

UAL CORP /DE/
Form 10-Q
October 24, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2008
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number	Exact Name of Registrant as Specified in its Charter, Principal Office Address and Telephone Number	State of Incorporation	I.R.S. Employer Identification No
001-06033	UAL Corporation	Delaware	36-2675207
001-11355	United Air Lines, Inc. 77 W. Wacker Drive Chicago, Illinois 60601 (312) 997-8000	Delaware	36-2675206

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

UAL Corporation Yes No
United Air Lines, Inc. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

UAL Corporation Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

United Air Lines, Inc. Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

UAL Corporation Yes No
United Air Lines, Inc. Yes No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed

by a court.

UAL Corporation Yes No

United Air Lines, Inc. Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of October 17, 2008.

UAL Corporation 128,866,041 shares of common stock (\$0.01 par value)

United Air Lines, Inc. 205 (100% owned by UAL Corporation)

There is no market for United Air Lines, Inc. common stock.

**UAL Corporation and Subsidiary Companies and
United Air Lines, Inc. and Subsidiary Companies**

Report on Form 10-Q

For the Quarter Ended September 30, 2008

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Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS**

UAL Corporation and Subsidiary Companies
Condensed Statements of Consolidated Operations (Unaudited)
(In millions, except per share amounts)

	Three Months Ended	
	September 30,	
	2008	2007
Operating revenues:		
Passenger United Airlines	\$ 4,280	\$ 4,225
Passenger Regional Affiliates	834	819
Cargo	219	198
Special operating items (Note 5)		45
Other operating revenues	232	240
	5,565	5,527
Operating expenses:		
Aircraft fuel	2,461	1,324
Salaries and related costs	1,037	1,062
Regional affiliates	882	751
Purchased services	327	344
Aircraft maintenance materials and outside repairs	256	295
Depreciation and amortization	234	245
Landing fees and other rent	222	201
Distribution expenses	181	211
Aircraft rent	115	102
Cost of third party sales	75	68
Other impairments and special items (Notes 4 and 5)	(9)	(22)
Other operating expenses	275	290
	6,056	4,871
Income (loss) from operations	(491)	656
Other income (expense):		
Interest expense	(131)	(161)
Interest income	24	71
Interest capitalized	6	5
Miscellaneous, net	(186)	(6)
	(287)	(91)
Income (loss) before income taxes and equity in earnings of affiliates	(778)	565
Income tax expense (benefit)	2	232

Income (loss) before equity in earnings of affiliates	(780)	333
Equity in earnings of affiliates, net of tax	1	1
Net income (loss)	\$ (779)	\$ 334
Earnings (loss) per share, basic	\$ (6.13)	\$ 2.82
Earnings (loss) per share, diluted	\$ (6.13)	\$ 2.21

See accompanying Combined Notes to Condensed Consolidated Financial Statements (Unaudited).

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UAL Corporation and Subsidiary Companies
Condensed Statements of Consolidated Operations (Unaudited)
(In millions, except per share amounts)

	Nine Months Ended	
	September 30,	
	2008	2007
Operating revenues:		
Passenger United Airlines	\$ 11,924	\$ 11,457
Passenger Regional Affiliates	2,346	2,298
Cargo	674	547
Special operating items (Note 5)		45
Other operating revenues	703	766
	15,647	15,113
Operating expenses:		
Aircraft fuel	5,884	3,571
Salaries and related costs	3,262	3,149
Regional affiliates	2,508	2,176
Purchased services	1,047	980
Aircraft maintenance materials and outside repairs	868	860
Depreciation and amortization	670	694
Landing fees and other rent	651	654
Distribution expenses	558	596
Aircraft rent	314	307
Cost of third party sales	204	238
Goodwill impairment (Note 4)	2,277	
Other impairments and special items (Notes 4 and 5)	214	(44)
Other operating expenses	816	831
	19,273	14,012
Income (loss) from operations	(3,626)	1,101
Other income (expense):		
Interest expense	(392)	(506)
Interest income	100	191
Interest capitalized	16	14
Miscellaneous, net	(177)	(7)
	(453)	(308)
Income (loss) before income taxes and equity in earnings of affiliates	(4,079)	793
Income tax expense (benefit)	(30)	340

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Income (loss) before equity in earnings of affiliates	(4,049)	453
Equity in earnings of affiliates, net of tax	4	3
Net income (loss)	\$ (4,045)	\$ 456
Income (loss) per share, basic	\$ (32.34)	\$ 3.82
Income (loss) per share, diluted	\$ (32.34)	\$ 3.10

See accompanying Combined Notes to Condensed Consolidated Financial Statements (Unaudited).

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UAL Corporation and Subsidiary Companies
Condensed Statements of Consolidated Financial Position (Unaudited)
(In millions, except shares)

	September 30, 2008	December 31, 2007
<i>Assets</i>		
Current assets:		
Cash and cash equivalents	\$ 2,931	\$ 1,259
Short-term investments		2,295
Receivables, less allowance for doubtful accounts (2008 \$24; 2007 \$27)	1,037	888
Prepaid fuel	524	493
Fuel hedge collateral deposits	354	
Aircraft fuel, spare parts and supplies, less obsolescence allowance (2008 \$35; 2007 \$25)	283	242
Deferred income taxes	127	78
Restricted cash	91	325
Prepaid expenses and other	623	515
	5,970	6,095
Operating property and equipment:		
Owned		
Flight equipment	9,239	9,335
Advances on flight equipment		102
Other property and equipment	1,758	1,669
	10,997	11,106
Less accumulated depreciation and amortization	(1,458)	(1,062)
	9,539	10,044
Capital leases:		
Flight equipment	1,289	1,449
Other property and equipment	35	34
	1,324	1,483
Less accumulated amortization	(200)	(168)
	1,124	1,315
	10,663	11,359
Other assets:		
Intangibles, less accumulated amortization (2008 \$316; 2007 \$324)	2,726	2,871
Goodwill		2,280
Aircraft lease deposits	306	340
Restricted cash	157	431
Investments	92	122

Other, net	817	722
	4,098	6,766
	\$ 20,731	\$ 24,220

See accompanying Combined Notes to Condensed Consolidated Financial Statements (Unaudited).

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UAL Corporation and Subsidiary Companies
Condensed Statements of Consolidated Financial Position (Unaudited)
(In millions, except shares)

	September 30, 2008	December 31, 2007
<i>Liabilities and Stockholders' Equity</i>		
Current liabilities:		
Advance ticket sales	\$ 2,251	\$ 1,918
Mileage Plus deferred revenue	1,381	1,268
Accounts payable	821	877
Accrued salaries, wages and benefits	785	896
Long-term debt maturing within one year	749	678
Fuel purchase commitments	524	493
Current obligations under capital leases	116	250
Accrued interest	115	141
Advanced purchase of miles		694
Distribution payable	4	257
Other	807	507
	7,553	7,979
Long-term debt	6,145	6,415
Long-term obligations under capital leases	1,049	1,106
Other liabilities and deferred credits:		
Mileage Plus deferred revenue	2,635	2,569
Postretirement benefit liability	1,852	1,829
Advanced purchase of miles	1,099	
Deferred income taxes	660	638
Other	1,020	895
	7,266	5,931
Commitments and contingent liabilities (Note 15)		
Mandatorily convertible preferred securities (Note 7)		371
Stockholders' equity (deficit) (Note 7):		
Preferred stock		
Common stock at par, \$0.01 par value; authorized 1,000,000,000 shares; outstanding 128,836,041 and 116,921,049 shares at September 30, 2008 and December 31, 2007, respectively	1	1
Additional capital invested	2,536	2,139
Retained earnings (deficit)	(3,896)	152
Stock held in treasury, at cost	(25)	(15)
Accumulated other comprehensive income	102	141
	(1,282)	2,418

\$ 20,731 \$ 24,220

See accompanying Combined Notes to Condensed Consolidated Financial Statements (Unaudited).

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UAL Corporation and Subsidiary Companies
Condensed Statements of Consolidated Cash Flows (Unaudited)
(In millions)

	Nine Months Ended	
	September 30,	
	2008	2007
Cash flows provided (used) by operating activities:		
Net income (loss)	\$ (4,045)	\$ 456
Adjustments to reconcile to net cash provided (used) by operating activities		
Goodwill impairment	2,277	
Other impairments	214	
Depreciation and amortization	670	694
Increase in advanced purchase of miles	405	27
Increase in fuel hedge collateral	(378)	
Increase in advance ticket sales	333	577
Increase in Mileage Plus deferred revenue	179	187
Increase in receivables	(156)	(269)
Deferred income taxes	(29)	364
Other, net	280	(34)
	(250)	2,002
Cash flows provided (used) by investing activities:		
Net (purchases) sales of short-term investments	2,295	(2,587)
Decrease in restricted cash	508	59
Additions to property and equipment	(335)	(428)
Proceeds from asset sale leaseback	59	
Proceeds from the sale of property and equipment	43	14
Proceeds from litigation on advance deposits	41	
Purchases of EETC securities		(76)
Other, net	(35)	(39)
	2,576	(3,057)
Cash flows provided (used) by financing activities:		
Repayment of Credit Facility	(18)	(995)
Repayment of other debt	(538)	(1,149)
Proceeds from issuance of secured notes	337	694
Special distribution to common shareholders	(253)	
Principal payments under capital leases	(209)	(60)
Decrease in capital lease deposits	154	
Increase in deferred financing costs	(118)	(22)
Other, net	(9)	18
	(654)	(1,514)
Increase (decrease) in cash and cash equivalents during the period	1,672	(2,569)
Cash and cash equivalents at beginning of the period	1,259	3,832

Cash and cash equivalents at end of the period	\$	2,931	\$	1,263
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See accompanying Combined Notes to Condensed Consolidated Financial Statements (Unaudited).

Table of Contents**United Air Lines, Inc. and Subsidiary Companies***Condensed Statements of Consolidated Operations (Unaudited)*

(In millions)

	Three Months Ended	
	September 30,	
	2008	2007
Operating revenues:		
Passenger United Airlines	\$ 4,280	\$ 4,225
Passenger Regional Affiliates	834	819
Cargo	219	198
Special operating items (Note 5)		45
Other operating revenues	273	243
	5,606	5,530
Operating expenses:		
Aircraft fuel	2,461	1,324
Salaries and related costs	1,036	1,059
Regional affiliates	882	751
Purchased services	327	344
Aircraft maintenance materials and outside repairs	256	295
Depreciation and amortization	234	245
Landing fees and other rent	222	201
Distribution expenses	181	211
Aircraft rent	116	102
Cost of third party sales	75	67
Other impairments and special items (Notes 4 and 5)	(9)	(22)
Other operating expenses	276	291

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-0-

10.

Shared Dispositive Power
2,758,121

11.

Aggregate Amount Beneficially Owned by Each Reporting Person
2,758,121

12.

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13.

Percent of Class Represented by Amount in Row (11)
9.9%

14.

Type of Reporting Person (See Instructions)
OO

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CUSIP No. 63633D104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
W. Andrew and Dorothy B. Adams Grandchildren s Trust
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) X
 - (b) O
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
 6. Citizenship or Place of Organization
Tennessee
- | | | | |
|---|-----|---------------------------------------|--|
| | 7. | Sole Voting Power
-0- | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
2,758,121 | |
| | 9. | Sole Dispositive Power
-0- | |
| | 10. | Shared Dispositive Power
2,758,121 | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,758,121
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O
 13. Percent of Class Represented by Amount in Row (11)
9.9%
 14. Type of Reporting Person (See Instructions)
OO

Item 1. Security and Issuer

This Amendment No. 1 to Schedule 13D (this Amendment) relates to the common stock, par value \$0.01 per share (the Common Stock), and voting and other contractual rights relating thereto, of National Health Investors, Inc., a Maryland corporation (the Company), which has its principal executive offices located at 100 Vine Street, Murfreesboro, Tennessee 37130.

This Amendment amends and supplements the Schedule 13D dated as of October 5, 2006 (the Original Schedule 13D) filed by W. Andrew Adams (Andy), AdamsMark, L.P., a Washington limited partnership (AdamsMark), Springland Ventures, L.P., a Washington limited partnership (Springland), Dorothy B. Adams, who is the wife of Andy (Dorothy), The Adams Group, L.P., a Washington limited partnership (Adams Group), Adams Children's Trust, a Tennessee trust (the Children's Trust), Adams Family Foundation II, a Tennessee private foundation (the Foundation), and W. Andrew and Dorothy B. Adams Grandchildren's Trust, a Tennessee trust (the Grandchildren's Trust and collectively with Andy, AdamsMark, Springland, Dorothy, Adams Group, the Children's Trust, and the Foundation, the Reporting Persons). The Original Schedule 13D described a proposal by Andy and AdamsMark of a transaction that, if approved and adopted by the Board of Directors of the Company (the Board) and the stockholders of the Company, would have resulted in the Common Stock no longer being publicly traded (the Initial Proposal). In light of the rejection of the Initial Proposal by the special committee of independent members of the Board (the Committee), as disclosed in the Original Schedule 13D, Andy, on behalf of himself, AdamsMark, Springland, Dorothy, Adams Group, and the Children's Trust (collectively, the Proponents), orally submitted a revised proposal to the Committee on November 8, 2006. That proposal, like the Initial Proposal, was for a transaction that, if approved and adopted by the Board and the stockholders of the Company, would result in the Common Stock no longer being publicly traded (the Proposal). Capitalized terms used but not defined in this Amendment have the respective meanings given them in the Original Schedule 13D.

Item 2. Identity and Background

Unchanged.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Original Schedule 13D is amended to read in its entirety as follows:

As more fully described in Item 4, the Proposal submitted by or on behalf of the Proponents, which was supported (but not made) by the Foundation and the Grandchildren's Trust, contemplated the merger (the Merger) of the Company with an entity to be formed (the Acquisition Entity) that would hold shares of Common Stock contributed by certain stockholders of the Company under a separate agreement or arrangement with the Proponents (the Designated Stockholders). As a result of the Merger, all of the outstanding shares of Common Stock, other than shares held by the Acquisition Entity, would have been converted into cash or, at the election of each of the Company's stockholders, shares of senior preferred stock of the Company as the survivor in the Merger (the Surviving Entity). It was anticipated that such cash would have been obtained through use of available funds and other liquid assets of the Company that would be the Surviving Entity's upon and after the Merger and through third-party financing. Any of such shares of senior preferred stock of the Surviving Entity would have been issued by the Surviving Entity.

Item 4. Purpose of Transaction

Item 4 of the Original Schedule 13D is amended to read in its entirety as follows:

On November 8, 2006, Andy orally submitted the Proposal to the Committee on behalf of the Proponents. The Proposal and the Committee's response to it are described below following a description of the background of the Proposal.

Background of the Proposal. At a regular Board meeting on August 2, 2006, Andy requested the Board to authorize the release of confidential information of the Company to certain possible financing sources for the purpose of evaluating whether it would be feasible for him or any of his other affiliated entities to make a proposal to acquire the Company. The Board authorized the release of information, subject to a confidentiality agreement or obligation of the recipients, and appointed the Committee to receive and consider any such proposal that might be made.

On October 5, 2006, Andy and AdamsMark orally submitted the Initial Proposal, to acquire the Company through a merger of the Company with and into a newly formed limited partnership, for consideration by the Committee. Under the Initial Proposal, each outstanding share of Common Stock would have been converted in that merger into \$30.00 in cash, a preferred equity interest in the surviving limited partnership having a value of \$30.00, or a common equity interest in the surviving limited partnership having a value of \$30.00, or any combination of cash or such equity interests, at the election of each stockholder of the Company. The number of stockholders that could have elected to receive each class of equity interests in the surviving limited partnership would have been limited, however, so that the surviving limited partnership would not have been required to register a class of equity securities under the Securities Exchange Act of 1934, as amended (the "Act"). The right of any holder to transfer any such equity interest after the merger would also have been restricted for the same reason. All of the shares of Common Stock owned of record by AdamsMark would have been converted into common equity interests in the surviving limited partnership. The merger would have been subject to third-party financing arranged by AdamsMark and to stockholders of the Company holding approximately \$100 million of Common Stock (valued at the price per share in the Initial Proposal) electing to receive equity interests in the surviving limited partnership. The merger would have resulted in the surviving limited partnership being a privately held entity and the Company's stockholders receiving the merger consideration in exchange for all of the outstanding shares of Common Stock.

Springland, Dorothy, Adams Group, the Children's Trust, the Foundation and the Grandchildren's Trust indicated that they supported the Initial Proposal.

On October 6, 2006, Andy and AdamsMark were informed that the Committee considered the price per share in the Initial Proposal to be inadequate and that the Committee desired more particular information about other aspects of the Initial Proposal.

Description of the Proposal. The Proposal contemplated the Merger, in which all of the outstanding shares of Common Stock, other than those held by the Acquisition Entity (which would have been cancelled), would have been converted into cash in an amount per share greater than \$30.00 (the "Per Share Merger Amount") or shares of senior preferred stock of the Surviving Entity having a value equal to the Per Share Merger Amount (the "Senior Preferred Stock"), or a combination of cash and Senior Preferred Stock, at the election of each holder of such shares of Common Stock (collectively, the "Merger Consideration"). In the Merger, the equity interests in

the Acquisition Entity would have been converted into shares of common stock and other capital stock (junior to the Senior Preferred Stock) of the Surviving Entity. As the result of the Merger, (1) the Surviving Entity would have been owned by the Designated Stockholders and any stockholders of the Company that elected to receive shares of Senior Preferred Stock in the Merger, and (2) the stockholders of the Company, other than the Acquisition Entity, would have received the Merger Consideration in exchange for the outstanding shares of Common Stock (which would no longer have been listed on the New York Stock Exchange and would have been eligible for termination of registration pursuant to Section 12(g)(4) of the Act). The Proposal was subject to two contingencies, third-party financing arranged by the Proponents and agreements with the Designated Stockholders.

At the meeting on November 8, 2006, the Committee indicated that, before it could consider the Proposal, it must have evidence that certain contingencies could be satisfied.

The Proponents intend to continue to work on a possible transaction with the Company that would result in their control or acquisition of the Company. They do not, however, have a current proposal to submit to the Committee or a plan or time schedule for submitting any such proposal.

Other than as set forth in the preceding paragraphs, the Reporting Persons do not have any specific plans or proposals which relate to or would result in any extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; any change in the present board of directors or management of the Company; any material change in the present capitalization or dividend policy of the Company; any other material change in the Company's business or corporate structure; changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person; causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or any action similar to any of those enumerated above; but such Reporting Persons reserve the right to propose or undertake or participate in any of the foregoing actions in the future.

Item 5. Interest in Securities of the Issuer

Item 5(a) and the first two paragraphs of Item 5(b) of the Original Schedule 13D are hereby amended to read in their entirety as follows:

(a) The following chart reflects the number of shares of Common Stock beneficially owned by the Reporting Persons and the percentage of the outstanding shares of Common Stock that such shares represent:

Name	Shares Beneficially Owned	Percentage of Outstanding Shares
W. Andrew Adams	2,758,121	9.9 %
AdamsMark, L.P.	2,758,121	9.9 %
Springland Ventures, L.P.	2,758,121	9.9 %
Dorothy B. Adams	2,758,121	9.9 %
The Adams Group, L.P.	2,758,121	9.9 %
Adams Children's Trust	2,758,121	9.9 %
Adams Family Foundation II	2,758,121	9.9 %
W. Andrew and Dorothy B. Adams Grandchildren's Trust	2,758,121	9.9 %

The percentage calculations are based upon 27,752,239 shares of Common Stock outstanding on November 3, 2006, which is the number of shares of Common Stock reported in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006, and filed with the Securities and Exchange Commission on November 6, 2006.

(b) Andy is the sole general partner of AdamsMark and Springland and one of the trustees of the Children's Trust, the Foundation and the Grandchildren's Trust. The Reporting Persons may be deemed to constitute a group for purposes of Section 13(d)(3) of the Act by virtue of their intention to act in concert regarding the Proposal Andy, AdamsMark, Springland, Dorothy, Adams Group, and the Children's Trust in submitting it, and the Foundation and the Grandchildren's Trust in supporting it. Accordingly, each of the Reporting Persons may be deemed to beneficially own all of the shares beneficially owned by each other Reporting Person.

Andy shares voting and dispositive power with the other Reporting Persons over 546,621 shares of Common Stock which are owned directly by AdamsMark and over 44,000 shares of Common Stock which are owned directly by Springland. Andy shares voting and dispositive power with the other Reporting Persons over 1,864,043 shares of Common Stock which are owned directly by Adams Group and over 3,250 shares which are owned directly by the Children's Trust. Dorothy is the sole general partner of Adams Group. Andy may be deemed to be the beneficial owner of the shares owned directly by Adams Group by virtue of influence over Dorothy's decisions as the general partner of Adams Group with respect to the voting and disposition of those shares. Andy and Dorothy are the sole trustees of the Children's Trust, and each of them as trustee has the power to act independently on behalf of the Children's Trust. Andy shares voting and dispositive power with his five adult siblings, Robert G. Adams, Joanne Adams Coggin, Fred M. Adams, Carl E. Adams Jr. and A. B. Adams (collectively, the Siblings), and with the other Reporting Persons over 71,600 shares of Common Stock which are owned directly by The Carl E. and Jennie Mae Adams Grandchildren's Trust (the Second

Grandchildren's Trust). Andy and the Siblings are the trustees of the Second Grandchildren's Trust. Andy shares voting and dispositive power with Dorothy, their three adult offspring, Andrew Adams, Andrea A. Brown and Anthony Adams (collectively, the Offspring), and with the other Reporting Persons over 222,307 shares of Common Stock owned directly by the Foundation and over 6,500 shares of Common Stock owned directly by the Grandchildren's Trust. Andy, Dorothy and the Offspring are the sole trustees of the Foundation and of the Grandchildren's Trust.

The last paragraph of Item 5(b) and all of Items 5(c), 5(d), and 5(e) of the Original Schedule 13D are unchanged.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Unchanged.

Item 7. Material to be Filed as Exhibits

Unchanged.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

November 17, 2006

/s/ W. Andrew Adams
W. Andrew Adams

Adams Children s Trust

AdamsMark, L.P.

By: /s/ W. Andrew Adams
W. Andrew Adams, Trustee

By: /s/ W. Andrew Adams
W. Andrew Adams, General Partner

Adams Family Foundation II

Springland Ventures, L.P.

By: /s/ W. Andrew Adams
W. Andrew Adams, Trustee

By: /s/ W. Andrew Adams
W. Andrew Adams, General Partner

W. Andrew and Dorothy B. Adams
Grandchildren s Trust

By: /s/ W. Andrew Adams
W. Andrew Adams, Trustee

/s/ W. Andrew Adams
Dorothy B. Adams, by W. Andrew Adams,
Attorney-in-fact*

The Adams Group, L.P.

By: /s/ W. Andrew Adams
W. Andrew Adams,
Attorney-in-fact*

* Signed by W. Andrew Adams as Attorney-in-fact under the Limited Power of Attorney dated as of October 6, 2006, filed as an Exhibit to the Original Schedule 13D
