

RED HAT INC
Form 424B3
September 30, 2004

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-115389

PROSPECTUS SUPPLEMENT NO. 2

(To Prospectus dated August 16, 2004)

RED HAT, INC.

\$600,000,000 Principal Amount of 0.50% Convertible Senior Debentures due 2024 and

23,445,180 shares of common stock

This prospectus supplement supplements the prospectus dated August 16, 2004 of Red Hat, Inc. relating to the resale from time to time by selling securityholders of our 0.50% Convertible Senior Debentures due 2024 and shares of Red Hat, Inc. common stock issuable upon conversion of the debentures. This prospectus supplement should be read in conjunction with the prospectus. Capitalized terms used and not defined in this prospectus supplement have the meaning given to them in the prospectus.

Investing in the debentures or our common stock involves a high degree of risk. See Risk Factors beginning on page 6 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

Edgar Filing: RED HAT INC - Form 424B3

The date of this prospectus supplement is September 30, 2004.

The sections of the prospectus entitled "Selling Securityholders" and "Voting/Investment Control Table" on pages 18-29 of the prospectus are amended and restated in their entirety to read as follows:

SELLING SECURITYHOLDERS

We issued the debentures covered by this prospectus in a private placement on January 12, 2004. The debentures were resold by the initial purchaser to qualified institutional buyers under Rule 144A under the Securities Act. Selling securityholders, including their transferees, pledgees, donees or their successors, may offer and sell the debentures and the shares of our common stock into which the debentures are convertible pursuant to this prospectus.

The following table sets forth certain information about the selling securityholders and the principal amount of debentures and the shares of our common stock into which the debentures are convertible beneficially owned by each selling securityholder that may be offered pursuant to this prospectus. The information is based solely on information provided by or on behalf of the following selling securityholders to us in a questionnaire and is as of the date specified by the securityholders in those questionnaires.

| Full Legal Name of Selling Securityholder | Principal Amount | Shares of Red Hat | | Shares of Red Hat |
|--|----------------------|-----------------------|---------------------|---------------------|
| | of Debentures | Beneficially Owned | Debentures Owned | Owned After |
| | Beneficially Owned | Upon Conversion | After Completion | Completion |
| | That May Be Sold (1) | of the Debentures (1) | of the Offering (2) | of the Offering (2) |
| Alexian Brothers Medical Center | \$ 260,000 | 10,159 | | |
| Allstate Insurance Company(3) | 4,000,000 | 156,301 | | |
| Aloha Airlines Non-Pilots Pension Trust | 125,000 | 4,884 | | |
| Aloha Pilots Retirement Trust | 65,000 | 2,539 | | |
| Amaranth LLC(3) | 15,000,000 | 586,129 | | |
| Arbitex Master Fund L.P.(3) | 15,200,000 | 593,944 | | |
| Arkansas PERS | 700,000 | 27,352 | | |
| Arkansas Teacher Retirement | 3,820,000 | 149,267 | | |
| AstraZeneca Holdings Pension | 205,000 | 8,010 | | |
| Baptist Health of South Florida | 455,000 | 17,779 | | |
| Barclays Global Investors Diversified Alpha Plus Funds | 1,069,000 | 41,771 | | |
| B.C. McCabe Foundation | 150,000 | 5,861 | | |
| BNP Paribas Arbitrage(3) | 7,000,000 | 273,527 | | |
| BP Amoco PLC Master Trust | 1,136,000 | 44,389 | | |
| C & H Sugar Company Inc. | 150,000 | 5,861 | | |
| Canyon Capital Arbitrage Master Fund, Ltd.(3) | 14,250,000 | 556,823 | | |
| Canyon Value Realization Fund, L.P.(3) | 7,125,000 | 278,411 | | |
| Canyon Value Realization Fund (Cayman), Ltd.(3) | 19,475,000 | 760,991 | | |

Edgar Filing: RED HAT INC - Form 424B3

| | | |
|--------------------------------|------------|-----------|
| Canyon Value Realization MAC | | |
| 18, Ltd. (RMF)(3) | 2,850,000 | 111,364 |
| Cheyne Fund L.P. | 5,408,000 | 211,319 |
| Cheyne Leveraged Fund L.P. | 3,908,000 | 152,706 |
| CIP Limited Duration Company | 120,000 | 4,689 |
| Citadel Credit Trading Ltd.(3) | 7,575,000 | 295,995 |
| Citadel Equity Fund Ltd.(3) | 42,925,000 | 1,677,307 |

- 2 -

Edgar Filing: RED HAT INC - Form 424B3

| Full Legal Name of Selling Securityholder | Shares of Red Hat | | | Shares of Red Hat |
|---|--------------------|--------------------|------------------|-------------------|
| | Principal Amount | Common Stock | | Common Stock |
| | of Debentures | Beneficially Owned | Debentures Owned | Owned After |
| | Beneficially Owned | Upon Conversion | After Completion | Completion |
| | That May Be | of the | of the | of the |
| | Sold (1) | Debentures (1) | Offering (2) | Offering (2) |
| Citigroup Global Markets Inc.(4) | \$ 1,750,000 | 68,381 | | |
| CNH CA Master Account, L.P. | 4,000,000 | 156,301 | | |
| Commissioners of the Land Office | 1,625,000 | 63,497 | | |
| Concordia Mac29 Limited | 500,000 | 19,537 | | |
| Concordia Partners L.P. | 2,000,000 | 78,150 | | |
| Credit Suisse First Boston LLC(4) | 515,000 | 20,123 | | |
| CS Alternative Strategy Ltd. | 64,000 | 2,500 | | |
| DaimlerChrysler Corp. Emp. #1 Pension Plan, dtd. 4/1/89 | 4,200,000 | 164,116 | | |
| DBAG London(3) | 8,019,000 | 313,344 | | |
| DB Equity Opportunities Master Portfolio Ltd. | 7,400,000 | 289,157 | | |
| DEAM Convertible Arbitrage | 3,700,000 | 144,578 | | |
| Delaware PERS | 400,000 | 15,630 | | |
| D.E. Shaw Investment Group, L.L.C.(3) | 1,500,000 | 58,612 | | |
| D.E. Shaw Valence Portfolios, L.L.C.(3) | 8,500,000 | 332,140 | | |
| Deutsche Bank Securities Inc.(4) | 1,850,000 | 72,289 | | |
| DKR SoundShore Opportunity Holding Fund Ltd. | 4,000,000 | 156,301 | | |
| DKR SoundShore Strategic Holding Fund Ltd. | 2,000,000 | 78,150 | | |
| Dodeca Fund, L.P. | 1,925,000 | 75,219 | | |
| Engineers Joint Pension Fund | 305,000 | 11,917 | | |
| Family Service Life Insurance Co.(3) | 100,000 | 3,907 | | |
| Fidelity Contrafund(3) | 10,094,000 | 394,426 | | |
| Fidelity Financial Trust: Fidelity Convertible Securities Fund(3) | 11,368,000 | 444,208 | | |
| Fidelity Trend Fund(3) | 243,000 | 9,495 | | |
| Fore Convertible Master Fund Ltd. | 2,747,000 | 107,339 | | |
| Fore Plan Asset Fund Ltd. | 247,000 | 9,651 | | |
| Forest Fulcrum Fund L.P.(4) | 1,437,000 | 56,151 | | |
| Forest Global Convertible Fund, Ltd., Class A-5 | 6,010,000 | 234,842 | | |
| Forest Multi-Strategy Master Fund SPC, on behalf of its Multi-Strategy Segregated Portfolio | 2,088,000 | 81,589 | | |
| Franklin and Marshall College | 250,000 | 9,768 | | |
| Froley Revy Investment Convertible Security Fund | 55,000 | 2,149 | | |
| FrontPoint Convertible Arbitrage Fund, L.P. | 3,500,000 | 136,763 | | |
| Global Bermuda Limited Partnership | 5,100,000 | 199,284 | | |
| Goldman Sachs & Company(4) | 5,000,000 | 195,376 | | |
| Grace Brothers, Ltd.(4) | 2,000,000 | 78,150 | | |

Edgar Filing: RED HAT INC - Form 424B3

| | | |
|--|-----------|---------|
| Grace Convertible Arbitrage Fund, Ltd.(3) | 3,500,000 | 136,763 |
| Guardian Life Insurance Co. of America(3) | 5,500,000 | 214,914 |
| Guardian Pension Trust(3) | 400,000 | 15,630 |

- 3 -

Edgar Filing: RED HAT INC - Form 424B3

| Full Legal Name of Selling Securityholder | Shares of Red Hat | | | Shares of Red Hat |
|--|--------------------|--------------------|------------------|-------------------|
| | Principal Amount | Common Stock | | Common Stock |
| | of Debentures | Beneficially Owned | Debentures Owned | Owned After |
| | Beneficially Owned | Upon Conversion | After Completion | Completion |
| | That May Be | of the | of the | of the |
| Sold (1) | Debentures (1) | Offering (2) | Offering (2) | |
| Guggenheim Portfolio Company VIII (Cayman), Ltd.(3) | \$ 432,000 | 16,880 | | |
| Guggenheim Portfolio Co. XV, LLC | 2,000,000 | 78,150 | | |
| Hawaiian Airlines Employees Pension Plan-IAM | 40,000 | 1,563 | | |
| Hawaiian Airlines Pension Plan for Salaried Employees | 5,000 | 195 | | |
| Hawaiian Airlines Pilots Retirement Plan | 115,000 | 4,493 | | |
| HFR CA Global Opportunity Master Trust | 847,000 | 33,096 | | |
| HFR RVA Select Performance Master Trust | 325,000 | 12,699 | | |
| Hotel Union & Hotel Industry of Hawaii Pension Plan | 258,000 | 10,081 | | |
| ICI American Holdings Trust | 150,000 | 5,861 | | |
| Inflective Convertible Opportunity Fund I, L.P. | 75,000 | 2,930 | | |
| Innovest Finanzdienstle | 1,295,000 | 50,602 | | |
| Institutional Benchmarks Master Fund Ltd. | 1,623,000 | 63,419 | | |
| Intl Truck & Engine Corp Retirement Plan for Salaried Employee's Trust | 1,625,000 | 63,497 | | |
| Intl. Truck & Engine Corp Non Contributory Retirement Plan Trust | 975,000 | 38,098 | | |
| Jefferies & Company Inc.(4) | 5,000 | 195 | | |
| Jefferies Umbrella Fund US Convertible Bonds | 100,000 | 3,907 | | |
| JMG Capital Partners, L.P. | 4,850,000 | 189,515 | | |
| JMG Triton Offshore Fund, Ltd. | 4,850,000 | 189,515 | | |
| JP Morgan Securities Inc.(4) | 964,000 | 37,668 | | |
| KBC Convertible MAC28 Fund | 1,800,000 | 70,335 | | |
| KBC Convertible Opportunities Fund | 11,600,000 | 453,273 | | |
| KBC Financial Products USA Inc. | 475,000 | 18,560 | | |
| KBC Multi-Strategy Arbitrage Fund | 5,600,000 | 218,821 | | |
| KeySpan Foundation | 75,000 | 2,930 | | |
| KeySpan Insurance Company | 125,000 | 4,884 | | |
| Lakeshore International, Ltd. | 20,400,000 | 797,136 | | |
| LDG Limited | 128,000 | 5,001 | | |
| Lehman Brothers, Inc.(4) | 3,000,000 | 117,225 | | |
| Lexington Vantage Fund c/o TQA Investors, L.L.C. | 32,000 | 1,250 | | |
| LLT Limited | 566,000 | 22,116 | | |
| Lord Abbett Investment Trust LA Convertible Fund | 2,675,000 | 104,526 | | |
| Louisiana CCRF | 80,000 | 3,126 | | |

Edgar Filing: RED HAT INC - Form 424B3

| | | |
|---|-----------|---------|
| Lyxor/Forest Fund Ltd. | 3,060,000 | 119,570 |
| Lyxor Master Fund(3) | 300,000 | 11,722 |
| Lyxor/Concordia Convertible Arbitrage Fund | 500,000 | 19,537 |
| Man Convertible Bond Master Fund, Ltd. | 9,393,000 | 367,034 |
| Man Mac I Limited | 1,074,000 | 41,966 |

- 4 -

Edgar Filing: RED HAT INC - Form 424B3

| Full Legal Name of Selling Securityholder | Principal Amount | | Shares of Red Hat | |
|---|--------------------|-----------------|--------------------|--------------|
| | of Debentures | | Common Stock | |
| | Beneficially Owned | | Beneficially Owned | |
| | That May Be | | Debtures Owned | |
| | Sold (1) | | After Completion | |
| | | Upon Conversion | of the | Completion |
| | | of the | Offering (2) | of the |
| | | Debtures (1) | | Offering (2) |
| McMahan Securities Co. L.P.(4) | \$ 500,000 | 19,537 | | |
| Melody IAM Fund | 1,000,000 | 39,075 | | |
| MLQA Convertible Securities Arbitrage Ltd. | 5,000,000 | 195,376 | | |
| Morgan Stanley Convertible Securities Trust(3) | 2,200,000 | 85,965 | | |
| MSD TCB, L.P. | 99,500,000 | 3,887,992 | | |
| National Fuel & Gas Company Retirement Plan | 575,000 | 22,468 | | |
| Nicholas-Applegate Capital Management Convertible Mutual Fund | 525,000 | 20,514 | | |
| OCLC Online Computer Library Center Inc. | 20,000 | 781 | | |
| Oppenheimer Convertible Securities Fund(3) | 4,000,000 | 156,301 | | |
| Oxford, Lord Abbett & Co. | 1,775,000 | 69,358 | | |
| Piper Jaffray Companies(4) | 10,000,000 | 390,753 | | |
| Polygon Global Opportunities Master Fund | 14,000,000 | 547,054 | | |
| Prudential Insurance Co. of America(3) | 40,000 | 1,563 | | |
| QVT Fund LP | 11,081,000 | 432,993 | | |
| Radcliffe SPC, Ltd. for and on behalf of the Class A Convertible Crossover Segregated Portfolio | 10,500,000 | 410,290 | | |
| Ramius Capital Group(3) | 1,000,000 | 39,075 | | |
| Ramius Master Fund, Ltd.(3) | 2,000,000 | 78,150 | | |
| RCG Latitude Master Fund, Ltd.(3) | 7,000,000 | 273,527 | | |
| RCG Multi Strategy Master Fund, Ltd.(3) | 3,000,000 | 117,225 | | |
| S.A.C. Arbitrage Fund, LLC | 12,500,000 | 488,441 | | |
| San Diego City Retirement | 665,000 | 25,985 | | |
| San Diego County Convertible | 1,400,000 | 54,705 | | |
| Satellite Asset Management, L.P. | 12,500,000 | 488,441 | | |
| SG Cowen Securities Corp.(4) | 5,000,000 | 195,376 | | |
| Sphinx Convertible Arbitrage SPC | 977,000 | 38,176 | | |
| Sphinx Convertible Arb Fund SPC | 438,000 | 17,114 | | |
| Sphinx Fund c/o TQA Investors, L.L.C. | 80,000 | 3,126 | | |
| SSI Blended Market Neutral L.P. | 511,000 | 19,967 | | |
| SSI Hedged Convertible Market Neutral L.P. | 1,003,000 | 39,192 | | |
| St. Thomas Trading, Ltd.(3) | 15,607,000 | 609,848 | | |
| State of Oregon/Equity | 2,050,000 | 80,104 | | |
| State of Oregon/SAIF Corporation | 3,000,000 | 117,225 | | |
| State Street Bank Custodian for GE Pension Trust | 2,200,000 | 85,965 | | |

Edgar Filing: RED HAT INC - Form 424B3

| | | |
|----------------------------------|-----------|--------|
| Syngenta AG | 115,000 | 4,493 |
| Total Fina Elf Finance USA, Inc. | 325,000 | 12,699 |
| TQA Master Fund, Ltd. | 1,249,000 | 48,805 |
| TQA Master Plus Fund, Ltd. | 1,908,000 | 74,555 |

- 5 -

| Full Legal Name of Selling Securityholder | Shares of Red Hat | | Shares of Red Hat | |
|---|--------------------|--------------------|-------------------|--------------|
| | Principal Amount | Common Stock | Common Stock | |
| | of Debentures | Beneficially Owned | Debentures Owned | Owned After |
| | Beneficially Owned | Upon Conversion | After Completion | Completion |
| | That May Be | of the | of the | of the |
| | Sold (1) | Debentures (1) | Offering (2) | Offering (2) |
| UBS O'Connor LLC f/b/o O Connor Global Convertible Arbitrage Master Ltd. | \$ 11,650,000 | 455,227 | | |
| UBS Securities LLC(4) | 51,807,000 | 2,024,374 | | |
| US Bank FBO Benedictine Health Systems | 200,000 | 7,815 | | |
| Van Kampen Harbor Fund(4) | 2,100,000 | 82,058 | | |
| Variable Insurance Products Fund II: Contrafund Portfolio(3) | 2,890,000 | 112,927 | | |
| Vermont Mutual Insurance Company | 175,000 | 6,838 | | |
| Viacom Inc. Pension Plan Master Trust | 26,000 | 1,015 | | |
| Wachovia Capital Markets LLC(4) | 1,458,000 | 56,971 | | |
| Wake Forest University | 340,000 | 13,285 | | |
| Wyoming State Treasurer | 690,000 | 26,961 | | |
| Xavex Convertible Arbitrage 4 Fund | 320,000 | 12,504 | | |
| Xavex Convertible Arbitrage 7 Fund c/o TQA Investors, L.L.C. | 309,000 | 12,074 | | |
| Zurich Institutional Benchmarks Master Fund Ltd. | 1,314,000 | 51,344 | | |
| Zurich Institutional Benchmarks Master Fund, Ltd. c/o TQA Investors, L.L.C. | 294,000 | 11,488 | | |

- (1) Assumes conversion of all the securityholders' debentures at the initial conversion rate of 39.0753 shares of common stock per \$1,000 principal amount of debentures. However, the conversion rate is subject to adjustment as described in the prospectus under the heading "Description of Debentures - Conversion Rights." As a result, the amount of common stock issuable upon conversion of the debentures may increase or decrease in the future.
- (2) We do not know when or in what amounts a selling securityholder may offer the debentures or shares for sale. The selling securityholders might not sell any or all of the debentures or shares offered by this prospectus. Because the selling securityholders may offer all or some of the debentures or shares pursuant to this offering, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of the debentures or shares, we cannot estimate the number of the debentures or shares that will be held by the selling securityholders after completion of the offering. However, for purposes of this table, we have assumed that, after completion of the offering, none of the debentures or shares covered by this prospectus will be held by the selling securityholders.
- (3) The selling securityholder is an affiliate of a registered broker-dealer and has informed us that it acquired the securities in the ordinary course of business, and at the time of the acquisition of the securities had no agreements, understandings or arrangements with any other persons, either directly or indirectly, to distribute the securities. To the extent that we become aware that any selling securityholder did not acquire its securities in the ordinary course of business or did have such an agreement, understanding or arrangement, we will file an amendment to this registration statement to designate such affiliate as an underwriter within the meaning of the Securities Act.
- (4) The selling securityholder is a registered broker-dealer and an underwriter within the meaning of the Securities Act, and any profits that they realize on the resale of the debentures or the shares are underwriting commissions or discounts.

Edgar Filing: RED HAT INC - Form 424B3

None of the selling securityholders has held any position or office with, or has otherwise had a material relationship with us, or any of our subsidiaries, within the past three years. From time to time the selling securityholders may hold other securities that we have issued.

- 6 -

VOTING/INVESTMENT CONTROL TABLE

| <u>NAME OF SECURITYHOLDER</u> | <u>NATURAL PERSON OR PERSONS WITH VOTING/INVESTMENT CONTROL</u> |
|--|---|
| Alexian Brothers Medical Center | Ann Houlihan |
| Allstate Insurance Company | (1) |
| Aloha Airlines Non-Pilots Pension Trust | Ann Houlihan |
| Aloha Pilots Retirement Trust | Ann Houlihan |
| Amaranth LLC | (2) |
| Arbitex Master Fund L.P. | Clark Hunt, Jonathan Bren and Ken Tananbaum |
| Arkansas PERS | Ann Houlihan |
| Arkansas Teacher Retirement | (3) |
| AstraZeneca Holdings Pension | Ann Houlihan |
| Baptist Health of South Florida | (3) |
| Barclays Global Investors Diversified Alpha Plus Funds | Michael A. Boyd |
| B.C. McCabe Foundation | Maren Lindstrom |
| BNP Paribas Arbitrage | Mike Cohen |
| BP Amoco PLC Master Trust | John Gottfurcht, George Douglas, Amy Jo Gottfurcht |
| C & H Sugar Company Inc. | Ann Houlihan |
| Canyon Capital Arbitrage Master Fund, Ltd. | (4) |
| Canyon Value Realization Fund (Cayman), Ltd. | (5) |
| Canyon Value Realization Fund, L.P. | (6) |
| Canyon Value Realization MAC 18, Ltd. (RMF) | (7) |
| Cheyne Fund L.P. | David Treadwell and Akin Akinloye |
| Cheyne Leveraged Fund L.P. | David Treadwell and Akin Akinloye |
| CIP Limited Duration Company | David Treadwell and Akin Akinloye |
| Citadel Credit Trading Ltd. | (8) |
| Citadel Equity Fund Ltd. | (8) |
| Citigroup Global Markets Inc. | (9) |
| CNH CA Master Account, L.P. | (10) |
| Commissioners of the Land Office | Maren Lindstrom |
| Concordia Mac29 Limited | (11) |
| Concordia Partners L.P. | (11) |
| Credit Suisse First Boston LLC | Jeffrey Andreski |
| CS Alternative Strategy Ltd. | David Treadwell and Akin Akinloye |
| DaimlerChrysler Corp. Emp. #1 Pension Plan, dtd. 4/1/89 | Jack Feiler |
| DBAG London | Dan Azzi and Patrick Corrigan |
| DB Equity Opportunities Master Portfolio Ltd. | Eric Lobben |
| DEAM Convertible Arbitrage | Eric Lobben |
| Delaware PERS | Ann Houlihan |
| D.E. Shaw Investment Group, L.L.C. | (12) |
| D.E. Shaw Valence Portfolios, L.L.C. | (12) |
| Deutsche Bank Securities Inc. | Thomas Sullivan |
| DKR SoundShore Opportunity Holding Fund Ltd. | (13) |
| DKR SoundShore Strategic Holding Fund Ltd. | (13) |
| Dodeca Fund, L.P. | Thomas J. Ray |
| Engineers Joint Pension Fund | (3) |
| Family Service Life Insurance Co. | John Murphy |
| Fidelity Contrafund | (14) |
| Fidelity Financial Trust: Fidelity Convertible Securities Fund | (14) |
| Fidelity Trend Fund | (14) |
| Fore Convertible Master Fund Ltd. | David Egglisshaw |
| Fore Plan Asset Fund Ltd. | David Egglisshaw |
| Forest Fulcrum Fund L.P. | Michael A. Boyd |
| Forest Global Convertible Fund, Ltd., Class A-5 | Michael A. Boyd Michael A. Boyd |

Edgar Filing: RED HAT INC - Form 424B3

Forest Multi-Strategy Master Fund SPC, on behalf of its Multi-Strategy
Segregated Portfolio

Franklin and Marshall College

Jack Feiler

- 7 -

| NAME OF SECURITYHOLDER | NATURAL PERSON OR PERSONS WITH VOTING/INVESTMENT CONTROL |
|---|---|
| Froley Revy Investment Convertible Security Fund | Ann Houlihan |
| FrontPoint Convertible Arbitrage Fund, L.P. | (15) |
| Grace Brothers, Ltd. | Bradford Whitmore and Michael Brailov |
| Grace Convertible Arbitrage Fund, Ltd. | Bradford Whitmore and Michael Brailov |
| Guardian Life Insurance Co. of America | John Murphy |
| Guardian Pension Trust | John Murphy |
| Guggenheim Portfolio Company VIII (Cayman), Ltd. | Loren Katzovitz, Patrick Hughes, Kevin Felix |
| Guggenheim Portfolio Co. XV, LLC | Alex Adair |
| Hawaiian Airlines Employees Pension Plan-IAM | Ann Houlihan |
| Hawaiian Airlines Pension Plan for Salaried Employees | Ann Houlihan |
| Hawaiian Airlines Pilots Retirement Plan | Ann Houlihan |
| HFR CA Global Opportunity Master Trust | Michael A. Boyd |
| HFR RVA Select Performance Master Trust | Michael A. Boyd |
| Hotel Union & Hotel Industry of Hawaii Pension Plan | John Gottfurcht, George Douglas, Amy Jo Gottfurcht |
| ICI American Holdings Trust | Ann Houlihan |
| Inflective Convertible Opportunity Fund I, L.P. | Thomas J. Ray |
| Innovest Finanzdienstle | (3) |
| Institutional Benchmarks Master Fund Ltd. | John Gottfurcht, George Douglas, Amy Jo Gottfurcht |
| Intl Truck & Engine Corp Retirement Plan for Salaried Employees Trust | Maren Lindstrom |
| Intl. Truck & Engine Corp Non Contributory Retirement Plan Trust | Maren Lindstrom |
| Jefferies & Company Inc. | John Gottfurcht, George Douglas, Amy Jo Gottfurcht |
| Jefferies Umbrella Fund US Convertible Bonds | (16) |
| JMG Capital Partners, L.P. | (17) |
| JMG Triton Offshore Fund, Ltd. | (18) |
| JP Morgan Securities Inc. | (19) |
| KBC Convertible MAC28 Fund | Andy Preston |
| KBC Convertible Opportunities Fund | Andy Preston |
| KBC Financial Products USA Inc. | (20) |
| KBC Multi-Strategy Arbitrage Fund | Andy Preston |
| KeySpan Foundation | Maren Lindstrom |
| KeySpan Insurance Company | Maren Lindstrom |
| LDG Limited | (21) |
| Lexington Vantage Fund c/o TQA Investors, L.L.C. | (21) |
| LLT Limited | Michael A. Boyd |
| Lord Abbett Investment Trust LA Convertible Fund | Maren Lindstrom |
| Louisiana CCRF | Ann Houlihan |
| Lyxor/Forest Fund Ltd. | Michael A. Boyd |
| Lyxor Master Fund | Clark Hunt, Jonathan Bren and Ken Tananbaum |
| Lyxor/Concordia Convertible Arbitrage Fund | (11) |
| Man Convertible Bond Master Fund, Ltd. | John Null and J. T. Hansen |
| Man Mac I Limited | (22) |
| McMahan Securities Co. L.P. | (23) |
| Melody IAM Fund | Andy Preston |
| Morgan Stanley Convertible Securities Trust | (24) |
| MSD TCB, L.P. | John Phelan and Glenn Fuhrman |
| National Fuel & Gas Company Retirement Plan | Maren Lindstrom |
| Nicholas-Applegate Capital Management Convertible Mutual Fund | (3) |
| OCLC Online Computer Library Center Inc. | Ann Houlihan |
| Oppenheimer Convertible Securities Fund | Ted Everett |
| Oxford, Lord Abbett & Co. | Maren Lindstrom |

| NATURAL PERSON OR PERSONS WITH | |
|---|--|
| NAME OF SECURITYHOLDER | VOTING/INVESTMENT CONTROL |
| Polygon Global Opportunities Master Fund | Alex Jackson, Byron Knief, Brandon Jones, Erik Caspersen, Greville Ward and Reade Griffith |
| Prudential Insurance Co. of America | Ann Houlihan |
| QVT Fund LP | (25) |
| Radcliffe SPC, Ltd. for and on behalf of the Class A Convertible Crossover Segregated Portfolio | (26) |
| Ramius Capital Group | Alex Adair |
| Ramius Master Fund, Ltd. | Alex Adair |
| RCG Latitude Master Fund, Ltd. | Alex Adair |
| RCG Multi Strategy Master Fund, Ltd. | Alex Adair |
| S.A.C. Arbitrage Fund, LLC | (27) |
| San Diego City Retirement | (3) |
| San Diego County Convertible | (3) |
| Satellite Asset Management, L.P. | (28) |
| SG Cowen Securities Corp. | (29) |
| Sphinx Convertible Arbitrage SPC | Michael A. Boyd |
| Sphinx Convertible Arb Fund SPC | John Gottfurcht, George Douglas, Amy Jo Gottfurcht |
| Sphinx Fund c/o TQA Investors, L.L.C. | (21) |
| SSI Blended Market Neutral L.P. | John Gottfurcht, George Douglas, Amy Jo Gottfurcht |
| SSI Hedged Convertible Market Neutral L.P. | John Gottfurcht, George Douglas, Amy Jo Gottfurcht |
| St. Thomas Trading, Ltd. | John Null and J. T. Hansen |
| State of Oregon/Equity | Ann Houlihan |
| State of Oregon/SAIF Corporation | Ann Houlihan |
| State Street Bank Custodian for GE Pension Trust | Jack Feiler |
| Syngenta AG | Ann Houlihan |
| Total Fina Elf Finance USA, Inc. | Maren Lindstrom |
| TQA Master Fund, Ltd. | (21) |
| TQA Master Plus Fund, Ltd. | (21) |
| UBS O Connor LLC f/b/o O Connor Global Convertible Arbitrage Master Ltd. | (30) |
| UBS Securities LLC | Keith Ackerman |
| US Bank FBO Benedictine Health Systems | Ann Houlihan |
| Van Kampen Harbor Fund | (31) |
| Variable Insurance Products Fund II: Contrafund Portfolio | (14) |
| Vermont Mutual Insurance Company | Maren Lindstrom |
| Viacom Inc. Pension Plan Master Trust | John Gottfurcht, George Douglas, Amy Jo Gottfurcht |
| Wachovia Capital Markets LLC | (32) |
| Wake Forest University | (3) |
| Wyoming State Treasurer | (3) |
| Xavex Convertible Arbitrage 4 Fund | Michael A. Boyd |
| Xavex Convertible Arbitrage 7 Fund c/o TQA Investors, L.L.C. | (21) |
| Zurich Institutional Benchmarks Master Fund Ltd. | Michael A. Boyd |
| Zurich Institutional Benchmarks Master Fund, Ltd. c/o TQA Investors, L.L.C. | (21) |

- (1) The securityholder is a wholly owned subsidiary of The Allstate Corporation, a reporting entity with the Securities and Exchange Commission. The Allstate Corporation has voting and investment control over the securities held by the securityholder.
- (2) Amaranth Advisors L.L.C., the trading advisor for Amaranth LLC, exercises voting power and investment control over any Registrable Securities. Amaranth Advisors L.L.C. has designated authorized signatories

who will sign on behalf of Amaranth LLC. Nicholas M. Maounis is the Managing Member of Amaranth Advisors L.L.C.

- (3) The securityholder has informed us that it has delegated full authority to Nicholas-Applegate Capital Management (Nicholas-Applegate) as investment advisor over the referenced securities, including full voting and dispositive power. The chief investment officer of Nicholas-Applegate is Horacio Valeiras, who, in such capacity, has oversight authority over all portfolio managers at Nicholas-Applegate. Nicholas-Applegate s proxy committee sets policies on the voting of all of Nicholas-Applegate s clients securities to be voted by Nicholas-Applegate for clients. These policies are available to clients of Nicholas-Applegate upon request.
- (4) Canyon Capital Advisors LLC is the investment advisor for Canyon Capital Arbitrage Master Fund, Ltd. and has the power to direct investments by Canyon Capital Arbitrage Master Fund, Ltd. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis, R. Christian B. Evensen and K. Robert Turner. Canyon Capital Arbitrage Master Fund, Ltd. is a Cayman Islands Exempted company.
- (5) Canyon Capital Advisors LLC is the investment advisor for Canyon Value Realization Fund (Cayman), Ltd. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis, R. Christian B. Evensen and K. Robert Turner. In addition, Joshua S. Friedman, Mitchell R. Julis and R. Christian B. Evensen own all the ordinary shares of Canyon Value Realization Fund (Cayman), Ltd., carrying full voting rights on all matters.
- (6) The general partners for Canyon Value Realization Fund, L.P. are Canpartners Investments III, L.P. Canyon Capital Advisors LLC is the general partner of Canpartners Investments III. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis, R. Christian B. Evensen and K. Robert Turner.
- (7) Managed Accounts Limited is the parent company of Canyon Value Realization MAC 18, Ltd. Canyon Capital Advisors LLC is the investment advisor for Canyon Value Realization MAC 18, Ltd. and has the power to direct investments. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis, R. Christian B. Evensen and K. Robert Turner. Canyon Value Realization MAC 18, Ltd. is a Limited Liability Cayman Islands Company.
- (8) Citadel Limited Partnership (Citadel) is the trading manager of this securityholder and consequently has investment discretion over the referenced securities held by the securityholder. Citadel disclaims beneficial ownership of the shares beneficially owned by the securityholder. Kenneth C. Griffin indirectly controls Citadel and therefore has ultimate investment discretion over securities held by the securityholder. Mr. Griffin disclaims beneficial ownership of the shares held by the securityholder.
- (9) The securityholder is a wholly owned subsidiary of Citigroup Inc., a reporting entity with the Securities and Exchange Commission. Citigroup Inc. has voting and investment control over the securities held by the securityholder.
- (10) CNH Partners, LLC is the investment advisor of CNH CA Master Account, L.P. and has sole voting and dispositive power over the Registrable Securities. Investment principals for the advisor are Robert Krail, Mark Mitchell and Todd Pulvino.
- (11) Concordia Advisors (Bermuda) Ltd., an investment advisor registered with the Securities and Exchange Commission, is the investment manager to the securityholder and has voting and investment power with respect to the securities held by the securityholder. Alexander Ribaroff serves as president and Dan Wood serves as vice president of Concordia Advisors (Bermuda) Ltd.
- (12) D.E. Shaw & Co. L.P., as either managing member or investment advisor, has voting and investment control over any shares of Common Stock issuable upon conversion of the Debentures owned by this selling securityholder. Julius Gaudio, Eric Wepsic and Anne Dinning, or their designees, exercise voting and investment control over the referenced securities on D.E. Shaw & Co. L.P. s behalf.
- (13) DKR Capital Partners L.P. (DKR LP) is a registered investment advisor with the Securities and Exchange Commission and as such, is the investment manager to the securityholder. DKR LP has retained certain portfolio managers to act as the portfolio manager to the

securityholder managed by DKR LP. As such,

- 10 -

DKR LP and certain portfolio managers have shared dispositive and voting power over the securities held by the securityholder. For the referenced securities held by the securityholder, Tom Kirvaitis has investment and voting power.

- (14) The selling securityholder is either an investment company or a portfolio of an investment company registered under Section 8 of the Investment Company Act of 1940, as amended, or a private investment account advised by Fidelity Management and Research Company (FMR Co.). FMR Co. is a Massachusetts corporation and an investment advisor registered under Section 203 of the Investment Advisers Act of 1940, as amended, and provides investment advisory services to each of such Fidelity entities identified above, and to other registered investment companies and to certain other funds which are generally offered to a limited group of investors. FMR Co. is a wholly owned subsidiary of FMR Corp., a Delaware corporation.
- (15) FrontPoint Convertible Arbitrage Fund GP, LLC is the general partner of FrontPoint Convertible Arbitrage Fund, L.P. FrontPoint Partners LLC is the managing member of FrontPoint Convertible Arbitrage Fund GP, LLC and as such has voting and dispositive power over the securities held by the fund. Philip Duff, W. Gillespie Caffray and Paul Ghaffari are members of the board of managers of FrontPoint Partners LLC and are the sole members of its management committee. Messrs. Duff, Caffray and Ghaffari and FrontPoint Partners LLC and FrontPoint Convertible Arbitrage Fund GP, LLC each disclaim beneficial ownership of the securities held by the fund except for their pecuniary interest therein.
- (16) Jefferies Asset Management Ltd. is the investment advisor for this securityholder and consequently has voting and investment control over the referenced securities. Andre Sager (Assistant Vice President) and Evelyne Kaeser (Authorized Signatory) of Jefferies Asset Management Ltd. share voting and investment control over these securities.
- (17) JMG Capital Partners, L.P. (JMG Partners) is a California limited partnership. Its general partner is JMG Capital Management, LLC (the Manager), a Delaware limited liability company and an investment advisor registered with the Securities and Exchange Commission. The Manager has voting and dispositive power over JMG Partners' investments, including the Registrable Securities. The equity interests of the Manager are owned by JMG Capital Management, Inc., a Delaware corporation (JMG Capital), and Asset Alliance Holding Corp., a Delaware corporation. Jonathan M. Glaser is the Executive Officer and Director of JMG Capital and has sole investment discretion over JMG Partners' portfolio holdings.
- (18) JMG Triton Offshore Fund, Ltd. (the Fund) is an international business company under the laws of the British Virgin Islands. The Fund's investment manager is Pacific Assets Management LLC, a Delaware limited liability company (the Manager). The Manager is an investment advisor registered with the Securities and Exchange Commission and has voting and dispositive power over the Fund's investments, including the Registrable Securities. The equity interests of the Manager are owned by Pacific Capital Management, Inc., a Delaware company (Pacific), and Asset Alliance Holding Corp., a Delaware company. The equity interests of Pacific are owned by Messrs. Roger Richter, Jonathan M. Glaser and Daniel A. David, and Messrs. Glaser and Richter have sole investment discretion over the Fund's portfolio holdings.
- (19) The securityholder is a wholly owned subsidiary of JPMorgan Chase & Co., a reporting entity with the Securities and Exchange Commission. JPMorgan Chase & Co. has voting and investment control over the securities held by the securityholder.
- (20) KBC Financial Products USA Inc. exercises voting and investment control over any shares of common stock issuable upon conversion of the notes owned by this selling securityholder. Mr. Luke Edwards, Managing Director, exercises voting and investment control on behalf of KBC Financial Products USA Inc.
- (21) The securityholder has informed us that TQA Investors, L.L.C. has voting and investment control over the referenced securities. TQA Investors, L.L.C. consists of the following members: Robert Butman, John Idone, George Essex, Paul Bucci and Bartholomew Tesoriero.
- (22) Man-Diversified Fund II Ltd. has been identified as the Controlling Entity of Man Mac 1 Ltd., the beneficial owner of the referenced securities. The manager shares of Man-Diversified Fund II Ltd. are owned 75% by Albany Management Company Limited and 25% by Man Holdings Limited. The registered shareholder of

Albany Management Company Limited is Argonaut Limited, a Bermuda company that is controlled by Michael Collins, a resident of Bermuda. Man Holdings Limited is a subsidiary of Man Group plc, which is a public company listed on the London Stock Exchange.

- (23) The Executive Committee of McMahan Securities Co. L.P. has voting and investment control over the securities held by McMahan Securities Co. L.P. The members of the Executive Committee are D. Bruce McMahan, Jay T. Glassman, Norman L. Ziegler, Scott Dillinger, Ronald P. Fertig and Patricia Ransom.
- (24) Morgan Stanley Advisors, which is a wholly owned subsidiary of Morgan Stanley, a reporting company under the Securities Exchange Act of 1934, has voting and investment power over the securities held by the securityholder.
- (25) Management of QVT Fund LP is vested in its general partner, QVT Associates GP LLC. QVT Associates GP LLC has appointed QVT Financial LP as the investment manager for QVT Fund LP. Accordingly, QVT Financial LP has voting and investment control over the Registrable Securities held by QVT Fund LP. QVT Financial GP LLC is the general partner of QVT Financial LP and as such has complete discretion in the management and control of the business affairs of QVT Financial LP. The managing members of QVT Financial GP LLC are Daniel Gold, Lars Bader, Tracy Fu and Nicholas Brumm. Each of QVT Financial LP, QVT Financial GP LLC, Daniel Gold, Lars Bader, Tracy Fu and Nicholas Brumm disclaims beneficial ownership of the Registrable Securities held by QVT Fund LP.
- (26) Pursuant to an investment management agreement, RG Capital Management, L.P. (RG Capital) serves as the investment manager of Radcliffe SPC, Ltd. 's Class A Convertible Crossover Segregated Portfolio. RGC Management Company, LLC (Management) is the general partner of RG Capital. Steve Katznelson and Gerald Stahlecker serve as the managing members of Management. Each of RG Capital, Management and Messrs. Katznelson and Stahlecker disclaims beneficial ownership of the securities owned by Radcliffe SPC, Ltd. for and on behalf of the Class A Convertible Crossover Segregated Portfolio.
- (27) Pursuant to investment agreements, each of S.A.C. Capital Advisors, LLC, a Delaware limited liability company (SAC Capital Advisors), and S.A.C. Capital Management, LLC, a Delaware limited liability company (SAC Capital Management) share all investment and voting power with respect to the securities held by S.A.C. Arbitrage Fund, LLC. Mr. Steven A. Cohen controls both S.A.C. Capital Advisors and S.A.C. Capital Management. Each of S.A.C. Capital Advisors, S.A.C. Capital Management and Mr. Cohen disclaim beneficial ownership of any of the referenced securities held by S.A.C. Arbitrage Fund, LLC.
- (28) The following individuals have voting and investment power over the securities held by the securityholder: Lief Rosenblatt, Mark Sonnino, Gabriel Nechamkin, Christopher Tozzo, Brian Kriftcher, Stephen Shapiro and David Ford. Each of the previously named individuals disclaims beneficial ownership of the referenced securities.
- (29) SG Cowen Securities Corp. is an institutional investment manager registered with the Securities and Exchange Commission. Societe Generale Asset Management Corp., a reporting entity with the Securities and Exchange Commission, has voting and investment power over the securities held by the securityholder.
- (30) UBS O Connor LLC has voting and investment control over the securities held by the securityholder. UBS O Connor LLC is a wholly owned subsidiary of UBS AG, which is a reporting entity under the Securities Exchange Act of 1934.
- (31) Van Kampen Asset Management, Inc., a reporting entity with the Securities and Exchange Commission, is the investment advisor to the securityholder and has voting and investment power over the securities held by the securityholder.
- (32) The securityholder is a wholly owned subsidiary of Wachovia Corporation, a reporting entity with the Securities and Exchange Commission. Wachovia Corporation has voting and investment control over the securities held by the securityholder.