

Edgar Filing: KIRKLANDS INC - Form SC 13G

KIRKLANDS INC
Form SC 13G
March 19, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. _____)

Kirklands, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.01 per Share

(Title of Class of Securities)

497498105

(CUSIP Number)

March 12, 2007

(Date of Event Which Requires Filing of this Statement)

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

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

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

CUSIP No. 497498105

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Vardon Capital, L.L.C.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ [X]
(b) ☐ [_]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER

0
6. SHARED VOTING POWER

1,699,039
7. SOLE DISPOSITIVE POWER

0
8. SHARED DISPOSITIVE POWER

1,699,039
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,699,039
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐ [_]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7%
12. TYPE OF REPORTING PERSON

OO, IA

CUSIP No. 497498105

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Vardon Capital Management, L.L.C.

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a) ☒ [X]
(b) ☐ [_]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,858,975

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,858,975

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,858,975

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐ [_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.5%

12. TYPE OF REPORTING PERSON

OO, IA

CUSIP No. 497498105

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Richard W. Shea, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a) ☒ [X]
(b) ☐ [_]

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,858,975

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,858,975

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,858,975

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.5%

12. TYPE OF REPORTING PERSON

IN

CUSIP No. 497498105

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Vardon Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,699,039

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,699,039

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,699,039

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7%

12. TYPE OF REPORTING PERSON

PN

CUSIP No. 497498105

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Vardon Partners II, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

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6. SHARED VOTING POWER

1,699,039

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,699,039

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,699,039

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7%

12. TYPE OF REPORTING PERSON

PN

CUSIP No. 497498105

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Vardon International, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,699,039

7. SOLE DISPOSITIVE POWER

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0

8. SHARED DISPOSITIVE POWER

1,699,039

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,699,039

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7%

12. TYPE OF REPORTING PERSON

CO

CUSIP No. 497498105

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Vardon International BP, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,699,039

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,699,039

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1,699,039

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7%

12. TYPE OF REPORTING PERSON

CO

CUSIP No. 497498105

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Vardon Focus Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,699,039

7. SOLE DISPOSITIVE POWER

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8. SHARED DISPOSITIVE POWER

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1,699,039

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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[_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7%

12. TYPE OF REPORTING PERSON

PN

CUSIP No. 497498105

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Vardon Focus Fund II, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [X]

(b) [_]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

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6. SHARED VOTING POWER

1,699,039

7. SOLE DISPOSITIVE POWER

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8. SHARED DISPOSITIVE POWER

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7%

12. TYPE OF REPORTING PERSON

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PN

CUSIP No. 497498105

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Vardon Focus Fund International ,Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,699,039

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,699,039

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,699,039

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7%

12. TYPE OF REPORTING PERSON

CO

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CUSIP No. 497498105

-
1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Vardon Focus Fund International BP, Ltd.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒
(b) ☐
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER

0
 6. SHARED VOTING POWER

1,699,039
 7. SOLE DISPOSITIVE POWER

0
 8. SHARED DISPOSITIVE POWER

1,699,039
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7%
 12. TYPE OF REPORTING PERSON

CO

CUSIP No. 497498105

-
1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Vardon Continuum Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,699,039

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,699,039

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,699,039

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7%

12. TYPE OF REPORTING PERSON

PN

CUSIP No. 497498105

Item 1(a). Name of Issuer:

Kirklands, Inc.

Item 1(b). Address of Issuers Principal Executive Offices:

805 North Parkway

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Jackson, Tennessee 38305

Item 2(a) - (c). Name, Principal Business Address, and Citizenship of Person:

Vardon Capital, L.L.C. - Delaware
Vardon Capital Management, L.L.C. - Delaware
Richard W. Shea, Jr. - United States
Vardon Partners, L.P. - Delaware
Vardon Partners II, L.P. - Delaware
Vardon Focus Fund, L.P. - Delaware
Vardon Focus Fund II, L.P. - Delaware
Vardon Continuum Fund, L.P. - Delaware

120 West 45th Street, 17th Floor
New York, New York 10036

Vardon International, Ltd. - Cayman Islands
Vardon International BP, Ltd. - Cayman Islands
Vardon Focus Fund International, Ltd. - Cayman Islands
Vardon Focus Fund International BP, Ltd. - Cayman Islands

Admiral Financial Center
P.O. Box 32021 SMB
90 Fort Street
Grand Cayman, Cayman Islands, B.W.I.

(d) Title of Class of Securities:

Common Stock, Par Value \$0.01 per Share

(e) CUSIP Number: 497498105

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act.
- (b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act.
- (e) ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

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(j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a) Amount Beneficially Owned:

Vardon Capital, L.L.C. - 1,699,039
Vardon Capital Management, L.L.C. - 1,858,975
Richard W. Shea, Jr. - 1,858,975
Vardon Partners, L.P. - 1,699,039
Vardon Partners II, L.P. - 1,699,039
Vardon International, Ltd. - 1,699,039
Vardon International BP, Ltd. - 1,699,039
Vardon Focus Fund, L.P. - 1,699,039
Vardon Focus Fund II, L.P. - 1,699,039
Vardon Focus Fund International, Ltd. - 1,699,039
Vardon Focus Fund International BP, Ltd. - 1,699,039
Vardon Continuum Fund, L.P. - 1,699,039

(b) Percent of Class:

Vardon Capital, L.L.C. - 8.7%
Vardon Capital Management, L.L.C. - 9.5%
Richard W. Shea, Jr. - 9.5%
Vardon Partners, L.P. - 8.7%
Vardon Partners II, L.P. - 8.7%
Vardon International, Ltd. - 8.7%
Vardon International BP, Ltd. - 8.7%
Vardon Focus Fund, L.P. - 8.7%
Vardon Focus Fund II, L.P. - 8.7%
Vardon Focus Fund International, Ltd. - 8.7%
Vardon Focus Fund International BP, Ltd. - 8.7%
Vardon Continuum Fund, L.P. - 8.7%

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

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

Vardon Capital, L.L.C. - 0
Vardon Capital Management, L.L.C. - 0
Richard W. Shea, Jr. - 0
Vardon Partners, L.P. - 0
Vardon Partners II, L.P. - 0
Vardon International, Ltd. - 0
Vardon International BP, Ltd. - 0
Vardon Focus Fund, L.P. - 0
Vardon Focus Fund II, L.P. - 0
Vardon Focus Fund International, Ltd. - 0
Vardon Focus Fund International BP, Ltd. - 0
Vardon Continuum Fund, L.P. - 0

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

Vardon Capital, L.L.C. - 1,699,039
Vardon Capital Management, L.L.C. - 1,858,975
Richard W. Shea, Jr. - 1,858,975
Vardon Partners, L.P. - 1,699,039
Vardon Partners II, L.P. - 1,699,039
Vardon International, Ltd. - 1,699,039
Vardon International BP, Ltd. - 1,699,039

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Vardon Focus Fund, L.P. - 1,699,039
Vardon Focus Fund II, L.P. - 1,699,039
Vardon Focus Fund International ,Ltd. - 1,699,039
Vardon Focus Fund International BP, Ltd. - 1,699,039
Vardon Continuum Fund, L.P. - 1,699,039

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

Vardon Capital, L.L.C. - 0
Vardon Capital Management, L.L.C. - 0
Richard W. Shea, Jr. - 0
Vardon Partners, L.P. - 0
Vardon Partners II, L.P. - 0
Vardon International, Ltd. - 0
Vardon International BP, Ltd. - 0
Vardon Focus Fund, L.P. - 0
Vardon Focus Fund II, L.P. - 0
Vardon Focus Fund International ,Ltd. - 0
Vardon Focus Fund International BP, Ltd. - 0
Vardon Continuum Fund, L.P. - 0

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

Vardon Capital, L.L.C. - 1,699,039
Vardon Capital Management, L.L.C. - 1,858,975
Richard W. Shea, Jr. - 1,858,975
Vardon Partners, L.P. - 1,699,039
Vardon Partners II, L.P. - 1,699,039
Vardon International, Ltd. - 1,699,039
Vardon International BP, Ltd. - 1,699,039
Vardon Focus Fund, L.P. - 1,699,039
Vardon Focus Fund II, L.P. - 1,699,039
Vardon Focus Fund International ,Ltd. - 1,699,039
Vardon Focus Fund International BP, Ltd. - 1,699,039
Vardon Continuum Fund, L.P. - 1,699,039

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.

Not Applicable

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.

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Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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: March 19, 2007

Vardon Partners, L.P.
By: Richard W. Shea, Jr.
as managing member of the
general partner

Vardon Partners II, L.P.
By: Richard W. Shea, Jr.
as managing member of the
general partner

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member of
the General Partner

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member of
the General Partner

Vardon Focus Fund, L.P.
By: Richard W. Shea, Jr.
as managing member of the
general partner

Vardon Focus Fund II, L.P.
By: Richard W. Shea, Jr.
as managing member of the
general partner

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member of
the General Partner

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member of
the General Partner

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Vardon International, Ltd.
By: Richard W. Shea, Jr.
as director

Vardon International BP, Ltd.
By: Richard W. Shea, Jr.
as director

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Director

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Director

Vardon Focus Fund
International, Ltd.
By: Richard W. Shea, Jr.
as director

Vardon Focus International
BP, Ltd.
By: Richard W. Shea, Jr.
as director

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Director

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Director

Vardon Continuum Fund, L.P.
By: Richard W. Shea, Jr.
as managing member of the
general partner

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member of
the General Partner

Vardon Capital, L.L.C.
By: Richard W. Shea, Jr.
its managing member

Vardon Capital Management, L.L.C
By: Richard W. Shea, Jr.
its managing member

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member

Richard W. Shea, Jr.

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.

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Individually

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G dated March 19, 2007 relating to the Common Stock, Par Value \$0.01 per Share of Kirklands, Inc. shall be filed on behalf of the undersigned.

Dated: March 19, 2007

Vardon Partners, L.P.
By: Richard W. Shea, Jr.
as managing member of the
general partner

Vardon Partners II, L.P.
By: Richard W. Shea, Jr.
as managing member of the
general partner

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member of
the General Partner

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member of
the General Partner

Vardon Focus Fund, L.P.
By: Richard W. Shea, Jr.
as managing member of the
general partner

Vardon Focus Fund II, L.P.
By: Richard W. Shea, Jr.
as managing member of the
general partner

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member of
the General Partner

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member of
the General Partner

Vardon International, Ltd.
By: Richard W. Shea, Jr.
as director

Vardon International BP, Ltd.
By: Richard W. Shea, Jr.
as director

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Director

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Director

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Vardon Focus Fund
International, Ltd.
By: Richard W. Shea, Jr.
as director

Vardon Focus International
BP, Ltd.
By: Richard W. Shea, Jr.
as director

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Director

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Director

Vardon Continuum Fund, L.P.
By: Richard W. Shea, Jr.
as managing member of the
general partner

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member of
the General Partner

Vardon Capital, L.L.C.
By: Richard W. Shea, Jr.
its managing member

Vardon Capital Management, L.L.C
By: Richard W. Shea, Jr.
its managing member

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Managing Member

Richard W. Shea, Jr.

By: /s/ Richard W. Shea, Jr.

Richard W. Shea, Jr.
Individually