

GUND GEORGE III  
Form SC 13G/A  
February 14, 2012

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No. 32)

## Kellogg Company

(Name of Issuer)

Common Stock

(Title of Class of Securities)

487836 10 8

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Edgar Filing: GUND GEORGE III - Form SC 13G/A

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 487836 10 8

Page 2 of 5

(1) Name of reporting persons

I.R.S. Identification Nos. of above persons (entities only)

George Gund III

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

USA

(5) Sole voting power

Number of

shares 70,400  
(6) Shared voting power

beneficially

owned by 31,448,995  
each (7) Sole dispositive power

reporting

person 70,400  
(8) Shared dispositive power

with

4,330,045

(9) Aggregate amount beneficially owned by each reporting person

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31,519,395

(10) Check if the aggregate amount in Row (9) excludes certain shares

..

(11) Percent of class represented by amount in Row 9

8.8%

(12) Type of reporting person

IN The filing of this statement should not be construed as an admission that the reporting person is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of all securities covered by this statement.

CUSIP NO. 487836 10 8

Page 3 of 5

**Item 1(a). Name of Issuer:**

Kellogg Company

**Item 1(b). Address of Issuer's Principal Executive Offices:**

One Kellogg Square, P.O. Box 3599, Battle Creek, MI 49016-3599

**Item 2(a). Names of Person Filing:**

George Gund III

**Item 2(b). Address of Principal Business Office:**

39 Mesa Street, Suite 300, San Francisco, CA 94129

**Item 2(c). Citizenship:**

USA

**Item 2(d). Title of Class of Securities:**

Common Stock

**Item 2(e). CUSIP No.:**

487836 10 8

**Item 3. If this statement is filed pursuant to Secs. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable

**Item 4. Ownership**

**(a) Amount beneficially owned:**

31,519,395

**(b) Percent of class:**

8.8%

**(c) Number of shares as to which the person has:**

**(i) Sole power to vote or to direct the vote:**

70,400

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(ii) **Shared power to vote or to direct the vote:**

31,448,995 (Includes 2,171,229 shares held by a nonprofit foundation of which the reporting person is one of eight trustees and one of twelve members, as to such shares any beneficial ownership is hereby disclaimed.)

(iii) **Sole power to dispose or to direct the disposition of:**

70,400

(iv) **Shared power to dispose or to direct the disposition of:**

4,330,045 (Includes 2,171,229 shares held by a nonprofit foundation of which the reporting person is one of eight trustees and one of twelve members, as to such shares any beneficial ownership is hereby disclaimed.)

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Other persons are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, these securities. Those persons whose interest relates to more than five percent of the class are:

KeyBank National Association, as trustee of certain trusts

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent**

**Holding Company or Control Person**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certifications**

Not Applicable

The filing of this statement should not be construed as an admission that the reporting person is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this statement.

**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.

Dated: February 13, 2012

/s/ George Gund III  
George Gund III

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1

NAME OF REPORTING PERSON

1964 Richard Francis Farmer Trust

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)  x
- (b)  o

3

SEC USE ONLY

4

SOURCE OF FUNDS

OO

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..

6

CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

321,750



	9
SOLE DISPOSITIVE POWER	
-0-	
	10
SHARED DISPOSITIVE POWER	
321,750	
	11
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
321,750	
	12
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
<input type="radio"/>	
	13
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
1.9%	
	14
TYPE OF REPORTING PERSON	
OO	

4

---

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1964 Roy Edward Farmer Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	321,750 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

321,750

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

321,750

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.9%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1964 Carol Lynn Farmer Waite Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	321,750 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

321,750

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

321,750

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.9%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1969 Roy Edward Farmer Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		77,960
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		77,960

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,960

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1969 Jeanne Ann Farmer Grossman Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	77,960 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

77,960

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,960

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1969 Richard Francis Farmer Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	77,960 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

77,960

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,960

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1969 Carol Lynn Farmer Waite Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		77,960
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		77,960

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,960

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1969 Roy F Farmer Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		77,960
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		77,960

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,960

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO



CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1969 Emily Marjorie Farmer Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	77,960 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

77,960

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,960

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1972 Roy Edward Farmer Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	24,000 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1972 Carol Lynn Farmer Waite Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	24,000 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1972 Jeanne Ann Farmer Grossman Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	24,000 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1972 Richard Francis Farmer Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	24,000 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1972 Roy F Farmer Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	24,000 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1972 Emily Marjorie Farmer Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	24,000 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1984 Jonathan Michael Waite Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	6,030 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

6,030

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,030

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO



CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1987 Roy F Farmer Trust I

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	65,930 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

65,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1987 Roy F Farmer Trust II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	65,930 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

65,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1987 Roy F Farmer Trust III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	65,930 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

65,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1987 Roy F Farmer Trust IV

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	65,930 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

65,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

1988 Roy F Farmer Trust I

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	6,060 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

6,060

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,060

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

2012 Waite Irrevocable Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		340,000
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		340,000
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

340,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.0%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

Farmer Insurance Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	303,158 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

303,158

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

303,158

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.8%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

2012 Grossman Irrevocable Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		417,986
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		417,986
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

417,986

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.5%

14 TYPE OF REPORTING PERSON

OO



CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

Carol Lynn Farmer Waite

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,355,236
	8	SHARED VOTING POWER
		2,477,728
	9	SOLE DISPOSITIVE POWER
		1,355,236
	10	SHARED DISPOSITIVE POWER
		2,477,728

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,832,964

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.0%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

Suzanna Waite

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	500 SHARED VOTING POWER
	9	-0- SOLE DISPOSITIVE POWER
	10	500 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

Austin Waite

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	50 SHARED VOTING POWER
	9	-0- SOLE DISPOSITIVE POWER
	10	50 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

Emily Waite

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	50 SHARED VOTING POWER
	9	-0- SOLE DISPOSITIVE POWER
	10	50 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

Jonathan Michael Waite

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		340,000*
	8	SHARED VOTING POWER
		-0-*
	9	SOLE DISPOSITIVE POWER
		340,000*
	10	SHARED DISPOSITIVE POWER
		-0-*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

340,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.0%

14 TYPE OF REPORTING PERSON

IN

\*Excludes (i) the 6,030 shares of the Issuer's Common Stock indirectly owned by Mr. Waite in his capacity as beneficiary of the 1984 Jonathan Michael Waite Trust; (ii) the 6,060 shares of the Issuer's Common Stock indirectly owned by Mr. Waite in his capacity as beneficiary of the Roy F. Farmer Trust; and (iii) the 303,158 shares of the Issuer's Common Stock indirectly owned by Mr. Waite in his capacity as beneficiary of the Farmer Insurance Trust.

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

Scott Grossman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		100
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		100
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

Brett Grossman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	100 SHARED VOTING POWER
	9	-0- SOLE DISPOSITIVE POWER
	10	100 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

Brynn Grossman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	100 SHARED VOTING POWER
	9	-0- SOLE DISPOSITIVE POWER
	10	100 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

IN



CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

Tom Mortensen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		6,392
	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		6,392
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,392

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

John Samore, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	-0- SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

Jennifer Gonzalez-Yousef

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	-0- SHARED VOTING POWER
	9	-0- SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 307675108

The following constitutes Amendment No. 4 to the Schedule 13D filed by the undersigned (the “Amendment No. 4”). This Amendment No. 4 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended and restated as follows:

- (a) This statement is filed by:
- (i) Carol L. Waite Trust, a California trust (the “Waite Trust”);
  - (ii) 1964 Jeanne Ann Farmer Grossman Trust, a California trust (the “JAF Trust”);
  - (iii) 1964 Richard Francis Farmer Trust, a California trust (the “RAF Trust”);
  - (iv) 1964 Roy Edward Farmer Trust, a California trust (the “Roy E Trust”);
  - (v) 1964 Carol Lynn Farmer Waite Trust, a California trust (the “1964 Carol Waite Trust” and, collectively with the other 1964 Trusts, the “1964 Trusts”);
  - (vi) 1969 Roy Edward Farmer Trust, a California trust (the “1969 Roy E Trust”);
  - (vii) 1969 Jeanne Ann Farmer Trust, a California trust (the “1969 JAF Trust”);
  - (viii) 1969 Richard Francis Farmer Trust, a California trust (the “1969 RAF Trust”);
  - (ix) 1969 Carol Lynn Farmer Waite Trust, a California trust (the “1969 Carol Waite Trust”);
  - (x) 1969 Roy F. Farmer Trust, a California trust (the “1969 Roy F. Farmer Trust”);
  - (xi) 1969 Emily Marjorie Farmer Trust, a California trust (the “1969 Emily Farmer Trust” and, collectively with the other 1969 trusts, the “1969 Trusts”);
  - (xii) 1972 Roy Edward Farmer Trust, a California trust (the “1972 Roy E Trust”);
  - (xiii) 1972 Carol Lynn Farmer Waite Trust, a California trust (the “1972 Carol Waite Trust”);
  - (xiv) 1972 Jeanne Anne Farmer Grossman Trust, a California trust (the “1972 JAF Trust”);

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- (xv) 1972 Richard Francis Farmer, a California trust (the “1972 RAF Trust”);
- (xvi) 1972 Roy F. Farmer Trust, a California trust (the “1972 Roy F. Farmer Trust”);
- (xvii) 1972 Emily Marjorie Farmer Trust, a California trust (the “1972 Emily Farmer Trust” and, collectively with the other 1972 trusts, the “1972 Trusts”);
- (xviii) 1984 Jonathan Michael Waite Trust, a California trust (the “1984 Jonathan Trust”);
- (xix) 1987 Roy F. Farmer Trust I, a California trust (the “1987 I Roy F. Farmer Trust”);
- (xx) 1987 Roy F. Farmer Trust II, a California trust (the “1987 II Roy F. Farmer Trust”);
- (xxi) 1987 Roy F. Farmer Trust III, a California trust (the “1987 III Roy F. Farmer Trust”);
- (xxii) 1987 Roy F. Farmer Trust IV, a California trust (the “1987 IV Roy F. Farmer Trust” and, collectively with the other 1987 trusts, the “1987 Trusts”);
- (xxiii) 1988 Roy F. Farmer Trust I, a California trust (the “1988 I Roy F. Farmer Trust”);
- (xxiv) 2012 Waite Irrevocable Trust, a California trust (the “2012 Waite Trust”);
- (xxv) Farmer Insurance Trust, a California trust (the “Farmer Insurance Trust”);
- (xxvi) 2012 Grossman Irrevocable Trust, a California trust (the “2012 Grossman Trust” and, together with the 2012 Waite Trust, the “2012 Trusts”);
- (xxvii) Carol Lynn Farmer Waite, as a co-trustee and beneficiary of the Farmer Insurance Trust, and as a co-trustee for each of the 1964 Trusts, 1969 Trusts, 1972 Trusts, the 1984 Jonathan Trust, 1987 Trusts, 1988 Roy F Trust I, the 2012 Grossman Trust, and the trustee and sole beneficiary of the Waite Trust;
  - (xxviii) Austin Waite;
  - (xxix) Emily Waite;
  - (xxx) Jonathan Michael Waite, as the trustee and sole beneficiary of the 2012 Waite Trust;
  - (xxxi) Scott Grossman;

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(xxxii)	Brett Grossman;
(xxxiii)	Brynn Grossman;
(xxxiv)	Tom Mortensen;
(xxxv)	John Samore, Jr.; and

(xxxvi) Jennifer Gonzalez-Yousef (collectively with Tom Mortensen and John Samore, Jr., the “Nominees” and each, a “Nominee”).

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each Reporting Person is party to that certain Joinder Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each Reporting Person is 13601 North Freeway, Suite 200, Fort Worth, Texas 76177, and c/o Olshan Frome Wolosky LLP, 1325 Avenue of the Americas, New York, New York 10019.

(c) The principal businesses of the Waite Trust, 1964 Trusts, 1969 Trusts, 1972 Trusts, 1984 Jonathan Trust, 1987 Trusts, 1988 Roy F. Farmer Trust I, Farmer Insurance Trust, and 2012 Trusts are serving family investment planning purposes. The principal occupation of Carol Waite was an elementary school teacher, from which she is retired. The principal occupation of Jonathan Michael Waite is acting as Vice President-Construction Development at the Issuer. Austin Waite is a minor. Emily Waite is a minor. The principal occupation of Suzanna Waite is working as an imaging director. Scott Grossman is a student. The principal occupation of Brynn Grossman is working as an editorial assistant. The principal occupation of Brett Grossman is working as an applications engineer. Tom Mortensen is retired from the employment with the Issuer. Prior to his retirement, the principal occupation of Mr. Mortensen was working in route sales for the Issuer. During his tenure with the Issuer, Mr. Mortensen occupied several positions, including branch manager, sales promotion, division manager, regional sales manager, national sales manager, vice president (western region) and senior vice president of route sales. The principal occupation of John Samore, Jr. is working as an independent tax and accounting consultant. Prior to serving as an independent consultant, Mr. Samore, Jr. provided tax and client staff services for Arthur Anderson LLP, from 1967 to 2002, and ended his tenure at Arthur Anderson LLP as a partner in 2002. Additionally, since 1994, Mr. Samore, Jr. has been on the Board of Advisors, Leventhal School of Accounting at the University of Southern California (USC). The principal occupation of Jennifer Gonzalez-Yousef is working as Senior Group Manager at WNS (Holdings) Limited. From 2008 to the present, Ms. Gonzalez-Yousef has been responsible for the development and implementation of WNS (Holdings) Limited’s global strategic analyst relations (AR) program.

(d) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five (5) years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person has during the last five (5) years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding 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 violation with respect to such laws.

Carol Farmer Waite is currently a respondent in certain trust litigation pending between her and her co-trustee in connection with the 1964 Trusts, 1969 Trusts, 1972 Trusts, 1987 Trusts, and 1988 Roy F. Farmer Trust I. The timing and outcome of the litigation, including Ms. Waite’s ability to exercise voting power over the Shares owned by such

trusts, cannot be determined as of the date hereof.

(f) Each of Carol Waite, Jonathan Michael Waite, Suzanna Waite, Austin Waite, Emily Waite, Scott Grossman, Brett Grossman, Brynn Grossman; Tom Mortensen; John Samore, Jr. and Jennifer Gonzalez-Yousef is a citizen of the United States of America.

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

Item 3 is hereby amended to add the following:

The 100 Shares owned directly by Scott Grossman were purchased in the open market with personal funds. The aggregate purchase price of these 100 Shares owned by Scott Grossman is approximately \$3,098, excluding brokerage commissions. The 100 Shares owned directly by Brett Grossman were purchased in the open market with personal funds. The aggregate purchase price of these 100 Shares owned by Brett Grossman is approximately \$3,091, excluding brokerage commissions. The 100 Shares owned directly by Brynn Grossman were purchased in the open market with personal funds. The aggregate purchase price of these 100 Shares owned by Brynn Grossman is approximately \$3,099, excluding brokerage commissions. The 6,392 Shares owned directly by Tom Mortensen were distributed to Mr. Mortensen in his capacity as a former employee of the Issuer from the Issuer's Employee Stock Ownership Plan.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On September 2, 2016, the Waite Trust delivered a letter to the Issuer nominating a slate of three (3) highly qualified director candidates, whom include Tom Mortensen John Samore, Jr. and Jennifer Gonzalez-Yousef for election to the Board at the Issuer's 2016 annual meeting of stockholders (the "Annual Meeting"). The Reporting Persons believe that immediate and meaningful change is required to ensure that the Issuer is being run in a manner consistent with the best interests of all stockholders, and that the Annual Meeting represents a critical opportunity for stockholders to elect independent, highly qualified directors.



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Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended to add the following:

FF. Scott Grossman

(a) As of the close of business on September 7, 2016, Mr. Grossman directly owned 100 Shares.

Percentage: Approximately less than 1%

- (b)
1. Sole power to vote or direct vote: 100
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 100
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Grossman has not entered into any transactions in the Shares during the past sixty (60) days.

GG. Brett Grossman

(a) As of the close of business on September 7, 2016, Mr. Grossman directly owned 100 Shares.

Percentage: Approximately less than 1%

- (b)
1. Sole power to vote or direct vote: 100
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 100
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Grossman has not entered into any transactions in the Shares during the past sixty (60) days.

HH. Brynn Grossman

(a) As of the close of business on September 7, 2016, Ms. Grossman directly owned 100 Shares.

Percentage: Approximately less than 1%

- (b)
1. Sole power to vote or direct vote: 100
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 100
  4. Shared power to dispose or direct the disposition: 0

(c) Ms. Grossman has not entered into any transactions in the Shares during the past sixty (60) days.

CUSIP NO. 307675108

II Tom Mortensen

(a) As of the close of business on September 7, 2016, Mr. Mortensen directly owned 6,392 Shares.

Percentage: Approximately less than 1%

- (b)
1. Sole power to vote or direct vote: 6,392
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 6,392
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Mortensen has not entered into any transactions in the Shares during the past sixty (60) days.

JJ John Samore, Jr.

(a) As of the close of business on September 7, 2016, Mr. Samore directly owned 0 Shares.

Percentage: 0%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Samore has not entered into any transactions in the Shares during the past sixty (60) days.

KK Jennifer Gonzalez-Yousef

(a) As of the close of business on September 7, 2016, Ms. Gonzalez-Yousef directly owned 0 Shares.

Percentage: 0%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 0

(c) Ms. Gonzalez-Yousef has not entered into any transactions in the Shares during the past sixty (60) days.

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

Item 6 is hereby amended to add the following:

Each Nominee has signed a Power of Attorney appointing Carol Farmer Waite and Suzanna Waite as his or her attorneys-in fact to take any and all action in connection with (i) the respective Nominee's beneficial ownership of, or participation in a group with respect to, securities of the Company, directly or indirectly beneficially owned by Carol Farmer Waite or any of her affiliates, including, but not limited to Mses. Waite and Suzanna Waite, and (ii) any proxy solicitation in connection with such respective Nominee's election to the Board at the Annual Meeting.

September 8, 2016, the Reporting Persons entered into a Joint Filing Agreement pursuant to which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The Amendment to the Joinder is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended to add the following:

99.1 Joint Filing Agreement by and among the Reporting Persons, dated September 8, 2016.

CUSIP NO. 307675108

SIGNATURES

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

Dated: September 8, 2016

1964 Jeanne Ann Farmer Grossman Trust	1964 Carol Lynn Farmer Waite Trust
1964 Richard Francis Farmer Trust	1964 Roy Edward Farmer Trust
1969 Carol Lynn Farmer Waite Trust	1969 Jeanne Ann Farmer Grossman Trust
1969 Roy Edward Farmer Trust	1969 Roy F Farmer Trust
1969 Emily Marjorie Farmer Trust	1969 Richard Francis Farmer Trust
1972 Carol Lynn Farmer Waite Trust	1972 Jeanne Anne Farmer Grossman Trust
1972 Roy Edward Farmer Trust	1972 Roy F Farmer Trust
1972 Emily Marjorie Farmer Trust	1972 Richard Francis Farmer Trust
1987 Roy F Farmer Trust I	1987 Roy F Farmer Trust II
1987 Roy F Farmer Trust III	1987 Roy F Farmer Trust IV
1988 Roy F Farmer Trust I	
Farmer Insurance Trust	1984 Jonathan Michael Waite Trust

By: /s/ Carol Lynn  
Farmer Waite  
Name: Carol Lynn  
Farmer  
Waite

Title: Co-Trustee

CUSIP NO. 307675108

/s/ Carol Lynn Farmer Waite  
CAROL LYNN FARMER WAITE  
Individually and as attorney-in-fact for Suzanna  
Waite, Austin Waite, Emily Waite, Jonathan  
Waite (Trustee for the 2012 Waite Irrevocable  
Trust), Brynn Grossman, Brett Grossman, Scott  
Grossman, Tom Mortensen, John Samore, Jr., and  
Jennifer Gonzalez-Yousef

Carol L Waite Trust

By: /s/ Carol Lynn Farmer Waite  
Name: Carol Lynn Farmer Waite  
Title: Trustee

2012 Grossman Irrevocable Trust

By: /s/ Carol Lynn Farmer Waite  
Name: Carol Lynn Farmer Waite  
Title: Trustee

By: /s/ Carol Lynn Farmer Waite  
Name: Carol Lynn Farmer Waite

