

CONGDON EARL E  
Form SC 13D/A  
November 03, 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. 2)\***

**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)**

**October 29, 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 1,861,361  
8. Shared voting power

beneficially

owned by 210,937  
each 9. Sole dispositive power

reporting

person 1,861,361  
10. Shared dispositive power  
with

210,937

11. Aggregate amount beneficially owned by each reporting person

2,072,298

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)

3.6%

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 1,233,940  
8. Shared voting power

beneficially

owned by 1,188,476  
each 9. Sole dispositive power

reporting

person 1,233,940  
10. Shared dispositive power  
with

1,188,476

11. Aggregate amount beneficially owned by each reporting person

2,422,416

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

121,801

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

121,801

11. Aggregate amount beneficially owned by each reporting person



121,801

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

121,801

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

121,801

11. Aggregate amount beneficially owned by each reporting person

121,801

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

514,223

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

514,223

11. Aggregate amount beneficially owned by each reporting person

514,223

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 2,117,144  
each 9. Sole dispositive power

reporting

person 632,345  
10. Shared dispositive power  
with

2,117,144

11. Aggregate amount beneficially owned by each reporting person

2,749,489

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

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

4.9%

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 45,375  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 45,375  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person



45,375

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

1,686,493

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

1,686,493

11. Aggregate amount beneficially owned by each reporting person

1,686,493

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

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

3.0%

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 121,796  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 121,796  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

121,796

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 121,801  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 121,801  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

121,801

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

807,857  
shares 8. Shared voting power

beneficially

owned by 846,137  
each 9. Sole dispositive power

reporting

807,857  
person 10. Shared dispositive power  
with

846,137

11. Aggregate amount beneficially owned by each reporting person



1,653,994

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

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

3.0%

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

121,796

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

121,796

11. Aggregate amount beneficially owned by each reporting person

121,796

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

121,796

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

121,796

11. Aggregate amount beneficially owned by each reporting person

121,796

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

121,796

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

121,796

11. Aggregate amount beneficially owned by each reporting person

121,796

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 2,544,955  
8. Shared voting power

beneficially

owned by 210,937  
each 9. Sole dispositive power

reporting

person 2,544,955  
10. Shared dispositive power  
with

210,937

11. Aggregate amount beneficially owned by each reporting person



2,755,892

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

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

4.9%

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 1,693,652  
8. Shared voting power

beneficially

owned by 918,927  
each 9. Sole dispositive power

reporting

person 1,693,652  
10. Shared dispositive power  
with

918,927

11. Aggregate amount beneficially owned by each reporting person

2,612,579

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

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 726,827  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 726,827  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

726,827

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

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

1.3%

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 1,856,828  
8. Shared voting power

beneficially

owned by 918,927  
each 9. Sole dispositive power

reporting

person 1,856,828  
10. Shared dispositive power  
with

918,927

11. Aggregate amount beneficially owned by each reporting person

2,775,755

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

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

5.0%

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 307,925  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 307,925  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person



307,925

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

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

0.6%

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 308,177  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 308,177  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

308,177

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

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

0.6%

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

7. Sole voting power

Number of

shares 280,120  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 280,120  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

280,120

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

7. Sole voting power

Number of

shares 283,898  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 283,898  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

283,898

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

7. Sole voting power

Number of

shares 283,896  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 283,896  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person



283,896

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

7. Sole voting power

Number of

shares 307,110  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 307,110  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

307,110

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

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

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

7. Sole voting power

Number of

shares 304,866  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 304,866  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

304,866

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

7. Sole voting power

Number of

shares 306,951  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 306,951  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

306,951

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 September 24, 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. 2. 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 not amended except to the extent that the Common Stock holdings of the members of the Filing Group have been reduced, as described in detail under Items 4 and 5.

**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 October 13, 2010 and October 29, 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 653,749 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.

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: 2,072,298  
Percentage: 3.6%

(b) Sole power to vote or direct the vote: 1,861,361



Shared power to vote or direct the vote: 210,937

Sole power to dispose or direct the disposition: 1,861,361

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

David S. Congdon

**(a)** Aggregate number of shares of Common Stock beneficially owned: 2,422,416  
Percentage: 4.2%

**(b)** Sole power to vote or direct the vote: 1,233,940  
Shared power to vote or direct the vote: 1,188,476

Sole power to dispose or direct the disposition: 1,233,940

Shared power to dispose or direct the disposition: 1,188,476

Marilyn M. Congdon

**(a)** Aggregate number of shares of Common Stock beneficially owned: 121,801  
Percentage: 0.2%

**(b)** Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 121,801

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 121,801

Kathryn L. Congdon

**(a)** Aggregate number of shares of Common Stock beneficially owned: 121,801  
Percentage: 0.2%

**(b)** Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 121,801

Sole power to dispose or direct the disposition: 0

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Shared power to dispose or direct the disposition: 121,801

Helen S. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 514,223  
Percentage: 0.9%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 514,223

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 514,223

Audrey L. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 2,749,489

Percentage: 4.9%

(b) Sole power to vote or direct the vote: 632,345  
Shared power to vote or direct the vote: 2,117,144

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

Shared power to dispose or direct the disposition: 2,117,144

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

(a) Aggregate number of shares of Common Stock beneficially owned: 45,375  
Percentage: 0.1%

(b) Sole power to vote or direct the vote: 45,375  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 45,375

Shared power to dispose or direct the disposition: 0

John B. Yowell

(a) Aggregate number of shares of Common Stock beneficially owned: 1,686,493  
Percentage: 3.0%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 1,686,493

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 1,686,493

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

(a) Aggregate number of shares of Common Stock beneficially owned: 121,796  
Percentage: 0.2%

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(b) Sole power to vote or direct the vote: 121,796  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 121,796

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: 121,801  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 121,801  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 121,801

Shared power to dispose or direct the disposition: 0

Karen C. Pigman

(a) Aggregate number of shares of Common Stock beneficially owned: 1,653,994  
Percentage: 3.0%

(b) Sole power to vote or direct the vote: 807,857  
Shared power to vote or direct the vote: 846,137

Sole power to dispose or direct the disposition: 807,857

Shared power to dispose or direct the disposition: 846,137

Melissa A. Penley

(a) Aggregate number of shares of Common Stock beneficially owned: 121,796  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 121,796

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 121,796

Matthew A. Penley

(a) Aggregate number of shares of Common Stock beneficially owned: 121,796  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 121,796

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 121,796

Mark A. Penley

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(a) Aggregate number of shares of Common Stock beneficially owned: 121,796  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 121,796

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 121,796

John R. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 2,755,892  
Percentage: 4.9%

(b) Sole power to vote or direct the vote: 2,544,955  
Shared power to vote or direct the vote: 210,937

Sole power to dispose or direct the disposition: 2,544,955

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

John R. Congdon, Jr.

(a) Aggregate number of shares of Common Stock beneficially owned: 2,612,579  
Percentage: 4.7%

(b) Sole power to vote or direct the vote: 1,693,652  
Shared power to vote or direct the vote: 918,927

Sole power to dispose or direct the disposition: 1,693,652

Shared power to dispose or direct the disposition: 918,927

Susan C. Terry

(a) Aggregate number of shares of Common Stock beneficially owned: 726,827  
Percentage: 1.3%

(b) Sole power to vote or direct the vote: 726,827  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 726,827

Shared power to dispose or direct the disposition: 0

Jeffrey W. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 2,775,755  
Percentage: 5.0%

(b) Sole power to vote or direct the vote: 1,856,828  
Shared power to vote or direct the vote: 918,927

Sole power to dispose or direct the disposition: 1,856,828

Shared power to dispose or direct the disposition: 918,927

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

(a) Aggregate number of shares of Common Stock beneficially owned: 307,925  
Percentage: 0.6%

(b) Sole power to vote or direct the vote: 307,925  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 307,925

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: 308,177  
Percentage: 0.6%



(b) Sole power to vote or direct the vote: 308,177  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 308,177

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: 280,120  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 280,120  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 280,120

Shared power to dispose or direct the disposition: 0

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

(a) Aggregate number of shares of Common Stock beneficially owned: 283,898  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 283,898  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 283,898

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: 283,896  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 283,896  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 283,896

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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: 307,110  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 307,110  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 307,110

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: 304,866  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 304,866  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 304,866

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: 306,951  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 306,951  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 306,951

Shared power to dispose or direct the disposition: 0

(c): Between October 13, 2010 and October 29, 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 653,749 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
10/13/10	18,589	\$ 26.1118(1)
10/15/10	18,065	\$ 26.0081(2)
10/18/10	9	\$ 26
10/27/10	19,675	\$ 28
10/28/10	18,817	\$ 28.009(3)
10/29/10	23,259	\$ 28.0069(4)
Total	98,414	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	4,969	\$ 26.1118(1)
10/15/10	4,829	\$ 26.0081(2)
10/18/10	3	\$ 26
10/27/10	5,260	\$ 28
10/28/10	5,030	\$ 28.009(3)
10/29/10	6,218	\$ 28.0069(4)
Total	26,309	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	2,650	\$ 26.1118(1)
10/15/10	2,576	\$ 26.0081(2)
10/18/10	1	\$ 26
10/27/10	2,805	\$ 28
10/28/10	2,685	\$ 28.009(3)
10/29/10	3,316	\$ 28.0069(4)
Total	14,033	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	2,650	\$ 26.1118(1)
10/15/10	2,576	\$ 26.0081(2)
10/18/10	1	\$ 26
10/27/10	2,805	\$ 28
10/28/10	2,680	\$ 28.009(3)
10/29/10	3,316	\$ 28.0069(4)
Total	14,028	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	2,650	\$ 26.1118(1)
10/15/10	2,576	\$ 26.0081(2)
10/18/10	1	\$ 26
10/27/10	2,805	\$ 28
10/28/10	2,680	\$ 28.009(3)
10/29/10	3,316	\$ 28.0069(4)
Total	14,028	

Helen S. Congdon

Date	Number of Shares Sold	Weighted Average Price
10/13/10	414	\$ 26.1118(1)
10/15/10	401	\$ 26.0081(2)
10/18/10	2	\$ 26
10/27/10	438	\$ 28
10/28/10	420	\$ 28.009(3)
10/29/10	520	\$ 28.0069(4)
Total	2,195	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	5,384	\$ 26.1118(1)
10/15/10	5,232	\$ 26.0081(2)
10/18/10	3	\$ 26
10/27/10	5,698	\$ 28
10/28/10	5,450	\$ 28.009(3)
10/29/10	6,736	\$ 28.0069(4)
Total	28,503	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	139	\$ 26.1118(1)
10/15/10	133	\$ 26.0081(2)
10/27/10	146	\$ 28
10/28/10	140	\$ 28.009(3)
10/29/10	172	\$ 28.0069(4)
Total	730	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	2,650	\$ 26.1118(1)
10/15/10	2,576	\$ 26.0081(2)
10/18/10	1	\$ 26
10/27/10	2,805	\$ 28
10/28/10	2,685	\$ 28.009(3)
10/29/10	3,316	\$ 28.0069(4)
Total	14,033	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	2,650	\$ 26.1118(1)
10/15/10	2,576	\$ 26.0081(2)
10/18/10	1	\$ 26
10/27/10	2,805	\$ 28
10/28/10	2,680	\$ 28.009(3)
10/29/10	3,316	\$ 28.0069(4)
Total	14,028	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	11,043	\$ 26.1118(1)
10/15/10	10,732	\$ 26.0081(2)
10/18/10	6	\$ 26
10/27/10	11,699	\$ 28
10/28/10	11,180	\$ 28.009(3)
10/29/10	13,818	\$ 28.0069(4)
Total	58,478	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	2,650	\$ 26.1118(1)
10/15/10	2,576	\$ 26.0081(2)
10/18/10	1	\$ 26
10/27/10	2,805	\$ 28
10/28/10	2,685	\$ 28.009(3)
10/29/10	3,316	\$ 28.0069(4)
Total	14,033	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	2,650	\$ 26.1118(1)
10/15/10	2,576	\$ 26.0081(2)
10/18/10	1	\$ 26
10/27/10	2,805	\$ 28
10/28/10	2,685	\$ 28.009(3)
10/29/10	3,316	\$ 28.0069(4)
Total	14,033	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	2,650	\$ 26.1118(1)
10/15/10	2,576	\$ 26.0081(2)
10/18/10	1	\$ 26
10/27/10	2,805	\$ 28
10/28/10	2,685	\$ 28.009(3)
10/29/10	3,316	\$ 28.0069(4)
Total	14,033	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	19,710	\$ 26.1118(1)
10/15/10	19,154	\$ 26.0081(2)
10/18/10	11	\$ 26
10/27/10	20,335	\$ 28
10/28/10	19,450	\$ 28.009(3)
10/29/10	24,040	\$ 28.0069(4)
Total	102,700	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	3,942	\$ 26.1118(1)
10/15/10	3,831	\$ 26.0081(2)
10/18/10	3	\$ 26
10/27/10	3,939	\$ 28
10/28/10	3,767	\$ 28.009(3)
10/29/10	4,656	\$ 28.0069(4)
Total	20,138	



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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	7,255	\$ 26.1118(1)
10/15/10	7,051	\$ 26.0081(2)
10/18/10	5	\$ 26
10/27/10	7,562	\$ 28
10/28/10	7,233	\$ 28.009(3)
10/29/10	8,940	\$ 28.0069(4)
Total	38,046	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	5,356	\$ 26.1118(1)
10/15/10	5,205	\$ 26.0081(2)
10/18/10	3	\$ 26
10/27/10	5,435	\$ 28
10/28/10	5,200	\$ 28.009(3)
10/29/10	6,429	\$ 28.0069(4)
Total	27,628	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	3,821	\$ 26.1118(1)
10/15/10	3,713	\$ 26.0081(2)
10/18/10	2	\$ 26
10/27/10	3,839	\$ 28
10/28/10	3,672	\$ 28.009(3)
10/29/10	4,539	\$ 28.0069(4)
Total	19,586	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	3,821	\$ 26.1118(1)
10/15/10	3,713	\$ 26.0081(2)
10/18/10	2	\$ 26
10/27/10	3,839	\$ 28
10/28/10	3,672	\$ 28.009(3)
10/29/10	4,539	\$ 28.0069(4)
Total	19,586	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	3,920	\$ 26.1118(1)
10/15/10	3,810	\$ 26.0081(2)
10/18/10	3	\$ 26
10/27/10	3,974	\$ 28
10/28/10	3,800	\$ 28.009(3)
10/29/10	4,698	\$ 28.0069(4)
Total	20,205	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	3,975	\$ 26.1118(1)
10/15/10	3,864	\$ 26.0081(2)
10/18/10	3	\$ 26
10/27/10	4,003	\$ 28
10/28/10	3,828	\$ 28.009(3)
10/29/10	4,732	\$ 28.0069(4)
Total	20,405	

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

Date	Number of Shares Sold	Weighted Average Price
10/13/10	3,975	\$ 26.1118(1)
10/15/10	3,864	\$ 26.0081(2)
10/18/10	3	\$ 26
10/27/10	4,003	\$ 28
10/28/10	3,828	\$ 28.009(3)
10/29/10	4,732	\$ 28.0069(4)
Total	20,405	

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
10/13/10	2,871	\$ 26.1118(1)
10/15/10	2,790	\$ 26.0081(2)
10/18/10	2	\$ 26
10/27/10	2,951	\$ 28
10/28/10	2,822	\$ 28.009(3)
10/29/10	3,489	\$ 28.0069(4)
Total	14,925	

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
10/13/10	2,098	\$ 26.1118(1)
10/15/10	2,039	\$ 26.0081(2)
10/18/10	1	\$ 26
10/27/10	2,542	\$ 28
10/28/10	2,431	\$ 28.009(3)
10/29/10	3,005	\$ 28.0069(4)
Total	12,116	

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
10/13/10	994	\$ 26.1118(1)
10/15/10	966	\$ 26.0081(2)
10/27/10	2,922	\$ 28
10/28/10	2,795	\$ 28.009(3)
10/29/10	3,454	\$ 28.0069(4)
Total	11,131	

- (1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.32, 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 \$26.00 to \$26.17, 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.
- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.015, 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.
- (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.08, 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) Not applicable.

**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 3, 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