

Edgar Filing: 1ST STATE BANCORP INC - Form SC 13G/A

1ST STATE BANCORP INC  
Form SC 13G/A  
February 11, 2005

1

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G/A

UNDER THE SECURITIES AND EXCHANGE ACT OF 1934  
(Amendment No. 6) (1)

1st STATE BANCORP, INC.

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

33645S 10 0

-----  
(CUSIP Number)

DECEMBER 31, 2004

-----  
(Date of Event Which Requires Filing of this Statement)

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

/X/ Rule 13d-1(b)

/X/ Rule 13d-1(c)

/ / Rule 13d-1(d)

-----  
(1) 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).

2

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CUSIP NO. 33645S 10 0 / 13G / Page 2 of 13 Pages

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-----  
 / 1 / NAMES OF REPORTING PERSONS:  
 / / 1st STATE BANCORP, INC. EMPLOYEE STOCK OWNERSHIP PLAN TRUST  
 / /  
 / / I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 / / 56-2155141  
 -----

-----  
 / 2 / CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*  
 / /  
 / / (a) / /  
 / /  
 / / (b) / /  
 / /  
 -----

-----  
 / 3 / SEC USE ONLY  
 / /  
 -----

-----  
 / 4 / CITIZENSHIP OR PLACE OF ORGANIZATION  
 / / STATE OF NORTH CAROLINA  
 / /  
 -----

|   |              |       |                          |         |
|---|--------------|-------|--------------------------|---------|
| / | /            | /     | /                        |         |
| / |              | / 5 / | SOLE VOTING POWER        | 0       |
| / | NUMBER OF    | ----- |                          |         |
| / | SHARES       | / 6 / | SHARED VOTING POWER      | 305,259 |
| / | BENEFICIALLY | / /   |                          |         |
| / | OWNED BY     | ----- |                          |         |
| / | EACH         | / 7 / | SOLE DISPOSITIVE POWER   | 0       |
| / | REPORTING    | / /   |                          |         |
| / | PERSON       | ----- |                          |         |
| / | WITH         | / 8 / | SHARED DISPOSITIVE POWER | 305,259 |
| / |              | / /   |                          |         |

-----  
 / 9 / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 / / 305,259  
 -----

-----  
 / 10 / CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
 / / SHARES  
 / / / /  
 -----

-----  
 / 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 / / 10.33%(1)  
 -----

-----  
 / 12 / TYPE OF REPORTING PERSON  
 / / EP  
 -----

(1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004.

3

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/ 1 / NAMES OF REPORTING PERSONS:  
 / / 1st STATE BANK DEFERRED COMPENSATION PLAN  
 / /  
 / / I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 / / 56-0223240

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/ 2 / CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*  
 / /  
 / / (a) / /  
 / /  
 / / (b) / /  
 / /

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/ 3 / SEC USE ONLY  
 / /

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/ 4 / CITIZENSHIP OR PLACE OF ORGANIZATION  
 / / STATE OF NORTH CAROLINA  
 / /

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|   |              |       |                          |         |   |
|---|--------------|-------|--------------------------|---------|---|
| / | /            | /     | /                        | /       | / |
| / |              | / 5 / | SOLE VOTING POWER        |         | 0 |
| / | NUMBER OF    | / 6 / | SHARED VOTING POWER      | 349,072 |   |
| / | SHARES       | / /   |                          |         |   |
| / | BENEFICIALLY | / 7 / | SOLE DISPOSITIVE POWER   |         | 0 |
| / | OWNED BY     | / /   |                          |         |   |
| / | EACH         | / 8 / | SHARED DISPOSITIVE POWER | 349,072 |   |
| / | REPORTING    | / /   |                          |         |   |
| / | PERSON       |       |                          |         |   |
| / | WITH         |       |                          |         |   |
| / |              |       |                          |         |   |

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/ 9 / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 / / 349,072

---

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

---

/ 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 / / 11.81% (1)

---

/ 12 / TYPE OF REPORTING PERSON  
 / / EP

(1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004.

4

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/ 1 / NAMES OF REPORTING PERSONS:  
 / / JAMES G. McCLURE  
 / /

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

---

/ 2 / CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*

/ /

/ / (a) / /

/ /

/ / (b) / /

/ /

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/ 3 / SEC USE ONLY

/ /

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/ 4 / CITIZENSHIP OR PLACE OF ORGANIZATION

/ / UNITED STATES OF AMERICA

/ /

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|   |              |       |                          |             |
|---|--------------|-------|--------------------------|-------------|
| / | /            | /     | /                        |             |
| / |              | / 5 / | SOLE VOTING POWER        | 43,443 (1)  |
| / | NUMBER OF    | /     |                          |             |
| / | SHARES       | / 6 / | SHARED VOTING POWER      | 357,375 (2) |
| / | BENEFICIALLY | /     |                          |             |
| / | OWNED BY     | /     |                          |             |
| / | EACH         | / 7 / | SOLE DISPOSITIVE POWER   | 43,443 (1)  |
| / | REPORTING    | /     |                          |             |
| / | PERSON       | /     |                          |             |
| / | WITH         | / 8 / | SHARED DISPOSITIVE POWER | 357,375 (2) |
| / |              | /     |                          |             |

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/ 9 / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

/ / 400,818

---

/ 10 / CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN

/ / SHARES

/ / / /

---

/ 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

/ / 13.49% (3)

---

/ 12 / TYPE OF REPORTING PERSON

/ / IN

- (1) Includes 15,816 shares that may be acquired upon the exercise of options exercisable within 60 days.
- (2) Includes 349,072 shares owned by the 1st State Bank Deferred Compensation Plan, of which the reporting person serves as a trustee, and 8,303 shares owned by the reporting person's spouse and/or children.
- (3) Assumes that options for 15,816 shares have been exercised. Based on 2,956,373 shares of common stock outstanding as of December 31, 2004.

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/ 1 / NAMES OF REPORTING PERSONS:

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/ / VIRGIL L. STADLER  
 / /  
 / / I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

---

/ 2 / CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*  
 / /  
 / / (a) / /  
 / / (b) / /  
 / /

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/ /  
 / 3 / SEC USE ONLY  
 / /

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/ /  
 / 4 / CITIZENSHIP OR PLACE OF ORGANIZATION  
 / / UNITED STATES OF AMERICA  
 / /

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|   |              |       |                          |         |     |
|---|--------------|-------|--------------------------|---------|-----|
| / | /            | /     | /                        |         |     |
| / |              | / 5 / | SOLE VOTING POWER        | 63,159  | (1) |
| / | NUMBER OF    | /     |                          |         |     |
| / | SHARES       | / 6 / | SHARED VOTING POWER      | 357,228 | (2) |
| / | BENEFICIALLY | /     |                          |         |     |
| / | OWNED BY     | /     |                          |         |     |
| / | EACH         | / 7 / | SOLE DISPOSITIVE POWER   | 63,159  | (1) |
| / | REPORTING    | /     |                          |         |     |
| / | PERSON       | /     |                          |         |     |
| / | WITH         | / 8 / | SHARED DISPOSITIVE POWER | 357,228 | (2) |
| / |              | /     |                          |         |     |

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/ 9 / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 / / 420,387

---

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

---

/ 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 / / 14.15% (3)

---

/ 12 / TYPE OF REPORTING PERSON  
 / / IN

- (1) Includes 15,816 shares that may be acquired upon the exercise of options exercisable within 60 days.
- (2) Includes 349,072 shares owned by the 1st State Bank Deferred Compensation Plan, of which the reporting person serves as a trustee, and 8,156 shares owned by the reporting person's spouse.
- (3) Assumes that options for 15,816 shares have been exercised. Based on 2,956,373 shares of common stock outstanding as of December 31, 2004.

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/ 1 / NAMES OF REPORTING PERSONS:  
 / / RICHARD H. SHIRLEY  
 / /  
 / / I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

---

/ 2 / CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*  
 / /  
 / / (a) / /  
 / / (b) / /  
 / /

---

/ 3 / SEC USE ONLY  
 / /

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/ 4 / CITIZENSHIP OR PLACE OF ORGANIZATION  
 / / UNITED STATES OF AMERICA  
 / /

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|   |              |       |                          |         |     |
|---|--------------|-------|--------------------------|---------|-----|
| / | /            | /     | /                        | /       | /   |
| / |              | / 5 / | SOLE VOTING POWER        | 47,219  | (1) |
| / | NUMBER OF    | / 6 / | SHARED VOTING POWER      | 349,072 | (2) |
| / | SHARES       | / /   |                          |         |     |
| / | BENEFICIALLY | / /   |                          |         |     |
| / | OWNED BY     | / 7 / | SOLE DISPOSITIVE POWER   | 47,219  | (1) |
| / | EACH         | / /   |                          |         |     |
| / | REPORTING    | / /   |                          |         |     |
| / | PERSON       | / 8 / | SHARED DISPOSITIVE POWER | 349,072 | (2) |
| / | WITH         | / /   |                          |         |     |
| / |              | / /   |                          |         |     |

---

/ 9 / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 / / 396,291

---

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

---

/ 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 / / 13.33% (3)

---

/ 12 / TYPE OF REPORTING PERSON  
 / / IN

- (1) Includes 15,816 shares that may be acquired upon the exercise of options exercisable within 60 days.
- (2) Consists of 349,072 shares owned by the 1st State Bank Deferred Compensation Plan, of which the reporting person serves as a trustee.
- (3) Assumes that options for 15,816 shares have been exercised. Based on 2,956,373 shares of common stock outstanding as of December 31, 2004.

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/ 1 / NAMES OF REPORTING PERSONS:  
 / / T. SCOTT QUAKENBUSH  
 / /  
 / / I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

---

/ 2 / CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*  
 / /  
 / / (a) / /  
 / / (b) / /  
 / /

---

/ 3 / SEC USE ONLY  
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/ 4 / CITIZENSHIP OR PLACE OF ORGANIZATION  
 / / UNITED STATES OF AMERICA  
 / /

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|   |              |       |                          |         |     |
|---|--------------|-------|--------------------------|---------|-----|
| / | /            | /     | /                        | /       | /   |
| / |              | / 5 / | SOLE VOTING POWER        | 65,556  | (1) |
| / | NUMBER OF    | / 6 / | SHARED VOTING POWER      | 312,689 | (2) |
| / | SHARES       | / /   |                          |         |     |
| / | BENEFICIALLY | / /   |                          |         |     |
| / | OWNED BY     | / 7 / | SOLE DISPOSITIVE POWER   | 65,556  | (1) |
| / | EACH         | / /   |                          |         |     |
| / | REPORTING    | / /   |                          |         |     |
| / | PERSON       | / 8 / | SHARED DISPOSITIVE POWER | 312,689 | (2) |
| / | WITH         | / /   |                          |         |     |
| / |              | / /   |                          |         |     |

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/ 9 / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 / / 378,245

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

---

/ 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 / / 12.73% (3)

---

/ 12 / TYPE OF REPORTING PERSON  
 / / IN

- (1) Includes 15,816 shares that may be acquired upon the exercise of options exercisable within 60 days.
- (2) Includes 305,259 shares owned by the 1st State Bancorp, Inc. Employee Stock Ownership Plan Trust, of which the reporting person serves as a trustee, and 7,430 shares owned by the reporting person's spouse.
- (3) Assumes that options for 15,816 shares have been exercised. Based on 2,956,373 shares of common stock outstanding as of December 31, 2004.

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/ 1 / NAMES OF REPORTING PERSONS:
/ / ERNEST A. KOURY, JR.
/ /
/ / I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
-----
/ 2 / CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *
/ /
/ / (a) / /
/ /
/ / (b) / /
/ /
-----
/ /
/ 3 / SEC USE ONLY
/ /
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/ /
/ 4 / CITIZENSHIP OR PLACE OF ORGANIZATION
/ / UNITED STATES OF AMERICA
/ /
-----
/ /
/ / / 5 / SOLE VOTING POWER 1,000
/ NUMBER OF
/ SHARES / 6 / SHARED VOTING POWER 305,259 (1)
/ BENEFICIALLY / /
/ OWNED BY
/ EACH / 7 / SOLE DISPOSITIVE POWER 1,000
/ REPORTING / /
/ PERSON
/ WITH / 8 / SHARED DISPOSITIVE POWER 305,259 (1)
/ / /
-----
/ 9 / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
/ / 306,259
-----
/ 10 / CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
/ / SHARES
/ / /
-----
/ 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
/ / 10.36% (2)
-----
/ 12 / TYPE OF REPORTING PERSON
/ / IN
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- (1) Consists of 305,259 shares owned by the 1st State Bancorp, Inc. Employee Stock Ownership Plan, of which the reporting person serves as a trustee.  
(2) Based on 2,956,373 shares of common stock outstanding as of December 31, 2004.



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/ 1 / NAMES OF REPORTING PERSONS:  
 / / BERNIE C. BEAN  
 / /  
 / / I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

-----

/ 2 / CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*  
 / /  
 / / (a) / /  
 / /  
 / / (b) / /  
 / /

-----

/ 3 / SEC USE ONLY  
 / /

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/ 4 / CITIZENSHIP OR PLACE OF ORGANIZATION  
 / / UNITED STATES OF AMERICA  
 / /

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|   |              |       |                          |             |
|---|--------------|-------|--------------------------|-------------|
| / | /            | /     | /                        |             |
| / |              | / 5 / | SOLE VOTING POWER        | 31,675 (1)  |
| / | NUMBER OF    | / 6 / | SHARED VOTING POWER      | 305,259 (2) |
| / | SHARES       | / /   |                          |             |
| / | BENEFICIALLY | / 7 / | SOLE DISPOSITIVE POWER   | 31,675 (1)  |
| / | OWNED BY     | / /   |                          |             |
| / | EACH         | / 8 / | SHARED DISPOSITIVE POWER | 305,259 (2) |
| / | REPORTING    | / /   |                          |             |
| / | PERSON       | / 8 / | SHARED DISPOSITIVE POWER | 305,259 (2) |
| / | WITH         | / /   |                          |             |
| / |              | / /   |                          |             |

-----

/ 9 / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 / / 336,934

-----

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

-----

/ 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 / / 11.34% (3)

-----

/ 12 / TYPE OF REPORTING PERSON  
 / / IN

-----

- (1) Includes 15,816 shares that may be acquired upon the exercise of options exercisable within 60 days.
- (2) Consists of 305,259 shares owned by the 1st State Bancorp, Inc. Employee Stock Ownership Plan Trust, of which the reporting person serves as a trustee.
- (3) Assumes that options for 15,816 shares have been exercised. Based on 2,956,373 shares of common stock outstanding as of December 31, 2004.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

ITEM 1(A). NAME OF ISSUER.  
1st State Bancorp, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.  
445 S. Main Street  
Burlington, North Carolina 27215

ITEM 2(A). NAME OF PERSON(S) FILING.  
1st State Bancorp, Inc. Employee Stock Ownership Plan ("ESOP"); 1st State Bank Deferred Compensation Plan ("Deferred Compensation Plan"); the following individuals who serve as the trustees of the ESOP: T. Scott Quakenbush, Ernest A. Koury, Jr. and Bernie C. Bean; and the following individuals who serve as trustees of the Deferred Compensation Plan: James G. McClure, Virgil L. Stadler and Richard H. Shirley.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE.  
Same as Item 1(b).

ITEM 2(C). CITIZENSHIP.  
See Row 4 of the second part of the cover page provided for each reporting person.

ITEM 2(D). TITLE OF CLASS OF SECURITIES.  
Common Stock, par value \$.01 per share.

ITEM 2(E). CUSIP NUMBER: 33645S 10 0

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECKWHETHER THE PERSON FILING IS A:

(f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)

This Schedule 13G also is being filed on behalf of the Deferred Compensation Plan and by each trustee of the ESOP and the Deferred Compensation Plan, filing pursuant to Rule 13d-1(c) and applicable SEC no-action letters.

ITEM 4. OWNERSHIP.  
(a) AMOUNT BENEFICIALLY OWNED: See Row 9 of the second part of the cover page provided for each reporting person.  
(b) PERCENT OF CLASS: See Row 11 of the second part of the cover page provided for each reporting person.

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(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS: See Rows 5, 6, 7,

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-----  
and 8 of the second part of the cover page provided for each reporting person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

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

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The ESOP Committee has the power to determine whether dividends on allocated shares that are paid to the ESOP trust are distributed to participants or are used to repay the ESOP loan.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATIONS.

By signing below, each signatory in the capacity of a trustee of the 1st State Bancorp, Inc. Employee Stock Ownership Plan Trust certifies that, to the best of his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below, each signatory in the capacity of a trustee of the 1st State Bank Deferred Compensation Plan certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

1st STATE BANCORP, INC.  
EMPLOYEE STOCK OWNERSHIP PLAN TRUST

By Its Trustees:

/s/ T. Scott Quakenbush  
-----  
T. Scott Quakenbush, as Trustee

February 10, 2005  
-----  
Date

/s/ Ernest A. Koury, Jr.  
-----  
Ernest A. Koury, Jr., as Trustee

February 10, 2005  
-----  
Date

/s/ Bernie C. Bean  
-----  
Bernie C. Bean, as Trustee

February 10, 2005  
-----  
Date

1st STATE BANK  
DEFERRED COMPENSATION PLAN

By Its Trustees:

/s/ Richard H. Shirley  
-----  
Richard H. Shirley, as Trustee

February 10, 2005  
-----  
Date

/s/ James G. McClure  
-----  
James G. McClure, as Trustee

February 10, 2005  
-----  
Date

/s/ Virgil L. Stadler  
-----  
Virgil L. Stadler, as Trustee

February 10, 2005  
-----  
Date

/s/ Richard H. Shirley  
-----  
Richard H. Shirley, as an Individual Stockholder

February 10, 2005  
-----  
Date

/s/ James G. McClure  
-----  
James G. McClure, as an Individual Stockholder

February 10, 2005  
-----  
Date

/s/ Virgil L. Stadler  
-----  
Virgil L. Stadler, as an Individual Stockholder

February 10, 2005  
-----  
Date

/s/ T. Scott Quakenbush February 10, 2005  
-----

T. Scott Quakenbush, as an Individual Stockholder Date

/s/ Ernest A. Koury, Jr. February 10, 2005  
-----

Ernest A. Koury, Jr., as an Individual Stockholder Date

/s/ Bernie C. Bean February 10, 2005  
-----

Bernie C. Bean, as an Individual Stockholder Date