

CONGDON EARL E  
Form SC 13D/A  
November 08, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

**Rule 13d-101**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**

**§ 240.13d-2(a)**

**(Amendment No. 3)\***

**Old Dominion Freight Line, Inc.**

(Name of issuer)

**Common Stock, \$0.10 par value per share**

(Title of class of securities)

**679580100**

(CUSIP number)

**Joel B. McCarty, Jr.**

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**c/o Old Dominion Freight Line, Inc.**

**500 Old Dominion Way**

**Thomasville, North Carolina 27360**

**(336) 889-5000**

**(Name, address and telephone number of person authorized to receive notices and communications)**

**November 3, 2010**

**(Date of event which requires filing of this statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 679580100

1. Names of reporting persons

Earl E. Congdon

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

shares 1,754,787  
8. Shared voting power

beneficially

owned by 210,937  
each 9. Sole dispositive power

reporting

person 1,754,787  
10. Shared dispositive power  
with

210,937

11. Aggregate amount beneficially owned by each reporting person

1,965,724

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions)  x

13. Percent of class represented by amount in Row (11)

3.5%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

David S. Congdon

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

shares 1,189,459  
8. Shared voting power

beneficially

owned by 1,155,706  
each 9. Sole dispositive power

reporting

person 1,189,459  
10. Shared dispositive power

with

1,155,706

11. Aggregate amount beneficially owned by each reporting person

2,345,165

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

4.2%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

Marilyn M. Congdon

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

0

shares

8. Shared voting power

beneficially

owned by

106,602

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

106,602

11. Aggregate amount beneficially owned by each reporting person



106,602

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.2%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

Kathryn L. Congdon

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

0

shares

8. Shared voting power

beneficially

owned by

106,602

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

106,602

11. Aggregate amount beneficially owned by each reporting person

106,602

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.2%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

Helen S. Congdon

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

0

shares

8. Shared voting power

beneficially

owned by

511,851

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

511,851

11. Aggregate amount beneficially owned by each reporting person

511,851

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.9%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

Audrey L. Congdon

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

shares 632,345  
8. Shared voting power

beneficially

owned by 2,055,886  
each 9. Sole dispositive power

reporting

person 632,345  
10. Shared dispositive power  
with

2,055,886

11. Aggregate amount beneficially owned by each reporting person

2,688,231

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

4.8%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

Audrey L. Congdon Irrevocable Trust Number Two Dated May 28, 2004

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

North Carolina

7. Sole voting power

Number of

shares 44,583  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 44,583  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person



44,583

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.1%

14. Type of reporting person (see instructions)

OO

CUSIP No. 679580100

1. Names of reporting persons

**John B. Yowell**

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

0

shares

8. Shared voting power

beneficially

owned by

1,625,235

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

1,625,235

11. Aggregate amount beneficially owned by each reporting person

1,625,235

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

2.9%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

Seth Morgan Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

North Carolina

7. Sole voting power

Number of

shares 106,602  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 106,602  
10. Shared dispositive power

with

0

11. Aggregate amount beneficially owned by each reporting person

106,602

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.2%

14. Type of reporting person (see instructions)

OO

CUSIP No. 679580100

1. Names of reporting persons

Megan Elise Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

North Carolina

7. Sole voting power

Number of

shares 106,602  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 106,602  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

106,602

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.2%

14. Type of reporting person (see instructions)

OO

CUSIP No. 679580100

1. Names of reporting persons

Karen C. Pigman

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

744,555  
shares 8. Shared voting power

beneficially

800,555  
owned by 9. Sole dispositive power  
each

reporting

744,555  
person 10. Shared dispositive power

with

800,555

11. Aggregate amount beneficially owned by each reporting person



1,545,110

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

2.8%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

Melissa A. Penley

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

0

shares

8. Shared voting power

beneficially

owned by

106,602

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

106,602

11. Aggregate amount beneficially owned by each reporting person

106,602

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.2%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

Matthew A. Penley

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

0

shares

8. Shared voting power

beneficially

owned by

106,602

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

106,602

11. Aggregate amount beneficially owned by each reporting person

106,602

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.2%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

Mark A. Penley

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

0

shares

8. Shared voting power

beneficially

owned by

106,602

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

106,602

11. Aggregate amount beneficially owned by each reporting person

106,602

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.2%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

**John R. Congdon**

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

shares 2,434,807  
8. Shared voting power

beneficially

owned by 210,937  
each 9. Sole dispositive power

reporting

person 2,434,807  
10. Shared dispositive power  
with

210,937

11. Aggregate amount beneficially owned by each reporting person



2,645,744

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

4.7%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

John R. Congdon, Jr.

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

shares 1,630,712  
8. Shared voting power

beneficially

owned by 873,339  
each 9. Sole dispositive power

reporting

person 1,630,712  
10. Shared dispositive power  
with

873,339

11. Aggregate amount beneficially owned by each reporting person

2,504,051

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

4.5%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

Susan C. Terry

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

shares 685,861  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 685,861  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

685,861

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

1.2%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

Jeffrey W. Congdon

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

U.S.

7. Sole voting power

Number of

shares 1,762,491  
8. Shared voting power

beneficially

owned by 873,339  
each 9. Sole dispositive power

reporting

person 1,762,491  
10. Shared dispositive power  
with

873,339

11. Aggregate amount beneficially owned by each reporting person

2,635,830

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

4.7%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

John R. Congdon Trust for Jeffrey Whitefield Congdon, Jr. Dated January 2, 1991

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

Virginia

7. Sole voting power

Number of

shares 287,124  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 287,124  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person



287,124

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.5%

14. Type of reporting person (see instructions)

OO

CUSIP No. 679580100

1. Names of reporting persons

John R. Congdon Trust for Mark Ross Congdon Dated January 2, 1991

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6. Citizenship or place of organization

Virginia

7. Sole voting power

Number of

shares 287,376  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 287,376  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

287,376

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.5%

14. Type of reporting person (see instructions)

OO

CUSIP No. 679580100

1. Names of reporting persons

John R. Congdon Trust for Peter Whitefield Congdon Dated January 2, 1991

2. Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Virginia

Number of 7. Sole voting power

shares

beneficially 258,593

owned by 8. Shared voting power

each

reporting 0

person 9. Sole dispositive power

with

258,593  
10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

258,593

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.5%

14. Type of reporting person (see instructions)

OO

CUSIP No. 679580100

1. Names of reporting persons

John R. Congdon Trust for Michael Davis Congdon Dated January 2, 1991

2. Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Virginia

Number of 7. Sole voting power

shares

beneficially 262,211

owned by 8. Shared voting power

each

reporting 0

person 9. Sole dispositive power

with

with

262,211

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

262,211

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.5%

14. Type of reporting person (see instructions)

OO

CUSIP No. 679580100

1. Names of reporting persons

John R. Congdon Trust for Mary Evelyn Congdon Dated January 2, 1991

2. Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Virginia

Number of 7. Sole voting power

shares

beneficially 262,209

owned by 8. Shared voting power

each

reporting 0

person 9. Sole dispositive power

with

262,209  
10. Shared dispositive power



0

11. Aggregate amount beneficially owned by each reporting person

262,209

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.5%

14. Type of reporting person (see instructions)

OO

CUSIP No. 679580100

1. Names of reporting persons

John R. Congdon Trust for Kathryn Lawson Terry Dated January 2, 1991

2. Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Virginia

Number of 7. Sole voting power

shares

beneficially 291,122

owned by 8. Shared voting power

each

reporting 0

person 9. Sole dispositive power

with

with

291,122

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

291,122

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.5%

14. Type of reporting person (see instructions)

OO

CUSIP No. 679580100

1. Names of reporting persons

John R. Congdon Trust for Nathaniel Everett Terry Dated January 2, 1991

2. Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Virginia

Number of 7. Sole voting power

shares

beneficially 291,095

owned by 8. Shared voting power

each

reporting 0

person 9. Sole dispositive power

with

291,095  
10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

291,095

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.5%

14. Type of reporting person (see instructions)

OO

CUSIP No. 679580100

1. Names of reporting persons

John R. Congdon Trust for Hunter Andrew Terry Dated January 2, 1991

2. Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3. SEC use only

4. Source of funds (see instructions)

N/A

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Virginia

Number of 7. Sole voting power

shares

beneficially 291,122

owned by 8. Shared voting power

each

reporting 0

person 9. Sole dispositive power

with

291,122  
10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

291,122

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.5%

14. Type of reporting person (see instructions)

OO

**Item 1. Security and Issuer**

This Schedule 13D/A amends the Schedule 13D originally filed by the Filing Group described therein on September 9, 2010, and most recently amended on November 3, 2010 (the Original Schedule 13D ), with respect to shares of common stock, \$0.10 par value per share (the Common Stock ), of Old Dominion Freight Line, Inc., a Virginia corporation (the Company ). The principal executive offices of the Company are located at 500 Old Dominion Way, Thomasville, NC 27360. Except as amended herein, the Original Schedule 13D remains in full force and effect and should be read together with this Amendment No. 3. Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Original Schedule 13D.

**Item 2. Identity and Background**

Item 2 is amended to add the following to the end of the existing disclosure:

The Filing Group was formed by members of the Congdon family and trusts under their control to facilitate the sale of a portion of their holdings of Common Stock. Because the shares of Common Stock subject to the Original Schedule 13D have now been sold, the members of the Filing Group are no longer members of a Section 13(d) group and shall cease to be Reporting Persons immediately after the filing of this Amendment No. 3.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 is not amended.

**Item 4. Purpose of the Transaction**

Item 4 is amended to add the following to the end of the existing disclosure:

Between November 1, 2010 and November 5, 2010, the members of the Filing Group, or trusts of which members of the Filing Group are trustees or co-trustees, sold an aggregate of 707,946 shares of Common Stock in open market transactions pursuant to the 10b5-1 Plans. Information regarding those sales is set forth under Item 5(c) below and is incorporated herein by reference. The members of Filing Group, or trusts of which members of the Filing Group are trustees or co-trustees, have now sold all of the shares of Common Stock subject to the 10b5-1 Plans.

Except as set forth herein, the Filing Group does not have any present plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of the instructions to this Item 4 of Schedule 13D.



**Item 5. Interest in Securities of the Issuer**

Item 5 is amended and restated in its entirety to read as follows:

**(a), (b):**

Earl E. Congdon

**(a)** Aggregate number of shares of Common Stock beneficially owned: 1,965,724  
Percentage: 3.5%

**(b)** Sole power to vote or direct the vote: 1,754,787  
Shared power to vote or direct the vote: 210,937

Sole power to dispose or direct the disposition: 1,754,787

Shared power to dispose or direct the disposition: 210,937

David S. Congdon

**(a)** Aggregate number of shares of Common Stock beneficially owned: 2,345,165  
Percentage: 4.2%

**(b)** Sole power to vote or direct the vote: 1,189,459  
Shared power to vote or direct the vote: 1,155,706

Sole power to dispose or direct the disposition: 1,189,459

Shared power to dispose or direct the disposition: 1,155,706

Marilyn M. Congdon

**(a)** Aggregate number of shares of Common Stock beneficially owned: 106,602  
Percentage: 0.2%

**(b)** Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 106,602

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 106,602

Kathryn L. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 106,602  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 106,602

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 106,602

Helen S. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 511,851  
Percentage: 0.9%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 511,851

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 511,851

Audrey L. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 2,688,231  
Percentage: 4.8%

(b) Sole power to vote or direct the vote: 632,345  
Shared power to vote or direct the vote: 2,055,886

Sole power to dispose or direct the disposition: 632,345

Shared power to dispose or direct the disposition: 2,055,886

Audrey L. Congdon Irrevocable Trust Number Two Dated May 28, 2004

(a) Aggregate number of shares of Common Stock beneficially owned: 44,583  
Percentage: 0.1%

(b) Sole power to vote or direct the vote: 44,583  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 44,583

Shared power to dispose or direct the disposition: 0

John B. Yowell

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(a) Aggregate number of shares of Common Stock beneficially owned: 1,625,235  
Percentage: 2.9%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 1,625,235

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 1,625,235

Seth Morgan Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010

(a) Aggregate number of shares of Common Stock beneficially owned: 106,602  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 106,602  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 106,602

Shared power to dispose or direct the disposition: 0

Megan Elise Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010

**(a)** Aggregate number of shares of Common Stock beneficially owned: 106,602  
Percentage: 0.2%

**(b)** Sole power to vote or direct the vote: 106,602  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 106,602

Shared power to dispose or direct the disposition: 0

Karen C. Pigman

**(a)** Aggregate number of shares of Common Stock beneficially owned: 1,545,110  
Percentage: 2.8%

**(b)** Sole power to vote or direct the vote: 744,555  
Shared power to vote or direct the vote: 800,555

Sole power to dispose or direct the disposition: 744,555

Shared power to dispose or direct the disposition: 800,555

Melissa A. Penley

**(a)** Aggregate number of shares of Common Stock beneficially owned: 106,602  
Percentage: 0.2%

**(b)** Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 106,602

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 106,602

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Matthew A. Penley

(a) Aggregate number of shares of Common Stock beneficially owned: 106,602  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 106,602

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 106,602

Mark A. Penley

(a) Aggregate number of shares of Common Stock beneficially owned: 106,602  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 106,602

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 106,602

John R. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 2,645,744  
Percentage: 4.7%

(b) Sole power to vote or direct the vote: 2,434,807  
Shared power to vote or direct the vote: 210,937

Sole power to dispose or direct the disposition: 2,434,807

Shared power to dispose or direct the disposition: 210,937

John R. Congdon, Jr.

(a) Aggregate number of shares of Common Stock beneficially owned: 2,504,051  
Percentage: 4.5%

(b) Sole power to vote or direct the vote: 1,630,712  
Shared power to vote or direct the vote: 873,339

Sole power to dispose or direct the disposition: 1,630,712

Shared power to dispose or direct the disposition: 873,339

Susan C. Terry

(a) Aggregate number of shares of Common Stock beneficially owned: 685,861  
Percentage: 1.2%

(b) Sole power to vote or direct the vote: 685,861  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 685,861

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Shared power to dispose or direct the disposition: 0

Jeffrey W. Congdon

**(a)** Aggregate number of shares of Common Stock beneficially owned: 2,635,830  
Percentage: 4.7%

**(b)** Sole power to vote or direct the vote: 1,762,491  
Shared power to vote or direct the vote: 873,339

Sole power to dispose or direct the disposition: 1,762,491

Shared power to dispose or direct the disposition: 873,339



John R. Congdon Trust for Jeffrey Whitefield Congdon, Jr. Dated January 2, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 287,124  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 287,124  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 287,124

Shared power to dispose or direct the disposition: 0

John R. Congdon Trust for Mark Ross Congdon Dated January 2, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 287,376  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 287,376  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 287,376

Shared power to dispose or direct the disposition: 0

John R. Congdon Trust for Peter Whitefield Congdon Dated January 2, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 258,593  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 258,593  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 258,593

Shared power to dispose or direct the disposition: 0

John R. Congdon Trust for Michael Davis Congdon Dated January 2, 1991

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(a) Aggregate number of shares of Common Stock beneficially owned: 262,211  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 262,211  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 262,211

Shared power to dispose or direct the disposition: 0

John R. Congdon Trust for Mary Evelyn Congdon Dated January 2, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 262,209  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 262,209  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 262,209

Shared power to dispose or direct the disposition: 0

John R. Congdon Trust for Kathryn Lawson Terry Dated January 2, 1991

**(a)** Aggregate number of shares of Common Stock beneficially owned: 291,122  
Percentage: 0.5%

**(b)** Sole power to vote or direct the vote: 291,122  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 291,122

Shared power to dispose or direct the disposition: 0

John R. Congdon Trust for Nathaniel Everett Terry Dated January 2, 1991

**(a)** Aggregate number of shares of Common Stock beneficially owned: 291,095  
Percentage: 0.5%

**(b)** Sole power to vote or direct the vote: 291,095  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 291,095

Shared power to dispose or direct the disposition: 0

John R. Congdon Trust for Hunter Andrew Terry Dated January 2, 1991

**(a)** Aggregate number of shares of Common Stock beneficially owned: 291,122  
Percentage: 0.5%

**(b)** Sole power to vote or direct the vote: 291,122  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 291,122

Shared power to dispose or direct the disposition: 0

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(c): Between November 1, 2010 and November 5, 2010, the members of the Filing Group, or trusts of which members of the Filing Group are trustees or co-trustees, sold an aggregate of 707,946 shares of Common Stock in open market transactions pursuant to the 10b5-1 Plans. Information regarding the sales is as follows:

### Earl E. Congdon Revocable Trust (Earl E. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	1,054	\$ 28.114(1)
11/3/10	105,520	\$ 28.0823(2)
Total	106,574	

David S. Congdon Revocable Trust (David S. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	282	\$ 28.114(1)
11/3/10	28,211	\$ 28.0823(2)
11/5/10	2	\$ 28.49
Total	28,495	

David S. Congdon, as Custodian for Ashlyn L. Congdon

Date	Number of Shares Sold	Weighted Average Price
11/1/10	150	\$ 28.114(1)
11/3/10	15,044	\$ 28.0823(2)
Total	15,194	

Marilyn Marie Congdon Revocable Declaration of Trust (Marilyn M. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	150	\$ 28.114(1)
11/3/10	15,049	\$ 28.0823(2)
Total	15,199	

Kathryn Leigh Congdon Revocable Declaration of Trust (Kathryn L. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	150	\$ 28.114(1)
11/3/10	15,049	\$ 28.0823(2)
Total	15,199	

Helen S. Congdon

Date	Number of Shares Sold	Weighted Average Price
11/1/10	25	\$ 28.114(1)
11/3/10	2,347	\$ 28.0823(2)

Total

2,372

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Audrey L. Congdon Revocable Trust (Audrey L. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	305	\$ 28.114(1)
11/3/10	30,560	\$ 28.0823(2)
<b>Total</b>	<b>30,865</b>	

Audrey L. Congdon Irrevocable Trust Number Two Dated May 28, 2004 (David S. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	8	\$ 28.114(1)
11/3/10	784	\$ 28.0823(2)
<b>Total</b>	<b>792</b>	

Seth Morgan Yowell Irrevocable Inter Vivos Trust (Audrey L. Congdon and John B. Yowell, Co-Trustees)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	150	\$ 28.114(1)
11/3/10	15,044	\$ 28.0823(2)
<b>Total</b>	<b>15,194</b>	

Megan Elise Yowell Irrevocable Inter Vivos Trust (Audrey L. Congdon and John B. Yowell, Co-Trustees)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	150	\$ 28.114(1)
11/3/10	15,049	\$ 28.0823(2)
<b>Total</b>	<b>15,199</b>	

Karen C. Pigman Revocable Trust (Karen C. Pigman, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	627	\$ 28.114(1)
11/3/10	62,675	\$ 28.0823(2)
<b>Total</b>	<b>63,302</b>	





Melissa A. Penley Revocable Trust (Melissa A. Penley, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	150	\$ 28.114(1)
11/3/10	15,044	\$ 28.0823(2)
<b>Total</b>	<b>15,194</b>	

Matthew A. Penley Revocable Trust (Matthew A. Penley, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	150	\$ 28.114(1)
11/3/10	15,044	\$ 28.0823(2)
<b>Total</b>	<b>15,194</b>	

Mark A. Penley Revocable Trust (Mark A. Penley, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	150	\$ 28.114(1)
11/3/10	15,044	\$ 28.0823(2)
<b>Total</b>	<b>15,194</b>	

John R. Congdon Revocable Trust (John R. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	1,090	\$ 28.114(1)
11/3/10	109,058	\$ 28.0823(2)
<b>Total</b>	<b>110,148</b>	

John R. Congdon, Jr. Revocable Trust (John R. Congdon, Jr., Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	210	\$ 28.114(1)
11/3/10	21,128	\$ 28.0823(2)
<b>Total</b>	<b>21,338</b>	



Susan C. Terry Revocable Trust (Susan C. Terry, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	405	\$ 28.114(1)
11/3/10	40,561	\$ 28.0823(2)
<b>Total</b>	<b>40,966</b>	

Jeffrey W. Congdon Revocable Trust (Jeffrey W. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	291	\$ 28.114(1)
11/3/10	29,145	\$ 28.0823(2)
<b>Total</b>	<b>29,436</b>	

John R. Congdon Trust for Jeffrey Whitefield Congdon, Jr. (John R. Congdon, Jr., Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	206	\$ 28.114(1)
11/3/10	20,595	\$ 28.0823(2)
<b>Total</b>	<b>20,801</b>	

John R. Congdon Trust for Mark Ross Congdon (John R. Congdon, Jr., Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	206	\$ 28.114(1)
11/3/10	20,595	\$ 28.0823(2)
<b>Total</b>	<b>20,801</b>	

John R. Congdon Trust for Peter Whitefield Congdon (Jeffrey W. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	212	\$ 28.114(1)
11/3/10	21,315	\$ 28.0823(2)
<b>Total</b>	<b>21,527</b>	



John R. Congdon Trust for Michael Davis Congdon (Jeffrey W. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	214	\$ 28.114(1)
11/3/10	21,473	\$ 28.0823(2)
<b>Total</b>	<b>21,687</b>	

John R. Congdon Trust for Mary Evelyn Congdon (Jeffrey W. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	214	\$ 28.114(1)
11/3/10	21,473	\$ 28.0823(2)
<b>Total</b>	<b>21,687</b>	

John R. Congdon Trust for Kathryn Lawson Terry (John R. Congdon, Jr. and Jeffrey W. Congdon, Co-Trustees)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	158	\$ 28.114(1)
11/3/10	15,830	\$ 28.0823(2)
<b>Total</b>	<b>15,988</b>	

John R. Congdon Trust for Nathaniel Everett Terry (John R. Congdon, Jr. and Jeffrey W. Congdon, Co-Trustees)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	136	\$ 28.114(1)
11/3/10	13,635	\$ 28.0823(2)
<b>Total</b>	<b>13,771</b>	

John R. Congdon Trust for Hunter Andrew Terry (John R. Congdon, Jr. and Jeffrey W. Congdon, Co-Trustees)

Date	Number of Shares Sold	Weighted Average Price
11/1/10	157	\$ 28.114(1)
11/3/10	15,672	\$ 28.0823(2)
<b>Total</b>	<b>15,829</b>	



- (1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.16, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Schedule.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.36, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Schedule.
- (d) None.
- (e) The Filing Group ceased to be the beneficial owner of more than 5% of the securities of the Company effective November 5, 2010.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 is not amended.

**Item 7. Material to be filed as Exhibits**

Exhibit No.	Description
1	Joint Filing Agreement, dated September 9, 2010, between and among the members of the Filing Group, pursuant to Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended, incorporated herein by reference from Exhibit 1 to the Schedule 13D filed by the Filing Group on September 9, 2010.
2	Power of Attorney executed by the members of the Filing Group authorizing Joel B. McCarty, Jr., J. Wes Frye, John P. Booker, III and Alice G. Gibson, and each of them, to sign and file Schedule 13D and related documents and amendments thereto on behalf of each person or entity who executed such Power of Attorney, incorporated herein by reference from Exhibit 2 to the Schedule 13D filed by the Filing Group on September 9, 2010.
3	Form of Rule 10b5-1 Sales Plan between Stifel, Nicolaus & Company, Incorporated and the members of the Filing Group, or trusts of which members of the Filing Group are trustees or co-trustees, incorporated herein by reference from Exhibit 3 to the Schedule 13D filed by the Filing Group on September 9, 2010.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 8, 2010

EARL E. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Earl E. Congdon

DAVID S. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
David S. Congdon

MARILYN M. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Marilyn M. Congdon

KATHRYN L. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Kathryn L. Congdon

HELEN S. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Helen S. Congdon

AUDREY L. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Audrey L. Congdon

AUDREY L. CONGDON IRREVOCABLE TRUST  
NUMBER TWO DATED MAY 28, 2004

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
David S. Congdon, Trustee



JOHN B. YOWELL

/s/ Joel B. McCarty, Jr., by Power of Attorney  
John B. Yowell

SETH MORGAN YOWELL IRREVOCABLE INTER  
VIVOS TRUST DATED AUGUST 25, 2010

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Audrey L. Congdon, Co-Trustee

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John B. Yowell, Co-Trustee

MEGAN ELISE YOWELL IRREVOCABLE INTER  
VIVOS TRUST AUGUST 25, 2010

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Audrey L. Congdon, Co-Trustee

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John B. Yowell, Co-Trustee

KAREN C. PIGMAN

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Karen C. Pigman

MELISSA A. PENLEY

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Melissa A. Penley

MATTHEW A. PENLEY

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Matthew A. Penley

MARK A. PENLEY

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Mark A. Penley

JOHN R. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon

JOHN R. CONGDON, JR.

/s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon, Jr.

SUSAN C. TERRY

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Susan C. Terry

JEFFREY W. CONGDON

/s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon

JOHN R. CONGDON TRUST FOR JEFFREY  
WHITEFIELD CONGDON, JR. DATED JANUARY 2,  
1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR MARK ROSS  
CONGDON DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR PETER  
WHITEFIELD CONGDON DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR MICHAEL DAVIS  
CONGDON DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR MARY EVELYN  
CONGDON DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon, Trustee

JOHN R. CONGDON TRUST FOR KATHRYN  
LAWSON TERRY DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon, Jr., Co-Trustee

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon, Co-Trustee

JOHN R. CONGDON TRUST FOR NATHANIEL  
EVERETT TERRY DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon, Jr., Co-Trustee

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon, Co-Trustee

JOHN R. CONGDON TRUST FOR HUNTER  
ANDREW TERRY DATED JANUARY 2, 1991

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
John R. Congdon, Jr., Co-Trustee

By: /s/ Joel B. McCarty, Jr., by Power of Attorney  
Jeffrey W. Congdon, Co-Trustee