

OLD DOMINION FREIGHT LINE INC/VA  
Form SC 13G/A  
February 12, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**Information To Be Included In Statements Filed**

**Pursuant To § 240.13d-1(b), (c) And (d) And**

**Amendments Thereto Filed Pursuant To § 240.13d-2**

**(Amendment No. 7)\***

**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, 2014**

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

Edgar Filing: OLD DOMINION FREIGHT LINE INC/VA - Form SC 13G/A

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

Page 2 of 29 Pages

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 3,191,865 (See Item 4)

6. Shared voting power

beneficially

owned by 1,282,738 (See Item 4)

each 7. Sole dispositive power

reporting

person 3,191,865 (See Item 4)

8. Shared dispositive power

with:

1,282,738 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

4,474,603

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

11. Percent of class represented by amount in Row 9

5.2%

12. Type of reporting person

IN (See Item 4)

CUSIP No. 679580100

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1. Name of reporting person

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

Jack M. Harris

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 2,000 (See Item 4)

each 7. Sole dispositive power

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

2,000 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

2,000

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

IN (See Item 4)

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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 1,142,143 (See Item 4)

6. Shared voting power

beneficially

owned by

-0- (See Item 4)

each

7. Sole dispositive power

reporting

person 1,142,143 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

1,142,143

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

11. Percent of class represented by amount in Row 9

1.3%

12. Type of reporting person

OO (See Item 4)



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1. Name of reporting person

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

Karen C. Pigman February 2011 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 182,503 (See Item 4)

6. Shared voting power

beneficially

owned by -0- (See Item 4)

each 7. Sole dispositive power

reporting

person 182,503 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

182,503

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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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 91,581 (See Item 4)

6. Shared voting power

beneficially

owned by -0- (See Item 4)

each 7. Sole dispositive power

reporting

person 91,581 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

91,581

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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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 91,581 (See Item 4)

6. Shared voting power

beneficially

owned by -0- (See Item 4)

each 7. Sole dispositive power

reporting

person 91,581 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

91,581

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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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 306,126 (See Item 4)

6. Shared voting power

beneficially

owned by -0- (See Item 4)

each 7. Sole dispositive power

reporting

person 306,126 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

306,126

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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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 306,126 (See Item 4)

6. Shared voting power

beneficially

owned by -0- (See Item 4)

each 7. Sole dispositive power

reporting

person 306,126 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

306,126

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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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 306,123 (See Item 4)

6. Shared voting power

beneficially

owned by

-0- (See Item 4)

each

7. Sole dispositive power

reporting

person

306,123 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

306,123

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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1. Name of reporting person

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

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

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 159,903 (See Item 4)

6. Shared voting power

beneficially

owned by

-0- (See Item 4)

each

7. Sole dispositive power

reporting

person

159,903 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

159,903

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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1. Name of reporting person

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

Megan Elise Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010

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 159,903 (See Item 4)

6. Shared voting power

beneficially

owned by -0- (See Item 4)

each 7. Sole dispositive power

reporting

person 159,903 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

159,903

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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1. Name of reporting person

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

John B. Yowell Family Trust 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 61,855 (See Item 4)

6. Shared voting power

beneficially

owned by

-0- (See Item 4)

each

7. Sole dispositive power

reporting

person

61,855 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

61,855

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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1. Name of reporting person

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

John B. Yowell Family Trust 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 30,502 (See Item 4)

6. Shared voting power

beneficially

owned by -0- (See Item 4)

each 7. Sole dispositive power

reporting

person 30,502 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

30,502

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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1. Name of reporting person

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

Audrey Lee Congdon Grantor Retained Annuity Trust 2014

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 297,974 (See Item 4)

6. Shared voting power

beneficially

owned by -0- (See Item 4)

each 7. Sole dispositive power

reporting

person 297,974 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

297,974

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

11. Percent of class represented by amount in Row 9

0.3%

12. Type of reporting person

OO (See Item 4)

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1. Name of reporting person

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

Earl E. Congdon 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 645,976 (See Item 4)

each 7. Sole dispositive power

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

645,976 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

645,976

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

11. Percent of class represented by amount in Row 9

0.7%

12. Type of reporting person

OO (See Item 4)



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1. Name of reporting person

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

1998 Earl E. Congdon Family 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

Number of

shares -0- (See Item 4)

6. Shared voting power

beneficially

owned by 316,405 (See Item 4)

each 7. Sole dispositive power

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

316,405 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

316,405

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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1. Name of reporting person

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

Earl and Kathryn Congdon Family Irrevocable Trust - 2011

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 318,357 (See Item 4)

each 7. Sole dispositive power

reporting

person -0- (See Item 4)

8. Shared dispositive power

with:

318,357 (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

318,357

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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1. Name of reporting person

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

David S. Congdon and Helen S. Congdon Irrevocable Inter Vivos Trust Dated April 20, 2011

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 55,545 (See Item 4)

6. Shared voting power

beneficially

owned by

-0- (See Item 4)

each

7. Sole dispositive power

reporting

person

55,545 (See Item 4)

8. Shared dispositive power

with:

-0- (See Item 4)

9. Aggregate amount beneficially owned by each reporting person

55,545

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)

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) Jack M. Harris

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

(iv) Karen C. Pigman February 2011 Grantor Retained Annuity Trust

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

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

(vii) Melissa Penley Trust #1

(viii) Matthew Penley Trust #1

(ix) Mark Penley Trust #1

- (x) Seth Morgan Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010
  - (xi) Megan Elise Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010
  - (xii) John B. Yowell Family Trust fbo Megan Yowell
  - (xiii) John B. Yowell Family Trust fbo Seth Yowell
  - (xiv) Audrey Lee Congdon Grantor Retained Annuity Trust 2014
  - (xv) Earl E. Congdon GRAT Remainder Trust
  - (xvi) 1998 Earl E. Congdon Family Trust
  - (xvii) Earl and Kathryn Congdon Family Irrevocable Trust - 2011
  - (xviii) David S. Congdon and Helen S. Congdon Irrevocable Inter Vivos Trust Dated April 20, 2011
- (b) Address of Principal Business Office or, if None, Residence:
- |  |  |
|--|--|
| As to (i) through (iii), (v), (vi), and (x) through (xiv): | 606 Hillcrest Drive<br>High Point, NC 27262    |
| As to (iv) and (vii) through (ix):                         | 602 Hillcrest Drive<br>High Point, NC 27262    |
| As to (xv) and (xvii):                                     | 20 Harborage Isle<br>Fort Lauderdale, FL 33316 |
| As to (xvi) and (xviii):                                   | 500 Old Dominion Way<br>Thomasville, NC 27360  |
- (c) Citizenship:



As to (i) and (ii)	USA
As to (iii) through (xiv), and (xviii):	North Carolina
As to (xv) and (xvii):	Florida
As to (xvi):	Virginia

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; Jack M. Harris; the Audrey Lee Congdon Revocable Trust, dated February 17, 2005; the Karen C. Pigman February 2011 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 Seth Morgan Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010; the Megan Elise Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010; the John B. Yowell Family Trust fbo Megan Yowell; the John B. Yowell Family Trust fbo Seth Yowell; the Audrey Lee Congdon Grantor Retained Annuity Trust 2014; the Earl E. Congdon GRAT Remainder Trust; the 1998 Earl E. Congdon Family Trust; the Earl and Kathryn Congdon Family Irrevocable Trust 2011; and the David S. Congdon and Helen S. Congdon Irrevocable Inter Vivos Trust Dated April 20, 2011. The total securities reported is 4,474,603 shares of the Issuer's Common Stock, which constitutes 5.2% of such shares as of December 31, 2014.

As of December 31, 2014, Audrey L. Congdon has sole voting and dispositive power with respect to 3,191,865 shares (3.7%) of the Issuer's Common Stock, consisting of 1,142,143 shares held by the Audrey Lee Congdon Revocable Trust, dated February 17, 2005; 182,503 shares held by the Karen C. Pigman February 2011 Grantor Retained Annuity Trust; 91,581 shares held by an Irrevocable Trust Agreement, dated December 18, 1998, fbo Megan Yowell; 91,581 shares held by an Irrevocable Trust Agreement, dated December 18, 1998, fbo Seth Yowell; 306,126 shares held by the Melissa Penley Trust #1; 306,126 shares held by the Matthew Penley Trust #1; 306,123 shares held by the Mark Penley Trust #1; 159,903 shares held by the Seth Morgan Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010; 159,903 shares held by the Megan Elise Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010; 61,855 shares held by the John B. Yowell Family Trust fbo Megan Yowell; 30,502 shares held by the John B. Yowell Family Trust fbo Seth Yowell; 297,974 shares held by the Audrey Lee Congdon Grantor Retained Annuity Trust 2014; and 55,545 shares held by the David S. Congdon and Helen S. Congdon Irrevocable Inter Vivos Trust Dated April 20, 2011. She shares voting and dispositive power with respect to 1,282,738 shares (1.5%) of the Issuer's Common Stock, consisting of 2,000 shares held by Jack Harris; 645,976 shares held by the Earl E. Congdon GRAT Remainder Trust; 316,405 shares held by the 1998 Earl E. Congdon Family Trust; and 318,357 shares held by the Earl and Kathryn Congdon Family Irrevocable Trust 2011. Audrey L. Congdon beneficially owns a total of 4,474,603 shares (5.2%) of the Issuer's Common Stock.

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As of December 31, 2014, the Audrey Lee Congdon Revocable Trust, dated February 17, 2005, beneficially owns 1,142,143 shares (1.3%) of the Issuer's Common Stock. Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares.

As of December 31, 2014, the Karen C. Pigman February 2011 Grantor Retained Annuity Trust beneficially owns 182,503 shares (0.2%) of the Issuer's Common Stock. Audrey L. Congdon, as Trustee, has sole voting and dispositive power over these shares.

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As of December 31, 2014, an Irrevocable Trust Agreement, dated December 18, 1998, fbo Megan Yowell, beneficially owns 91,581 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, 2014, an Irrevocable Trust Agreement, dated December 18, 1998, fbo Seth Yowell, beneficially owns 91,581 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, 2014, the Melissa Penley Trust #1 beneficially owns 306,126 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, 2014, the Matthew Penley Trust #1 beneficially owns 306,126 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, 2014, the Mark Penley Trust #1 beneficially owns 306,123 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, 2014, the Seth Morgan Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010 beneficially owns 159,903 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, 2014, the Megan Elise Yowell Irrevocable Inter Vivos Trust Dated August 25, 2010 beneficially owns 159,903 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, 2014, the John B. Yowell Family Trust fbo Megan Yowell beneficially owns 61,855 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, 2014, the John B. Yowell Family Trust fbo Seth Yowell beneficially owns 30,502 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, 2014, the Audrey Lee Condon Grantor Retained Annuity Trust 2014 beneficially owns 297,974 shares (0.3%) of the Issuer's Common Stock. Audrey L. Congdon has sole voting and dispositive power over these shares.

As of December 31, 2014, the Earl E. Congdon GRAT Remainder Trust beneficially owns 645,976 shares (0.7%) of the Issuer's Common Stock. Audrey L. Congdon, as Co-Trustee of that trust, shares voting and dispositive power over these shares.

As of December 31, 2014, the 1998 Earl E. Congdon Family Trust beneficially owns 316,405 shares (0.4%) 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, 2014, the Earl and Kathryn Congdon Family Irrevocable Trust - 2011 beneficially owns 318,357 shares (0.4%) of the Issuer's Common Stock. Audrey L. Congdon, as Co-Trustee of that trust, shares voting and dispositive power over these shares.

As of December 31, 2014, the David S. Congdon and Helen S. Congdon Irrevocable Inter Vivos Trust Dated April 20, 2011 beneficially owns 55,545 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) 4,474,603

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- (ii) 2,000
- (iii) 1,142,143
- (iv) 182,503
- (v) 91,581
- (vi) 91,581
- (vii) 306,126
- (viii) 306,126
- (ix) 306,123
- (x) 159,903
- (xi) 159,903
- (xii) 61,855
- (xiii) 30,502
- (xiv) 297,974
- (xv) 645,976
- (xvi) 316,405
- (xvii) 318,357

(xviii) 55,545

(b) Percent of Class:

(i) 5.2%

(ii) 0.0%

(iii) 1.3%

(iv) 0.2%

(v) 0.1%

(vi) 0.1%

(vii) 0.4%

(viii) 0.4%

(ix) 0.4%

(x) 0.2%

(xi) 0.2%

(xii) 0.1%

(xiii) 0.0%

(xiv) 0.3%

(xv) 0.7%

(xvi) 0.4%

(xvii) 0.4%

(xviii) 0.1%

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

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

(i) 3,191,865

(ii) -0-

(iii) 1,142,143

(iv) 182,503

(v) 91,581

(vi) 91,581

(vii) 306,126

(viii) 306,126



CUSIP No. 679580100

(ix) 306,123

(x) 159,903

(xi) 159,903

(xii) 61,855

(xiii) 30,502

(xiv) 297,974

(xv) -0-

(xvi) -0-

(xvii) -0-

(xviii) 55,545

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

(i) 1,282,738

(ii) 2,000

(iii) -0-

(iv) -0-

(v) -0-

(vi) -0-

(vii) -0-

(viii) -0-

(ix) -0-

(x) -0-

(xi) -0-

(xii) -0-

(xiii) -0-

(xiv) -0-

(xv) 645,976

(xvi) 316,405

(xvii) 318,357

(xviii) -0-

(iii) Sole power to dispose or to direct the disposition of

(i) 3,191,865

(ii) -0-

(iii) 1,142,143

(iv) 182,503

(v) 91,581

(vi) 91,581

(vii) 306,126

(viii) 306,126

(ix) 306,123

(x) 159,903

(xi) 159,903

(xii) 61,855

(xiii) 30,502

(xiv) 297,974

(xv) -0-

(xvi) -0-

(xvii) -0-

(xviii) 55,545

CUSIP No. 679580100

(iv) Shared power to dispose or to direct the disposition of

(i) 1,282,738

(ii) 2,000

(iii) -0-

(iv) -0-

(v) -0-

(vi) -0-

(vii) -0-

(viii) -0-

(ix) -0-

(x) -0-

(xi) -0-

(xii) -0-

(xiii) -0-

(xiv) -0-

(xv) 645,976

(xvi) 316,405

(xvii) 318,357

(xviii) -0-

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 12, 2015

AUDREY L. CONGDON

/s/ Audrey L. Congdon  
Audrey L. Congdon

JACK M. HARRIS

/s/ Jack M. Harris  
Jack M. Harris

AUDREY LEE CONGDON REVOCABLE  
TRUST, DATED FEBRUARY 17, 2005

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

KAREN C. PIGMAN FEBRUARY 2011  
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

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

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SETH MORGAN YOWELL IRREVOCABLE  
INTER VIVOS TRUST DATED  
AUGUST 25, 2010

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

MEGAN ELISE YOWELL IRREVOCABLE  
INTER VIVOS TRUST DATED  
AUGUST 25, 2010

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

JOHN B. YOWELL FAMILY TRUST FBO  
MEGAN YOWELL

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

JOHN B. YOWELL FAMILY TRUST FBO  
SETH YOWELL

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

AUDREY LEE CONGDON GRANTOR  
RETAINED ANNUITY TRUST 2014

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo  
Leah M. Caracheo, Senior Vice  
President

EARL E. CONGDON GRAT REMAINDER  
TRUST

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

1998 EARL E. CONGDON FAMILY TRUST

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



EARL AND KATHRYN CONGDON  
FAMILY IRREVOCABLE TRUST - 2011

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

DAVID S. CONGDON AND HELEN S.  
CONGDON IRREVOCABLE INTER VIVOS  
TRUST DATED APRIL 20, 2011

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 12, 2015.

AUDREY L. CONGDON

/s/ Audrey L. Congdon  
Audrey L. Congdon

JACK M. HARRIS

/s/ Jack M. Harris  
Jack M. Harris

AUDREY LEE CONGDON REVOCABLE  
TRUST, DATED FEBRUARY 17, 2005

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

KAREN C. PIGMAN FEBRUARY 2011  
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

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

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CUSIP No. 679580100

SETH MORGAN YOWELL IRREVOCABLE  
INTER VIVOS TRUST DATED  
AUGUST 25, 2010

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

MEGAN ELISE YOWELL IRREVOCABLE  
INTER VIVOS TRUST DATED  
AUGUST 25, 2010

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

JOHN B. YOWELL FAMILY TRUST FBO  
MEGAN YOWELL

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

JOHN B. YOWELL FAMILY TRUST FBO  
SETH YOWELL

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

AUDREY LEE CONGDON GRANTOR  
RETAINED ANNUITY TRUST 2014

By: Atlantic Trust Company, NA, Trustee

By: /s/ Leah M. Caracheo  
Leah M. Caracheo, Senior Vice  
President

EARL E. CONGDON GRAT REMAINDER  
TRUST

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

1998 EARL E. CONGDON FAMILY TRUST

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

EARL AND KATHRYN CONGDON  
FAMILY IRREVOCABLE TRUST - 2011

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

DAVID S. CONGDON AND HELEN S.  
CONGDON IRREVOCABLE INTER VIVOS  
TRUST DATED APRIL 20, 2011

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

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