

CONGDON JOHN R JR  
Form SC 13G/A  
February 14, 2011

# **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. 1)\***

# **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, 2010**  
**(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 No. 679580100

1. NAME OF REPORTING PERSON

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

John R. Congdon, Jr.

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

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5. SOLE VOTING POWER

1,576,102 (See Item 4)

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

876,129 (See Item 4)

7. SOLE DISPOSITIVE POWER

WITH:

1,576,102 (See Item 4)

8. SHARED DISPOSITIVE POWER

876,129 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,452,231

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.4%

12. TYPE OF REPORTING PERSON

IN (See Item 4)

Page 2 of 20 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

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

John R. Congdon, Jr. Revocable Trust

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

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5. SOLE VOTING POWER

855,734 (See Item 4)

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

WITH:

855,734 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

855,734

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.5%  
12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 3 of 20 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

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

John R. Congdon Trust for Mark Ross Congdon

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

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5. SOLE VOTING POWER

288,771 (See Item 4)

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

WITH:

288,771 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

288,771

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.5%  
12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 4 of 20 pages



CUSIP No. 679580100

1. NAME OF REPORTING PERSON

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

John R. Congdon Trust for Jeffrey Whitefield Congdon, Jr.

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

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5. SOLE VOTING POWER

288,519 (See Item 4)

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

WITH:

288,519 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

288,519

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.5%  
12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 5 of 20 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

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

John R. Congdon Trust for Hunter Andrew Terry

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

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5. SOLE VOTING POWER

-0- (See Item 4)

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

292,052 (See Item 4)

7. SOLE DISPOSITIVE POWER

WITH:

-0- (See Item 4)

8. SHARED DISPOSITIVE POWER

292,052 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

292,052

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.5%

12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 6 of 20 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

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

John R. Congdon Trust for Nathaniel Everett Terry

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

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5. SOLE VOTING POWER

-0- (See Item 4)

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

292,025 (See Item 4)

7. SOLE DISPOSITIVE POWER

WITH:

-0- (See Item 4)

8. SHARED DISPOSITIVE POWER

292,025 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

292,025

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.5%  
12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 7 of 20 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

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

John R. Congdon Trust for Kathryn Lawson Terry

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

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5. SOLE VOTING POWER

-0- (See Item 4)

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

292,052 (See Item 4)

7. SOLE DISPOSITIVE POWER

WITH:

-0- (See Item 4)

8. SHARED DISPOSITIVE POWER

292,052 (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

292,052

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.5%  
12. TYPE OF REPORTING PERSON

OO (See Item 4)

Page 8 of 20 pages



CUSIP No. 679580100

1. NAME OF REPORTING PERSON

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

John R. Congdon, Jr. 2009 GRAT

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

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5. SOLE VOTING POWER

68,078 (See Item 4)

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

WITH:

68,078 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

68,078

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)

Page 9 of 20 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

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

John R. Congdon, Jr. 2010 GRAT #1

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

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5. SOLE VOTING POWER

37,500 (See Item 4)

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

WITH:

37,500 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,500

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)

Page 10 of 20 pages

CUSIP No. 679580100

1. NAME OF REPORTING PERSON

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

John R. Congdon, Jr. 2010 GRAT #2

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

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Virginia

5. SOLE VOTING POWER

37,500 (See Item 4)

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

-0- (See Item 4)

7. SOLE DISPOSITIVE POWER

WITH:

37,500 (See Item 4)

8. SHARED DISPOSITIVE POWER

-0- (See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,500

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)

Page 11 of 20 pages

CUSIP No. 679580100

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) John R. Congdon, Jr.
- (ii) John R. Congdon, Jr. Revocable Trust
- (iii) John R. Congdon Trust for Mark Ross Congdon
- (iv) John R. Congdon Trust for Jeffrey Whitefield Congdon, Jr.
- (v) John R. Congdon Trust for Hunter Andrew Terry
- (vi) John R. Congdon Trust for Nathaniel Everett Terry
- (vii) John R. Congdon Trust for Kathryn Lawson Terry
- (viii) John R. Congdon, Jr. 2009 GRAT
- (ix) John R. Congdon, Jr. 2010 GRAT #1
- (x) John R. Congdon, Jr. 2010 GRAT #2

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

As to (i) through (x):  
  
7511 Whitepine Road  
Richmond, VA 23237

(c) Citizenship:

As to (i)  
USA  
  
As to (ii) (x)  
Virginia

(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 Rule 13d-1(b), or 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(d) and Rule 13d-1(k) but not a group filing.

Item 4. Ownership.

CUSIP No. 679580100

The securities reported herein are beneficially owned by John R. Congdon, Jr., the John R. Congdon, Jr. Revocable Trust, the John R. Congdon Trust for Mark Ross Congdon, the John R. Congdon Trust for Jeffrey Whitefield Congdon, Jr., the John R. Congdon Trust for Hunter Andrew Terry, the John R. Congdon Trust for Nathaniel Everett Terry, the John R. Congdon Trust for Kathryn Lawson Terry, the John R. Congdon, Jr. 2009 GRAT, the John R. Congdon, Jr. 2010 GRAT #1 and the John R. Congdon, Jr. 2010 GRAT #2. The total securities reported is 2,452,231 shares of the Issuer's Common Stock, which constitutes 4.4% of such shares as of December 31, 2010.

As of December 31, 2010, John R. Congdon, Jr. has sole voting and dispositive power with respect to 1,576,102 shares (2.8%) of the Issuer's Common Stock, of which 855,734 shares (1.5%) are held by the John R. Congdon, Jr. Revocable Trust, 288,771 shares (0.5%) are held by the John R. Congdon Trust for Mark Ross Congdon, 288,519 shares (0.5%) are held by the John R. Congdon Trust for Jeffrey Whitefield Congdon, Jr., 68,078 shares (0.1%) are held by the John R. Congdon, Jr. 2009 GRAT, 37,500 shares (0.1%) are held by the John R. Congdon, Jr. 2010 GRAT #1 and 37,500 shares (0.1%) are held by the John R. Congdon 2010 GRAT #2. He shares voting and dispositive power with respect to 292,052 shares (0.5%) held by the John R. Congdon Trust for Hunter Andrew Terry, 292,025 shares (0.5%) held by the John R. Congdon Trust for Nathaniel Everett Terry and 292,052 shares (0.5%) held by the John R. Congdon Trust for Kathryn Lawson Terry. John R. Congdon, Jr. beneficially owns a total of 2,452,231 shares (4.4%).

As of December 31, 2010, the John R. Congdon, Jr. Revocable Trust owns directly 855,734 shares (1.5%) of the Issuer's Common Stock. John R. Congdon, Jr., as Trustee, has sole voting and sole dispositive power over those shares.

As of December 31, 2010, the John R. Congdon Trust for Mark Ross Congdon owns directly 288,771 shares (0.5%) of the Issuer's Common Stock. John R. Congdon, Jr., as Trustee, has sole voting and sole dispositive power over those shares.

As of December 31, 2010, the John R. Congdon Trust for Jeffrey Whitefield Congdon, Jr. owns directly 288,519 shares (0.5%) of the Issuer's Common Stock. John R. Congdon, Jr. as Trustee, has sole voting and sole dispositive power over those shares.

As of December 31, 2010, the John R. Congdon Trust for Hunter Andrew Terry owns directly 292,052 shares (0.5%) of the Issuer's Common Stock. John R. Congdon, Jr., as Co-Trustee, has shared voting and shared dispositive power over those shares.

As of December 31, 2010, the John R. Congdon Trust for Nathaniel Everett Terry owns directly 292,025 shares (0.5%) of the Issuer's Common Stock. John R. Congdon, Jr., as Co-Trustee, has shared voting and shared dispositive power over those shares.



Edgar Filing: CONGDON JOHN R JR - Form SC 13G/A

As of December 31, 2010, the John R. Congdon Trust for Kathryn Lawson Terry owns directly 292,052 shares (0.5%) of the Issuer's Common Stock. John R. Congdon, Jr., as Co-Trustee, has shared voting and shared dispositive power over those shares.

Page 13 of 20 pages

CUSIP No. 679580100

As of December 31, 2010, John R. Congdon, Jr. as trustee and grantor of the John R. Congdon, Jr. 2009 GRAT has sole voting and dispositive power with respect to 68,078 shares (0.1%) of the Issuer's Common Stock held by the John R. Congdon, Jr. 2009 GRAT.

As of December 31, 2010, John R. Congdon, Jr., as trustee and grantor of the John R. Congdon, Jr. 2010 GRAT #1 has sole voting and dispositive power with respect to 37,500 shares (0.1%) of the Issuer's Common Stock held by the John R. Congdon, Jr. 2010 GRAT #1.

As of December 31, 2010, John R. Congdon, Jr., as trustee and grantor of the John R. Congdon, Jr. 2010 GRAT #2 has sole voting and dispositive power with respect to 37,500 shares (0.1%) of the Issuer's Common Stock held by the John R. Congdon, Jr. 2010 GRAT #2.

(a) Amount beneficially owned:

- (i) 2,452,231
- (ii) 855,734
- (iii) 288,771
- (iv) 288,519
- (v) 292,052
- (vi) 292,025
- (vii) 292,052
- (viii) 68,078
- (ix) 37,500
- (x) 37,500

(b) Percent of Class:

- (i) 4.4%
- (ii) 1.5%
- (iii) 0.5%
- (iv) 0.5%
- (v) 0.5%
- (vi) 0.5%
- (vii) 0.5%
- (viii) 0.1%
- (ix) 0.1%
- (x) 0.1%

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

- (i) Sole power to vote or to direct the vote
  - (i) 1,576,102
  - (ii) 855,734

(iii) 288,771

(iv) 288,519

(v) -0-

CUSIP No. 679580100

- (vi) -0-
- (vii) -0-
- (viii) 68,078
- (ix) 37,500
- (x) 37,500
- (ii) Shared power to vote or to direct the vote
  - (i) 876,129
  - (ii) -0-
  - (iii) -0-
  - (iv) -0-
  - (v) 292,052
  - (vi) 292,025
  - (vii) 292,052
  - (viii) -0-
  - (ix) -0-
  - (x) -0-
- (iii) Sole power to dispose or to direct the disposition of
  - (i) 1,576,102
  - (ii) 855,734
  - (iii) 288,771
  - (iv) 288,519
  - (v) -0-
  - (vi) -0-
  - (vii) -0-
  - (viii) 68,078
  - (ix) 37,500
  - (x) 37,500
- (iv) Shared power to dispose or to direct the disposition of
  - (i) 876,129
  - (ii) -0-
  - (iii) -0-
  - (iv) -0-
  - (v) 292,052
  - (vi) 292,025
  - (vii) 292,052
  - (viii) -0-

(ix) -0-

(x) -0-

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

Page 15 of 20 pages

CUSIP No. 679580100

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: x

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

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.

Not Applicable

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.

Page 16 of 20 pages

CUSIP No. 679580100

SIGNATURE

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.

February 2, 2011

JOHN R. CONGDON, JR.

/s/ John R. Congdon, Jr.  
John R. Congdon, Jr.

JOHN R. CONGDON, JR. REVOCABLE TRUST

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR MARK ROSS  
CONGDON

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR JEFFREY  
WHITEFIELD CONGDON, JR.

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR HUNTER  
ANDREW TERRY

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR NATHANIEL  
EVERETT TERRY

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR KATHRYN  
LAWSON TERRY

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON, JR. 2009 GRAT

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee





CUSIP No. 679580100

JOHN R. CONGDON, JR. 2010 GRAT #1

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON, JR. 2010 GRAT #2

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

Page 18 of 20 pages

CUSIP No. 679580100

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees to the joint filing with each other of the attached statement on Schedule 13G/A and to all amendments to such statement and that such statement and all amendments to such statement is made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned hereby execute this agreement on February 2, 2011.

JOHN R. CONGDON, JR.

/s/ John R. Congdon, Jr.  
John R. Congdon, Jr.

JOHN R. CONGDON, JR. REVOCABLE TRUST

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR MARK ROSS  
CONGDON

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR JEFFREY  
WHITEFIELD CONGDON, JR.

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR HUNTER  
ANDREW TERRY

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR NATHANIEL  
EVERETT TERRY

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON TRUST FOR KATHRYN  
LAWSON TERRY

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON, JR. 2009 GRAT

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee



CUSIP No. 679580100

JOHN R. CONGDON, JR. 2010 GRAT #1

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

JOHN R. CONGDON, JR. 2010 GRAT #2

By: /s/ John R. Congdon, Jr.  
John R. Congdon, Jr., Trustee

Page 20 of 20 pages