

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549  
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 FORM S-8  
 REGISTRATION STATEMENT  
 UNDER THE  
 SECURITIES ACT OF 1933  
 -----

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION  
 (EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE 25-1615902  
 (State or Other Jurisdiction of (I.R.S. Employer  
 Incorporation or Organization) Identification No.)

1001 AIR BRAKE AVENUE  
 WILMERDING, PA 15148  
 (412) 825-1000  
 (Address, including Zip Code, and Telephone Number,  
 including Area Code, of Registrant's Principal Executive Offices)

WESTINGHOUSE AIR BRAKE COMPANY  
 EMPLOYEE STOCK OWNERSHIP PLAN  
 (Full Title of the Plan)

ROBERT J. BROOKS  
 EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER, SECRETARY  
 WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION  
 1001 AIR BRAKE AVENUE  
 WILMERDING, PA 15148  
 (412) 825-1000  
 (Name, Address, including Zip Code, and Telephone Number,  
 including Area Code, of Agent For Service)

COPY TO:  
 DAVID L. DENINNO, ESQ.  
 REED SMITH LLP  
 435 SIXTH AVENUE  
 PITTSBURGH, PA 15219  
 (412) 288-3214  
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CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price per share | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee (2) |
|--|-----------------------------|---|---|--------------------------------|
| Common Stock \$1.00 per share                      | 875,790                     | \$14.125                                  | \$12,370,533                                  | \$1,138.09                     |

(1) Plus such indeterminate number of shares pursuant to Rule 416 as may be issued in respect of stock splits, stock dividends and similar transactions.

(2) Estimated pursuant to Rule 457(h) of the Securities Act of 1933 solely for purpose of calculating the registration fee. The proposed maximum aggregate offering price and the registration fee are based upon the average of the high and low prices per share of the Registrant's Common Stock reported on the New York Stock Exchange Composite transactions listing for May 17, 2002 as quoted in the Wall Street Journal.

EXPLANATORY NOTE

This registration statement is being filed solely for purposes of registering the shares for resale by the selling stockholders. The reoffer prospectus which is filed as a part of this registration statement has been prepared in accordance with the requirements of Form S-3, and pursuant to General Instruction C of Form S-8 may be used for reoffers or resales of the shares that have been acquired by the selling stockholders.

REOFFER PROSPECTUS

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION

875,790 SHARES OF COMMON STOCK

PAR VALUE \$.01 PER SHARE

This prospectus relates to the resale of up to 875,790 shares of Common Stock, par value \$.01 per share, of Westinghouse Air Brake Technologies Corporation (Wabtec), which have been distributed to certain of our employees who are participants in the Westinghouse Air Brake Company Employee Stock Ownership Plan. These participants, all of whom are named in this prospectus, may sell for their own accounts up to 875,790 shares of our Common Stock acquired from participation in the ESOP. Such sales will be conducted by Fidelity Management Trust Company, the trustee of the Wabtec Stock Fund that holds the shares. We will not receive any of the proceeds from such sales.

The selling stockholders propose to sell the shares from time to time in transactions occurring on the New York Stock Exchange at prevailing market prices. Sales may be made through brokers or to dealers, who are expected to receive customary commissions or discounts.

The Common Stock is traded on the New York Stock Exchange under the symbol "WAB." On May 17, 2002, the closing price of the Common Stock on the Exchange was \$14.15 per share.

The principal executive offices of the Company are located at 1001 Air Brake Avenue, Wilmerding, PA 15148, telephone number (412) 825-1000.

Investing in our Common Stock involves a high degree of risk. You should carefully consider risks relating to our Common Stock. See "Risk Factors" beginning on page 5.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is May 24, 2002

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YOU SHOULD ONLY RELY ON THE INFORMATION INCORPORATED BY REFERENCE OR PROVIDED IN THIS PROSPECTUS OR ANY SUPPLEMENT. WE HAVE NOT AUTHORIZED ANYONE ELSE TO PROVIDE YOU WITH DIFFERENT INFORMATION. THE COMMON STOCK IS NOT BEING OFFERED IN ANY STATE WHERE THE OFFER IS NOT PERMITTED. YOU SHOULD NOT ASSUME THAT THE INFORMATION IN THIS PROSPECTUS OR ANY SUPPLEMENT IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE ON THE FRONT OF THOSE DOCUMENTS.

#### WHERE YOU CAN FIND MORE INFORMATION

We file annual and quarterly reports, proxy statements and other information required by the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission. You may read and copy any of these filed documents at the SEC's public reference rooms located at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. Our SEC filings are also available to the public from the SEC's web site at <http://www.sec.gov>. Copies of certain of these documents are also available on our web site at <http://www.wabtec.com>. Copies of these reports, proxy statements and other information can also be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

We have filed with the SEC a registration statement on Form S-8 under the Securities Act of 1933, as amended, with respect to the Common Stock. This prospectus, which constitutes a part of that registration statement, does not include all the information contained in that registration statement and its exhibits. For further information with respect to the Company and the Common Stock, you should consult the registration statement and its exhibits. Statements contained in this prospectus concerning the provisions of any documents are necessarily summaries of those documents, and each statement is qualified in its entirety by reference to the copy of the document filed with the SEC. The registration statement and any of its amendments, including exhibits filed as a part of the registration statement or an amendment to the registration statement, are available for inspection and copying through the entities listed above.

The SEC allows us to incorporate by reference the information that we file with them, which means that we can disclose important information to you by referring you to the other information we have filed with the SEC. The information that we incorporate by reference is considered to be part of this prospectus. Information that we file later with the SEC will automatically update and supersede this information.

The following documents filed by us with the Securities and Exchange Commission (File No. 1-13782) are hereby incorporated in this registration statement by reference and made a part of this registration statement:

(a) the Annual Report on Form 10-K for the year ended December 31, 2001 filed pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended;

(b) all other reports filed by us pursuant to Section 13(a) of the Exchange Act since the end of the fiscal year covered by the Annual Report on Form 10-K referred to above; and

(c) the description of the Company's Common Stock set forth in the Company's Form 8-A filed May 19, 1995 and any description of the Common Stock which is contained in a later registration statement filed by the Company pursuant to the Exchange Act, including any amendment or report filed for the purpose of updating such descriptions.

We will provide to you without charge, a copy of any or all documents incorporated by reference into this prospectus except the exhibits to such documents (unless such exhibits are specifically incorporated by reference in such documents). You may request copies by writing or telephoning us at our Investor Relations Department, Westinghouse Air Brake Technologies Corporation, 1001 Air Brake Avenue, Wilmerding, Pennsylvania 15148; Telephone Number (412) 825-1000.

#### FORWARD-LOOKING STATEMENTS

Certain statements included in or incorporated by reference into this prospectus including (without limitation) certain matters discussed under "Legal Proceedings," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Quantitative and Qualitative Disclosures about Market Risk" included in or incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended December 31, 2001, which has been filed with the SEC, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements concerning management's expectations, strategic objectives, business prospects, anticipated economic performance and financial condition and other similar matters are subject to risks and uncertainties, which could cause actual results to differ materially from those discussed in the forward-looking statements. Forward-looking statements speak only as of the date of the document in which they are made. We disclaim any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in our expectations or any change in events, conditions or circumstances on which the forward-looking statement is based.

## RISK FACTORS

This offering involves a high degree of risk. You should carefully consider the risks involved before acquiring our Common Stock.

These risks, uncertainties and assumptions about us, include, among other things:

### Economic and Industry Conditions

- materially adverse changes in economic or industry conditions generally or in the markets served by us, including North America, South America, Europe, Australia and Asia;
- demand for services in the freight and passenger rail industry;
- consolidations in the rail industry;
- demand for our products and services;
- continued outsourcing by our customers;
- demand for freight cars, locomotives, passenger transit cars and buses;
- industry demand for faster and more efficient braking equipment;
- fluctuations in interest rates;

### Operating Factors

- supply disruptions;
- technical difficulties;
- changes in operating conditions and costs;
- successful introduction of new products;
- labor relations;
- completion and integration of additional acquisitions;
- the development and use of new technology;

### Competitive Factors

- the actions of competitors;

### Political/Governmental Factors

- political stability in relevant areas of the world;
- future regulation/deregulation of our customers and/or the rail industry;
- governmental funding for some of our customers;
- political developments and laws and regulations, such as forced divestiture of assets, restrictions on production, imports or exports, price controls, tax increases and retroactive tax claims, expropriation of property, cancellation of contract rights, and environmental regulations; and

### Transaction or Commercial Factors

- the outcome of negotiations with partners, governments, suppliers, customers or others.

## THE COMPANY

All references to "we," "our," "us," the "Company" and "Wabtec" refer to Westinghouse Air Brake Technologies Corporation, a Delaware corporation doing business as Wabtec, and its subsidiaries. The Company was formed from the November 1999 merger of Westinghouse Air Brake Company (WABCO) and MotivePower Industries, Inc. WABCO has its origin in a business founded by George Westinghouse in 1869.

Wabtec is one of North America's largest providers of value-added, technology-based equipment and services for the rail industry. The Company's products can be found on virtually all U.S. locomotives, freight cars and passenger transit vehicles. The Company is based in Wilmerding, Pa., and has 4,436 employees at facilities throughout North America and around the world.

The Company believes that it maintains a market share in excess of 50% in North America for its primary braking-related equipment, and significant market shares in North America for its other principal products. Wabtec also sells products in Europe, Africa, Australia, South America and Asia. The Company's products, which are intended to enhance safety, improve productivity and reduce maintenance costs for customers, include the following: air brakes, electronic controls and monitors, cooling equipment, low-horsepower locomotives, couplers, door controls, draft gears and brake shoes. The Company aggressively pursues technological advances for both new product development and product enhancements.

## USE OF PROCEEDS

We will not receive any of the proceeds from the sale by the selling shareholders of the Common Stock covered by this prospectus.

## SELLING STOCKHOLDERS

This prospectus relates to shares of Common Stock that have been acquired by the selling stockholders named below pursuant to our Employee Stock Ownership Plan.

Each of the selling stockholders is an employee of the Company or one of its subsidiaries. The following table sets forth:

- o the name and principal position or positions over the past three years with the Company of each selling stockholder;

- o the number of shares of Common Stock each selling stockholder beneficially owned as of March 25, 2002;

- o the number of shares of Common Stock acquired by each selling stockholder pursuant to the Plan and being registered under this registration statement, some or all of which shares may be sold pursuant to this prospectus; and

- o the number of shares of Common Stock and the percentage, if 1% or more, of the total class of Common Stock outstanding to be beneficially owned by each selling stockholder following this offering, assuming the sale pursuant to this offering of all shares acquired by such selling stockholder pursuant to the Plan and registered under this registration statement.

There is no assurance that any of the selling stockholders will sell any or all of the shares offered by them under this registration statement. The address of each selling stockholder is c/o Westinghouse Air Brake Technologies Corporation, 1001 Air Brake Avenue, Wilmerding, Pennsylvania, 15148 or Fidelity Management Trust Company, 300 Puritan Way, MM3H, Marlborough, MA 01752-3078.

This table reflects all selling stockholders who are eligible to resell and the number of shares available to be resold for the account of such selling stockholders.



| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2)(3) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|---|---|--|---------|
|   |   |   | Number   | Percent |
| Gregory T. H. Davies<br>Chief Executive Officer                     | 46801.0000                                    | 1970.7620                               | 44830  | *       |
| Emilio Fernandez<br>Director  | 670129.0000(4)                                | 1137.2990                               | 671266(4)  | 1.55%   |
| Alvaro Garcia-Tunon<br>Senior Vice President, Finance               | 20913.0000                                    | 3113.0850                               | 17800  | *       |
| Paul E. Golden<br>Executive Vice President, Freight                 | 3916.0000                                     | 858.3730                                | 3058   | *       |
| Timothy J. Logan<br>Vice President, International                   | 10657.0000                                    | 2837.1820                               | 7820   | *       |
| George A. Socher<br>Vice President, Audit and Tax                   | 8630.0000                                     | 2806.8350                               | 5823   | *       |
| Ernest E. Miller  | 37.5080                                       | 37.5080                                 | 0  | *       |
| Donald Hart   | 49.3690                                       | 49.3690                                 | 0  | *       |
| Richard Lentini   | .3510   | .3510                                   | 0  | *       |
| Michael Silva   | 573.4140                                      | 573.4140                                | 0  | *       |
| Catherine Sanchez   | 189.8070                                      | 189.8070                                | 0  | *       |
| Christopher Call  | .0010   | .0010                                   | 0  | *       |
| Robert A. Saunders  | .0070   | .0070                                   | 0  | *       |
| Charles Nichols   | 900.0000                                      | 484.2240                                | 416  | *       |
| Kevin L. Sawyer   | 138.3440                                      | 138.3440                                | 0  | *       |
| John C. Blessing  | 168.6430                                      | 168.6430                                | 0  | *       |
| Christopher James   | .0150   | .0150                                   | 0  | *       |
| Cyrus Hosmer III  | 1333.8730                                     | 1333.8730                               | 0  | *       |
| Robert Kalaw  | 156.2510                                      | 156.2510                                | 0  | *       |
| Charles A. Dionne, Jr   | .0010   | .0010                                   | 0  | *       |
| Barry L. Bradley  | 3.9170  | 3.9170                                  | 0  | *       |
| David G. Menhart  | 876.3190                                      | 876.3190                                | 0  | *       |
| Stanley Lukasik   | 640.7420                                      | 640.7420                                | 0  | *       |
| Thanh C. Pham   | 134.0000                                      | .1570                                   | 133  | *       |
| Gregory Lee II  | .0330   | .0330                                   | 0  | *       |
| Kevin Dorsey  | 574.7650                                      | 574.7650                                | 0  | *       |
| Donald J. Glass   | 975.6300                                      | 975.6300                                | 0  | *       |
| Amy B. Cox  | 488.6960                                      | 488.6960                                | 0  | *       |
| Julie L. Reimer   | 1552.2570                                     | 1552.2570                               | 0  | *       |
| Anthony Davidson  | 48.5120                                       | 48.5120                                 | 0  | *       |
| Robert P. Stabell   | 172.8600                                      | 172.8600                                | 0  | *       |
| Roger Morse   | 39.8400                                       | 39.8400                                 | 0  | *       |
| Michael Sette   | 198.0670                                      | 198.0670                                | 0  | *       |
| Edwin Vega  | .1460   | .1460                                   | 0  | *       |
| Renee Schiek  | 337.1830                                      | 337.1830                                | 0  | *       |
| Tammy L. Coryea   | 72.2230                                       | 72.2230                                 | 0  | *       |
| David Harris  | .0010   | .0010                                   | 0  | *       |
| Michael Chateau   | 37.6560                                       | 37.6560                                 | 0  | *       |
| Sean Barber   | 32.8310                                       | 32.8310                                 | 0  | *       |
| Brian Harrigan  | .0100   | .0100                                   | 0  | *       |
| Teresa A. Wethington  | .0530   | .0530                                   | 0  | *       |
| Francis Garrow III  | 45.0040                                       | 45.0040                                 | 0  | *       |
| Susan L. Davison  | 99.7670                                       | 99.7670                                 | 0  | *       |
| George S. Brownell  | 495.5240                                      | 495.5240                                | 0  | *       |
| Douglas C. Cavallo  | 544.9960                                      | 544.9960                                | 0  | *       |
| Louis Hunter  | 57.1220                                       | 57.1220                                 | 0  | *       |
| Bruce W. Shute  | 2896.0000                                     | 2393.5850                               | 503  | *       |
| Yefim Blinderman  | 560.0810                                      | 560.0810                                | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Gary M. Rock  | 66.5820                                    | 66.5820                                 | 0  | *       |
| William J. Tillinghast  | 1298.4380                                  | 1298.4380                               | 0  | *       |
| Melanie Draper  | 110.1560                                   | 110.1560                                | 0  | *       |
| Richard Neyer   | 43.9230                                    | 43.9230                                 | 0  | *       |
| David Kinter  | 43.5120                                    | 43.5120                                 | 0  | *       |
| Robert E. Galbraith   | .0680                                      | .0680                                   | 0  | *       |
| Frank V. Damico   | .0010                                      | .0010                                   | 0  | *       |
| Thomas P. Gurecki   | 88.0890                                    | 88.0890                                 | 0  | *       |
| Donald W. Gangemella  | 3.9450                                     | 3.9450                                  | 0  | *       |
| Carol Andre   | 44.3850                                    | 44.3850                                 | 0  | *       |
| Bonnie Sponable   | 15.4010                                    | 15.4010                                 | 0  | *       |
| William Tedford   | .0260                                      | .0260                                   | 0  | *       |
| Lisa M. Imhoff  | 97.8970                                    | 97.8970                                 | 0  | *       |
| David McDonald  | 48.3710                                    | 48.3710                                 | 0  | *       |
| Rochon Johnson  | 24.0940                                    | 24.0940                                 | 0  | *       |
| Darin S. Grzenda  | 995.1090                                   | 995.1090                                | 0  | *       |
| James Pontious, Jr.   | .2910                                      | .2910                                   | 0  | *       |
| Keith H. Ashline  | .0700                                      | .0700                                   | 0  | *       |
| Jason M. Lavalley   | 91.2900                                    | 91.2900                                 | 0  | *       |
| Shawn Simonds   | 794.0000                                   | 594.1740                                | 200  | *       |
| David H. Offen  | 3017.0000                                  | 1508.8450                               | 1508   | *       |
| Robert Baker  | 26.1120                                    | 26.1120                                 | 0  | *       |
| Christopher Curry   | .0260                                      | .0260                                   | 0  | *       |
| Edmond J. Hart, III   | 70.4390                                    | 70.4390                                 | 0  | *       |
| Keith Tacy  | 33.1470                                    | 33.1470                                 | 0  | *       |
| Allan D. Stoner   | .0300                                      | .0300                                   | 0  | *       |
| Brian L. Wilson   | 47.3510                                    | 47.3510                                 | 0  | *       |
| David Costin  | 42.1410                                    | 42.1410                                 | 0  | *       |
| Jayson Gowett   | 34.7500                                    | 34.7500                                 | 0  | *       |
| Jamshaid Ullah  | 697.1500                                   | 697.1500                                | 0  | *       |
| Lee R. Charity  | 2465.0580                                  | 2465.0580                               | 0  | *       |
| Leo Sushan  | 816.3980                                   | 816.3980                                | 0  | *       |
| Harry J. Kelly  | 2103.2220                                  | 2103.2220                               | 0  | *       |
| Jeffrey Chateau   | .0260                                      | .0260                                   | 0  | *       |
| Rene J. Burdo   | 202.7690                                   | 202.7690                                | 0  | *       |
| Simon English   | 15.3860                                    | 15.3860                                 | 0  | *       |
| Chris Gowette   | 35.4490                                    | 35.4490                                 | 0  | *       |
| Joseph S. Hall  | 235.6340                                   | 235.6340                                | 0  | *       |
| Chantel Malpass   | 54.0070                                    | 54.0070                                 | 0  | *       |
| Mike Reyell   | 47.9980                                    | 47.9980                                 | 0  | *       |
| Robert Fountain, Jr.  | 40.4930                                    | 40.4930                                 | 0  | *       |
| David J. Calabrese  | 685.0000                                   | 342.8580                                | 342  | *       |
| John Gruber   | 14.1220                                    | 14.1220                                 | 0  | *       |
| Benjamin J. Smith   | 205.4770                                   | 205.4770                                | 0  | *       |
| Alexsander Demin  | 11.7670                                    | 11.7670                                 | 0  | *       |
| William D. Winton   | .4590                                      | .4590                                   | 0  | *       |
| John Payant   | 52.6390                                    | 52.6390                                 | 0  | *       |
| Michael V. Kazakis  | 2183.4240                                  | 2183.4240                               | 0  | *       |
| Timothy Thompson  | 36.0000                                    | 36.0000                                 | 0  | *       |
| Nathen Colvin   | .0220                                      | .0220                                   | 0  | *       |
| Eldon Eady  | 2292.1770                                  | 2292.1770                               | 0  | *       |
| William G. Larock   | 162.1930                                   | 162.1930                                | 0  | *       |
| Wayne G. Modeste  | 176.8950                                   | 176.8950                                | 0  | *       |
| John J. Novotny, Sr.  | 401.4560                                   | 401.4560                                | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Mark B. Crossman, Jr.   | 399.5910                                   | 399.5910                                | 0  | *       |
| James McConnell, Jr.  | 43.4480                                    | 43.4480                                 | 0  | *       |
| Vincent R. Ryman  | 656.4680                                   | 656.4680                                | 0  | *       |
| Babatunde Ayanda  | .1200                                      | .1200                                   | 0  | *       |
| Marilyn G. Desmond  | .1830                                      | .1830                                   | 0  | *       |
| David Raley   | 606.9750                                   | 606.9750                                | 0  | *       |
| Mei Chern   | .0620                                      | .0620                                   | 0  | *       |
| Barbara E. Harrigan   | 132.0000                                   | .0940                                   | 132  | *       |
| David Murray  | .2370                                      | .2370                                   | 0  | *       |
| Frank Rodriguez   | 281.5990                                   | 281.5990                                | 0  | *       |
| Probir K. Basu  | 755.5550                                   | 755.5550                                | 0  | *       |
| Christopher Parent  | 19.6530                                    | 19.6530                                 | 0  | *       |
| Stephen Livsey  | 66.4930                                    | 66.4930                                 | 0  | *       |
| Harold J. Coolidge, Jr.   | 31.9660                                    | 31.9660                                 | 0  | *       |
| David L. Gregg, Sr.   | .0010                                      | .0010                                   | 0  | *       |
| David Prior   | 55.2120                                    | 55.2120                                 | 0  | *       |
| Patrick J. Bedard   | .0080                                      | .0080                                   | 0  | *       |
| Earl Lemery   | 41.1090                                    | 41.1090                                 | 0  | *       |
| Ralph A. Coon Jr.   | .2420                                      | .2420                                   | 0  | *       |
| Stanley Fredette  | 66.0000                                    | 57.5020                                 | 8  | *       |
| David Mulhall   | 303.7710                                   | 303.7710                                | 0  | *       |
| Kevin Garrow  | .0360                                      | .0360                                   | 0  | *       |
| John W. Cook  | 1330.8160                                  | 1330.8160                               | 0  | *       |
| Joseph F. Formolo   | 4707.0000                                  | 2217.2110                               | 2490   | *       |
| Robert Blakemore  | 245.2710                                   | 245.2710                                | 0  | *       |
| William T. Molloy   | .1840                                      | .1840                                   | 0  | *       |
| Joan Wells  | 137.1560                                   | 137.1560                                | 0  | *       |
| Lewis A. Sorrese  | 7266.0000                                  | 2266.2950                               | 5000   | *       |
| Gary St. John   | 444.9960                                   | 444.9960                                | 0  | *       |
| John Sweeney  | 568.2180                                   | 568.2180                                | 0  | *       |
| Chandresh Patel   | 169.3740                                   | 169.3740                                | 0  | *       |
| Steve T. Kimling  | 1127.6730                                  | 1127.6730                               | 0  | *       |
| Timothy L. Holmes   | 115.3290                                   | 115.3290                                | 0  | *       |
| Lahouari Benslimane   | 95.2620                                    | 95.2620                                 | 0  | *       |
| Rodney Jackson  | 179.9900                                   | 179.9900                                | 0  | *       |
| Marian Monte  | 635.1130                                   | 635.1130                                | 0  | *       |
| Jay Dotter  | 673.6240                                   | 673.6240                                | 0  | *       |
| Marcia Lisitski   | 24.7050                                    | 24.7050                                 | 0  | *       |
| Terrence E. Taylor  | 274.4520                                   | 274.4520                                | 0  | *       |
| Ada M. Santiago   | 475.1130                                   | 475.1130                                | 0  | *       |
| David R. Schatz   | 499.7450                                   | 499.7450                                | 0  | *       |
| Al McNeil   | 203.8050                                   | 203.8050                                | 0  | *       |
| Zoltan Kovacs   | 2407.0000                                  | 1783.4640                               | 624  | *       |
| Guy Atkins  | 453.2080                                   | 453.2080                                | 0  | *       |
| Erwin Villanueva  | 432.5970                                   | 432.5970                                | 0  | *       |
| Ronald Riegler  | 1029.0560                                  | 1029.0560                               | 0  | *       |
| Stewart W. Schickel   | .0010                                      | .0010                                   | 0  | *       |
| Jesus M. Escobar  | 279.6350                                   | 279.6350                                | 0  | *       |
| Kristina McCracken  | .0360                                      | .0360                                   | 0  | *       |
| Paul M. Peterkin  | 90.4770                                    | 90.4770                                 | 0  | *       |
| Robert F. Baldwin   | 1693.7140                                  | 1693.7140                               | 0  | *       |
| Richard M. Hisker   | 2254.6460                                  | 2254.6460                               | 0  | *       |
| Thomas J. DeMoise   | 1861.6530                                  | 1861.6530                               | 0  | *       |
| Paul E. Troy  | .0670                                      | .0670                                   | 0  | *       |
| Joseph Bungo  | 281.3970                                   | 281.3970                                | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Roxann Davis  | 3.0950                                     | 3.0950                                  | 0  | *       |
| Norma Wier  | 174.0000                                   | 146.8210                                | 27   | *       |
| Apolinario I. Balot Jr.   | 617.2880                                   | 617.2880                                | 0  | *       |
| Edward J. Hartnett  | 1404.8660                                  | 1404.8660                               | 0  | *       |
| James A. Wood   | 1928.5460                                  | 1928.5460                               | 0  | *       |
| John G. Zoller  | 1264.9840                                  | 1264.9840                               | 0  | *       |
| Ronald Newell   | 576.0530                                   | 576.0530                                | 0  | *       |
| Sheryn Bachowski  | 220.9780                                   | 220.9780                                | 0  | *       |
| Donald M. Linhart   | 1652.8770                                  | 1652.8770                               | 0  | *       |
| Gerard Yorko  | 1527.0000                                  | 1420.6150                               | 107  | *       |
| Carolina Ching  | 78.8350                                    | 78.8350                                 | 0  | *       |
| Steven C. Rumsey  | 2134.0000                                  | 2034.3200                               | 100  | *       |
| Mervin W. Yates   | .0010                                      | .0010                                   | 0  | *       |
| Robert Gingerich  | 303.1660                                   | 303.1660                                | 0  | *       |
| Todd R. Shingleton  | 1482.7930                                  | 1482.7930                               | 0  | *       |
| Kenneth R. Rovesti  | 1106.3540                                  | 1106.3540                               | 0  | *       |
| Raymond A. Dunn   | 232.7580                                   | 232.7580                                | 0  | *       |
| C. Edward Furguson  | 2038.0560                                  | 2038.0560                               | 0  | *       |
| Ronad Hebben  | 477.5310                                   | 477.5310                                | 0  | *       |
| Bernard P. Charleson  | 1513.7080                                  | 1513.7080                               | 0  | *       |
| Aaron T. Kozar  | .0190                                      | .0190                                   | 0  | *       |
| Christopher Bentz   | 191.7380                                   | 191.7380                                | 0  | *       |
| Roger V. Lewis  | 1211.0000                                  | .0510                                   | 1211   | *       |
| Patricia Schaffer   | 44.0000                                    | .9730                                   | 43   | *       |
| Glenn A. Thomas   | 1522.7170                                  | 1522.7170                               | 0  | *       |
| Janet A. Korch  | 1008.0000                                  | 908.2770                                | 100  | *       |
| George P. Braem   | 1367.1240                                  | 1367.1240                               | 0  | *       |
| Diane Hopkins   | 311.0640                                   | 311.0640                                | 0  | *       |
| Jeffrey Brunson   | 295.9810                                   | 295.9810                                | 0  | *       |
| Barry Humphries   | 335.0000                                   | 271.5380                                | 63   | *       |
| Blake Caldwell  | 943.0000                                   | 871.9350                                | 71   | *       |
| Raymond Cwik  | 513.2960                                   | 513.2960                                | 0  | *       |
| Terry L. Smedley  | 1571.7260                                  | 1571.7260                               | 0  | *       |
| James R. Turner   | 1000.0000                                  | .0640                                   | 1000   | *       |
| Michael H. Thompson   | 1171.0000                                  | .0020                                   | 1171   | *       |
| Kenneth Daniels   | 228.5760                                   | 228.5760                                | 0  | *       |
| Thomas McCabe   | 1536.8300                                  | 1536.8300                               | 0  | *       |
| Kimberly Kanik  | 50.3530                                    | 50.3530                                 | 0  | *       |
| Donald L. Flickinger  | 1512.1230                                  | 1512.1230                               | 0  | *       |
| Dennis R. Slusser   | 1399.2300                                  | 1399.2300                               | 0  | *       |
| Patricia A. Pagnanelli  | 1293.0000                                  | 1068.6010                               | 224  | *       |
| Michael L. Zenert   | 387.0310                                   | 387.0310                                | 0  | *       |
| Andrew W. Finney  | 1205.5010                                  | 1205.5010                               | 0  | *       |
| Scott Oulton  | 314.8170                                   | 314.8170                                | 0  | *       |
| John M. Blume   | .9080                                      | .9080                                   | 0  | *       |
| Ulles L. Fox  | 213.6790                                   | 213.6790                                | 0  | *       |
| Archie Atkinson   | .0100                                      | .0100                                   | 0  | *       |
| Kenneth Varoli  | 183.5450                                   | 183.5450                                | 0  | *       |
| John F. Pfaff   | 1173.5500                                  | 1173.5500                               | 0  | *       |
| Patricia Karczewski   | .0010                                      | .0010                                   | 0  | *       |
| Karla A. Mitchell   | 996.8270                                   | 996.8270                                | 0  | *       |
| John W. Folkmire  | .0020                                      | .0020                                   | 0  | *       |
| Robert M. Mehr  | 887.0890                                   | 887.0890                                | 0  | *       |
| Raymond Ellison   | 63.0000                                    | .0540                                   | 63   | *       |
| Pamela M. Heddinger   | 1536.6330                                  | 1536.6330                               | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Mike Ho Kwon Wong   | 2177.0000                                  | 1561.4500                               | 616  | *       |
| Samuel J. Bacco   | 1616.0000                                  | 1534.0440                               | 82   | *       |
| Phyllis M. Sabol  | 1302.2740                                  | 1302.2740                               | 0  | *       |
| Thomas L. Strawins Jr.  | 65.0000                                    | .0790                                   | 65   | *       |
| Gary Bailey   | 1402.1090                                  | 1402.1090                               | 0  | *       |
| James T. Bruney   | .0530                                      | .0530                                   | 0  | *       |
| Jay E. Best   | 1854.0000                                  | 1774.0130                               | 80   | *       |
| John W. Anderson  | 2363.0710                                  | 2363.0710                               | 0  | *       |
| Clarence H. Stead   | 1572.6910                                  | 1572.6910                               | 0  | *       |
| Paul Bender   | 401.0010                                   | 401.0010                                | 0  | *       |
| George Drahusz, Jr.   | 1665.0270                                  | 1665.0270                               | 0  | *       |
| Ernest T. Petrulak  | 1742.9510                                  | 1742.9510                               | 0  | *       |
| James L. Pajan  | 2072.0000                                  | 1572.4880                               | 500  | *       |
| Blais Mascitelli  | .1170                                      | .1170                                   | 0  | *       |
| Kenneth Smajda  | 431.0550                                   | 431.0550                                | 0  | *       |
| John A. Vikara  | 7746.0000                                  | 1245.7460                               | 6500   | *       |
| Robert J. Berklich  | 3768.0000                                  | 1767.9740                               | 2000   | *       |
| Timothy D. Powers   | 769.7440                                   | 769.7440                                | 0  | *       |
| James M. Ferguson   | 1645.3020                                  | 1645.3020                               | 0  | *       |
| Keith Hamilton  | 286.3450                                   | 286.3450                                | 0  | *       |
| James M. Zemyan   | 2554.0000                                  | 2055.3220                               | 499  | *       |
| John M. Marszalek   | 561.6410                                   | 561.6410                                | 0  | *       |
| Patricia Klipa  | 379.5510                                   | 379.5510                                | 0  | *       |
| David B. Fetch  | 624.7540                                   | 624.7540                                | 0  | *       |
| Ronald J. Marquez   | .0450                                      | .0450                                   | 0  | *       |
| Brian L. Cunkelman  | 1.0150                                     | 1.0150                                  | 0  | *       |
| John A. Novotny   | 1910.1810                                  | 1910.1810                               | 0  | *       |
| Sally L. Davis  | 187.6180                                   | 187.6180                                | 0  | *       |
| Ronald J. Shaffer   | .0010                                      | .0010                                   | 0  | *       |
| John A. Manzella  | 1661.3680                                  | 1661.3680                               | 0  | *       |
| Richard C. Barras   | .0010                                      | .0010                                   | 0  | *       |
| John B. Carroll   | 1880.0000                                  | 1716.7220                               | 163  | *       |
| Vincent Ferri   | 2080.5580                                  | 2080.5580                               | 0  | *       |
| P. Richard Bonadio  | 2588.7720                                  | 2588.7720                               | 0  | *       |
| Jason J. Removcic   | 763.1470                                   | 763.1470                                | 0  | *       |
| Bernard R. Krivansky, Jr.   | 1234.0850                                  | 1234.0850                               | 0  | *       |
| Gary J. Falce   | 1000.0000                                  | .0140                                   | 1000   | *       |
| Gary M. Sich  | 1923.8650                                  | 1923.8650                               | 0  | *       |
| Michael E. Romansky   | 1238.3150                                  | 1238.3150                               | 0  | *       |
| Kenneth A. Sekely   | 1386.5980                                  | 1386.5980                               | 0  | *       |
| JoJo Joseph   | 32.9690                                    | 32.9690                                 | 0  | *       |
| John E. Midili  | 2193.4340                                  | 2193.4340                               | 0  | *       |
| Thomas Vayansky   | 522.0230                                   | 522.0230                                | 0  | *       |
| Russell A. Messinger  | 1462.2640                                  | 1462.2640                               | 0  | *       |
| William M. Slater   | 1725.8110                                  | 1725.8110                               | 0  | *       |
| Daniel G. Wagner, Sr.   | 1241.0680                                  | 1241.0680                               | 0  | *       |
| Michael J. Lawrence   | 1178.8820                                  | 1178.8820                               | 0  | *       |
| Daniel Cranston   | 482.5220                                   | 482.5220                                | 0  | *       |
| Michael Veltri  | 540.6180                                   | 540.6180                                | 0  | *       |
| Terry J. Gregory  | 1378.0000                                  | 1278.1810                               | 100  | *       |
| Michael Zitt  | 470.1810                                   | 470.1810                                | 0  | *       |
| Kehi Djouha   | 66.0530                                    | 66.0530                                 | 0  | *       |
| Ronald J. Oglietti  | 1700.0240                                  | 1700.0240                               | 0  | *       |
| William J. Kleppinger, Jr.  | 1073.1470                                  | 1073.1470                               | 0  | *       |
| David Hoover  | 783.5380                                   | 783.5380                                | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Eric Knor   | .6790                                      | .6790                                   | 0  | *       |
| Larry L. Biesuz   | 1501.4640                                  | 1501.4640                               | 0  | *       |
| Randy G. Anderson   | 1323.4110                                  | 1323.4110                               | 0  | *       |
| Paul J. Kettle Jr.  | 940.5270                                   | 940.5270                                | 0  | *       |
| Ronald Woltz  | 954.8070                                   | 954.8070                                | 0  | *       |
| William A. Zeravica   | 1519.0820                                  | 1519.0820                               | 0  | *       |
| Steven D. Balogh  | 1587.1450                                  | 1587.1450                               | 0  | *       |
| Kevin J. Anderson   | 1375.7820                                  | 1375.7820                               | 0  | *       |
| Ernest J. Campbell  | 1869.8260                                  | 1869.8260                               | 0  | *       |
| Yvonne Merdian  | .0010                                      | .0010                                   | 0  | *       |
| William G. Greenaway  | 1932.2760                                  | 1932.2760                               | 0  | *       |
| Lewis C. McNicol  | 1702.2890                                  | 1702.2890                               | 0  | *       |
| Xuan Van Truong   | 1292.9900                                  | 1292.9900                               | 0  | *       |
| Nanette A. Di Piazza  | 644.0000                                   | 576.5030                                | 67   | *       |
| Jennifer Cunkelman  | 395.4140                                   | 395.4140                                | 0  | *       |
| Philip J. Marino  | 1162.4340                                  | 1162.4340                               | 0  | *       |
| Mike Wei Li   | 857.1380                                   | 857.1380                                | 0  | *       |
| Anna Mae Filkosky   | 100.0000                                   | .0110                                   | 100  | *       |
| Ronald Abel   | 1424.7530                                  | 1424.7530                               | 0  | *       |
| Nicholas C. Hunter  | 1123.2570                                  | 1123.2570                               | 0  | *       |
| Chas Kucera   | 589.0000                                   | 389.1150                                | 200  | *       |
| Robert Conlogue   | 115.0130                                   | 115.0130                                | 0  | *       |
| Norman L. Boyer   | .0470                                      | .0470                                   | 0  | *       |
| Richard L. Swalm  | 966.3210                                   | 966.3210                                | 0  | *       |
| Daniel Kline  | 368.6010                                   | 368.6010                                | 0  | *       |
| Karen L. Waddell  | 628.1480                                   | 628.1480                                | 0  | *       |
| Cheryl Musselman  | 303.8630                                   | 303.8630                                | 0  | *       |
| Connie M. Wearstler   | 333.5330                                   | 333.5330                                | 0  | *       |
| Carol A. Lentz  | 1062.0000                                  | 987.1860                                | 75   | *       |
| Robert N. Scharpf   | 1595.0100                                  | 1595.0100                               | 0  | *       |
| Edward Chesla   | 1372.8900                                  | 1372.8900                               | 0  | *       |
| Matthew P. Owens  | 2100.0000                                  | 1568.4330                               | 532  | *       |
| Wayne Scott   | .0040                                      | .0040                                   | 0  | *       |
| Edward Scurci   | 1886.0000                                  | 1843.5600                               | 42   | *       |
| Tammy Shulenski   | 310.4680                                   | 310.4680                                | 0  | *       |
| Wayne P. Cymbor   | 1858.0000                                  | 1758.3750                               | 100  | *       |
| John D. Ruccio  | 1347.3690                                  | 1347.3690                               | 0  | *       |
| Fred Steiner  | 1342.0000                                  | 1270.1550                               | 72   | *       |
| Randal Wagner   | .0150                                      | .0150                                   | 0  | *       |
| Vincent F. Troiani  | 523.5680                                   | 523.5680                                | 0  | *       |
| James Carfango, Jr.   | 566.5400                                   | 566.5400                                | 0  | *       |
| David C. Rogers   | 1439.5360                                  | 1439.5360                               | 0  | *       |
| Darlene Duvall  | 278.1010                                   | 278.1010                                | 0  | *       |
| Jerome P. McCann  | 1765.2690                                  | 1765.2690                               | 0  | *       |
| Gregory L. Johnston   | 1400.4330                                  | 1400.4330                               | 0  | *       |
| Frank J. Jerina   | .0300                                      | .0300                                   | 0  | *       |
| Larren A. Burgess, Jr.  | 1690.0000                                  | 1549.1190                               | 141  | *       |
| Paul E. Jamieson  | 1709.3810                                  | 1709.3810                               | 0  | *       |
| Eric Baker  | .0010                                      | .0010                                   | 0  | *       |
| Jeffrey B. Skweres  | 1095.7990                                  | 1095.7990                               | 0  | *       |
| Donald A. Mack  | .0150                                      | .0150                                   | 0  | *       |
| Diane C. Kowalski   | 1093.8770                                  | 1093.8770                               | 0  | *       |
| Kae Rivera  | 771.8350                                   | 771.8350                                | 0  | *       |
| Charles E. Alleman  | 1653.3670                                  | 1653.3670                               | 0  | *       |
| Bruce G. Thomas   | 1802.1930                                  | 1802.1930                               | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Martin McMahon  | .0250                                      | .0250                                   | 0  | *       |
| Delbert W. Bell   | 2006.7130                                  | 2006.7130                               | 0  | *       |
| Steven Singleton  | 763.5670                                   | 763.5670                                | 0  | *       |
| Keith Miller  | 94.6150                                    | 94.6150                                 | 0  | *       |
| Darren Beatty   | 989.0000                                   | 643.2480                                | 346  | *       |
| John P. Condrasky   | 1814.2570                                  | 1814.2570                               | 0  | *       |
| Matthew P. Jarusinski   | 724.4990                                   | 724.4990                                | 0  | *       |
| Ettore A. Acalotto  | 1250.6710                                  | 1250.6710                               | 0  | *       |
| Joseph C. Kahr  | 2386.4790                                  | 2386.4790                               | 0  | *       |
| Ronald J. Shaffer   | 731.4310                                   | 731.4310                                | 0  | *       |
| Michael S. Plechey  | 910.2740                                   | 910.2740                                | 0  | *       |
| Mary Mattis   | 104.4980                                   | 104.4980                                | 0  | *       |
| Sandra Beckinger  | 315.0400                                   | 315.0400                                | 0  | *       |
| Jeffrey Glasgow   | 63.1750                                    | 63.1750                                 | 0  | *       |
| Luis Godard   | .1010                                      | .1010                                   | 0  | *       |
| Patsy L. Lombardo   | 1055.1320                                  | 1055.1320                               | 0  | *       |
| Keith N. Nippes   | 5192.0000                                  | 2191.7700                               | 3000   | *       |
| Matthew D. Mitsch   | 756.2680                                   | 756.2680                                | 0  | *       |
| Frederick Grejda  | 8983.0000                                  | 3207.1200                               | 5776   | *       |
| Richard Klemanski   | 754.4730                                   | 754.4730                                | 0  | *       |
| Donald J. Wagner  | 1490.0000                                  | 1261.9020                               | 228  | *       |
| Bradley Ferrell   | 201.1130                                   | 201.1130                                | 0  | *       |
| Christopher D. Kovalsky   | 149.2740                                   | 149.2740                                | 0  | *       |
| Victor Moyer  | 319.8080                                   | 319.8080                                | 0  | *       |
| Howard D. Huss  | 1842.6260                                  | 1842.6260                               | 0  | *       |
| Waring W. John  | 522.0800                                   | 522.0800                                | 0  | *       |
| Billie Jo Zorich  | 444.9660                                   | 444.9660                                | 0  | *       |
| John F. Campbell  | 1326.7310                                  | 1326.7310                               | 0  | *       |
| Michael F. Griffin  | 2369.0670                                  | 2369.0670                               | 0  | *       |
| Lawrence J. Andrews   | 1007.7080                                  | 1007.7080                               | 0  | *       |
| Ronald M. Markos  | 1357.0000                                  | 1345.5520                               | 11   | *       |
| George J. Belchick Jr.  | 1619.8210                                  | 1619.8210                               | 0  | *       |
| Raymond P. Catone   | 1539.9330                                  | 1539.9330                               | 0  | *       |
| Barry L. Pennypacker  | 12.7420                                    | 12.7420                                 | 0  | *       |
| John B. Sotak   | 7.0000                                     | .0060                                   | 7  | *       |
| Bridgette Y. Elliott  | 151.4960                                   | 151.4960                                | 0  | *       |
| Carla Kaib  | 317.9580                                   | 317.9580                                | 0  | *       |
| Joseph N. Conti Jr.   | 88.1740                                    | 88.1740                                 | 0  | *       |
| William Turk  | 42.3520                                    | 42.3520                                 | 0  | *       |
| Frederick Panebianco  | .0370                                      | .0370                                   | 0  | *       |
| Donald J. Williams  | 1291.0770                                  | 1291.0770                               | 0  | *       |
| James A. Pack   | 1432.0500                                  | 1432.0500                               | 0  | *       |
| David Bardo   | 1332.7280                                  | 1332.7280                               | 0  | *       |
| Richard J. Mazur  | 2009.5040                                  | 2009.5040                               | 0  | *       |
| Walter E. Goettel   | 1519.6890                                  | 1519.6890                               | 0  | *       |
| David J. Pcsolar  | .0010                                      | .0010                                   | 0  | *       |
| Audrey Lyons  | 164.5070                                   | 164.5070                                | 0  | *       |
| Frank J. Huchrowski   | 697.7430                                   | 697.7430                                | 0  | *       |
| Joseph G. Sisko   | 1699.0000                                  | 1568.4060                               | 131  | *       |
| Mark S. Krampitz  | 1799.9640                                  | 1799.9640                               | 0  | *       |
| Milana C. Drakulic  | 235.7760                                   | 235.7760                                | 0  | *       |
| Joseph F. McLay   | .2150                                      | .2150                                   | 0  | *       |
| Russell D. Wilson   | 1327.9620                                  | 1327.9620                               | 0  | *       |
| Michael R. Minyon   | 1414.8210                                  | 1414.8210                               | 0  | *       |
| Thomas S. Kohser  | 1375.0000                                  | 1244.3170                               | 131  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Francisca DeLeon  | .1290                                      | .1290                                   | 0  | *       |
| Somphone Chanthavong  | 253.2320                                   | 253.2320                                | 0  | *       |
| Joseph M. Earp  | 162.9690                                   | 162.9690                                | 0  | *       |
| Nguyet Nguyen   | 236.7000                                   | 236.7000                                | 0  | *       |
| Carl Haas   | 472.6910                                   | 472.6910                                | 0  | *       |
| Peter M. Pakenas  | 813.7950                                   | 813.7950                                | 0  | *       |
| Keooudone Khamphouy   | .0030                                      | .0030                                   | 0  | *       |
| Thi Nguyen  | .1320                                      | .1320                                   | 0  | *       |
| Thanh-Tuyen Nguyen  | 164.4480                                   | 164.4480                                | 0  | *       |
| Christine Umberger  | 52.1700                                    | 52.1700                                 | 0  | *       |
| Vouchky Hok   | .1240                                      | .1240                                   | 0  | *       |
| Soutsakho Khamphouy   | 66.0230                                    | 66.0230                                 | 0  | *       |
| Witold Roman  | 112.5420                                   | 112.5420                                | 0  | *       |
| Francis Valentin  | 461.7570                                   | 461.7570                                | 0  | *       |
| Richard Warren  | 412.1040                                   | 412.1040                                | 0  | *       |
| John Paciotti   | 637.0000                                   | 623.1530                                | 14   | *       |
| Pradip N. Purohit   | 78.9060                                    | 78.9060                                 | 0  | *       |
| Thinh Vo  | 70.2360                                    | 70.2360                                 | 0  | *       |
| Giang H. La   | 74.6380                                    | 74.6380                                 | 0  | *       |
| Stephan Aker  | .0520                                      | .0520                                   | 0  | *       |
| Michelle Angulo   | 78.2190                                    | 78.2190                                 | 0  | *       |
| Laura McElroy   | 103.2660                                   | 103.2660                                | 0  | *       |
| Aleksey Solntsev  | 281.4540                                   | 281.4540                                | 0  | *       |
| Nghiep Huu Tran   | 234.5180                                   | 234.5180                                | 0  | *       |
| Charles Wolf  | 758.2950                                   | 758.2950                                | 0  | *       |
| Lori L. Hernandez   | .0320                                      | .0320                                   | 0  | *       |
| Sathiet Sieu  | 265.0380                                   | 265.0380                                | 0  | *       |
| Diep N. Truonk  | 28.7400                                    | 28.7400                                 | 0  | *       |
| Michael O'Hare  | 180.5310                                   | 180.5310                                | 0  | *       |
| James C. Johnson  | .0030                                      | .0030                                   | 0  | *       |
| Martin Lieu   | 344.2980                                   | 344.2980                                | 0  | *       |
| Balick Gevorgian  | 193.8100                                   | 193.8100                                | 0  | *       |
| Charles Smith   | 77.9190                                    | 77.9190                                 | 0  | *       |
| Naum Barg   | 18.3350                                    | 18.3350                                 | 0  | *       |
| Chen Sheng  | 409.2160                                   | 409.2160                                | 0  | *       |
| Van Su  | 189.0710                                   | 189.0710                                | 0  | *       |
| Reuben Wang   | 314.4690                                   | 314.4690                                | 0  | *       |
| Ronald A. Hawkins   | 3.8590                                     | 3.8590                                  | 0  | *       |
| Kim V. Tan  | .0510                                      | .0510                                   | 0  | *       |
| Thomas Queen  | 110.2950                                   | 110.2950                                | 0  | *       |
| Stephen Barr  | 106.1240                                   | 106.1240                                | 0  | *       |
| Rafael Bohorquez  | 202.9780                                   | 202.9780                                | 0  | *       |
| Domingo S. Mallari  | 63.4550                                    | 63.4550                                 | 0  | *       |
| Raquel P. Zapata  | 2.7730                                     | 2.7730                                  | 0  | *       |
| Young Go  | 181.5160                                   | 181.5160                                | 0  | *       |
| Bennie Cole   | 141.1870                                   | 141.1870                                | 0  | *       |
| Wanho Chu   | 110.8470                                   | 110.8470                                | 0  | *       |
| William Bui   | 217.0250                                   | 217.0250                                | 0  | *       |
| Eric Ferguson   | 147.3510                                   | 147.3510                                | 0  | *       |
| Keshad Shrestha   | 3.0330                                     | 3.0330                                  | 0  | *       |
| Arunulfo Nino De Guzman   | 77.2400                                    | 77.2400                                 | 0  | *       |
| Alpa Mehta  | 168.3110                                   | 168.3110                                | 0  | *       |
| Dieutran Nguyen   | 69.2560                                    | 69.2560                                 | 0  | *       |
| Thomas A. Bangura   | .0200                                      | .0200                                   | 0  | *       |
| Paul Beno   | 68.4540                                    | 68.4540                                 | 0  | *       |



| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Nguyet Nguyen   | 310.1010                                   | 310.1010                                | 0  | *       |
| Annie Bui   | 178.8560                                   | 178.8560                                | 0  | *       |
| Kathleen Audra  | 406.2280                                   | 406.2280                                | 0  | *       |
| Yen K. Tran   | 17.5380                                    | 17.5380                                 | 0  | *       |
| Ira Pollack   | 694.2380                                   | 694.2380                                | 0  | *       |
| Brenda Grady  | 266.2870                                   | 266.2870                                | 0  | *       |
| Faith Pippins   | .0010                                      | .0010                                   | 0  | *       |
| Helen Hui   | 196.4710                                   | 196.4710                                | 0  | *       |
| Nader Hamouda   | 84.9270                                    | 84.9270                                 | 0  | *       |
| Tuong Truong  | .1090                                      | .1090                                   | 0  | *       |
| Jing Guan   | 51.5450                                    | 51.5450                                 | 0  | *       |
| Robert Stafford   | 193.8860                                   | 193.8860                                | 0  | *       |
| Soknoy Song   | .0010                                      | .0010                                   | 0  | *       |
| Elvis Lorete  | 105.3820                                   | 105.3820                                | 0  | *       |
| Jeaniffer Mullen  | 210.0000                                   | 191.7730                                | 18   | *       |
| Cynthia Stavely   | 337.4890                                   | 337.4890                                | 0  | *       |
| John Edwards  | 16.8020                                    | 16.8020                                 | 0  | *       |
| Rose Trinh  | 160.3320                                   | 160.3320                                | 0  | *       |
| Tran Luong  | .0200                                      | .0200                                   | 0  | *       |
| Quang Nguyen  | .0860                                      | .0860                                   | 0  | *       |
| Juan Retamozo   | .1360                                      | .1360                                   | 0  | *       |
| Hiep Nguyen   | .0670                                      | .0670                                   | 0  | *       |
| Quan Truong   | 326.2220                                   | 326.2220                                | 0  | *       |
| Ray Wilfong   | 317.7050                                   | 317.7050                                | 0  | *       |
| Mary Adam   | .0280                                      | .0280                                   | 0  | *       |
| Brian Thomas  | .2790                                      | .2790                                   | 0  | *       |
| Victoria Hutson   | 87.9760                                    | 87.9760                                 | 0  | *       |
| Hoa Ha  | 157.0130                                   | 157.0130                                | 0  | *       |
| Gary Egerton  | 712.3460                                   | 712.3460                                | 0  | *       |
| Shirley Renn  | 70.0330                                    | 70.0330                                 | 0  | *       |
| Phillip Jakobsberg  | 589.9480                                   | 589.9480                                | 0  | *       |
| Ixpata Maria  | 76.4180                                    | 76.4180                                 | 0  | *       |
| James Jackson, Jr.  | 484.6010                                   | 484.6010                                | 0  | *       |
| John Hood   | 298.0680                                   | 298.0680                                | 0  | *       |
| Jeannine Dillard  | 356.9190                                   | 356.9190                                | 0  | *       |
| Clive Wright  | 818.1800                                   | 818.1800                                | 0  | *       |
| Kangyul Lee   | 370.0000                                   | 159.2940                                | 211  | *       |
| Agustin Kakkanattu  | 138.9930                                   | 138.9930                                | 0  | *       |
| Montgomery Moltz, Jr.   | 306.0000                                   | 219.5890                                | 86   | *       |
| Emely Orteza  | 90.6470                                    | 90.6470                                 | 0  | *       |
| Chantara Kem  | .1810                                      | .1810                                   | 0  | *       |
| Obaidullah Hamidi   | 73.8730                                    | 73.8730                                 | 0  | *       |
| Thanh Nguyen  | 87.7430                                    | 87.7430                                 | 0  | *       |
| Brian McGahey   | 182.8180                                   | 182.8180                                | 0  | *       |
| Phiyen Nguyen   | 217.2520                                   | 217.2520                                | 0  | *       |
| John Joyce  | .3840                                      | .3840                                   | 0  | *       |
| Kevin Nguyen  | 78.9160                                    | 78.9160                                 | 0  | *       |
| Assefaw Haile   | 182.2830                                   | 182.2830                                | 0  | *       |
| Mark Uehling  | 992.2170                                   | 992.2170                                | 0  | *       |
| Ok Lee  | 168.4920                                   | 168.4920                                | 0  | *       |
| Mai Truong  | 200.2820                                   | 200.2820                                | 0  | *       |
| Narinder Kaur   | 172.2960                                   | 172.2960                                | 0  | *       |
| John Barber   | 7.5850                                     | 7.5850                                  | 0  | *       |
| James McClaine  | 1592.2030                                  | 1592.2030                               | 0  | *       |
| Mark Spurrier   | 29.8450                                    | 29.8450                                 | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Phuong Truong   | 113.0000                                   | .1190                                   | 113  | *       |
| Hoa Van   | 91.3920                                    | 91.3920                                 | 0  | *       |
| Roberto Delapaz   | 17.3470                                    | 17.3470                                 | 0  | *       |
| Anna Pham   | 67.2630                                    | 67.2630                                 | 0  | *       |
| Thaddeus Williams   | 177.2480                                   | 177.2480                                | 0  | *       |
| Thanh Tang  | 296.2080                                   | 296.2080                                | 0  | *       |
| Sang Van  | 67.5300                                    | 67.5300                                 | 0  | *       |
| Jorge De Vera   | 218.6850                                   | 218.6850                                | 0  | *       |
| Larry Rickerson   | .0400                                      | .0400                                   | 0  | *       |
| Susan Hermanson   | 625.4960                                   | 625.4960                                | 0  | *       |
| Phong Hong  | .2330                                      | .2330                                   | 0  | *       |
| Elda Mikhaylov  | 288.5930                                   | 288.5930                                | 0  | *       |
| Imogene Stroupe   | 244.2030                                   | 244.2030                                | 0  | *       |
| Karl K. Dalka   | 127.6800                                   | 127.6800                                | 0  | *       |
| Robert L. Buchanan  | .0320                                      | .0320                                   | 0  | *       |
| Manuel Nalda  | 144.6410                                   | 144.6410                                | 0  | *       |
| Oanh Kan  | 235.0010                                   | 235.0010                                | 0  | *       |
| Cuong Ly  | 65.2750                                    | 65.2750                                 | 0  | *       |
| Robert Kull   | 1142.1230                                  | 1142.1230                               | 0  | *       |
| San Thanhly   | 204.7520                                   | 204.7520                                | 0  | *       |
| David Thomas  | .0010                                      | .0010                                   | 0  | *       |
| Anh Lam   | 221.3010                                   | 221.3010                                | 0  | *       |
| Ted Kirk  | 57.5270                                    | 57.5270                                 | 0  | *       |
| Ricki Gross   | 121.2540                                   | 121.2540                                | 0  | *       |
| Angel Bezos   | 16000.0000                                 | .2320                                   | 16000  | *       |
| Keith Anderson  | .0270                                      | .0270                                   | 0  | *       |
| Jamie C. Johns  | .0400                                      | .0400                                   | 0  | *       |
| John Nicholas   | 630.0000                                   | 529.6950                                | 100  | *       |
| Barry Noel  | 769.2730                                   | 769.2730                                | 0  | *       |
| Larry G. Looney, Jr.  | 155.0000                                   | 65.0500                                 | 90   | *       |
| Velma Bishop  | 233.9770                                   | 233.9770                                | 0  | *       |
| Everett G. Ring   | 945.0000                                   | 901.0740                                | 44   | *       |
| Frances Brown   | 65.4280                                    | 65.4280                                 | 0  | *       |
| Matthew E. Nimershiem   | 414.5190                                   | 414.5190                                | 0  | *       |
| Mary O. Rosenburg   | 73.6900                                    | 73.6900                                 | 0  | *       |
| Eddie Men   | 279.2070                                   | 279.2070                                | 0  | *       |
| Prem N. Bansal  | 3954.0000                                  | 717.0410                                | 3237   | *       |
| Lev Y. Mazover  | 20.5690                                    | 20.5690                                 | 0  | *       |
| Mohammad Osman  | 439.4740                                   | 439.4740                                | 0  | *       |
| Darlo Concepcion  | 423.8200                                   | 423.8200                                | 0  | *       |
| Robert Skiffington  | 421.6560                                   | 421.6560                                | 0  | *       |
| Dung Nguyen   | 204.7920                                   | 204.7920                                | 0  | *       |
| Sharon Foster   | .1420                                      | .1420                                   | 0  | *       |
| Nepomuceno M. Lucero  | 584.6790                                   | 584.6790                                | 0  | *       |
| Kenneth Parrish   | 57.3370                                    | 57.3370                                 | 0  | *       |
| Ronald R. Chaney  | 1591.1290                                  | 1591.1290                               | 0  | *       |
| Mark Comer  | 8.5000                                     | 8.5000                                  | 0  | *       |
| Loan To   | .0610                                      | .0610                                   | 0  | *       |
| Molly Khieu   | 95.2310                                    | 95.2310                                 | 0  | *       |
| Frank E. Evans  | 716.9420                                   | 716.9420                                | 0  | *       |
| Robert Snead  | 478.7940                                   | 478.7940                                | 0  | *       |
| Dale E. Simms   | 1395.8320                                  | 1395.8320                               | 0  | *       |
| Robert Lee Howard   | 286.1990                                   | 286.1990                                | 0  | *       |
| Somsamon Louangrath   | .0770                                      | .0770                                   | 0  | *       |
| Janet I. Wood   | 1025.5300                                  | 1025.5300                               | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Robert L. Green   | 7.8350                                     | 7.8350                                  | 0  | *       |
| William Burnside  | .0500                                      | .0500                                   | 0  | *       |
| Joe Hungate   | 482.4790                                   | 482.4790                                | 0  | *       |
| Brian Cooke   | 489.3270                                   | 489.3270                                | 0  | *       |
| Howard R. Munday  | 2731.0000                                  | 1731.0060                               | 1000   | *       |
| Darlene Worrell   | 311.1120                                   | 311.1120                                | 0  | *       |
| Sarah A. Williams   | .0350                                      | .0350                                   | 0  | *       |
| Patricia Lloyd  | 89.6520                                    | 89.6520                                 | 0  | *       |
| Harvey Deese  | 511.7560                                   | 511.7560                                | 0  | *       |
| Floyd Watts   | 770.8190                                   | 770.8190                                | 0  | *       |
| Verona L. Wade  | .3020                                      | .3020                                   | 0  | *       |
| Harry Tyree   | 430.1480                                   | 430.1480                                | 0  | *       |
| Larry D. Bethea   | 999.8250                                   | 999.8250                                | 0  | *       |
| Laney Locklear, Sr.   | .8340                                      | .8340                                   | 0  | *       |
| Catherine Dang  | 315.6510                                   | 315.6510                                | 0  | *       |
| Gettys Brown  | 1515.0000                                  | 1431.8010                               | 84   | *       |
| James Johnson   | 666.7490                                   | 666.7490                                | 0  | *       |
| Waymon M. Melvin  | 434.5760                                   | 434.5760                                | 0  | *       |
| Harold Collins  | 967.2340                                   | 967.2340                                | 0  | *       |
| Roland S. Moore   | 1827.0000                                  | 1727.0980                               | 100  | *       |
| Randy Cox   | 140.5120                                   | 140.5120                                | 0  | *       |
| James S. Beason   | 1139.0000                                  | 1100.8480                               | 38   | *       |
| Robin Price   | 234.4530                                   | 234.4530                                | 0  | *       |
| Scott M. Lisk, Sr.  | 1103.6680                                  | 1103.6680                               | 0  | *       |
| James B. Mitchell   | 1179.0000                                  | 1120.1080                               | 59   | *       |
| Franklin R. Covington   | .0100                                      | .0100                                   | 0  | *       |
| Samuel Ray Deese  | 743.4500                                   | 743.4500                                | 0  | *       |
| Larry D. Coggins  | 1442.0450                                  | 1442.0450                               | 0  | *       |
| Ronnie Pittman  | 509.9100                                   | 509.9100                                | 0  | *       |
| Billy R. Graham   | 1116.5330                                  | 1116.5330                               | 0  | *       |
| Bruce Brayboy   | 1262.1860                                  | 1262.1860                               | 0  | *       |
| Carolyn Rawlings  | 72.4220                                    | 72.4220                                 | 0  | *       |
| Harold L. Covington   | .0170                                      | .0170                                   | 0  | *       |
| Greg Reavis   | 216.5690                                   | 216.5690                                | 0  | *       |
| Harvey McDonald   | 827.0570                                   | 827.0570                                | 0  | *       |
| Bobby G. Locklear   | 1097.0000                                  | 1030.0880                               | 67   | *       |
| Angela Orr  | 99.8810                                    | 99.8810                                 | 0  | *       |
| Jerold F. Cummings  | 665.0530                                   | 665.0530                                | 0  | *       |
| John Davis  | 66.3060                                    | 66.3060                                 | 0  | *       |
| Alan Bowden   | 431.3870                                   | 431.3870                                | 0  | *       |
| Marshall W. Chavis  | 1631.3380                                  | 1631.3380                               | 0  | *       |
| Charlie Jones   | 675.9720                                   | 675.9720                                | 0  | *       |
| Keith D. Conrad   | 659.1520                                   | 659.1520                                | 0  | *       |
| Harold P. Chavis  | .1120                                      | .1120                                   | 0  | *       |
| Jerry Stepp   | 733.0080                                   | 733.0080                                | 0  | *       |
| Julius Oxendine   | .0170                                      | .0170                                   | 0  | *       |
| Mary F. McGugan   | 881.0000                                   | 862.4700                                | 19   | *       |
| Lee V. Thomas   | 1484.8410                                  | 1484.8410                               | 0  | *       |
| Arthelia Mayo   | 218.7240                                   | 218.7240                                | 0  | *       |
| Jerry Absher  | 903.8910                                   | 903.8910                                | 0  | *       |
| John C. Oliver  | 483.8130                                   | 483.8130                                | 0  | *       |
| John P. Smith   | 913.9610                                   | 913.9610                                | 0  | *       |
| David R. Conner   | 1376.9040                                  | 1376.9040                               | 0  | *       |
| Mary Williams   | .0110                                      | .0110                                   | 0  | *       |
| William D. Hanna  | 1000.8720                                  | 1000.8720                               | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Lacie Graham  | .0090                                      | .0090                                   | 0  | *       |
| Cary C. McMillan  | 914.9190                                   | 914.9190                                | 0  | *       |
| Elizabeth D. Fogarty  | 138.3040                                   | 138.3040                                | 0  | *       |
| Michael V. Ray  | 36.1290                                    | 36.1290                                 | 0  | *       |
| Jimmy Graham  | 1.2150                                     | 1.2150                                  | 0  | *       |
| Fannie Clark  | 86.5160                                    | 86.5160                                 | 0  | *       |
| Malcom Bowyer   | 114.3280                                   | 114.3280                                | 0  | *       |
| Paul G. Coble   | 1327.3050                                  | 1327.3050                               | 0  | *       |
| Mary E. Wilson  | .0010                                      | .0010                                   | 0  | *       |
| Ella G. Spears  | 897.1650                                   | 897.1650                                | 0  | *       |
| Leonard Locklear  | 710.3850                                   | 710.3850                                | 0  | *       |
| Laney Locklear  | 1035.0550                                  | 1035.0550                               | 0  | *       |
| Randy Locklear  | 1315.0490                                  | 1315.0490                               | 0  | *       |
| Jerald A. Sewell  | 47.5230                                    | 47.5230                                 | 0  | *       |
| Dennis L. Thompson  | 238.5190                                   | 238.5190                                | 0  | *       |
| Ruth McClain  | 651.0780                                   | 651.0780                                | 0  | *       |
| George B. Chavis  | .0130                                      | .0130                                   | 0  | *       |
| Ivery Gertrude  | 18.4980                                    | 18.4980                                 | 0  | *       |
| Danny C. Smith  | 799.8630                                   | 799.8630                                | 0  | *       |
| Steve D. Vaughn   | 1261.5510                                  | 1261.5510                               | 0  | *       |
| Holly Dionne  | 1213.0940                                  | 1213.0940                               | 0  | *       |
| Mickey Rice   | 1215.2380                                  | 1215.2380                               | 0  | *       |
| Anthony P. Kirtsey  | 913.3950                                   | 913.3950                                | 0  | *       |
| Timothy W. Henderson  | 965.3710                                   | 965.3710                                | 0  | *       |
| Kimberly D. Watson  | 5.5650                                     | 5.5650                                  | 0  | *       |
| Ethel M. Talley   | 6.1520                                     | 6.1520                                  | 0  | *       |
| Brad D. Chandler  | 144.1950                                   | 144.1950                                | 0  | *       |
| Avie Jeter  | 284.3770                                   | 284.3770                                | 0  | *       |
| Jeffrey E. Calvin   | 1170.7750                                  | 1170.7750                               | 0  | *       |
| Jeffrey L. Gelzer   | 82.1920                                    | 82.1920                                 | 0  | *       |
| James Smith   | 541.0520                                   | 541.0520                                | 0  | *       |
| Arlin M. Chastain   | 264.1570                                   | 264.1570                                | 0  | *       |
| Glen Norwood  | 708.9700                                   | 708.9700                                | 0  | *       |
| Sheri Mahaffey  | 260.4100                                   | 260.4100                                | 0  | *       |
| David Gilfillan   | 498.0420                                   | 498.0420                                | 0  | *       |
| David A. Bailey   | 738.5480                                   | 738.5480                                | 0  | *       |
| Stephen R. Kirby  | 590.8620                                   | 590.8620                                | 0  | *       |
| Bobby D. Johnson  | 872.0720                                   | 872.0720                                | 0  | *       |
| Barbara Ann Casey   | 1126.5330                                  | 1126.5330                               | 0  | *       |
| Stephen L. Brewington   | 1089.5360                                  | 1089.5360                               | 0  | *       |
| Mark C. Gallman   | 1142.0060                                  | 1142.0060                               | 0  | *       |
| Chris M. Brown  | 671.1360                                   | 671.1360                                | 0  | *       |
| Charlie Gadson  | .0010                                      | .0010                                   | 0  | *       |
| Thomas W. Lawson  | 1153.7730                                  | 1153.7730                               | 0  | *       |
| James W. Smith  | 1410.2900                                  | 1410.2900                               | 0  | *       |
| Anthony Counts  | 459.5880                                   | 459.5880                                | 0  | *       |
| Arthur Brice  | 1.9820                                     | 1.9820                                  | 0  | *       |
| Derry J. Bundrick   | 1464.6570                                  | 1464.6570                               | 0  | *       |
| Betty K. Conner   | 896.1030                                   | 896.1030                                | 0  | *       |
| Stanley G. Rochester  | 719.7670                                   | 719.7670                                | 0  | *       |
| Jackie Mathis   | 96.8140                                    | 96.8140                                 | 0  | *       |
| Janice H. Burnett   | 1075.8110                                  | 1075.8110                               | 0  | *       |
| Mark Dillashaw  | 46.4540                                    | 46.4540                                 | 0  | *       |
| Thomas Brown  | 451.5940                                   | 451.5940                                | 0  | *       |
| Theresa B. Gregg  | .0010                                      | .0010                                   | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Harold R. Lee   | 1351.2870                                  | 1351.2870                               | 0  | *       |
| Michael J. Morrow   | 1325.5160                                  | 1325.5160                               | 0  | *       |
| Alphelia R. Duck  | 1224.1880                                  | 1224.1880                               | 0  | *       |
| Molly Bruster   | 276.3530                                   | 276.3530                                | 0  | *       |
| Randall B. Morris   | .0210                                      | .0210                                   | 0  | *       |
| Larry P. Parham   | 29.8230                                    | 29.8230                                 | 0  | *       |
| Freida Tipton   | 999.6860                                   | 999.6860                                | 0  | *       |
| William C. Chandler   | 353.3870                                   | 353.3870                                | 0  | *       |
| Gloria E. Gadson  | 2.0000                                     | .0020                                   | 2  | *       |
| Jerry R. Draper   | .0250                                      | .0250                                   | 0  | *       |
| Dartlan R. Collins  | 1382.0210                                  | 1382.0210                               | 0  | *       |
| Carol Kimling   | 363.1670                                   | 363.1670                                | 0  | *       |
| Greg T. Walden  | 72.9340                                    | 72.9340                                 | 0  | *       |
| Joseph W. Chastain  | 110.5670                                   | 110.5670                                | 0  | *       |
| Murtaza R. Dossaji  | 1099.9080                                  | 1099.9080                               | 0  | *       |
| Kimberli H. Green   | 444.4010                                   | 444.4010                                | 0  | *       |
| Candace L. Hughes-Frady   | 84.9510                                    | 84.9510                                 | 0  | *       |
| William Varner  | 572.4540                                   | 572.4540                                | 0  | *       |
| Timothy L. Chastain   | 131.7480                                   | 131.7480                                | 0  | *       |
| Peyton Bateman  | 67.7160                                    | 67.7160                                 | 0  | *       |
| Terry D. Brice  | .0040                                      | .0040                                   | 0  | *       |
| Phillip R. Graham   | 333.8390                                   | 333.8390                                | 0  | *       |
| Albert K. Ramsey  | 1220.0000                                  | 1120.2320                               | 100  | *       |
| Iqbal F. Alimohamed   | 1401.7000                                  | 1401.7000                               | 0  | *       |
| Stephanie T. Goldsmith  | 95.4400                                    | 95.4400                                 | 0  | *       |
| Willie J. Spurgeon  | 945.3130                                   | 945.3130                                | 0  | *       |
| Chris D. Mathis   | 116.8870                                   | 116.8870                                | 0  | *       |
| Mary R. Forrester   | .0010                                      | .0010                                   | 0  | *       |
| Joseph A. Barker  | 1138.0000                                  | 1045.5750                               | 92   | *       |
| Odell Jones   | 521.3330                                   | 521.3330                                | 0  | *       |
| Gwen Suber-Wilson   | 1543.7220                                  | 1543.7220                               | 0  | *       |
| Anthony Legrand   | 597.7640                                   | 597.7640                                | 0  | *       |
| James A. Gist   | 657.4320                                   | 657.4320                                | 0  | *       |
| Dorothy J. Lee  | 1621.7320                                  | 1621.7320                               | 0  | *       |
| Ronnie Oneal Fuller   | 922.0060                                   | 922.0060                                | 0  | *       |
| Bruce Bailey  | 1020.4670                                  | 1020.4670                               | 0  | *       |
| Michael C. Pulley   | 1020.2040                                  | 1020.2040                               | 0  | *       |
| Michael A. Mesardjian   | 1254.0770                                  | 1254.0770                               | 0  | *       |
| Eugene W. Henderson   | 869.2670                                   | 869.2670                                | 0  | *       |
| Charles E. Gist   | 189.5740                                   | 189.5740                                | 0  | *       |
| Jerry Alan Weaver   | 979.9640                                   | 979.9640                                | 0  | *       |
| Freddie L. Foggie   | 1084.0000                                  | 988.7120                                | 95   | *       |
| Robert E. Schmidt   | 1210.0520                                  | 1210.0520                               | 0  | *       |
| Francis O. Ramsey   | 956.9310                                   | 956.9310                                | 0  | *       |
| Marjorie C. Coggins   | .0010                                      | .0010                                   | 0  | *       |
| William Knight  | 396.4400                                   | 396.4400                                | 0  | *       |
| Dianne S. Summey  | 957.0000                                   | 857.2740                                | 100  | *       |
| Timothy Wayn Chastain   | 1269.4070                                  | 1269.4070                               | 0  | *       |
| William L. Edmond   | 420.8590                                   | 420.8590                                | 0  | *       |
| David McLeveen  | 28.7020                                    | 28.7020                                 | 0  | *       |
| Barry G. Jones  | 1611.0490                                  | 1611.0490                               | 0  | *       |
| Diann M. Brown  | 758.7180                                   | 758.7180                                | 0  | *       |
| Mark L. Poteat  | 981.0000                                   | 880.8530                                | 100  | *       |
| Monty D. Benjamin   | 1586.8730                                  | 1586.8730                               | 0  | *       |
| Albert R. Smith   | 1401.8420                                  | 1401.8420                               | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Mitchell G. Green   | .0020                                      | .0020                                   | 0  | *       |
| Scott Templeton   | 1253.4530                                  | 1253.4530                               | 0  | *       |
| Clifford Robertson  | 210.4780                                   | 210.4780                                | 0  | *       |
| Robert Mason  | 1403.3290                                  | 1403.3290                               | 0  | *       |
| Gerry B. Spells   | 475.8270                                   | 475.8270                                | 0  | *       |
| Robby L. Pittman  | 1031.6610                                  | 1031.6610                               | 0  | *       |
| Ralph M. Summerlin  | 1101.3240                                  | 1101.3240                               | 0  | *       |
| Michael Snow  | .0010                                      | .0010                                   | 0  | *       |
| Ray C. Wilkins  | 160.5980                                   | 160.5980                                | 0  | *       |
| James T. Jolly  | 712.3470                                   | 712.3470                                | 0  | *       |
| Joe Douglas Graham  | 47.9090                                    | 47.9090                                 | 0  | *       |
| Winona B. Gregory   | 908.3590                                   | 908.3590                                | 0  | *       |
| Ricky Simmons   | 474.1780                                   | 474.1780                                | 0  | *       |
| Gregory P. Blackwell  | .0010                                      | .0010                                   | 0  | *       |
| Marie L. Schweikert   | .0010                                      | .0010                                   | 0  | *       |
| David Chumley   | 34.2580                                    | 34.2580                                 | 0  | *       |
| Maxie Murphy  | 512.6430                                   | 512.6430                                | 0  | *       |
| Michael W. Pugh   | 694.1970                                   | 694.1970                                | 0  | *       |
| Brenda H. Pierce  | 1003.4190                                  | 1003.4190                               | 0  | *       |
| Joseph M. Bowers  | 161.6030                                   | 161.6030                                | 0  | *       |
| Chuong H Le   | 369.3820                                   | 369.3820                                | 0  | *       |
| Henry D. Rhames, Jr.  | .0050                                      | .0050                                   | 0  | *       |
| Lisa Smith  | 998.4040                                   | 998.4040                                | 0  | *       |
| Janice Cash   | 714.8000                                   | 714.8000                                | 0  | *       |
| Norma S. Parker   | 879.4530                                   | 879.4530                                | 0  | *       |
| Stefan T. Murphy  | 161.9230                                   | 161.9230                                | 0  | *       |
| Jennifer L. Sprouse   | 26.8100                                    | 26.8100                                 | 0  | *       |
| Gloria J. Hutto   | .0010                                      | .0010                                   | 0  | *       |
| Linda Diane Sawyer  | 927.5330                                   | 927.5330                                | 0  | *       |
| Eric Gault  | 959.7240                                   | 959.7240                                | 0  | *       |
| Quinn H. Vance  | 1184.9510                                  | 1184.9510                               | 0  | *       |
| JB Jones  | 42.4830                                    | 42.4830                                 | 0  | *       |
| Samuel Glen Childers  | 882.1630                                   | 882.1630                                | 0  | *       |
| Kristie C. Hughes   | 1033.0000                                  | 995.6470                                | 37   | *       |
| Kristie C. Hughes   | 995.6470                                   | 995.6470                                | 0  | *       |
| James E. Brown  | 70.5860                                    | 70.5860                                 | 0  | *       |
| Glenda A. Nix   | .0460                                      | .0460                                   | 0  | *       |
| Scott N. Griffin  | 1669.0660                                  | 1669.0660                               | 0  | *       |
| Ralph S. Childers   | 1337.9930                                  | 1337.9930                               | 0  | *       |
| Rebecca F. Duperry  | 1074.0390                                  | 1074.0390                               | 0  | *       |
| Wallace D. Wilkins  | 167.7510                                   | 167.7510                                | 0  | *       |
| Michael J. Jones  | .0010                                      | .0010                                   | 0  | *       |
| Sara Jo Krause  | 691.4170                                   | 691.4170                                | 0  | *       |
| Stanley E. Staggs   | 1406.3560                                  | 1406.3560                               | 0  | *       |
| Ralph D. McConnell  | 1052.2590                                  | 1052.2590                               | 0  | *       |
| Paul II Paris   | 523.9200                                   | 523.9200                                | 0  | *       |
| Tracey E. Coleman   | .0800                                      | .0800                                   | 0  | *       |
| Tanya Norwood   | .0340                                      | .0340                                   | 0  | *       |
| Michael A. Gibson   | .0040                                      | .0040                                   | 0  | *       |
| Rickey Rice   | 1008.5900                                  | 1008.5900                               | 0  | *       |
| Gregory S. Childers   | 932.6040                                   | 932.6040                                | 0  | *       |
| Dennis Porter   | 81.4370                                    | 81.4370                                 | 0  | *       |
| Richard S. Edwards  | 174.6050                                   | 174.6050                                | 0  | *       |
| Timothy R. Bostic   | 1129.1600                                  | 1129.1600                               | 0  | *       |
| Otis S. Gentry  | .0040                                      | .0040                                   | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Nathan A. Fulcher   | 1094.0000                                  | 954.0170                                | 140  | *       |
| Eric Wade Phillips, Sr.   | 35.0110                                    | 35.0110                                 | 0  | *       |
| Leshawne Jenkins  | 807.4740                                   | 807.4740                                | 0  | *       |
| Arminda L. Sloan  | 179.5500                                   | 179.5500                                | 0  | *       |
| Leon Corley   | 25.4220                                    | 25.4220                                 | 0  | *       |
| Verlie Lawson   | 586.9490                                   | 586.9490                                | 0  | *       |
| Cory L. Dimery  | 102.6770                                   | 102.6770                                | 0  | *       |
| Henry Grady Thackston, Jr.  | .0310                                      | .0310                                   | 0  | *       |
| Karine-Nathalie Glass   | 84.2400                                    | 84.2400                                 | 0  | *       |
| Russell Lee Lipford, Jr.  | 1414.9110                                  | 1414.9110                               | 0  | *       |
| Joe C. Wheeler  | 1901.6030                                  | 1901.6030                               | 0  | *       |
| Shirley C. Daniel   | 905.1400                                   | 905.1400                                | 0  | *       |
| Michael D. Tuck   | 176.7840                                   | 176.7840                                | 0  | *       |
| Ross Rogers   | .0180                                      | .0180                                   | 0  | *       |
| Charles Durrah  | 44.5800                                    | 44.5800                                 | 0  | *       |
| Gloria A. Norris  | 1004.1880                                  | 1004.1880                               | 0  | *       |
| William L. Thorne   | 1337.4590                                  | 1337.4590                               | 0  | *       |
| Eric G. Glass   | 818.0580                                   | 818.0580                                | 0  | *       |
| Maxie G. Chumley  | 1958.0000                                  | 1558.2330                               | 400  | *       |
| Steve C. McFalls  | 906.3390                                   | 906.3390                                | 0  | *       |
| James Wood  | 1213.1130                                  | 1213.1130                               | 0  | *       |
| David B. Wilson   | .0010                                      | .0010                                   | 0  | *       |
| Conley Lee McGee  | .0010                                      | .0010                                   | 0  | *       |
| James R. Easler   | 44.4630                                    | 44.4630                                 | 0  | *       |
| Randy Snow  | .5770                                      | .5770                                   | 0  | *       |
| Randall E. Burgess  | 643.0170                                   | 643.0170                                | 0  | *       |
| Jerry W. Landis   | 497.9860                                   | 497.9860                                | 0  | *       |
| Anthony Price   | 1211.3240                                  | 1211.3240                               | 0  | *       |
| Jerry W. Easler   | 1149.2170                                  | 1149.2170                               | 0  | *       |
| Steve C. Edwards  | 518.6930                                   | 518.6930                                | 0  | *       |
| Stefan C. Seidl   | 990.0000                                   | 889.5970                                | 100  | *       |
| Kenneth Vaughn, Jr.   | 93.9120                                    | 93.9120                                 | 0  | *       |
| Russell W. Dodson   | 814.1410                                   | 814.1410                                | 0  | *       |
| James Steven Morrison   | 1632.6120                                  | 1632.6120                               | 0  | *       |
| Kelly D. Calvin   | 786.3760                                   | 786.3760                                | 0  | *       |
| Beverli D. Kuszto   | 970.4380                                   | 970.4380                                | 0  | *       |
| Elliott Thompson  | 26.5120                                    | 26.5120                                 | 0  | *       |
| Michael L. Brown  | .2420                                      | .2420                                   | 0  | *       |
| Ronnie Waldrop  | .0130                                      | .0130                                   | 0  | *       |
| Joseph E. Putman  | 545.8580                                   | 545.8580                                | 0  | *       |
| James C. Horton   | 581.6590                                   | 581.6590                                | 0  | *       |
| Mary Christine Smith-Kurta  | 602.1810                                   | 602.1810                                | 0  | *       |
| Johnny Whitted  | .0010                                      | .0010                                   | 0  | *       |
| Tien Nguyen   | 525.2900                                   | 525.2900                                | 0  | *       |
| William R. Johnson  | .0040                                      | .0040                                   | 0  | *       |
| Ralph Roddy, Jr.  | 1031.4830                                  | 1031.4830                               | 0  | *       |
| Kenneth Green   | 343.0050                                   | 343.0050                                | 0  | *       |
| Todd M. Crumpton  | .0010                                      | .0010                                   | 0  | *       |
| James Riddle  | 261.4510                                   | 261.4510                                | 0  | *       |
| John C. Deaton, Jr.   | 865.7780                                   | 865.7780                                | 0  | *       |
| Ronald Lydie  | 489.6960                                   | 489.6960                                | 0  | *       |
| Martha R. Keller  | 1051.9910                                  | 1051.9910                               | 0  | *       |
| Lana K. Arnold  | 1366.9790                                  | 1366.9790                               | 0  | *       |
| James Porter  | 251.8170                                   | 251.8170                                | 0  | *       |
| Gregory Scott   | 1739.6260                                  | 1739.6260                               | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Arvella R. Sellars  | 969.5180                                   | 969.5180                                | 0  | *       |
| Linda Griffin   | 416.1930                                   | 416.1930                                | 0  | *       |
| Larry Wayne DeYoung   | 1276.8620                                  | 1276.8620                               | 0  | *       |
| Ann L. Coble  | 1121.6620                                  | 1121.6620                               | 0  | *       |
| Millard Hollifield  | 609.7680                                   | 609.7680                                | 0  | *       |
| Teresa A. Kelly   | 896.5630                                   | 896.5630                                | 0  | *       |
| Jerry Greene  | .0010                                      | .0010                                   | 0  | *       |
| Nihad Hanano  | 1752.7120                                  | 1752.7120                               | 0  | *       |
| Mary A. Bishop  | 893.5300                                   | 893.5300                                | 0  | *       |
| Karen E. Watson   | 568.3760                                   | 568.3760                                | 0  | *       |
| William Cox   | 540.4580                                   | 540.4580                                | 0  | *       |
| Cathy L. Cudd   | 770.9160                                   | 770.9160                                | 0  | *       |
| Frieda D. Creech  | 1435.2110                                  | 1435.2110                               | 0  | *       |
| George C. Mullis  | 1551.0000                                  | 1350.8570                               | 200  | *       |
| John O. Grant, Jr.  | 2087.3900                                  | 2087.3900                               | 0  | *       |
| Craig A. Victor   | 49.3450                                    | 49.3450                                 | 0  | *       |
| Phillip M. Kelley   | 118.5490                                   | 118.5490                                | 0  | *       |
| Joseph W. Stone   | 155.8230                                   | 155.8230                                | 0  | *       |
| Donald K. Woodard, IV   | 140.0110                                   | 140.0110                                | 0  | *       |
| Joel Haddle   | 95.8760                                    | 95.8760                                 | 0  | *       |
| Robert Brasse   | .1970                                      | .1970                                   | 0  | *       |
| Christopher C. Hill   | .1340                                      | .1340                                   | 0  | *       |
| Charles W. Otap   | 422.9780                                   | 422.9780                                | 0  | *       |
| James T. Dewberry   | 905.0000                                   | 806.5070                                | 98   | *       |
| Juanita W. McBrayer   | .0500                                      | .0500                                   | 0  | *       |
| Michael E. Bailey   | 1341.8650                                  | 1341.8650                               | 0  | *       |
| Nancy L. Plumley  | 590.3840                                   | 590.3840                                | 0  | *       |
| Robert Bourg  | 967.2870                                   | 967.2870                                | 0  | *       |
| David L. Strouse  | 1193.2540                                  | 1193.2540                               | 0  | *       |
| Deborah Schaub  | 893.9020                                   | 893.9020                                | 0  | *       |
| Yvonne Starnes  | 226.6540                                   | 226.6540                                | 0  | *       |
| John S. Listar  | 9.8030                                     | 9.8030                                  | 0  | *       |
| John P. Wilcher   | 619.1290                                   | 619.1290                                | 0  | *       |
| Scott Vlock   | 238.2280                                   | 238.2280                                | 0  | *       |
| James A. Burch  | 87.7830                                    | 87.7830                                 | 0  | *       |
| David A. Proctor  | 1892.7970                                  | 1892.7970                               | 0  | *       |
| Ann Grimm   | 316.2850                                   | 316.2850                                | 0  | *       |
| Larry A. Jernigan   | 1530.0000                                  | 1404.3960                               | 126  | *       |
| Lee C. Plumley  | 608.3950                                   | 608.3950                                | 0  | *       |
| Frank R. Walker   | 1266.6410                                  | 1266.6410                               | 0  | *       |
| Robert Pierce   | 573.0000                                   | 469.4030                                | 104  | *       |
| Donald R. Cruitt  | 1522.7560                                  | 1522.7560                               | 0  | *       |
| Stephanie K. Brant  | 476.8820                                   | 476.8820                                | 0  | *       |
| Patrick Lutzko  | 376.4970                                   | 376.4970                                | 0  | *       |
| Craig Vandeventer   | 445.1330                                   | 445.1330                                | 0  | *       |
| Victor Chavez   | 54.0210                                    | 54.0210                                 | 0  | *       |
| Robert Carey  | 54.1130                                    | 54.1130                                 | 0  | *       |
| Virginia A. Voirol  | .0310                                      | .0310                                   | 0  | *       |
| John Halowell   | 702.6730                                   | 702.6730                                | 0  | *       |
| Michael M. Joyce  | 1578.0910                                  | 1578.0910                               | 0  | *       |
| Albert R. Kreger  | 1819.0000                                  | 1618.8280                               | 200  | *       |
| Patricia M. Rice  | 705.5720                                   | 705.5720                                | 0  | *       |
| Ryan Gould  | 581.6370                                   | 581.6370                                | 0  | *       |
| Dave Preuninger   | 1770.0000                                  | 1570.0780                               | 200  | *       |
| Hene J. Johnson, Jr.  | 1430.7720                                  | 1430.7720                               | 0  | *       |



| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| William G. Glass  | 1790.0590                                  | 1790.0590                               | 0  | *       |
| Robert L. Suggs   | .0010                                      | .0010                                   | 0  | *       |
| Ronald E. Kurta   | 513.4630                                   | 513.4630                                | 0  | *       |
| Peter Mathern   | 416.2080                                   | 416.2080                                | 0  | *       |
| Mark W. Henry   | 1291.4870                                  | 1291.4870                               | 0  | *       |
| David E. Schweikert   | 1497.6120                                  | 1497.6120                               | 0  | *       |
| Gerald Miller   | .0690                                      | .0690                                   | 0  | *       |
| Timothy G. Tullis   | 1097.8310                                  | 1097.8310                               | 0  | *       |
| Curtiss A. Grau   | 1026.3590                                  | 1026.3590                               | 0  | *       |
| David Kuhn  | 1312.1960                                  | 1312.1960                               | 0  | *       |
| Thomas C. Crosby  | 1972.9900                                  | 1972.9900                               | 0  | *       |
| Gregory Spahr   | 88.1510                                    | 88.1510                                 | 0  | *       |
| Scott W. Hamilton   | 883.4880                                   | 883.4880                                | 0  | *       |
| James W. Illing   | 1978.6590                                  | 1978.6590                               | 0  | *       |
| Adrienne Hough  | 287.9160                                   | 287.9160                                | 0  | *       |
| Michel Manseau  | 417.7410                                   | 417.7410                                | 0  | *       |
| Robert J. Londeen   | 590.9650                                   | 590.9650                                | 0  | *       |
| Darin Magera  | .0010                                      | .0010                                   | 0  | *       |
| Michael E. Ring   | 1641.2370                                  | 1641.2370                               | 0  | *       |
| Peter M. Kesik  | .1950                                      | .1950                                   | 0  | *       |
| Michael G. D. Hoore   | 320.2110                                   | 320.2110                                | 0  | *       |
| Michael S. Paliga   | .2240                                      | .2240                                   | 0  | *       |
| Jesus Barajas   | 1372.0000                                  | 1311.8040                               | 60   | *       |
| Connie O. Wofford   | 796.7780                                   | 796.7780                                | 0  | *       |
| Edward W. Mayfield  | 897.9600                                   | 897.9600                                | 0  | *       |
| Jonathan Wild   | 362.2490                                   | 362.2490                                | 0  | *       |
| Eric S. Graves  | 178.0000                                   | 145.8200                                | 32   | *       |
| Douglas A. Waters   | .0040                                      | .0040                                   | 0  | *       |
| Robert L. Flatford  | 33.8980                                    | 33.8980                                 | 0  | *       |
| Dan L. Rigsby   | .0030                                      | .0030                                   | 0  | *       |
| Kenneth S. Nevers   | 179.2790                                   | 179.2790                                | 0  | *       |
| James Capron  | .0790                                      | .0790                                   | 0  | *       |
| Hector Martinez   | 546.2120                                   | 546.2120                                | 0  | *       |
| Michael J. Moriarity  | 1623.4270                                  | 1623.4270                               | 0  | *       |
| David McCoy   | 1628.7830                                  | 1628.7830                               | 0  | *       |
| Charles J. Erris  | 421.9180                                   | 421.9180                                | 0  | *       |
| Laura C. Olsen  | .0350                                      | .0350                                   | 0  | *       |
| Amy Kucan   | .0740                                      | .0740                                   | 0  | *       |
| Donald L. Fischer   | 9.6560                                     | 9.6560                                  | 0  | *       |
| William Milholland  | 215.0410                                   | 215.0410                                | 0  | *       |
| Joe Angelini  | 5.5640                                     | 5.5640                                  | 0  | *       |
| Seppo O. Saarinen   | 665.0000                                   | 599.5480                                | 65   | *       |
| Nancy Emmett  | 7.6680                                     | 7.6680                                  | 0  | *       |
| Danny Fields  | .1210                                      | .1210                                   | 0  | *       |
| Linda S. Fischer  | 1229.4070                                  | 1229.4070                               | 0  | *       |
| Albert Burgos   | 15.5490                                    | 15.5490                                 | 0  | *       |
| Donald S. Wallace   | .2380                                      | .2380                                   | 0  | *       |
| Pearl Howard  | .0010                                      | .0010                                   | 0  | *       |
| Ricardo J. Torres, Jr.  | 821.2470                                   | 821.2470                                | 0  | *       |
| David Tipton  | .0270                                      | .0270                                   | 0  | *       |
| Luis Barajas  | 643.0540                                   | 643.0540                                | 0  | *       |
| Robert L. Edwards   | 993.4860                                   | 993.4860                                | 0  | *       |
| Juana Martinez  | .1300                                      | .1300                                   | 0  | *       |
| Raydel D. Cabrera   | 531.4370                                   | 531.4370                                | 0  | *       |
| Boris La Penko  | 413.6820                                   | 413.6820                                | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Alfredo Barajas   | .5410                                      | .5410                                   | 0  | *       |
| Luis E. Carrizal  | 606.6720                                   | 606.6720                                | 0  | *       |
| Arturo Escobedo   | 617.4710                                   | 617.4710                                | 0  | *       |
| Dennis Raymundo   | 108.0290                                   | 108.0290                                | 0  | *       |
| Juan Ramos  | .0010                                      | .0010                                   | 0  | *       |
| Donald E. Stonerock, Jr.  | .0010                                      | .0010                                   | 0  | *       |
| Robert D. Baltrusis   | 727.2760                                   | 727.2760                                | 0  | *       |
| Haibo Tong  | 380.9010                                   | 380.9010                                | 0  | *       |
| Warren D. Roddy   | 905.0310                                   | 905.0310                                | 0  | *       |
| Vitania Thomas  | 389.7300                                   | 389.7300                                | 0  | *       |
| Matthew J. Glasper  | 548.2800                                   | 548.2800                                | 0  | *       |
| Leonid Fiks   | 152.1490                                   | 152.1490                                | 0  | *       |
| Earl J. Rinker  | 921.0180                                   | 921.0180                                | 0  | *       |
| Milagros C. Rilo  | 445.6600                                   | 445.6600                                | 0  | *       |
| Susan M. Jones  | 523.0880                                   | 523.0880                                | 0  | *       |
| Joel Jennings   | 7.1360                                     | 7.1360                                  | 0  | *       |
| Yan Guo   | .1120                                      | .1120                                   | 0  | *       |
| Curtis L. Wilson  | .1280                                      | .1280                                   | 0  | *       |
| Rafael A. Regalado  | 724.9380                                   | 724.9380                                | 0  | *       |
| Nancy Simonini  | 1465.1660                                  | 1465.1660                               | 0  | *       |
| David Cobb  | 10.4560                                    | 10.4560                                 | 0  | *       |
| Randy R. Gutierrez  | 595.6420                                   | 595.6420                                | 0  | *       |
| Dennis W. King  | 1588.6510                                  | 1588.6510                               | 0  | *       |
| Michael A. O'Neill  | 982.0000                                   | 947.8100                                | 34   | *       |
| Sylvester Ryszka  | 580.2220                                   | 580.2220                                | 0  | *       |
| Marcela Tietjen   | 734.5420                                   | 734.5420                                | 0  | *       |
| Joseph Katsev   | 564.7590                                   | 564.7590                                | 0  | *       |
| Isaac C. Miller   | 607.2010                                   | 607.2010                                | 0  | *       |
| Leszek Bejgiert   | 265.3120                                   | 265.3120                                | 0  | *       |
| Mary Jo Mistal  | 207.9590                                   | 207.9590                                | 0  | *       |
| Peter Wisniewski  | 555.8080                                   | 555.8080                                | 0  | *       |
| Angel M. Gomez  | .0010                                      | .0010                                   | 0  | *       |
| Jeffrey Evans   | .0120                                      | .0120                                   | 0  | *       |
| John O. Erickson, Jr.   | 794.6860                                   | 794.6860                                | 0  | *       |
| Lora Katsev   | 394.8200                                   | 394.8200                                | 0  | *       |
| Ruben Ruiz  | 155.4940                                   | 155.4940                                | 0  | *       |
| Arturo Oyervides  | 563.7090                                   | 563.7090                                | 0  | *       |
| Romeo H. Talento  | 513.0170                                   | 513.0170                                | 0  | *       |
| Melville D'Souza  | 865.3460                                   | 865.3460                                | 0  | *       |
| Frank C. Womack   | 186.5950                                   | 186.5950                                | 0  | *       |
| Richard J. Szromba  | 968.8220                                   | 968.8220                                | 0  | *       |
| Milan Petrovic  | 34.0000                                    | .0030                                   | 34   | *       |
| Nicolas Balcazar  | 702.5700                                   | 702.5700                                | 0  | *       |
| Nunzio Virgilio   | .1330                                      | .1330                                   | 0  | *       |
| Carlton J. Banton   | 589.2750                                   | 589.2750                                | 0  | *       |
| Michael E. Lebensorger  | 932.6940                                   | 932.6940                                | 0  | *       |
| Mark K. Odishoo   | 604.4300                                   | 604.4300                                | 0  | *       |
| Abel M. Flores  | 533.3700                                   | 533.3700                                | 0  | *       |
| Christopher Niedzwiedzki  | 791.7040                                   | 791.7040                                | 0  | *       |
| Muntazim S. Alavi   | 545.5980                                   | 545.5980                                | 0  | *       |
| Pasteur C. Damocles   | 366.2990                                   | 366.2990                                | 0  | *       |
| Emily D. Truman   | 1415.3390                                  | 1415.3390                               | 0  | *       |
| Thanh Tran  | 46.0160                                    | 46.0160                                 | 0  | *       |
| Julian Cygan  | 3.9760                                     | 3.9760                                  | 0  | *       |
| Robert A. Reese   | 1237.6660                                  | 1237.6660                               | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Walter Escobar  | 444.7420                                   | 444.7420                                | 0  | *       |
| Rolando Garcia  | 251.9410                                   | 251.9410                                | 0  | *       |
| Igor D. Grunin  | 645.2950                                   | 645.2950                                | 0  | *       |
| Jose A. Diaz  | 265.8860                                   | 265.8860                                | 0  | *       |
| Donato Martino  | 791.0110                                   | 791.0110                                | 0  | *       |
| Yefim Salganik  | 205.6320                                   | 205.6320                                | 0  | *       |
| Juan Avalos   | 751.2660                                   | 751.2660                                | 0  | *       |
| Fotios Golemis  | 939.3030                                   | 939.3030                                | 0  | *       |
| James E. Dolan  | .2050                                      | .2050                                   | 0  | *       |
| Manuel Herrera  | 855.9150                                   | 855.9150                                | 0  | *       |
| Francisco Gil   | .0460                                      | .0460                                   | 0  | *       |
| James C. Pawlak   | 4246.0000                                  | 1246.1000                               | 3000   | *       |
| Deborah L. Staley   | .5830                                      | .5830                                   | 0  | *       |
| Eduardo A. Rizzo  | 544.4630                                   | 544.4630                                | 0  | *       |
| Juan A. Martinez  | 670.0560                                   | 670.0560                                | 0  | *       |
| Kenneth A. Wieczorek  | .1310                                      | .1310                                   | 0  | *       |
| Richard A. Peck   | 910.1210                                   | 910.1210                                | 0  | *       |
| Sylvana A. Dunski   | 355.1770                                   | 355.1770                                | 0  | *       |
| Marlo N. Gozar  | 956.3610                                   | 956.3610                                | 0  | *       |
| Carlos Barajas  | 941.6280                                   | 941.6280                                | 0  | *       |
| Przemyslaw Gaj  | .0060                                      | .0060                                   | 0  | *       |
| Victor M. Zamora  | 701.9730                                   | 701.9730                                | 0  | *       |
| Michael M. Wasilewski   | 768.0000                                   | 747.3990                                | 21   | *       |
| Keith O. Gardner  | 848.3160                                   | 848.3160                                | 0  | *       |
| Ulises Canarte  | 86.8640                                    | 86.8640                                 | 0  | *       |
| Rodna S. Mathus   | .0690                                      | .0690                                   | 0  | *       |
| Denise Haerle   | .1200                                      | .1200                                   | 0  | *       |
| Kelley A. Widerstrom  | 4.5640                                     | 4.5640                                  | 0  | *       |
| Eli Perkins, Jr.  | 958.0650                                   | 958.0650                                | 0  | *       |
| Phillip Lascola   | 8.9690                                     | 8.9690                                  | 0  | *       |
| Greg A. Kochendorfer  | 855.6830                                   | 855.6830                                | 0  | *       |
| Alfonso Barajas   | 1586.8370                                  | 1586.8370                               | 0  | *       |
| Aldo A. Ciccarella  | 1041.9710                                  | 1041.9710                               | 0  | *       |
| Roy G. Jones  | 661.6640                                   | 661.6640                                | 0  | *       |
| Pawel M. Kuchowicz  | 821.4730                                   | 821.4730                                | 0  | *       |
| Calvin L. Madison   | 70.5310                                    | 70.5310                                 | 0  | *       |
| Pyong C. Choe   | 476.9190                                   | 476.9190                                | 0  | *       |
| Howard R. Sommerfeld  | 1413.3020                                  | 1413.3020                               | 0  | *       |
| Samuel Y. Chiu  | 576.0000                                   | 456.0710                                | 120  | *       |
| Nataliya Sigal  | 539.0310                                   | 539.0310                                | 0  | *       |
| Maria Kotlyar   | 537.3740                                   | 537.3740                                | 0  | *       |
| John C. Dominguez   | .2880                                      | .2880                                   | 0  | *       |
| Victor Ruiz   | 591.8410                                   | 591.8410                                | 0  | *       |
| Ralf D. Stuckart  | 781.5170                                   | 781.5170                                | 0  | *       |
| Robert W. O'Keefe   | .2900                                      | .2900                                   | 0  | *       |
| Javier Centeno  | 32.8590                                    | 32.8590                                 | 0  | *       |
| Jose A. Arredondo   | 740.3990                                   | 740.3990                                | 0  | *       |
| Renford M. Riley  | 474.2680                                   | 474.2680                                | 0  | *       |
| William E. Urian  | 870.2060                                   | 870.2060                                | 0  | *       |
| Samuel Quillie  | 5.7480                                     | 5.7480                                  | 0  | *       |
| Olga Flores   | 315.5900                                   | 315.5900                                | 0  | *       |
| Angel Ruiz  | 718.0780                                   | 718.0780                                | 0  | *       |
| Garland S. Rose, Jr.  | .4850                                      | .4850                                   | 0  | *       |
| Steven A. Lucas   | 392.5310                                   | 392.5310                                | 0  | *       |
| Lucyna Majewski   | 497.5390                                   | 497.5390                                | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Richard L. Spiwak   | .2380                                      | .2380                                   | 0  | *       |
| Richard Watts, Jr.  | .0010                                      | .0010                                   | 0  | *       |
| Ronald A. Pabich  | 147.7590                                   | 147.7590                                | 0  | *       |
| Luis A. Muentes   | .1710                                      | .1710                                   | 0  | *       |
| Susan Hoffmann  | 6.4280                                     | 6.4280                                  | 0  | *       |
| Atmanzay Shahzadah  | 158.5530                                   | 158.5530                                | 0  | *       |
| John Mattson  | 429.5660                                   | 429.5660                                | 0  | *       |
| Lana M. Escobar   | .0010                                      | .0010                                   | 0  | *       |
| Victor C. Knighten  | .0010                                      | .0010                                   | 0  | *       |
| Daniel Mendoza  | 52.4950                                    | 52.4950                                 | 0  | *       |
| David A. DeWolf   | 704.1630                                   | 704.1630                                | 0  | *       |
| Alexander S. Rockomanovich  | 871.2730                                   | 871.2730                                | 0  | *       |
| Lucia S. Chu  | .0410                                      | .0410                                   | 0  | *       |
| Dean C. Townsend  | .0020                                      | .0020                                   | 0  | *       |
| Senad Music   | 8.4470                                     | 8.4470                                  | 0  | *       |
| Richard N. Daniels  | .2650                                      | .2650                                   | 0  | *       |
| Jack Romicher   | 642.7590                                   | 642.7590                                | 0  | *       |
| William Visconti  | 1022.9280                                  | 1022.9280                               | 0  | *       |
| Gil F. Orellana   | 533.3020                                   | 533.3020                                | 0  | *       |
| Jozef E. Plaza  | 634.3490                                   | 634.3490                                | 0  | *       |
| Marquita L. Ohrt  | 163.0940                                   | 163.0940                                | 0  | *       |
| Marilyn L. Danhauer   | .0010                                      | .0010                                   | 0  | *       |
| Tahi Ghani  | 734.7440                                   | 734.7440                                | 0  | *       |
| Fermin Rivera   | 511.1120                                   | 511.1120                                | 0  | *       |
| Truc Chi Nguyen   | .1620                                      | .1620                                   | 0  | *       |
| Gene A. Karpenski, Sr.  | 527.4910                                   | 527.4910                                | 0  | *       |
| Ronald B. Zweigoron   | 2277.0000                                  | 1876.6750                               | 400  | *       |
| Ralph E. Kornack, Jr.   | .5320                                      | .5320                                   | 0  | *       |
| Mark Faktorovich  | 521.4120                                   | 521.4120                                | 0  | *       |
| Antonio Correa, Jr.   | 479.8780                                   | 479.8780                                | 0  | *       |
| George Shafer   | 690.0800                                   | 690.0800                                | 0  | *       |
| Luis Alvarado   | 405.6360                                   | 405.6360                                | 0  | *       |
| Irene R. Fitzpatrick  | 2442.0000                                  | 1221.6890                               | 1220   | *       |
| Richard W. Huppert, Jr.   | 1141.7120                                  | 1141.7120                               | 0  | *       |
| Marlen P. Rodriguez   | 657.8270                                   | 657.8270                                | 0  | *       |
| William G. Pohnan, Jr.  | 758.6340                                   | 758.6340                                | 0  | *       |
| John Anderson   | 69.7570                                    | 69.7570                                 | 0  | *       |
| Richard A. Dietz  | 1034.2910                                  | 1034.2910                               | 0  | *       |
| Fenton P. Dawson  | .2980                                      | .2980                                   | 0  | *       |
| Marianne L. Krbec   | 897.4110                                   | 897.4110                                | 0  | *       |
| Juvenai Arroyo  | 740.1940                                   | 740.1940                                | 0  | *       |
| Les. L. Middleton   | 910.9900                                   | 910.9900                                | 0  | *       |
| Perfecto Garcia   | 548.5590                                   | 548.5590                                | 0  | *       |
| Angela M. Hans  | 714.4090                                   | 714.4090                                | 0  | *       |
| Valery Gluzkin  | 580.0000                                   | 523.5340                                | 56   | *       |
| Rodolfo C. Manuel   | .2880                                      | .2880                                   | 0  | *       |
| Mark C. Van Cleave  | 7068.0000                                  | 2067.5630                               | 5000   | *       |
| Elena A. Sierra   | 378.4440                                   | 378.4440                                | 0  | *       |
| Antoinette Seibert  | .0020                                      | .0020                                   | 0  | *       |
| Juan Calderon   | 534.6420                                   | 534.6420                                | 0  | *       |
| Jaime Jara  | .0100                                      | .0100                                   | 0  | *       |
| Ramiro Alonso   | 1127.5800                                  | 1127.5800                               | 0  | *       |
| Martha C. Quintana  | 418.5760                                   | 418.5760                                | 0  | *       |
| Gary Lorber   | 232.2820                                   | 232.2820                                | 0  | *       |
| Victorino Nunez   | .5500                                      | .5500                                   | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Ronald J. Piantkowski   | 717.0000                                   | 663.3650                                | 54   | *       |
| Vlado Teofilov  | .0060                                      | .0060                                   | 0  | *       |
| Joseph M. Antosz  | 540.3820                                   | 540.3820                                | 0  | *       |
| David Rivera  | 189.5710                                   | 189.5710                                | 0  | *       |
| German Reyes  | .1070                                      | .1070                                   | 0  | *       |
| Juliette Kako   | 410.9890                                   | 410.9890                                | 0  | *       |
| Anna Zeglen   | 387.1550                                   | 387.1550                                | 0  | *       |
| William Pius  | 59.2220                                    | 59.2220                                 | 0  | *       |
| Peter Buckley   | 580.5150                                   | 580.5150                                | 0  | *       |
| John W. Damushes  | 1131.7030                                  | 1131.7030                               | 0  | *       |
| Ulrich G. Gruns   | 1020.7700                                  | 1020.7700                               | 0  | *       |
| John F. Dreas   | 332.1620                                   | 332.1620                                | 0  | *       |
| Patrick White   | .0010                                      | .0010                                   | 0  | *       |
| Patricia A. Mugford   | 501.1350                                   | 501.1350                                | 0  | *       |
| Jerome J. Dwyer   | 1593.8530                                  | 1593.8530                               | 0  | *       |
| Albert Barrett  | .7250                                      | .7250                                   | 0  | *       |
| Ebens Vieux   | 26.7710                                    | 26.7710                                 | 0  | *       |
| Gilbert Maristela   | 59.1550                                    | 59.1550                                 | 0  | *       |
| Daniel E. O'DeKirk  | .0020                                      | .0020                                   | 0  | *       |
| George D. Lackey  | 205.9600                                   | 205.9600                                | 0  | *       |
| Lynne M. Grove  | 70.2390                                    | 70.2390                                 | 0  | *       |
| Afsar Ali   | 629.0000                                   | 271.6660                                | 357  | *       |
| Dennis E. Huebner   | 1248.9040                                  | 1248.9040                               | 0  | *       |
| Richard Richey  | 12.2150                                    | 12.2150                                 | 0  | *       |
| Eladio Matos  | 714.5170                                   | 714.5170                                | 0  | *       |
| Steve Wojdyla   | 495.1270                                   | 495.1270                                | 0  | *       |
| Dawn Randall  | .1110                                      | .1110                                   | 0  | *       |
| Carl W. Roth  | 1311.0000                                  | 1191.5010                               | 119  | *       |
| Milton Vicenteno  | 12.1890                                    | 12.1890                                 | 0  | *       |
| Ramona Santiago   | 103.9780                                   | 103.9780                                | 0  | *       |
| Anant S. Deshpande  | 201.8800                                   | 201.8800                                | 0  | *       |
| Mario Gamez   | 817.8800                                   | 817.8800                                | 0  | *       |
| Charlotte L. Griffith   | 224.3270                                   | 224.3270                                | 0  | *       |
| Norbert Lipp  | 11.0450                                    | 11.0450                                 | 0  | *       |
| Glenn D. Ptacek   | 551.6570                                   | 551.6570                                | 0  | *       |
| Jorge L. Cabrera  | 492.7600                                   | 492.7600                                | 0  | *       |
| Juan Huerta   | 788.2410                                   | 788.2410                                | 0  | *       |
| Helen V. Parejko  | .0990                                      | .0990                                   | 0  | *       |
| Blandin B. Kallu  | .2700                                      | .2700                                   | 0  | *       |
| Ziggy V. Kurnik   | 605.8410                                   | 605.8410                                | 0  | *       |
| Mohammed I. Khaleel   | 48.7730                                    | 48.7730                                 | 0  | *       |
| Veronica C. Segovia   | 322.5570                                   | 322.5570                                | 0  | *       |
| Staffan G. Brandt   | 1797.0940                                  | 1797.0940                               | 0  | *       |
| Lys Brisard   | 16.5080                                    | 16.5080                                 | 0  | *       |
| Jerry Szorc   | 45.8430                                    | 45.8430                                 | 0  | *       |
| Ashraf Ghani  | 609.0320                                   | 609.0320                                | 0  | *       |
| Rada Ristic   | 7.7790                                     | 7.7790                                  | 0  | *       |
| Donald E. Freese  | 11621.0000                                 | 1621.3280                               | 10000  | *       |
| Edward R. Martinez  | 731.4930                                   | 731.4930                                | 0  | *       |
| Sofia Rivera  | 152.4930                                   | 152.4930                                | 0  | *       |
| David Gustavo Minette   | .0060                                      | .0060                                   | 0  | *       |
| Matta Chammas   | 421.9480                                   | 421.9480                                | 0  | *       |
| Guillermo Barajas   | 312.1130                                   | 312.1130                                | 0  | *       |
| Karon Macon, Jr.  | 111.1940                                   | 111.1940                                | 0  | *       |
| Earnest L. Dowell   | 587.4000                                   | 587.4000                                | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Sam Kagan   | 657.0000                                   | 573.6330                                | 83   | *       |
| Boulay Gordon   | 206.7890                                   | 206.7890                                | 0  | *       |
| Marjory A. Curtin   | .0330                                      | .0330                                   | 0  | *       |
| Rene Paredes  | 625.1650                                   | 625.1650                                | 0  | *       |
| Robert L. Kress, Jr.  | 438.6020                                   | 438.6020                                | 0  | *       |
| Marcos Bosita   | 7.7560                                     | 7.7560                                  | 0  | *       |
| Alexander Fiks  | 705.0640                                   | 705.0640                                | 0  | *       |
| Jackie Lynn Strouse   | 728.4490                                   | 728.4490                                | 0  | *       |
| Mohammed Rafiq  | 584.8300                                   | 584.8300                                | 0  | *       |
| Kyoungsu S. Yoo   | 272.3410                                   | 272.3410                                | 0  | *       |
| Ignacio Meza  | .0010                                      | .0010                                   | 0  | *       |
| Nora Johnston   | 2.4050                                     | 2.4050                                  | 0  | *       |
| Maria A. Ruiz   | 540.7850                                   | 540.7850                                | 0  | *       |
| Meric Erturk  | 75.1000                                    | 75.1000                                 | 0  | *       |
| Paul T. Scott   | 528.3670                                   | 528.3670                                | 0  | *       |
| Christ Karamanos  | 543.2090                                   | 543.2090                                | 0  | *       |
| Rosario Nieves  | 704.6730                                   | 704.6730                                | 0  | *       |
| Jesus Cuevas  | 315.4180                                   | 315.4180                                | 0  | *       |
| Jose Luis Alonso  | .0010                                      | .0010                                   | 0  | *       |
| Sergio Escobedo   | 537.3120                                   | 537.3120                                | 0  | *       |
| Paul D. Bowers  | .0140                                      | .0140                                   | 0  | *       |
| Paul A. Skalak  | 492.9630                                   | 492.9630                                | 0  | *       |
| Steve M. Wasik  | 556.4850                                   | 556.4850                                | 0  | *       |
| Richard Oswalt  | 131.9570                                   | 131.9570                                | 0  | *       |
| Brian D. Bodza  | 871.4360                                   | 871.4360                                | 0  | *       |
| Manuel A. Regalado  | 626.5900                                   | 626.5900                                | 0  | *       |
| Jennifer Tran   | 36.1870                                    | 36.1870                                 | 0  | *       |
| Bruce Kochman   | .2180                                      | .2180                                   | 0  | *       |
| Victor C. Capa  | .3870                                      | .3870                                   | 0  | *       |
| Valeriy Sagalovich  | 425.8850                                   | 425.8850                                | 0  | *       |
| Patricia Neal   | 309.0450                                   | 309.0450                                | 0  | *       |
| Pedro E. Pinto  | 532.2890                                   | 532.2890                                | 0  | *       |
| William H. Tibus  | 490.1770                                   | 490.1770                                | 0  | *       |
| Tadeusz Szostak   | 365.2510                                   | 365.2510                                | 0  | *       |
| Patsy A. Tisdell  | 507.5540                                   | 507.5540                                | 0  | *       |
| Armando Barajas   | 1134.2200                                  | 1134.2200                               | 0  | *       |
| Leandro Melon   | .0700                                      | .0700                                   | 0  | *       |
| Roy A. Fuller   | 489.5280                                   | 489.5280                                | 0  | *       |
| Kent Owsley   | 881.1480                                   | 881.1480                                | 0  | *       |
| Steve Heffner   | 870.2770                                   | 870.2770                                | 0  | *       |
| Richard B. Gibbs  | .1870                                      | .1870                                   | 0  | *       |
| Suzanne E. Myers  | 496.5250                                   | 496.5250                                | 0  | *       |
| Steve J. Tietjen  | 940.0850                                   | 940.0850                                | 0  | *       |
| Robert C. Forslund  | 1793.2410                                  | 1793.2410                               | 0  | *       |
| Rafaíl M. Lerman  | 773.4120                                   | 773.4120                                | 0  | *       |
| Minardo Robles  | 733.7170                                   | 733.7170                                | 0  | *       |
| Robert J. Wilson  | 1347.0000                                  | 1261.0960                               | 86   | *       |
| Michael P. Jendrecejas  | 754.0000                                   | 677.8670                                | 76   | *       |
| Gabriela Arevalo  | 416.8450                                   | 416.8450                                | 0  | *       |
| Leszek Gorniewicz   | .0030                                      | .0030                                   | 0  | *       |
| Alexandr Kushnir  | 204.6200                                   | 204.6200                                | 0  | *       |
| Terry A. Miller   | 958.2500                                   | 958.2500                                | 0  | *       |
| Ivy G. Settles  | .2960                                      | .2960                                   | 0  | *       |
| Augusto L. Rodriguez  | 521.7660                                   | 521.7660                                | 0  | *       |
| Christopher Asuncion  | 332.9060                                   | 332.9060                                | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Arthur L. Zuiker  | 1997.0710                                  | 1997.0710                               | 0  | *       |
| Ronald J. Catalano  | 280.4270                                   | 280.4270                                | 0  | *       |
| Anna Sonkin   | 546.0000                                   | 480.1530                                | 66   | *       |
| Raymond Stack   | 907.0000                                   | 786.8140                                | 120  | *       |
| Angelo M. Labriola  | 2204.0000                                  | 1203.6000                               | 1000   | *       |
| Glen A. Scott   | 1402.8120                                  | 1402.8120                               | 0  | *       |
| Victor D. Scafiezzo   | 1330.5690                                  | 1330.5690                               | 0  | *       |
| John V. Fennerty  | 451.5610                                   | 451.5610                                | 0  | *       |
| George L. Szubski   | 523.9570                                   | 523.9570                                | 0  | *       |
| Scott L. Natschke   | 1262.3880                                  | 1262.3880                               | 0  | *       |
| John K. Siebert   | 755.7200                                   | 755.7200                                | 0  | *       |
| Joseph Vilderman  | 953.0610                                   | 953.0610                                | 0  | *       |
| Jose A. Corona  | 215.1490                                   | 215.1490                                | 0  | *       |
| Dorann E. Doyle   | 1185.0000                                  | 1108.2430                               | 77   | *       |
| Donato A. Tito  | 9.7930                                     | 9.7930                                  | 0  | *       |
| Marc Dupuis   | 353.3970                                   | 353.3970                                | 0  | *       |
| Mario J. Lopez  | 662.1850                                   | 662.1850                                | 0  | *       |
| Francis J. Lidd   | 502.4520                                   | 502.4520                                | 0  | *       |
| Ametis Louis  | 477.1500                                   | 477.1500                                | 0  | *       |
| Dedric J. Stonerock   | 1120.7920                                  | 1120.7920                               | 0  | *       |
| Suresh C. Shah  | 852.4380                                   | 852.4380                                | 0  | *       |
| Tofique Hasan   | 424.4510                                   | 424.4510                                | 0  | *       |
| Daniel Jedynak  | 687.9430                                   | 687.9430                                | 0  | *       |
| Arturo Juarez   | .0220                                      | .0220                                   | 0  | *       |
| Anthony Bolden  | 26.9250                                    | 26.9250                                 | 0  | *       |
| Anthony Franco  | .0660                                      | .0660                                   | 0  | *       |
| Valeriy Svishchov   | 332.7420                                   | 332.7420                                | 0  | *       |
| Lawrence D. Owen  | 820.3450                                   | 820.3450                                | 0  | *       |
| Bonita D. Braxton   | .0010                                      | .0010                                   | 0  | *       |
| Yakov Sukhoy  | 965.7270                                   | 965.7270                                | 0  | *       |
| Raul Garcia   | 57.4800                                    | 57.4800                                 | 0  | *       |
| Roger J. Weseloh  | 1040.5460                                  | 1040.5460                               | 0  | *       |
| Giovanna Dibrita  | 570.7890                                   | 570.7890                                | 0  | *       |
| Alexander Pokot   | 1212.8400                                  | 1212.8400                               | 0  | *       |
| Hugo Garcia   | 472.2500                                   | 472.2500                                | 0  | *       |
| Agustin Aguilar   | .0410                                      | .0410                                   | 0  | *       |
| Demetrios Flevaris  | 419.7710                                   | 419.7710                                | 0  | *       |
| Frank Tinch   | 389.9850                                   | 389.9850                                | 0  | *       |
| Eduardo Calderon  | 924.1330                                   | 924.1330                                | 0  | *       |
| Jorge Delgadillo  | 201.5650                                   | 201.5650                                | 0  | *       |
| Robert J. Curren  | 1134.7660                                  | 1134.7660                               | 0  | *       |
| Kaylyn Anderson   | 808.8680                                   | 808.8680                                | 0  | *       |
| Ernesto V. Puentes  | 867.3440                                   | 867.3440                                | 0  | *       |
| Frank J. Pachmayer  | 1384.3450                                  | 1384.3450                               | 0  | *       |
| Stephen J. Ledvina  | 433.7480                                   | 433.7480                                | 0  | *       |
| Karen S. Lenz   | 663.2110                                   | 663.2110                                | 0  | *       |
| Dennis Davila   | 1370.5310                                  | 1370.5310                               | 0  | *       |
| Rodrigo Guajardo  | 477.0000                                   | 290.7040                                | 186  | *       |
| Steven H. Szybowicz   | 927.1400                                   | 927.1400                                | 0  | *       |
| Julio Valentin  | 892.5930                                   | 892.5930                                | 0  | *       |
| James McDavitt  | 913.2060                                   | 913.2060                                | 0  | *       |
| Chanh Van Nguyen  | 452.1990                                   | 452.1990                                | 0  | *       |
| Sharon L. Freeman   | 573.3280                                   | 573.3280                                | 0  | *       |
| Richard Hart  | 1326.8230                                  | 1326.8230                               | 0  | *       |
| Robert Urman  | 1073.0050                                  | 1073.0050                               | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Prince A. Qualls  | 938.6430                                   | 938.6430                                | 0  | *       |
| Eric Linn   | 8.2260                                     | 8.2260                                  | 0  | *       |
| Isabel Cajigas  | 148.4030                                   | 148.4030                                | 0  | *       |
| Americo Torres  | 42.6640                                    | 42.6640                                 | 0  | *       |
| Syed Ahmed  | 480.8240                                   | 480.8240                                | 0  | *       |
| Frank A. Miller   | .0010                                      | .0010                                   | 0  | *       |
| Byron E. Santos   | .1600                                      | .1600                                   | 0  | *       |
| Efrain Hermosillo   | 390.7580                                   | 390.7580                                | 0  | *       |
| Gregory A. Giles  | 1152.6350                                  | 1152.6350                               | 0  | *       |
| Joseph Bejm   | .1030                                      | .1030                                   | 0  | *       |
| Raymond Schnabel  | 93.6910                                    | 93.6910                                 | 0  | *       |
| Robert L. Oakley  | 699.1850                                   | 699.1850                                | 0  | *       |
| Sanel Budimlic  | .0100                                      | .0100                                   | 0  | *       |
| Larry D. Nichols, Sr.   | 504.7050                                   | 504.7050                                | 0  | *       |
| Mark Baym   | 740.0410                                   | 740.0410                                | 0  | *       |
| Joseph R. Miller  | 1713.9620                                  | 1713.9620                               | 0  | *       |
| Jerry D. Lance  | 702.7910                                   | 702.7910                                | 0  | *       |
| Stefan Pagowski   | 369.9290                                   | 369.9290                                | 0  | *       |
| Dulce Suarez  | 324.0000                                   | 253.3960                                | 71   | *       |
| Lori A. Valiga  | 4.2240                                     | 4.2240                                  | 0  | *       |
| Joseph A. Cywinski  | 794.4340                                   | 794.4340                                | 0  | *       |
| Rafael Gurrola  | .1280                                      | .1280                                   | 0  | *       |
| David L. Breitbarth   | 1038.0260                                  | 1038.0260                               | 0  | *       |
| James D. Radtke   | 237.8960                                   | 237.8960                                | 0  | *       |
| David Nettleton   | 1043.3730                                  | 1043.3730                               | 0  | *       |
| Brian J. Gondek   | 1147.0000                                  | 942.3450                                | 205  | *       |
| Raymond P. Gallian Sr.  | 1331.7170                                  | 1331.7170                               | 0  | *       |
| Michele Leone   | 1500.2590                                  | 1500.2590                               | 0  | *       |
| Gregory K. Bennett  | .1930                                      | .1930                                   | 0  | *       |
| Herminio Luna   | .0580                                      | .0580                                   | 0  | *       |
| Antoni Teluch   | .0330                                      | .0330                                   | 0  | *       |
| George D. Jones Jr.   | 154.9010                                   | 154.9010                                | 0  | *       |
| Donald D. Radtke  | 1107.7400                                  | 1107.7400                               | 0  | *       |
| Richard O. Baumgarten   | 672.5270                                   | 672.5270                                | 0  | *       |
| Kent c. Solberg   | 1057.7240                                  | 1057.7240                               | 0  | *       |
| Maurice T. Chiu   | .3930                                      | .3930                                   | 0  | *       |
| John C. Karimkuttyil  | 336.0440                                   | 336.0440                                | 0  | *       |
| Irene H. Parat  | 1397.0000                                  | 1063.5320                               | 333  | *       |
| Richard M. Engel  | 2011.0100                                  | 2011.0100                               | 0  | *       |
| David J. Salina   | 821.0050                                   | 821.0050                                | 0  | *       |
| Galina Barvish  | 397.8950                                   | 397.8950                                | 0  | *       |
| Milan Denoa   | 8.4930                                     | 8.4930                                  | 0  | *       |
| Randel C. Anderson  | .0630                                      | .0630                                   | 0  | *       |
| Gary T. Hall  | .0010                                      | .0010                                   | 0  | *       |
| Roman Kaczkowski  | 819.8950                                   | 819.8950                                | 0  | *       |
| Gonzalo V. Reyes  | .2570                                      | .2570                                   | 0  | *       |
| Dena Milan Bad  | .0060                                      | .0060                                   | 0  | *       |
| John A. Haines  | .0010                                      | .0010                                   | 0  | *       |
| Guy Louis A. Verpil   | 540.3760                                   | 540.3760                                | 0  | *       |
| Susan M. Smith  | 886.4960                                   | 886.4960                                | 0  | *       |
| Juan Perez  | 53.9490                                    | 53.9490                                 | 0  | *       |
| Richard A. Rago   | 1262.0000                                  | .8960                                   | 1261   | *       |
| Ana D. Morales  | 227.9170                                   | 227.9170                                | 0  | *       |
| Jesus S. Alonso   | 1323.2110                                  | 1323.2110                               | 0  | *       |
| Alejandro Martinez  | .0150                                      | .0150                                   | 0  | *       |



| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Raul Ramirez  | 732.9840                                   | 732.9840                                | 0  | *       |
| George W. Wilkie  | .0350                                      | .0350                                   | 0  | *       |
| Rosa J. Miller  | 1374.9830                                  | 1374.9830                               | 0  | *       |
| Hans C. Prohaska  | .0010                                      | .0010                                   | 0  | *       |
| Nancy R. Boun   | 33.0000                                    | .2680                                   | 33   | *       |
| Martin Salgado-Diaz   | .0050                                      | .0050                                   | 0  | *       |
| Gregory Smith   | 595.0490                                   | 595.0490                                | 0  | *       |
| Elizabeth J. Copeland   | 336.7920                                   | 336.7920                                | 0  | *       |
| Wayne Cross   | 1522.1810                                  | 1522.1810                               | 0  | *       |
| Gene Neely  | .3230                                      | .3230                                   | 0  | *       |
| Susan M. Lakeberg   | 792.3520                                   | 792.3520                                | 0  | *       |
| Enriqueta B. Sagasti  | 445.9100                                   | 445.9100                                | 0  | *       |
| Guillermo Pineda  | 1355.2420                                  | 1355.2420                               | 0  | *       |
| Kenneth Walt Boehm  | 754.7150                                   | 754.7150                                | 0  | *       |
| Roman Sribniak  | 1024.6680                                  | 1024.6680                               | 0  | *       |
| Pamela A. Flynn   | 1122.0420                                  | 1122.0420                               | 0  | *       |
| Hopewell G. White   | 338.2220                                   | 338.2220                                | 0  | *       |
| John Beckman Jr.  | 464.0590                                   | 464.0590                                | 0  | *       |
| Joseph F. Carter, Jr.   | 1143.5390                                  | 1143.5390                               | 0  | *       |
| Joyce Simmons   | .0510                                      | .0510                                   | 0  | *       |
| Mary W. Maj   | 606.8710                                   | 606.8710                                | 0  | *       |
| Leonid Safyan   | 529.8810                                   | 529.8810                                | 0  | *       |
| Susan Thieme  | 113.9550                                   | 113.9550                                | 0  | *       |
| Maciej Lis  | 633.0770                                   | 633.0770                                | 0  | *       |
| Raul Lopez  | 789.0790                                   | 789.0790                                | 0  | *       |
| Lavern Meadows  | 502.0110                                   | 502.0110                                | 0  | *       |
| Brian Prather   | 446.0920                                   | 446.0920                                | 0  | *       |
| Suzanne Kitterman   | 9.4760                                     | 9.4760                                  | 0  | *       |
| Jorge Palacios  | 179.9970                                   | 179.9970                                | 0  | *       |
| Donald Lee Davis  | 829.7830                                   | 829.7830                                | 0  | *       |
| Glen S. Myers   | 475.4410                                   | 475.4410                                | 0  | *       |
| Manuel Espinoza   | 7.6300                                     | 7.6300                                  | 0  | *       |
| Mark A. Puckett   | 794.4090                                   | 794.4090                                | 0  | *       |
| Jose L. Fernandez   | 595.6360                                   | 595.6360                                | 0  | *       |
| Stanley Bajon   | 694.4530                                   | 694.4530                                | 0  | *       |
| Jason Marquardt   | .0050                                      | .0050                                   | 0  | *       |
| Evelia Quevedo  | 38.7630                                    | 38.7630                                 | 0  | *       |
| Jeffrey Byrom   | .0310                                      | .0310                                   | 0  | *       |
| Anthony Colar   | .0120                                      | .0120                                   | 0  | *       |
| Catherine Broch   | .1670                                      | .1670                                   | 0  | *       |
| Kuriakose T. Chacko   | 220.9120                                   | 220.9120                                | 0  | *       |
| Merikay Pirrone   | 1593.4140                                  | 1593.4140                               | 0  | *       |
| John K. Rus   | .0330                                      | .0330                                   | 0  | *       |
| Bruce Corner  | 706.8530                                   | 706.8530                                | 0  | *       |
| Melinda J. Delos Reyes  | 528.7280                                   | 528.7280                                | 0  | *       |
| Miguel A. Urquiaga, Jr.   | 335.3980                                   | 335.3980                                | 0  | *       |
| Rodney J. Ray   | 529.3650                                   | 529.3650                                | 0  | *       |
| David G. Murray   | .1380                                      | .1380                                   | 0  | *       |
| Alfred Thomas   | .0080                                      | .0080                                   | 0  | *       |
| Kiet T. Lu  | 563.3500                                   | 563.3500                                | 0  | *       |
| Terry A. Brown  | 115.3710                                   | 115.3710                                | 0  | *       |
| Quián Zhang   | .4050                                      | .4050                                   | 0  | *       |
| Keith Mills   | 476.1030                                   | 476.1030                                | 0  | *       |
| Alfredo Flores  | 84.1080                                    | 84.1080                                 | 0  | *       |
| Greg Castiglione  | 1481.0000                                  | 1044.4930                               | 437  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Tammula Erris   | .0440                                      | .0440                                   | 0  | *       |
| Uwe Wienstroth  | 725.9890                                   | 725.9890                                | 0  | *       |
| Martin Smith  | .0360                                      | .0360                                   | 0  | *       |
| Shirley Sellman   | .1300                                      | .1300                                   | 0  | *       |
| James Fikar   | .0060                                      | .0060                                   | 0  | *       |
| Thomas Hall   | 238.9080                                   | 238.9080                                | 0  | *       |
| Donald W. Payment   | 167.3640                                   | 167.3640                                | 0  | *       |
| Dennis M. Polega  | 102.9130                                   | 102.9130                                | 0  | *       |
| Brian G. Richter  | 819.5500                                   | 819.5500                                | 0  | *       |
| Gary R. Baker   | .0010                                      | .0010                                   | 0  | *       |
| David A. Greer  | .0600                                      | .0600                                   | 0  | *       |
| Carolyn Glass   | 206.7140                                   | 206.7140                                | 0  | *       |
| Richard R. Johns  | 1837.0000                                  | 1569.0790                               | 268  | *       |
| Randy M. Kovatch  | 405.7270                                   | 405.7270                                | 0  | *       |
| Barbara J. Rounkle  | .0730                                      | .0730                                   | 0  | *       |
| Robert G. Gutzman   | 451.9390                                   | 451.9390                                | 0  | *       |
| James R. Adams  | .0010                                      | .0010                                   | 0  | *       |
| Jeffery D. Kernwein   | .2790                                      | .2790                                   | 0  | *       |
| Daniel D. McGrew  | 258.5680                                   | 258.5680                                | 0  | *       |
| Mindy A. Becker-Mooney  | .0720                                      | .0720                                   | 0  | *       |
| Albert W. Koeske  | .0010                                      | .0010                                   | 0  | *       |
| Gary Prasser  | 567.2870                                   | 567.2870                                | 0  | *       |
| Mary Duehring   | 377.7010                                   | 377.7010                                | 0  | *       |
| Janice E. Hudson  | 920.1460                                   | 920.1460                                | 0  | *       |
| Gerald Fuller   | .0370                                      | .0370                                   | 0  | *       |
| Bruce S. Kloster  | .1780                                      | .1780                                   | 0  | *       |
| John E. Probert   | 848.0340                                   | 848.0340                                | 0  | *       |
| Charles R. Sharp  | 832.5500                                   | 832.5500                                | 0  | *       |
| Jason T. Connell  | 1326.7060                                  | 1326.7060                               | 0  | *       |
| Rasim Karic   | .0130                                      | .0130                                   | 0  | *       |
| Jesse L. Jarred   | 497.1650                                   | 497.1650                                | 0  | *       |
| Ken A. Johnson  | 239.9680                                   | 239.9680                                | 0  | *       |
| William N. Thomas   | .0320                                      | .0320                                   | 0  | *       |
| Paul Hollandsworth  | 45.5680                                    | 45.5680                                 | 0  | *       |
| David E. Sharer   | 1706.1080                                  | 1706.1080                               | 0  | *       |
| Barry Clark   | 69.4080                                    | 69.4080                                 | 0  | *       |
| Albert W. Lee   | 257.6210                                   | 257.6210                                | 0  | *       |
| Harry Nguyen  | 535.1820                                   | 535.1820                                | 0  | *       |
| Thomas K. Castle  | .0010                                      | .0010                                   | 0  | *       |
| Lillian Alexander   | 209.3780                                   | 209.3780                                | 0  | *       |
| Bobby J. Jackson  | .0940                                      | .0940                                   | 0  | *       |
| Eric Crockwell  | 210.8180                                   | 210.8180                                | 0  | *       |
| Jerry Henderson   | 574.7720                                   | 574.7720                                | 0  | *       |
| Darrell Brantley  | 453.7160                                   | 453.7160                                | 0  | *       |
| Jorge D. Alcalde  | 636.0350                                   | 636.0350                                | 0  | *       |
| Curtis Holliday   | 455.4830                                   | 455.4830                                | 0  | *       |
| Andrew B. Voda  | 411.2410                                   | 411.2410                                | 0  | *       |
| Thomas Durr   | 102.9020                                   | 102.9020                                | 0  | *       |
| Lee Thibodeaux  | 39.2450                                    | 39.2450                                 | 0  | *       |
| Shannon Slick   | 46.6930                                    | 46.6930                                 | 0  | *       |
| Tina Williams   | .2790                                      | .2790                                   | 0  | *       |
| Damon Laborde   | 58.1310                                    | 58.1310                                 | 0  | *       |
| Lerone Batemane   | 684.5020                                   | 684.5020                                | 0  | *       |
| Hong T. Trang   | 4.7430                                     | 4.7430                                  | 0  | *       |
| James H. Haithcock, Jr.   | 1626.4720                                  | 1626.4720                               | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Henry Selby Lyles   | 489.2020                                   | 489.2020                                | 0  | *       |
| Willie Davis  | 414.7240                                   | 414.7240                                | 0  | *       |
| George R. Gann  | 292.5910                                   | 292.5910                                | 0  | *       |
| Tracie Bruce  | .0120                                      | .0120                                   | 0  | *       |
| Clifton L. Rogers   | 1695.2240                                  | 1695.2240                               | 0  | *       |
| Jorge A. Flores   | 316.0430                                   | 316.0430                                | 0  | *       |
| Lewis Raymon Noah   | 379.5780                                   | 379.5780                                | 0  | *       |
| Ramon J. Arellano   | 666.5980                                   | 666.5980                                | 0  | *       |
| Gordon S. Hesla   | 1329.9150                                  | 1329.9150                               | 0  | *       |
| Jimmy P. Bryan  | .0320                                      | .0320                                   | 0  | *       |
| Beverly J. Willey   | 237.6630                                   | 237.6630                                | 0  | *       |
| Olie Solomon  | 71.5170                                    | 71.5170                                 | 0  | *       |
| Irene E. Escalon-Drenkhahn  | 1443.0000                                  | 1296.1240                               | 147  | *       |
| Roberto L. Ruiz   | 776.7740                                   | 776.7740                                | 0  | *       |
| Ronald Sears  | 867.9590                                   | 867.9590                                | 0  | *       |
| Kwang Ko  | 106.9680                                   | 106.9680                                | 0  | *       |
| Leung Sengmany  | 249.5580                                   | 249.5580                                | 0  | *       |
| David Duplissey   | 76.6910                                    | 76.6910                                 | 0  | *       |
| Thomas Dorrian  | 51.2160                                    | 51.2160                                 | 0  | *       |
| James E. Thompson   | 1091.1460                                  | 1091.1460                               | 0  | *       |
| Jeffrey A. Ambourn  | 1487.0000                                  | 1427.4170                               | 60   | *       |
| James A. Langemo  | 288.7160                                   | 288.7160                                | 0  | *       |
| Larry G. Weldin   | 1250.0000                                  | 1185.7490                               | 64   | *       |
| Jasper Totten   | 991.7630                                   | 991.7630                                | 0  | *       |
| Reynaldo Alcazar  | .0460                                      | .0460                                   | 0  | *       |
| Nathan Griffin  | 22.4160                                    | 22.4160                                 | 0  | *       |
| Maliny Kauch  | 172.4140                                   | 172.4140                                | 0  | *       |
| Wayne Salzwedel   | 21.1720                                    | 21.1720                                 | 0  | *       |
| M. F. Wilson  | 688.0000                                   | 635.3590                                | 53   | *       |
| Gregory A. Hallberg   | .0420                                      | .0420                                   | 0  | *       |
| Robert Sokol  | 371.2840                                   | 371.2840                                | 0  | *       |
| Ronald K. Steinfeldt  | .0140                                      | .0140                                   | 0  | *       |
| Stephen H. Craven   | 84.9840                                    | 84.9840                                 | 0  | *       |
| Rebecca W. Dreasher   | 457.3450                                   | 457.3450                                | 0  | *       |
| Randy A. Feddersen  | 201.9350                                   | 201.9350                                | 0  | *       |
| Steve I. Lebo   | 529.6130                                   | 529.6130                                | 0  | *       |
| Tony L. Schilling   | 334.5780                                   | 334.5780                                | 0  | *       |
| Irwin C. Morris   | 148.3350                                   | 148.3350                                | 0  | *       |
| James M. Suiter   | .1250                                      | .1250                                   | 0  | *       |
| Jeff W. Stearns   | 545.0390                                   | 545.0390                                | 0  | *       |
| Brad L. Peyton  | 480.0390                                   | 480.0390                                | 0  | *       |
| Thomas L. Houghton  | 841.2160                                   | 841.2160                                | 0  | *       |
| Robert P. Haag  | 674.0000                                   | 616.4060                                | 58   | *       |
| Brion C. Wenhardt   | 459.0400                                   | 459.0400                                | 0  | *       |
| Susan K. Schoenfelder   | 127.2140                                   | 127.2140                                | 0  | *       |
| Frank J. Korleski   | 293.3420                                   | 293.3420                                | 0  | *       |
| Scott K. Daniels  | 1086.0000                                  | 543.1390                                | 543  | *       |
| Sandra M. Heefner   | 144.4340                                   | 144.4340                                | 0  | *       |
| David Meyer   | 221.7200                                   | 221.7200                                | 0  | *       |
| Dennis W. Sutherland  | 626.9390                                   | 626.9390                                | 0  | *       |
| Michael J. Pfeiler  | 442.4410                                   | 442.4410                                | 0  | *       |
| Harold R. Peltz   | 28.3260                                    | 28.3260                                 | 0  | *       |
| Chris D. Tierney  | .0520                                      | .0520                                   | 0  | *       |
| Brian L. Libby  | 241.4910                                   | 241.4910                                | 0  | *       |
| Timothy W. Meyer  | 165.2410                                   | 165.2410                                | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Hanh T. Nguyen  | 214.2350                                   | 214.2350                                | 0  | *       |
| Keith A. Sutherland   | 600.0730                                   | 600.0730                                | 0  | *       |
| Wajih Kanjo   | 1783.4770                                  | 1783.4770                               | 0  | *       |
| Aretha Smoot  | 446.8630                                   | 446.8630                                | 0  | *       |
| James M. Barrett  | 312.8530                                   | 312.8530                                | 0  | *       |
| Everett R. Williams   | 8.0650                                     | 8.0650                                  | 0  | *       |
| Peggy L. Oettinger  | .0070                                      | .0070                                   | 0  | *       |
| Mark Hiles  | 214.0540                                   | 214.0540                                | 0  | *       |
| Cecil Burnett   | 352.0630                                   | 352.0630                                | 0  | *       |
| Albert J. Schieler  | 2606.3040                                  | 2606.3040                               | 0  | *       |
| Clark A. Morrow   | 971.6730                                   | 971.6730                                | 0  | *       |
| Mark Kramer   | 1361.0840                                  | 1361.0840                               | 0  | *       |
| Layne Howell  | 100.0520                                   | 100.0520                                | 0  | *       |
| Michael D. Holder   | 49.1720                                    | 49.1720                                 | 0  | *       |
| Billy W. Campbell   | 930.0010                                   | 930.0010                                | 0  | *       |
| Roy W. Travillion   | 34.4370                                    | 34.4370                                 | 0  | *       |
| Kevin J. Angel  | 339.4340                                   | 339.4340                                | 0  | *       |
| Ronald Jones  | 123.3250                                   | 123.3250                                | 0  | *       |
| Victoria Calhoun  | .0370                                      | .0370                                   | 0  | *       |
| James M. Jackson  | 1898.2010                                  | 1898.2010                               | 0  | *       |
| John M. Cunningham  | .0610                                      | .0610                                   | 0  | *       |
| Noor U. Afghan  | 408.3870                                   | 408.3870                                | 0  | *       |
| Gary Grace  | 201.3550                                   | 201.3550                                | 0  | *       |
| William K. Stroer, Jr.  | 517.5840                                   | 517.5840                                | 0  | *       |
| Everett Wagner  | .1450                                      | .1450                                   | 0  | *       |
| Donald J. Gillen  | 370.3460                                   | 370.3460                                | 0  | *       |
| James R. Pearson  | 1442.6780                                  | 1442.6780                               | 0  | *       |
| Lana L. Poggenpohl  | .0010                                      | .0010                                   | 0  | *       |
| Danny J. Pilcher  | 325.1160                                   | 325.1160                                | 0  | *       |
| Theodore E. Allwardt  | 693.0000                                   | 479.9890                                | 213  | *       |
| Jason R. Carlson  | 46.4120                                    | 46.4120                                 | 0  | *       |
| John Grabow   | 352.8250                                   | 352.8250                                | 0  | *       |
| Donald Jahn   | 41.3330                                    | 41.3330                                 | 0  | *       |
| Beulah K. Grau  | 30.7960                                    | 30.7960                                 | 0  | *       |
| David H. Halvorson  | 587.9940                                   | 587.9940                                | 0  | *       |
| Ed D. Segura  | 279.2640                                   | 279.2640                                | 0  | *       |
| David Babbitt   | 127.5730                                   | 127.5730                                | 0  | *       |
| Kent G. Whittaker   | 488.1820                                   | 488.1820                                | 0  | *       |
| David C. Griffis  | 49.9180                                    | 49.9180                                 | 0  | *       |
| Sukumar R. Reddy  | 322.0000                                   | .0010                                   | 322  | *       |
| David C. Brabb  | 1212.3780                                  | 1212.3780                               | 0  | *       |
| Craig Ikeda   | 64.8880                                    | 64.8880                                 | 0  | *       |
| Richard Parsons   | 20.5530                                    | 20.5530                                 | 0  | *       |
| John Killian  | .2650                                      | .2650                                   | 0  | *       |
| Clay A. Stephens  | 430.3740                                   | 430.3740                                | 0  | *       |
| James J. Schaffroth   | 828.3850                                   | 828.3850                                | 0  | *       |
| Sheryl Province   | .0880                                      | .0880                                   | 0  | *       |
| Myung Baek  | 572.8490                                   | 572.8490                                | 0  | *       |
| Herman M. Force   | .0320                                      | .0320                                   | 0  | *       |
| Randall D. Thompson   | 53.9630                                    | 53.9630                                 | 0  | *       |
| Daniel L. Starkey   | 1528.1580                                  | 1528.1580                               | 0  | *       |
| Catherine A. Campise  | 768.2590                                   | 768.2590                                | 0  | *       |
| Rylander G. Imperial  | .1210                                      | .1210                                   | 0  | *       |
| Francisca Connelly  | 67.9050                                    | 67.9050                                 | 0  | *       |
| Pedro Robles  | 909.0690                                   | 909.0690                                | 0  | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| David W. Word   | .0080                                      | .0080                                   | 0  | *       |
| Robert B. Allen, Jr.  | 273.0000                                   | 246.6720                                | 26   | *       |
| Arlene J. Ponikvar  | .7810                                      | .7810                                   | 0  | *       |
| Jonathan G. Imperial  | 647.1040                                   | 647.1040                                | 0  | *       |
| Alberto Gudino  | 45.9270                                    | 45.9270                                 | 0  | *       |
| Gerald K. Asmondy   | .1610                                      | .1610                                   | 0  | *       |
| Sohel A. Sareswala  | 417.3810                                   | 417.3810                                | 0  | *       |
| Roland Manuel   | 276.0570                                   | 276.0570                                | 0  | *       |
| Matt L. Monson  | 1055.0000                                  | 813.3380                                | 242  | *       |
| James Ko  | 1334.4380                                  | 1334.4380                               | 0  | *       |
| Nghia J. Ly   | 203.9660                                   | 203.9660                                | 0  | *       |
| Michael E. Fye  | 1178.0000                                  | 1071.5640                               | 107  | *       |
| Chan Hann   | 84.6560                                    | 84.6560                                 | 0  | *       |
| John H. Corvin  | 4743.0000                                  | 1742.6390                               | 3000   | *       |
| Ramon C. Barrios  | 40.7310                                    | 40.7310                                 | 0  | *       |
| Fernando Figueroa   | 66.3330                                    | 66.3330                                 | 0  | *       |
| David A. Mejia  | 1.3260                                     | 1.3260                                  | 0  | *       |
| Nolberto Medina   | 225.7640                                   | 225.7640                                | 0  | *       |
| Thierry P. Ritter   | 443.8600                                   | 443.8600                                | 0  | *       |
| John P. Condon  | 828.2740                                   | 828.2740                                | 0  | *       |
| Nelson L. Price   | 1163.9550                                  | 1163.9550                               | 0  | *       |
| Dean Shepherd   | 118.4020                                   | 118.4020                                | 0  | *       |
| John W. Sotelo  | 1296.6070                                  | 1296.6070                               | 0  | *       |
| Michael A. Filby  | 248.1240                                   | 248.1240                                | 0  | *       |
| Conrado Robles  | .5250                                      | .5250                                   | 0  | *       |
| Pedro Carranza  | 18.4230                                    | 18.4230                                 | 0  | *       |
| Gary Williams   | .3870                                      | .3870                                   | 0  | *       |
| David L. Perry  | 44.0000                                    | .0010                                   | 44   | *       |
| Timothy Adkins  | 632.5020                                   | 632.5020                                | 0  | *       |
| Jim J. Flores   | 1972.3040                                  | 1972.3040                               | 0  | *       |
| William Boyd  | 654.7680                                   | 654.7680                                | 0  | *       |
| Tami E. Hanchuk   | .0430                                      | .0430                                   | 0  | *       |
| Robert Matikyan   | 477.1450                                   | 477.1450                                | 0  | *       |
| Ricardo Torres  | 683.4030                                   | 683.4030                                | 0  | *       |
| Ralph G. Vint   | 991.5010                                   | 991.5010                                | 0  | *       |
| Susan M. Brown  | 713.0000                                   | 662.5100                                | 50   | *       |
| James Haddock   | 111.6160                                   | 111.6160                                | 0  | *       |
| Sisouphanh Chanthalath  | 245.0920                                   | 245.0920                                | 00   | *       |
| Randal Pearce   | 419.0000                                   | 210.0740                                | 209  | *       |
| Matthew Prado   | .1140                                      | .1140                                   | 0  | *       |
| Gregory D. Searce   | 933.0990                                   | 933.0990                                | 0  | *       |
| Elijah Griggs   | 164.7520                                   | 164.7520                                | 0  | *       |
| Ottoniel Flores   | .0060                                      | .0060                                   | 0  | *       |
| Gary Tubergen   | 672.0000                                   | 603.3520                                | 69   | *       |
| Wei-Yi Zhou   | 158.3250                                   | 158.3250                                | 0  | *       |
| Loc Pham  | .0480                                      | .0480                                   | 0  | *       |
| Frank Twitty  | 184.2810                                   | 184.2810                                | 0  | *       |
| Pathrose Varghese   | 604.0000                                   | 273.4710                                | 331  | *       |
| Frank Songa   | .0010                                      | .0010                                   | 0  | *       |
| Wei Min Zhou  | 71.1940                                    | 71.1940                                 | 0  | *       |
| Kevin Cuong Pham  | .1040                                      | .1040                                   | 0  | *       |
| Sua Ly  | 425.3460                                   | 425.3460                                | 0  | *       |
| Lac Tran  | 198.4800                                   | 198.4800                                | 0  | *       |
| Lenworth Black  | 386.4530                                   | 386.4530                                | 0  | *       |
| Stephen Sawyer  | 603.0000                                   | 539.6270                                | 63   | *       |

| Selling Stockholder and Principal<br>Positions with the Company (1) | Number of Shares<br>Beneficially Owned (2) | Shares Covered<br>by this<br>Prospectus | Shares Beneficially Owned<br>after this Offering (3) |         |
|---|--|---|--|---------|
|   |  |   | Number   | Percent |
| Michael Murphy  | 273.7000                                   | 273.7000                                | 0  | *       |
| Mai Nguyen  | 77.5720                                    | 77.5720                                 | 0  | *       |
| Tao Yang  | 193.3650                                   | 193.3650                                | 0  | *       |
| Michael Nicodemus   | 414.2030                                   | 414.2030                                | 0  | *       |
| Philippe Laurent  | 23.3580                                    | 23.3580                                 | 0  | *       |
| Phu Huynh   | .1340                                      | .1340                                   | 0  | *       |
| Daniel Medina   | 622.0850                                   | 622.0850                                | 0  | *       |
| Donald Crisafulli   | 1019.0070                                  | 1019.0070                               | 0  | *       |
| David Chen  | 189.0500                                   | 189.0500                                | 0  | *       |
| Cong Van Vu   | .7130                                      | .7130                                   | 0  | *       |
| Bach Nguyen   | 66.0450                                    | 66.0450                                 | 0  | *       |
| Fermin Morales  | 260.0000                                   | 242.5240                                | 17   | *       |
| Loretta Simmons   | 170.5670                                   | 170.5670                                | 0  | *       |
| Ernest White  | 66.7770                                    | 66.7770                                 | 0  | *       |
| Nhan T. Ngoluong  | 199.7500                                   | 199.7500                                | 0  | *       |
| Eduardo Baez  | 607.7810                                   | 607.7810                                | 0  | *       |
| Roberto Arocho  | 692.6680                                   | 692.6680                                | 0  | *       |
| Jorge L. Rivera   | 827.8710                                   | 827.8710                                | 0  | *       |
| Lydia Gonzalez  | 230.4420                                   | 230.4420                                | 0  | *       |
| Wilfredo Soto   | 1371.0780                                  | 1371.0780                               | 0  | *       |
| Ky V. Vo  | 562.0000                                   | 518.3750                                | 44   | *       |
| Hoang Le  | 166.7880                                   | 166.7880                                | 0  | *       |
| Luis A. Valentin  | 654.3740                                   | 654.3740                                | 0  | *       |
| Felicita Torres   | .2850                                      | .2850                                   | 0  | *       |
| Maria B. Morales  | 737.9730                                   | 737.9730                                | 0  | *       |
| Hennessy P. Nguyen  | 467.9640                                   | 467.9640                                | 0  | *       |
| Scott S. Dary   | 184.1350                                   | 184.1350                                | 0  | *       |
| Hiram Carrero   | 420.9000                                   | 420.9000                                | 0  | *       |
| Wilfredo Valentin   | 588.5030                                   | 588.5030                                | 0  | *       |
| Efren L. Foronda  | 735.0000                                   | 696.2050                                | 39   | *       |
| Thanh Van Mai   | 642.8760                                   | 642.8760                                | 0  | *       |
| Maria Do  | 179.4820                                   | 179.4820                                | 0  | *       |
| Thuong Thai   | 213.6880                                   | 213.6880                                | 0  | *       |
| Anh Hoang   | 338.6520                                   | 338.6520                                | 0  | *       |
| Tony Thanh Nguyen   | 138.6610                                   | 138.6610                                | 0  | *       |
| Anh Hoang   | 237.9410                                   | 237.9410                                | 0  | *       |
| Willie E. Smith   | 1187.3870                                  | 1187.3870                               | 0  | *       |
| Ann Nguyen  | 202.8190                                   | 202.8190                                | 0  | *       |
| Phanary Uch   | 869.0040                                   | 869.0040                                | 0  | *       |
| Hong Huynh  | .1480                                      | .1480                                   | 0  | *       |
| Richard D. Bragg  | 1187.7840                                  | 1187.7840                               | 0  | *       |
| Jeremy Good   | .0170                                      | .0170                                   | 0  | *       |
| Sokha Yauk  | 779.2520                                   | 779.2520                                | 0  | *       |
| Song Boun   | 911.0000                                   | 826.5010                                | 84   | *       |
| Billy D. Do   | 34.6190                                    | 34.6190                                 | 0  | *       |
| Elaine Davis  | 530.0490                                   | 530.0490                                | 0  | *       |
| Gerardo Cedillo   | 747.0890                                   | 747.0890                                | 0  | *       |
| Melissa Smith   | .0080                                      | .0080                                   | 0  | *       |
| Jason V. Ly   | 64.7550                                    | 64.7550                                 | 0  | *       |
| Farhat Ullah  | .0130                                      | .0130                                   | 0  | *       |
| Lupe Vargas   | 78.5970                                    | 78.5970                                 | 0  | *       |
| Tu H. Tran  | 269.2760                                   | 269.2760                                | 0  | *       |
| Jaime Otalora   | .2270                                      | .2270                                   | 0  | *       |
| Long V. Vu  | 955.9700                                   | 955.9700                                | 0  | *       |
| Phousauan Suryadeth   | 237.0640                                   | 237.0640                                | 0  | *       |

| Selling Stockholder and Principal Positions with the Company (1) | Number of Shares Beneficially Owned (2) | Shares Covered by this Prospectus | Shares Beneficially Owned after this Offering (3) |         |
|--|---|-----------------------------------|---|---------|
|  |   |                                   | Number  | Percent |
| Carlos Campos  | 240.3110                                | 240.3110                          | 0   | *       |
| Jose Robles  | 288.0320                                | 288.0320                          | 0   | *       |
| Marizu Odle  | 3.2840                                  | 3.2840                            | 0   | *       |
| Lai D. Ho  | 70.8310                                 | 70.8310                           | 0   | *       |
| Alberto Perez  | 337.7610                                | 337.7610                          | 0   | *       |
| Uyen V. Ho   | 220.5850                                | 220.5850                          | 0   | *       |
| Javier Franco  | 412.7750                                | 412.7750                          | 0   | *       |
| Martin B. Marquez  | 264.2560                                | 264.2560                          | 0   | *       |
| Willard P. Spalding  | .0170                                   | .0170                             | 0   | *       |
| Carl Janer   | 754.5700                                | 754.5700                          | 0   | *       |
| Total  |   | 875,790.0000                      |   |         |
| Fidelity   |   | 875,790.0000(5)                   | 0   |         |

(1) Unless otherwise indicated to be an officer or director of the company, all selling stockholders, except Fidelity, are employees of Wabtec eligible to participate in the ESOP.

(2) Nature of beneficial ownership is sole voting powers and sole investment power except as indicated in subsequent notes.

(3) For participants other than officers and directors, amounts do not include shares held in the Wabtec 401(k) plan.

(4) Amount includes 257,175 shares beneficially owned by Mr. Fernandez's wife and 12,421 shares beneficially owned by his son.

(5) While shares covered by this prospectus will be sold by the selling stockholders as principals for their own account, the underlying shares are held by Fidelity on behalf of the stockholders who own units in a Wabtec Common Stock Fund in proportion to their stock ownership acquired pursuant to our Employee Stock Ownership Plan. Fidelity will sell the underlying shares based on a participant's request to dispose of their units in the Wabtec Stock Fund.

## PLAN OF DISTRIBUTION

Shares covered by this prospectus will be sold by the selling stockholders as principals for their own account. The underlying shares are held by Fidelity on behalf of the stockholders who own units in a Wabtec Stock Fund in proportion to their stock ownership acquired pursuant to our Employee Stock Ownership Plan. Fidelity will sell the underlying shares, based on a participant's request to dispose of their units in the Wabtec Stock Fund. We will not receive any proceeds from sales of any shares by selling stockholders.

The selling stockholders or their pledgees, donees, transferees or other successors in interest may sell shares pursuant to this prospectus from time to time:

- o in transactions (including one or more block transactions) on the NYSE;
- o through put or call options transactions relating to the shares;
- o through short sales of shares; or
- o in a combination of such transactions.

The shares of Common Stock held by the selling stockholders are restricted securities under the Securities Act prior to their sale. This prospectus has been prepared for the purpose of registering the shares under the Securities Act to allow for future sales by selling stockholders to the public without restriction.

Each sale may be made at the market price prevailing at the time of sale. Sales may be made through brokers or to dealers, and such brokers or dealers may receive compensation in the form of commissions or discounts not exceeding those customary in similar transactions.

The selling stockholders and any dealer acting in connection with the offering or any broker executing a sell order on behalf of a selling stockholder may be deemed to be underwriters within the meaning of the Securities Act, in which event any profit on the sale of shares by a selling stockholder and any commissions or discounts received by any such broker or dealer may be deemed to be underwriting compensation under the Securities Act. In addition, any such broker or dealer may be required to deliver a copy of this prospectus to any person who purchases any of the shares from or through such broker or dealer.

The selling stockholder may elect to sell shares covered by this prospectus that qualify for sale pursuant to Rule 144 of the Securities Act using Rule 144 rather than pursuant to this prospectus. There is no assurance that selling stockholders will sell any shares of Common Stock offered hereby. All expenses of registration incurred in connection with this offering are being borne by the Company, but all brokerage commissions and other expenses incurred by a selling stockholder will be borne by that selling stockholder.

An investor may purchase the Common Stock offered under this prospectus only if such shares are qualified for sale or are exempt from registration under the applicable securities laws of the state in which such prospective purchaser resides. We have not registered or qualified the shares under any state securities laws and, unless the sale of such share to a particular investor is exempt from registration or qualification under applicable state securities laws, the sale of such shares to an investor may not be effected until such shares have been registered or qualified with applicable state securities authorities.



## EXPERTS

The consolidated financial statements and schedules incorporated by reference in this prospectus and elsewhere in the registration statement have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their reports with respect thereto, and are incorporated herein in reliance upon the authority of said firm as experts in giving said reports.

### DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Certificate of Incorporation Provision on Liability of Directors. The Company Charter eliminates the liability of its directors to the fullest extent permitted by Section 102(b)(7) of the DGCL. The Company Charter provides that the Company's directors shall not be personally liable to the Company or its stockholders for monetary damages for breach of their fiduciary duty as directors, except for liability (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL, or (iv) for any transactions from which a director derived an improper personal benefit. This provision does not eliminate the duty of care, and in appropriate circumstances equitable remedies such as injunctive or other forms of nonmonetary relief are available under Delaware law.

Indemnification Agreements. The Company has entered or intends to enter into Indemnification Agreements (the "Indemnification Agreements") with its directors, officers and certain employees, agents, fiduciaries and designees (each an "Authorized Representative"). The Indemnification Agreements authorize the Company to pay all or part of certain expenses and liabilities of the Authorized Representatives, either in advance or otherwise, upon written request from such Authorized Representatives. The Indemnification Agreements indemnify the Authorized Representatives in accordance with and to the maximum extent permitted by the Company Charter and Sections 102(b)(7) and 145 of the DGCL, all as described in the immediately preceding paragraphs.

Director and Officer Liability Insurance. The Company maintains director and officer liability insurance covering its directors and officers with respect to certain liabilities which they may incur in connection with their serving as such.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

PART II

INFORMATION REQUIRED IN  
REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by us with the Securities and Exchange Commission (File No. 1-13782) are hereby incorporated in this registration statement by reference and made a part of this registration statement:

(a) the Annual Report on Form 10-K for the year ended December 31, 2001 filed pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(b) all other reports filed by us pursuant to Section 13(a) of the Exchange Act since the end of the fiscal year covered by the Annual Report on Form 10-K referred to above; and

(c) the description of the Company's Common Stock set forth in the Company's Form 8-A filed May 19, 1995 and any description of the Common Stock which is contained in a later registration statement filed by the Company pursuant to the Exchange Act, including any amendment or report filed for the purpose of updating such descriptions.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act on or subsequent to the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement or in any other contemporaneously or subsequently filed document which also is or is deemed to be incorporated by reference in this registration statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not Applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

1. Section 145 of the Delaware General Corporation Law ("DGCL").  
Section 145 of the DGCL provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 145 also provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving

at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

To the extent that a former or present director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Any such indemnification (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that the indemnification of the present or former director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth above. Such determination shall be made:

- (1) by a majority vote of the directors who were not parties to such action, suit or proceeding, even though less than a quorum; or
- (2) by a committee of such directors designated by a majority vote of such directors, even though less than a quorum; or
- (3) if there are no such directors, or, if such directors so direct, by independent legal counsel in a written opinion; or
- (4) by the stockholders.

Section 145 permits a Delaware business corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability.

2. Section 102(b)(7) of the DGCL. Section 102(b)(7) of the DGCL provides that a corporation may set forth in its Certificate of Incorporation a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL regarding the unlawful payment of dividends or approval of unlawful stock repurchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit. No such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective (in the case of the Company, October 19, 1989). As noted in paragraph 3 below, the Company's Amended and Restated Certificate of Incorporation (the "Company Charter") includes a provision contemplated by Section 102(b)(7) of the DGCL.

3. Certificate of Incorporation Provision on Liability of Directors. The Company Charter eliminates the liability of its directors to the fullest extent permitted by Section 102(b)(7) of the DGCL. The Company Charter provides that the Company's directors shall not be personally liable to the Company or its stockholders for monetary damages for breach of their fiduciary duty as directors, except for liability (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL, or (iv) for any transactions from which a director derived an improper personal benefit. This provision does not eliminate the duty of care, and in appropriate circumstances equitable remedies such as injunctive or other forms of nonmonetary relief are available under Delaware law.

4. Indemnification Agreements. The Company has entered or intends to enter into Indemnification Agreements (the "Indemnification Agreements") with its directors, officers and certain employees, agents, fiduciaries and designees (each an "Authorized Representative"). The Indemnification Agreements authorize the Company to pay all or part of certain expenses and liabilities of the Authorized Representatives, either in advance or otherwise, upon written request from such Authorized Representatives. The Indemnification Agreements indemnify the Authorized Representatives in accordance with and to the maximum extent permitted by the Company Charter and Sections 102(b)(7) and 145 of the DGCL, all as described in the immediately preceding paragraphs.

5. Director and Officer Liability Insurance. The Company maintains director and officer liability insurance covering its directors and officers with respect to certain liabilities which they may incur in connection with their serving as such.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

With respect to the restricted securities reoffered or resold pursuant to this registration statement, the registrant claimed an exemption from registration under the Securities Act pursuant to Section 4(2) thereof. Such restricted securities were issued to the selling stockholders in connection with their participation in the Westinghouse Air Brake Company Employee Stock Ownership Plan.

ITEM 8. EXHIBITS.

| Exhibit<br>No.<br>----- | Description<br>-----  |
|-------------------------|---|
| 4.1                     | Restated Certificate of Incorporation of the Company dated January 30, 1995, as amended March 30, 1995, incorporated herein by reference to the Company's registration statement on Form S-1 (Registration No. 33-90866) filed with the Commission on April 3, 1995.  |
| 4.2                     | Amended and Restated Bylaws of the Company, as adopted effective November 19, 1999, incorporated herein by reference to Exhibit 3.3 of the Company's registration statement on Form S-4/A (Registration No. 333-88903) filed with the Commission on October 15, 1999. |
| 23.1                    | Consent of Arthur Andersen LLP, independent public accountants, filed herewith.   |
| 24.1                    | Power of Attorney, contained on the signature page to this registration statement.  |

` An opinion of counsel (Exhibit 5) is not being filed since the securities being registered are not original issuance securities.

ITEM 9. UNDERTAKINGS.

- (a) The undersigned registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
    - (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933, as amended, (the "Securities Act");
    - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;
    - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in this registration statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-8 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF WILMERDING, COMMONWEALTH OF PENNSYLVANIA, ON THE 24TH DAY OF MAY, 2002.

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION

BY: /s/ Gregory T. H. Davies

-----  
GREGORY T. H. DAVIES, PRESIDENT AND  
CHIEF EXECUTIVE OFFICER

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William E. Kassling, Gregory T. H. Davies and Robert J. Brooks, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue thereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED ON THE 24TH DAY OF MAY, 2002

| Name<br>----  | Title<br>-----  |
|---|---|
| /s/ William E. Kassling<br>-----<br>William E. Kassling   | Chairman of the Board   |
| /s/ Gregory T. H. Davies<br>-----<br>Gregory T. H. Davies | President and Chief Executive<br>Officer and Director<br>(principal executive officer)                              |
| /s/ Robert J. Brooks<br>-----<br>Robert J. Brooks         | Chief Financial and<br>Accounting Officer and Director<br>(principal financial and<br>principal accounting officer) |
| /s/ Kim G. Davis<br>-----<br>Kim G. Davis                 | Director  |
| /s/ Emilio A. Fernandez<br>-----<br>Emilio A. Fernandez   | Director  |
| -----<br>Lee B. Foster, II                                | Director  |
| /s/ James P. Kelley<br>-----<br>James P. Kelley           | Director  |
| /s/ James P. Miscoll<br>-----<br>James P. Miscoll         | Director  |
| /s/ James V. Napier<br>-----<br>James V. Napier           | Director  |

THE PLAN. PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE TRUSTEES (OR OTHER PERSONS WHO ADMINISTER THE EMPLOYEE BENEFIT PLAN) HAVE DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN WILMERDING, PENNSYLVANIA, ON THE 24TH DAY OF MAY 2002.

WESTINGHOUSE AIR BRAKE COMPANY  
EMPLOYEE STOCK OWNERSHIP PLAN COMMITTEE

BY: /S/ William E. Kassling

-----  
WILLIAM E. KASSLING,  
CHAIRMAN OF THE BOARD

BY: /S/ Robert J. Brooks

-----  
ROBERT J. BROOKS, CHIEF FINANCIAL AND  
ACCOUNTING OFFICER

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WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION

WESTINGHOUSE AIR BRAKE COMPANY EMPLOYEE STOCK OWNERSHIP PLAN

-----  
REGISTRATION STATEMENT  
ON FORM S-8

Exhibit Index

| Exhibit<br>No. | Document  | Sequential<br>Page |
|----------------|---|--------------------|
| 4.1            | Restated Certificate of Incorporation of the Company dated January 30, 1995, as amended March 30, 1995, incorporated herein by reference to the Company's registration statement on Form S-1 (Registration No. 33-90866) filed with the Commission on April 3, 1995.  | ---                |
| 4.2            | Amended and Restated Bylaws of the Company, as adopted effective November 19, 1999, incorporated herein by reference to Exhibit 3.3 of the Company's Registration Statement on Form S-4/A (Registration No. 333-88903) filed with the Commission on October 15, 1999. | ---                |
| 23.1           | Consent of Arthur Andersen LLP, independent public accountants, filed herewith.   | 48                 |
| 24.1           | Power of Attorney, contained on the signature page to this registration statement.  | 45                 |

No legal opinion with respect to the legality of the shares being registered is being filed because the securities being registered are not original issuance securities.



CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated February 18, 2002 included in Westinghouse Air Brake Technologies Corporation's Form 10-K for the year ended December 31, 2001, and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

Pittsburgh, Pennsylvania  
May 21, 2002