

Edgar Filing: SCHULTZ ANDREW H - Form SC 13D/A

SCHULTZ ANDREW H
Form SC 13D/A
April 16, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)

PRG-Schultz International, Inc.
(Name of Issuer)

Common Stock, no par value per share
(Title of Class of Securities)

69357C 10 7
(CUSIP Number)

B. Joseph Alley, Jr., Esq.
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(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 27, 2002
(Date of Event which Requires Filing of this Statement)

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

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-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 Persons
I.R.S. Identification Nos. of Above Persons
Andrew H. Schultz

2 Check the Appropriate Box if a Member of a Group (a) [X]
(b)

3 SEC Use Only

4 Source of Funds
00

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

6 Citizenship or Place of Organization
United States

7 Sole Voting Power
1,299,414
NUMBER OF SHARES

8 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH Shared Voting Power
4,701,699(1)

9 Sole Dispositive Power
1,299,414

10 Shared Dispositive Power
4,701,699(1)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
6,252,856(1)

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

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

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14 Type of Reporting Person

IN

(1) Includes 3,418,259 shares held by The Andrew H. Schultz Irrevocable Trust of which Mr. Schultz is the trustee and beneficiary. Also includes 6,901 shares held by The A. H. Schultz HHS (2001) GST Trust and 6,901 shares held by The A. H. Schultz LVS (2001) GST Trust, as to both of which Mr. Schultz is the trustee and beneficiary. Also includes 634,819 shares held by The HHS Charitable Lead Trust and 634,819 shares held by The LVS Charitable Lead Trust, as to both of which Mr. Schultz serves as a co-trustee.

2

1 Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons

The A.H. Schultz HHS (2001) GST Trust

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

00

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

6 Citizenship or Place of Organization

Texas

7 Sole Voting Power

0

NUMBER OF SHARES

8 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

Shared Voting Power

6,901

9 Sole Dispositive Power

0

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10 Shared Dispositive Power 6,901

11 Aggregate Amount Beneficially Owned by Each Reporting Person
6,901 (1)

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

13 Percent of Class Represented by Amount in Row (11)
Less than one percent

14 Type of Reporting Person 00

=====

(1) Mr. Andrew H. Schultz is the trustee and beneficiary of The A.H. Schultz HHS (2001) GST Trust.

3

=====

1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons
The A.H. Schultz LVS (2001) GST Trust

2 Check the Appropriate Box if a Member of a Group (a) [X]
(b)

3 SEC Use Only

4 Source of Funds 00

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

6 Citizenship or Place of Organization Texas

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7	NUMBER OF SHARES	Sole Voting Power	0
8	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	Shared Voting Power	6,901
9		Sole Dispositive Power	0
10		Shared Dispositive Power	6,901
11	Aggregate Amount Beneficially Owned by Each Reporting Person		6,901 (1)
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares		[]
13	Percent of Class Represented by Amount in Row (11) Less than one percent		
14	Type of Reporting Person		00

(1) Mr. Andrew H. Schultz is the trustee and beneficiary of The A.H Schultz LVS (2001) GST Trust.

1	Name of Reporting Persons I.R.S. Identification Nos. of Above Persons Harold Berman
2	Check the Appropriate Box if a Member of a Group (a) [X] (b)
3	SEC Use Only

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 4 Source of Funds 00

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

 6 Citizenship or Place of Organization Texas

 7 Sole Voting Power 0
 NUMBER OF SHARES

 8 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH Shared Voting Power 0

 9 Sole Dispositive Power 0

 10 Shared Dispositive Power 0(1)

 11 Aggregate Amount Beneficially Owned by Each Reporting Person 0(1)

 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

=====
 (1) In March 2002, Mr. Harold Berman resigned as trustee of The HHS Charitable Lead Annuity Trust, The LVS Charitable Lead Annuity Trust, The D.A. Schultz HHS (2001) GST Trust, The J.S. Romaner HHS (2001) GST Trust, The A.H. Schultz HHS (2001) GST Trust, The D.A. Schultz LVS (2001) GST Trust, The J.S. Romaner LVS (2001) GST Trust and The A.H. Schultz LVS (2001) GST Trust.

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5

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1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons
The HHS Charitable Lead Annuity Trust

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

3 SEC Use Only

4 Source of Funds
00

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

6 Citizenship or Place of Organization
Texas

7 Sole Voting Power
0

NUMBER OF SHARES

8 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH Shared Voting Power
634,819(1)

9 Sole Dispositive Power
0

10 Shared Dispositive Power
634,819(1)

11 Aggregate Amount Beneficially Owned by Each Reporting Person
634,819 (1)

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

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13 Percent of Class Represented by Amount in Row (11)
 Less than one percent

 14 Type of Reporting Person
 00

=====
 (1) Messrs. Andrew H. Schultz and Daniel A. Schultz and Ms. Jaynie Romaner
 serve as co-trustees.

6

 1 Name of Reporting Persons
 I.R.S. Identification Nos. of Above Persons
 Daniel A. Schultz

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

 3 SEC Use Only

 4 Source of Funds
 00

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

 6 Citizenship or Place of Organization
 Texas

 7 Sole Voting Power
 0
 NUMBER OF SHARES

 8 BENEFICIALLY OWNED BY EACH Shared Voting Power
 REPORTING PERSON WITH 2,421,702 (1)

 9 Sole Dispositive Power
 0

 10 Shared Dispositive Power
 2,421,702 (1)

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11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,421,702 (1)

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

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

14 Type of Reporting Person
IN

=====
(1) Mr. Daniel A. Schultz is the trustee and beneficiary of The D.A. Schultz HHS (2001) GST Trust and The D.A. Schultz LVS (2001) GST Trust, which each own 576,032 shares. Mr. Schultz is also co-trustee of The HHS Charitable Lead Trust and LVS Charitable Lead Trust, which each own 634,819 shares.

7

=====
1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons
Jaynie Schultz Romaner

2 Check the Appropriate Box if a Member of a Group (a) [X]
(b)

3 SEC Use Only

4 Source of Funds
00

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

6 Citizenship or Place of Organization
Texas

7 Sole Voting Power

0

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NUMBER OF SHARES		
8	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	Shared Voting Power 2,421,702 (1)
9		Sole Dispositive Power 0
10		Shared Dispositive Power 2,421,702 (1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person	2,421,702 (1)
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	[]
13	Percent of Class Represented by Amount in Row (11)	3.8 percent
14	Type of Reporting Person	IN

(1) Ms. Jaynie Schultz Romaner is the trustee and beneficiary of The J.S. Romaner HHS (2001) GST Trust and The J.S. Romaner LVS (2001) GST Trust, which each own 576,032 shares. Ms. Romaner is also co-trustee of The HHS Charitable Lead Trust and LVS Charitable Lead Trust, which each own 634,819 shares.

I.R.S. Identification Nos. of Above Persons		
The LVS Charitable Lead Annuity Trust		
2	Check the Appropriate Box if a Member of a Group	(a) [X] (b)
3	SEC Use Only	

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 4 Source of Funds 00

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

 6 Citizenship or Place of Organization Texas

 7 Sole Voting Power 0
 NUMBER OF SHARES

 8 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH Shared Voting Power 634,819(1)

 9 Sole Dispositive Power 0

 10 Shared Dispositive Power 634,819(1)

 11 Aggregate Amount Beneficially Owned by Each Reporting Person 634,819 (1)

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

 13 Percent of Class Represented by Amount in Row (11) Less than one percent

 14 Type of Reporting Person 00

=====
 (1) Messrs. Andrew H. Schultz and Daniel Schultz and Ms. Jaynie Schultz Romaner are co-trustees of The LVS Charitable Lead Annuity Trust.
 =====

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=====		
1	Name of Reporting Persons I.R.S. Identification Nos. of Above Persons The D.A. Schultz HHS (2001) GST Trust	

2	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b)

3	SEC Use Only	

4	Source of Funds	00

5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>

6	Citizenship or Place of Organization	Texas

7	Sole Voting Power	0

	NUMBER OF SHARES	

8	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH Shared Voting Power	576,032 (1)

9	Sole Dispositive Power	0

10	Shared Dispositive Power	576,032 (1)

11	Aggregate Amount Beneficially Owned by Each Reporting Person	576,032 (1)

12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="checkbox"/>

13	Percent of Class Represented by Amount in Row (11)	Less than one percent

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14 Type of Reporting Person

00

(1) Mr. Daniel A. Schultz is the trustee and beneficiary of The D.A. Schultz HHS (2001) GST Trust.

10

1 Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons

The J.S. Romaner HHS (2001) GST Trust

2 Check the Appropriate Box if a Member of a Group

(a) [X]

(b)

3 SEC Use Only

4 Source of Funds

00

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

[]

6 Citizenship or Place of Organization

Texas

7 Sole Voting Power

0

NUMBER OF SHARES

8 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

Shared Voting Power

576,032 (1)

9 Sole Dispositive Power

0

10 Shared Dispositive Power

576,032 (1)

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11 Aggregate Amount Beneficially Owned by Each Reporting Person
576,032 (1)

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

13 Percent of Class Represented by Amount in Row (11)
Less than one percent

14 Type of Reporting Person
00
=====

(1) Ms. Jaynie Schultz Romaner is the trustee and beneficiary of The J.S. Romaner HHS (2001) GST Trust.

11

1 Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons
The D.A. Schultz LVS (2001) GST Trust

2 Check the Appropriate Box if a Member of a Group (a) [X]
(b)

3 SEC Use Only

4 Source of Funds
00

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

6 Citizenship or Place of Organization
Texas

7 Sole Voting Power
0

NUMBER OF SHARES

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8	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	Shared Voting Power	576,032 (1)

9		Sole Dispositive Power	0

10		Shared Dispositive Power	576,032 (1)

11	Aggregate Amount Beneficially Owned by Each Reporting Person		576,032 (1)

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

13	Percent of Class Represented by Amount in Row (11) Less than one percent		

14	Type of Reporting Person		00

=====
 (1) Mr. Daniel A. Schultz is the trustee and beneficiary of The D.A. Schultz LVS (2001) GST Trust.

=====			
1	Name of Reporting Persons		
	I.R.S. Identification Nos. of Above Persons		
	The J.S. Romaner LVS (2001) GST Trust		

2	Check the Appropriate Box if a Member of a Group		(a) [x] (b)

3	SEC Use Only		

4	Source of Funds		00

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

6 Citizenship or Place of Organization
Texas

7 Sole Voting Power
NUMBER OF SHARES 0

8 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH Shared Voting Power 576,032 (1)

9 Sole Dispositive Power 0

10 Shared Dispositive Power 576,032 (1)

11 Aggregate Amount Beneficially Owned by Each Reporting Person 576,032 (1)

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

13 Percent of Class Represented by Amount in Row (11) Less than one percent

14 Type of Reporting Person OO

(1) Ms. Jaynie Schultz Romaner is the trustee and beneficiary of The J.S. Romaner LVS (2001) GST Trust.

ITEM 4. PURPOSE OF TRANSACTION

This Amendment No. 2 amends the Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission") on February 4,

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2002 as amended on February 22, 2002 by Howard Schultz, Andrew H. Schultz, Andrew H. Schultz Irrevocable Trust, Leslie Schultz, Nate Levine, Arthur N. Budge, Jr., Harold Berman, The Zachary Herman Schultz Trust, The Gabriella Schultz Trust, The Samuel Joel Schultz Trust, The HHS Charitable Lead Annuity Trust, The LVS Charitable Lead Annuity Trust, The D.A. Schultz HHS (2001) GST Trust, The J.S. Romaner HHS (2001) GST Trust, The A.H. Schultz HHS (2001) GST Trust, The D.A. Schultz LVS (2001) GST Trust, The J.S. Romaner LVS (2001) GST Trust and The A.H. Schultz LVS (2001) GST Trust (collectively, the "Reporting Persons").

This amendment to the Schedule 13D relates to the resignation of Harold Berman as Trustee of The A.H. Schultz, HHS (2001) GST Trust, The A.H. Schultz, LVS (2001) GST Trust, The HHS Charitable Lead Annuity Trust, The LVS Charitable Lead Annuity Trust, The D.A. Schultz HHS (2001) GST Trust, The J.S. Romaner HHS (2001) GST Trust, The D.A. Schultz LVS (2001) GST Trust and The J.S. Romaner LVS (2001) GST and the appointment of Andrew Schultz as Trustee of The A.H. Schultz HHS (2001) GST Trust and The A.H. Schultz, LVS (2001) GST Trust, the appointment of Jaynie Schultz Romaner as Trustee of the J.S. Romaner, HHS (2001) GST Trust and The J.S. Romaner, LVS (2001) GST Trust, the appointment of Daniel Schultz as Trustee of The D.A. Schultz HHS (2001) GST Trust and the D.A. Schultz LVS (2001) GST Trust and the appointment of Andrew Schultz, Daniel Schultz and Jaynie Schultz Romaner as co-trustees of The HHS Charitable Lead Trust and The LVS Charitable Lead Trust. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

See Item 3 of the Schedule 13D.

(a)-(j) None.

In connection with the HSA-Texas acquisition, the size of the PRG-Schultz board of directors was expanded from 9 to 13 members. Howard Schultz serves as the chairman of the board of directors and Andrew H. Schultz, Arthur N. Budge, Jr., and Nate Levine serve as directors of PRG-Schultz.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a)-(b) See Items 7-13 of the cover pages.

(c) See Item 4 above. No other transactions in PRG-Schultz' securities have been effected by an individual named in Item 2 of the Schedule 13D within the last sixty days, except those reported in the Schedule 13D.

(d) No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sales of, the securities of PRG-Schultz.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

See item 6 of Amendment No. 1 to Schedule 13D filed on February 21, 2002.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

99.1 Asset Agreement (incorporated herein by reference to Annex A to PRG-Schultz's Definitive Proxy Statement filed on December 20, 2001).

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- 99.2 Stock Agreement (incorporated herein by reference to Annex B to PRG-Schultz's Definitive Proxy Statement filed on December 20, 2001).
- 99.3 Shareholder Agreement (incorporated by reference to Exhibit 10.3 filed with PRG-Schultz's Registration Statement on Form S-4 (333-69142) filed on September 7, 2001).
- 99.4 Registration Rights Agreement (incorporated by reference to Exhibit 10.2 filed with PRG-Schultz's Registration Statement on Form S-4 (333-69142) filed on September 7, 2001).
- 99.5 Stock Purchase Agreement between Blum Strategic Partners II, L.P. and certain entities and individuals dated February 21, 2002 (incorporated by reference to Exhibit 99.5 of Amendment No. 1 to Schedule 13D filed on February 21, 2002).

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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: April 12, 2002

/s/ Andrew H. Schultz

Andrew H. Schultz

/s/ Harold Berman

Harold Berman

/s/ Daniel A. Schultz

Daniel A. Schultz

/s/ Jaynie Schultz Romaner

Jaynie Schultz Romaner

A.H. Schultz HHS (2001) GST Trust

/s/ Andrew H. Schultz

By: Andrew H. Schultz , Trustee

A.H. Schultz LVS (2001) GST Trust

/s/ Andrew H. Schultz

By: Andrew H. Schultz , Trustee

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The HHS Charitable Lead Annuity Trust

/s/ Andrew H. Schultz

By: Andrew H. Schultz, Trustee

/s/ Daniel A. Schultz

By: Daniel A. Schultz, Trustee

/s/ Jaynie Schultz Romaner

By: Jaynie Schultz Romaner, Trustee

The LVS Charitable Lead Annuity Trust

/s/ Andrew H. Schultz

By: Andrew H. Schultz, Trustee

/s/ Daniel A. Schultz

By: Daniel A. Schultz, Trustee

/s/ Jaynie Schultz Romaner

By: Jaynie Schultz Romaner, Trustee

The D.A. Schultz HHS (2001) GST Trust

/s/ Daniel A. Schultz

By: Daniel A. Schultz, Trustee

The J.S. Romaner HHS (2001) GST Trust

/s/ Jaynie Schultz Romaner

By: Jaynie Schultz Romaner, Trustee

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule

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13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in counterparts and each of such counterparts taken together shall constitute one and the same instrument.

Dated: April 16, 2002

/s/ Andrew H. Schultz

Andrew H. Schultz

/s/ Harold Berman

Harold Berman

/s/ Daniel A. Schultz

Daniel A. Schultz

/s/ Jaynie Schultz Romaner

Jaynie Schultz Romaner

A.H. Schultz HHS (2001) GST Trust

/s/ Andrew H. Schultz

By: Andrew H. Schultz , Trustee

A.H. Schultz LVS (2001) GST Trust

/s/ Andrew H. Schultz

By: Andrew H. Schultz , Trustee

The HHS Charitable Lead Annuity Trust

/s/ Andrew H. Schultz

By: Andrew H. Schultz, Trustee

/s/ Daniel A. Schultz

By: Daniel A. Schultz, Trustee

/s/ Jaynie Schultz Romaner

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By: Jaynie Schultz Romaner, Trustee

The LVS Charitable Lead Annuity Trust

/s/ Andrew H. Schultz

By: Andrew H. Schultz, Trustee

/s/ Daniel A. Schultz

By: Daniel A. Schultz, Trustee

/s/ Jaynie Schultz Romaner

By: Jaynie Schultz Romaner, Trustee

The D.A. Schultz HHS (2001) GST Trust

/s/ Daniel A. Schultz

By: Daniel A. Schultz, Trustee

The J.S. Romaner HHS (2001) GST Trust

/s/ Jaynie Schultz Romaner

By: Jaynie Schultz Romaner, Trustee

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