

E TRADE FINANCIAL CORP  
Form SC 13D/A  
March 10, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D  
(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

E\*TRADE Financial Corporation  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

269246104  
(CUSIP Number)

John C. Nagel  
Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 6, 2008  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*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).

US1DOCS 6584302v2

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- 1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
- Citadel Limited Partnership
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)S  
(b)£
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |           |                          |  |
|--------------|-----------|--------------------------|--|
|              | <b>7</b>  | SOLE VOTING POWER        |  |
| NUMBER OF    |           | 0                        |  |
| SHARES       | <b>8</b>  | SHARED VOTING POWER      |  |
| BENEFICIALLY |           | 89,951,725 shares        |  |
| OWNED BY     | <b>9</b>  | SOLE DISPOSITIVE POWER   |  |
| EACH         |           | 0                        |  |
| REPORTING    | <b>10</b> | SHARED DISPOSITIVE POWER |  |
| PERSON       |           | See Row 8 above.         |  |
| WITH         |           |                          |  |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON £  
See Row 8 above.
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.7 percent<sup>1</sup>
- 14** TYPE OF REPORTING PERSON  
PN, HC

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<sup>1</sup> See Item 3 and Item 5 below

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- 1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
- Citadel Investment Group, L.L.C.
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)S  
(b)£
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |           |                          |  |
|--------------|-----------|--------------------------|--|
|              | <b>7</b>  | SOLE VOTING POWER        |  |
| NUMBER OF    |           | 0                        |  |
| SHARES       | <b>8</b>  | SHARED VOTING POWER      |  |
| BENEFICIALLY |           | 89,951,725 shares        |  |
| OWNED BY     | <b>9</b>  | SOLE DISPOSITIVE POWER   |  |
| EACH         |           | 0                        |  |
| REPORTING    | <b>10</b> | SHARED DISPOSITIVE POWER |  |
| PERSON       |           | See Row 8 above.         |  |
| WITH         |           |                          |  |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON £  
See Row 8 above.
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.7 percent<sup>2</sup>
- 14** TYPE OF REPORTING PERSON  
OO, HC

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<sup>2</sup> See Item 3 and Item 5 below

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- 1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
- Kenneth Griffin
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)S  
(b)£
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
United States
- |              |           |                          |  |
|--------------|-----------|--------------------------|--|
|              | <b>7</b>  | SOLE VOTING POWER        |  |
| NUMBER OF    |           | 0                        |  |
| SHARES       | <b>8</b>  | SHARED VOTING POWER      |  |
| BENEFICIALLY |           | 89,951,725 shares        |  |
| OWNED BY     | <b>9</b>  | SOLE DISPOSITIVE POWER   |  |
| EACH         |           | 0                        |  |
| REPORTING    | <b>10</b> | SHARED DISPOSITIVE POWER |  |
| PERSON       |           | See Row 8 above.         |  |
| WITH         |           |                          |  |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON £  
See Row 8 above.
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.7 percent<sup>3</sup>
- 14** TYPE OF REPORTING PERSON  
IN, HC

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<sup>3</sup> See Item 3 and Item 5 below

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- 1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
- Citadel Equity Fund Ltd.
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)S  
(b)£
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
WC
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands
- |              |           |                          |  |
|--------------|-----------|--------------------------|--|
|              | <b>7</b>  | SOLE VOTING POWER        |  |
| NUMBER OF    |           | 0                        |  |
| SHARES       | <b>8</b>  | SHARED VOTING POWER      |  |
| BENEFICIALLY |           | 89,951,725 shares        |  |
| OWNED BY     | <b>9</b>  | SOLE DISPOSITIVE POWER   |  |
| EACH         |           | 0                        |  |
| REPORTING    | <b>10</b> | SHARED DISPOSITIVE POWER |  |
| PERSON       |           | See Row 8 above.         |  |
| WITH         |           |                          |  |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON £  
See Row 8 above.
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.7 percent<sup>4</sup>
- 14** TYPE OF REPORTING PERSON  
CO

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<sup>4</sup> See Item 3 and Item 5 below

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- 1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
- Citadel Derivatives Group LLC
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)S  
(b)£
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
WC
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |           |                          |  |
|--------------|-----------|--------------------------|--|
|              | <b>7</b>  | SOLE VOTING POWER        |  |
| NUMBER OF    |           | 0                        |  |
| SHARES       | <b>8</b>  | SHARED VOTING POWER      |  |
| BENEFICIALLY |           | 89,951,725 shares        |  |
| OWNED BY     | <b>9</b>  | SOLE DISPOSITIVE POWER   |  |
| EACH         |           | 0                        |  |
| REPORTING    | <b>10</b> | SHARED DISPOSITIVE POWER |  |
| PERSON       |           | See Row 8 above.         |  |
| WITH         |           |                          |  |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON £  
See Row 8 above.
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.7 percent<sup>5</sup>
- 14** TYPE OF REPORTING PERSON  
OO, BD

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<sup>5</sup> See Item 3 and Item 5 below

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- 1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Citadel Derivatives Trading Ltd.
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)S  
(b)£
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
WC
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands
- |              |           |                          |  |
|--------------|-----------|--------------------------|--|
|              | <b>7</b>  | SOLE VOTING POWER        |  |
| NUMBER OF    |           | 0                        |  |
| SHARES       | <b>8</b>  | SHARED VOTING POWER      |  |
| BENEFICIALLY |           | 89,951,725 shares        |  |
| OWNED BY     | <b>9</b>  | SOLE DISPOSITIVE POWER   |  |
| EACH         |           | 0                        |  |
| REPORTING    | <b>10</b> | SHARED DISPOSITIVE POWER |  |
| PERSON       |           | See Row 8 above.         |  |
| WITH         |           |                          |  |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON £  
See Row 8 above.
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.7 percent<sup>6</sup>
- 14** TYPE OF REPORTING PERSON  
CO

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<sup>6</sup> See Item 3 and Item 5 below

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- 1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
- Citadel AC Investments Ltd.
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)S  
(b)£
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands
- |              |           |                          |  |
|--------------|-----------|--------------------------|--|
|              | <b>7</b>  | SOLE VOTING POWER        |  |
| NUMBER OF    |           | 0                        |  |
| SHARES       | <b>8</b>  | SHARED VOTING POWER      |  |
| BENEFICIALLY |           | 89,951,725 shares        |  |
| OWNED BY     | <b>9</b>  | SOLE DISPOSITIVE POWER   |  |
| EACH         |           | 0                        |  |
| REPORTING    | <b>10</b> | SHARED DISPOSITIVE POWER |  |
| PERSON       |           | See Row 8 above.         |  |
| WITH         |           |                          |  |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON £  
See Row 8 above.
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.7 percent<sup>7</sup>
- 14** TYPE OF REPORTING PERSON  
CO

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<sup>7</sup> See Item 3 and Item 5 below

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- 1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
- Citadel Advisors LLC
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)S  
(b)£
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |           |                          |  |
|--------------|-----------|--------------------------|--|
|              | <b>7</b>  | SOLE VOTING POWER        |  |
| NUMBER OF    |           | 0                        |  |
| SHARES       | <b>8</b>  | SHARED VOTING POWER      |  |
| BENEFICIALLY |           | 89,951,725 shares        |  |
| OWNED BY     | <b>9</b>  | SOLE DISPOSITIVE POWER   |  |
| EACH         |           | 0                        |  |
| REPORTING    | <b>10</b> | SHARED DISPOSITIVE POWER |  |
| PERSON       |           | See Row 8 above.         |  |
| WITH         |           |                          |  |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON £  
See Row 8 above.
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.7 percent<sup>8</sup>
- 14** TYPE OF REPORTING PERSON  
OO, HC

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<sup>8</sup> See Item 3 and Item 5 below

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- 1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
- Citadel Holdings I LP
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)S  
(b)£
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |           |                          |  |
|--------------|-----------|--------------------------|--|
|              | <b>7</b>  | SOLE VOTING POWER        |  |
| NUMBER OF    |           | 0                        |  |
| SHARES       | <b>8</b>  | SHARED VOTING POWER      |  |
| BENEFICIALLY |           | 89,951,725 shares        |  |
| OWNED BY     | <b>9</b>  | SOLE DISPOSITIVE POWER   |  |
| EACH         |           | 0                        |  |
| REPORTING    | <b>10</b> | SHARED DISPOSITIVE POWER |  |
| PERSON       |           | See Row 8 above.         |  |
| WITH         |           |                          |  |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON £  
See Row 8 above.
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.7 percent<sup>9</sup>
- 14** TYPE OF REPORTING PERSON  
PN, HC

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<sup>9</sup> See Item 3 and Item 5 below

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- 1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Citadel Holdings II LP
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)S  
(b)£
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |           |                          |  |
|--------------|-----------|--------------------------|--|
|              | <b>7</b>  | SOLE VOTING POWER        |  |
| NUMBER OF    |           | 0                        |  |
| SHARES       | <b>8</b>  | SHARED VOTING POWER      |  |
| BENEFICIALLY |           | 89,951,725 shares        |  |
| OWNED BY     | <b>9</b>  | SOLE DISPOSITIVE POWER   |  |
| EACH         |           | 0                        |  |
| REPORTING    | <b>10</b> | SHARED DISPOSITIVE POWER |  |
| PERSON       |           | See Row 8 above.         |  |
| WITH         |           |                          |  |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON £  
See Row 8 above.
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.7 percent<sup>10</sup>
- 14** TYPE OF REPORTING PERSON  
PN, HC

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<sup>10</sup> See Item 3 and Item 5 below

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CUSIP No. 269246104

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- 1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
- Citadel Investment Group II, L.L.C.
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)S  
(b)£
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
AF
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) £
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |           |                          |  |
|--------------|-----------|--------------------------|--|
|              | <b>7</b>  | SOLE VOTING POWER        |  |
| NUMBER OF    |           | 0                        |  |
| SHARES       | <b>8</b>  | SHARED VOTING POWER      |  |
| BENEFICIALLY |           | 89,951,725 shares        |  |
| OWNED BY     | <b>9</b>  | SOLE DISPOSITIVE POWER   |  |
| EACH         |           | 0                        |  |
| REPORTING    | <b>10</b> | SHARED DISPOSITIVE POWER |  |
| PERSON       |           | See Row 8 above.         |  |
| WITH         |           |                          |  |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON £  
See Row 8 above.
- 12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
17.7 percent<sup>11</sup>
- 14** TYPE OF REPORTING PERSON  
OO, HC

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<sup>11</sup> See Item 3 and Item 5 below

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**ITEM 1. SECURITY AND ISSUER**

This Amendment No. 3 amends the Schedule 13D filed on December 17, 2007 (the "Original Filing") by Citadel Limited Partnership ("CLP"), Citadel Investment Group, L.L.C. ("CIG"), Kenneth Griffin ("Griffin"), Citadel Equity Fund Ltd. ("CEF"), Citadel Derivatives Group LLC ("CDG"), Citadel Derivatives Trading Ltd. ("CDT"), Wingate Capital Ltd., and Citadel AC Investments Ltd. ("CAC") relating to the Common Stock, \$0.01 par value, of E\*TRADE Financial Corporation, as amended by Amendment No. 1 to Schedule 13D filed on January 18, 2008 ("Amendment No. 1") and Amendment No. 2 to Schedule 13D filed on February 27, 2008 ("Amendment No. 2" and, together with the Original Filing and Amendment No. 1, the "Prior Filing") by CLP, CIG, Griffin, CEF, CDG, CDT, CAC, Citadel Advisors LLC ("Citadel Advisors"), Citadel Holdings I LP ("CH-I"), Citadel Holdings II LP ("CH-II"), and Citadel Investment Group II, L.L.C. ("CIG-II"). Capitalized terms not defined herein shall have the meaning given to them in the Prior Filing.

**ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 is amended by adding, after the fourth paragraph, the following new paragraph:

On March 4<sup>th</sup>, 6<sup>th</sup> and 7<sup>th</sup>, 2008, the Reporting Persons acquired approximately \$256,245,000 in aggregate principal face amount of the Issuer's outstanding 8% senior notes due 2011 (the "8% Notes") in privately negotiated transactions. On March 6<sup>th</sup> and 7<sup>th</sup>, 2008, the Reporting Persons sold in privately negotiated transactions approximately \$241,585,000 in aggregate principal face amount of the Springing Lien Notes held by the Reporting Persons. Each purchase of the 8% Notes on March 6<sup>th</sup> and 7<sup>th</sup> was effected simultaneously with a corresponding sale of Springing Lien Notes to the seller of the 8% Notes.

**ITEM 4. PURPOSE OF TRANSACTION**

Item 4 is amended by deleting the first two paragraphs and replacing them with the following:

The Reporting Persons purchased the Common Stock, options on the Common Stock (the "Options"), the Springing Lien Notes and the 8% Notes for investment purposes or, insofar as certain of the Common Stock and Options are concerned, as part of their market making business. In addition, on November 29, 2007, in connection with entering into the Investment Agreement, the Issuer and American Stock Transfer & Trust Company, as rights agent (the "Rights Agent"), entered into the First Amendment to the Rights Agreement (the "Rights Agreement Amendment"). The Rights Agreement Amendment modifies the Issuer's Rights Agreement, dated as of July 9, 2001 (the "Rights Agreement"), to provide, among other things, that the issuance of rights under the Rights Agreement will not be triggered as a result of the transactions contemplated by the Amended Investment Agreement, including the issuance of any shares of Common Stock to Wingate or its affiliates pursuant to the Amended Investment Agreement.

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The Reporting Persons will routinely monitor the Issuer with regard to a wide variety of factors that affect their investment considerations, including, without limitation, current and anticipated future trading prices for the Issuer's Common Stock and other securities, the Issuer's operations, assets, prospects, and business development, the Issuer's management, Issuer-related competitive and strategic matters, general economic, financial market and industry conditions, as well as other investment considerations. The Reporting Persons as shareholders of the Issuer intend to conform to the terms of a rebuttal of control agreement (described in Item 6) that it is anticipated CIG and certain affiliated entities will enter into with the Office of Thrift Supervision ("OTS") prior to the acquisition of the Final Common Stock (as defined in Item 6) by the Reporting Persons. Subject to the limitations provided for in the rebuttal agreement that is anticipated to be entered into with the OTS, the Reporting Persons may discuss their investment in the Issuer and the foregoing investment considerations with other shareholders and noteholders, management, the Board of Directors, existing or potential strategic partners of, or investors in, the Issuer, industry analysts and others. These considerations, these discussions and other factors may result in the Reporting Persons' consideration of alternatives with respect to their investment in the Issuer. Based on their analysis of investment considerations, the Reporting Persons may (i) acquire additional Issuer securities, (ii) sell, trade or otherwise dispose of all or some holdings in the Issuer in the public markets, in privately negotiated transactions or otherwise, (iii) consider and/or implement various alternatives to maximize the value of their investment in the Issuer, or (iv) take any other lawful action they deem to be in their best interests, subject - in each case - to the restrictions imposed by the Amended Investment Agreement and the rebuttal of control agreement anticipated to be entered into with OTS. There is no assurance that the Reporting Persons will develop any plans or proposals with respect to any of the alternatives mentioned above.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5(a) and (b) of the Prior Filing are amended and restated as follows:

- (a) Number of shares: 89,951,725 shares  
Percentage of shares: 17.7%<sup>12</sup>
- (b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 89,951,725 shares  
Sole power to dispose or to direct the disposition: 0  
Shared power to dispose or direct the disposition: 89,951,725 shares
- (c) The table attached hereto as Exhibit 99.14 sets forth the transactions effected by the Reporting Persons in the shares of Common Stock of the Issuer since Amendment No. 2. Such transactions resulted from the exercise of listed option positions previously acquired in open market transactions.
- (d) No change.
- (e) No change.

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<sup>12</sup> The percentages reported in this Amendment No. 3 are based upon 508,677,602 shares of Common Stock outstanding as of February 28, 2008 (461,992,712 shares of Common Stock outstanding as of February 22, 2008 (as reported in the Issuer's Form 10-K filed on February 28, 2008), plus 46,684,890 shares of Common Stock to which the Reporting Persons became entitled on February 26, 2008).



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**ITEM 7. MATERIAL TO BE FILED AS EXHIBITS**

The following documents are filed as appendices and exhibits (or incorporated by reference herein):

Exhibit 99.14: Transaction Listing Required by Item 5(c)

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**Signature**

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 10<sup>th</sup> day of March, 2008

**CITADEL LIMITED PARTNERSHIP**

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

By: /s/ John C. Nagel  
John C. Nagel, Authorized  
Signatory

**CITADEL EQUITY FUND LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

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

By: /s/ John C. Nagel  
John C. Nagel, Authorized  
Signatory

**KENNETH GRIFFIN**

By: /s/ John C. Nagel  
John C. Nagel, attorney-in-fact<sup>13</sup>

**CITADEL INVESTMENT GROUP, L.L.C.**

By: /s/ John C. Nagel  
  
John C. Nagel, Authorized  
Signatory

**CITADEL AC INVESTMENTS LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

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

By: /s/ John C. Nagel  
John C. Nagel, Authorized  
Signatory

**CITADEL DERIVATIVES GROUP LLC**

By: Citadel Limited Partnership,  
its Managing Member

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

By: /s/ John C. Nagel  
John C. Nagel, Authorized  
Signatory

<sup>13</sup> John C. Nagel 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 February 24, 2006, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G for Morgans Hotel Group Co.

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**CITADEL DERIVATIVES TRADING LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

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

By: /s/ John C. Nagel  
John C. Nagel, Authorized  
Signatory

**CITADEL ADVISORS LLC**

By: Citadel Holdings II LP,  
its managing member

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

By: /s/ John C. Nagel  
John C. Nagel, Authorized  
Signatory

**CITADEL HOLDINGS I LP**

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

By: /s/ John C. Nagel  
John C. Nagel, Authorized  
Signatory

**CITADEL HOLDINGS II LP**

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

By: /s/ John C. Nagel  
John C. Nagel, Authorized  
Signatory

**CITADEL INVESTMENT GROUP II, L.L.C.**

By: /s/ John C. Nagel  
John C. Nagel, Authorized  
Signatory

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