

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

**December 31, 2020**

Month / Day / Year

none

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

I, **Ben Cunningham**

Name of the Holding Company Director and Official

**President and Director**

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

**Liberty Capital Bancshares, Inc.**

Legal Title of Holding Company

**5055 Keller Springs Rd. #120**

(Mailing Address of the Holding Company) Street / P.O. Box

**Addison**

**TX**

**75001**

City

State

Zip Code

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**David Sprinkle**

**Secretary/Treasurer**

Name

Title

**469-375-6604**

Area Code / Phone Number / Extension

**469-375-6565**

Area Code / FAX Number

**dsprinkle@libertycapitalbank.com**

E-mail Address

none

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

**03/08/2021**

Date of Signature

For holding companies *not* registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report  
 will be sent under separate cover  
 is not prepared

For Federal Reserve Bank Use Only

RSSD ID \_\_\_\_\_

C.I. \_\_\_\_\_

Is confidential treatment requested for any portion of this report submission? ..... 0=No 1=Yes **1**

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report .....   
 2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."



**Liberty Capital Bancshares, Inc.**  
**Addison Texas**

**FR Y-6**  
**Fiscal Year Ending: December 31, 2020**

In accordance with the Bank Holding Company Act and Regulation Y, the Annual Report of Bank Holding Companies FR Y-6 as of December 31, 2020, is hereby filed. Each report item has been addressed separately and is detailed below:

Report Item 1: Annual Report to Shareholders

Report Item 2a: Organizational Chart

Report Item 2b: Domestic branch listing

Report Item 3: Listing of Shareholders who own, control or have power to vote 5 percent of voting securities of the holding company.

Report Item 4: Insiders Report of principal shareholders, directors, and executive officers containing the information required in the general instructions of this item.

ANNUAL REPORT FR Y-6  
REPORT ITEM 1  
ANNUAL REPORT TO SHAREHOLDERS

March 8, 2021

**TO THE WORKING INTEREST PARTNERS OF  
LIBERTY CAPITAL BANCSHARES, INC.**

We are pleased to provide you with the 2020 shareholder letter.

Wow – what a year! We’ve kept you up to speed with our quarterly letters and so this letter will serve to bring you up to speed on the 4<sup>th</sup> quarter and summarize the year and our year-end results.

We knew going into 2020 that it would be a year of big changes and challenges for the bank. We had planned on several technology upgrades as well as management transition for our CEO and CFO roles. We did not however plan for COVID and all that ensued as a result. Our team has done a remarkable job of navigating through all of the change – both planned and unplanned – and we are very pleased with our results.

Normally this letter would provide information for our annual shareholder meeting and Lunch with Legends event. We have decided not to host Lunch with Legends this year due to continued COVID-related challenges with hosting such an event, but look forward to resuming this time-honored tradition next year. We will have an annual shareholder meeting within the next several months – more details to come.

**SHAREHOLDER DISTRIBUTION**

We are pleased to summarize our earnings and distributions for the years of 2012 to 2020. Distributions representing \$1.40 / share were made in 2020. A copy of your 2020 K-1 is attached. This distribution represents approximately 35.2% of the Holding Company’s 2020 book earnings. A summary of our earnings and distribution history for the last 9 years is as follows:

	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
Earnings Per Share	\$1.05	\$1.25	\$1.89	\$2.36	\$3.01	\$2.82	\$3.77	\$3.88	\$3.97
Distribution Per Share	\$0.40	\$0.40	\$0.60	\$0.70	\$1.10	\$1.10	\$1.25	\$1.40	\$1.40
Payout Ratio	38.1%	32.0%	31.8%	29.6%	36.6%	39.0%	33.1%	36.1%	35.2%

This represents a lifetime total EPS of \$23.81 and a lifetime total distribution of \$8.35.

**CHANGES TO THE TEAM**

In 2020, we welcomed 8 new teammates to our team, including Amy Pickard who joined as our new CFO. Amy joined the bank full time in September to begin transition with our current CFO, David Sprinkle. Amy is now fully transitioned into the role, while David has stayed on part-time to continue supporting our finance, accounting and HR functions. Amy joins us with a wealth of experience. She is a graduate of Texas A&M University and the Southwest Graduate School of Banking at SMU. She started her career as a bank auditor before joining LegacyTexas Bank and working her way up from Assistant Controller to SVP & Treasurer over 14 years.

In October, Alan Morris transitioned functionally into the role of CEO while Ben finished out the last 3 months of 48-year career in banking. Ben officially retired on December 31<sup>st</sup> and we announced the promotion of Alan, along with Amy's appointment as CFO, to the market on January 4<sup>th</sup>. This was the culmination of a CEO transition plan that began 3 years ago under the direction and guidance of our Board and was a great success. In 2021, we will be completing a similar succession plan with Robin Wantland retiring in May and Ryan Friend transitioning into the President role in April.

When it comes to growing our business, banking is no different than many other businesses - it comes down to hiring the very best and brightest. As always, if you know of any sharp bankers, we'd appreciate an introduction. There are not many true community banks left in Dallas and we hope to capitalize on disruption in the talent market as the industry continues to consolidate and talented bankers grow disenchanted with "big bank" bureaucracy.

## BALANCE SHEET

Below is a summary of our Holding Company's assets, liabilities and equity capital for the years ended 2016 – 2020.

<b>BALANCE SHEET (000's)</b>	<b><u>12/31/2016</u></b>	<b><u>12/31/2017</u></b>	<b><u>12/31/2018</u></b>	<b><u>12/31/2019</u></b>	<b><u>12/31/2020</u></b>
Cash and Due From Banks	4,494	3,086	4,555	3,252	1,615
Interest Bearing Deposits	23,158	34,941	32,261	35,174	54,069
Funds Sold Overnight to Fed	<u>1</u>	<u>4,683</u>	<u>34,428</u>	<u>-</u>	<u>35,260</u>
Total Cash & Cash Equivalents	27,653	42,710	71,244	38,426	90,944
Investments in CDs in Other Banks	28,412	30,409	36,370	30,851	23,879
Loans	154,008	158,237	172,980	214,810	240,261
Less: Allowance for Loan Losses	(1,511)	(1,657)	(1,725)	(2,026)	(2,128)
Fixed Assets, Net	121	145	160	154	146
Other Real Estate Owned	2,247	1,593	-	-	-
Other Assets	<u>2,126</u>	<u>2,158</u>	<u>2,302</u>	<u>2,322</u>	<u>2,768</u>
<b>Total Assets</b>	<b>213,056</b>	<b>233,595</b>	<b>281,331</b>	<b>284,537</b>	<b>355,870</b>
Non-Interest Bearing Deposits	86,554	98,877	99,380	109,236	143,520
Interest Bearing Deposits	<u>105,114</u>	<u>111,254</u>	<u>155,938</u>	<u>115,745</u>	<u>180,889</u>
Total Deposits	191,668	210,131	255,318	224,981	324,409
Federal Home Loan Bank Advances	-	-	-	30,000	-
Other Borrowings	3,213	3,038	1,355	1,451	963
Other Liabilities	498	389	577	2,040	1,280
<b>Capital</b>	<b>17,677</b>	<b>20,037</b>	<b>24,081</b>	<b>26,065</b>	<b>29,218</b>
<b>Total Liabilities and Capital</b>	<b>213,056</b>	<b>233,595</b>	<b>281,331</b>	<b>284,537</b>	<b>355,870</b>
<b>Book Value per Share</b>	<b>\$16.68</b>	<b>\$18.24</b>	<b>\$20.33</b>	<b>\$21.93</b>	<b>\$24.53</b>

The bank grew 25% from \$284 million in Total Assets at 12/31/19 to \$355 million at 12/31/20. This growth was a result of an increase in deposits from our loyal long-time clientele as well as brand new relationships, many of which were acquired through the Paycheck Protection Program (“PPP”). The bank funded 241 PPP Loans for a total of \$43MM in 2020, with 99 of those PPP Loans representing new customers. These new relationships, along with growth of our existing clients, contributed to almost \$100MM in deposit growth in 2020, an increase of 44%.

Due to the significant increase in deposits, we ended the year with much more liquidity on the balance sheet than in past years. We expect that all of the PPP Loans will be forgiven in 2021, creating even more liquidity. An abundance of liquidity is the sign of a healthy bank; however, it’s tough to make a yield on that excess liquidity in today’s interest rate environment. We’d like to get this excess liquidity invested in new, high-quality loans, which is a big part of our plan for 2021 and beyond.

We had no loan losses during the year, and we feel the balance in the Allowance for Loan and Lease Losses (“ALLL”) is sufficient for the risk in the portfolio. We increased our ALLL at the end of Q1 and again at the end of Q2 due to uncertainty of COVID’s impact on our loan portfolio. However, our loan portfolio performed very well throughout the year and by year-end we adjusted our ALLL back to the level consistent with prior years, at about 1.05% of loans.

The Bank’s ratio of Capital-to-Assets decreased from 9.58% at year-end 2019 to 8.49% at year-end 2020. While this represents a lower capital ratio than previous periods, its important to note that a significant portion of our assets at year-end were allocated to government-backed PPP Loans, money markets, CD’s and cash. The bank remains well capitalized from a regulatory standpoint and is also well-positioned for strategic growth.

## **INCOME STATEMENT**

While PPP Loans and the resulting inflow of deposits was the main storyline on the Balance Sheet, the impact of falling interest rates on our Net Interest Margin is the main storyline on the Income Statement. Net Interest Income (interest income minus interest expense) increased slightly from \$10.4 million in 2019 to \$10.9 million in 2020. Loan yields started decreasing as soon as the Fed lowered the Fed Funds Rate in August of 2019. The Fed ultimately decreased its rate all the way down to 0.10% in March of 2020. Falling rates negatively impacted the yields on both our investment portfolio (consisting of money market accounts and CD’s at other banks) and our loan portfolio. In 2019 we averaged a 4.39% yield on our assets, compared to an average of 3.75% in 2020. We were able to lower the interest paid on our deposits to partially offset the impact of falling rates, but deposit rates can only go so low. An even larger factor in minimizing the impact of falling rates was PPP Loan fees. The bank was able to recognize just over \$1 million in PPP Loan Fees in 2020.

Net income increased from \$4.61 million in 2019 to \$4.73 million in 2020. Earnings per share increased from \$3.88 last year to \$3.97 this year. A slight year-over-year increase in earnings on a much higher capital base resulted in a decrease in our pre-tax ROE from 18.65% in 2019 to 17.16% in 2020. Included with your Schedule K-1 this year is a Shareholder Basis Schedule which rolls forward the Stock Basis of your investment.

INCOME STATEMENT (000's)	12 Months Ending				
	<u>12/31/2016</u>	<u>12/31/2017</u>	<u>12/31/2018</u>	<u>12/31/2019</u>	<u>12/31/2020</u>
Interest Income	7,445	8,456	9,489	11,921	11,636
Less: Interest Expense	<u>(515)</u>	<u>(518)</u>	<u>(589)</u>	<u>(1,492)</u>	<u>(763)</u>
Net Interest Income	6,930	7,938	8,900	10,429	10,873
Non-Interest Income	98	76	69	67	90
OREO Gain (Expense/Write-down)	(164)	(753)	130	20	-
Less: Other Non-Interest Expense	<u>(3,558)</u>	<u>(4,020)</u>	<u>(4,563)</u>	<u>(5,605)</u>	<u>(6,126)</u>
Net Operating Income	3,306	3,241	4,536	4,911	4,837
Less: Provision for Loan Losses	<u>(119)</u>	<u>(146)</u>	<u>(68)</u>	<u>(301)</u>	<u>(102)</u>
Net Income	<u>3,187</u>	<u>3,095</u>	<u>4,468</u>	<u>4,610</u>	<u>4,735</u>
Earnings per Share	\$3.01	\$2.82	\$3.77	\$3.88	\$3.97
Distributions per Share <sup>1</sup>	\$1.10	\$1.10	\$1.25	\$1.40	\$1.40
ROE (Pre Tax)	19.68%	16.61%	20.41%	18.65%	17.16%

We had one stock sale in 2020. We have ready buyers should you have any interest in selling. If so, please let one of us know.

We are working hard to further the investment you have entrusted to us. We need your business and we need your influence! We appreciate your referrals as your influence helps us build the Bank one high quality customer at a time. You can make a difference in your bank's future. Thank you for the opportunities you have given us. Please keep us in mind.

Sincerely,



Holt Lunsford  
Chairman  
Liberty Capital Bancshares, Inc.



Alan Morris  
Chief Executive Officer  
Liberty Capital Bank



Robin Wantland  
President  
Liberty Capital Bank



Amy Pickard  
EVP, Chief Financial Officer  
Liberty Capital Bank

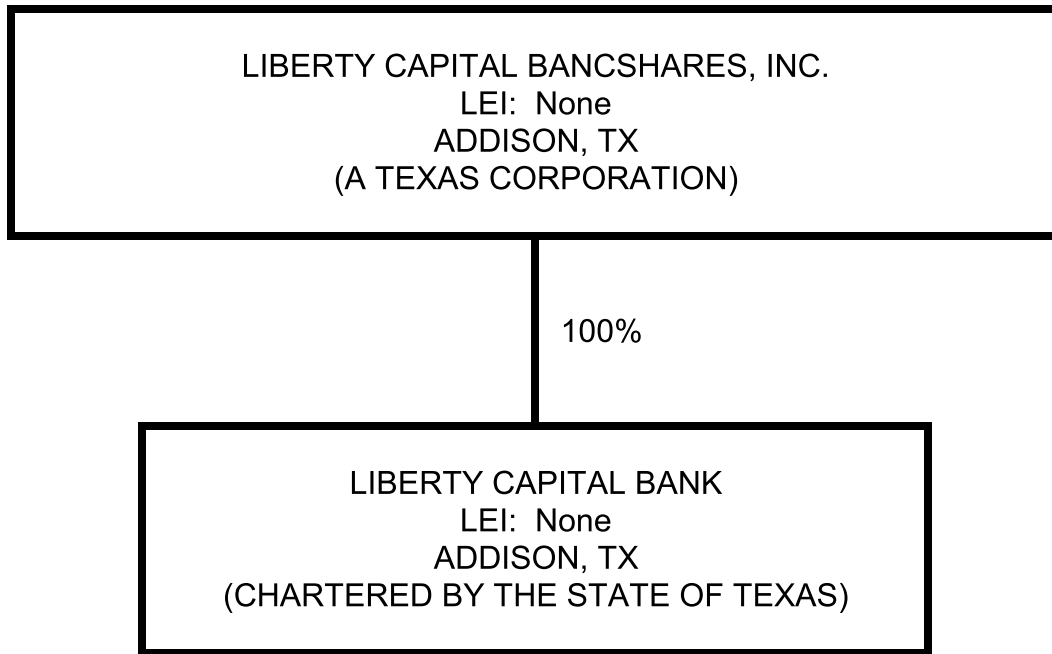
ANNUAL REPORT FR Y-6

REPORT ITEM 2a

LIBERTY CAPITAL BANCSHARES, INC.

ORGANIZATION CHART

FISCAL YEAR ENDING 12/31/2020





**Results: A list of branches for your holding company: LIBERTY CAPITAL BANGSHARES, INC. (3810956) of ADDISON, TX.**  
 The data are as of **12/31/2020**. Data reflects information that was received and processed through **01/05/2021**.

**Reconciliation and Verification Steps**

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the **Effective Date** column

**Actions**

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
- Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

**Note:**

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	3690121	LIBERTY CAPITAL BANK	5055 KELLER SPRINGS BLVD, SUITE 120	ADDISON	TX	75001	DALLAS	UNITED STATES	Not Required	Not Required	LIBERTY CAPITAL BANK	3690121	

ANNUAL REPORT FR Y-6  
REPORT ITEM 3

SECURITIES HOLDERS OWNING OR CONTROLLING WITH POWER TO VOTE 5% OR MORE OF  
LIBERTY CAPITAL BANCSHARES, INC  
ADDISON, TX  
FISCAL YEAR ENDING 12/31/2020

**Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of the fiscal year ending stated above**

(1)(a) NAME & ADDRESS (CITY, STATE, COUNTRY)	(1)(b) COUNTRY OF CITIZENSHIP OR INCORPORATION	(1)(c)		CLASS OF SECURITIES
		NUMBER OF SHARES	PERCENTAGE OF SHARES	
Ben & Patty Cunningham Richardson, TX, USA	USA	65,757	5.52%	Common Stock
Tracy & Karan Edgemon Dallas, TX, USA	USA	90,000	7.56%	Common Stock
Jack & Ann Griggs Abilene, TX, USA	USA	86,381	7.25%	Common Stock
<b>Lunsford family</b>		<b>260,860</b>	<b>21.90%</b>	<b>Common Stock</b>
Holt & Kaye Dawn Lunsford Dallas, TX, USA	USA	230,860	19.38%	Common Stock
Reed Hayden Lunsford Dallas, TX, USA	USA	8,000	0.67%	Common Stock
Richard Holden Lunsford Dallas, TX, USA	USA	8,000	0.67%	Common Stock
Ridley Hutton Lunsford Dallas, TX, USA	USA	8,000	0.67%	Common Stock
Raymond & Lisa J. Lunsford Boerne, TX, USA	USA	1,000	0.08%	Common Stock
Will Lunsford Midland, TX, USA	USA	5,000	0.42%	Common Stock

**Securities Holders not listed in 3(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year stated above (but not at fiscal year-end)**

(2)(a) NAME & ADDRESS (CITY, STATE, COUNTRY)	(2)(b) COUNTRY OF CITIZENSHIP OR INCORPORATION	(2)(c)		CLASS OF SECURITIES
		NUMBER OF SHARES	PERCENTAGE OF SHARES	
NONE				

ANNUAL REPORT FR Y-6  
REPORT ITEM 4  
INSIDERS  
LIBERTY CAPITAL BANCSHARES, INC.  
ADDISON, TX  
FISCAL YEAR ENDING 12/31/2020

(1) NAME & ADDRESS (CITY, STATE, COUNTRY)	(2) PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	(3)(a) TITLE / POSITION WITH BANK HOLDING CO.	(3)(b) TITLE / POSITION WITH SUBSIDIARIES	(3)(c) TITLE / POSITION WITH OTHER BUSINESSES	(4)(a) PERCENTAGE OF VOTING SHARES IN BANK HOLDING CO	(4)(b) PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES	(4)(c) NAMES OF OTHER COMPANIES (IF 25% OR MORE VOTING)	% OF VOTING SECURITIES HELD IN OTHER COMPANIES (IF 25% OR MORE VOTING)
Holt Lunsford Dallas TX, USA	Real Estate Investor & Property Management	Director & Chairman	Director & Chairman Liberty Capital Bank	May be found in the confidential volume	19.38% see Footnote A	None	May be found in the confidential volume	
Kaye Dawn Lunsford Dallas TX, USA	Housewife	principal securities holder	N/A	N/A	19.38% see Footnote A	None	N/A	
Reed Hayden Lunsford Dallas TX, USA	Real Estate Lender	principal securities holder	N/A	N/A	0.67%	None	N/A	
Richard Holden Lunsford Dallas TX, USA	Real Estate Executive	principal securities holder	N/A	May be found in the confidential volume	0.67%	None	N/A	
Ridley Hutton Lunsford Dallas TX, USA	Real Estate Investor	principal securities holder	N/A	May be found in the confidential volume	0.67%	None	May be found in the confidential volume	
Raymond Lunsford Boerne, TX, USA	Independent Oil Operator	principal securities holder	N/A	May be found in the confidential volume	0.06% see Footnote B	None	May be found in the confidential volume	
Lisa J. Lunsford Boerne, TX, USA	Housewife	principal securities holder	N/A	May be found in the confidential volume	0.08% see Footnote B	None	May be found in the confidential volume	
Will Lunsford Midland, TX, USA	Managing Investments	principal securities holder	N/A	May be found in the confidential volume	0.42%	None	May be found in the confidential volume	
Ben Cunningham Richardson TX, USA	N/A	Director & President	Director & CEO Liberty Capital Bank Trustee Liberty Capital Bank 401(k) Plan	May be found in the confidential volume	5.52% see Footnote C	None	N/A	
David Sprinkle Dallas TX, USA	N/A	Secretary / Treasurer	EVP Liberty Capital Bank Trustee Liberty Capital Bank 401(k) Plan	N/A	0.21%	None	N/A	
Robin Wantland Dallas TX, USA	N/A	Director	Director & President Liberty Capital Bank	May be found in the confidential volume	3.45% see Footnote D	None	May be found in the confidential volume	
Don Crisp Dallas TX, USA	Retired	Director	Director Liberty Capital Bank	May be found in the confidential volume	1.05% see Footnote E	None	N/A	
Jack Griggs Abilene TX, USA	Banking/Investing	Director	Director Liberty Capital Bank	President, CEO & Director Director President President Additional information may be found in the confidential volume	7.25% see Footnote F	None	Southwestern Bancorp, Inc. Texas Heritage Bank Boerne Building LLC Leon Springs Building LLC	61% 61% indirect 67% 67%
Thomas B. Gilbert, Jr. Dallas TX, USA	Consulting Management Services	Director	Director Liberty Capital Bank	May be found in the confidential volume	0.81% see Footnote G	None	May be found in the confidential volume	
Rick O'Brien Dallas TX, USA	Investments and Manufacturing	Director	Director Liberty Capital Bank	May be found in the confidential volume	0.23%	None	May be found in the confidential volume	
Jeffrey L. Price Dallas TX, USA	Real Estate	Director	Director Liberty Capital Bank	May be found in the confidential volume	2.54% see Footnote H	None	May be found in the confidential volume	
Michele Wheeler Plano TX, USA	Real Estate Development and Investment	Director	Director Liberty Capital Bank	May be found in the confidential volume	0.84% see Footnote I	None	May be found in the confidential volume	

Footnote A: shares are held jointly by Holt & Kaye Dawn Lunsford  
Footnote B: shares are held jointly by Raymond & Lisa J. Lunsford  
Footnote C: shares are held jointly by Ben & Patty Cunningham  
Footnote D: shares are held jointly by Robin & Diane Wantland  
Footnote E: shares are held jointly by Don & Carol Crisp  
Footnote F: shares are held jointly by Jack & Ann Griggs  
Footnote G: shares are held jointly by Thomas & Laura Gilbert  
Footnote H: shares are held jointly by Jeffrey & Kelliye Price  
Footnote I: shares are held jointly by Michele & Jeff Wheeler

The remaining responsive data for (3)(c) and (4)(c) may be found in the confidential volume, consisting of five pages of information.