

FRANKLIN STREET PROPERTIES CORP /MA/
Form 424B7
May 30, 2006

Filed Pursuant to Rule 424(b)(7)
Registration Statement No. 333-134405

A filing fee of \$24,331, calculated in accordance with Rules 457(c) and 457(r), is due in connection with the offering of common stock pursuant to the registration statement (File No. 333-134405) by means of this prospectus supplement. The proposed maximum aggregate offering price has been calculated to be \$227,388,421, which represents the 10,971,697 shares offered by this prospectus supplement multiplied by \$20.725 per share, the average of the high and low sale price of our common stock on the American Stock Exchange on May 24, 2006. A filing fee of \$56,065 has previously been paid in connection with our prior Registration Statement No. 333-118712, which was initially filed by us on September 1, 2004 and withdrawn on May 5, 2005. Pursuant to Rule 457(p), a portion of such unutilized filing fee is being applied to the filing fee payable in connection with the offering of common stock pursuant to this prospectus supplement.

Prospectus Supplement
to Prospectus Dated May 23, 2006

FRANKLIN STREET PROPERTIES CORP.

10,971,697 Shares

Common Stock

This prospectus supplement relates to the offer and sale of an aggregate of 10,971,697 shares of common stock of Franklin Street Properties Corp. held by the persons named in the "selling stockholders" table included within. We issued these shares on April 30, 2006 in a private transaction.

Our common stock is listed on the American Stock Exchange (AMEX) and trades under the symbol "FSP."

The selling stockholders identified in this prospectus supplement or their successors, including transferees, pledgees or donees or their successors, may offer the shares from time to time through public or private transactions at the market price prevailing at the time of sale, at a fixed or fixed prices, at negotiated prices, at various prices determined at the time of sale or at prices related to prevailing market prices. The timing and amount of any sale are within the sole discretion of the selling stockholders, subject to certain restrictions.

The last sale price of our common stock on the AMEX on May 25, 2006 was \$20.75 per share.

Investing in these securities involves risks. See "Risk Factors" on page 23 of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 and the other documents incorporated by reference herein and in the accompanying prospectus.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Prospectus supplement dated May 30, 2006.

PROSPECTUS SUPPLEMENT

ABOUT THIS PROSPECTUS SUPPLEMENT	S-1
ABOUT FRANKLIN STREET PROPERTIES CORP.	S-1
THE OFFERING	S-2
THE MERGER TRANSACTION	S-2
SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION	S-2
USE OF PROCEEDS	S-3
SELLING STOCKHOLDERS	S-3
PLAN OF DISTRIBUTION	S-59
AVAILABLE INFORMATION	S-60
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE	S-60

PROSPECTUS

ABOUT THIS PROSPECTUS	1
ABOUT FRANKLIN STREET PROPERTIES CORP.	1
RISK FACTORS	2
SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION	2
AVAILABLE INFORMATION	2
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE	3
DESCRIPTION OF CAPITAL STOCK	3
USE OF PROCEEDS	4
SELLING STOCKHOLDERS	4
PLAN OF DISTRIBUTION	5
MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS	7
LEGAL MATTERS	18
EXPERTS	18

You should rely only on the information contained in, or incorporated by reference in, this prospectus supplement and the accompanying prospectus to this offering prepared by us or on our behalf or otherwise authorized by us. We have not, and the selling stockholders have not, authorized anyone to provide you with different information and if anyone provides you with different or additional information, you should not rely on it. We are not, and the selling stockholders are not, making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus supplement is accurate as of any date other than the date on the front cover of this prospectus supplement, or that the accompanying prospectus is accurate on any date other than the date on the first page of the accompanying prospectus. You should also not assume that the information contained in any document incorporated by reference into this prospectus supplement or the accompanying prospectus is accurate as of any date other than the dates of the specific information.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first is this prospectus supplement, which describes the specific terms of the common stock being offered by the selling stockholders. The second part, the accompanying prospectus dated May 23, 2006, gives more general information about our common stock which may be sold by the selling stockholders and about us. You should read the entire prospectus supplement and the accompanying prospectus, as well as the information incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision.

We issued 10,971,697 shares of our common stock as part of a private merger transaction, described further below in the section entitled "The Merger Transaction," and agreed to register such shares on behalf of the selling stockholders.

If there is any inconsistency between the information in this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. We may also add, update or change in a prospectus supplement any of the information contained in this prospectus supplement. This prospectus supplement, together with applicable prospectus supplements, includes all material information relating to this offering.

This prospectus supplement and the accompanying prospectus do not contain all the information set forth in the registration statement and the exhibits and schedules to the registration statement, because some parts have been omitted in accordance with the rules and regulations of the Securities and Exchange Commission. For further information with respect to us and our common stock being registered hereby, you should refer to the registration statement and the exhibits and schedules filed as part of the registration statement. Statements contained in this prospectus supplement regarding the contents of any agreement, contract or other document referred to are not necessarily complete; reference is made in each instance to the copy of the contract or document filed as an exhibit to the registration statement. Each statement is qualified by reference to the exhibit.

ABOUT FRANKLIN STREET PROPERTIES CORP.

Franklin Street Properties Corp., or FSP Corp., is a Maryland corporation that operates in a manner intended to qualify as a real estate investment trust for federal income tax purposes. We believe we have qualified as a real estate investment trust, or REIT, for United States federal income tax purposes since

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January 2002. We have been a reporting company under the Securities Exchange Act of 1934 since 2001, and our common stock began trading on the American Stock Exchange, or AMEX, on June 2, 2005. We operate in two business segments and have two principal sources of revenue:

- o Real estate operations, including real estate leasing, interim acquisition financing and development and asset/property management, which generate rental income, loan origination fees, and development and management fees, respectively.

S-1

- o Investment banking/investment services, which generate brokerage commissions and other fees related to the organization of single-purpose entities that own real estate, which we refer to as sponsored REITs.

Our principal executive offices are located at 401 Edgewater Place, Suite 200, Wakefield, Massachusetts 01880. The telephone number of our principal executive office is (781) 557-1300. Our website address is www.franklinstreetproperties.com.

For additional information about FSP Corp. and our business, see "Available Information", below.

We use the terms "FSP Corp.", the "company", "we", "us" and "our" in this prospectus supplement to refer to the business of Franklin Street Properties Corp. and its subsidiaries unless otherwise noted.

THE OFFERING

Common stock offered by the selling stockholders.....	10,971,697 shares
Use of proceeds.....	We will not receive any proceeds from the offering.
American Stock Exchange Symbol.....	FSP

THE MERGER TRANSACTION

We entered into a merger agreement, dated March 15, 2006, with five wholly owned acquisition subsidiaries of ours, and five corporations, each organized as a real estate investment trust and referred to by us as a target REIT. The merger agreement provided for the merger of each target REIT with and into an acquisition subsidiary, with the acquisition subsidiary being the surviving corporation, through a private transaction.

Each target REIT sought and received the consent of the holders of a majority of its stock to the merger agreement. The mergers were effective April 30, 2006. Each share of target stock in the target REITs was converted into that number of shares of our common stock equal to an exchange ratio, which was calculated for each target REIT by dividing a specified price per share of the target REIT stock by the market value of our common stock, as calculated below. The parties agreed to calculate the market value of the our common stock for purposes of the merger agreement by taking the volume weighted average of the selling price of our common stock on the American Stock Exchange over the 20 consecutive trading days ending on the second trading day prior to the closing date.

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Under the merger agreement, we agreed to register the shares of our common stock issued as consideration for the mergers. For further information about the mergers, please see our Current Report on Form 8-K, filed with the SEC on March 16, 2006, which includes the merger agreement as an exhibit, and our Current Report on Form 8-K, filed with the SEC on May 22, 2006, which includes pro forma financials relating to the mergers, and other information included or incorporated by reference in this prospectus supplement.

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. You can identify these forward-looking statements by our use of the words

S-2

"believes", "anticipates", "plans", "expects", "may", "will", "intends", "estimates" and similar expressions, whether in the negative or affirmative. Although we believe that these forward-looking statements reasonably reflect our plans, intentions and expectations, we cannot guarantee that we actually will achieve these plans, intentions or expectations. Our actual results could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. Investors are cautioned that our forward-looking statements involve risks and uncertainty, including without limitation changes in economic conditions in the markets in which we own properties, changes in the demand by investors for investment in sponsored REITs, risks of a lessening of demand for the types of real estate owned by us, changes in government regulations, and expenditures that cannot be anticipated such as utility rate and usage increases, unanticipated repairs, additional staffing, insurance increases and real estate tax valuation reassessments. We cannot guarantee that we actually will achieve the plans, intentions or expectations disclosed in our forward-looking statements and, accordingly, you should not place undue reliance on our forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from the forward-looking statements that we make, including the factors included in the documents we incorporate by reference in this prospectus supplement and the accompanying prospectus. You should read these factors and the other cautionary statements made in the documents we incorporate by reference as being applicable to all related forward-looking statements wherever they appear in this prospectus supplement and the accompanying prospectus, and any document incorporated by reference. We caution you that we do not undertake any obligation to update forward-looking statements we make.

USE OF PROCEEDS

We are registering 10,971,697 shares of our common stock held by the persons named herein as "selling stockholders" pursuant to a registration statement of which this prospectus supplement is a part. We will not receive any proceeds from the sale of the common stock covered by this prospectus supplement.

SELLING STOCKHOLDERS

The following table and related notes show information regarding the shares of our common stock owned by the selling stockholders as of April 30, 2006.

The number of shares beneficially owned by each selling stockholder is

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determined in accordance with Securities and Exchange Commission rules, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares as to which the person has sole or shared voting power or investment power and also any shares which the person has the right to acquire within 60 days of April 30, 2006 through the exercise of any stock option or other right. The inclusion of such shares in the table below, however, does not constitute an admission that the named stockholder is a direct or indirect beneficial owner of such shares. Unless otherwise indicated, to our knowledge each person or entity named in the table has sole voting power and investment power, or shares such power with his or her spouse, with respect to all shares of capital stock listed as owned by such person or entity. None of the selling stockholders has the right to acquire any shares of our common stock through the exercise of any stock option or other right.

A selling stockholder may resell all, a portion or none of its shares at any time and from time to time. Selling stockholders may also sell, transfer or otherwise dispose of some or all of their shares of our common stock in transactions exempt from the registration requirements of the Securities Act. We do not know when or in what amounts the selling stockholders may offer shares for sale under this prospectus supplement. We may pay all expenses incurred with respect to the registration of the shares of our common stock owned by the selling stockholders, other than underwriting fees, discounts or commissions, which will be borne by the selling stockholders. The selling stockholders include all successors to the selling stockholders, including their transferees, pledgees or donees or their successors.

S-3

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Bernard S. Abrams Family Trust, William S. Fein, Trustee	69,325	2,387	66,93
Benjamin J. Abrohams & Molly Henshaw Abrohams	9,217	2,387	6,83
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Matthew T. Adams, IRA#: 1796161	19,563	5,026	14,53
ADI Family Limited Partnership, Dr. Anthony D. Ivankovich, Gen. Partner	4,775	4,775	
Steven J. Agresta	13,996	13,996	
Dr. Jeffrey H. Ahlin & Kyra J. Ahlin	6,804	5,804	1,00
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Khosrow Alamin M.D. IRA #1814048	2,387	2,387	

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Delaware Charter Guarantee & Trust Co, Trustee, FBO: Walter D. Albert, II IRA # 1569787	2,507	2,507	
Richard P. Albertson, MD	20,434	4,775	15,659
James P. Allman	2,387	2,387	
George L. Altman	2,387	2,387	
Fifth Third Bank, Trustee, Greenebaum Doll & McDonald Ret. Plan, FBO: Mark S. Ament	6,214	6,214	
Richard P. Ames	2,513	2,513	
Eric S. Anderson	2,797	1,256	1,541
Fifth Third Bank, Trustee, Greenebaum Doll & McDonald Ret. Plan, FBO: P. Richard Anderson	8,214	6,214	2,000
Oakley V. Andrews	17,669	7,803	9,866
Anhaltzer Marital Trust, Clare H. Springs & Herbert S. Anhaltzer, Trustees	9,551	9,551	
Mary Louise Anhaltzer Residuary Trust, F. William Haberman, Trustee	4,775	4,775	
David L. Ansell	2,387	2,387	

S-4

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Arbors Of Hop Brook Partnership, Paul T. Liistro, Manager Member of GP	4,775	4,775	
Frank Argano	5,026	5,026	
John M. Arribas Jr.	4,775	4,775	
Ashoka: Innovators for the Public, Attn: William Drayton, CEO	81,413	17,413	64,000
Robert G. Ayres & Judith C. Ayres	5,767	3,767	2,000

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Delaware Charter Guarantee & Trust Co, Trustee, FBO: Robert G. Ayres IRA #1807254	1,193	1,193	
Jeffrey M. Azpell	1,253	1,253	
Bachman Family Revocable Trust dtd 11/16/04, Robert A. & Bernadette Bachman, Co-Trustees	3,156	1,451	1,70
William F. Bahl	10,580	10,580	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: E. Jen Baird, IRA# 1801679	1,253	1,253	
The Lois M. Baker 1982 Trust, Charles M. Baker, Trustee	1,193	1,193	
Steven Baker	5,026	5,026	
Elizabeth P. Ball	2,707	2,707	
Robert L. Ball	3,644	3,644	
Peter A. Banks, MD & Naomi J. Banks	8,881	2,387	6,49
Lori F. Bard	5,361	2,387	2,97
William Bard	1,193	1,193	
Ira P. Barsky	15,080	15,080	
Fred Bartizal M.D.	3,581	3,581	
Bashinsky Foundation, Inc., Sloan Y. Bashinsky, Sr., President	459,704	25,396	434,30
Estate of Sloan Y. Bashinsky, Sr., c/o M. Owens Sims	117,433	117,433	

S-5

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Bastian FSP REITS Grantors Retained Annuity Trus, Raphael M. Bastian, Trustee	54,116	29,884	24,23
Sumner G. Baum Trust dated			

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12/6/95, Sumner G. Baum, Trustee	1,256	1,256	
Adam S. Bazelon 1983 Trust, Wayne R. Lueders, Trustee	17,764	1,193	16,571
Matthew B. Bazelon, Wayne R. Lueders, Custodian	2,387	2,387	
Susan Soref Bazelon 1991 Trust, Susan Bazelon & Wayne R. Lueders, Trustees	8,872	2,387	6,485
Herbert Bearman Foundation, Inc., Dr. Sheldon B. Bearman, President	13,463	7,408	6,055
Dr. Sheldon B. Bearman & Arlene E. Bearman	17,954	5,020	12,934
Marjorie K. Beinfield	2,387	2,387	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Maurice Belkin, IRA# 1793118	15,720	15,720	
Indenture of Trust of Ene Y. Benjamin 1990 Revoc, Trust as Amended & Restated 11/13/2002, Ene Y. Benjamin, Trustee	7,694	1,253	6,441
Donald P. Bennett	1,256	1,256	
Kelley A. Bergstrom Revocable Trust, Kelley A. Bergstrom, & Joan L. Bergstrom, Trustees	62,232	5,026	57,206
Lyle Berman Family Partnership, Neil Sell, Trustee for General Partner	75,277	75,277	
Howard I Bernstein Declaration of Trust, u/a dated 4/28/87, Howard I Bernstein, Trustee	47,507	2,507	45,000
The Sumner T. Bernstein Family Trust, Rosalyne Bernstein & James Houle, Trustees	8,471	2,387	6,084
Terry S. Bernstein	87,623	9,802	77,821
Sara Curtis Bible	116,090	116,090	
UBS Financial Services, Custodian, Rodger L. Bick, IRA # ML 21578-05	5,804	5,804	
Michael M. Biehl	10,580	10,580	

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Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Constance C. Bingham, IRA# 1742985	1,193	1,193	
Uyless Black & Holly Waters	17,271	2,387	14,88
Donald F. Blackburn	24,423	2,507	21,91
Caryn A. Blanc Revocable Trust, dated 11/22/2002, Caryn A. Blanc, Trustee	11,081	5,026	6,05
Barbara Blechner	16,193	1,193	15,00
Jack N. Blechner, M.D.	41,756	1,256	40,50
Steven L. Blechner	7,754	2,450	5,30
Charles J. Bloom	34,483	2,387	32,09
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Charles J. Bloom, IRA# 1689321	33,193	1,193	32,00
John T. Boese	2,387	2,387	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: David P. Bogott IRA #1815869	2,387	2,387	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Timothy R. Bogott, IRA# 1712299	7,252	2,507	4,74
Bank of Texas, N.A., as Trustee of the Deana K. Butler Children's Trust	8,317	8,317	
Bank of Texas, N.A., as Trustee of the Robert S. Butler Children's Trust	19,538	19,538	
Bank of Oklahoma, N.A., as Trustee of the J.A. & Leta M. Chapman Charitable Trust,	1,294,844	664,232	630,61
Bank of Oklahoma, N.A., as Trustee of the J.A. & Leta M. Chapman Trust	12,567	12,567	
Bank of Oklahoma, N.A., as Trustee of the Leta McFarlin Chapman Memorial Trust	357,255	25,134	332,12

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Bank of Oklahoma, N.A., as
Trustee of the Leta M. Chapman
Trust Fund

81,511

20,107

61,40

S-7

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Bank of Texas, NA, Trustee & Custodian, FBO: David R. Davy Rollover, IRA# 90-8152-01-0	2,902	2,902	
Bank of Oklahoma, NA, Agent for Joe W. Esco Revocable Trust dtd 1/3/00	5,026	5,026	
Bank of Oklahoma, N.A., Lisa Astrea Milam Fatica CWS Trust, Bank of OK, WT Milam, Sr & CS Milam	5,014	5,014	
Bank of Albuquerque, NA, Agent, Timothy W. & Kelly M. Frost Inv. Agency	8,990	5,014	3,97
Bank of Oklahoma, N.A., as Trustee of the Ida M. McFarlin Memorial Trust	27,585	12,567	15,01
Bank of Oklahoma, N.A., Mary Ellen Meredith CWS Trust, Bank of OK, WT Milam, Sr & CS Milam	5,026	5,026	
Bank of Oklahoma, NA, Agent for OETA Foundation, Inc.	9,551	9,551	
Colorado State Bank & Trust, Agent, FBO: Nora E. Roth, IMA #61-0172-01-7	1,193	1,193	
Colorado State Bank & Trust, Cust Agent, FBO: Murray M. Snyder, DO, IRA #90-0071-01-0	4,775	4,775	
Virginia M. Sobral CWS Trust, Bank of OK, WT Milam, Sr & CS Milam Trustee, c/o Bank of Oklahoma, NA	5,014	5,014	
Bank of Oklahoma, N.A., as Trustee of the Pauline McFarlin			

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Walter Memorial Trust	27,622	27,622	
Harold W. Bonus & Carol L. Bonus	1,193	1,193	
George S. Bovis Revocable Trust, George S. Bovis, Trustee	39,958	4,775	35,183
W. Reynolds Bowers	14,543	3,838	10,705
Delaware Charter Guarantee & Trust Co, Trustee, FBO: W. Reynolds Bowers, IRA# 1709127	9,745	3,838	5,907
Edward H. Bowman, Jr.	20,215	4,775	15,440
Nancy H. Brach	110,861	2,387	108,474
Alvin H. Brackup, MD & Elaine Brackup	6,732	3,704	3,028

S-8

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Joan Ruth Brand & Robert Lewis Brand Trust, u/a 04/10/95 FBO: Joan Ruth Brand et al, Joan R. & Robert Lewis Brand, Trust	7,521	7,521	
Brant Investments, LLC, Joseph A. Brant, Manager	15,042	15,042	
Douglas G. Braun & Amy B. Stollmack	5,155	5,155	
Robert Aaron Breit Revocable Living Trust dated 6/1/90, Robert Aaron Breit, Trustee	123,892	6,148	117,744
Edward G. Bremer Trust u/w dtd 6/6/60, FBO: E. Elizabeth Johnson, c/o U.S. Bank, NA	15,832	4,775	11,057
Brent Investments, Cary Drazner, Managing Partner	7,521	7,521	
William T. Bride	2,507	2,507	
Toliver J. Brown	41,378	5,092	36,286
Robert H. Brownlee & Sue F.			

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Brownlee	15,353	2,513	12,84
Elizabeth E. Bryson Revocable Trust, Elizabeth E. Bryson, Trustee	49,508	1,451	48,05
Sheila R. Bugdanowitz	5,949	2,507	3,44
Arlene M. Bunis	17,513	2,513	15,00
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Bruce B. Burgess, IRA# 1806275	4,775	4,775	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Thomas C. Burke, IRA#: 1794008	5,026	5,026	
Burson Family Partnership (LP), Harold Burson, General Partner	58,688	10,310	48,37
Peter J. Byrne Trust dated 12/30/93, Peter J. Byrne, Trustee	50,221	8,482	41,73
Bruce D. Cahill & Thea M. Cahill	23,901	4,901	19,00
B. Wayne Caltrider	48,804	5,804	43,00
J.C. Realty Limited Partnership, B. Wayne Caltrider, General Partner	19,831	19,831	
Marie T. Campagna & Michael J. Klich, Jr.	64,551	9,551	55,00

S-9

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Caplin Family Investments LLC, Michael Caplin, Managing Member	972,340	40,752	931,58
Ruth Caplin	543,897	139,132	404,76
PNC Bank, Custodian, FBO: Wayne R. Carney, IRA#: 42-43-205-7898383	4,775	4,775	
Wayne Carney Separate Property Trust, Wayne R. Carney, Trustee	5,804	5,804	
Robert Allen Caspe Revocable Trust, Robert A. Caspe, Trustee	10,053	10,053	

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AG Edwards & Sons, Inc., Custodian, FBO: Donald R. Chabot IRA Rollover, Acct. #: 2070-7603	36,164	10,831	25,33
Loys Charbonnet III Revocable Trust, Loys Charbonnet III, Trustee	46,617	2,387	44,23
Jon P. Christiansen & Nancy J. Christiansen	2,513	2,513	
James R. Clark & Martha C. Clark	7,677	7,677	
Peter R. Coffin	10,011	2,902	7,10
Mark B. Cohen & Jean R. Cohen	38,802	9,551	29,25
Delaware Charter Guarantee & Trust Co, Trustee, FBO: William M. Cohen, IRA# 1801092	4,253	1,253	3,00
Theodore Cohn & Alice Ginott Cohn	90,158	9,802	80,35
George T. Cole	12,326	2,447	9,87
Richard F. Cole	2,513	2,513	
Richard P. Cole	81,195	20,495	60,70
Joseph E. Coleman	18,941	2,387	16,55
Noris Comas	12,153	2,902	9,25
John S. Cone	53,556	9,802	43,75
Earl E. Congdon Intangibles Trust, David S. Congdon, Trustee	89,577	23,547	66,03

S-10

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
John R. Congdon Revocable Trust dtd 8/29/91, John R. Congdon, Trustee	32,245	9,789	22,45
The Kathryn W. Congdon Intangibles Trust, David S. Congdon, Trustee	26,207	10,028	16,17
Natalie N. Congdon Revocable			

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Trust, dated 08/29/91, Natalie N. Congdon, Trustee	22,024	9,802	12,222
Barbara Cook	5,191	3,704	1,487
James A. W. Cook	12,387	2,387	10,000
Richard L. Cook	2,447	2,447	
National City Bank, Kentrucky, Trustee, FBO: Melvin F. Coorsen Trust Fund B	2,513	2,513	
Nathan E. Corning 4B#1 FBO: Lawrence H Corning, Dwight B. Corning, Investment Counsel	5,026	5,026	
Nathan E. Corning Fund 8A FBO: Lawrence H Cornin, Dwight B. Corning, Investment Counsel	10,053	10,053	
Nathan E. Corning Fund 8C FBO: Eve M Corning, Dwight B. Corning, Investment Counsel	15,080	15,080	
James Coseo	33,816	14,816	19,000
John M. Crabill	89,764	5,026	84,738
Timothy T. Creager & Susan M. Creager	22,790	16,623	6,167
Catherine M. Criticos	61,704	2,387	59,317
Gretchen K. Crosby	1,253	1,253	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Robert L. Crosby, IRA#: 1629742	12,367	1,256	11,111
George D. Cunningham & Noreen T. Cunningham	11,193	5,026	6,167
Stephen J. Curtis & Bridget M. Curtis	11,047	2,704	8,343
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Stephen J. Curtis, IRA # 1607462	9,794	1,451	8,343
CW Real Estate Fund I, LLC, R. Angus West, CEO	12,567	12,567	

S-11

Shares Beneficially
Owned

Number of

Shares

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Name of Selling Stockholder -----	Prior to Offering Number of Shares -----	Shares Being Offered -----	Aft Number of -----
Maude H. Dickinson Inter Vivos Trust - JLDP-NPB, FBO: Nancy P Bruns #APC 1842-65, W W Rooke, A Rooke, et al, Co-Trustees	5,014	5,014	
John L. Dickinson Inter Vivos Trust, FBO: Nancy P. Bruns #APC-1843-65, NP Bruns, RM Evans, et. al., Co-Trustee	8,706	8,706	
Maude H Dickinson Inter Vivos Trust, FBO: Maude G Carr, #APC-1842-45, RM Evans, RF Carr, et al, as Co-Trustees	5,409	5,409	
John L. Dickinson Testamentary Trust, FBO: Maude G Carr, #APC-1841, RM Evans, MG Carr, et al, Co-Trustees	5,026	5,026	
John L. Dickinson Inter Vivos Trust, FBO: R. Marshall Evans, Jr. #APC-1843-11, RM Evans, Maude G. Carr, et al, Co-Trustees	10,580	10,580	
Maude H. Dickinson Inter Vivos Trust FBO: Edward Goldsmith, (EIG) Acct# APC-1842-46, RM Evans, RF Carr III, et al, Co-Trustees	5,014	5,014	
John L. Dickinson Inter Vivos Trust FBO: E. I. Goldsmith, Jr., Acct# APC-1843-45, MG Carr, R M Evans et. al, Co-Trustees	10,942	4,775	6,16
John L Dickinson Testemenatry Trust FBO: Robert Goldsmith (RFG) #APC-1841-02, R M Evans, M G Carr , et. al, Co-Trustees	5,014	5,014	
Maude H. Dickinson Inter Vivos Trust FBO: Robert Goldsmith, (RFG) Acct# APC-1842-47, W Rooke, RF Carr III, et al, Co-Trustees	17,349	5,014	12,33
John L Dickinson Inter Vivos Trust, FBO: Robert F Goldsmith, #APC-1843-46, M G Carr, R M Evans, et al., Co-Trustees	9,802	9,802	

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Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
John L. Dickinson Testamentary Trust FBO Elizabe, Evans Goluchowski #APC-1841-05, RM Evans, Maude G Carr, et al. Co-Trustees	11,859	5,804	6,05
John L. Dickinson Inter Vivos Trust, FBO: Elizabeth Goluchowski #APC-1843-12 RM Evans, Maude G. Carr, et al. Co-Trustees	4,775	4,775	
John L. Dickinson Inter Vivos Trust - AAP-AAP II, FBO: Andrew A. Payne, III #APC-1843-48 A Rooke, RM Evans, et al, Co-Trustees	10,942	4,775	6,16
Andrew A. Payne Trust No. 2, FBO: Andrew A. Payne, III Andrew A Payne III & John LD Payne	5,014	5,014	
Andrew A. Payne Trust No. 3, FBO: J. Lewis Payne & Nancy P. Bruns JLD Payne, Jr. & BB&T Bank, Co-Trustees	9,551	9,551	
Maude H. Dickinson Inter Vivos Trust JDLP/JLDP J, FBO: J. Lewis Payne #APC-1842-64 W W Rooke, A Rooke, et. al, Co-Trustees	5,014	5,014	
John L. Dickinson Testamentary Trust - AAP/JKTP, FBO: James K Thomas Payne, #APC-1841-15 R M Evans, M Carr, et. al., Co-Trustees	5,014	5,014	
Maude H. Dickinson Inter Vivos Trust AAP/JKTP, FBO: James Kay Thomas Payne APC#1842-49 AK Rooke & WW Rooke, Sr. et al, Trustee	5,804	5,804	
Andrew A. Payne Trust No 1 FBO: Anastasia Rooke, Acct# 1233000088, Andrew A Payne, III John L D Payne, Jr., Trustees	27,327	21,160	6,16
Maude H Dickinson Inter Vivos Trust, FBO Andrew P. Rooke #APC-1842 AK Rooke, W W Rooke, et al, Co-Trustee	10,028	10,028	
John L Dickinson Testamentary Trust FBO Mary, Dickinson Sella,			

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Acct #APC-1841-06 R M Evans, M Carr, et. al., Co-Trustee	11,859	5,804	6,05
John L. Dickinson Inter Vivos Trust, FBO: Mary D. Evans Sella #APC-1843-13 RM Evans, M Carr, et al., Co-Trustee	4,775	4,775	
Marvin C. Daitch Revocable Trust Dated, October 26, 1995, as Amended Marvin C. Daitch, Trustee	1,253	1,253	
James R. V. Daniel	75,425	2,902	72,52

S-13

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Edward Darman	242,572	48,723	193,84
Edward Darman Company Limited Partnership, Edward Darman, CEO	1,167,649	271,358	896,29
Hilda Darman QTIP Trust, Gary Darman, Trustee	9,802	9,802	
Linda Darman	64,178	14,816	49,36
Nina Darman Antonsen, Linda Darman, Custodian	5,014	5,014	
Franco J. Dattilo	2,507	2,507	
John J. Dattilo	5,014	5,014	
Leslie F. Davis	13,806	4,775	9,03
Richard T. Davis, Jr.	15,590	6,483	9,10
Robert E. Davis & Linda Larie Davis	4,775	4,775	
Robert E. Davis & Linda Larie Davis	5,804	5,804	
National City Bank, Trustee, Calfee, Halter, & Griswold LLP PST&P FBO: Philip M. Dawson #01647582LC7	2,513	2,513	
Decahedron Partners, L.P., Francis E. Spindler Revocable			

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Trust, G.P c/o Francis E. Spindler, Trustee	10,870	10,870	
Delta Management, Inc., Peter Van Dyke, President	21,804	5,804	16,000
Robert L. DeMay	2,447	2,447	
DenJoe Investment Company, Joseph Jerkovich & Dennis Shea, Partners	14,826	5,020	9,806
Audrey Deren	5,026	5,026	
Charles M. Desenberg Irrevocable Trust, Marilyn A. Desenberg, Gregory S. Band & Richard E. Goble, Co-Trustees	2,387	2,387	
Charles M. Desenberg Revocable Trust, Charles M. Desenberg, Trustee	4,775	4,775	
Marilyn A. Desenberg Revocable Trust, Marilyn A. Desenberg, Trustee	2,387	2,387	

S-14

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Robert J. Dessommes, III	2,450	2,450	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: William Dickter, IRA# 1672254	3,898	3,898	
Herbert T. Dike Revocable Trust dtd 9/14/94, Herbert T. Dike, Trustee	53,578	2,387	51,191
Di Renzo & Bomier Retirement Trust, Robert C. Di Renzo, Trustee	10,885	4,775	6,110
DLD Family Investments, LLC, Randa Duncan Williams, President	98,381	41,242	57,139
Robert J. Dockery & Susan J. Dockery	24,502	5,026	19,476
Carolyn A. Dodd	5,026	5,026	

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Carolyn A. Dodd &, Cynthia L. Manning	4,775	4,775	
Christopher L. Doerr	11,193	5,026	6,167
David P. Donovan	1,256	1,256	
Harry C. Doolittle & Misook Doolittle	58,045	58,045	
Emilie L. Downs	2,450	2,450	
James F. Drew & Marianne C. Drew	4,775	4,775	
David L. Duffy & Marcelline E. Thomson	4,775	4,775	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: David L. Duffy, IRA #1810963	4,775	4,775	
Elizabeth M. Dunbar	48,270	5,290	42,980
D-W Family Limited Partnership, WCT, Inc. General Partner Donald J. Wright, President	79,709	25,635	54,074
Eastholm Summer Associates Partnership, Guido Goldman	2,387	2,387	
Chelsea Echenique, Jorge E. Echenique, Custodian	16,507	4,901	11,606
Jorge Echenique, MD, PA, Qualified, Deferred Compensation Trust FBO: Jorge Echenique, Trustee	58,629	4,894	53,735

S-15

Name of Selling Stockholder	Shares Beneficially Owned Prior to Offering Number of Shares	Number of Shares Being Offered	Shares Aft Number of
Michelle Echenique 2002 Revocable Trust, Michelle Echenique, Trustee	71,260	7,282	63,978
Steven Echenique, Jorge Echenique, Custodian	16,507	4,901	11,606
William S. Eckland & Abbie G. Eckland	4,096	4,096	

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Marc F. Efron & Barbara H. Bares	4,088	2,387	1,701
Marc F. Efron	5,361	2,387	2,974
EHF Investments, Attention: M. Hatch	159,138	4,775	154,363
David H. Ehrlich Revocable Trust, David H. Ehrlich, Trustee	25,704	2,704	23,000
John W. Eilers	5,447	2,447	3,000
Charles J. Eisen	7,803	7,803	
State Street Bank & Trust, c/o Sanford C. Bernstein & Co. LLC, Cust FBO: David N. Ellenhorn	2,387	2,387	
Article #9 Trust u/w Dorothy L. Bernhard, FBO: Robert A. Bernhard William L. Bernhard, Trustee	10,028	10,028	
William Bernhard Family Trust u/a dtd 9/3/64, Robert A. Bernhard & William L. Bernhard, Trustees	15,042	15,042	
John K. Colgate, Jr.	11,609	11,609	
John Colgate Residuary Trust, FBO: John Colgate John K Colgate Jr & Mary C Kirk Tt	21,637	21,637	
John Colgate Trust #1, John K Colgate, Jr. Russell Wilkinson, & Mary C Kirk, Trustees	32,456	32,456	
Mary C. Kirk	17,413	17,413	
Hilary C. McInerney	5,804	5,804	
John Stephens &, Anna Stephens	16,623	16,623	
John Stephens &, Anna Stephens	4,775	4,775	
Turnstone Ventures LP, Dr. Philip O. Livingston, Managing GP	42,485	42,485	

S-16

Name of Selling Stockholder	Shares Beneficially Owned Prior to Offering Number of Shares	Number of Shares Being Offered	Shares Aft Number of
-----	-----	-----	-----
Josephine Wilkinson Trust #1,			

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John K Colgate, Jr., Edith W. Allen & Russell C. Wilkinson, Trustees	24,935	24,935	
Russell Wilkinson,	12,535	12,535	
Gregor K. Emmert, Sr. Rev. Trust, c/o National City Bank, Trustee Acct #: 09-30T649000	9,789	9,789	
Charles A. Engh, M.D. Revocable Trust, Charles A. Engh, Trustee	49,012	49,012	
William D. Epstein Living Trust, William D. Epstein, Trustee	596	596	
Ethics and Excellence in Journalism Foundation, William J. Ross, President	10,580	10,580	
Hubbard Properties, Inc., R. Marshall Evans, President	20,107	20,107	
Sharran P. Everhart Revocable Living Trust, Sharran P. Everhart, Trustee	78,805	2,507	76,29
William Bryan Farney	28,211	8,859	19,35
Marjorie M. Feagin	15,511	3,838	11,67
Robert R. Feagin III	6,232	3,838	2,39
Ellen S. Feldstein	22,593	2,387	20,20
Stuart F. Feldstein &, Ellen S. Feldstein	15,187	2,387	12,80
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Richard S. Felkner, IRA# 1801678	10,580	10,580	
Sheridan D. Felkner	7,527	7,527	
John R. Ferguson & Janine D. Harris	91,486	1,193	90,29
Eugene P. Fine Living Trust, Eugene P. Fine, Trustee	10,041	10,041	
Finn Investors Limited Partnership, Dr. Steven G. Finn, General Partner	98,339	9,551	88,78
Dr. Steven G. Finn	173,017	5,026	167,99
John W. Fischer & Nancy M. Fischer	7,903	1,256	6,64

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Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
J. F. Fletcher Trust, AmSouth Bank, Trustee	10,053	10,053	
Richard A. Flyg	10,273	3,961	6,31
Foley Family Foundation, Stephen Fisher & Wendy Bosworth, Trustee's	26,517	9,551	16,96
Bruce L. Forbes,	10,028	10,028	
Foreman Investment Capital, LLC, Scott F. Zarrow, President	5,415	5,415	
James L. & Mabel D. Foreman, Trustees, U/I/T James L. Foreman dated 11/08/99	4,901	4,901	
Mabel D. & James L. Foreman, Trustees, U/I/T Mabel D. Foreman dated 11/08/99	4,901	4,901	
John M. Fox	4,775	4,775	
William Jackson Frable Living Trust, William Jackson Frable, Trustee	63,594	5,014	58,58
Citigroup Global Markets, Custodian, FBO: Jay W. Freedman IRA #179-64830-12-031	2,387	2,387	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Joseph D. Freedman, IRA# 810175	7,408	7,408	
William M. Freedman &, Harriet A. Freedman	9,388	1,193	8,19
Charles Schwab & Co., Inc., Custodian, FBO: Abraham P Friedman, IRA# 34693985	1,256	1,256	
Don Friedman	16,930	4,775	12,15
Jerry M. Frye	1,253	1,253	
Fay Marie Gallus	69,315	8,796	60,51
Angela Gardella	4,775	4,775	

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Michael Gardella, Jeanne Gardella	4,775	4,775	
Thomas H. Garrett	23,482	13,482	10,000
Thomas H. Garrett & Linda H. Garrett	26,260	5,026	21,234
August W. Geise, IV	15,748	9,802	5,946

S-18

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Bob Gerber	2,387	2,387	
Richard B. Gerber, M.D.	22,516	4,775	17,741
Suzannah Gerber Trust, Richard B. Gerber, M.D., Trustee	23,727	1,193	22,534
Frederick J. Gerhart	19,193	1,193	18,000
James F. Gerrity, III	2,387	2,387	
Peter F. Gerrity	4,775	4,775	
Jeff M. Gerum 1994 Revocable Trust, Jeff M. Gerum, Trustee	45,732	9,789	35,943
Delaware Charter Guarantee & Trust Co, Trustee, FBO: L. Henry Gissel, Jr. R/O IRA# 1742727	2,451	1,451	1,000
Lewis H. Gissel, Jr. as Separate Property	2,710	2,510	200
Herbert S. Gittelman Revocable Trust, Herbert S. Gittelman, Trustee	46,551	4,775	41,776
GJW, LLC, Gordon R. Walsh, Manager	20,621	20,621	
Stephen R. Gladstone	10,112	7,288	2,824
Cynthia B. Godfrey	1,193	1,193	
Loren Godfrey	4,417	1,193	3,224
Goldberg Management Company LLC, Walter Goldberg, Managing Member	2,902	2,902	

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Walter Goldberg Company, Waler Goldberg, Managing Partner	6,095	6,095
JDAG LLC, Walter Goldberg, Managing Partner	7,803	7,803
Greer Goldman	4,775	4,775
Internal Medicine Associates, Ltd., Pension Fund FBO: Jacob Goldstein	2,513	2,513
Jill Goldstein	14,326	14,326
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Clifford T. Gordon IRA #1817747	1,193	1,193

S-19

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Gerald W. Gorman	5,409	5,409	
Scott J. Grady &, Judith L. Grady	4,868	2,447	2,42
Philip L. Graham, Jr., Esq.	71,749	2,507	69,24
Andrew M. Gralla	68,897	10,310	58,58
Lazar J. Greenfield Living Trust, Lazar J. Greenfield, Trustee	55,940	5,026	50,91
Three Jays Family Limited Partnership, Three Jays, LLC, its General Partner Lazar J. Greenfield, Managing Partn	4,775	4,775	
Lewis Greenwald &, Olive Greenwald	25,088	2,447	22,64
Susan P. Gribbell (2)	1,596	1,451	14
Shirley K. Griffin	30,818	10,818	20,00
William M. Griffin	443,401	14,565	428,83
Glenview Trust Company, Agent, Lisa Tate Austin Trust Under Agreement dated 12/30/88 (#484)	12,303	12,303	

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Glenview Trust Company, Trustee, Judith A. Ayotte Revocable Trust #	2,513	2,513
Glenview Trust Company, Agent, Barbara M. Baker, IMA #542	2,387	2,387
Glenview Trust Company, Agent, Beam Family Limited Partnership #426	1,256	1,256
Glenview Trust Company, Trustee, John G. Beam Trust TUW FBO: Jeanne D. Beam #427	2,513	2,513
Glenview Trust Company, Trustee, Hannah W. Bloom Revocable Trust #	3,704	3,704
Glenview Trust Company, Agent, Susan Boone, IMA# 565	2,387	2,387
Glenview Trust Company, Agent, Timothy & Karen Brown, IMA # 873	10,038	10,038

S-20

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Glenview Trust Company, Agent, David C. Brown IMA #541	1,193	1,193	
Glenview Trust Company, Trustee, Lendy & Darrell Brown Charitable Remainder Unitrust #390	4,775	4,775	
Glenview Trust Company, Trustee, Lendy Firestone Brown Revocable Trust #378	9,855	9,855	
Glenview Trust Company, Agent, Donald D. & Karen K. Buchanan IMA# 713	1,256	1,256	
Glenview Trust Company, Agent, Cabbage Patch Settlement House, Inc. Investment Management Agreement #45	2,510	2,510	
Glenview Trust Company, Custodian, FBO: Burton J. Cohen MD, IRA# 076	2,507	2,507	
Glenview Trust Company,			

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Custodian, FBO: James Daniel Conner, Jr. IMA# 539	18,520	18,520
Glenview Trust Company, Custodian, FBO: David Daulton, IRA# 291	2,387	2,387
Glenview Trust Company, Trustee, Paxton M. Wilt Irrev. Trust FBO: John Paxton Dering #294	2,513	2,513
Glenview Trust Company, Agent, Paxton M. Wilt Irrev. Trust FBO: William G. Dering, Jr. IMA #295	2,513	2,513
Glenview Trust Company, Trustee, Sarah R. Devlin Revocable Trust #383	9,789	9,789
Glenview Trust Company, Custodian, FBO: A. Robert Doll, IRA# 186	2,513	2,513
Glenview Trust Company, Custodian, FBO: Denise Hale Downard, IRA# 117	1,256	1,256
Glenview Trust Company, Custodian, FBO: P. Kelly Downard, IRA# 118	3,707	3,707
Glenview Trust Company, Custodian, FBO: Donald E. Doyle, IRA #274	1,256	1,256

S-21

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Glenview Trust Company, Agent, George F. Duthie IMA #089	2,513	2,513	
Glenview Trust Company, Agent, Marshall P. Eldred, Jr. IMA#509	11,112	11,112	
Glenview Trust Company, Trustee, Alexander T. Farnsley Trust Under Will FBO B Sanders, G McNair & D Walter	14,684	14,684	
Glenview Trust Company, Trustee, Susan G. Ford Revocable Trust			

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#335	4,901	4,901
Glenview Trust Company, Agent, University Cardiothoracic Surgical Assoc PSC Retirement Plan FBO: Dr. Laman	14,816	14,816
Glenview Trust Company, Custodian, FBO: Diller B. Groff, IRA# 393	17,078	17,078
Glenview Trust Company, Custodian, FBO: William D. Grubbs, IRA# 495	2,513	2,513
Glenview Trust Company, Agent, Carl Hafele IMA #471	7,407	7,407
Glenview Trust Company, Trustee, Arch L. Heady, III Revocable Tr. #120	10,041	10,041
Glenview Trust Company, Agent, Raefette B. & Audwin A. Helton, IMA# 540 Attn: Emily Lawrence	3,770	3,770
Glenview Trust Company, Custodian, Edward L. Hickerson SEP IRA #577	1,193	1,193
Glenview Trust Company, Trustee, Melvin L. Huber, Sr. Amended Trust #062	2,513	2,513
Glenview Trust Company, Agent, JG Partnership, Ltd., IMA #478	22,231	22,231
Glenview Trust Company, Agent, Betty A. Jones, IMA #477	8,661	8,661
Glenview Trust Company, Agent, Carol Jones & Paul H. Levitch IMA# 439	12,369	12,369
Glenview Trust Company, Agent, Daniel H. Jones, IMA# 493	5,026	5,026
Glenview Trust Company, Agent, Matthew L. Jones, IMA# 476	12,428	12,428
Glenview Trust Company, Agent, Susan T. Jones, IMA# 475	11,175	11,175

S-22

Shares Beneficially
Owned

Number of

Shares

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Name of Selling Stockholder -----	Prior to Offering Number of Shares -----	Shares Being Offered -----	Aft Number of -----
Glenview Trust Company, Trustee, Alfred S. Joseph, Jr. Trust FBO: Dorothy Joseph #217	5,020	5,020	
Glenview Trust Company, Trustee, Alix Joseph Revocable Trust #223	2,507	2,507	
Glenview Trust Company, Trustee, Helen R. Joseph Trust u/w et al. (#227)	5,020	5,020	
Glenview Trust Company, Agent, Susan Joseph, IMA# 300	3,644	3,644	
Glenview Trust Company, Agent, Dr. John Stewart Koch, IMA # 397	3,641	3,641	
Glenview Trust Company, Trustee, Laramie L. Leatherman Family Trust #373	11,112	11,112	
Glenview Trust Company, Custodian, Portia H. Leatherman, IRA# 352	14,816	14,816	
Glenview Trust Company, Custodian, FBO: Joseph J. McGowan, IRA# 240	1,256	1,256	
Glenview Trust Company, Trustee, Jessie Barker McKellar Trust Fund No. 2 FBO: Douglas H. McKellar, Jr. (#08	8,595	8,595	
Glenview Trust Company, Trustee, Jessie Barker McKellar 1976 Trust FBO: Douglas McKellar, Jr. Fund 4	8,595	8,595	
Glenview Trust Company, Trustee, Douglas H. McKellar, Jr. Irrev. Trust FBO: Jessica B. M. McKellar #100	1,256	1,256	
Glenview Trust Company, Trustee, Jessie Barker McKellar Charitable Foundation #415	14,816	14,816	
Glenview Trust Company, Custodian, FBO: Theodore L. Merhoff, IRA# 326	2,510	2,510	
Glenview Trust Company, Custodian, FBO: James B. Moore, IRA #077	2,447	2,447	
Glenview Trust Company, Agent, FBO: John Thomas Moore &			

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Katherine H. Moore IMA# 522

2,387

2,387

S-23

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Glenview Trust Company, Agent, Katharine S. Moore IMA #584 Attn: James B. Moore	7,342	7,342	
Glenview Trust Company, Agent, Mary Ann Moore Revocable Trust #515	3,701	3,701	
Glenview Trust Company, Trustee, James Morrissey Family Limited Partnership IMA #171	6,274	6,274	
Glenview Trust Company, Trustee, Kay Morrissey Family Limited Partnership #172	6,274	6,274	
Glenview Trust Company, Agent, Carolyn Duthie Mountjoy, IMA # 286	1,256	1,256	
Glenview Trust Company, Agent, W. Patrick Mulloy IMA # 159	6,277	6,277	
Glenview Trust Company, Custodian, FBO: Debra M. Murphy, IRA #004 Attn: Doris Skees	1,256	1,256	
Glenview Trust Company, Custodian, FBO: Ronald J. Murphy, IRA #001	2,510	2,510	
Glenview Trust Company, Trustee, Ronald J. Murphy Revocable Trust #003	2,507	2,507	
Glenview Trust Company, Trustee, Elaine Musselman Revocable Trust #044	4,894	4,894	
Glenview Trust Company, Trustee, Sara B. Musselman Revocable Trust #088	4,901	4,901	
Glenview Trust Company, Trustee, Celeste M. Neuman Irrevocable Trust Fund 4 #063	11,172	11,172	

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Glenview Trust Company, Trustee, Douglas Clay Neuman Irrevocable Trust Fund 3 #068	2,513	2,513
Glenview Trust Company, Agent, Charles & Nancy Neumann, IMA #273	2,513	2,513
Glenview Trust Company, Trustee, Carolyn & Rhodes Nutter Rev Trust #587	1,193	1,193
Glenview Trust Company, Custodian, FBO: Rhodes B. Nutter IRA #588	1,193	1,193
Glenview Trust Company, Custodian, FBO: Robert E. O'Connor, Jr. IRA# 432	7,408	7,408

S-24

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Glenview Trust Company, Trustee, Barbara Tway Partlow Revoc Trust #578	4,775	4,775	
Glenview Trust Company, Trustee, William T. Tway Trust u/w FBO: Barbara T. Partlow #603	4,775	4,775	
Glenview Trust Company, Agent, Carl F. Pollard, IMA # 550	29,633	29,633	
Glenview Trust Company, Custodian, FBO: Gordon L. Ragan, IRA #078	3,763	3,763	
Glenview Trust Company, Agent, Helen D. Rhawn IMA #601	1,193	1,193	
Glenview Trust Company, Agent, Robert W. Rounsavall, Jr. Family Foundation, Inc. #691	2,513	2,513	
Glenview Trust Company, Custodian, FBO: E. Peter Rutledge IRA# 455	2,513	2,513	
Glenview Trust Company, Agent, James S. & Kathleen M. Ryan IMA			

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#460	9,789	9,789
Glenview Trust Company, Agent, Mary H. Schulz Revocable Trust dated July 15, 1999 #492	1,256	1,256
Glenview Trust Company, Agent, Raymond G. Shea, MD PSC Profit Sharing Plan & Trust #532	10,041	10,041
Glenview Trust Company, Trustee, Steven F. & Jeni L. Smith Revocable Trust #028	5,026	5,026
Glenview Trust Company, Agent, William James Sprow, III IMA # 497	5,020	5,020
Glenview Trust Company, Custodian, FBO: George E. Stablein, IRA# 413	11,112	11,112
Glenview Trust Company, Trustee, Ethel Bayless Irrevocable Trust FBO: Stewart Family #474	4,960	4,960
Glenview Trust Company, Trustee, J. Lyle Bayless, Jr. Trust u/w B Trust FBO: Virginia Lyons Stewart #513	12,428	12,428

S-25

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Glenview Trust Company, Trustee, Mary Hillerich Tabler Revocable Trust #099	3,770	3,770	
Glenview Trust Company, Agent, Ellen Tate Residuary Trust Under Will #483	14,816	14,816	
Glenview Trust Company, Agent, Peter Tate Trust Under Agreement dated 12/30/88 #485	9,915	9,915	
Glenview Trust Company, Agent, W. Kent Taylor, IMA# 788	7,288	7,288	
Glenview Trust Company, Agent, Matthew A. Thorton IMA #438	2,513	2,513	

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Glenview Trust Company, Trustee, Archibald Cochran Trust U/W FBO: Polly C. Tyler #208	2,513	2,513	
Glenview Trust Company, Trustee, Vincenzos Inc. Pension & Profit Sharing Trust #362	7,408	7,408	
Glenview Trust Company, Agent, Peter L. Walton, Executive of Estate of E.S. Walton a/c #1026	2,513	2,513	
Glenview Trust Company, Agent, Peter L. Walton IMA #363	1,256	1,256	
Glenview Trust Company, Agent, Peter L. Walton, IRA# 369	5,020	5,020	
Glenview Trust Company, Custodian, FBO: Leonard J. Weiner, IRA# 365	5,026	5,026	
Glenview Trust Company, Cust., Patrick Welsh, IRA# 256	2,510	2,510	
Glenview Trust Company, Agent, Sheila D. Welsh IMA #281	6,091	6,091	
Glenview Trust Company, Custodian, FBO: Steven D. Wilson, IRA# 228	1,253	1,253	
Glenview Trust Company, Custodian, FBO: Janice W. Yusk, IRA# 442	4,894	4,894	
Carole Ann Gunn,	11,164	5,014	6,150
Richard B. Gushee Revocable Trust, u/a dated 9/21/94 Richard B. Gushee, Trustee	14,209	1,193	13,016
Martha Rogers Haas 1996 Revocable Trust, Martha Rogers Haas, Trustee	31,201	31,201	
First Clearing LLC, Custodian, FBO: Harry G. Hager IRA #: 4226-9281	4,894	4,894	

S-26

Name of Selling Stockholder	Shares Beneficially Owned Prior to Offering Number of Shares	Number of Shares Being Offered	Shares Aft Number of
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Michael Hahle &, Donna Hahle	10,304	10,304	
John Halbreich	23,901	4,901	19,000
Vanguard Fiduciary Trust Co., Custodian, FBO: Edwin Hallberg Jr. IRA#: 45V-101676	33,075	10,818	22,257
James Hamilton &, Siri Kristina Hamilton	6,989	3,961	3,028
Munroe H. Hamilton Trust, John M. Hamilton, Trustee	2,513	2,513	
Ann R. Hanlon	24,528	5,014	19,514
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Wayne R. Hannah, IRA#: 1627833	28,565	5,804	22,761
Judith F. Harayda,	3,104	2,704	400
Estate of Britton Harris, Ruth B. Harris, Executrix	5,415	5,415	
Jared Harris &, Wendy Martin	14,816	14,816	
Ruth B. Harris	16,480	10,831	5,649
Virginia W. Harrity Trust, Virginia W. Harrity, Trustee	5,026	5,026	
Draper & Company c/f, W. F. Harrity, Jr. IRA Rollover Acct. #900640301	2,387	2,387	
William F. Harrity, Jr. Trust, William F. Harrity, Jr., Trustee	11,938	11,938	
Joan G. Hartman	2,734	1,193	1,541
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Gregory M. Harvey, IRA#: 1793591	15,095	4,901	10,194
Laura M. Hastings	7,855	2,902	4,953
Michael W. Hatch	5,290	5,290	
Hayden Family Limited Partnership, Hayden Family LP GP, Inc., Gen. Partner H.B. Hayden, Jr., President	14,348	2,507	11,841
H.B. Hayden Jr. Revocable Trust, dated 6/24/98 Henry B. Hayden, Jr. Trustee	55,587	2,387	53,200
Chason William Hayes, Jr.			

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Revocable Trust, Chason William Hayes, Jr., Trustee	34,802	9,802	25,000
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S-27

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Nancy F. Hayes	1,253	1,253	
Stephen W. Hayes	1,193	1,193	
M&T Bank, Custodian for the, Gaye G. Haynes Revocable Trust WD Haynes, GG Haynes & JT Beaty, Tt	9,248	9,248	
Walter D. Haynes	3,898	3,898	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Walter D. Haynes, IRA# 1801222	5,349	5,349	
W. Cobb Hazelrig	6,175	4,775	1,400
The Frederic A. Heim 1986 Trust, Frederic A. Heim, Trustee	146,860	9,551	137,309
Richard A. Heise Sr. Living Trust dtd 9/29/99 &, Restated 1/18/03 & any amend. thereto Richard A. Heise, Trustee	100,116	10,041	90,075
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Barbara Henderson, IRA#: 1333875	8,035	2,507	5,528
Ralf W. Hennig	11,181	5,014	6,167
Joel F. Henning	4,901	4,901	
The Richard & Ethel Herzfeld Foundation, Inc., F. William Haberman, President	14,326	14,326	
John J. Hessian	2,387	2,387	
John A.C. Hetherington & E. Mavis Hetherington	94,155	2,387	91,768
John H. Hicks &, Virginia S. Hicks	31,480	5,014	26,466
Catherine A. Higgins	31,252	9,551	21,701

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UBS Financial Services, Custodian, FBO: Catherine A. Higgins, IRA#: HG-A2031-31	55,476	10,818	44,65
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Ralph Hirschhorn IRA#1827290	5,804	5,804	
Merideth Hmura &, David Hmura	2,510	2,510	

S-28

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Thomas R. Hoag & Susanne E. Hoag Revocable Trust, Thomas R. & Susanne E. Hoag, Trustees	4,894	4,894	
Hochberg Holdings Limited Partnership, Hochberg Holdings II, LLC, GP Joel Hochberg, Manager	15,042	15,042	
Barbara G. Hochhauser	2,387	2,387	
Alan I. Hochman Revocable Living Trust, Alan I. Hochman, Trustee	30,417	15,331	15,08
Daniel J. Hochman	2,387	2,387	
Linda E. Hoffman (3)	1,253	1,253	
Grace E. Hokin Trust dtd 10/15/85, Grace E. Hokin, Trustee	4,775	4,775	
Holland & Knight Defined Benefit Pension Plan, Robert J. Friedman, Trustee	30,776	11,938	18,83
Deborah C. Holland	1,193	1,193	
Florence S. Holzman	5,026	5,026	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: L. Lee Horschman, IRA # 1608201	5,331	2,507	2,82
Horwitz Family Limited Partnership, Premium Management, LLC, General Partner Melton J. Horwitz, Operating Manage	6,812	2,447	4,36

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Donald S. Howard	45,025	4,775	40,250
Glen S. Howard Revocable Trust, Glen S. Howard, Trustee	68,326	4,901	63,425
Lauren R. Howard Revocable Trust, Lauren R. Howard, Trustee	64,719	5,409	59,310
John B. Huffaker & Judith H.Huffaker	2,387	2,387	
Hume Family Investment LLC, Edward A. Landry, Manager	240,937	5,014	235,923
George Lee Humphrey &, Diana Y. Humphrey	28,649	4,894	23,755
Nancy L. Hurwitz	2,507	2,507	

S-29

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Susan Hurwitz Revocable Trust, Susan Hurwitz, Trustee	2,507	2,507	
Huse Family Trust, Wilfred M. Huse & Margaret R. Huse, Co-Trustees	5,804	5,804	
Wilfred M. Huse, M.D.	9,816	2,387	7,429
Wilfred M. Huse, M.D. & Margaret R. Huse	44,203	11,109	33,094
Leland S. Huttner & Marilyn S. Huttner	41,279	9,676	31,603
Richard M. Ihrig	3,900	2,387	1,513
Inasmuch Foundation, William J. Ross, President	22,189	22,189	
Michael Inkman	3,704	3,704	
David L. Isackson	1,293	1,193	100
Dennis M. Jackson	9,170	2,387	6,783
Diane Z. Jacobson Revocable Trust, Diane Z. Jacobson, Trustee	62,094	12,698	49,396

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Fruman Jacobson &, Marian S. Jacobson	12,164	2,902	9,262
Union Bank of California, Trustee for, Sonberk Profit Sharing Plan FBO Fruman Jacobson	11,649	2,387	9,262
Louise T. Jacobson Trust, Louise T. Jacobson, Trustee	5,014	5,014	
First Clearing Corporation, Custodian, Elizabeth P. Jamieson IRA#: 4563-1391	1,193	1,193	
Warren T. Jamieson	3,928	2,387	1,541
Louise T. Jantzen	1,193	1,193	
Ronald D. Jarvis	7,163	7,163	
Herbert N. Jasper & Renee B. Jasper	45,725	2,447	43,278
Renee B. Jasper	1,451	1,451	
Jebco, Inc., Stuart Bell, Treasurer	4,775	4,775	
Joseph J. Jerkovich & Janet C. Jerkovich	2,387	2,387	

S-30

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Joseph Jerkovich	1,451	1,451	
JINVEST TRUST, J.E. Chappell, Trustee	32,387	2,387	30,000
Isabella Speakman Johnson,	2,387	2,387	
Dorsey & Whitney Trust Company, LLC, Custodian, FBO: Larry W. Johnson	18,811	3,704	15,107
Piper Jaffray as Custodian, FBO: Peder J. Johnson IRA#6926-7026	5,722	1,193	4,529
Robert C. Johnson & Gloria M. Johnson	14,552	5,290	9,262

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Robert W. Johnson	5,596	2,513	3,08
Steven J. Johnson & Susan J. Iverson	7,814	1,256	6,55
Robert J. Jones	4,372	1,253	3,11
Wedbush Morgan Securities, FBO: Gary S. Judd IRA Contributory #: 4637-1183	19,190	5,014	14,17
Michael F. Ciferri	5,014	5,014	
The Private Bank & Trust Co., as Trustee, of the Charles N. Egan 1968 Trust FBO: Richard Egan	12,567	12,567	
Richard D. & Anne W. Egan Living Trust, Richard D. & Anne W. Egan, Trustees	10,053	10,053	
Julie J. Eiselt	5,924	2,513	3,41
Evason Investments, LLC, Kenneth L. Evason, President	2,513	2,513	
RWB Investments, LLC, Richard M. Gillette & Norma J. Vinger, Members	25,134	25,134	
Ronald D. Whitt	12,567	12,567	
Alan S. Kaden	64,163	7,163	57,00
Joseph J. Kalbac, MD, PA Qualified, Deferred Compensation Trust Charles P. Sacher, Trustee	201,746	17,473	184,27
Edward L. Kalin Revocable Trust, Edward Kalin, Trustee	5,014	5,014	

S-31

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
John A. Kantor & Cynthia D. Kantor	5,014	5,014	
Daniel D. Kaplan & Pamela B. Kaplan	17,014	5,014	12,00
James I. Kaplan	23,387	2,387	21,00

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Joan Kasner 2001 Revocable Trust, Joan F. Kasner, Trustee	37,268	10,436	26,83
Alvin D. Katz	2,387	2,387	
KD Partnership, FBO: Richard C & Catherine M Schmoker Attn: Richard C. Schmoker, Partner	9,789	9,789	
Frank J. Kearny, III	4,775	4,775	
Charles E. Kelley & Mary K. Kelley	2,507	2,507	
Timothy J. Kelley & Carol L. Kelley	2,387	2,387	
Marshall & Ilsley Trust Co., N.A., as Trustee for t, Latham & Watkins Thrift & PS Ret. Plan FBO: William C. Kelly, Jr., #95K068	58,709	2,902	55,80
Carter S. Kennedy	49,485	4,894	44,59
Susan A. Kennedy Revocable Living Trust, Susan A. Kennedy, Grantor & Trustee	21,489	21,489	
Susan L. Kennedy	2,507	2,507	
William R. Kennedy, III Revocable Living Trust, William R. Kennedy, III, Grantor & Trustee	2,387	2,387	
Glenn R. Kessel,	28,532	1,193	27,33
Piper Jaffray, Custodian, FBO: Glenn R. Kessel S.E.P. IRA#: 3710 8326	59,778	4,960	54,81
Edythe K. Jamieson	2,387	2,387	
UBS Financial Services, Inc., Custodian, FBO: George Kidder, IRA# JJ-713651	2,507	2,507	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Calvin B. Kirchick IRA#: 1542851	1,193	1,193	
John E. Kirkpatrick	116,095	12,698	103,39

S-32

Shares Beneficially

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Name of Selling Stockholder -----	Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Judith Z. Kishner Revocable Trust, Judith Z. Kishner, Trustee	2,513	2,513	
Kittery Ophthalmic Consultants, Profit Sharing Plan and Trust FBO: Marc Richman, Trustee	67,542	10,053	57,48
Kittery Ophthalmic Consultants, Fred W. Armbruster & Stewart J. Turner Partners	26,139	3,707	22,43
Wetherington, Klein & Hubbart, PA, Qualified Deferred Compensation Trust FBO: Herbert M. Klein	9,397	1,253	8,14
Betty B. Klinedinst,	15,718	9,551	6,16
US Bank, NA, Custodian, FBO: Thomas J. Klinedinst, Jr. IRA# 06-5640	9,551	9,551	
Mary L. Koelle	5,804	5,804	
Margaret E. Koerner	8,461	2,513	5,94
David H. Kornbluth, DMD	18,171	2,387	15,78
Joan S. Kornbluth	19,873	2,387	17,48
Spindler Krause, Jr. Revocable Trust, Spindler Krause, Jr., Trustee	44,129	4,775	39,35
Todd M. Kreig & Elizabeth G. Kreig	5,804	5,804	
Kriegel Limited Partnership, Gerald W. Kriegel, General Partner	1,193	1,193	
Gerald William Kriegel	1,193	1,193	
A. G. Kris Family Trust, Alan R. & Gloria B. Kris, Trustees	4,901	4,901	
City National Bank, Trustee, of the Arnold & Porter PSP FBO: Werner Kronstein #17021473s40	74,897	1,451	73,44
The Krowech Trust of 1982, Leonard M. & Selma A. Krowech, Trustees	49,234	2,513	46,72
Kenneth J. Krupsky & Amy E. Krupsky	27,485	2,387	25,09

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Delaware Charter Guarantee &
Trust Co, Trustee, FBO: Amanda
Kuipers, IRA # 1626270

2,902

2,902

Amanda H. Kuipers

12,285

2,507

9,77

S-33

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Cyd de Largde Kuipers	4,775	4,775	
Dawn Kuipers	26,387	2,387	24,00
John K. Kuipers	18,379	4,775	13,60
William E. Kuipers III	54,192	8,192	46,00
Delaware Charter Guarantee & Trust Co, Trustee, FBO: William E. Kuipers, III, IRA# 1828545	54,706	8,706	46,00
R & K Associates Profit Sharing Plan, FBO: Robert Kurtz, Trustee	15,068	15,068	
Robert D. Lane, Jr., Esquire,	1,193	1,193	
Edie Laquer 1999 Revocable Trust, Edie Laquer, Trustee	35,199	35,199	
Alan H. Lareau	1,193	1,193	
Nancy B. Lazard	4,350	1,451	2,89
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Nancy B. Lazard, IRA# 1810786	1,193	1,193	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Richard R. Lazard, IRA# 1709733	26,340	10,580	15,76
Richard R. Lazard,	15,225	5,547	9,67
LBM Enterprises LLC, Attn: Leigh B. Middleditch, Jr.	2,450	2,450	
Ken Leiman	1,193	1,193	
Don G. Lents Revocable Trust, Don G. Lents, Trustee	25,291	5,020	20,27

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Helen L. Leslie Revocable Trust, Helen L. Leslie Trustee	1,253	1,253	
Jill C. Lesser,	2,902	2,902	
Herbert T. Levin,	2,387	2,387	
Bear Stearns Securities Corp., Custodian, FBO: Marla J. Levin, IRA# 168-28505	5,026	5,026	
Delaware Charter Guarantee & Trust Co, Trustee, FBO: Mitchell J. Levine, IRA #1813375	1,193	1,193	
Mitchell J. Levine, M.D.	39,256	1,256	38,000

S-34

Name of Selling Stockholder -----	Shares Beneficially Owned Prior to Offering Number of Shares -----	Number of Shares Being Offered -----	Shares Aft Number of -----
Clifford M. Levy &, Nalda A. Levy	1,451	1,451	
Gail Levy	2,794	1,253	1,541
Stephan R. Levy	1,451	1,451	
Jacqueline Lewin	2,387	2,387	
David B. Lewis Trust, David B. Lewis Trustee	4,775	4,775	
National Investor Service Corp, Custodian, FBO: James A. Lewis IRA# 539-98853	4,775	4,775	
George F. Lieser	12,257	2,507	9,750
Ronna Lindner,	1,193	1,193	
Lindsey Family Limited Partnership, Vincent J. Naimoli, Managing G.P.	9,551	9,551	
Donald A. Littlefield	2,387		