

CORCEPT THERAPEUTICS INC
Form SC 13G/A
February 13, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

OMB APPROVAL

OMB Number:

3235-0145

Expires:

December 31, 2005

Estimated average burden
hours per response. . 11

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Corcept Therapeutics Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

218352102

(CUSIP Number)

December 31, 2005

(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. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sutter Hill Ventures, A California Limited Partnership 77-0287059
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☐
 - (b) ☒
 3. SEC Use Only
 4. Citizenship or Place of Organization
California, USA
- | | | |
|---|----|-------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
2,210,649 |
| | 6. | Shared Voting Power |
| | 7. | Sole Dispositive Power
2,210,649 |
| | 8. | Shared Dispositive Power |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,210,649
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐
 11. Percent of Class Represented by Amount in Row (9)
9.7%
 12. Type of Reporting Person (See Instructions)
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sutter Hill Entrepreneurs Fund (AI), L.P. 94-3338942

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ o
(b) ☒ y

3. SEC Use Only

4. Citizenship or Place of Organization
California, USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
22,422

6. Shared Voting Power

7. Sole Dispositive Power
22,422

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person
22,422

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ o

11. Percent of Class Represented by Amount in Row (9)
0.1%

12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sutter Hill Entrepreneurs Fund (QP), L.P. 94-3338941

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
California, USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
56,768

6. Shared Voting Power

7. Sole Dispositive Power
56,768

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person
56,768

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
0.3%

12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
David L. Anderson

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
335,115*

6. Shared Voting Power
2,289,839**

7. Sole Dispositive Power
335,115*

8. Shared Dispositive Power
2,289,839**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,624,954

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
11.6%

12. Type of Reporting Person (See Instructions)
IN

* Includes 119,981 shares held in The Anderson Living Trust of which the reporting person is the trustee and 215,134 shares held by Anvest, L.P. of which the reporting person is the General Partner. The reporting person disclaims beneficial ownership of the trust's and the partnership's shares except as to the reporting person's pecuniary interest in the trust and the partnership.

** Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
G. Leonard Baker, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
479,791*

6. Shared Voting Power
2,289,839**

7. Sole Dispositive Power
479,791*

8. Shared Dispositive Power
2,289,839**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,769,630

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
12.2%

12. Type of Reporting Person (See Instructions)
IN

* Includes 17,578 shares held in The Baker Revocable Trust of which the reporting person is a trustee and 256,774 shares held by Saunders Holdings, L.P. of which the reporting person is a General Partner. The reporting person disclaims beneficial ownership of the trust's and the partnership's shares except as to the reporting person's pecuniary interest in the trust and the partnership.

** Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
William H. Younger, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
289,009*

6. Shared Voting Power
2,289,839**

7. Sole Dispositive Power
289,009*

8. Shared Dispositive Power
2,289,839**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,578,848

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
11.4%

12. Type of Reporting Person (See Instructions)
IN

* Includes 26,349 shares held in The Younger Living Trust of which the reporting person is a trustee, 242,918 shares held by a retirement trust for the benefit of the reporting person and 19,742 shares owned by the children of the reporting person. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts. The reporting person disclaims beneficial ownership of the children's shares.

** Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Tench Coxé

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
339,396*

6. Shared Voting Power
2,289,839**

7. Sole Dispositive Power
339,396*

8. Shared Dispositive Power
2,289,839**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,629,235

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
11.6%

12. Type of Reporting Person (See Instructions)
IN

* Includes 251,592 shares held in The Coxé Revocable Trust of which the reporting person is a trustee and 87,804 shares held by The Tamerlane Charitable Remainder Unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts.

** Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Gregory P. Sands

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
38,158*

6. Shared Voting Power
2,289,839**

7. Sole Dispositive Power
38,158*

8. Shared Dispositive Power
2,289,839**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,327,997

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
10.3%

12. Type of Reporting Person (See Instructions)
IN

* Includes 2,110 shares held in the Gregory P. and Sarah J.D. Sands Trust Agreement of which the reporting person is a trustee, 2,532 shares held by a retirement trust for the benefit of the reporting person and 9,627 shares held in the Gregory P. Sands Charitable Remainder Unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts.

** Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
James C. Gaither

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
40,605

6. Shared Voting Power
2,289,839**

7. Sole Dispositive Power
40,605

8. Shared Dispositive Power
2,289,839**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,330,444

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
10.3%

12. Type of Reporting Person (See Instructions)
IN

** Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
James N. White

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
16,800*

6. Shared Voting Power
2,289,839**

7. Sole Dispositive Power
16,800*

8. Shared Dispositive Power
2,289,839**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,306,639

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
10.2%

12. Type of Reporting Person (See Instructions)
IN

* Includes 16,800 shares held in The White Family Trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership of the trust's shares except as to the reporting person's pecuniary interest in the trust.

** Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Jeffrey W. Bird

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
3,456*

6. Shared Voting Power
2,289,839**

7. Sole Dispositive Power
3,456*

8. Shared Dispositive Power
2,289,839**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,293,295

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
10.1%

12. Type of Reporting Person (See Instructions)
IN

* Includes 3,456 shares held in Jeffrey W. and Christina R. Bird Trust Agreement of which the reporting person is a trustee. The reporting person disclaims beneficial ownership of the trust's shares except as to the reporting person's pecuniary interest in the trust.

** Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
David E. Sweet

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
13,083*

6. Shared Voting Power
2,289,839**

7. Sole Dispositive Power
13,083*

8. Shared Dispositive Power
2,289,839**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,302,922

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
10.1%

12. Type of Reporting Person (See Instructions)
IN

* Includes 3,456 shares held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the trust's shares except as to the reporting person's pecuniary interest in the trust.

** Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

Item 1.

- (a) Name of Issuer
Corcept Therapeutics Incorporated
- (b) Address of Issuer's Principal Executive Offices
149 Commonwealth Drive, Menlo Park, CA 94025

Item 2.

- (a) Name of Person Filing
Exhibit A is hereby incorporated by reference
- (b) Address of Principal Business Office or, if none, Residence
See Exhibit A
- (c) Citizenship
See Exhibit A
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
218352102

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- N/A

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
- See Exhibit A which is hereby incorporated by reference and related pages 2 to 13
- (b) Percent of class:
- See Exhibit A which is hereby incorporated by reference and related pages 2 to 13
- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote
- ***
- (ii) Shared power to vote or to direct the vote
- ***
- (iii) Sole power to dispose or to direct the disposition of
- ***
- (iv) Shared power to dispose or to direct the disposition of
- ***

*** See Exhibit A which is hereby incorporated by reference and related pages 2 to 13. Messrs. Anderson, Baker, Younger, Cox, Sands, Gaither, White, Bird and Sweet are Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., and as such share the voting and disposition powers over the shares held by the partnerships.

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 ☐.

N/A

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

N/A

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

N/A

Item 8. Identification and Classification of Members of the Group

See Exhibit A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

N/A

Signature

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

2/9/2006

Date

Sutter Hill Ventures, A California Limited Partnership

/s/ G. Leonard Baker, Jr.

Signature

G. Leonard Baker, Jr.

Managing Director of the General Partner

Name/Title

Sutter Hill Entrepreneurs Fund (AI), L.P.

/s/ G. Leonard Baker, Jr.

Signature

G. Leonard Baker, Jr.

Managing Director of the General Partner

Name/Title

Sutter Hill Entrepreneurs Fund (QP), L.P.

/s/ G. Leonard Baker, Jr.

Signature

G. Leonard Baker, Jr.

Managing Director of the General Partner
Name/Title

/s/ David L. Anderson
Signature

/s/ G. Leonard Baker, Jr.
Signature

/s/ William H. Younger, Jr.
Signature

/s/ Tench Coxé
Signature

/s/ Gregory P. Sands
Signature

/s/ James C. Gaither
Signature

/s/ James N. White
Signature

/s/ Jeffrey W. Bird
Signature

/s/ David E. Sweet
Signature

EXHIBIT A TO SCHEDULE 13G - CORCEPT THERAPEUTICS INCORPORATED

Name of Originator	Aggregate Number of Shares Beneficially Owned		% of Total Shares	
	Individual	Aggregate		
Sutter Hill Ventures, A California Limited Partnership	2,210,649			9.7%
Sutter Hill Entrepreneurs Fund (AI), L.P.	22,422			0.1%
Sutter Hill Entrepreneurs Fund (QP), L.P.	56,768			0.3%
David L. Anderson	335,115	Note 2		1.5%
			2,624,954	Note 1
				11.6%
G. Leonard Baker, Jr.	479,791	Note 3		2.1%
			2,769,630	Note 1
				12.2%
William H. Younger, Jr.	289,009	Note 4		1.2%
			2,578,848	Note 1
				11.3%
Tench Cox	339,396	Note 5		1.5%
			2,629,235	Note 1
				11.6%
Gregory P. Sands	38,158	Note 6		0.2%
			2,327,997	Note 1
				10.3%
James C. Gaither	40,605			0.2%
			2,330,444	Note 1
				10.3%
James N. White	16,800	Note 7		0.1%
			2,306,639	Note 1
				10.2%
Jeffrey W. Bird	3,456	Note 8		0.0%
			2,293,295	Note 1
				10.1%
David E. Sweet	13,083	Note 9		0.0%
			2,302,922	Note 1
				10.1%

The address for all of the above is: 755 Page Mill Road, Suite A-200, Palo Alto, CA 94304

The partnerships are organized in California. The individuals are all U.S. citizens and residents.

None of the above has been convicted in any criminal proceedings nor have they been subject to judgments, decrees, or final orders enjoining future violations of Federal or State securities laws.

All of the parties are individuals or entities in the venture capital business.

Note 1: Includes individual shares plus all shares held by the following partnerships in which the reporting person is a Managing Director of the General Partner: Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

Note 2: Includes 119,981 shares held in The Anderson Living Trust of which the reporting person is the trustee and 215,134 shares held by Anvest, L.P. of which the reporting person is the General Partner. The reporting person disclaims beneficial ownership of the trusts and the partnership's shares except as to the reporting person's pecuniary interest in the trust and the partnership.

Note 3: Includes 17,578 shares held in The Baker Revocable Trust of which the reporting person is a trustee and 256,774 shares held by Saunders Holdings, L.P. of which the reporting person is a General Partner. The reporting person disclaims beneficial ownership of the trusts and the partnership's shares except as to the reporting person's pecuniary interest in the trust and the partnership.

Note 4: Includes 26,349 shares held in The Younger Living Trust of which the reporting person is a trustee, 242,918 shares held by a retirement trust for the benefit of the reporting person and 19,742 shares owned by the children of the reporting person. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts. The reporting person disclaims beneficial ownership of the children's shares.

Note 5: Includes 251,592 shares held in The Coxie Revocable Trust of which the reporting person is a trustee and 87,804 shares held by The Tamerlane Charitable Remainder Unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts.

Note 6: Includes 2,110 shares held in the Gregory P. and Sarah J.D. Sands Trust Agreement of which the reporting person is a trustee, 2,532 shares held by a retirement trust for the benefit of the reporting person and 9,627 shares held in the Gregory P. Sands Charitable Remainder Unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts.

Note 7: Includes 16,800 shares held in The White Family Trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trust.

Note 8: Includes 3,456 shares held in Jeffrey W. and Christina R. Bird Trust Agreement of which the reporting person is a trustee. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trust.

Note 9: Includes 3,456 shares held in a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trust.

