

OLD DOMINION FREIGHT LINE INC/VA
Form SC 13G/A
February 11, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information To Be Included In Statements Filed

Pursuant To Rules 13d-1(B), (C) And (D) And

Amendments Thereto Filed Pursuant To Rule 13d-2(B)

(Amendment No. 13)

OLD DOMINION FREIGHT LINE, INC.

(Name of Issuer)

Common Stock (par value \$0.10 per share)

(Title of Class of Securities)

679580100

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David S. Congdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 740,182 (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,039,447 (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 740,182 (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

1,039,447 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,779,629

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.2%

12. TYPE OF REPORTING PERSON

IN (See Item 4)

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CUSIP 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David S. Congdon, Custodian

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 206,136 (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 206,136 (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

206,136

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.8%

12. TYPE OF REPORTING PERSON

IN (See Item 4)

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CUSIP 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David S. Congdon Revocable Trust, dated December 3, 1991

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF 342,754 (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 342,754 (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

342,754

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.4%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David S. Congdon Irrevocable Trust #1, dated December 1, 1992

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF -0- (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 183,877 (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

 183,877 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

183,877

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.7%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF 22,941 (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 22,941 (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,941

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF 22,941 (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 22,941 (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,941

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF 22,941 (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 22,941 (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,941

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David S. Congdon Grantor Retained Annuity Trust, dated May 27, 2004

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF 80,000 (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 80,000 (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

80,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Earl E. Congdon Intangibles Trust, dated July 23, 2003

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

5. SOLE VOTING POWER

NUMBER OF -0- (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 623,820 (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

 623,820 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

623,820

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.5%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.9%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

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CUSIP 679580100

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Helen S. Congdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

NUMBER OF 25,000 (See Item 4)

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- (See Item 4)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 25,000 (See Item 4)

WITH: 8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12. TYPE OF REPORTING PERSON

IN (See Item 4)

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Item 1. (a) Name of Issuer:

Old Dominion Freight Line, Inc.

(b) Address of Issuer's Principal Executive Offices:

500 Old Dominion Way

Thomasville, NC 27360

Item 2. (a) Names of Persons Filing:

(i) David S. Congdon

(ii) David S. Congdon, Custodian

(iii) David S. Congdon Revocable Trust, dated December 3, 1991

(iv) David S. Congdon Irrevocable Trust #1, dated December 1, 1992

(v) Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon

(vi) Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon

(vii) Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon

(viii) David S. Congdon Grantor Retained Annuity Trust, dated May 27, 2004

(ix) Earl E. Congdon Intangibles Trust, dated July 23, 2003

(x) Kathryn W. Congdon Intangibles Trust, dated May 23, 2001

(xi) Helen S. Congdon

(b) Address of Principal Business Office or, if none, Residence:

As to (i) through (xi): 500 Old Dominion Way

Thomasville, NC 27360

(c) Place of Organization or Citizenship:

As to (i), (ii) and (xi) USA

As to (iii) through (x) North Carolina

(d) Title of Class of Securities:

Common Stock (\$0.10 par value)

(e) CUSIP Number:

679580100

Item 3. If this statement is filed pursuant to §§240.13d - 1(b) or 240.13d - 2(b) or (c), check whether the person filing is a:

Not Applicable. This is a joint filing by the persons identified in Item 2, above, pursuant to Rules 13d-1(c) and Rule 13d-1(k) but not a group filing.

Item 4. Ownership.

The securities reported herein are beneficially owned by David S. Congdon, David S. Congdon, as Custodian for his children, the David S. Congdon Revocable Trust, dated December 3, 1991, the David S. Congdon Irrevocable Trust #1, dated December 1, 1992, the Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon, the Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon, the Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon, the David S. Congdon Grantor Retained Annuity Trust, dated May 27, 2004, the Earl E. Congdon Intangibles Trust, dated July 23, 2003, the Kathryn W. Congdon Intangibles Trust, dated May 23, 2001 and Helen S. Congdon. The total securities reported is 1,779,629 shares of the Issuer's Common Stock, which constitutes 7.2% of such shares as of December 31, 2004.

As of December 31, 2004, David S. Congdon has sole voting and dispositive power with respect to 740,182 shares (3.0%) of the Issuer's Common Stock, of which 17,469 shares are held by David S. Congdon, 206,136 shares are held by David S. Congdon as custodian for his children, 342,754 shares are held by the David S. Congdon Revocable Trust, dated December 3, 1991, 22,941 shares are held by an Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon, 22,941 shares are held an Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon, 22,941 shares are held by an Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon, 80,000 shares are held by the David S. Congdon Grantor Retained Annuity Trust, dated May 27, 2004, and 25,000 shares are held by Helen S. Congdon. He shares voting and dispositive power with respect to 183,877 shares held by the David S. Congdon Irrevocable Trust #1, dated December 1, 1992, 623,820 shares held by the Earl E. Congdon Intangibles Trust, dated July 23, 2003, and 231,750 shares held by the Kathryn W. Congdon Intangibles Trust, dated May 23, 2001. David S. Congdon beneficially owns a total of 1,779,629 shares (7.2%) of the Issuer's Common Stock.

As of December 31, 2004, David S. Congdon, as Custodian for his children, owns directly 206,136 shares (0.8%) of the Issuer's Common Stock.

As of December 31, 2004, David S. Congdon Revocable Trust, dated December 3, 1991, owns directly 342,754 shares (1.4%) of the Issuer's Common Stock. David S. Congdon, as Trustee, has sole voting and sole dispositive power over those shares.

As of December 31, 2004, David S. Congdon Irrevocable Trust #1 owns directly 183,877 shares (0.7%) of the Issuer's Common Stock. Although Mr. Congdon's wife, Helen Congdon, as Trustee, has sole voting and sole dispositive power over those shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2004, an Irrevocable Trust, dated December 18, 1998, fbo Marilyn Congdon, has sole voting and dispositive power with respect to 22,941 shares (0.1%) of the Issuer's Common Stock. David S. Congdon is the trustee. Marilyn Congdon is a child of David S. Congdon.

As of December 31, 2004, an Irrevocable Trust, dated December 18, 1998, fbo Kathryn Congdon, has sole voting and dispositive power with respect to 22,941 shares (0.1%) of the Issuer's Common Stock. David S. Congdon is the trustee. Kathryn Congdon is a child of David S. Congdon.

As of December 31, 2004, an Irrevocable Trust, dated December 18, 1998, fbo Ashlyn Congdon, has sole voting and dispositive power with respect to 22,941 shares (0.1%) of the Issuer's Common Stock. David S. Congdon is the trustee. Ashlyn Congdon is a child of David S. Congdon.

As of December 31, 2004, David S. Congdon, as trustee and grantor of the David S. Congdon Grantor Retained Annuity Trust, dated May 27, 2004, has sole voting and dispositive power with respect to 80,000 shares (0.3%) of the Issuer's Common Stock held by the David S. Congdon Grantor Retained Annuity Trust, dated May 27, 2004.

As of December 31, 2004, the Earl E. Congdon Intangibles Trust, dated July 23, 2003, beneficially owns 623,820 (2.5%) of the Issuer's Common Stock. David S. Congdon is trustee of that trust. Earl E. Congdon is the father of David S. Congdon.

As of December 31, 2004, the Kathryn W. Congdon Intangibles Trust, dated May 23, 2001, owns 231,750 shares (0.9%) of the Issuer's Common Stock. David S. Congdon is trustee of that trust. Kathryn W. Congdon is the mother of David S. Congdon.

As of December 31, 2004, Helen S. Congdon, the spouse of David S. Congdon, owns directly 25,000 shares (0.1%) of the Issuer's Common Stock.

(a) Amount beneficially owned:

- (i) 1,779,629
- (ii) 206,136
- (iii) 342,754
- (iv) 183,877
- (v) 22,941
- (vi) 22,941
- (vii) 22,941
- (viii) 80,000
- (ix) 623,820
- (x) 231,750
- (xi) 25,000

(b) Percent of Class:

- (i) 7.2%
- (ii) 0.8%
- (iii) 1.4%

- (iv) 0.7%
- (v) 0.1%
- (vi) 0.1%
- (vii) 0.1%
- (viii) 0.3%
- (ix) 2.5%
- (x) 0.9%
- (xi) 0.1%

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(c) Number of Shares as to which such person has:

(i) Sole power to vote or to direct the vote

(i) 740,182

(ii) 206,136

(iii) 342,754

(iv) -0-

(v) 22,941

(vi) 22,941

(vii) 22,941

(viii) 80,000

(ix) -0-

(x) -0-

(xi) 25,000

(ii) Shared power to vote or to direct the vote

(i) 1,039,447

(ii) -0-

(iii) -0-

(iv) 183,877

(v) -0-

(vi) -0-

(vii) -0-

(viii) -0-

(ix) 623,820

(x) 231,750

(xi) -0-

(iii) Sole power to dispose or to direct the disposition of

(i) 740,182

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- (ii) 206,136
- (iii) 342,754
- (iv) -0-
- (v) 22,941
- (vi) 22,941
- (vii) 22,941
- (viii) 80,000
- (ix) -0-
- (x) -0-
- (xi) 25,000
- (iv) Shared power to dispose or to direct the disposition of
 - (i) 1,039,447
 - (ii) -0-
 - (iii) -0-
 - (iv) 183,877
 - (v) -0-
 - (vi) -0-
 - (vii) -0-
 - (viii) -0-
 - (ix) 623,820
 - (x) 231,750
 - (xi) -0-

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Not Applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

See information in Item 4, above.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

See Item 3 and Item 4, above.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certifications

By signing below, we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

This report shall not be construed as an admission by the persons filing the report that they are the beneficial owner of any securities covered by this report.

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

CUSIP 679580100

February 11, 2005.

DAVID S. CONGDON

/s/ David S. Congdon

David S. Congdon

DAVID S. CONGDON, Custodian

/s/ David S. Congdon

David S. Congdon, Custodian for
Kathryn Congdon, Marilyn Congdon

and Ashlyn Congdon

DAVID S. CONGDON REVOCABLE TRUST, dated
December 3, 1991

By: /s/ David S. Congdon

David S. Congdon, Trustee

DAVID S. CONGDON IRREVOCABLE TRUST #1,

dated December 1, 1992

By: /s/ Helen S. Congdon

Helen S. Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18,
1998, FBO MARILYN CONGDON

By: /s/ David S. Congdon

David S. Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18,
1998, FBO KATHRYN CONGDON

By: /s/ David S. Congdon

David S. Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18,
1998, FBO ASHLYN CONGDON

By: /s/ David S. Congdon

David S. Congdon, Trustee

DAVID S. CONGDON GRANTOR RETAINED
ANNUITY TRUST, dated May 27, 2004

By: /s/ David S. Congdon

David S. Congdon, Trustee

EARL E. CONGDON INTANGIBLES TRUST, dated
July 23, 2003

By: /s/ David S. Congdon

David S. Congdon, Trustee

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KATHRYN W. CONGDON INTANGIBLES TRUST,

dated May 23, 2001

By: /s/ David S. Congdon

David S. Congdon, Trustee

HELEN S. CONGDON

/s/ Helen S. Congdon

Helen S. Congdon

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