

SCHEIN HENRY INC  
Form 424B3  
March 31, 2006

This prospectus supplement filed pursuant to Rule 424(b)(3)  
Registration No. 333-120246

PROSPECTUS SUPPLEMENT

This is a supplement, dated March 31, 2006, to the prospectus which forms a part of Amendment No. 1 to the Form S-3 Registration Statement (No. 333-120246) filed on January 14, 2005, by Henry Schein, Inc.

We originally issued the notes to which this supplement relates in a private placement on August 9, 2004. The notes were resold by the initial purchasers to qualified institutional buyers, as such term is defined by Rule 144A under the Securities Act of 1933, as amended (the Securities Act), in transactions exempt from registration under the Securities Act. The notes and the shares of common stock issuable upon conversion of the notes that may be offered pursuant to the prospectus and this supplement are being offered by the selling securityholders, which includes their transferees, distributees, pledgees or donees or their successors.

The following table sets forth information with respect to the selling securityholders and the principal amount of notes beneficially owned by each selling securityholder that may be offered pursuant to the prospectus and this supplement. The information contained in this supplement is based on information provided by or on behalf of the selling securityholders on or prior to March 30, 2006. The selling securityholders may offer all, some or none of the notes or the common stock into which the notes are convertible. Because the selling securityholders may offer all or some portion of the notes or the common stock, we cannot estimate the amount of the notes or the common stock that will be held by the selling securityholders upon termination of any of these sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes, or acquired additional notes, since the date on which they provided the information regarding their notes in transactions exempt from the registration requirements of the Securities Act. Accordingly, the information provided here for any particular securityholder may understate or overstate, as the case may be, such securityholder's current ownership. The aggregate principal amount of notes outstanding as of the date of this supplement is \$240.0 million, which is the aggregate principal amount of notes registered pursuant to the Registration Statement of which this prospectus is a part. The percentage of notes outstanding beneficially owned by each selling securityholder is based on \$240.0 million aggregate principal amount of notes outstanding.

The number of shares of common stock issuable upon conversion of the notes shown in the table below assumes conversion of the full amount of notes held by each selling securityholder at the current conversion rate of 21.5796 shares per \$1,000 principal amount of notes and a cash payment in lieu of any fractional shares. This conversion price is subject to adjustment in certain events. Accordingly, the number of conversion shares may increase or decrease from time to time. No selling securityholder named in the table below beneficially owns one percent or more of our common stock, based on 87,331,228 shares of common stock outstanding on February 27, 2006. Information concerning other selling securityholders will be

set forth in supplements to the prospectus, or if appropriate, post-effective amendments to the Registration Statement of which the prospectus is a part, from time to time, if required. The number of shares of common stock owned by the other selling securityholders or any future transfers from any such holder assumes that they do not beneficially own any common stock other than common stock into which the notes are convertible.

| <b>Selling Security Holder</b>                               | <b>Principal Amount of Notes Beneficially Owned and Offered Hereby (1)</b> | <b>Percentage of Notes Outstanding</b> | <b>Common Stock Owned Prior to Conversion</b> | <b>Common Stock Registered Hereby</b> |
|--|--|--|---|---------------------------------------|
| 1976 Distribution Trust FBO A.R. Lauder/Zinterhofer (2)      | \$ 7,000   | *                                      |   | 151                                   |
| 2000 Revocable Trust FBO A.R. Lauder/Zinterhofer (2)         | \$ 6,000   | *                                      |   | 129                                   |
| AHFP Symphony-Arpeggio (a)(c)                                | \$ 300,000   | *                                      |   | 6,473                                 |
| Acuity Master Fund, Ltd. (3)                                 | \$ 2,880,000   | 1.20%                                  |   | 62,149                                |
| Alcon Laboratories (2)                                       | \$ 399,000   | *                                      |   | 8,610                                 |
| Allstate Insurance Company (c)(4)                            | \$ 4,500,000   | 1.88%                                  | 13,300  | 110,408                               |
| Allstate Life Insurance Company (c)(4)                       | \$ 2,000,000   | *                                      |   | 43,159                                |
| Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd. (5) | \$ 5,420,000   | 2.26%                                  |   | 116,961                               |
| Argent Classic Convertible Arbitrage Fund L.P. (6)           | \$ 980,000   | *                                      |   | 21,148                                |
| Argent Classic Convertible Arbitrage Fund II, L.P. (6)       | \$ 120,000   | *                                      |   | 2,589                                 |
| Arlington County Employees Retirement System (2)             | \$ 645,000   | *                                      |   | 13,918                                |
| Arpeggio Fund (a)(c)   | \$ 7,000,000   | 2.92%                                  |   | 151,057                               |
| Asante Health Systems (2)                                    | \$ 131,000   | *                                      |   | 2,826                                 |
| BNP Paribas Equity Strategies, SNC (c)(7)                    | \$ 1,215,000   | *                                      |   | 26,219                                |
| BP Amoco PLC Master Trust (8)                                | \$ 596,000   | *                                      |   | 12,861                                |
| Barclays Global Investors Diversified Alpha Plus Funds (9)   | \$ 222,000   | *                                      |   | 4,790                                 |
| British Virgin Islands Social Security Board (2)             | \$ 117,000   | *                                      |   | 2,524                                 |
| CSV Fund (a)(c)  | \$ 600,000   | *                                      |   | 12,947                                |
| Calamos® Market Neutral Fund Calamos® Investment Trust (10)  | \$ 14,000,000  | 5.83%                                  |   | 302,114                               |
| Canadian Imperial Holdings Inc. (c)                          | \$ 9,000,000   | 3.75%                                  |   | 194,216                               |
| Celebrity IAM Ltd. (11)                                      | \$ 2,800,000   | 1.17%                                  |   | 60,422                                |
| Chrysler Corporation Master Retirement Trust (c)(12)         | \$ 1,545,000   | *                                      |   | 33,340                                |
| Citadel Equity Fund Ltd. (c)(13)                             | \$ 5,500,000   | 2.29%                                  |   | 118,687                               |
| City and County of San Francisco Retirement System (2)       | \$ 1,421,000   | *                                      |   | 30,664                                |
| City of New Orleans (2)                                      | \$ 115,000   | *                                      |   | 2,481                                 |
| City University of New York (2)                              | \$ 132,000   | *                                      |   | 2,848                                 |
| Coda Capital Management, LLC (a)                             | \$ 200,000   | *                                      |   | 4,315                                 |
| Coda Capital ND Portfolio (a)                                | \$ 100,000   | *                                      |   | 2,157                                 |
| Coda-KHPE Convertible Portfolio (a)                          | \$ 350,000   | *                                      |   | 7,552                                 |
| Consulting Group Capital Markets Fund (8)                    | \$ 150,000   | *                                      |   | 3,236                                 |
| Consulting Group Capital Markets Funds (10)                  | \$ 1,650,000   | *                                      |   | 35,606                                |

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|   |                   |       |        |
|---|-------------------|-------|--------|
| Convertible Securities Fund                                       | \$ 20,000         | *     | 431    |
| CooperNeff Convertible Strategies (Cayman)<br>Master Fund, LP (7) | \$ 1,017,000      | *     | 21,946 |
| DaimlerChrysler Corp Emp. #1 Pension Plan<br>dtd 4/1/89 (14)      | \$ 3,160,000<br>3 | 1.32% | 68,191 |

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| <b>Selling Security Holder</b>  | <b>Principal<br/>Amount<br/>of Notes<br/>Beneficially<br/>Owned and<br/>Offered Hereby<br/>(1)</b> | <b>Percentage<br/>of Notes<br/>Outstanding</b> | <b>Common<br/>Stock<br/>Owned<br/>Prior to<br/>Conversion</b> | <b>Common<br/>Stock<br/>Registered<br/>Hereby</b> |
|---|--|--|---|---|
| Delaware Public Employees Retirement System (2)   | \$ 2,306,000   | *  |   | 49,762  |
| Delta Air Lines Master Trust CV (c)(12)   | \$ 275,000   | *  |   | 5,934   |
| Delta Pilots Disability & Survivorship Trust CV (c)(12)   | \$ 155,000   | *  |   | 3,344   |
| Descartes Offshore Ltd. (11)  | \$ 4,900,000   | 2.04%  |   | 105,740   |
| Descartes Partners L.P. (15)  | \$ 1,800,000   | *  |   | 38,843  |
| F.M. Kirby Foundation, Inc. (c)(12)   | \$ 230,000   | *  |   | 4,963   |
| Forest Fulcrum Fund LP (b)(9)   | \$ 231,000   | *  |   | 4,984   |
| Forest Global Convertible Fund, Ltd., Class A-5 (9)   | \$ 678,000   | *  |   | 14,630  |
| Forest Multi-Strategy Master Fund SPC, on behalf of its Multi-Strategy Segregated Portfolio (9) | \$ 522,000   | *  |   | 11,264  |
| Franklin and Marshall College (14)  | \$ 180,000   | *  |   | 3,884   |
| FrontPoint Convertible Arbitrage Fund, L.P. (16)  | \$ 6,000,000   | 2.50%  |   | 129,477   |
| Gartmore Convertible Fund (a)   | \$ 450,000   | *  |   | 9,710   |
| The Grable Foundation (2)   | \$ 79,000  | *  |   | 1,704   |
| Grace Convertible Arbitrage Fund, Ltd. (17)   | \$ 5,000,000   | 2.08%  |   | 107,898   |
| Grady Hospital Foundation (2)   | \$ 125,000   | *  |   | 2,697   |
| HFR CA Global Opportunity Master Trust (9)  | \$ 138,000   | *  |   | 2,977   |
| HFR CA Select Fund (18)   | \$ 750,000   | *  |   | 16,184  |
| HFR RVA Select Performance Master Trust (9)   | \$ 87,000  | *  |   | 1,877   |
| Hotel Union & Hotel Industry of Hawaii Pension Plan (8)   | \$ 150,000   | *  |   | 3,236   |
| IMF Convertible Arbitrage Account (a)(c)  | \$ 550,000   | *  |   | 11,868  |
| ING Convertible Fund (19)   | \$ 2,900,000   | 1.21%  |   | 62,580  |
| ING VP Convertible Portfolio (19)   | \$ 130,000   | *  |   | 2,805   |
| Independence Blue Cross (2)   | \$ 714,000   | *  |   | 15,407  |
| Institutional Benchmarks Master Fund Ltd. (8)   | \$ 665,000   | *  |   | 14,350  |
| Institutional Benchmarks Master Fund Ltd. (18)  | \$ 2,000,000   | *  |   | 43,159  |
| International Truck & Engine Corporation Non-Contributory Retirement Plan Trust (c)(12)         | \$ 175,000   | *  |   | 3,776   |
| International Truck & Engine Corporation Retiree Health Benefit Trust (c)(12)                   | \$ 70,000  | *  |   | 1,510   |
| International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust (c)(12)   | \$ 170,000   | *  |   | 3,668   |
| JP Morgan Securities Inc. (a)(b)(20)  | \$ 115,000   | *  |   | 2,481   |
| KBC Financial Products USA Inc. (b)(21)   | \$ 1,500,000   | *  |   | 32,369  |

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|  |               |       |         |
|--|---------------|-------|---------|
| LLT Limited (22)                             | \$ 117,000    | *     | 2,524   |
| Laurel Ridge Capital, LP                     | \$ 2,000,000  | *     | 43,159  |
| Lehman Brothers Inc. (a)(b)(23)              | \$ 10,034,000 | 4.18% | 216,529 |
| Lyxor/Convertible Arbitrage Fund Limited (7) | \$ 192,000    | *     | 4,143   |
| Lyxor/Forest Fund Limited (9)                | \$ 513,000    | *     | 11,070  |
| Lyxor/Quest Fund Ltd. (24)                   | \$ 1,200,000  | *     | 25,895  |
| McMahan Securities Co. L.P. (a)(b)           | \$ 2,500,000  | 1.04% | 53,949  |
| Merrill Lynch Insurance Group (2)            | \$ 306,000    | *     | 6,603   |
| Microsoft Corporation (a)(c)(12)             | \$ 70,000     | *     | 1,510   |

4

| <b>Selling Security Holder</b>                                     | <b>Principal Amount of Notes Beneficially Owned and Offered Hereby (1)</b> | <b>Percentage of Notes Outstanding</b> | <b>Common Stock Owned Prior to Conversion</b> | <b>Common Stock Registered Hereby</b> |
|--|--|--|---|---------------------------------------|
| Municipal Employees (2)  | \$ 265,000   | *                                      |   | 5,718                                 |
| Nations Convertible Securities Fund                                | \$ 3,980,000   | 1.66%                                  |   | 85,886                                |
| New Orleans Firefighters Pension/Relief Fund (2)                   | \$ 79,000  | *                                      |   | 1,704                                 |
| OCM Convertible Trust (c)(12)                                      | \$ 230,000   | *                                      |   | 4,963                                 |
| OCM Global Convertible Securities Fund (c)(12)                     | \$ 55,000  | *                                      |   | 1,186                                 |
| Occidental Petroleum Corporation (2)                               | \$ 290,000   | *                                      |   | 6,258                                 |
| Ohio Bureau of Workers Compensation (2)                            | \$ 169,000   | *                                      |   | 3,646                                 |
| Partner Reinsurance Company Ltd. (c)(12)                           | \$ 125,000   | *                                      |   | 2,697                                 |
| Polaris Vega Fund L.P. (25)  | \$ 2,250,000   | *                                      |   | 48,554                                |
| Policemen and Firemen Retirement System of the City of Detroit (2) | \$ 516,000   | *                                      |   | 11,135                                |
| Pro-mutual (2)   | \$ 842,000   | *                                      |   | 18,170                                |
| Quest Global Convertible Master Fund Ltd. (24)                     | \$ 300,000   | *                                      |   | 6,473                                 |
| Qwest Occupational Health Trust (c)(12)                            | \$ 45,000  | *                                      |   | 971                                   |
| Rhapsody Fund, LP (a)(c)   | \$ 2,800,000   | 1.17%                                  |   | 60,422                                |
| Royal Bank of Canada (a)(c)  | \$ 4,000,000   | 1.67%                                  |   | 86,318                                |
| S.A.C. Arbitrage Fund, LLC (26)                                    | \$ 4,000,000   | 1.67%                                  |   | 86,318                                |
| SG Americas Securities, LLC (a)(b)                                 | \$ 2,000,000   | *                                      |   | 43,159                                |
| SSI Blended Market Neutral L.P. (8)                                | \$ 209,000   | *                                      |   | 4,510                                 |
| SSI Hedged Convertible Market Neutral L.P. (8)                     | \$ 300,000   | *                                      |   | 6,473                                 |
| San Diego County Employee Retirement Association (18)              | \$ 2,500,000   | 1.04%                                  |   | 53,949                                |
| Silverback Master, Ltd. (27)                                       | \$ 14,500,000  | 6.04%                                  |   | 312,904                               |
| Singlehedge US Convertible Arbitrage Fund (7)                      | \$ 327,000   | *                                      |   | 7,056                                 |
| South Dakota Retirement System (28)                                | \$ 2,000,000   | *                                      |   | 43,159                                |
| Sphinx Convertible Arb Fund SPC (8)                                | \$ 495,000   | *                                      |   | 10,681                                |
| Sphinx Convertible Arbitrage SPC (9)                               | \$ 183,000   | *                                      |   | 3,949                                 |
| State Employees Retirement Fund of the State of Delaware (c)(12)   | \$ 375,000   | *                                      |   | 8,092                                 |
| State Street Bank Custodian for GE Pension Trust (14)              | \$ 1,270,000   | *                                      |   | 27,406                                |
| Sturgeon Limited (29)  | \$ 249,000   | *                                      |   | 5,373                                 |
| Sunrise Partners Limited Partnership (c)(30)                       | \$ 4,750,000   | 1.98%                                  |   | 102,503                               |
| SuttonBrook Capital Portfolio, LP (31)                             | \$ 15,000,000  | 6.25%                                  |   | 323,694                               |
| The City of Southfield (8)   | \$ 27,000  | *                                      |   | 582                                   |
| The Estate of James Campbell 03394 (8)                             | \$ 50,000  | *                                      |   | 1,078                                 |
| The Estate of James Campbell 08968 (8)                             | \$ 30,000  | *                                      |   | 647                                   |
| The Estate of James Campbell 11222 (8)                             | \$ 411,000   | *                                      |   | 8,869                                 |
| Trustmark Insurance (2)  | \$ 331,000   | *                                      |   | 7,142                                 |



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|  |               |       |         |
|--|---------------|-------|---------|
| UBS AG London F/B/O HFS (32)   | \$ 2,000,000  | 2.08% | 43,159  |
| UBS AG London Branch (c)(33)   | \$ 20,000,000 | 8.33% | 431,592 |
| UnumProvident Corporation (a)(c)(12)   | \$ 145,000    | *     | 3,129   |
| Viacom Inc. Pension Plan Master Trust (8)                                      | \$ 13,000     | *     | 280     |
| Vicis Capital Master Fund (34)   | \$ 6,000,000  | 2.50% | 129,477 |
| Victory Capital Management as Agent for The<br>Victory Convertible<br>Fund (a) | \$ 1,000,000  | *     | 21,579  |
| Xavex Convertible Arbitrage 4 Fund (9)   | \$ 51,000     | *     | 1,100   |
| Xavex Convertible Arbitrage 10 Fund (35)                                       | \$ 480,000    | *     | 10,358  |
| Zazove Convertible Arbitrage Fund, L.P. (a)(36)                                | \$ 7,750,000  | 3.23% | 167,241 |
| Zazove Hedged Convertible Fund, L.P. (36)                                      | \$ 2,500,000  | 1.04% | 53,949  |
|  | 5             |       |         |

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| <b>Selling Security Holder</b>                          | <b>Principal<br/>Amount<br/>of Notes<br/>Beneficially<br/>Owned and<br/>Offered Hereby<br/>(1)</b> | <b>Percentage<br/>of Notes<br/>Outstanding</b> | <b>Common<br/>Stock<br/>Owned<br/>Prior to<br/>Conversion</b> | <b>Common<br/>Stock<br/>Registered<br/>Hereby</b> |
|---|--|--|---|---|
| Zazove Income Fund, L.P. (36)                           | \$ 1,000,000   | *  |   | 21,579  |
| Zurich Institutional Benchmarks Master Fund Ltd.<br>(9) | \$ 258,000   | *  |   | 5,567   |

\* Represents less than 1%

a) This selling securityholder is a SEC-reporting company.

b) This selling securityholder is a broker-dealer.

c) This selling securityholder is an affiliate of a broker-dealer.

1) Selling securityholders may have sold, transferred or otherwise disposed of all or a portion of their notes, or acquired additional notes, since the date on which we were provided with the information regarding their notes (as described above) in transactions exempt from the

registration requirements of the Securities Act.

Accordingly, the information provided here for any particular securityholder may understate or overstate, as the case may be, such securityholder's current ownership. The aggregate principal amount of notes outstanding as of the date of this supplement is \$240.0 million, which is the aggregate principal amount of notes registered pursuant to the Registration Statement of which this prospectus is a part.

- 2) Paul Latronica, a vice president of Advent Capital Management Corp., has sole voting and dispositive power over the registrable securities held by this selling securityholder.

- 3) Howard Needle and David J. Harris have voting and dispositive power over the registrable securities held by this selling securityholder.
- 4) The Allstate Corporation, a NYSE listed company, has voting and dispositive power over the registrable securities held by this selling securityholder.
- 5) Argent Financial Group (Bermuda), Ltd., Nathaniel Brown and Robert Richardson have voting and dispositive power over the registrable securities held by this selling securityholder.
- 6) Argent Management Company, LLC, Nathaniel Brown and Robert Richardson have voting and dispositive power over the registrable securities held by this selling

securityholder.

- 7) Christian Menestrier, the chief executive officer of CooperNeff Advisors, Inc., has sole voting and dispositive power over the registrable securities held by this selling securityholder.
- 8) John Gottfurcht, George Douglas and Amy Jo Gottfurcht have voting and dispositive power over the registrable securities held by this selling securityholder.
- 9) Forest Investment Management LLC has sole voting and dispositive power over the registrable securities held by this selling securityholder. Forest Investment Management LLC is wholly owned by Forest Partners II LP. Michael A. Boyd Inc. is the General Partner of Forest Partners II LP, and Michael A.

Boyd is the sole owner of Michael A. Boyd Inc.

10) Nick Calamos has sole voting and dispositive power over the registrable securities held by this selling securityholder.

11) Descartes Capital LLC, the Investment Advisor to this selling securityholder, has sole voting and dispositive power over the registrable securities held by this selling securityholder.

- 12) Oaktree Capital Management LLC is the investment manager of the selling securityholder with respect to the aggregate principal amount of the notes. It does not own any equity interest in the selling securityholder but has voting and dispositive power over the aggregate principal amount of the notes. Lawrence Keele is a principal of Oaktree Capital Management LLC and is the portfolio manager for the selling securityholder. Mr. Keele, Oaktree Capital Management LLC and all employees and members of Oaktree Capital Management LLC disclaim beneficial ownership of the notes, except for their pecuniary interest therein.

13)

Citadel Limited Partnership is the trading manager of Citadel Equity Fund Ltd. and consequently has investment discretion over securities held by Citadel Equity Fund Ltd. Citadel Limited Partnership disclaims beneficial ownership of the shares beneficially owned by Citadel Equity Fund Ltd. Kenneth C. Griffin indirectly controls Citadel Limited Partnership and therefore has ultimate investment discretion over securities held by Citadel Equity Fund Ltd. Mr. Griffin disclaims beneficial ownership of the shares held by Citadel Equity Fund Ltd.

- 14) Jack Feiler, the chief investment officer of Palisade Capital Management, L.L.C., has sole



voting and dispositive power over the registrable securities held by this selling securityholder.

- 15) Descartes Capital LLC, the General Partner of this selling securityholder, has sole voting and dispositive power over the registrable securities held by this selling securityholder.
  
- 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.

Mr. Duff,  
Mr. Caffray and  
Mr. 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) Bradford  
Whitmore and  
Michael Brailov  
have voting and  
dispositive  
power over the  
registrable  
securities held  
by this selling  
securityholder.

18) Zazove  
Associates,  
LLC, a  
registered  
investment  
advisor, has  
discretionary  
authority over  
the registrable  
securities held  
by this selling  
securityholder.

19) Anu Sahai has  
sole voting and  
dispositive  
power over the

registrable securities held by this selling securityholder.

- 20) Jean Pierre Latrille, on behalf of JP Morgan Securities Inc., has sole voting and dispositive power over the registrable securities held by this selling securityholder. JP Morgan Securities Inc. acted as joint book runner for Henry Schein, Inc., in connection with the original sale of the notes pursuant to Rule 144A under the Securities Act. This selling securityholder holds \$780,000 of the registrable securities already registered.
- 21) This selling securityholder is an indirect wholly-owned subsidiary of KBC Bank N.V., which in turn is a direct wholly-owned subsidiary of KBC Bank & Insurance

Holding  
Company N.V.,  
a publicly  
traded entity.

- 22) Forest  
Investment  
Management LP  
has sole voting  
control and  
shared  
investment  
control over the  
registrable  
securities held  
by this selling  
securityholder.  
Forest  
Investment  
Management LP  
is wholly owned  
by Forest  
Partners II, the  
sole General  
Partner of which  
is Michael A.  
Boyd Inc.,  
which is solely  
owned by  
Michael A.  
Boyd.
- 23) Lehman  
Brothers Inc.  
acted as joint  
book runner for  
Henry Schein,  
Inc., in  
connection with  
the original sale  
of the notes  
pursuant to  
Rule 144A  
under the  
Securities Act.  
This selling  
securityholder  
holds  
\$11,910,000 of  
the registrable  
securities

already  
registered.

- 24) James Doolin and Frank Campana have voting and dispositive power over the registrable securities held by this selling securityholder.
- 25) Gregory R. Levinson has sole voting and dispositive power over the registrable securities held by this selling securityholder.
- 26) Pursuant to investment agreements, each of S.A.C. Capital Advisors, LLC, and S.A.C. Capital Management, LLC, share all investment and voting power with respect to the securities held by S.A.C. Arbitrage Fund, LLC. Steven A. Cohen controls both S.A.C. Capital Advisors, LLC, and S.A.C. Capital Management, LLC. Each of S.A.C. Capital Advisors, LLC, S.A.C. Capital

Management,  
LLC, and  
Mr. Cohen  
disclaim  
beneficial  
ownership of  
any of the notes.

- 27) Elliot Bossen  
has sole voting  
and dispositive  
power over the  
registrable  
securities held  
by this selling  
securityholder.
- 28) Dan Frasier has  
sole voting and  
dispositive  
power over the  
registrable  
securities held  
by this selling  
securityholder.
- 29) CooperNeff  
Advisors, Inc.,  
has sole  
investment  
control and  
shared voting  
control over the  
registrable  
securities held  
by this selling  
securityholder.  
Christian  
Menestrier is  
the chief  
executive  
officer of  
CooperNeff  
Advisors, Inc.
- 30) S. Donald  
Sussman has  
sole voting and  
dispositive  
power over the  
registrable

securities held  
by this selling  
securityholder.

- 31) SuttonBrook  
Capital  
Management  
LP, a registered  
investment  
advisor, has sole  
voting and  
dispositive  
power over the  
registrable  
securities held  
by this selling  
securityholder.
- 32) UBS AG has  
sole voting and  
dispositive  
power over the  
registrable  
securities held  
by this selling  
securityholder.  
UBS AG is the  
majority  
stockholder of  
UBS Securities  
LLC, of which  
this selling  
securityholder is  
an affiliate.
- 33) UBS AG has  
sole voting and  
dispositive  
power over the  
registrable  
securities held  
by this selling  
securityholder.
- 34) John Succo,  
Shad Stastney  
and Sky Lucas  
have voting and  
dispositive  
power over the  
registrable



securities held  
by this selling  
securityholder.

35) Argent  
International  
Management  
Company, LLC,  
Nathaniel  
Brown and  
Robert  
Richardson have  
voting and  
dispositive  
power over the  
registrable  
securities held  
by this selling  
securityholder.

36) Zazove  
Associates,  
LLC, the  
General Partner  
of this selling  
securityholder,  
has sole voting  
and dispositive  
power over the  
registrable  
securities held  
by this selling  
securityholder.

None of the selling securityholders or any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us or any of our predecessors or affiliates within the past three years.

The initial purchasers purchased all of the notes from us in a private transaction on August 9, 2004. All of the notes were restricted securities under the Securities Act prior to the registration. The selling securityholders have represented to us that they purchased the notes for their own account for investment only and not with a view toward selling or distributing them, except pursuant to sales registered under the Securities Act or exempt from such registration.