

CONGDON EARL E  
Form SC 13D/A  
September 24, 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. 1)\***

**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)**

**September 16, 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 1,959,775  
8. Shared voting power

beneficially

owned by 210,937  
each 9. Sole dispositive power

reporting

person 1,959,775  
10. Shared dispositive power  
with

210,937

11. Aggregate amount beneficially owned by each reporting person

2,170,712

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)

3.9%

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 1,275,012  
8. Shared voting power

beneficially

owned by 1,218,727  
each 9. Sole dispositive power

reporting

person 1,275,012  
10. Shared dispositive power  
with

1,218,727

11. Aggregate amount beneficially owned by each reporting person

2,493,739

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

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

4.5%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

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

135,829

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

135,829

11. Aggregate amount beneficially owned by each reporting person



135,829

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

135,829

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

135,829

11. Aggregate amount beneficially owned by each reporting person

135,829

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

516,418

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

516,418

11. Aggregate amount beneficially owned by each reporting person

516,418

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 2,173,708  
each 9. Sole dispositive power

reporting

person 632,345  
10. Shared dispositive power  
with

2,173,708

11. Aggregate amount beneficially owned by each reporting person

2,806,053

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

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 46,105  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 46,105  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person



46,105

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

1,743,057

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

1,743,057

11. Aggregate amount beneficially owned by each reporting person

1,743,057

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

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

3.1%

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 135,829  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 135,829  
10. Shared dispositive power

with

0

11. Aggregate amount beneficially owned by each reporting person

135,829

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 135,829  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 135,829  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

135,829

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

866,335  
shares 8. Shared voting power

beneficially

owned by 888,236  
each 9. Sole dispositive power

reporting

866,335  
person 10. Shared dispositive power  
with

888,236

11. Aggregate amount beneficially owned by each reporting person



1,754,571

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

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

3.1%

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

135,829

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

135,829

11. Aggregate amount beneficially owned by each reporting person

135,829

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

135,829

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

135,829

11. Aggregate amount beneficially owned by each reporting person

135,829

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

135,829

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

135,829

11. Aggregate amount beneficially owned by each reporting person

135,829

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 2,647,655  
8. Shared voting power

beneficially

owned by 210,937  
each 9. Sole dispositive power

reporting

person 2,647,655  
10. Shared dispositive power  
with

210,937

11. Aggregate amount beneficially owned by each reporting person



2,858,592

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

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

5.1%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

Natalie N. Congdon Revocable Trust Dated August 29, 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

0

shares

8. Shared voting power

beneficially

owned by

0

each

9. Sole dispositive power

reporting

person

0

10. Shared dispositive power

with

0

11. Aggregate amount beneficially owned by each reporting person

0

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

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

0.0%

14. Type of reporting person (see instructions)

OO

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 1,752,962  
8. Shared voting power

beneficially

owned by 957,099  
each 9. Sole dispositive power

reporting

person 1,752,962  
10. Shared dispositive power

with

957,099

11. Aggregate amount beneficially owned by each reporting person

2,710,061

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

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

4.8%

14. Type of reporting person (see instructions)

IN

CUSIP No. 679580100

1. Names of reporting persons

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

764,873  
shares 8. Shared voting power

beneficially

0  
owned by 9. Sole dispositive power  
each

reporting

764,873  
person 10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

764,873

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

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

1.4%

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 1,945,471  
8. Shared voting power

beneficially

owned by 957,099  
each 9. Sole dispositive power

reporting

person 1,945,471  
10. Shared dispositive power  
with

957,099

11. Aggregate amount beneficially owned by each reporting person



2,902,570

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

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

5.2%

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 327,511  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 327,511  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

327,511

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 327,763  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 327,763  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

327,763

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 300,325  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 300,325  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

300,325

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 304,303  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 304,303  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person



304,303

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 304,301  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 304,301  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

304,301

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 322,035  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 322,035  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

322,035

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 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 316,982  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 316,982  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

316,982

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

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 318,082  
8. Shared voting power

beneficially

owned by 0  
each 9. Sole dispositive power

reporting

person 318,082  
10. Shared dispositive power  
with

0

11. Aggregate amount beneficially owned by each reporting person

318,082

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

**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 (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. 1. 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 September 13, 2010 and September 21, 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 874,605 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: 2,170,712  
Percentage: 3.9%

(b) Sole power to vote or direct the vote: 1,959,775  
Shared power to vote or direct the vote: 210,937

Sole power to dispose or direct the disposition: 1,959,775

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

David S. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 2,493,739  
Percentage: 4.5%

(b) Sole power to vote or direct the vote: 1,275,012  
Shared power to vote or direct the vote: 1,218,727

Sole power to dispose or direct the disposition: 1,275,012

Shared power to dispose or direct the disposition: 1,218,727

Marilyn M. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 135,829  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 135,829

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 135,829

Kathryn L. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 135,829  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 135,829

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 135,829

Helen S. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 516,418  
Percentage: 0.9%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 516,418

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 516,418

Audrey L. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 2,806,053  
Percentage: 5.0%

(b) Sole power to vote or direct the vote: 632,345  
Shared power to vote or direct the vote: 2,173,708

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

Shared power to dispose or direct the disposition: 2,173,708

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

(a) Aggregate number of shares of Common Stock beneficially owned: 46,105  
Percentage: 0.1%

(b) Sole power to vote or direct the vote: 46,105  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 46,105

Shared power to dispose or direct the disposition: 0

John B. Yowell

(a) Aggregate number of shares of Common Stock beneficially owned: 1,743,057  
Percentage: 3.1%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 1,743,057

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 1,743,057

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

(a) Aggregate number of shares of Common Stock beneficially owned: 135,829  
Percentage: 0.2%

**(b)** Sole power to vote or direct the vote: 135,829  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 135,829

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: 135,829  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 135,829  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 135,829

Shared power to dispose or direct the disposition: 0

Karen C. Pigman

(a) Aggregate number of shares of Common Stock beneficially owned: 1,754,571  
Percentage: 3.1%

(b) Sole power to vote or direct the vote: 866,335  
Shared power to vote or direct the vote: 888,236

Sole power to dispose or direct the disposition: 866,335

Shared power to dispose or direct the disposition: 888,236

Melissa A. Penley

(a) Aggregate number of shares of Common Stock beneficially owned: 135,829  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 135,829

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 135,829

Matthew A. Penley

(a) Aggregate number of shares of Common Stock beneficially owned: 135,829  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 135,829

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 135,829

Mark A. Penley

(a) Aggregate number of shares of Common Stock beneficially owned: 135,829  
Percentage: 0.2%

(b) Sole power to vote or direct the vote: 0  
Shared power to vote or direct the vote: 135,829

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 135,829



John R. Congdon

(a) Aggregate number of shares of Common Stock beneficially owned: 2,858,592  
Percentage: 5.1%

(b) Sole power to vote or direct the vote: 2,647,655  
Shared power to vote or direct the vote: 210,937

Sole power to dispose or direct the disposition: 2,647,655

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

Natalie N. Congdon Revocable Trust Dated August 29, 1991

(a) Aggregate number of shares of Common Stock beneficially owned: 0  
Percentage: 0.0%

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

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 0

John R. Congdon, Jr.

(a) Aggregate number of shares of Common Stock beneficially owned: 2,710,061  
Percentage: 4.8%

(b) Sole power to vote or direct the vote: 1,752,962  
Shared power to vote or direct the vote: 957,099

Sole power to dispose or direct the disposition: 1,752,962

Shared power to dispose or direct the disposition: 957,099

Susan C. Terry

(a) Aggregate number of shares of Common Stock beneficially owned: 764,873  
Percentage: 1.4%

**(b)** Sole power to vote or direct the vote: 764,873  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 764,873

Shared power to dispose or direct the disposition: 0

Jeffrey W. Congdon

**(a)** Aggregate number of shares of Common Stock beneficially owned: 2,902,570  
Percentage: 5.2%

(b) Sole power to vote or direct the vote: 1,945,471  
Shared power to vote or direct the vote: 957,099

Sole power to dispose or direct the disposition: 1,945,471

Shared power to dispose or direct the disposition: 957,099

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

(a) Aggregate number of shares of Common Stock beneficially owned: 327,511  
Percentage: 0.6%

(b) Sole power to vote or direct the vote: 327,511  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 327,511

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: 327,763  
Percentage: 0.6%

(b) Sole power to vote or direct the vote: 327,763  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 327,763

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: 300,325  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 300,325  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 300,325

Shared power to dispose or direct the disposition: 0

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

(a) Aggregate number of shares of Common Stock beneficially owned: 304,303  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 304,303  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 304,303

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: 304,301  
Percentage: 0.5%

(b) Sole power to vote or direct the vote: 304,301  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 304,301

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: 322,035  
Percentage: 0.6%

(b) Sole power to vote or direct the vote: 322,035  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 322,035

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: 316,982  
Percentage: 0.6%

(b) Sole power to vote or direct the vote: 316,982  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 316,982

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: 318,082  
Percentage: 0.6%

**(b)** Sole power to vote or direct the vote: 318,082  
Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition: 318,082

Shared power to dispose or direct the disposition: 0

**(c)** : Between September 13, 2010 and September 21, 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 874,605 shares of Common Stock in open market transactions pursuant to the 10b5-1 Plans. Information regarding the sales is as follows:

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	29,054	\$ 25.4195
9/14/10	20,789	\$ 25.4546
9/15/10	6,774	\$ 25.3434
9/16/10	27,545	\$ 25.9620
9/16/10	8,299	\$ 26.1053
9/17/10	25,050	\$ 26.1302
9/21/10	14,151	\$ 26.0861
Total	131,662	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	7,763	\$ 25.4195
9/14/10	5,560	\$ 25.4546
9/15/10	1,810	\$ 25.3434
9/16/10	7,364	\$ 25.9620
9/16/10	2,219	\$ 26.1053
9/17/10	6,697	\$ 26.1302
9/21/10	3,783	\$ 26.0861
Total	35,196	

Also, on September 3, 2010, David S. Congdon transferred 13,192 shares from his personal account to the David S. Congdon Revocable Trust for no value.

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	



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Helen S. Congdon

Date	Number of Shares Sold	Weighted Average Price
9/13/10	647	\$ 25.4195
9/14/10	463	\$ 25.4546
9/15/10	151	\$ 25.3434
9/16/10	614	\$ 25.9620
9/16/10	185	\$ 26.1053
9/17/10	558	\$ 26.1302
9/21/10	315	\$ 26.0861
Total	2,933	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	8,415	\$ 25.4195
9/14/10	6,021	\$ 25.4546
9/15/10	1,962	\$ 25.3434
9/16/10	7,978	\$ 25.9620
9/16/10	2,403	\$ 26.1053
9/17/10	7,255	\$ 26.1302
9/21/10	4,098	\$ 26.0861
Total	38,132	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	216	\$ 25.4195
9/14/10	154	\$ 25.4546
9/15/10	50	\$ 25.3434
9/16/10	205	\$ 25.9620
9/16/10	62	\$ 26.1053
9/17/10	186	\$ 26.1302
9/21/10	105	\$ 26.0861
Total	978	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	17,261	\$ 25.4195
9/14/10	12,351	\$ 25.4546
9/15/10	4,025	\$ 25.3434
9/16/10	16,364	\$ 25.9620
9/16/10	4,930	\$ 26.1053
9/17/10	14,882	\$ 26.1302
9/21/10	8,407	\$ 26.0861
Total	78,220	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	4,143	\$ 25.4195
9/14/10	2,964	\$ 25.4546
9/15/10	966	\$ 25.3434
9/16/10	3,927	\$ 25.9620
9/16/10	1,183	\$ 26.1053
9/17/10	3,572	\$ 26.1302
9/21/10	2,018	\$ 26.0861
Total	18,773	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	27,780	\$ 25.4195
9/14/10	19,878	\$ 25.4546
9/15/10	6,477	\$ 25.3434
9/16/10	26,337	\$ 25.9620
9/16/10	8,799	\$ 26.1053
9/17/10	26,560	\$ 26.1302
9/21/10	15,004	\$ 26.0861
Total	130,835	

Natalie N. Congdon Revocable Trust Dated August 29, 1991 (John R. Congdon, Trustee)

Date	Number of Shares Sold	Weighted Average Price
9/13/10	3,026	\$ 25.4195
9/14/10	2,166	\$ 25.4546
9/15/10	706	\$ 25.3434
9/16/10	2,869	\$ 25.9620
Total	8,767	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	6,162	\$ 25.4195
9/14/10	4,409	\$ 25.4546
9/15/10	1,437	\$ 25.3434
9/16/10	5,842	\$ 25.9620
9/16/10	1,760	\$ 26.1053
9/17/10	5,313	\$ 26.1302
9/21/10	3,001	\$ 26.0861
Total	27,924	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	11,340	\$ 25.4195
9/14/10	8,114	\$ 25.4546
9/15/10	2,644	\$ 25.3434
9/16/10	10,751	\$ 25.9620
9/16/10	3,239	\$ 26.1053
9/17/10	9,777	\$ 26.1302
9/21/10	5,523	\$ 26.0861
Total	51,388	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	8,371	\$ 25.4195
9/14/10	5,990	\$ 25.4546
9/15/10	1,952	\$ 25.3434
9/16/10	7,937	\$ 25.9620
9/16/10	2,391	\$ 26.1053
9/17/10	7,218	\$ 26.1302
9/21/10	4,077	\$ 26.0861
Total	37,936	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	5,972	\$ 25.4195
9/14/10	4,273	\$ 25.4546
9/15/10	1,392	\$ 25.3434
9/16/10	5,662	\$ 25.9620
9/16/10	1,706	\$ 26.1053
9/17/10	5,149	\$ 26.1302
9/21/10	2,909	\$ 26.0861
Total	27,063	

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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
9/13/10	5,972	\$ 25.4195
9/14/10	4,273	\$ 25.4546
9/15/10	1,392	\$ 25.3434
9/16/10	5,662	\$ 25.9620
9/16/10	1,706	\$ 26.1053
9/17/10	5,149	\$ 26.1302
9/21/10	2,909	\$ 26.0861
Total	27,063	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	6,128	\$ 25.4195
9/14/10	4,385	\$ 25.4546
9/15/10	1,429	\$ 25.3434
9/16/10	5,809	\$ 25.9620
9/16/10	1,750	\$ 26.1053
9/17/10	5,283	\$ 26.1302
9/21/10	2,984	\$ 26.0861
Total	27,768	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	6,214	\$ 25.4195
9/14/10	4,446	\$ 25.4546
9/15/10	1,449	\$ 25.3434
9/16/10	5,891	\$ 25.9620
9/16/10	1,775	\$ 26.1053
9/17/10	5,357	\$ 26.1302
9/21/10	3,026	\$ 26.0861
Total	28,158	

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

Date	Number of Shares Sold	Weighted Average Price
9/13/10	6,214	\$ 25.4195
9/14/10	4,446	\$ 25.4546
9/15/10	1,449	\$ 25.3434
9/16/10	5,891	\$ 25.9620
9/16/10	1,775	\$ 26.1053
9/17/10	5,357	\$ 26.1302
9/21/10	3,026	\$ 26.0861
Total	28,158	

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
9/13/10	4,488	\$ 25.4195
9/14/10	3,211	\$ 25.4546
9/15/10	1,046	\$ 25.3434
9/16/10	4,255	\$ 25.9620
9/16/10	1,282	\$ 26.1053
9/17/10	3,869	\$ 26.1302
9/21/10	2,186	\$ 26.0861
Total	20,337	

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
9/13/10	3,280	\$ 25.4195
9/14/10	2,347	\$ 25.4546
9/15/10	765	\$ 25.3434
9/16/10	3,109	\$ 25.9620
9/16/10	937	\$ 26.1053
9/17/10	2,828	\$ 26.1302
9/21/10	1,597	\$ 26.0861
Total	14,863	

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
9/13/10	1,553	\$ 25.4195
9/14/10	1,112	\$ 25.4546
9/15/10	362	\$ 25.3434
9/16/10	1,473	\$ 25.9620
9/16/10	444	\$ 26.1053
9/17/10	1,339	\$ 26.1302
9/21/10	757	\$ 26.0861
Total	7,040	

(d) None.

(e) Not applicable, except with respect to the Natalie N. Congdon Revocable Trust, as to which the date is September 16, 2010.

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

Item 6 is not amended.

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

Exhibit No.	Description
1	Joint Filing Agreement, dated September 9, 2010, between and among the members of the Filing Group, pursuant to Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended, incorporated herein by reference from Exhibit 99.1 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 99.2 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 99.3 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: September 24, 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

NATALIE N. CONGDON REVOCABLE TRUST  
DATED AUGUST 29, 1991

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

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