s 5.25%			
Beneficially Owned by			Convertible Subordinated Debentures (convertible into 43,422 shares of Common Stock) (1)			
Each			shares of Common Stock) (1)			
Reporting Person With			Warrants to purchase 45,000 shares of Common Stock (1)			
	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	e.				
10.	Check if the Aggre	gate Amount ir	Row (9) Excludes Certain Shares (See Instructions) []			
11.	Parcent of Class Re	anrecented by	Amount in Pow (0)			
		Percent of Class Represented by Amount in Row (9) Approximately 6.2% as of December 31, 2002. (Based on 38,345,189 shares of Common Stock				
	issued and outstanding as of November 8, 2002, plus the shares of Common Stock issuable upon th					
	conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to					
	in Row 6 above.)				
12.	Type of Reporting	Person (See Ins	structions)			
	PN; HC					

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CUSIP No. 0453	327103		Page 8 of 19			
1.	= :		S. Identification Nos. of above persons (entities only) rategies Fund Ltd.			
2.	Check the Appropr	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a)	[X]				
	(b)	[]				
3.	SEC Use Only					
4.	Citizenship or Plac Bermuda compa		ion			
	5.		Sole Voting Power ()			
	6.		Shared Voting Power			
			2,299,451 shares of Common Stock			
Number of Shares Beneficially Owned by Each			\$2,300,000 in principal amount of the Company s 5.25% Convertible Subordinated Debentures (convertible into 43,422 shares of Common Stock) (1)			
Reporting Person With			Warrants to purchase 45,000 shares of Common Stock (1)			
	7.		Sole Dispositive Power ()			
	8.		Shared Dispositive Power			
			See Row 6 above.			
9.	Aggregate Amount See Row 6 above		wned by Each Reporting Person			
10.	Check if the Aggre	gate Amount ir	n Row (9) Excludes Certain Shares (See Instructions) []			
11.	Percent of Class Represented by Amount in Row (9) Approximately 6.2% as of December 31, 2002. (Based on 38,345,189 shares of Common Stock issued and outstanding as of November 8, 2002, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to in Row 6 above.)					
12.	Type of Reporting CO; HC	Person (See Ins	structions)			

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CUSIP No. 0453	327103	Page 9 of 19	
1.	Names of Reporting Pers Citadel Edison Fund l	ns. I.R.S. Identification Nos. of above persons (entities only) td.	
2.	(a) [ox if a Member of a Group (See Instructions)	
	(b) [
3.	SEC Use Only		
4.	Citizenship or Place of O Cayman Islands comp		
	5.	Sole Voting Power ()	
	6.	Shared Voting Power 2,299,451 shares of Common Stock	
Number of Shares Beneficially Owned by Each		\$2,300,000 in principal amount of the Company s 5.25% Convertible Subordinated Debentures (convertible into 43,422 shares of Common Stock) (1)	
Reporting Person With		Warrants to purchase 45,000 shares of Common Stock (1)	
	7.	Sole Dispositive Power 0	
	8.	Shared Dispositive Power See Row 6 above.	
9.	Aggregate Amount Bene See Row 6 above.	cially Owned by Each Reporting Person	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []		
11.	Percent of Class Represented by Amount in Row (9) Approximately 6.2% as of December 31, 2002. (Based on 38,345,189 shares of Common Stock issued and outstanding as of November 8, 2002, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to in Row 6 above.)		
12.	Type of Reporting Person	(See Instructions)	

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CUSIP No. 045.	327103		Page 10 of 19			
1.	Names of Reporting Citadel Equity Fu		dentification Nos. of above persons (entities only)			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a)	[X]	1 \			
	(b)	[]				
3.	SEC Use Only					
4.	Citizenship or Place Cayman Islands c					
	5.		Sole Voting Power ()			
	6.		Shared Voting Power			
			2,299,451 shares of Common Stock			
Number of			\$2,300,000 in principal amount of the Company s 5.25%			
Shares			Convertible Subordinated Debentures (convertible into 43,422			
Beneficially Owned by			shares of Common Stock) (1)			
Each			shares of common stock) (1)			
Reporting Person With			Warrants to purchase 45,000 shares of Common Stock (1)			
	7.		Sole Dispositive Power			
			0			
	8.		Shared Dispositive Power			
			See Row 6 above.			
9.	Aggregate Amount I See Row 6 above.	-	ned by Each Reporting Person			
10.	Check if the Aggrega	nte Amount in R	ow (9) Excludes Certain Shares (See Instructions) []			
11.	Parcent of Class Ron	recented by Am	ount in Pow (0)			
	_	Percent of Class Represented by Amount in Row (9) Approximately 6.2% as of December 31, 2002. (Based on 38,345,189 shares of Common Stock				
	issued and outstanding as of November 8, 2002, plus the shares of Common Stock issuable upon the					
	conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to					
	in Row 6 above.)					
12.	Type of Reporting P	erson (See Instr	uctions)			
	CO					

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CUSIP No. 045	327103		Page 11 of 19			
1.	Names of Reportin Citadel Edison I	_	S. Identification Nos. of above persons (entities only) atd.			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a)	[X]				
	(b)	[]				
3.	SEC Use Only					
4.	Citizenship or Plac	ce of Organizati	ion			
	Cayman Islands	company				
	5.		Sole Voting Power			
			0			
	6.		Shared Voting Power			
			2,299,451 shares of Common Stock			
Number of			\$2,300,000 in principal amount of the Company s 5.25%			
Shares			Convertible Subordinated Debentures (convertible into 43,422			
Beneficially Owned by			shares of Common Stock) (1)			
Each			shares of common stock) (1)			
Reporting Person With			Warrants to purchase 45,000 shares of Common Stock (1)			
	7.		Sole Dispositive Power			
			0			
	8.		Shared Dispositive Power			
			See Row 6 above.			
9.	Aggregate Amount See Row 6 above	_	wned by Each Reporting Person			
10.	Check if the Aggre	egate Amount ir	n Row (9) Excludes Certain Shares (See Instructions) []			
11.	Donagnt of Class D	annocantad by	Amount in Pour (0)			
		Percent of Class Represented by Amount in Row (9) Approximately 6.2% as of December 31, 2002. (Based on 38,345,189 shares of Common Stock				
	issued and outstanding as of November 8, 2002, plus the shares of Common Stock issuable upon the					
	conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to					
	in Row 6 above.					
12.	Type of Reporting	Person (See Ins	structions)			
	CO					

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CUSIP No. 045.	327103		Page 12 of 19		
1.	Names of Reporting Aragon Investmen		. Identification Nos. of above persons (entities only)		
2.	Check the Appropri	ate Box if a Me	ember of a Group (See Instructions)		
	(a)	[X]			
	(b)	[]			
3.	SEC Use Only				
4.	Citizenship or Place Bermuda compan	_	on .		
		J			
	5.		Sole Voting Power		
			0		
	6.		Shared Voting Power		
			2,299,451 shares of Common Stock		
Number of			\$2,300,000 in principal amount of the Company s 5.25%		
Shares			Convertible Subordinated Debentures (convertible into 43,422		
Beneficially Owned by			shares of Common Stock) (1)		
Each			shares of common stocky (1)		
Reporting			Warrants to purchase 45,000 shares of Common Stock (1)		
Person With			•		
	7.		Sole Dispositive Power		
			0		
	8.		Shared Dispositive Power		
			See Row 6 above.		
9.	Aggregate Amount 1	Beneficially Ov	vned by Each Reporting Person		
	See Row 6 above				
10.	Check if the Aggrega	ate Amount in	Row (9) Excludes Certain Shares (See Instructions) []		
11.	Domaint of Class Day	magantad by A	mount in Pour (0)		
11.	Percent of Class Rep	-			
	Approximately 6.2% as of December 31, 2002. (Based on 38,345,189 shares of Common Stock issued and outstanding as of November 8, 2002, plus the shares of Common Stock issuable upon the				
	conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to				
	in Row 6 above.)				
12.	Type of Reporting P	erson (See Inst	ructions)		
	CO	(500 2115)			

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CUSIP No. 045327103 Page 13 of 19 Item 1. Name of Issuer (a) ASPEN TECHNOLOGY, INC. **Address of Issuer's Principal Executive Offices (b)** Ten Canal Park Cambridge, MA 02141 Item 2. Name of Person Filing (a) Address of Principal Business Office or, if none, Residence **(b)** (c) Citizenship Citadel Limited Partnership 225 W. Washington 9th Floor Chicago, Illinois 60606 Illinois limited partnership GLB Partners, L.P. 225 W. Washington 9th Floor Chicago, Illinois 60606 Delaware limited partnership Citadel Investment Group, L.L.C. 225 W. Washington 9th Floor Chicago, Illinois 60606 Delaware limited liability company Kenneth Griffin 225 W. Washington 9th Floor

Chicago, Illinois 60606

U.S. Citizen

Citadel Wellington Partners L.P.

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

225 W. Washington

9th Floor

Chicago, Illinois 60606

Illinois limited partnership

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	Citadel Edison Fund L.P.	
	c/o Citadel Investment Group, L.L.C.	
	225 W. Washington	
	9th Floor	
	Chicago, Illinois 60606	
	Delaware limited partnership	
	Citadel Kensington Global Strategies Fund Ltd.	
	c/o Citadel Investment Group, L.L.C.	
	225 W. Washington	
	9th Floor	
	Chicago, Illinois 60606	
	Bermuda company	
	Citadel Edison Fund Ltd.	
	c/o Citadel Investment Group, L.L.C.	
	225 W. Washington	
	9th Floor	
	Chicago, Illinois 60606	
	Cayman Islands company	
	Citadel Equity Fund Ltd.	
	c/o Citadel Investment Group, L.L.C.	
	225 W. Washington	
	9th Floor	
	Chicago, Illinois 60606	
	Cayman Islands company	
	Citadel Edison Investments Ltd.	

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

225 W. Washington

9th Floor

Chicago, Illinois 60606

Cayman Islands company

Aragon Investments, Ltd.

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

225 W. Washington

9th Floor

Chicago, Illinois 60606

Bermuda company

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CUSIP No.	045327103		Page 15 of 19				
	(d)	Title of Clas	s of Securities				
		Common Stock, par value \$0.10 per share					
	(e)	CUSIP Num					
		045327103	3				
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)	[]	Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).				
	(b)	[]	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).				
	(c)	[]	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).				
	(d)	[]	Investment company registered under section 8 of the Investment Company Act o 1940 (15 U.S.C 80a-8).				
	(e)	[]	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);				
	(f)	[]	An employee benefit plan or endowment fund in accordance with $\$240.13d-1(b)(1)(ii)(F)$;				
	(g)	[]	A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);				
	(h)	[]	A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);				
	(i)	[]	A church plan that is excluded from the definition of an investment company und section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);				
	(j)	[]	Group, in accordance with §240.13d-1(b)(1)(ii)(J).				
	=		uant to Rule 13d-1(c), check this box. [X]				
Item 4.		Ownership CITADEL LIMITED PARTNERSHIP					
	GLB PART	TNERS, L.P.					
	CITADEL	INVESTMENT GF	ROUP, L.L.C.				
	KENNETH	I GRIFFIN					
	CITADEL	CITADEL WELLINGTON PARTNERS L.P.					
	CITADEL	CITADEL EDISON FUND L.P.					
	CITADEL	CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.					
	CITADEL	DISON FUND LTD.					
	CITADEL	CITADEL EQUITY FUND LTD.					
	CITADEL	CITADEL EDISON INVESTMENTS LTD.					
	ARAGON	INVESTMENTS, I	LTD.				
	Page 15 of	19					

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Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 2,299,451 shares of Common Stock

\$2,300,000 in principal amount of the Company s 5.25% Convertible Subordinated Debentures (convertible into 43,422 shares of Common Stock) (1)

Warrants to purchase 45,000 shares of Common Stock (1)

- (b) Percent of class: Approximately 6.2% as of December 31, 2002. (Based on 38,345,189 shares of Common Stock issued and outstanding as of November 8, 2002, plus the shares of Common Stock issuable upon the conversion of the Convertible Subordinated Debentures and the exercise of the Warrants referred to in item (a) above.) (1)
- (c) Number of shares as to which the 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 disposition of 0
 - (iv) Shared power to dispose or to direct the disposition of See item (a) above.

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The securities reported herein include (i) 43,422 shares of the Company s common stock, par value \$0.10 per share (the Common Stock) that the Reporting Persons may acquire in the future through the conversion of \$2.3 million aggregate principal amount of the Company s 5 1/4% Convertible Subordinated Debentures due June 15, 2005 (the Debentures) which may be converted by the Reporting Persons, at any time prior to maturity, into shares of the Company s Common Stock and (ii) 45,000 shares of Common Stock that the Reporting Persons may acquire in the future through the exercise by the Reporting Persons of warrants (the Warrants) at an exercise price equal to \$15.00 and expiring May 9, 2007. The conversion rate for the Debentures is 18.8791 shares of Common Stock for each \$1,000 in principal amount, subject to adjustment to prevent dilution.

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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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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 13th day of February, 2003

KENNETH GRIFFIN

By: /s/ Adam C. Cooper

CITADEL INVESTMENT GROUP, L.L.C.

Adam C. Cooper, attorney-in-fact

CITADEL LIMITED PARTNERSHIP

By:

By:

/s/ Adam C. Cooper

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

Adam C. Cooper, Senior Managing Director and General Counsel

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

its General Partner

CITADEL EDISON FUND L.P.

CITADEL EDISON FUND LTD.

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

> Adam C. Cooper, Senior Managing its General Partner

Director and General Counsel

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

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

> its General Partner its General Partner

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

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

CITADEL WELLINGTON PARTNERS L.P.

Citadel Limited Partnership, By: Citadel Limited Partnership,

By: its General Partner its Portfolio Manager

> GLB Partners, L.P., By: GLB Partners, L.P.,

its General Partner its General Partner

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

> its General Partner its General Partner

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

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

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CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

By:

CITADEL EQUITY FUND LTD.

By:

By:

By:

By: Citadel Limited Partnership,

its Portfolio Manager

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: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing Director and General Counsel

Citadel Investment Group, L.L.C.,

Citadel Limited Partnership,

its Portfolio Manager

GLB Partners, L.P.,

its General Partner

its General Partner

CITADEL EDISON 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

ARAGON 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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