

Edgar Filing: RSI HOLDINGS INC - Form 10QSB

RSI HOLDINGS INC  
Form 10QSB  
April 11, 2003

United States  
Securities and Exchange Commission  
Washington, D. C. 20549

FORM 10 - QSB

(MARK ONE)

Quarterly Report pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

For the Quarterly Period Ended February 28, 2003 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 0-18091

RSI HOLDINGS, INC.

(Exact name of small business issuer as specified in its charter)

NORTH CAROLINA

56-1200363

-----  
(State or other jurisdiction of  
incorporation or organization)

-----  
(I.R.S. Employer  
Identification No.)

28 East Court Street, P. O. Box 6847  
Greenville, South Carolina 29606

-----  
(Address of principal executive offices)

(864) 271-7171

-----  
(Issuer's telephone number, including area code)

Not Applicable

-----  
(Former name, former address and former fiscal year,  
if changed since last report)

Check whether the issuer (1) has filed all reports required to be filed by  
Section 13 or 15(d) of the Exchange Act during the past 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.

Yes  No

State the number of shares outstanding of each of the issuer's classes of common  
equity, as of the latest practicable date:

Common Stock, \$.01 Par Value - 7,846,455 shares outstanding as of April 7, 2003

Transitional Small Business Disclosure Format (check one): Yes  No

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RSI HOLDINGS, INC.

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CERTIFICATIONS

RSI HOLDINGS, INC.  
CONDENSED CONSOLIDATED BALANCE SHEET (Unaudited)  
FEBRUARY 28, 2003

|                     |    |         |
|---------------------|----|---------|
| Assets              |    |         |
| Current Assets      |    |         |
| Cash                | \$ | 205,276 |
| Accounts receivable |    | 100,697 |

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|   |              |
|---|--------------|
| Prepaid expenses and other  | 10,250       |
|   | -----        |
| Total current assets  | 316,223      |
| Property and equipment  |              |
| Cost  | 130,801      |
| Less accumulated depreciation   | 35,894       |
|   | -----        |
| Property and equipment - net  | 94,907       |
| Other assets:   |              |
| Customer related intangible assets, net of<br>amortization of \$128,732                                   | 1,804,311    |
|   | -----        |
|   | \$ 2,215,441 |
|   | =====        |
| Liabilities and Shareholders' Deficit   |              |
| Current liabilities   |              |
| Accounts payable  | \$ 85,485    |
| Accrued expenses  | 122,022      |
| Current maturities of long-term debt  | 154,481      |
|   | -----        |
| Total current liabilities   | 361,988      |
| Long-term debt  | 2,043,098    |
| Commitments and contingencies   |              |
| Shareholders' deficit:  |              |
| Common Stock, \$.01 par value-authorized<br>25,000,000 shares, issued and outstanding<br>7,846,455 shares | 78,464       |
| Additional paid-in capital  | 4,951,741    |
| Deficit   | (5,219,850)  |
|   | -----        |
| Total shareholders' deficit   | (189,645)    |
|   | -----        |
|   | \$ 2,215,441 |
|   | =====        |

The accompanying notes are an integral part of these consolidated financial statements.

1

RSI HOLDINGS, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)  
FOR THE THREE AND SIX MONTHS ENDED FEBRUARY 28, 2003 AND 2002

|  | For the<br>Three months<br>Ended<br>February 28<br>2003 | For the<br>Six months<br>Ended<br>February 28<br>2003 | For the<br>Three<br>Months<br>Ended<br>February 28<br>2002 |
|--|---|---|--|
|  | -----   | -----   | -----  |

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|   |              |              |
|---|--------------|--------------|
| Revenues from services                                      | \$ 1,265,510 | \$ 2,688,088 |
| Cost of services  | 1,028,591    | 2,170,652    |
|   | -----        | -----        |
| Gross profit  | 236,919      | 517,436      |
| Expenses:   |              |              |
| Selling, general and administrative                         | 256,741      | 454,428      |
|   | -----        | -----        |
| Income (loss) from operations                               | (19,822)     | 63,008       |
| Other income (expenses):                                    |              |              |
| Interest income and other                                   | 142          | 647          |
| Interest expense  | (37,446)     | (75,379)     |
|   | -----        | -----        |
| Total other income (expense)                                | (37,304)     | (74,732)     |
|   | -----        | -----        |
| Loss before income taxes                                    | \$ (57,126)  | \$ (11,724)  |
| Income tax expense  | -            | -            |
|   | -----        | -----        |
| Net (loss)  | \$ (57,126)  | \$ (11,724)  |
|   | =====        | =====        |
| Basic and diluted (loss) per share                          | \$ (0.01)    | \$ -         |
|   | =====        | =====        |
| Shares used in computing basic and diluted (loss) per share | 7,831,733    | 7,826,565    |
|   | =====        | =====        |

The accompanying notes are an integral part of these consolidated financial statements.

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RSI HOLDINGS, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)  
FOR THE SIX MONTHS ENDED FEBRUARY 28, 2003 AND 2002

OPERATING ACTIVITIES

Net loss  
Adjustments to reconcile net loss to net  
cash provided (used by) operating activities:  
    Depreciation  
    Amortization

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Loss on disposal of asset  
Changes in current assets and liabilities

Net cash provided by (used by) operating activities

### INVESTING ACTIVITIES

Purchase of property and equipment  
Purchase of customer intangible assets

Net cash used by investing activities

### FINANCING ACTIVITIES

Proceeds from long-term debt borrowings  
Repayment of long-term debt  
Proceeds from issuance of common stock

Net cash (used by) provided by financing activities

Net increase in cash

CASH, BEGINNING OF PERIOD

CASH, END OF PERIOD

The accompanying notes are an integral part of these consolidated financial statements.

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RSI Holdings, Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)

### NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES

#### NATURE OF BUSINESS

On March 4, 2002, the Company through a newly-formed, wholly-owned subsidiary, Employment Solutions, Inc., a South Carolina corporation ("Employment Solutions"), acquired substantially all of the assets of Employment Solutions, LLC, a South Carolina limited liability company. Employment Solutions, the Company's only business, is in the business of locating and providing labor to industrial companies.

#### BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements at February 28, 2003 have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-QSB and Item 310(b) of Regulation S-B. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of

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management, all adjustments including normal recurring accruals considered necessary for a fair presentation have been included. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-KSB for the year ended August 31, 2002.

### DEVELOPMENT STAGE

During the six months ended February 28, 2002, the Company devoted substantially all its efforts to locating and establishing a new business, but had no operating business or revenues. As a result, during the three and six months ended February 28, 2002, the Company reported under those accounting principles that apply to development stage enterprises. Accounting principles generally accepted in the United States of America that apply to established operating enterprises govern the recognition of revenue by a development stage enterprise and determine whether a cost incurred by a development stage enterprise is to be charged to expense when incurred or is to be capitalized or deferred.

Effective with the purchase of Employment Solutions on March 4, 2002 the Company began operations which generated revenues. As a result the Company ceased to report under those standards that apply to a development stage enterprise.

### NET INCOME (LOSS) PER COMMON SHARE

Basic net income (loss) per common share is computed on the basis of the weighted average number of common shares outstanding in accordance with Statement of Financial Accounting Standards (SFAS) No. 128, Earnings per Share. The treasury stock method is used to compute the effect of stock options on the weighted average number of common shares outstanding for the diluted method. Since the Company incurred a loss during the three months and six months ended February 28, 2003 and 2002, the effect of the stock options on the treasury stock method was anti-dilutive.

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### NOTE 2 - LONG-TERM DEBT

Long-term debt consists of the following:

|  |           |
|--|-----------|
| Unsecured note payable to Minor H. Mickel with interest payable quarterly at 8.0 percent per year. The unpaid principal balance is due on August 14, 2006.   | \$ 250,00 |
| Unsecured note payable to Minor H. Mickel with interest payable annually at 7.0 percent per year. The unpaid principal balance is due on February 14, 2007.  | 1,200,00  |
| Unsecured notes payable to Buck A. Mickel, the President and Chief Executive Officer of the Company, and to Charles C. Mickel and Minor M. Shaw in the amount of \$20,000 each with interest payable annually at 7.0 percent per year. The unpaid principal balance is due on February 25, 2007. | 60,00     |
| Note payable to Eadon Solutions, LLC (formerly Employment Solutions, LLC) in monthly installments of \$15,466 including interest at 6.0% per year through March 4, 2007 secured by the outstanding common stock of Employment Solutions, Inc.  | 658,55    |

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Note payable to First Citizens Bank in monthly installments of \$520 including interest at an annual rate of approximately 7.0% through October 24, 2008

29,02

Less current portion

2,197,57

154,48

\$ 2,043,09

### NOTE 3 - INCOME TAXES

Net deferred income tax benefits have not been recorded and a valuation allowance has been recorded relating to temporary differences since the Company is not assured that the resulting additional deferred income tax assets will be realized. The valuation allowance relates primarily to future income tax benefits of net operating loss carryforward.

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### Note 4 - Recently issued accounting standards

In August 2001, the Financial Accounting Standards Board (the "FASB") issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, which supercedes both SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of and the accounting and reporting provisions of Accounting Principles Board ("APB") Opinion No. 30, Reporting the Results of Operations—Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions, for the disposal of a segment of a business (as previously defined in that Opinion). SFAS No. 144 retains the fundamental provisions in SFAS No. 121 for recognizing and measuring impairment losses on long-lived assets held for use and long-lived assets to be disposed of by sale, while also resolving significant implementation issues associated with SFAS No. 121. The Company adopted the provisions of SFAS No. 144 for the quarter ended February 28, 2003. The adoption of SFAS No. 144 has not had a material impact on the Company's financial position and results of operations.

In December 2002, the FASB issued SFAS No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure. SFAS No. 148 amends SFAS No. 123, Accounting for Stock-Based Compensation, to provide alternative methods of transition to the fair value method of accounting for stock-based employee compensation. In addition, SFAS No. 148 amends the disclosure provisions of SFAS No. 123 to require disclosure in the summary of significant accounting policies of the effects of an entity's accounting policy with respect to stock-based employee compensation on the reported net income and earnings per share in annual and interim financial statements. SFAS No. 148's amendment of the transition and annual disclosure requirements of SFAS No. 123 are effective for fiscal years beginning after December 15, 2002. If the Company does not adopt the disclosure requirements of SFAS No. 123 and expenses the stock-based

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employee compensation, the Company will be required to adopt the disclosure provisions of SFAS No. 148 for interim periods beginning after December 15, 2002. Accordingly, the company will be required to adopt the disclosure provisions of SFAS No. 148 for the quarter ended May 31, 2003. The Company does not expect the adoption of this statement to have a material impact on its financial position and results of operations.

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### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

#### General

##### Special Cautionary Notice Regarding Forward-Looking Statements.

This Report on Form 10-QSB contains various forward-looking statements. Forward-looking statements are indicated by such terms as "expects", "plans", "anticipates", and words to similar effect. Such forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Important factors ("Cautionary Statements") that could cause the actual results, performance or achievements of the Company to differ materially from the Company's expectations are disclosed in this Report on Form 10-QSB. All written or oral forward-looking statements attributable to the Company are expressly qualified in their entirety by the Cautionary Statements.

#### Acquisition of business

On March 4, 2002, the Company, through Employment Solutions, its newly-formed, wholly-owned subsidiary, acquired substantially all of the assets of Employment Solutions, LLC, a South Carolina limited liability company. Employment Solutions is in the business of locating and providing labor to industrial companies. Prior to the asset purchase, the Company had not conducted any business since January 31, 2000 other than seeking acquisition opportunities and liquidating the assets of its prior business.

#### Changes in basis of accounting

As described in Note 1 to its Condensed Consolidated Financial Statements, the Company's financial statements for the three and six months ended February 28, 2002 were prepared in accordance with disclosure requirements applicable to a development stage entity because the Company had no revenues during the six months ended February 28, 2002.

Effective with the purchase of Employment Solutions on March 4, 2002, the Company began operations which generated revenues. As a result, the Company ceased to report under the standards that apply to a development stage



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enterprise.

### Results of operations

During the three and six months ended February 28, 2003 the Company's revenues were \$1,265,510 and \$2,688,088, respectively, all of which were generated by its wholly-owned subsidiary, Employment Solutions. Employment Solutions operates from an office facility in Greenwood, SC. The Company had no revenues during the three and six months ended February 28, 2002.

Employment Solutions incurred cost of services of \$1,028,591 during the three months ended February 28, 2003 and \$2,170,652 during the six months ended February 28, 2003. These costs include wages paid directly to the employees, payroll taxes, workers compensation insurance and other costs directly associated with employment of the workers.

Selling, general and administrative expenses during the three and six months ended February 28, 2003 were \$256,741 and \$454,428, respectively, as compared to \$67,907 and \$124,911, respectively, during the three and six months ended February 28, 2002. These expenses during the three and six months ended February 28, 2003, exclusive of Employment Solutions operations, included salaries and related costs of \$97,394 and \$171,922, respectively; legal, accounting, and shareholder related expenses of \$27,725 and \$39,325; rent of \$8,900 and \$17,750, respectively; and other administrative expenses of \$26,548 and \$42,344. The expenses during the three and six months ended February 28, 2003 also included selling and administrative expenses incurred by Employment Solutions of \$63,880 and \$118,647, respectively; and the amortization of customer related intangible assets of \$32,294 and \$64,440.

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Interest expense incurred during the three and six months ended February 28, 2003 was \$37,446 and \$75,379, respectively, as compared to \$13,777 and \$27,804, respectively, during the three and six months ended February 28, 2002. The increase in interest expense results primarily from interest incurred on borrowings relating to the acquisition of Employment Solutions.

### Income taxes

The consolidated financial statements have been prepared on the accrual basis. When income and expenses are recognized in different periods for financial reporting purposes than for purposes of computing income taxes currently payable, deferred tax assets or liabilities are provided on such temporary differences. The Company accounts for income taxes in accordance with SFAS No. 109, Accounting for Income Taxes. Under SFAS No. 109, deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been recognized in the consolidated financial statements or tax return. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be realized or settled.

During the three and six months ended February 28, 2003 and 2002, net deferred tax benefits were not recorded relating to temporary differences since the Company is not assured that the resulting additional deferred tax assets will be realized.

### Liquidity and Capital Resources

At February 28, 2003, the Company's total liabilities exceeded its assets by \$189,645 as compared to \$184,421 at August 31, 2002. The Company anticipates that its cash balances and cash generated by the operations of

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Employment Solutions will be sufficient to fund its cash requirements during the next twelve months.

### Item 4. Controls and procedures.

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures within 90 days of the filing date of this quarterly report, and, based on their evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that these controls and procedures are effective. There were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

Disclosure controls and procedures are our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

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## PART II. Other information

### ITEM 1. LEGAL PROCEEDINGS\*

### ITEM 2. CHANGES IN SECURITIES\*

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES\*

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The following summarizes the votes at the Annual Meeting of the Company's shareholders held on January 30, 2003.

| Matter<br>-----                           | For<br>--- | Against<br>----- | Withheld<br>----- | Abstentions<br>----- |
|---|------------|------------------|-------------------|----------------------|
| Election of Directors                     |            |                  |                   |                      |
| Buck A. Mickel                            | 7,656,509  | N/A              | 6,034             | N/A                  |
| C. C. Guy                                 | 7,656,394  | N/A              | 6,149             | N/A                  |
| Charles M. Bolt                           | 7,656,394  | N/A              | 6,149             | N/A                  |
| Joe F. Ogburn                             | 7,656,509  | N/A              | 6,034             | N/A                  |
| Charles C. Mickel                         | 7,656,509  | N/A              | 6,034             | N/A                  |
| Amendment to Stock Option<br>Plan         | 7,002,328  | 58,604           | N/A               | 4,773                |
| Ratification of<br>Appointment of Elliott |            |                  |                   |                      |

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Davis, LLC for fiscal 2003      7,653,181      4,317      N/A      4,753

ITEM 5.      OTHER INFORMATION\*

\*Items 1, 2, 3, and 5 are not presented as they are not applicable or the information required thereunder is substantially the same as information previously reported.

ITEM 6.      EXHIBITS AND REPORTS ON FORM 8-K

(a)      Listing of Exhibits

99.1      Certification of Chief Executive Officer

99.2      Certification of Chief Financial Officer

(b) Reports on Form 8-K

There were no reports on Form 8-K filed during the fiscal quarter ended February 28, 2003.

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RSI HOLDINGS, INC.  
-----

April 11, 2003  
-----

(Date)

/s/ Joe F. Ogburn  
-----

Joe F. Ogburn,  
Treasurer and Chief  
Financial Officer  
(Principal Accounting Officer)

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### CERTIFICATION

I, Buck A. Mickel, the President and Chief Executive Officer of RSI Holdings, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-QSB of RSI Holdings, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date", and
  - c) Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weakness in internal controls; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: April 7, 2003

/s/ Buck A. Mickel  
Buck A. Mickel, President and  
Chief Executive Officer

CERTIFICATION

I, Joe F. Ogburn, the Vice President, Treasurer and Principal Financial Officer of RSI Holdings, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-QSB of RSI Holdings, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date", and
  - c) Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weakness in internal controls; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material

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weaknesses.

Date: April 8, 2003

/s/ Joe F. Ogburn  
Joe F. Ogburn, Vice President,  
Treasurer, and Principal Financial Officer