

GOODRICH PETROLEUM CORP

Form 424B3

March 28, 2008

Filed pursuant to Rule 424(b)(3)  
Registration No. 333-141862

Prospectus Supplement No. 2  
(To Prospectus Dated August 20, 2007)

**\$175,000,000**  
**3.25% Convertible Senior Notes due 2026**  
**and up to 3,122,263 Common Shares**  
**Issuable Upon Exchange of the Notes**

This document supplements the prospectus dated August 20, 2007, relating to the offering for resale of our 3.25% Convertible Senior Notes due 2026 (the notes ) and the shares of our common stock, par value \$0.20 per share (the common stock ), issuable upon conversion of the notes. The information in this prospectus supplement replaces and supercedes the information set forth under the heading Selling Security Holders in the prospectus dated August 20, 2007.

We are a Delaware corporation. Our principal offices are located at 808 Travis Street, Suite 1320, Houston, Texas 77002, and our telephone number is (713) 780-9494.

Our common stock is listed on the New York Stock Exchange under the symbol GDP. The last reported sale price of our common stock on the New York Stock Exchange on March 27, 2008 was \$29.24 per share.

*Investing in the notes involves risks. See Risk Factors, beginning on page 7 of the prospectus.*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is March 28, 2008

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**SELLING SECURITY HOLDERS**

We initially issued and sold a total of \$175,000,000 aggregate principal amount of the notes in private placements to certain initial purchasers on December 6, 2006 and December 8, 2006. The initial purchasers have advised us that they resold the notes in transactions exempt from the registration requirements of the Securities Act of 1933, as amended, to qualified institutional buyers (as defined in Rule 144A under the Securities Act) in compliance with Rule 144A. The selling security holders, which term includes their transferees, pledgees, donees and successors, may from time to time offer and sell pursuant to this prospectus any and all of the notes and the Shares of common stock issuable upon exchange of the notes.

The notes and the shares of common stock to be issued upon exchange of the notes are being registered pursuant to a registration rights agreement between us and the initial purchasers. In that agreement, we undertook to file a registration statement with regard to the notes and the shares of common stock issuable upon exchange of the notes and, subject to certain exceptions, to keep that registration statement effective until the date there are no longer any registrable securities. See Registration Rights. The registration statement to which this prospectus relates is intended to satisfy our obligations under that agreement.

The selling security holders named below have advised us that they currently intend to sell the notes and the shares of common stock set forth below pursuant to this prospectus. Additional selling security holders may choose to sell notes and the shares of common stock from time to time upon notice to us. None of the selling security holders named below has, within the past three years, held any position, office or other material relationship with us or any of our predecessors or affiliates.

Unless the securities were purchased pursuant to this registration statement, before a security holder not named below may use this prospectus in connection with an offering of securities, this prospectus will be amended or supplemented to include the name and amount of notes and common shares beneficially owned by the selling security holder and the amount of notes and common shares to be offered. Any amended or supplemented prospectus will also disclose whether any selling security holder selling in connection with that amended or supplemented prospectus has held any position, office or other material relationship with us or any of our predecessors or affiliates during the three years prior to the date of the amended or supplemented prospectus.

The following table is based solely on information provided by the selling security holders. This information represents the most current information provided to us by selling security holders.

|   | <b>Amount of<br/>Notes<br/>Beneficially<br/>Owned (\$)</b> | <b>Percentage<br/>of Notes<br/>Beneficially<br/>Owned</b> | <b>Amount of<br/>Notes to Be<br/>Sold (1)</b> | <b>Number of<br/>Shares of<br/>Common<br/>Stock<br/>Beneficially<br/>Owned (2)(3)</b> | <b>Number of<br/>Shares of<br/>Common<br/>Stock<br/>That May Be<br/>Sold (1)(3)</b> | <b>Number<br/>of<br/>Shares<br/>of<br/>Common<br/>Stock<br/>Upon<br/>Completion<br/>of<br/>Offering (1)</b> |
|---|--|---|---|---|---|---|
| ACE Tempest Reinsurance Ltd.<br>(4)           | \$ 245,000   | *   | \$ 245,000                                    | 4,371   | 4,371   |   |
| Advent Convertible ARB<br>Master (20)         | \$3,703,000  | 2.12%   | \$3,703,000                                   | 66,067  | 66,067  |   |
| Advent Enhanced Phoenix (20)                  | \$4,000,000  | 2.29%   | \$4,000,000                                   | 71,366  | 71,366  |   |
| Alabama Children's Hospital<br>Foundation (5) | \$ 25,000  | *   | \$ 25,000                                     | 446   | 446   |   |
| Alcon Laboratories (20)                       | \$ 348,000   | *   | \$ 348,000                                    | 6,209   | 6,209   |   |
|   | \$6,925,000  | 3.96%   | \$6,925,000                                   | 123,552   | 123,552   |   |

Aristeia International  
Limited (6)

|  |              |   |              |        |        |
|--|--------------|---|--------------|--------|--------|
| Aristeia Partners LP (6)                             | \$ 1,075,000 | * | \$ 1,075,000 | 19,180 | 19,180 |
| Arkansas Pers (5)                                    | \$ 590,000   | * | \$ 590,000   | 10,526 | 10,526 |
| Arlington County Employees<br>Retirement System (20) | \$ 499,000   | * | \$ 499,000   | 8,903  | 8,903  |

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|   | <b>Amount of</b>    | <b>Percentage</b>   | <b>Amount of</b>   | <b>Number of</b>    | <b>Number of</b>  | <b>Number of</b>   |
|---|---------------------|---------------------|--------------------|---------------------|-------------------|--------------------|
|   | <b>Notes</b>        | <b>of Notes</b>     | <b>Notes to Be</b> | <b>Common</b>       | <b>Shares of</b>  | <b>Shares of</b>   |
|   | <b>Beneficially</b> | <b>Beneficially</b> | <b>Sold ()(1)</b>  | <b>Stock</b>        | <b>Common</b>     | <b>Common</b>      |
|   | <b>Owned (\$)</b>   | <b>Owned</b>        |                    | <b>Beneficially</b> | <b>Stock</b>      | <b>Stock</b>       |
|   |                     |                     |                    | <b>Owned(2)(3)</b>  | <b>That May</b>   | <b>Upon</b>        |
|   |                     |                     |                    |                     | <b>Be</b>         | <b>Completion</b>  |
|   |                     |                     |                    |                     | <b>Sold(1)(3)</b> | <b>of</b>          |
|   |                     |                     |                    |                     |                   | <b>Offering(1)</b> |
| Bear Stearns & Co.<br>Inc. (7)                            | \$ 30,060,000       | 17.18%              | \$ 30,060,000      | 536,315             | 536,315           |                    |
| Boilermakers<br>Blacksmith Pension<br>Trust (5)           | \$ 1,100,000        | *                   | \$ 1,100,000       | 19,626              | 19,626            |                    |
| British Virgin Islands<br>Social Security Board<br>(20)   | \$ 115,000          | *                   | \$ 115,000         | 2,052               | 2,052             |                    |
| Chrysler Corporation<br>Master Retirement<br>Trust (4)    | \$ 1,105,000        | *                   | \$ 1,105,000       | 19,715              | 19,715            |                    |
| City University of<br>New York (20)                       | \$ 100,000          | *                   | \$ 100,000         | 1,784               | 1,784             |                    |
| CNH CA Master<br>Account, L.P. (8)                        | \$ 4,000,000        | 2.29%               | \$ 4,000,000       | 71,366              | 71,366            |                    |
| Cowen and Company<br>LLC (24)                             | \$ 94,000           | *                   | \$ 94,000          | 1,677               | 1,677             |                    |
| Delaware Public<br>Employees<br>Retirement System<br>(4)  | \$ 625,000          | *                   | \$ 625,000         | 11,151              | 11,151            |                    |
| Delta Airlines Master<br>Trust CV (4)                     | \$ 190,000          | *                   | \$ 190,000         | 3,390               | 3,390             |                    |
| Delta Airlines Master<br>Trust (5)                        | \$ 235,000          | *                   | \$ 235,000         | 4,193               | 4,193             |                    |
| Delta Pilots Disability<br>& Survivorship Trust<br>CV (4) | \$ 135,000          | *                   | \$ 135,000         | 2,409               | 2,409             |                    |
| Deutsche Bank<br>Securities (23)                          | \$ 5,889,900        | 3.37%               | \$ 5,889,900       | 105,085             | 105,085           |                    |
| F. M. Kirby<br>Foundation,<br>Inc. (4)                    | \$ 195,000          | *                   | \$ 195,000         | 3,479               | 3,479             |                    |
| Florida Power and<br>Light (20)                           | \$ 645,000          | *                   | \$ 645,000         | 11,508              | 11,508            |                    |
| Fore Convertible<br>Master Fund, Ltd.                     | \$ 5,056,000        | 2.89%               | \$ 5,056,000       | 90,207              | 90,207            |                    |

|   |              |        |              |         |         |
|---|--------------|--------|--------------|---------|---------|
| (19)<br>Fore Erisa Fund, Ltd.<br>(19)   | \$ 444,000   | *      | \$ 444,000   | 7,922   | 7,922   |
| FPL Group<br>Employees Pension<br>Plan (5)  | \$ 450,000   | *      | \$ 450,000   | 8,029   | 8,029   |
| GMIMCO Trust (20)   | \$ 500,000   | *      | \$ 500,000   | 8,921   | 8,921   |
| Governing Board<br>Employees Benefit<br>Plan of the City of<br>Detroit (20)                           | \$ 9,000     | *      | \$ 9,000     | 161     | 161     |
| Grady Hospital<br>Foundation (20)   | \$ 95,000    | *      | \$ 95,000    | 1,695   | 1,695   |
| Healthcare Georgia<br>Foundation (20)   | \$ 41,000    | *      | \$ 41,000    | 732     | 732     |
| HFRCA Opportunity<br>Master Fund (20)   | \$ 164,000   | *      | \$ 164,000   | 2,926   | 2,926   |
| Highbridge<br>International<br>LLC (9)  | \$19,500,000 | 11.14% | \$19,500,000 | 347,909 | 347,909 |
| Independence Blue<br>Cross (20)   | \$ 431,000   | *      | \$ 431,000   | 7,690   | 7,690   |
| International Truck &<br>Engine Corporation<br>Non Contributory<br>Retirement Plan Trust<br>(4)       | \$ 110,000   | *      | \$ 110,000   | 1,963   | 1,963   |
| International Truck &<br>Engine Corporation<br>Retiree Health<br>Benefit Trust (4)                    | \$ 65,000    | *      | \$ 65,000    | 1,160   | 1,160   |
| International Truck &<br>Engine Corporation<br>Retirement Plan for<br>Salaried Employees<br>Trust (4) | \$ 60,000    | *      | \$ 60,000    | 1,070   | 1,070   |

|   | <b>Amount of<br/>Notes<br/>Beneficially<br/>Owned (\$)</b> | <b>Percentage<br/>of Notes<br/>Beneficially<br/>Owned</b> | <b>Amount of<br/>Notes to Be<br/>Sold (1)</b> | <b>Number of<br/>Shares of<br/>Common<br/>Stock<br/>Beneficially<br/>Owned(2)(3)</b> | <b>Number of<br/>Shares of<br/>Common<br/>Stock<br/>That May<br/>Be<br/>Sold(1)(3)</b> | <b>Number of<br/>Shares of<br/>Common<br/>Stock<br/>Upon<br/>Completion<br/>of<br/>Offering(1)</b> |
|---|--|---|---|--|--|--|
| JMG Capital Partners,<br>LP (10)                                  | \$ 2,650,000   | 1.51%   | \$ 2,650,000                                  | 47,280   | 47,280   |  |
| JMG Triton Offshore Fund,<br>Ltd (11)                             | \$ 1,350,000   | *   | \$ 1,350,000                                  | 24,086   | 24,086   |  |
| Kamunting Street Capital<br>Management, L.P. (12)                 | \$ 4,000,000   | 2.29%   | \$ 4,000,000                                  | 71,366   | 71,366   |  |
| Linden Capital LP (21)  | \$ 5,500,000   | 3.14%   | \$ 5,500,000                                  | 98,128   | 98,128   |  |
| Louisiana CCRF (5)  | \$ 80,000  | *   | \$ 80,000                                     | 1,427  | 1,427  |  |
| Lyxor Master Trust<br>Fund (20)                                   | \$ 133,000   | *   | \$ 133,000                                    | 2,373  | 2,373  |  |
| Microsoft Capital Group,<br>L.P. (4)                              | \$ 110,000   | *   | \$ 110,000                                    | 1,963  | 1,963  |  |
| National Railroad<br>Investment Trust (4)                         | \$ 595,000   | *   | \$ 595,000                                    | 10,616   | 10,616   |  |
| Nisswa Master Fund<br>Ltd. (13)                                   | \$ 1,000,000   | *   | \$ 1,000,000                                  | 29,942   | 17,842   | 12,100   |
| Nuveen Preferred &<br>Convertible Fund<br>JQC (5)                 | \$ 2,500,000   | 1.43%   | \$ 2,500,000                                  | 44,604   | 44,604   |  |
| Nuveen Preferred &<br>Convertible Income Fund<br>JPC (5)          | \$ 1,765,000   | 1.01%   | \$ 1,765,000                                  | 31,490   | 31,490   |  |
| Occidental Petroleum<br>Corporation (20)                          | \$ 225,000   | *   | \$ 225,000                                    | 4,014  | 4,014  |  |
| OCM Convertible Trust (4)   | \$ 335,000   | *   | \$ 335,000                                    | 5,977  | 5,977  |  |
| OCM Global Convertible<br>Securities Fund (4)                     | \$ 140,000   | *   | \$ 140,000                                    | 2,498  | 2,498  |  |
| Partner Reinsurance<br>Company Ltd. (4)                           | \$ 245,000   | *   | \$ 245,000                                    | 4,371  | 4,371  |  |
| PBGC Maintenance (25)   | \$ 48,000  | *   | \$ 48,000                                     | 856  | 856  |  |
| Police & Fire Retirement<br>System of the City of<br>Detroit (20) | \$ 318,000   | *   | \$ 318,000                                    | 5,674  | 5,674  |  |
| Polygon Global<br>Opportunities Master Fund<br>(22)               | \$ 6,000,000   | 3.43%   | \$ 6,000,000                                  | 107,049  | 107,049  |  |
| Pro Mutual (20)   | \$ 631,000   | *   | \$ 631,000                                    | 11,258   | 11,258   |  |
| Qwest Occupational Health<br>Trust (4)                            | \$ 75,000  | *   | \$ 75,000                                     | 1,338  | 1,338  |  |

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|   |              |        |              |         |         |        |
|---|--------------|--------|--------------|---------|---------|--------|
| Qwest Pension Trust (4)   | \$ 465,000   | *      | \$ 465,000   | 8,296   | 8,296   |        |
| Raytheon Phoenix (20)   | \$ 542,000   | *      | \$ 542,000   | 9,670   | 9,670   |        |
| S.A.C. Arbitrage Fund, LLC<br>(14)                                | \$ 4,000,000 | 2.29%  | \$ 4,000,000 | 71,366  | 71,366  |        |
| San Francisco City and<br>County ERS (20)                         | \$ 987,000   | *      | \$ 987,000   | 17,610  | 17,610  |        |
| Sandelman Partners<br>Multi Strategy Master Fund<br>Ltd. (15)     | \$11,500,000 | 6.57%  | \$11,500,000 | 205,177 | 205,177 |        |
| Satellite Convertible<br>Arbitrage Master Fund LLC<br>(16)        | \$10,000,000 | 5.71%  | \$10,000,000 | 227,335 | 178,415 | 48,920 |
| Seattle City Employee<br>Retirement System (20)                   | \$ 59,000    | *      | \$ 59,000    | 1,053   | 1,053   |        |
| Select Hedged High-Yield<br>Funds 12 Meter<br>Management, LP (26) | \$ 1,000,000 | *      | \$ 1,000,000 | 17,842  | 17,842  |        |
| Stark Master Fund Ltd. (17)                                       | \$19,000,000 | 10.86% | \$19,000,000 | 338,989 | 338,989 |        |

3



|  | Amount of            | Percentage   |                      | Number of        | Number of        | Number of     |
|--|----------------------|--------------|----------------------|------------------|------------------|---------------|
|  | Notes                | of Notes     | Amount of            | Common           | Shares of        | Shares of     |
|  | Beneficially         | Beneficially | Notes to Be          | Beneficially     | Common           | Common        |
|  | Owned (\$)           | Owned        | Sold ()(1)           | Owned(2)(3)      | Stock            | Stock         |
|  |                      |              |                      |                  | That May Be      | Upon          |
|  |                      |              |                      |                  | Sold(1)(3)       | Completion    |
|  |                      |              |                      |                  |                  | of            |
|  |                      |              |                      |                  |                  | Offering(1)   |
| Starvest Convertible Securities Fund (20)                              | \$ 31,000            | *            | \$ 31,000            | 553              | 553              |               |
| State of Oregon Equity (5)   | \$ 1,700,000         | *            | \$ 1,700,000         | 30,331           | 30,331           |               |
| Teachers Retirement System of the City of New York (20)                | \$ 831,000           | *            | \$ 831,000           | 14,826           | 14,826           |               |
| Trust for the Defined Benefit Plans of ICI American Holdings, Inc. (4) | \$ 115,000           | *            | \$ 115,000           | 2,052            | 2,052            |               |
| Trustmark Insurance Company (20)                                       | \$ 204,000           | *            | \$ 204,000           | 3,640            | 3,640            |               |
| UnumProvident Corporation (4)  | \$ 160,000           | *            | \$ 160,000           | 2,855            | 2,855            |               |
| US Bank FBO Essentia Health Systems (5)                                | \$ 60,000            | *            | \$ 60,000            | 1,070            | 1,070            |               |
| Vanguard Convertible Securities Fund, Inc. (4)                         | \$ 2,015,000         | 1.15%        | \$ 2,015,000         | 35,951           | 35,951           |               |
| Vicis Capital Master Fund (18)   | \$ 2,000,000         | 1.14%        | \$ 2,000,000         | 35,683           | 35,683           |               |
| Virginia Retirement System (4)   | \$ 880,000           | *            | \$ 880,000           | 15,701           | 15,701           |               |
| Other Securityholders (27)   | \$ 2,975,100         | 1.70%        | \$ 2,975,100         | 53,080           | 53,080           |               |
| <b>Total</b>   | <b>\$175,000,000</b> | <b>100%</b>  | <b>\$175,000,000</b> | <b>3,183,283</b> | <b>3,069,182</b> | <b>61,020</b> |

\* Less than 1%.

(1) Because a selling security

holder may sell all or a portion of the notes and common shares issuable upon exchange of the notes pursuant to this prospectus, an estimate cannot be given as to the number or percentage of notes and common shares that the selling security holder will hold upon termination of any sales. The information presented assumes that all of the selling security holders will fully exchange the notes for cash and Shares of common stock and that the selling security holders will sell all Shares of common stock that they received pursuant to such exchange.

- (2) Includes shares of common stock issuable upon exchange of the notes and open short positions in the shares of common stock. Does not include share of

our common  
stock underlying  
shares of our  
Series B  
Preferred  
Convertible  
Stock.

- (3) The number of shares of our common stock issuable upon conversion of the notes is calculated assuming (i) that the notes are worth \$350,000,000 at the time of conversion, with the \$175,000,000 principal amount paid in cash and the remaining \$175,000,000 paid in shares of our common stock and (ii) the conversion of the full amount of notes held by such holder at the initial conversion rate of 15.1653 per \$1,000 principal amount of the notes, which equals an initial conversion price of \$65.94. This conversion rate is subject to adjustment as described under Description of Notes

Conversion  
Rights  
Conversion Rate  
Adjustments.  
Accordingly,  
the number of  
shares of our  
common stock  
to be sold may  
increase or  
decrease from  
time to time.  
Fractional  
shares will not  
be issued upon  
conversion of  
the notes. Cash  
will be paid  
instead of  
fractional  
shares, if any.

- (4) Representatives of this security holder have advised us that this security holder is an affiliate of a U.S. registered broker-dealer; however, this security holder acquired the notes in the ordinary course of business and, at the time of the acquisition, had no agreements or understandings, directly or indirectly, with any party to distribute the notes or our common stock issuable upon conversion of the notes held

by this security holder. Oaktree Capital Management LLC is the portfolio manager of the security holder. Lawrence Keele, Principal of Oaktree Capital Management LLC, holds the voting and dispositive power with respect to the notes or our common stock issuable upon conversion of the notes held by this security holder.

(5) Representatives of this security holder have advised us that Ann Houlihan CCO, on behalf of Froley, Revy Investment Co., Inc., holds the voting and dispositive power with respect to the notes or our common stock issuable upon conversion of the notes held by this security holder.

(6) Representatives of this security holder have advised us that

Kevin Taner,  
Robert H.  
Lynch Jr.,  
Anthony  
Frascella and  
William R.  
Techar, joint  
owners of the  
investment  
manager of this  
security holder,  
are the natural  
persons who  
hold the voting  
and dispositive  
power with  
respect to the  
notes or our  
common stock  
issuable upon  
conversion of  
the notes held  
by this security  
holder.

- (7) This security holder has advised us that it is a U.S. registered broker-dealer. As such, the security holder is, under the interpretation of the Securities and Exchange Commission, an underwriter within the meaning of the Securities Act of 1933, as amended. Please see Plan of Distribution for required disclosure regarding this security holder. Voting and

dispositive  
power with  
respect to the  
notes and our  
common stock  
issuable upon  
conversion of  
the notes held  
by this security  
holder is held by  
Michael Loyd,  
Senior  
Managing  
Director of the  
security holder.

- (8) Representatives of this security holder have advised us that CNH Partners, LLC is the Investment Advisor of the security holder and has sole voting and dispositive power over the notes or our common stock issuable upon conversion of the notes held by this security holder. The Investment Principals for the Investment Advisor are Robert Krail, Mark Mitchell and Todd Pulvino.
- (9) This security holder has advised us that Highbridge Capital Management, LLC is the trading manager of this security holder and consequently has voting control and investment discretion over the notes and our common stock issuable upon conversion of the notes held



by this security holder. Glenn Dubin and Henry Swieca control Capital Management, LLC and are the natural persons with voting and dispositive power with respect to the notes or our common stock issuable upon conversion of the notes held by this security holder. Each of Capital Management, LLC, Mr. Dubin and Mr. Swieca disclaims beneficial ownership of securities held by this security holder.

- (10) This security holder has advised us that voting and dispositive power with respect to the notes or our common stock held by this security holder is held by Jonathan M. Glaser.
- (11) This security holder has advised us that voting and dispositive power with

respect to the  
notes or our  
common stock  
held by this  
security holder  
is held by  
Jonathan M.  
Glaser and  
Roger Richter.

(12) This security  
holder has  
advised us that  
voting and  
dispositive  
power with  
respect to the  
notes or our  
common stock  
held by this  
security holder  
is held by Allan  
Teh.

(13) This security  
holder has  
advised us that  
voting and  
dispositive  
power with  
respect to the  
notes or our  
common stock  
held by this  
security holder  
is held by Brian  
Tayler and  
Aaron Yeevy.

(14) This security  
holder has  
advised us that  
voting and  
dispositive  
power with  
respect to the  
notes or our  
common stock  
held by this  
security holder  
is held by

Steven A.  
Cohen.  
Mr. Cohen  
disclaims  
beneficial  
ownership of  
securities held  
by this security  
holder.

(15) This security  
holder has  
advised us that  
voting and  
dispositive  
power with  
respect to the  
notes or our  
common stock  
held by this  
security holder  
is held by John  
Sandelman.

(16) This security  
holder has  
advised us that  
voting and  
dispositive  
power with  
respect to the  
notes or our  
common stock  
held by this  
security holder  
is held by  
Satellite Fund  
Management,  
LLC. The  
managing  
members of  
Satellite Fund  
Management,  
LLC are Lief  
Rosenblatt,  
Mark Sonnino  
and Gabe  
Nechamkin.  
Each of Satellite  
Fund  
Management,

LLC, Lief Rosenblatt, Mark Sonnino and Gabe Nechamkin disclaims beneficial ownership of securities held by this security holder.

- (17) Representatives of this security holder have advised us that this security holder is an affiliate of a U.S. registered broker-dealer; however, this security holder acquired the notes in the ordinary course of business and, at the time of the acquisition, had no agreements or understandings, directly or indirectly, with any party to distribute the notes or our common stock issuable upon conversion of the notes held by this security holder. Stark Offshore Management, LLC is the investment manager of the security holder. Michael A. Roth is the managing

member of Stark Offshore Management, LLC, and holds the voting and dispositive power with respect to the notes or our common stock issuable upon conversion of the notes held by this security holder.

(18) Vicis Capital LLC is the investment manager of Vicis Capital Master Fund. John Succo, Shad Stastney and Sky Lucas control Vicis Capital LLC. As such, Messrs. Succo, Stastney and Lucas are the natural persons who have voting and investment control of the securities being offered. Each of Messrs. Succo, Stastney and Lucas disclaims beneficial ownership of securities held by this security holder.

(19) Representatives of this security holder have advised us that this security

holder is an investment company under the Investment Company Act of 1940, as amended. Michael Li is the Chief Executive Officer of this security holder, and as such is the natural person with voting and investment control of the securities being offered.

- (20) This security holder has advised us that voting and dispositive power with respect to the notes or our common stock held by this security holder is held by Advent Capital Management, LLC. The President of Advent Capital Management, LLC is Tracy V. Maitland.
- (21) This security holder has advised that voting and dispositive power with respect to the notes or our common stock

held by this  
security holder  
is held by Siu  
Min Wong.

- (22) Polygon  
Investment  
Partner LLP and  
Polygon  
Investment  
Partners LP (the  
Investment  
Managers ),  
Polygon  
Investments  
Ltd. (the  
Manager ),  
Alexander E.  
Jackson, Reade  
E. Griffith and  
Patrick G.G.  
Dear share  
voting and  
dispositive  
power of the  
securities held  
by Polygon  
Global  
Opportunities  
Master Fund.  
The Investment  
Managers, the  
Manager,  
Alexander E.  
Jackson, Reade  
E. Griffith and  
Patrick G.G.  
Dear disclaim  
beneficial  
ownership of  
the securities  
held by Polygon  
Global  
Opportunities  
Master Fund.

- (23) This security  
holder has  
advised us that  
it is a U.S.  
registered

broker-dealer.

As such, the security holder is, under the interpretation of the Securities and Exchange Commission, an underwriter within the meaning of the Securities Act of 1933, as amended. Please see Plan of Distribution for required disclosure regarding this selling security holder. This security holder is a publicly traded corporation.

- (24) This security holder has advised us that it is a U.S. registered broker-dealer. As such, the security holder is, under the interpretation of the Securities and Exchange Commission, an underwriter within the meaning of the Securities Act of 1933, as amended. Please see Plan of Distribution for required disclosure regarding this security holder.



This security holder is a publicly traded company.

(25) This security holder has advised us that voting and dispositive power with respect to the notes or our common stock held by this security holder is held by Chris Dialynis.

(26) Select Hedged High-Yield Overseas Fund, Ltd. is an investment fund organized as a Bermuda limited corporation. The Investor Manager of Select Hedged High-Yield Overseas Fund, Ltd. is 12 Meter Management, L.P., a Registered Investment Advisor under the Investment Company Act of 1940. The General Partner of 12 Meter Management, L.P. is GMTA, LLC. The managing members of GMTA, LLC are Select

Advisors, LLC  
and Peter  
Zurkow. The  
Managing  
Members of  
Select Advisors  
are Janis  
Hearrell and  
Louis Margolis.

- (27) We will identify other selling security holders and describe their security beneficial ownership and amounts of securities to be sold by filing a prospectus supplement including such information.

Selling security holders who are registered broker-dealers are underwriters within the meaning of the Securities Act of 1933. In addition, selling security holders who are affiliates of registered broker-dealers are underwriters within the meaning of the Securities Act of 1933 if such selling security holder (a) did not acquire its notes or underlying Shares of common stock in the ordinary course of business or (b) had an agreement or understanding, directly or indirectly, with any person to distribute the notes or underlying common shares. To our knowledge, no selling security holder who is a registered broker-dealer or an affiliate of a registered broker-dealer received any securities as underwriting compensation.