

SULLIVAN THOMAS C
 Form 5
 July 14, 2011

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL
 OMB Number: 3235-0362
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
 SULLIVAN THOMAS C

2. Issuer Name and Ticker or Trading Symbol
 RPM INTERNATIONAL INC/DE/[RPM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 05/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

2628 PEARL ROAD, P.O. BOX 777

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

MEDINA, OH 44258

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock, \$0.01 par value	02/11/2011	Â	G	15,260 D \$ 0 0		I	By GRAT (1)
Common Stock, \$0.01 par value	11/30/2010	Â	G	4,000 D \$ 0 186,457		D	Â

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Common Stock, \$0.01 par value 17,363 I By spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is F (I
						Date Exercisable (A) (D)	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN THOMAS C 2628 PEARL ROAD P.O. BOX 777 MEDINA, OH 44258	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signatures

/s/ Thomas C. Sullivan, by Gregory J. Dziak, his attorney-in-fact pursuant to Power of Attorney dated May 29, 2007 on file with the Commission

07/14/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On February 2, 2011 the GRAT terminated and 15,260 shares of common stock were transferred to the reporting person's children. The (1) remaining 28,225 shares of common stock held by the GRAT were previously distributed to the reporting person and are reported in this Form 5 as being directly owned.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays

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a currently valid OMB number. ===== Included in estimated gross loss for 2001 and 2002 are contracts with estimated losses accrued of \$763,980 and \$973,985, respectively. NOTE 5-- INVENTORIES Inventories consist of the following: AUGUST 31 2001 2002 ----- Raw material stock \$190,337 \$146,303 Small tools and supplies \$118,640 104,266 ----- Total \$308,977 \$250,569 ===== 24 Riviera Tool Company Notes to Financial Statements NOTE 6 -- PROPERTY, PLANT AND EQUIPMENT Property, plant and equipment consist of the following: AUGUST 31 ----- 2001 2002 ----- Land and leasehold improvements..... \$ 1,501,015 \$ 1,367,908 Office furniture and fixtures..... 194,993 157,868 Machinery and equipment..... 22,865,732 22,353,184 Computer equipment and software..... 2,210,378 2,119,363 Transportation equipment..... 133,365 61,919 Construction in process..... 23,913 1,399 ----- Total cost..... 26,929,396 26,061,641 ----- Accumulated depreciation and amortization..... 10,783,337 11,589,762 ----- Property, plant and equipment, net..... \$ 16,146,059 \$ 14,471,879 ===== Depreciation & amortization expense..... \$ 1,952,320 \$ 1,912,733 ===== NOTE 7 -- LONG-TERM DEBT The Company's long-term debt, which is subject to certain covenants discussed below, consists of the following: AUGUST 31 ----- 2001 2002 ----- REVOLVING WORKING CAPITAL CREDIT LINE ----- The revolving working capital credit line is collateralized by substantially all assets of the Company and provides for borrowing, subject to certain collateral requirements of up to \$6.5 million. The agreement requires a commitment fee of .25% per annum on the average daily unused portion of the revolving credit line. The credit line is due January 13, 2003, and bears interest, payable monthly, at 2.0% above the bank's prime, 5.75% as of August 31, 2002 3,142,790 6,500,000 NOTES PAYABLE TO BANK ----- Note payable to bank, collateralized by substantially all assets of the Company, due December 31, 2002, and is payable in monthly installments of \$54,167 plus interest, payable monthly, at .25% below the bank's prime rate (as of August 31, 2001, an effective rate of 6.25%) 541,667 -- Note payable to bank, collateralized by specific assets of the Company, payable in monthly installments of \$55,556, plus simple interest of 7.26%, due December 31, 2002 2,277,764 1,611,092 Note payable to bank, collateralized by specific assets of the Company, payable in monthly installments of \$16,666 plus simple interest of 8.04%, due December 31, 2002 616,667 416,667 NON-REVOLVING EQUIPMENT LINE OF CREDIT ----- \$3,271,000 equipment line of credit is collateralized by specific assets of the Company, is due December 31, 2002, and is payable in monthly installments of \$38,941 plus interest at the bank's prime rate less .25% (as of August 31, 2002, an effective rate of 4.5%) 1,823,472 1,826,740 25 Total long-term debt 8,402,360 10,354,499 Less current portion 1,875,631 10,354,499 ----- Long-term debt -- Net \$ 6,526,729 \$ -- ===== Minimum scheduled principal payments on long-term debt to maturity as of August 31, 2002, are as follows: 2003..... \$ 10,354,499 2004..... -- 2005 -- 2006 -- 2007 -- ----- Total..... \$ 10,354,499 ===== 26 Riviera Tool Company Notes to Financial Statements NOTE 7 -- LONG-TERM DEBT-CONTINUED The Company was not in compliance with certain covenants of its long-term loan agreement causing all of the Company's debt to be classified as current in the financial statements. The Company's agreement expired September 1, 2002 and has been renewed monthly thereafter. The estimated fair value of the Company's notes payable and long-term debt approximates its carrying amount. NOTE 8 -- FEDERAL INCOME TAXES The provision for federal income taxes is as follows: AUGUST 31 ----- 2000 2001 2002 ----- Current expense \$ 90,000 \$ -- \$ -- Deferred expense (benefit) 152,000 (1,538,000) -- ----- Income tax expense (benefit) \$ 242,000 \$(1,538,000) \$ -- ===== The difference between the federal statutory tax rate and the Company's effective rate was: AUGUST 31 ----- 2000 2001 2002 ----- Federal statutory tax rate 34.0% (34.0%) (34.0%) Effect of increasing the valuation allowance -- 5.8% 34.0% Other items 3.4% -- ----- Effective tax rate 37.4% (28.2%) -- =====

===== The details of the net deferred tax liability are as follows: AUGUST 31
----- 2001 2002 ----- Deferred tax liabilities: Depreciation
..... \$(2,955,438) \$(3,128,313) Deferred tax assets: Alternative minimum tax credit
carryforward 155,150 155,150 Accrued lease expense 235,312 229,750
Deferred compensation and other items 63,280 57,555 Net operating loss carryforward
..... 2,813,696 3,986,858 ----- Total deferred tax assets 3,267,438
4,429,313 ----- Valuation allowance recognized for deferred tax assets (312,000) (1,301,000)
----- Net deferred tax liability \$ -- \$ -- ===== The net operating
loss carryforward arising in fiscal 2001 and 2002 will expire, if unused, in fiscal 2021 and 2022, respectively. NOTE 9
-- OPERATING LEASES The Company has entered into a noncancellable operating lease agreement for
manufacturing and office facilities with a lease term that expires in October 2009. The agreement provides for annual
lease payments plus an escalation of 2 percent per year for the remainder of the lease term. The Company has an
option to renew this lease for two additional 10-year terms at a rate to be negotiated and has an option to acquire the
facility at fair market value. 27 Riviera Tool Company Notes to Financial Statements NOTE 9 -- OPERATING
LEASES - CONTINUED Generally accepted accounting principles require that rent expense related to this type of
lease be recognized ratably over the term of the lease. The difference between the rent payments made and the amount
of expense recognized has been recorded as accrued lease expense (a liability). For the years ended August 31, 2000
and 2001, lease expense exceeded cash payments made by \$18,865, and \$2,335, respectively. During the year ended
August 31, 2002 the cash payments made exceeded the lease expense by \$34,305. The Company has various
operating leases, including the noncancellable operating lease noted above, for facilities that expire during the next 15
years. Rent expense under these leases for the years ended August 31, 2000, 2001 and 2002 amounted to \$835,862,
\$1,053,118 and \$1,075,186, respectively. The following is a schedule of future minimum rent payments required
under operating leases that have initial or remaining noncancellable lease terms in excess of one year as of August 31,
2002. LEASE PAYMENTS ----- 2003..... 1,131,812 2004.....
1,150,502 2005..... 1,144,948 2006..... 1,146,320
2007..... 1,165,010 2008 and after..... 2,587,007 ----- Total
minimum payments required..... \$ 8,325,599 ===== NOTE 10 -- RETIREMENT PLANS The Company has a
profit-sharing plan that covers substantially all employees. The plan includes a 401(k) deferred-compensation option.
The plan, as established, allows for discretionary contributions as determined annually by the Company's Board of
Directors. No discretionary contribution was made for the years-ended August 31, 2000, 2001, and 2002. The
Company also matches and contributes up to 15 percent of the employees' contributions, up to 2% of an employee's
annual wage. Effective January 1, 2002, the Company, until further notice, suspended its matching share of the
employees contribution. The Company's matching contributions to the plan for the years ended August 31, 2000, 2001
and 2002, amounted to \$106,408, \$74,759 and \$31,324, respectively. NOTE 11 -- STOCK OPTION PLANS The
Company's 1996 Stock Option Plan (the "Option Plan") was adopted by the Board of Directors and approved by the
stockholders on October 31, 1996. Under the Option Plan, 250,000 shares of Common Stock were reserved for
issuance and are intended to qualify as incentive stock options under the Internal Revenue Code of 1986, as amended.
Stock options granted to Company personnel under the option plan are at exercise prices equal to the market value of
the stock on the date of grant. The options vest one year from the date of option grant and the recipients must be
employed by the Company at the time of exercise. 28 Riviera Tool Company Notes to Financial Statements NOTE 11
-- STOCK OPTION PLANS -- CONTINUED The Company's 1998 Key Employee Stock Option Plan (the "Key
Option Plan") was adopted by the Board of Directors and approved by the stockholders on December 16, 1998. Under
the Key Option Plan, 200,000 shares of Common Stock were reserved for issuance and do not qualify as incentive
stock options under the Internal Revenue Code of 1986, as amended. Stock options granted to Company personnel and
Directors under the option plan are at exercise prices equal to the market value of the stock on the date of grant. The
options vest one year from the date of option grant and recipients must be employed by the Company at the time of
exercise. As permitted by SFAS No. 123, "Accounting for Stock-based Compensation", the Company continues to
apply the provisions of Accounting Principles Board Opinion No. 25 which recognizes compensation expense under
the intrinsic value method. The compensation cost, estimated under the fair value-based method defined in SFAS No.
123, was not significant. A summary of the status of the Option Plan and Key Option Plan during the years' presented
is as follows (no stock options were granted previous to fiscal 1999 under the 1996 Stock Option Plan and the 1998

Key Employee Stock Option Plan): Weighted Average 1996 STOCK OPTION PLAN, AS AMENDED Exercise
----- Shares Price ----- Outstanding at end of year, August 31, 1999..... 45,000
\$6.625 ===== Fiscal Year Ended August 31, 2000 Stock options granted.....
75,000 \$3.75 ----- Outstanding at end of year, August 31, 2000..... 120,000 \$4.82 =====
===== Fiscal Year Ended August 31, 2001 Stock options granted..... - - - - -
Outstanding at end of year, August 31, 2001..... 120,000 \$4.82 ===== Fiscal Year Ended
August 31, 2002 Stock options granted..... - - - - - Outstanding at end of year,
August 31, 2002..... 120,000 \$4.82 ===== Weighted Average 1998 KEY EMPLOYEE STOCK
OPTION PLAN Exercise ----- Shares Price ----- Outstanding at end of year, August 31,
1999..... 54,000 \$6.625 Fiscal Year Ended August 31, 2000 Stock options granted.....
53,000 \$3.75 ----- Outstanding at end of year, August 31, 2000..... 107,000 \$5.20 Fiscal Year Ended
August 31, 2001 Stock options granted..... - - - - - Stock options
forfeited..... (5,000) \$6.625 Stock options forfeited..... (5,000) \$3.75
Outstanding at end of year, August 31, 2001..... 97,000 \$5.20 Fiscal Year Ended August 31, 2002 Stock
options granted..... - - - - - Outstanding at end of year, August 31, 2002.....
97,000 \$5.20 ===== 29 Riviera Tool Company Notes to Financial Statements NOTE 12 --
STOCKHOLDERS INVESTMENT On November 24, 1999, the Company's Board of Directors declared a
five-percent common stock dividend, payable on February 1, 2000, to all stockholders of record on December 29,
1999. On February 1, 2000, an additional 160,865 shares of Common Stock were issued as a stock dividend. All share
and per share data presented for fiscal 1999 have been adjusted to give effect to the five percent stock dividend.
NOTE 13 -- CONTINGENCIES During fiscal 2001, the Company recorded a \$765,000 loss on certain contracts with
one of its customers. This loss was a result of a dispute between the Company and its customer over the manufacture
of stamping die systems for an auto frame assembly. This dispute resulted in the Company being a Defendant in a
lawsuit with the customer ("Plaintiff") asking for recovery of \$850,000 in damages. The Company and its customer
settled this matter on April 17, 2002 resulting in no additional expense to the Company. ITEM 9. CHANGES IN AND
DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE None. PART
III ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS Information with respect to Directors and Executive
Officers may be found under the caption "Directors and Executive Officers" in the Company's Proxy Statement for the
Annual Meeting of Stockholders to be held December 17, 2002 (the "Proxy Statement") and such information is
incorporated herein by reference. ITEM 11. EXECUTIVE COMPENSATION Information with respect to Directors
and Executive Officers Compensation may be found under the captions "Compensation of Directors and Executive
Officers" in the Company's definitive proxy statement for its 2003 Annual Meeting of Stockholders (the "Proxy
Statement") and such information is incorporated herein by reference. ITEM 12. SECURITY OWNERSHIP OF
CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS
Information with respect to Security Ownership of Certain Beneficial Owners and Management and Related
Stockholder Matters may be found under the captions "Executive Compensation," and "Director Compensation" in the
Company's Proxy Statement and such information is incorporated herein by reference. ITEM 13. CERTAIN
RELATIONSHIPS AND RELATED TRANSACTIONS Information with respect to Certain Relationships and
Related Transactions is contained under the captions "Executive Compensation," "Ownership of Company Stock," and
"Compensation Committee Interlocks and Insider Participation" in the Company's Proxy Statement and such
information is incorporated herein by reference. ITEM 14. CONTROLS AND PROCEDURES EVALUATION OF
DISCLOSURE CONTROLS AND PROCEDURES The Company maintains controls and procedures designed to
ensure that information required to be disclosed in the reports that the Company files or submits under the Securities
Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time period specified
in the rules and forms of the Securities and Exchange Commission. Based upon their evaluation of those controls and
procedures performed within 90 days of the filing date of this report, the Chief Executive and Chief Financial Officers
of the Company concluded that the Company's disclosure controls and procedures were adequate. CHANGES IN
INTERNAL CONTROLS 30 The Company made no significant changes in its internal controls or in other factors that
could significantly affect those controls subsequent to the date of the evaluation of those controls by the Chief
Executive and Chief Financial Officers. ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND
REPORTS ON FORM 8-K. (a) The following documents are filed as a part of this report: 1. Financial Statements --

The Consolidated Financial Statements of Riviera Tool Company in Item 8 hereof are filed as part of this Annual Report on Form 10-K. 2. Exhibits 10(y) Fourth Amendment to Loan Documents between Registrant and Fifth Third Bank, f/k/a Old Kent Bank, dated August 27, 2001. 10(z) Fifth Amendment to Loan Documents between Registrant and Fifth Third Bank, f/k/a Old Kent Bank, dated October 30, 2002. 10(aa) Sixth Amendment to Loan Documents between Registrant and Fifth Third Bank, f/k/a Old Kent Bank, dated November 27, 2002. 10(bb) Seventh Amendment to Loan Documents between Registrant and Fifth Third Bank, f/k/a Old Kent Bank, dated December 13, 2002. 21 Subsidiaries -- None 99.1 Written Statement of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 Sec. 906 99.2 Written Statement of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 Sec. 906 (b) Reports on Form 8-K- No Reports were filed on Form 8-K in the last quarter of the Fiscal Year ended August 31, 2002. SIGNATURES Pursuant to the requirement of Section 13 or 15(d) of the Securities and Exchange Act of 1934 the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. Dated: December 16, 2002 RIVIERA TOOL COMPANY By: /s/ Kenneth K. Rieth ----- Kenneth K. Rieth, Principal Executive Officer and By: /s/ Peter C. Canepa ----- Peter C. Canepa, Principal Financial and Accounting Officer Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on the 16th day of December, 2002, by the following persons on behalf of the Company and in the capacities indicated. Each Director of the Company whose signature appears below hereby appoints Kenneth K. Rieth and Peter C. Canepa, and each of them individually, as his attorney-in-fact to sign in his name and on his behalf as a Director of the Company, and to file with the Commission any and all amendments to this report on Form 10-K to the same extent and with the same effect as if done personally. /s/ Leonard H. Wood /s/ Kenneth K. Rieth ----- Leonard H. Wood, Director Kenneth K. Rieth, Director /s/ John C. Kennedy /s/ Jay S. Baron ----- John C. Kennedy, Director Jay S. Baron, Director /s/ Thomas H. Highley ----- Thomas H. Highley, Director 32 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Annual Report of Riviera Tool Company (the "Company") on Form 10-K for the year ending August 31, 2002 as filed with the Securities and Exchange Commission on the date hereof, I, Kenneth K. Rieth, Chief Executive Officer of registrant, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, that: (1) I have reviewed this annual report on Form 10-K of Riviera Tool Company; (2) Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report; and (3) Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of registrant as of, and for, the periods presented in this annual report; and (4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have: (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared; (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and (c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date; (5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function): (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and (6) The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. Dated: December 16, 2002 By: /s/ ----- Kenneth K. Rieth Chief Executive Officer This certification accompanies this Annual Report on Form 10-K pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by registrant for purposes of Section 18 of the

Securities Exchange Act of 1934, as amended. CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Annual Report of Riviera Tool Company (the "Company") on Form 10-K for the year ending August 31, 2002 as filed with the Securities and Exchange Commission on the date hereof, I, Peter Canepa, Chief Financial Officer of registrant, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, that: (1) I have reviewed this annual report on Form 10-K of Riviera Tool Company; (2) Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report; and (3) Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of registrant as of, and for, the periods presented in this annual report; and (4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have: (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared; (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and (c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date; (5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function): (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and (6) The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. Dated: December 16, 2002 By: /s/ ----- Peter Canepa Chief Financial Officer This certification accompanies this Annual Report on Form 10-K pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by registrant for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. EX. NO. EXHIBIT INDEX 10(y) Fourth Amendment to Loan Documents between Registrant and Fifth Third Bank, f/k/a Old Kent Bank, dated August 27, 2001. 10(z) Fifth Amendment to Loan Documents between Registrant and Fifth Third Bank, f/k/a Old Kent Bank, dated October 30, 2002. 10(aa) Sixth Amendment to Loan Documents between Registrant and Fifth Third Bank, f/k/a Old Kent Bank, dated November 27, 2002. 10(bb) Seventh Amendment to Loan Documents between Registrant and Fifth Third Bank, f/k/a Old Kent Bank, dated December 13, 2002. 21 Subsidiaries -- None 99.1 Written Statement of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 Sec. 906 99.2 Written Statement of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 Sec. 906 33