

SUPERCONDUCTOR TECHNOLOGIES INC
Form SC 13D/A
September 23, 2003

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Amendment No. 13

Under the Securities Exchange Act of 1934

Superconductor Technologies, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

867931107

(CUSIP Number)

H. Vaughan Blaxter, III

1900 Grant Building

Pittsburgh, Pennsylvania 15219

(412) 281-2620

(Name, address and telephone number of person
authorized to receive notices and communications)

August 22, 2003

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

CUSIP NO. 86931107

1. Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

C. G. Grefenstette, Trustee for Various Trusts

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

8. Shared Voting Power

9,788,737

9. Sole Dispositive Power

10. Shared Dispositive Power

9,788,737

11. Aggregate Amount Beneficially Owned by Each Reporting Person

9,788,737

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

15.07%

14. Type of Reporting Person

IN

CUSIP NO. 86931107

1. Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

L. M. Wagner Trustee for Various Trusts

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

8. Shared Voting Power

743,684

9. Sole Dispositive Power

10. Shared Dispositive Power

743,684

11. Aggregate Amount Beneficially Owned by Each Reporting Person

743,684

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

1.14%

14. Type of Reporting Person

IN

CUSIP NO. 86931107

1. Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

C. G. Grefenstette and L. M. Wagner, Trustees Under Agreement

Of Trust Dated 12/30/76 for the Children of Juliet Lea Hillman

Simonds

I.D. #25-6193084

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Pennsylvania

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

185,921

8. Shared Voting Power

9. Sole Dispositive Power

185,921

10. Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

185,921

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

.29%

14. Type of Reporting Person

OO

CUSIP NO. 86931107

1. Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

C. G. Grefenstette and L. M. Wagner, Trustees Under Agreement

Of Trust Dated 12/30/76 for the Children of Audrey Hillman

Fisher

I.D. #25-6193085

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Pennsylvania

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

185,921

8. Shared Voting Power

9. Sole Dispositive Power

185,921

10. Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

185,921

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

.29%

14. Type of Reporting Person

OO

CUSIP NO. 86931107

1. Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

C. G. Grefenstette and L. M. Wagner, Trustees Under Agreement

Of Trust Dated 12/30/76 for the Children of Henry Lea

Hillman, Jr.

I.D. #25-6193086

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Pennsylvania

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

185,921

8. Shared Voting Power

9. Sole Dispositive Power

185,921

10. Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

185,921

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

.29%

14. Type of Reporting Person

OO

CUSIP NO. 86931107

1. Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

C. G. Grefenstette and L. M. Wagner, Trustees Under Agreement

Of Trust Dated 12/30/76 for the Children of William Talbott

Hillman

I.D. #25-6193087

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Pennsylvania

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

185,921

8. Shared Voting Power

9. Sole Dispositive Power

185,921

10. Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

185,921

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

.29%

14. Type of Reporting Person

OO

CUSIP NO. 86931107

1. Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

Henry L. Hillman

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

8. Shared Voting Power

9,045,053

9. Sole Dispositive Power

10. Shared Dispositive Power

9,045,053

11. Aggregate Amount Beneficially Owned by Each Reporting Person

9,045,053

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

13.93%

14. Type of Reporting Person

IN

CUSIP NO. 86931107

1. Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

Elsie Hilliard Hillman

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

8. Shared Voting Power

9,045,053

9. Sole Dispositive Power

10. Shared Dispositive Power

9,045,053

11. Aggregate Amount Beneficially Owned by Each Reporting Person

9,045,053

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

13.93%

14. Type of Reporting Person

IN

CUSIP NO. 86931107

1. Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

Henry L. Hillman, Elsie Hilliard Hillman & C. G. Grefenstette

Trustees of the Henry L. Hillman Trust U/A dated

November 18, 1985

I.D. #18-2145466

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Pennsylvania

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

1,641,140

8. Shared Voting Power

7,403,913

9. Sole Dispositive Power

1,641,140

10. Shared Dispositive Power

7,403,913

11. Aggregate Amount Beneficially Owned by Each Reporting Person

9,045,053

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

13.93%

14. Type of Reporting Person

OO

CUSIP NO. 86931107

1. Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

The Hillman Company I.D. #25-1011286

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Pennsylvania

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

8. Shared Voting Power

7,403,913

9. Sole Dispositive Power

10. Shared Dispositive Power

7,403,913

11. Aggregate Amount Beneficially Owned by Each Reporting Person

7,403,913

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

11.4%

14. Type of Reporting Person

CO

CUSIP NO. 86931107

1. Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

Wilmington Investments, Inc. I.D. #51-0344688

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

8. Shared Voting Power

7,403,913

9. Sole Dispositive Power

10. Shared Dispositive Power

7,403,913

11. Aggregate Amount Beneficially Owned by Each Reporting Person

7,403,913

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

11.4%

14. Type of Reporting Person

CO

CUSIP NO. 86931107

1. Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

Wilmington Equities, Inc. I.D. #51-0411204

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

8. Shared Voting Power

7,403,913

9. Sole Dispositive Power

10. Shared Dispositive Power

7,403,913

11. Aggregate Amount Beneficially Owned by Each Reporting Person

7,403,913

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

11.4%

14. Type of Reporting Person

CO

CUSIP NO. 86931107

1. Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

Wilmington Securities, Inc. I.D. #51-0114700

2. Check the Appropriate Box if Member of a Group (a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power

7,403,913

8. Shared Voting Power

9. Sole Dispositive Power

7,403,913

10. Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

7,403,913

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

11.4%

14. Type of Reporting Person

CO

SCHEDULE 13D

Amendment No. 13

This statement ("Statement") constitutes Amendment No. 13 to Schedule 13D filed with the Securities and Exchange Commission (the "Commission") in connection with the event date of August 22, 2002 (the "Filing").

Item 1. Security and Issuer

This Statement relates to the Common Stock, \$0.001 par value, of Superconductor Technologies, Inc. a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 460 Ward Drive, Suite F, Santa Barbara, California 93111-2310. The Common Stock is quoted on the Nasdaq National Market under the symbol "SCON".

Item 2. Identity and Background

(a) name of persons filing (individually, the "Registrant" and collectively, the "Registrants"):

Wilmington Securities, Inc. ("Wilmington"), a wholly-owned subsidiary of Wilmington Equities, Inc.

Wilmington Equities, Inc., a wholly-owned subsidiary of Wilmington Investments, Inc.

Wilmington Investments, Inc., a wholly-owned subsidiary of The Hillman Company.

The Hillman Company, a corporation controlled by Henry L.

Hillman, Elsie Hilliard Hillman and C. G. Grefenstette,

as Trustees of the Henry L. Hillman Trust U/A dated

November 18, 1985.

Henry L. Hillman, Elsie Hilliard Hillman and C. G.

Grefenstette, Trustees of the Henry L. Hillman Trust U/A

Dated November 18, 1985 (the "Henry L. Hillman Trust")

C. G. Grefenstette and L. M. Wagner, Trustees Under Agreement

of Trust dated 12/30/76 for the Children of Juliet Lea

Hillman Simonds (the "JLHS 1976 Trust")

C. G. Grefenstette and L. M. Wagner, Trustees Under Agreement

of Trust dated 12/30/76 for the Children of Audrey Hillman

Fisher (the "AHF 1976 Trust")

C. G. Grefenstette and L. M. Wagner, Trustees Under Agreement

of Trust dated 12/30/76 for the Children of Henry Lea

Hillman, Jr. (the "HLH Jr. 1976 Trust")

C. G. Grefenstette and L. M. Wagner, Trustees Under Agreement

of Trust dated 12/30/76 for the Children of William Talbott

Hillman (the "WTH 1976 Trust")

C. G. Grefenstette

Lawrence M. Wagner

Henry L. Hillman

Elsie Hilliard Hillman

The name, position, business address and citizenship of each director and executive officer of the entities listed above, each controlling person of such entities and each director and executive officer of any person or corporation in control of said entities, is attached hereto as Exhibit 1.

(b) Business Address

The addresses of the Registrants are as follows:

The Hillman Company, the Henry L. Hillman Trust, the JLHS 1976 Trust, the AHF 1976 Trust, the HLH Jr. 1976

Trust and the WTH 1976 Trust are each located at:

1900 Grant Building

Pittsburgh, Pennsylvania 15219

Wilmington, Wilmington Equities, Inc. and

Wilmington Investments, Inc. are each located at:

824 Market Street, Suite 900

Wilmington, Delaware 19801

C. G. Grefenstette

2000 Grant Building

Pittsburgh, Pennsylvania 15219

Lawrence M. Wagner

2000 Grant Building

Pittsburgh, Pennsylvania 15219

Henry L. Hillman

2000 Grant Building

Pittsburgh, Pennsylvania 15219

Elsie Hilliard Hillman

2000 Grant Building

Pittsburgh, Pennsylvania 15219

(c) Principal occupation or employment

The principal occupations of the corporations, listed in response to Item 2(a) are:
diversified investments and operations.

The principal occupation of the Henry L. Hillman Trust is: diversified
investments and operations.

The principal occupation of the JLHS 1976 Trust is: diversified investments and
operations.

The principal occupation of the AHF 1976 Trust is: diversified investments and
operations.

The principal occupation of the HLH Jr. 1976 Trust is: diversified investments
and operations.

The principal occupation of the WTH 1976 Trust is: diversified investments and operations.

C. G. Grefenstette

See Exhibit 1

Lawrence M. Wagner

See Exhibit 1

Henry L. Hillman

See Exhibit 1

Elsie Hilliard Hillman

See Exhibit 1

(d) Criminal convictions

None of the persons named in Item 2(a)(including Exhibit 1) have been convicted in a criminal proceeding in the last five years.

(e) Civil proceedings

None of the persons listed in response to Item 2(a)(including Exhibit 1) have in the last five years been subject to a judgment, decree or final order as described in Item 2, subsection (e) of Schedule 13D.

(f) Citizenship

Wilmington, Wilmington Equities, Inc. and Wilmington Investments, Inc. are Delaware corporations.

The Hillman Company is a Pennsylvania corporation.

The Henry L. Hillman Trust, the JLHS 1976 Trust, the AHF 1976 Trust, the HLH Jr. 1976 Trust and the WTH 1976 Trust are Pennsylvania trusts.

C. G. Grefenstette, Lawrence M. Wagner, Henry L. Hillman and Elise Hilliard Hillman are U.S. citizens.

Item 3. Source and Amount of Funds or Other Consideration

None.

Item 4. Purpose of Transaction

On August 14, 2003, Wilmington sold 65,500 shares of Common Stock of the Issuer in the open market for an average price of \$2.77 per share.

On August 15, 2003 Wilmington sold 269,600 shares of Common Stock of the Issuer in the open market for an average price of \$2.93 per share.

On August 15, 2003 the Henry L. Hillman Trust sold 60,000 shares of Common Stock of the Issuer in the open market for an average price of \$2.93 per share.

On August 18, 2003, Wilmington sold 32,400 shares of Common Stock of the Issuer in the open market for an average price of \$2.80 per share.

On August 18, 2003, the Henry L. Hillman Trust sold 22,000 shares of Common Stock of the Issuer in the open market for an average price of \$2.80 per share.

On August 19, 2003, Wilmington sold 41,800 shares of Common Stock of the Issuer in the open market for an average price of \$2.84 per share.

On August 19, 2003, the Henry L. Hillman Trust sold 8,700 shares of Common Stock of the issuer in the open market for an average price of \$2.84 per share.

On August 22, 2003, Wilmington sold 205,000 shares of Common Stock

of the Issuer in the open market for an average price of \$3.00 per share.

On August 22, 2003, the Henry L. Hillman Trust sold 45,000 shares of Common Stock of the Issuer on the open market for an average price of \$3.00 per share.

Item 5. Interest in Securities of the Issuer

(a) Beneficial Ownership

6,846,939 shares of Common Stock and a Warrant for 556,974 shares of Common Stock are owned of record and beneficially by Wilmington.

1,378,640 shares of Common Stock and a Warrant for 262,500 shares of Common Stock are owned of record and beneficially by the Henry L. Hillman Trust.

173,026 shares of Common Stock and a Warrant for 12,895 shares of Common Stock are owned of record and beneficially by the JLHS 1976 Trust.

173,026 shares of Common Stock and a Warrant for 12,895 shares of Common Stock are owned of record and beneficially by AHF 1976 Trust.

173,026 shares of Common Stock and a Warrant for 12,895

shares of Common Stock are owned of record and beneficially

by HLH Jr. 1976 Trust.

173,026 shares of Common Stock and a Warrant for 12,895

shares of Common Stock are owned of record and beneficially

by WTH 1976 Trust.

(b) Power to Vote or Dispose of Shares

Each person listed above in response to Item 5(a) has the sole power to vote and

to direct the vote and the sole power to dispose of and direct the disposition of

those shares except as follows:

(i) Wilmington, Wilmington Equities, Wilmington Investments, Inc.

The Hillman Company, Henry L. Hillman, as settlor and Trustee of the Henry L. Hillman Trust, and Elsie Hilliard Hillman and C. G. Grefenstette, as Trustees of the Henry L. Hillman Trust may be deemed to share voting and disposition power regarding 6,846,939 shares of Common Stock and

556,974 Warrants for Common Stock held beneficially by Wilmington.

(ii) Henry L. Hillman, as settlor and Trustee of the Henry L. Hillman Trust, and Elsie Hilliard Hillman and C. G. Grefenstette, as Trustees of the Henry L. Hillman Trust, may be deemed to share voting and disposition power regarding 1,378,640 shares of Common Stock and 262,500 Warrants for

Common Stock held beneficially by the Henry L. Hillman Trust.

(iii) As trustees of the JLHS 1976 Trust, the AHF 1976 Trust, the HLH Jr. 1976 Trust and the WTH 1976 Trust, C. G. Grefenstette and L. M. Wagner may be deemed to share voting and disposition power regard 692,104 shares of Common Stock and 51,580 Warrants for Common Stock held beneficially in the aggregate by the JLHS 1976 Trust, the AHF 1976 Trust, the HLH Jr. 1976 Trust and the WTH 1976 Trust in the aggregate.

(c), (d) and (e). Not applicable.

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

The information set forth in Item 4 of this Schedule is incorporated herein by this reference . Other than as disclosed in Amendment No. 12 of this Schedule, or as set forth in the Third Amended and Restated Stockholders Agreement dated as of June 24, 1999, among the Hillman Stockholders, certain other unaffiliated investors and the Issuer filed as an exhibit to Amendment 7 to this Schedule, or in the Voting Agreement dated as of October 10, 2002, among the Hillman Stockholders and Conductus, filed as an exhibit to Amendment No. 10 to this Schedule, or in the Registration Rights Agreement dated as of December 18, 2002 between the investor or investors signatory thereto and the Issuer filed as an exhibit to Amendment No. 12 to this Schedule, there are no contracts arrangements, understandings or relationships among the Registrants and between such persons and any person with respect to the transfer or voting of any securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

The following documents are filed as exhibits:

1. Information concerning officers and directors of reporting persons and certain affiliates thereof.

SIGNATURES

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

WILMINGTON SECURITIES, INC.

/s/ Andrew H. McQuarrie

By: _____

Andrew H. McQuarrie, President

WILMINGTON EQUITIES, INC.

/s/ Andrew H. McQuarrie

By: _____

Andrew H. McQuarrie, President

WILMINGTON INVESTMENTS, INC.

/s/ Andrew H. McQuarrie

By: _____

Andrew H. McQuarrie, Vice President

THE HILLMAN COMPANY

/s/ Lawrence M. Wagner

By: _____

Lawrence M. Wagner, President

HENRY L. HILLMAN, ELSIE HILLIARD

HILLMAN & C. G. GREFENSTETTE,

TRUSTEES OF THE HENRY L. HILLMAN

TRUST U/A DATED NOVEMBER 18, 1985

/s/ C. G. Grefenstette

By: _____

C. G. Grefenstette, Trustee

C. G. GREFENSTETTE AND L. M. WAGNER, TRUSTEES UNDER AGREEMENT OF TRUST DATED 12/30/76 FOR THE CHILDREN OF JULIET LEA HILLMAN SIMONDS, AUDREY HILLIARD HILLMAN, HENRY LEA HILLMAN, JR, AND WILLIAM TALBOTT HILLMAN.

/s/ C. G. Grefenstette

By: _____

C. G. Grefenstette, Trustee

/s/ L. M. Wagner

L. M. Wagner, Trustee

/s/ C. G. Grefenstette

C. G. Grefenstette

/s/ L. M. Wagner

L. M. Wagner

/s/ Henry L. Hillman

Henry L. Hillman

/s/ Elsie Hilliard Hillman

Elsie Hilliard Hillman

September 23, 2003

Date