

RED HAT INC  
Form 424B3  
November 04, 2004

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-115389

**PROSPECTUS SUPPLEMENT NO. 3**

**(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

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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.

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

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**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.**

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The date of this prospectus supplement is November 4, 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 of Debentures Beneficially Owned That May Be Sold (1)	Shares of Red Hat	
		Common Stock	Shares of Red Hat
		Beneficially Owned	Common Stock
		Upon Conversion of the Debentures (1)	Owned After Completion 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	
Aristeia International Limited	1,492,000	58,300	
Aristeia Trading LLC(4)	278,000	10,862	
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	
BTOP Multi-Strategy Master Portfolio Ltd.	8,000,000	312,602	
C & H Sugar Company Inc.	150,000	5,861	
Canyon Capital Arbitrage Master Fund, Ltd.(3)	14,250,000	556,823	

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Canyon Value Realization Fund, L.P.(3)	7,125,000	278,411
Canyon Value Realization Fund (Cayman), Ltd.(3)	19,475,000	760,991
Canyon Value Realization MAC 18, Ltd. (RMF)(3)	2,850,000	111,364
Cheyne Fund L.P.	5,408,000	211,319

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Full Legal Name of Selling Securityholder	Principal Amount	Shares of Red Hat		Shares of Red Hat
	of Debentures	Common Stock	Debtures Owned	Common Stock
	Beneficially Owned	Beneficially Owned	After Completion	Owned After
	That May Be	Upon Conversion	of the	Completion
	Sold (1)	of the	Offering (2)	of the
		Debentures (1)		Offering (2)
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		
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	1,804,000	70,491		
DBAG London(3)	8,019,000	313,344		
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	107,000	4,181		
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		
Grace Convertible Arbitrage Fund, Ltd.(3)	3,500,000	136,763		

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Guardian Life Insurance Co. of America(3)	5,500,000	214,914
Guardian Pension Trust(3)	400,000	15,630

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Full Legal Name of Selling Securityholder	Shares of Red Hat		Shares of Red Hat	
	Principal Amount of Debentures Beneficially Owned That May Be Sold (1)	Common Stock		Common Stock
		Beneficially Owned Upon Conversion of the Debentures (1)	Debentures Owned After Completion of the Offering (2)	Owned After
				Completion of the 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		
Lyxor/Forest Fund Ltd.	3,060,000	119,570		
Lyxor Master Fund(3)	300,000	11,722		

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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

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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)
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	500,000	19,537		
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	724,000	28,290		
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		

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TQA Master Plus Fund, Ltd.	1,908,000	74,555
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Full Legal Name of Selling Securityholder	Shares of Red Hat		Shares of Red Hat	
	Principal Amount	Common Stock	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.

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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.

## VOTING/INVESTMENT CONTROL TABLE

NAME OF SECURITYHOLDER	NATURAL PERSON OR PERSONS WITH VOTING/INVESTMENT CONTROL
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
Aristeia International Limited	(3)
Aristeia Trading LLC	(3)
Arkansas PERS	Ann Houlihan
Arkansas Teacher Retirement	(4)
AstraZeneca Holdings Pension	Ann Houlihan
Baptist Health of South Florida	(4)
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
BTOP Multi-Strategy Master Portfolio Ltd.	Eric Lobben
C & H Sugar Company Inc.	Ann Houlihan
Canyon Capital Arbitrage Master Fund, Ltd.	(5)
Canyon Value Realization Fund (Cayman), Ltd.	(6)
Canyon Value Realization Fund, L.P.	(7)
Canyon Value Realization MAC 18, Ltd. (RMF)	(8)
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.	(9)
Citadel Equity Fund Ltd.	(9)
Citigroup Global Markets Inc.	(10)
CNH CA Master Account, L.P.	(11)
Commissioners of the Land Office	Maren Lindstrom
Concordia Mac29 Limited	(12)
Concordia Partners L.P.	(12)
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
Delaware PERS	Ann Houlihan
D.E. Shaw Investment Group, L.L.C.	(13)
D.E. Shaw Valence Portfolios, L.L.C.	(13)
Deutsche Bank Securities Inc.	Thomas Sullivan
DKR SoundShore Opportunity Holding Fund Ltd.	(14)
DKR SoundShore Strategic Holding Fund Ltd.	(14)
Dodeca Fund, L.P.	Thomas J. Ray
Engineers Joint Pension Fund	(4)
Family Service Life Insurance Co.	John Murphy
Fidelity Contrafund	(15)
Fidelity Financial Trust: Fidelity Convertible Securities Fund	(15)

NAME OF SECURITYHOLDER	NATURAL PERSON OR PERSONS WITH VOTING/INVESTMENT CONTROL
Fidelity Trend Fund	(15)
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
Forest Multi-Strategy Master Fund SPC, on behalf of its Multi-Strategy Segregated Portfolio	Michael A. Boyd
Franklin and Marshall College	Jack Feiler
Froley Revy Investment Convertible Security Fund	Ann Houlihan
FrontPoint Convertible Arbitrage Fund, L.P.	(16)
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	(4)
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	(17)
JMG Capital Partners, L.P.	(18)
JMG Triton Offshore Fund, Ltd.	(19)
JP Morgan Securities Inc.	(20)
KBC Convertible MAC28 Fund	Andy Preston
KBC Convertible Opportunities Fund	Andy Preston
KBC Financial Products USA Inc.	(21)
KBC Multi-Strategy Arbitrage Fund	Andy Preston
KeySpan Foundation	Maren Lindstrom
KeySpan Insurance Company	Maren Lindstrom
LDG Limited	(22)
Lexington Vantage Fund c/o TQA Investors, L.L.C.	(22)
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	(12)
Man Convertible Bond Master Fund, Ltd.	John Null and J. T. Hansen

NAME OF SECURITYHOLDER	NATURAL PERSON OR PERSONS WITH VOTING/INVESTMENT CONTROL
Man Mac I Limited	(23)
McMahan Securities Co. L.P.	(24)
Melody IAM Fund	Andy Preston
Morgan Stanley Convertible Securities Trust	(25)
MSD TCB, L.P.	John Phelan and Glenn Fuhrman
National Fuel & Gas Company Retirement Plan	Maren Lindstrom
Nicholas-Applegate Capital Management Convertible Mutual Fund	(4)
OCLC Online Computer Library Center Inc.	Ann Houlihan
Oppenheimer Convertible Securities Fund	Ted Everett
Oxford, Lord Abbett & Co.	Maren Lindstrom
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	(26)
Radcliffe SPC, Ltd. for and on behalf of the Class A Convertible Crossover Segregated Portfolio	(27)
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	(28)
San Diego City Retirement	(4)
San Diego County Convertible	(4)
Satellite Asset Management, L.P.	(29)
SG Cowen Securities Corp.	(30)
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.	(22)
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.	(22)
TQA Master Plus Fund, Ltd.	(22)
UBS O Connor LLC f/b/o O Connor Global Convertible Arbitrage Master Ltd.	(31)
UBS Securities LLC	Keith Ackerman
US Bank FBO Benedictine Health Systems	Ann Houlihan
Van Kampen Harbor Fund	(32)
Variable Insurance Products Fund II: Contrafund Portfolio	(15)
Vermont Mutual Insurance Company	Maren Lindstrom
Viacom Inc. Pension Plan Master Trust	John Gottfurcht, George Douglas, Amy Jo Gottfurcht
Wachovia Capital Markets LLC	(33)
Wake Forest University	(4)

## NATURAL PERSON OR PERSONS WITH

NAME OF SECURITYHOLDER	VOTING/INVESTMENT CONTROL
Wyoming State Treasurer	(4)
Xavex Convertible Arbitrage 4 Fund	Michael A. Boyd
Xavex Convertible Arbitrage 7 Fund c/o TQA Investors, L.L.C.	(22)
Zurich Institutional Benchmarks Master Fund Ltd.	Michael A. Boyd
Zurich Institutional Benchmarks Master Fund, Ltd. c/o TQA Investors, L.L.C.	(22)

- (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) Aristeia Capital LLC is the investment manager for the securityholder and has voting and investment power with respect to the securities held by the securityholder. Aristeia Capital LLC is jointly owned by Robert H. Lynch, Jr., Anthony Frascella and Kevin Toner, who exercise voting and investment control over the referenced securities on Aristeia Capital LLC's behalf.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.

- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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.
- (14) 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, 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.
- (15) 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.
- (16) 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.
- (17) 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.
- (18) 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.

- (19) 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.
- (20) 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.
- (21) 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.
- (22) 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.
- (23) Man-Diversified Fund II Ltd. has been identified as the Controlling Entity of Man Mac I 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.
- (24) 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.
- (25) 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.
- (26) 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.
- (27) 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.

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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

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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.

- (29) 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.
- (30) 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.
- (31) 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.
- (32) 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.
- (33) 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.