

ST JOE CO  
Form SC 13D/A  
August 11, 2004

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

**Washington, DC 20549**

**SCHEDULE 13D**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 13)\***

The St. Joe Company

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**(Name of Issuer)**

Common Stock, No par value

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**(Title of Class of Securities)**

790148100

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(CUSIP Number)

Winfred L. Thornton

Alfred I. duPont Testamentary Trust

4600 Touchton Road, East

Building 200, Suite 500

Jacksonville, FL 32246

(904) 232-4148

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 28, 2004

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(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 Rule 13d-1(e), Rule 13d-1(f), or Rule 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* Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for recording 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).

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

Alfred I. duPont Testamentary Trust

2) Check the Appropriate Row if a Member of a Group (*See Instructions*)

(a) ..

(b) x

3) SEC Use Only

4) Source of Funds (*See Instructions*)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) ..

6) Citizenship or Place of Organization

Florida

7) Sole Voting Power

Number of 12,889,355

Shares 8) Shared Voting Power

Beneficially

Owned by 12,889,355

Each 9) Sole Dispositive Power

Reporting

Person 12,889,355

With 10) Shared Dispositive Power

12,889,355

11) Aggregate Amount Beneficially Owned by Each Reporting Person

12,889,355

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*) ..

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13) Percent of Class Represented by Amount in Row (11)

16.9%

14) Type of Reporting Person (*See Instructions*)

OO

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

Winfred L. Thornton

2) Check the Appropriate Row if a Member of a Group (*See Instructions*)

(a) ..

(b) x

3) SEC Use Only

4) Source of Funds (*See Instructions*)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) ..

6) Citizenship or Place of Organization

United States of America

7) Sole Voting Power

Number of	23,140	
Shares		8) Shared Voting Power
Beneficially		
Owned by	12,889,355	
Each		9) Sole Dispositive Power
Reporting		
Person	23,140	
With		10) Shared Dispositive Power

12,889,355

11) Aggregate Amount Beneficially Owned by Each Reporting Person

12,912,495

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*) ..

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13) Percent of Class Represented by Amount in Row (11)

16.9%

14) Type of Reporting Person (*See Instructions*)

IN

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

Wachovia Bank, N.A., a subsidiary of Wachovia Corporation, as Corporate Trustee

2) Check the Appropriate Row if a Member of a Group (*See Instructions*)

(a)

(b)

3) SEC Use Only

4) Source of Funds (*See Instructions*)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) ..

6) Citizenship or Place of Organization

United States of America

7) Sole Voting Power

Number of	50,500	
Shares		8) Shared Voting Power
Beneficially		
Owned by	12,889,355	
Each		9) Sole Dispositive Power
Reporting		
Person	50,500	
With		10) Shared Dispositive Power

12,889,355

11) Aggregate Amount Beneficially Owned by Each Reporting Person

12,939,855

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*) ..

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13) Percent of Class Represented by Amount in Row (11)

17.0%

14) Type of Reporting Person (*See Instructions*)

BK



1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

Hugh M. Durden

2) Check the Appropriate Row if a Member of a Group (*See Instructions*)

(a) ..

(b) x

3) SEC Use Only

4) Source of Funds (*See Instructions*)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) ..

6) Citizenship or Place of Organization

United States of America

7) Sole Voting Power

Number of 8,001

Shares 8) Shared Voting Power

Beneficially

Owned by 12,889,355

Each 9) Sole Dispositive Power

Reporting

Person 8,001

With 10) Shared Dispositive Power

12,889,355

11) Aggregate Amount Beneficially Owned by Each Reporting Person

12,897,356

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*) ..

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13) Percent of Class Represented by Amount in Row (11)

16.9%

14) Type of Reporting Person (*See Instructions*)

IN

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

**John S. Lord**

2) Check the Appropriate Row if a Member of a Group (*See Instructions*)

(a) ..

(b)  x

3) SEC Use Only

4) Source of Funds (*See Instructions*)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) ..

6) Citizenship or Place of Organization

**United States of America**

7) Sole Voting Power

Number of 13,850

Shares 8) Shared Voting Power

Beneficially

Owned by 12,889,355

Each 9) Sole Dispositive Power

Reporting

Person 13,850

With 10) Shared Dispositive Power

**12,889,355**

11) Aggregate Amount Beneficially Owned by Each Reporting Person

**12,903,205**

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*) ..

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13) Percent of Class Represented by Amount in Row (11)

16.9%

14) Type of Reporting Person (*See Instructions*)

IN

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

Herbert H. Peyton

2) Check the Appropriate Row if a Member of a Group (*See Instructions*)

(a) ..

(b) x

3) SEC Use Only

4) Source of Funds (*See Instructions*)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) ..

6) Citizenship or Place of Organization

United States of America

7) Sole Voting Power

Number of 5,000

Shares 8) Shared Voting Power

Beneficially

Owned by 12,889,355

Each 9) Sole Dispositive Power

Reporting

Person 5,000

With 10) Shared Dispositive Power

12,889,355

11) Aggregate Amount Beneficially Owned by Each Reporting Person

12,894,355

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*) ..

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13) Percent of Class Represented by Amount in Row (11)

16.9%

14) Type of Reporting Person (*See Instructions*)

IN

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

**John F. Porter, III**

2) Check the Appropriate Row if a Member of a Group (*See Instructions*)

(a)

(b)

3) SEC Use Only

4) Source of Funds (*See Instructions*)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) ..

6) Citizenship or Place of Organization

United States of America

7) Sole Voting Power

Number of	0	
Shares		8) Shared Voting Power
Beneficially		
Owned by	12,889,355	
Each		9) Sole Dispositive Power
Reporting		
Person	0	
With		10) Shared Dispositive Power

12,889,355

11) Aggregate Amount Beneficially Owned by Each Reporting Person

12,889,355

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*) ..

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13) Percent of Class Represented by Amount in Row (11)

16.9%

14) Type of Reporting Person (*See Instructions*)

IN



1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons (Entities Only)

W.T.Thompson, III

2) Check the Appropriate Row if a Member of a Group (*See Instructions*)

(a) ..

(b) x

3) SEC Use Only

4) Source of Funds (*See Instructions*)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) ..

6) Citizenship or Place of Organization

United States of America

7) Sole Voting Power

Number of 1,500

Shares 8) Shared Voting Power

Beneficially

Owned by 12,934,355

Each 9) Sole Dispositive Power

Reporting

Person 1,500

With 10) Shared Dispositive Power

12,934,355

11) Aggregate Amount Beneficially Owned by Each Reporting Person

12,935,855

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*See Instructions*) ..

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13) Percent of Class Represented by Amount in Row (11)

17.0%

14) Type of Reporting Person (*See Instructions*)

IN

Items 2, 4, 5, 6 and 7 are amended as set forth below.

## Item 2. Identity and Background

This Amendment is filed on behalf of the Alfred I. duPont Testamentary Trust (the Trust), Wachovia Bank, N.A. as Corporate Trustee, Hugh M. Durden, John S. Lord, Herbert H. Peyton, John F. Porter, III, William T. Thompson, III, and Winfred L. Thornton (collectively, the Reporting Persons).

The Trust's business address is 4600 Touchton Road, East Building 200, Suite 500, Jacksonville, FL 32246. The Trust was established under the Last Will and Testament of Alfred I. duPont.

The Trustees of the Trust are Messrs. Lord, Peyton, Porter, Thompson, Thornton and Wachovia Bank, N.A., a subsidiary of Wachovia Corporation, the corporate trustee of the Trust (collectively, the Trustees). By virtue of their status as trustees, the Trustees have the power to vote or direct the vote and the power to dispose or direct the disposition of the shares of the Issuer owned by the Trust. Messrs. Durden and Lord are also directors of the Issuer.

During the past five years, none of the Reporting Persons have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). In addition, during the past five years, none of the Reporting Persons have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

All of the individuals that are Reporting Persons are citizens of the United States of America. Wachovia Bank, N.A. is a national banking association.

## Item 4. Purpose of Transaction

The Reporting Persons acquired the Common Stock of the Issuer reported herein for investment purposes. Although the Reporting Persons intend to exercise their rights as a significant stockholder, the Reporting Persons currently do not have any plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any material change in the present capitalization or dividend policy of the Issuer; (e) any other material change in the Issuer's business or corporate

structure; (f) changes in the Issuer's articles of incorporation, constitution, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (g) causing a class of securities of the Issuer to be deleted from a national securities exchange or to cease to be authorized or quoted in an inter-dealer quotation system of a registered national securities association; (h) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or (i) any action similar to any of those enumerated above. The Reporting Persons do not have any plans or proposals which relate to or result in any change in the officers of the Issuer. Presently, Messrs. Durden and Lord are directors on the Issuer's Board of Directors which has eight members and the Reporting Persons do not have any plans or proposals to change the number or term of directors. Pursuant to the provisions of Amendment No. 4 dated as of December 30, 2003 to the Registration Rights Agreement, dated as of December 16, 1997 (as amended, the Registration Rights Agreement), between the Issuer and the Trust, Mr. Thornton resigned as a director effective July 31, 2004 as the Trust's beneficial ownership of the Common Stock fell below 20% of the issued and outstanding shares of the Issuer.

On February 7, 2003, the Trust and the Nemours Foundation (the Foundation) entered into a 90-day stock repurchase agreement with the Issuer. Such agreement was renewed for additional 90-day periods on May 19, 2003 and August 23, 2003. The August 23, 2003 renewal agreement continued to November 10, 2003 and called for the Trust or the Foundation to sell to the Issuer each Monday a number of shares equal to 0.9 times the amount of shares that the Issuer purchased from the public during the previous week. Effective November 10, 2003, the Trust and the Foundation entered into a 90-day stock repurchase agreement (the November Agreement) with the Issuer. The agreement calls for the Trust to sell to the Issuer each Monday a number of shares equal to 0.47 (the Share Multiplier) times the amount of shares that the Issuer purchased from the volume public during the previous week, if any, at a price equal to the weighted average price, excluding commissions, paid by the Issuer for shares purchased from the public during that week, provided that such volume weighted average price is at least \$30.00 (the Floor Price). Effective February 7, 2004, the November Agreement was renewed for 90 days and the Share Multiplier was changed to 0.46 and the Floor Price was changed to \$37.00. Effective May 7, 2004, the November Agreement was renewed for 90 days and the Share Multiplier was changed to 0.31. The November Agreement has expired.

On May 28, 2004, the Issuer filed a registration statement (the Registration Statement) in connection with the offering of up to 12 million shares of Common Stock by the Trust and the Foundation from time to time. On July 1, 2004, the Trust and the Foundation sold a total of 2,000,000 shares under the Registration

Statement to a third party and after the transaction the Foundation no longer owned any shares of the Issuer's Common Stock. On July 28, 2004, the Trust sold 1,200,000 shares under the Registration Statement to a third party. On July 30, 2004, the Trust sold 600,000 shares under the Registration Statement to a third party. On August 9, 2004, the Trust sold 1,000,000 shares under the Registration Statement to a third party. The Trust may, from time to time, sell all or part of the remaining shares covered by the Registration Statement on terms determined at the time such shares are offered for sale, to or through underwriters, directly to other purchasers or broker-dealers, through dealers or other persons acting as agents, through other methods described in the Registration Statement or through a combination of such methods. The distribution of such shares may be effected from time to time in one or more transactions at a fixed price or prices (which may be changed), at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices.

The Trust intends to sell the shares of the Common Stock covered by the Registration Settlement in order to diversify its assets. The timing and amount of sales by the Trust are subject to a number of uncertainties, including the market price of the Common Stock, the Issuer's prospects and general economic conditions.

The Trust's present intention is to hold substantially all of the shares remaining after the sale of the Shares covered by the Registration Statement for the indefinite future, subject to the reevaluation of this intent as a result of changes in market or general economic conditions or other considerations.

As stated in Item 2, Messrs. Durden and Lord are directors of the Issuer and by serving in that capacity may explore actions and transactions that may be advantageous to the Issuer, including but not limited to possible mergers, acquisitions, reorganizations or other material changes in the business, corporate structure, management, policies, governing instruments, capitalization, securities or regulatory or reporting obligations of the Issuer. However, Messrs. Durden and Lord do not currently have any plans or proposals that relate to or would result in any of the actions listed in (a) through (i) above.

Item 5. Interest in Securities of the Issuer

(a) As of the close of business on the date hereof, the Trust beneficially owned 12,889,355 shares of the Common Stock, which represented 16.9% of the issued and outstanding shares of Common Stock of the Issuer. By virtue of their status as trustees, the Trustees may be deemed to have indirect beneficial ownership of the shares of the Issuer owned by the Trust. In addition, as of such date, Winfred L. Thornton has beneficial ownership over 3,471 shares of Common Stock of the Issuer, Herbert H. Peyton has

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beneficial ownership over 5,000 shares of Common Stock of the Issuer, and William T. Thompson, III has beneficial ownership over 46,500 shares of the Common Stock of the Issuer. In addition, as of such date, John S. Lord has the right to acquire, 13,850 shares of the Common Stock of the Issuer, Hugh M. Durden has the right to acquire 8,001 shares of the Common Stock of the Issuer and Winfred L. Thornton has the right to acquire 19,669 shares of the Common Stock of the Issuer. In addition, Wachovia Bank, N.A., may be deemed to have beneficial ownership over 50,500 shares of Common Stock of the Issuer held in fiduciary and investment capacities. The number of shares owned by each of the foregoing individuals and Wachovia Bank, N.A., individually and in the aggregate represented less than 1% of the outstanding Common Stock of the Issuer.

(b) By virtue of their status as trustees of the Trust, the Trustees have the power to vote or direct the vote and the power to dispose or direct the disposition of the 12,889,355 shares of Common Stock of the Issuer owned by the Trust. Mr. Thornton has the sole power to vote and dispose of the 3,471 shares of Common Stock of the Issuer which he owns. Mr. Peyton has the sole power to vote and dispose of the 5,000 shares of Common Stock of the Issuer which he owns. Mr. Thompson has the sole power to vote and dispose of 1,500 shares of Common Stock of the Issuer which he owns and shares voting and dispositive power over the other 45,000 shares of Common Stock of the Issuer he beneficially owns. In addition to the shares held by the Trust, Wachovia Bank, N.A., has sole voting and dispositive power over 50,500 shares of Common Stock of the Issuer.

(c) From the filing date of Amendment No. 12 to Schedule 13D through the date of the filing of this Amendment No. 13 to Schedule 13D, the Trust closed on the following transactions in the Issuer's Common Stock:

<b>Date of event or trans-action</b>	<b>Type of event or transaction</b>	<b>Number of shares disposed of</b>	<b>Price per share and aggregate price</b>	<b>Number of shares owned after transaction</b>
7/26/04	Sale to Issuer as part of Issuer's Stock Repurchase Program	3,100	\$41.7369 per share; \$129,384.39 in transaction	15,709,195
7/27/04	Sale to third party pursuant to the Registration Statement	1,200,000	\$41.80 per share; \$50,160,000 in transaction	14,509,195
7/30/04	Sale to third party pursuant to the Registration Statement	600,000	\$42.80 per share; \$25,680,000 in transaction	13,909,195
8/02/04	Sale to Issuer as part of Issuer's Stock Repurchase Program	7,440	\$41.9845 per share; \$312,364.68 in transaction	13,901,755
8/09/04	Sale to Issuer as part of Issuer's Stock Repurchase Program	12,400	\$43.0681 per share; \$534,044.44 in transaction	13,889,355
8/09/04	Sale to third party pursuant to the Registration Statement	1,000,000	\$42.80 per share; \$42,800,000 in transaction	12,889,355

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

Pursuant to the Registration Rights Agreement, the Trust may require the Issuer to file a registration statement for the sale of shares of Common Stock beneficially owned by the Trust, subject to specified limitations (including a minimum offering size of 7.5% of outstanding shares of Common Stock for all except the last demand). Upon the consummation of the sale of the shares covered by the Registration Statement, the Trust will have one additional opportunity to effect such a demand registration. The Trust may not require the Issuer to effect a demand registration within six months after the effectiveness of a registration statement pursuant to an earlier demand; however, the Company has waived this limitation for the Registration Statement. In addition, the Trust has limited piggy-back registration rights under the Registration Rights Agreement, which means the Trust may require the Issuer to register its shares of Common Stock when the Issuer files a registration statement to cover the sale of common stock by the Issuer or some other shareholders.

Under the terms of the Registration Rights Agreement, the Trust's right to director representation will depend on its beneficial ownership of Common Stock:

if the Trust beneficially owns at least 20% of the outstanding shares of Common Stock, the Trust will be entitled to nominate two members of the board of directors, and the Issuer and its board of directors will support the election of these Trust-nominated directors

if the Trust beneficially owns less than 20% but at least 5% of the outstanding shares of Common Stock, the Trust will be entitled to nominate one member of the board, and the Issuer and its board of directors will support the election of this Trust-nominated director.

If the size of the board of directors is increased, the number of directors that the Trust will be entitled to nominate will be appropriately and proportionately increased.

These board representation arrangements do not limit the ability of the Trust to vote its shares of Common Stock in any manner it sees fit in connection with the election of directors or otherwise.

Under the Registration Rights Agreement, the Issuer will bear the expenses of demand registrations other than the last demand, except the Trust will pay its own underwriting discounts and commissions, the fees and expenses of the Trust's legal counsel and financial advisors, and some other expenses. The Trust will pay all of the expenses of the last demand registration. In the event that the future demand registration covers less than 10% of the outstanding shares of Common Stock, the Trust will also pay the SEC and NASD filing fees relating to the registration.

Under the Registration Rights Agreement, the Issuer and the Trust have agreed to indemnify each other against certain civil liabilities, including liabilities under the Securities Act of 1933, as amended.

Item 7. Material To Be Filed As Exhibits

1. Registration Rights Agreement between The St. Joe Company (the Issuer) and the Alfred I. duPont Testamentary Trust, dated December 16, 1997 (incorporated by reference to Exhibit 4.01 to the Issuer's Amendment No. 1 to the registration statement on Form S-3 (File No. 333-42397)).
2. Amendment No. 1 to the Registration Rights Agreement between the Alfred I. duPont Testamentary Trust and the Issuer dated January 26, 1998 (incorporated by reference to Exhibit 4.2 of the Issuer's registration statement on Form S-1 (file 333-89146)).
3. Amendment No. 2 to the Registration Rights Agreement between the Alfred I. duPont Testamentary Trust and the Issuer, dated May 24, 2002 (incorporated by reference to Exhibit 4.3 of the Issuer's registration statement on Form S-1 (File 333-89146)).
4. Amendment No. 3 to the Registration Rights Agreement between the Alfred I duPont Testamentary Trust and the Issuer, dated September 5, 2003 (incorporated by reference to Exhibit 4.4 of the Issuer's registration statement on Form S-3/A (File No. 333-108292)).
5. Amendment No. 4 to the Registration Rights Agreement between the Alfred I duPont Testamentary Trust and the Issuer, dated as of December 30, 2003 (incorporated by reference to Exhibit 4.5 of the Issuer's registration statement on Form S-3 (File No. 333-111658)).



6. Agreement between the Issuer and the Alfred I. duPont Testamentary Trust and the Nemours Foundation dated February 7, 2003 (incorporated by reference to Exhibit 99.03 to the Issuer's Quarterly Report on Form 10-Q filed with the SEC on May 14, 2003).
7. Agreement between the Issuer and the Alfred I. duPont Testamentary Trust and the Nemours Foundation dated May 19, 2003 (incorporated by reference to Exhibit 5 to the Reporting Persons' Schedule 13D-A filed with the SEC on September 5, 2003).
8. Agreement between the Issuer and the Alfred I. duPont Testamentary Trust and the Nemours Foundation dated August 12, 2003 (incorporated by reference to Exhibit 6 to the Reporting Persons' Schedule 13D-A filed with the SEC on September 5, 2003).
9. Agreement among Reporting Persons and the Nemours Foundation dated June 28, 2002 (incorporated by reference to Exhibit 2 to the Reporting Persons' Schedule 13D-A filed with the SEC on June 28, 2003).
10. Agreement between the Issuer and the Alfred I. duPont Testamentary Trust and the Nemours Foundation dated November 6, 2003 (incorporated by reference to Exhibit 10.3 to the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2003).
11. Letter Agreement between the Issuer and the Alfred I. duPont Testamentary Trust and the Nemours Foundation dated February 6, 2004 (incorporated by reference to Exhibit 11 to the Reporting Person's Schedule 13D-A filed with the SEC on February 17, 2004).
12. Letter Agreement between the Issuer and the Alfred I. duPont Testamentary Trust and the Nemours Foundation dated May 7, 2004 (incorporated by reference to exhibit 10.2 to the Issuer's Quarterly Report on Form 10-Q filed with the SEC on May 7, 2004).

SIGNATURE

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.

August 11, 2004

Alfred I. duPont Testamentary Trust

/s/ Winfred L. Thornton

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Winfred L. Thornton  
Chairman

SIGNATURE

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.

August 11, 2004

Wachovia Bank, N.A., as Corporate Trustee

/s/ Charlotte A. Borland

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Charlotte A. Borland  
Senior Vice President

SIGNATURE

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.

August 11, 2004

/s/ Hugh M. Durden

---

Hugh M. Durden

SIGNATURE

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.

August 11, 2004

*/s/ John S. Lord*

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John S. Lord

SIGNATURE

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.

August 11, 2004

/s/ Herbert H. Peyton

---

Herbert H. Peyton

SIGNATURE

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.

August 11, 2004

/s/ John F. Porter, III

---

John F. Porter, III

SIGNATURE

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.

August 11, 2004

/s/ William T. Thompson, III

---

William T. Thompson, III



SIGNATURE

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.

August 11, 2004

/s/ Winfred L. Thornton

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Winfred L. Thornton