

ROCKY SHOES & BOOTS INC
Form SC 13D
April 12, 2001

United States
Securities and Exchange Commission
Washington DC 20549

Schedule 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Rocky Shoes & Boots, Inc.
(Name of Issuer)

Common Shares, no par value
(Title of Class of Securities)

774830103
(CUSIP Number)

Thomas G. Berlin
37500 Eagle Road
Willoughby Hills, OH 44094
(440) 951-2655
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

April 2, 2001
(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 which is the subject of this Schedule 13D,
and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or
13d-1(g), check the following box / /.

Check the following box if a fee is being paid with the statement / /.
(A fee is not required only if the reporting person: (1) has a
previous statement on file reporting beneficial ownership of more than
five percent of the class of securities described in Item 1; and (2)
has filed no amendment subsequent thereto reporting beneficial
ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be
filed with the Commission. See Rule 13d-7(b) for other parties to
whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

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1 Name of Reporting Person Thomas G. Berlin

2 If a member of a group a) / /
b) /X/

3 SEC Use only

4 Source of Funds AF, PF

5 Check if Disclosure of Legal Proceedings is Required

6 Citizenship or Place of Organization United States

| | | | |
|--------------------|----|--------------------|---------|
| Number of Shares | 7 | Sole Voting | 26,000 |
| Beneficially Owned | | | |
| By Each Reporting | | | |
| Person With | 8 | Shared Voting | 214,000 |
| | 9 | Sole Dispositive | 26,000 |
| | 10 | Shared Dispositive | 214,000 |

11 Aggregate Amount Beneficially Owned 240,000

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11) 5.34%

14 Type of Reporting Person IA, IN, OO

Item 1. Security and Issuer.

The name of the issuer is Rocky Shoes & Boots, Inc., an Ohio Corporation (the "Issuer"), which has its principal executive offices at 39 East Canal Street, Nelsonville, OH 45764 (phone [740] 753-1951). The title of the securities to which this Statement relates is the Issuer's Common Shares, no par value (the "Shares").

Item 2. Identity and Background.

(a) The name of the Reporting Person is Thomas G. Berlin.

(b) The Reporting Person's residence address is 37500 Eagle Road, Willoughby Hills, OH 44094.

(c) The Reporting Person's principal occupation is investment adviser. The principal business where such employment is conducted is Berlin Financial Ltd. The address of Berlin Financial Ltd. is 23811 Chagrin Blvd., Suite 275, Beachwood, OH 44122.

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(d)-(e) During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor has he been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations of such laws.

(f) Citizenship United States

Item 3. Source and Amount of Funds or Other Consideration.

The Reporting Person purchased the Capital Shares (as defined in Item 5) in his capacity as the General Partner of Berlin Capital Growth, L.P. The purchase of the Capital Shares was made by the Reporting Person on behalf of Berlin Capital Growth, L.P. in the Reporting Person's capacity as the General Partner of Berlin Capital Growth, L.P. and with funds provided by Berlin Capital Growth, L.P.

The Reporting Person purchased the Buckeye Shares (as defined in Item 5) in his capacity as an Investment Adviser of the Buckeye Fabricators of Letonia Profit Sharing Plan. The purchase of the Buckeye Shares was made by the Reporting Person on behalf of the Buckeye Fabricators of Letonia Profit Sharing Plan in the Reporting Person's capacity as an Investment Adviser of the Buckeye Fabricators of Letonia Profit Sharing Plan and with funds provided by the Buckeye Fabricators of Letonia Profit Sharing Plan.

The Reporting Person purchased the Cover Shares (as defined in Item 5) in his capacity as an Investment Adviser of the Jack Cover IRA. The purchase of the Cover Shares was made by the Reporting Person on behalf of the Jack Cover IRA in the Reporting Person's capacity as an Investment Adviser of the Jack Cover IRA and with funds provided by the Jack Cover IRA.

The Reporting Person purchased the George Shares (as defined in Item 5) in his capacity as an Investment Adviser of J. George Investments, L.L.C. The purchase of the George Shares was made by the Reporting Person on behalf of J. George Investments, L.L.C. in the Reporting Person's capacity as an Investment Adviser of J. George Investments, L.L.C. and with funds provided by J. George Investments, L.L.C.

The Reporting Person purchased the Hummer Shares (as defined in Item 5) in his capacity as an Investment Adviser of the John S. Hummer IRA. The purchase of the Hummer Shares was made by the Reporting Person on behalf of the John S. Hummer IRA in the Reporting Person's capacity as an Investment Adviser of the John S. Hummer IRA and with funds provided by the John S. Hummer IRA.

The Reporting Person purchased the Thomas Shares (as defined in Item 5) in his capacity as an Investment Adviser of the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas. The purchase of the Thomas Shares was made by the Reporting Person on behalf of the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas in the Reporting Person's capacity as an Investment Adviser of the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas and with funds provided by the the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas.

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Item 4. Purpose of Transaction.

(a)-(j) The Reporting Person purchased the Capital Shares in his capacity as the General Partner and solely for investment purposes on behalf of Berlin Capital Growth, L.P.

The Reporting Person purchased the Buckeye Shares in his capacity as an Investment Adviser and solely for investment purposes on behalf of the Buckeye Fabricators of Letonia Profit Sharing Plan.

The Reporting Person purchased the Cover Shares in his capacity as an Investment Adviser and solely for investment purposes on behalf of the Jack Cover IRA.

The Reporting Person purchased the George Shares in his capacity as an Investment Adviser and solely for investment purposes on behalf of J. George Investments, L.L.C.

The Reporting Person purchased the Hummer Shares in his capacity as an Investment Adviser and solely for investment purposes on behalf of the John S. Hummer IRA.

The Reporting Person purchased the Thomas Shares in his capacity as an Investment Adviser and solely for investment purposes on behalf of the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas.

The Reporting Person purchased the TGB Shares (as defined below) solely for investment purposes.

The acquisition by any member group of additional securities of the issuer, or the disposition of securities of the issuer provided, however, the reporting member group might acquire additional shares or other securities of the issuer or dispose of some or all of their shares depending upon market conditions and their personal circumstances.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Person has beneficial ownership of 240,000 Shares (the "Berlin Shares"). The Berlin Shares constitute 5.34% of the Shares Outstanding as of the Issuer's most recent available filing.

(b) The Reporting Person has the sole power to vote or to direct the vote or to dispose of or direct the disposition of 26,000 Shares (the "TGB Shares").

The Reporting Person and Berlin Capital Growth, L.P., a partnership in which the Reporting Person is the General Partner, have the shared power to vote or to direct the vote or to dispose of or direct the disposition of 90,500 Shares (the "Capital Shares").

The Reporting Person and Buckeye Fabricators of Letonia Profit Sharing Plan, a Profit Sharing Plan in which the Reporting Person is the Investment Adviser, have the shared power to vote or to direct the vote or to dispose of or direct the disposition of 500 Shares (the "Buckeye Shares").

The Reporting Person and the Jack Cover IRA, a retirement account in which the Reporting Person is the Investment Adviser, have the shared power to vote or to direct the vote or to dispose of or direct the

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disposition of 6,000 Shares (the "Cover IRA Shares").

The Reporting Person and J. George Investments, L.L.C., a limited liability company in which the Reporting Person is the Investment Adviser, have the shared power to vote or to direct the vote or to dispose of or direct the disposition of 108,000 Shares (the "George Shares").

The Reporting Person and the John S. Hummer IRA, a retirement account in which the Reporting Person is the Investment Adviser, have the shared power to vote or to direct the vote or to dispose of or direct the disposition of 4,000 Shares (the "Hummer Shares").

The Reporting Person and the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas, a Profit Sharing Plan in which the Reporting Person is the Investment Adviser, have the shared power to vote or to direct the vote or to dispose of or direct the disposition of 5,000 Shares (the "Thomas Shares").

(c) On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such purchase was purchased solely for investment purposes by the Reporting Person, was purchased through a customary broker transaction and are included in the TGB Shares.

| Identity | Date | Shares | Price | Executing Broker |
|------------------|----------|--------|--------|------------------|
| Thomas G. Berlin | 03/24/00 | 9,800 | 4.0467 | Bear Stearns |
| | 05/01/00 | 1,100 | 5.5000 | Bear Stearns |
| | 05/03/00 | 1,000 | 5.4375 | Bear Stearns |
| | 05/04/00 | 400 | 5.5000 | Bear Stearns |
| | 05/05/00 | 1,000 | 5.4375 | Bear Stearns |
| | 05/05/00 | 1,600 | 5.3750 | Bear Stearns |
| | 05/08/00 | 400 | 5.3750 | Bear Stearns |
| | 05/08/00 | 1,000 | 5.3125 | Bear Stearns |
| | 05/09/00 | 1,500 | 5.3125 | Bear Stearns |
| | 05/24/00 | 2,500 | 4.9375 | Bear Stearns |
| | 07/25/00 | 1,500 | 5.0312 | Bear Stearns |
| | 10/19/00 | 500 | 4.9650 | Bear Stearns |
| | 11/22/00 | 3,000 | 4.6250 | Bear Stearns |
| | 12/21/00 | 700 | 3.8750 | Bear Stearns |

On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such purchase was purchased by the Reporting Person as the General Partner of Berlin Capital Growth, L.P., solely for investment purposes, was purchased through a customary broker transaction and are included in the Capital Shares.

| Identity | Date | Shares | Price | Executing Broker |
|--|----------|--------|--------|------------------|
| Berlin Capital Growth, L.P. Stearns | 12/29/98 | 5,800 | 6.3140 | Bear |
| | 01/29/99 | 2,000 | 5.5675 | Bear Stearns |
| | 09/24/99 | 3,000 | 6.8750 | Bear Stearns |

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| | | | |
|----------|--------|--------|--------------|
| 10/06/99 | 1,000 | 7.1250 | Bear Stearns |
| 10/06/99 | 1,500 | 6.8750 | Bear Stearns |
| 12/29/99 | 300 | 7.1000 | Bear Stearns |
| 01/24/00 | 300 | 6.6875 | Bear Stearns |
| 01/24/00 | 3,000 | 6.8750 | Bear Stearns |
| 01/25/00 | 2,700 | 6.6875 | Bear Stearns |
| 02/11/00 | 2,000 | 6.8125 | Bear Stearns |
| 03/14/00 | 3,000 | 4.0625 | Bear Stearns |
| 03/15/00 | 700 | 3.9375 | Bear Stearns |
| 03/17/00 | 2,300 | 3.9375 | Bear Stearns |
| 03/23/00 | 4,000 | 3.9375 | Bear Stearns |
| 03/24/00 | 500 | 3.9375 | Bear Stearns |
| 04/03/00 | 500 | 4.8750 | Bear Stearns |
| 04/05/00 | 400 | 4.8750 | Bear Stearns |
| 04/05/00 | 1,500 | 5.0625 | Bear Stearns |
| 04/05/00 | 2,000 | 5.0000 | Bear Stearns |
| 06/06/00 | 3,500 | 5.0000 | Bear Stearns |
| 08/04/00 | 2,500 | 5.0625 | Bear Stearns |
| 09/11/00 | 600 | 4.8750 | Bear Stearns |
| 09/25/00 | 800 | 5.0000 | Bear Stearns |
| 09/26/00 | 300 | 5.0000 | Bear Stearns |
| 09/27/00 | 900 | 5.0000 | Bear Stearns |
| 09/29/00 | 22,000 | 4.6881 | Bear Stearns |
| 11/08/00 | 3,100 | 4.9398 | Bear Stearns |
| 11/10/00 | 300 | 4.9850 | Bear Stearns |
| 11/13/00 | 1,500 | 4.7500 | Bear Stearns |
| 11/15/00 | 1,500 | 4.7900 | Bear Stearns |
| 11/16/00 | 500 | 4.7500 | Bear Stearns |
| 11/16/00 | 1,500 | 4.7900 | Bear Stearns |
| 11/17/00 | 1,000 | 4.7500 | Bear Stearns |
| 11/27/00 | 4,000 | 4.1587 | Bear Stearns |
| 11/28/00 | 4,000 | 3.9387 | Bear Stearns |
| 12/20/00 | 700 | 3.8750 | Bear Stearns |
| 12/27/00 | 600 | 3.8750 | Bear Stearns |
| 02/05/01 | 200 | 5.2500 | Bear Stearns |
| 02/06/01 | 600 | 5.2500 | Bear Stearns |
| 02/06/01 | 1,400 | 5.1250 | Bear Stearns |
| 02/22/01 | 1,000 | 5.0000 | Bear Stearns |
| 03/07/01 | 1,500 | 4.6250 | Bear Stearns |

On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such purchase was purchased by the Reporting Person as an Investment Adviser of the Buckeye Fabricators of Letonia Profit Sharing Plan, solely for investment purposes, was purchased through a customary broker transaction and are included in the Buckeye Shares.

| Identity | Date | Shares | Price | Executing Broker |
|--|----------|--------|--------|------------------|
| Buckeye Fabricators of Letonia Profit Sharing Plan | 05/28/99 | 400 | 6.1880 | McDonald |
| | 05/28/99 | 100 | 6.1880 | McDonald |

On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such

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purchase was purchased by the Reporting Person as an Investment Adviser of the Jack Cover IRA, solely for investment purposes, was purchased through a customary broker transaction and are included in the Cover Shares.

| Identity | Date | Shares | Price | Executing Broker |
|-------------------------|----------|--------|--------|------------------|
| Jack Cover IRA Union | 11/12/99 | 3,000 | 7.8750 | First |
| | 11/15/99 | 700 | 7.8750 | First Union |
| | 11/18/99 | 2,300 | 7.8750 | First Union |

On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such purchase was purchased by the Reporting Person as an Investment Adviser of J. George Investments, L.L.C., solely for investment purposes, was purchased through a customary broker transaction and are included in the George Shares.

| Identity | Date | Shares | Price | Executing Broker |
|--|----------|--------|--------------|------------------|
| J. George Investments, L.L.C. Stearns | 02/11/99 | 5,000 | 6.2280 | Bear |
| | 02/11/99 | 2,000 | 6.1950 | Bear Stearns |
| | 03/02/99 | 300 | 5.7500 | Bear Stearns |
| | 03/03/99 | 900 | 5.7500 | Bear Stearns |
| | 03/31/99 | 2,800 | 5.7500 | Bear Stearns |
| | 04/23/99 | 5,000 | 5.5630 | Bear Stearns |
| | 04/26/99 | 1,200 | 5.4475 | Bear Stearns |
| | 05/05/99 | 4,000 | 5.4387 | Bear Stearns |
| | 05/07/99 | 100 | 5.4600 | Bear Stearns |
| | 05/07/99 | 300 | 5.3600 | Bear Stearns |
| | 05/10/99 | 2,000 | 5.3175 | Bear Stearns |
| | 07/22/99 | 700 | 6.7500 | Bear Stearns |
| | 07/23/99 | 1,800 | 6.7500 | Bear Stearns |
| | 07/29/99 | 500 | 6.7775 | Bear Stearns |
| | 08/30/99 | 3,000 | 7.5000 | Bear Stearns |
| | 08/31/99 | 2,500 | 7.0625 | Bear Stearns |
| | 09/28/99 | 1,100 | 6.7511 | Bear Stearns |
| | 09/29/99 | 3,000 | 6.6250 | Bear Stearns |
| | 09/29/99 | 3,400 | 6.7419 | Bear Stearns |
| | 09/30/99 | 5,000 | 6.4280 | Bear Stearns |
| | 09/30/99 | 5,000 | 5.6780 | Bear Stearns |
| | 10/12/99 | 800 | 6.8312 | Bear Stearns |
| | 10/13/99 | 2,500 | 6.7760 | Bear Stearns |
| | 12/16/99 | 2,000 | 7.1300 | Bear Stearns |
| | 12/30/99 | 2,700 | 7.0555 | Bear Stearns |
| | 12/31/99 | 600 | 7.7000 | Bear Stearns |
| | 03/17/00 | 2,000 | 4.0075 | Bear Stearns |
| 04/19/00 | 200 | 5.1250 | Bear Stearns | |
| 05/09/00 | 3,400 | 5.1250 | Bear Stearns | |
| 05/10/00 | 261 | 5.0624 | Bear Stearns | |
| 05/10/00 | 400 | 5.1250 | Bear Stearns | |
| 05/11/00 | 4,000 | 5.0625 | Bear Stearns | |
| 05/12/00 | 100 | 5.0625 | Bear Stearns | |

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| | | | |
|----------|-------|--------|--------------|
| 05/15/00 | 139 | 5.0625 | Bear Stearns |
| 05/15/00 | 1,000 | 5.0000 | Bear Stearns |
| 06/12/00 | 5,000 | 5.0655 | Bear Stearns |
| 06/14/00 | 5,000 | 5.0655 | Bear Stearns |
| 11/07/00 | 6,100 | 4.9374 | Bear Stearns |
| 01/11/01 | 1,500 | 4.0625 | Bear Stearns |
| 01/31/01 | 2,700 | 5.2500 | Bear Stearns |
| 03/09/01 | 1,000 | 4.6250 | Bear Stearns |
| 04/02/01 | 3,000 | 4.5000 | Bear Stearns |
| 04/03/01 | 4,000 | 4.5000 | Bear Stearns |
| 04/04/01 | 5,000 | 4.5000 | Bear Stearns |
| 04/09/01 | 5,000 | 4.3700 | Bear Stearns |

On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such purchase was purchased by the Reporting Person as an Investment Adviser of the John S. Hummer IRA, solely for investment purposes, was purchased through a customary broker transaction and are included in the Hummer Shares.

| Identity | Date | Shares | Price | Executing Broker |
|--------------------|----------|--------|--------|------------------|
| John S. Hummer IRA | 04/23/99 | 300 | 5.5000 | McDonald |
| | 04/28/99 | 3,700 | 5.5000 | McDonald |

On the following dates, the Reporting Person purchased the following number of Shares for the per Share price set forth below. Each such purchase was purchased by the Reporting Person as an Investment Adviser of the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas, solely for investment purposes, was purchased through a customary broker transaction and are included in the Thomas Shares.

| Identity | Date | Shares | Price | Executing Broker |
|---|----------|--------|--------|------------------|
| Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas Union | 05/19/99 | 1,100 | 6.5000 | First |
| | 05/19/99 | 1,000 | 7.1250 | First Union |
| | 05/19/99 | 900 | 7.2500 | First Union |
| | 05/19/99 | 600 | 6.7500 | First Union |
| | 05/19/99 | 300 | 6.9375 | First Union |
| | 05/19/99 | 100 | 6.5625 | First Union |
| | 09/22/00 | 300 | 5.0000 | First Union |
| | 09/25/00 | 700 | 5.0000 | First Union |

(d) Berlin Capital Growth, L.P. has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the Capital Shares. However, the Reporting Person disclaims beneficial ownership to the Capital Shares and this Statement shall

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not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Buckeye Fabricators of Letonia Profit Sharing Plan has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the Buckeye Shares. However, the Reporting Person disclaims beneficial ownership to the Buckeye Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Jack Cover IRA has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the Cover Shares. However, the Reporting Person disclaims beneficial ownership to the Cover Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The J. George Investments, L.L.C. has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the George Shares. However, the Reporting Person disclaims beneficial ownership to the George Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The John S. Hummer IRA has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the Hummer Shares. However, the Reporting Person disclaims beneficial ownership to the Hummer Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas has the right to receive and the power to direct the receipt of dividends from or the proceeds from the sale of the Thomas Shares. However, the Reporting Person disclaims beneficial ownership to the Thomas Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

(e) Not Applicable.

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

The Reporting Person is the General Partner of Berlin Capital Growth, L.P., the owner of the Capital Shares. Through an agreement between the Reporting Person and Berlin Capital Growth, L.P., the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such Capital Shares. However, the Reporting Person disclaims beneficial ownership to the Capital Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Reporting Person is the Investment Adviser of the Buckeye Fabricators of Letonia Profit Sharing Plan, the owner of the Buckeye Shares. Through an agreement between the Reporting Person and the Buckeye Fabricators of Letonia Profit Sharing Plan, the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such Buckeye Shares.

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However, the Reporting Person disclaims beneficial ownership to the Buckeye Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Reporting Person is the Investment Adviser of the Jack Cover IRA, the owner of the Cover Shares. Through an agreement between the Reporting Person and the Jack Cover IRA, the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such Cover Shares. However, the Reporting Person disclaims beneficial ownership to the Cover Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Reporting Person is the Investment Adviser of the J. George Investments, L.L.C., the owner of the George Shares. Through an agreement between the Reporting Person and J. George Investments, L.L.C., the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such George Shares. However, the Reporting Person disclaims beneficial ownership to the George Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Reporting Person is the Investment Adviser of the John S. Hummer IRA, the owner of the Hummer Shares. Through an agreement between the Reporting Person and the John S. Hummer IRA, the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such Hummer Shares. However, the Reporting Person disclaims beneficial ownership to the Hummer Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

The Reporting Person is the Investment Adviser of the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas, the owner of the Thomas Shares. Through an agreement between the Reporting Person and the Driggers, Schultz, Herbst & Paterson Profit Sharing Plan fbo Joseph W. Thomas, the Reporting Person has shared power to dispose or to direct the disposition of and shares power to vote or direct the vote of such Thomas Shares. However, the Reporting Person disclaims beneficial ownership to the Thomas Shares and this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of any securities covered by this Statement.

Item 7. Material to be Filed as Exhibits.

Not applicable.

Signature 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.

Date 04/11/01

Thomas G. Berlin