

OLD DOMINION FREIGHT LINE INC/VA

Form SC 13G/A

February 12, 2010

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. 2)*

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, 2009

(Date of event which requires filing of this statement)

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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)

Audrey L. Congdon

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

Number of

shares 480,322 (See Item 4)
6. Shared voting power

beneficially

owned by 1,552,035 (See Item 4)
each 7. Sole dispositive power

reporting

person 480,322 (See Item 4)
8. Shared dispositive power
with:

1,552,035 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

2,032,357

10. Check if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row 9

5.5%

12. Type of reporting person

IN (See Item 4)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Audrey L. Congdon, Custodian

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

Number of

shares -0- (See Item 4)

6. Shared voting power

beneficially

owned by

206,136 (See Item 4)

each

7. Sole dispositive power

reporting

person

-0- (See Item 4)

8. Shared dispositive power

with:

206,136 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

206,136

10. Check if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row 9

0.6%

12. Type of reporting person

IN (See Item 4)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

John B. Yowell

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

Number of

shares **-0- (See Item 4)**

6. Shared voting power

beneficially

owned by **87,196 (See Item 4)**

each 7. Sole dispositive power

reporting

person **-0- (See Item 4)**

8. Shared dispositive power

with:

87,196 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

87,196

10. Check if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row 9

0.2%

12. Type of reporting person

IN (See Item 4)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Audrey L. Congdon Irrevocable Trust #1, dated December 1, 1992

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares -0- (See Item 4)

6. Shared voting power

beneficially

owned by

each 171,459 (See Item 4)

7. Sole dispositive power

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

171,459 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

171,459

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)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares -0- (See Item 4)

6. Shared voting power

beneficially

owned by 31,389 (See Item 4)

each 7. Sole dispositive power

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

31,389 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

31,389

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)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Audrey L. Congdon Revocable Trust, dated March 27, 1992

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares -0- (See Item 4)

6. Shared voting power

beneficially

owned by

547,676 (See Item 4)

7. Sole dispositive power

each

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

547,676 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

547,676

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)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Audrey Lee Congdon Revocable Trust, dated February 17, 2005

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares -0- (See Item 4)

6. Shared voting power

beneficially

owned by 91,297 (See Item 4)

each 7. Sole dispositive power

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

91,297 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

91,297

10. Check if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row 9

0.2%

12. Type of reporting person

OO (See Item 4)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Karen C. Pigman February 2009 Grantor Retained Annuity Trust

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares 132,749 (See Item 4)

6. Shared voting power

beneficially

owned by

-0- (See Item 4)

each

7. Sole dispositive power

reporting

person

132,749 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

132,749

10. Check if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row 9

0.4%

12. Type of reporting person

OO (See Item 4)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Irrevocable Trust, dated December 18, 1998, fbo Megan Yowell

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares -0- (See Item 4)

6. Shared voting power

beneficially

owned by 38,799 (See Item 4)

each 7. Sole dispositive power

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

38,799 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

38,799

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)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Irrevocable Trust, dated December 18, 1998, fbo Seth Yowell

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares -0- (See Item 4)

6. Shared voting power

beneficially

owned by 38,799 (See Item 4)

each 7. Sole dispositive power

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

38,799 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

38,799

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)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Melissa Penley Trust #1

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares 84,600 (See Item 4)

6. Shared voting power

beneficially

owned by

-0- (See Item 4)

each

7. Sole dispositive power

reporting

person

84,600 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

84,600

10. Check if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row 9

0.2%

12. Type of reporting person

OO (See Item 4)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Matthew Penley Trust #1

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares 84,598 (See Item 4)

6. Shared voting power

beneficially

owned by

-0- (See Item 4)

each

7. Sole dispositive power

reporting

person

84,598 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

84,598

10. Check if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row 9

0.2%

12. Type of reporting person

OO (See Item 4)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Mark Penley Trust #1

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares 84,598 (See Item 4)

6. Shared voting power

beneficially

owned by

-0- (See Item 4)

each

7. Sole dispositive power

reporting

person

84,598 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

84,598

10. Check if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row 9

0.2%

12. Type of reporting person

OO (See Item 4)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Karen C. Pigman Grantor Retained Annuity Trust

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares -0- (See Item 4)

6. Shared voting power

beneficially

owned by

each -0- (See Item 4)

7. Sole dispositive power

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

-0-

10. Check if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row 9

0.0%

12. Type of reporting person

OO (See Item 4)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Karen C. Pigman 2006 Grantor Retained Annuity Trust

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares -0- (See Item 4)

6. Shared voting power

beneficially

owned by

-0- (See Item 4)

7. Sole dispositive power

each

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

-0-

10. Check if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row 9

0.0%

12. Type of reporting person

OO (See Item 4)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Karen C. Pigman 2007 Grantor Retained Annuity Trust

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares -0- (See Item 4)

6. Shared voting power

beneficially

owned by

each -0- (See Item 4)

7. Sole dispositive power

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

-0-

10. Check if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row 9

0.0%

12. Type of reporting person

OO (See Item 4)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Earl E. Congdon 2003 GRAT Remainder Trust

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

Florida

5. Sole voting power

Number of

shares -0- (See Item 4)

6. Shared voting power

beneficially

owned by

each 287,101 (See Item 4)

7. Sole dispositive power

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

287,101 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

287,101

10. Check if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row 9

0.8%

12. Type of reporting person

OO (See Item 4)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Audrey L. Congdon March 2008 Grantor Retained Annuity Trust

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares -0- (See Item 4)

6. Shared voting power

beneficially

owned by 46,230 (See Item 4)

each 7. Sole dispositive power

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

46,230 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

46,230

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)

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CUSIP No. 679580100

1. Name of reporting person

I.R.S. Identification no. of above persons (entities only)

Karen C. Pigman March 2008 Grantor Retained Annuity Trust

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares 43,245 (See Item 4)
6. Shared voting power

beneficially

owned by -0- (See Item 4)
each 7. Sole dispositive power

reporting

person 43,245 (See Item 4)
8. Shared dispositive power
with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

43,245

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)

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CUSIP No. 679580100

1. Name of reporting person

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

Karen C. Pigman Irrevocable Trust Number One

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☒

3. SEC use only

4. Citizenship or place of organization

North Carolina

5. Sole voting power

Number of

shares 50,532 (See Item 4)

6. Shared voting power

beneficially

owned by

-0- (See Item 4)

each

7. Sole dispositive power

reporting

person

50,532 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

50,532

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)

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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) Audrey L. Congdon

(ii) Audrey L. Congdon, Custodian

(iii) John B. Yowell

(iv) Audrey L. Congdon Irrevocable Trust #1, dated December 1, 1992

(v) Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004

(vi) Audrey L. Congdon Revocable Trust, dated March 27, 1992

(vii) Audrey Lee Congdon Revocable Trust, dated February 17, 2005

(viii) Karen C. Pigman February 2009 Grantor Retained Annuity Trust

(ix) Irrevocable Trust Agreement, dated December 18, 1998, fbo Megan Yowell

(x) Irrevocable Trust Agreement, dated December 18, 1998, fbo Seth Yowell

(xi) Melissa Penley Trust #1

(xii) Matthew Penley Trust #1

(xiii) Mark Penley Trust #1

(xiv) Karen C. Pigman Grantor Retained Annuity Trust

(xv) Karen C. Pigman 2006 Grantor Retained Annuity Trust

(xvi) Karen C. Pigman 2007 Grantor Retained Annuity Trust

(xvii) Earl E. Congdon 2003 GRAT Remainder Trust

(xviii) Audrey L. Congdon March 2008 Grantor Retained Annuity Trust

(xix) Karen C. Pigman March 2008 Grantor Retained Annuity Trust

(xx) Karen C. Pigman Irrevocable Trust Number One

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

As to (i) through (vii), (ix), (x) and (xviii): 606 Hillcrest Drive

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High Point, NC 27262

As to (viii), (xi) through (xvi), (xix) and (xx): 602 Hillcrest Drive

High Point, NC 27262

As to (xvii): 20 Harborage Isle

Fort Lauderdale, FL 33316

(c) Citizenship:

As to (i) through (iii): USA

As to (iv) through (xvi) and (xviii) through (xx): North Carolina

As to (xvii): Florida

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CUSIP No. 679580100

- (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.

The securities reported herein are beneficially owned by Audrey L. Congdon, Audrey L. Congdon, Custodian, John B. Yowell, the Audrey L. Congdon Irrevocable Trust #1, dated December 1, 1992, the Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004, the Audrey L. Congdon Revocable Trust, dated March 27, 1992, the Audrey Lee Congdon Revocable Trust, dated February 17, 2005, the Karen C. Pigman February 2009 Grantor Retained Annuity Trust, an Irrevocable Trust Agreement, dated December 18, 1998, fbo Megan Yowell, an Irrevocable Trust Agreement, dated December 18, 1998, fbo Seth Yowell, the Melissa Penley Trust #1, the Matthew Penley Trust #1, the Mark Penley Trust #1, the Karen C. Pigman Grantor Retained Annuity Trust, the Karen C. Pigman 2006 Grantor Retained Annuity Trust, the Karen C. Pigman 2007 Grantor Retained Annuity Trust, the Earl E. Congdon 2003 GRAT Remainder Trust, the Audrey L. Congdon March 2008 Grantor Retained Annuity Trust, the Karen C. Pigman March 2008 Grantor Retained Annuity Trust and the Karen C. Pigman Irrevocable Trust Number One. The total securities reported is 2,032,357 shares of the Issuer's Common Stock, which constitutes 5.5% of such shares as of December 31, 2009.

As of December 31, 2009, Audrey L. Congdon has sole voting and dispositive power with respect to 480,322 shares (1.3%) of the Issuer's Common Stock, of which 132,749 shares are held by the Karen C. Pigman February 2009 Grantor Retained Annuity Trust, 84,600 shares are held by the Melissa Penley Trust #1, 84,598 shares are held by the Matthew Penley Trust #1, 84,598 shares are held by the Mark Penley Trust #1, no shares are held by the Karen C. Pigman Grantor Retained Annuity Trust, no shares are held by the Karen C. Pigman 2006 Grantor Retained Annuity Trust, no shares are held by the Karen C. Pigman 2007 Grantor Retained Annuity Trust, 43,245 shares are held by the Karen C. Pigman March 2008 Grantor Retained Annuity Trust and 50,532 shares are held by the Karen C. Pigman Irrevocable Trust Number One. She shares voting and dispositive power with respect to 1,552,035 shares (4.2%) of the Issuer's Common Stock, consisting of 5,953 shares held by Audrey L. Congdon, 206,136 shares held by Audrey L. Congdon as custodian for her children, 87,196 shares held by John B. Yowell, 171,459 shares held by the Audrey L. Congdon Irrevocable Trust #1, dated December 1, 1992, 31,389 shares held by the Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004, 547,676 shares held by the Audrey L. Congdon Revocable Trust, dated March 27, 1992, 91,297 shares held by the Audrey Lee Congdon Revocable Trust, dated February 17, 2005, 38,799 shares held by an Irrevocable Trust Agreement, dated December 18, 1998, fbo Megan Yowell, 38,799 shares held by an Irrevocable Trust Agreement, dated December 18, 1998, fbo Seth Yowell, 287,101 shares held by the Earl E. Congdon 2003 GRAT Remainder Trust and 46,230 shares held by the Audrey L. Congdon March 2008 Grantor Retained Annuity Trust. Audrey L. Congdon beneficially owns a total of 2,032,357 shares (5.5%) of the Issuer's Common Stock.

As of December 31, 2009, Audrey L. Congdon, as custodian for her children, owns directly 206,136 shares (0.6%) of the Issuer's Common Stock. Although Audrey L. Congdon has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2009, John B. Yowell, the husband of Audrey L. Congdon, owns directly 69,904 shares (0.2%) of the Issuer's Common Stock and 17,292 shares (0.05%) of the Issuer's Common Stock through his 401(k) plan. Although John B. Yowell has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

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As of December 31, 2009, the Audrey L. Congdon Irrevocable Trust #1, dated December 1, 1992, beneficially owns 171,459 shares (0.5%) of the Issuer's Common Stock. Although John B. Yowell, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2009, the Audrey L. Congdon Irrevocable Trust #2, dated May 28, 2004, beneficially owns 31,389 shares (0.1%) of the Issuer's Common Stock. Although David S. Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose. David S. Congdon is the brother of Audrey L. Congdon.

As of December 31, 2009, the Audrey L. Congdon Revocable Trust, dated March 27, 1992, beneficially owns 547,676 shares (1.5%) of the Issuer's Common Stock. Although Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2009, the Audrey Lee Congdon Revocable Trust, dated February 17, 2005, beneficially owns 91,297 shares (0.2%) of the Issuer's Common Stock. Although Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2009, the Karen C. Pigman February 2009 Grantor Retained Annuity Trust beneficially owns 132,749 shares (0.4%) of the Issuer's Common Stock. Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares.

As of December 31, 2009, an Irrevocable Trust Agreement, dated December 18, 1998, fbo Megan Yowell, beneficially owns 38,799 shares (0.1%) of the Issuer's Common Stock. Although Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2009, an Irrevocable Trust Agreement, dated December 18, 1998, fbo Seth Yowell, beneficially owns 38,799 shares (0.1%) of the Issuer's Common Stock. Although Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2009, the Melissa Penley Trust #1 beneficially owns 84,600 shares (0.2%) of the Issuer's Common Stock. Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares.

As of December 31, 2009, the Matthew Penley Trust #1 beneficially owns 84,598 shares (0.2%) of the Issuer's Common Stock. Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares.

As of December 31, 2009, the Mark Penley Trust #1 beneficially owns 84,598 shares (0.2%) of the Issuer's Common Stock. Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares.

As of December 31, 2009, the Karen C. Pigman Grantor Retained Annuity Trust beneficially owns no shares (0.0%) of the Issuer's Common Stock. Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares.

As of December 31, 2009, the Karen C. Pigman 2006 Grantor Retained Annuity Trust beneficially owns no shares (0.0%) of the Issuer's Common Stock. Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares.

As of December 31, 2009, the Karen C. Pigman 2007 Grantor Retained Annuity Trust beneficially owns no shares (0.0%) of the Issuer's Common Stock. Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares.

As of December 31, 2009, the Earl E. Congdon 2003 GRAT Remainder Trust beneficially owns 287,101 shares (0.8%) of the Issuer's Common Stock. Audrey L. Congdon, as co-trustee of that trust, shares voting and dispositive power over these shares.

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As of December 31, 2009, the Audrey L. Congdon March 2008 Grantor Retained Annuity Trust beneficially owns 46,230 shares (0.1%) of the Issuer's Common Stock. Although Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares, they are shown below under c(ii) and c(iv) as shared voting and power to dispose.

As of December 31, 2009, the Karen C. Pigman March 2008 Grantor Retained Annuity Trust beneficially owns 43,245 shares (0.1%) of the Issuer's Common Stock. Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares.

As of December 31, 2009, the Karen C. Pigman Irrevocable Trust Number One beneficially owns 50,532 shares (0.1%) of the Issuer's Common Stock. Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares.

(a) Amount beneficially owned:

(i)	2,032,357
(ii)	206,136
(iii)	87,196
(iv)	171,459
(v)	31,389
(vi)	547,676
(vii)	91,297
(viii)	132,749
(ix)	38,799
(x)	38,799
(xi)	84,600
(xii)	84,598
(xiii)	84,598
(xiv)	-0-
(xv)	-0-
(xvi)	-0-
(xvii)	287,101
(xviii)	46,230
(xix)	43,245
(xx)	50,532

(b) Percent of Class:

(i)	5.5%
(ii)	0.6%
(iii)	0.2%
(iv)	0.5%
(v)	0.1%
(vi)	1.5%
(vii)	0.2%
(viii)	0.4%
(ix)	0.1%
(x)	0.1%
(xi)	0.2%
(xii)	0.2%
(xiii)	0.2%
(xiv)	0.0%
(xv)	0.0%
(xvi)	0.0%

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- (xvii) 0.8%
- (xviii) 0.1%
- (xix) 0.1%
- (xx) 0.1%

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

(i) Sole power to vote or to direct the vote

(i) 480,322

(ii) -0-

(iii) -0-

(iv) -0-

(v) -0-

(vi) -0-

(vii) -0-

(viii) 132,749

(ix) -0-

(x) -0-

(xi) 84,600

(xii) 84,598

(xiii) 84,598

(xiv) -0-

(xv) -0-

(xvi) -0-

(xvii) -0-

(xviii) -0-

(xix) 43,245

(xx) 50,532

(ii) Shared power to vote or to direct the vote

(i) 1,552,035

(ii) 206,136

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(iii) 87,196
(iv) 171,459
(v) 31,389
(vi) 547,676
(vii) 91,297
(viii) -0-
(ix) 38,799
(x) 38,799
(xi) -0-
(xii) -0-
(xiii) -0-
(xiv) -0-
(xv) -0-
(xvi) -0-
(xvii) 287,101
(xviii) 46,230
(xix) -0-

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- (xx) -0-
- (iii) Sole power to dispose or to direct the disposition of
 - (i) 480,322
 - (ii) -0-
 - (iii) -0-
 - (iv) -0-
 - (v) -0-
 - (vi) -0-
 - (vii) -0-
 - (viii) 132,749
 - (ix) -0-
 - (x) -0-
 - (xi) 84,600
 - (xii) 84,598
 - (xiii) 84,598
 - (xiv) -0-
 - (xv) -0-
 - (xvi) -0-
 - (xvii) -0-
 - (xviii) -0-
 - (xix) 43,245
 - (xx) 50,532
- (iv) Shared power to dispose or to direct the disposition of
 - (i) 1,552,035
 - (ii) 206,136
 - (iii) 87,196
 - (iv) 171,459

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- (v) 31,389
- (vi) 547,676
- (vii) 91,297
- (viii) -0-
- (ix) 38,799
- (x) 38,799
- (xi) -0-
- (xii) -0-
- (xiii) -0-
- (xiv) -0-
- (xv) -0-
- (xvi) -0-
- (xvii) 287,101
- (xviii) 46,230
- (xix) -0-
- (xx) -0-

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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

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 or Control Person

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.

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SIGNATURES

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 3, 2010

AUDREY L. CONGDON

/s/ Audrey L. Congdon
Audrey L. Congdon

AUDREY L. CONGDON, CUSTODIAN

/s/ Audrey L. Congdon
Audrey L. Congdon, Custodian

JOHN B. YOWELL

/s/ John B. Yowell
John B. Yowell

AUDREY L. CONGDON IRREVOCABLE TRUST #1,
DATED DECEMBER 1, 1992

By: /s/ John B. Yowell
John B. Yowell, Trustee

AUDREY L. CONGDON IRREVOCABLE TRUST #2,
DATED MAY 28, 2004

By: /s/ David S. Congdon, Trustee
David S. Congdon, Trustee

AUDREY L. CONGDON REVOCABLE TRUST,
DATED MAY 27, 1992

By: /s/ Audrey L. Congdon, Trustee
Audrey L. Congdon, Trustee

AUDREY LEE CONGDON REVOCABLE TRUST,
DATED FEBRUARY 17, 2005

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

KAREN C. PIGMAN FEBRUARY 2009 GRANTOR
RETAINED ANNUITY TRUST

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18,
1998, FBO MEGAN YOWELL

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

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IRREVOCABLE TRUST, DATED DECEMBER 18,
1998, FBO SETH YOWELL

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

MELISSA PENLEY TRUST #1

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

MATTHEW PENLEY TRUST #1

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

MARK PENLEY TRUST #1

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

KAREN C. PIGMAN GRANTOR RETAINED
ANNUITY TRUST

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

KAREN C. PIGMAN 2006 GRANTOR RETAINED
ANNUITY TRUST

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

KAREN C. PIGMAN 2007 GRANTOR RETAINED
ANNUITY TRUST

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

EARL E. CONGDON 2003 GRAT REMAINDER
TRUST

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Co-Trustee

AUDREY L. CONGDON MARCH 2008 GRANTOR
RETAINED ANNUITY TRUST

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

KAREN C. PIGMAN MARCH 2008 GRANTOR
RETAINED ANNUITY TRUST

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By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

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KAREN C. PIGMAN IRREVOCABLE TRUST
NUMBER ONE

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

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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 3, 2010.

AUDREY L. CONGDON

/s/ Audrey L. Congdon
Audrey L. Congdon

AUDREY L. CONGDON, CUSTODIAN

/s/ Audrey L. Congdon
Audrey L. Congdon, Custodian

JOHN B. YOWELL

/s/ John B. Yowell
John B. Yowell

AUDREY L. CONGDON IRREVOCABLE TRUST #1,
DATED DECEMBER 1, 1992

By: /s/ John B. Yowell
John B. Yowell, Trustee

AUDREY L. CONGDON IRREVOCABLE TRUST #2,
DATED MAY 28, 2004

By: /s/ David S. Congdon, Trustee
David S. Congdon, Trustee

AUDREY L. CONGDON REVOCABLE TRUST,
DATED MAY 27, 1992

By: /s/ Audrey L. Congdon, Trustee
Audrey L. Congdon, Trustee

AUDREY LEE CONGDON REVOCABLE TRUST,
DATED FEBRUARY 17, 2005

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

KAREN C. PIGMAN FEBRUARY 2009 GRANTOR
RETAINED ANNUITY TRUST

By: /s/ Audrey L. Congdon

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Audrey L. Congdon, Trustee

IRREVOCABLE TRUST, DATED DECEMBER 18,
1998, FBO MEGAN YOWELL

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

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IRREVOCABLE TRUST, DATED DECEMBER 18,
1998, FBO SETH YOWELL

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

MELISSA PENLEY TRUST #1

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

MATTHEW PENLEY TRUST #1

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

MARK PENLEY TRUST #1

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

KAREN C. PIGMAN GRANTOR RETAINED
ANNUITY TRUST

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

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Audrey L. Congdon, Trustee

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Audrey L. Congdon, Trustee

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TRUST

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Co-Trustee

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By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

KAREN C. PIGMAN MARCH 2008 GRANTOR
RETAINED ANNUITY TRUST

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By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

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KAREN C. PIGMAN IRREVOCABLE TRUST
NUMBER ONE

By: /s/ Audrey L. Congdon
Audrey L. Congdon, Trustee

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