1ST STATE BANCORP INC Form SC 13G/A February 11, 2005

1

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13G/A

UNDER THE SECURITIES AND EXCHANGE ACT OF 1934 (Amendment No. 6)(1)

1st STATE BANCORP, INC.
(Name of Issuer)
COMMON STOCK
(Title of Class of Securities)
33645S 10 0
(CUSIP Number)
DECEMBER 31, 2004
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which thi Schedule is filed:
/X/ Rule 13d-1(b)
/X/ Rule 13d-1(c)
/ / Rule 13d-1(d)
(1) The remainder of this cover page shall be filled out for a reportin person's initial filing on this form with respect to the subject class o securities, and for any subsequent amendment containing information which woul alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deeme to be "filed" for the purpose of Section 18 of the Securities Exchange Act o 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 th Notes).
2
CUSIP NO. 33645S 10 0 / 13G / Page 2 of 13 Page

/ Ist STATE BANCORP, INC. EMPLOYEE STOCK OWNERSHIP PLAN TRUST / I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) / 56-2155141  / CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * / (a) / / / (b) / / / (b) / / / SEC USE ONLY / SEC USE ONLY / STATE OF NORTH CAROLINA / STATE OF NORTH CAROLINA / SHARES / 6 / SHARED VOTING POWER 0 / NUMBER OF SHARES / 6 / SHARED VOTING POWER 0 / PENNETICIALLY / / OWNED BY FACH / 7 / SOLE DISPOSITIVE POWER 0 / REPORTING / / PERSON SUTTH / 8 / SHARED DISPOSITIVE POWER 305,259 / WITH / 8 / SHARED DISPOSITIVE POWER 305,259 / OF AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON / 305,259 / 10 / CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN / SHARES / / / / / 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 / 10.33%(1) / 12 / TYPE OF REPORTING PERSON / / 10.33%(1) / 12 / TYPE OF REPORTING PERSON / / 10.33%(1)	Ist STATE BANCORP, INC. EMPLOYEE STOCK OWNERSHIP PLAN TRUST   I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)   56-2155141   2							
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/ / / / / / / / / / / / / / / / / / /	(a) / / (b) / / (b) / / (c) / (b) / / (d) / (e) / (e) / (e) / (d) / (e) / (f) / (e) / (e) / (e) / (e) / (f) / (e) / (e) / (e) / (e) / (e) / (f) / (e) / (e) / (e) / (e) / (e) / (f) / (e) / (f) / (f	/ 	/ 56-215514					
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/ OWNED BY EACH	OWNED BY EACH	/ /			HARED VOTING	POWER	305,259	
/ REPORTING / / PERSON	REPORTING / / PERSON	/	OWNED BY					
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/ / / / 9  / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON / 305,259  / 10  / CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN / SHARES / / // / 11  / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 / 10.33%(1)  / 12  / TYPE OF REPORTING PERSON / EP  (1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	/ / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON / 305,259 / 10  / CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN / SHARES / / / / / 11  / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 / 10.33%(1) / 12  / TYPE OF REPORTING PERSON / EP  (1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	/						
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/ / 305,259  / 10  / CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN / SHARES / / //  / 11  / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 / 10.33%(1)  / 12  / TYPE OF REPORTING PERSON / EP  (1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	/ 10 / CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN / SHARES / / // / 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 / 10.33%(1) / 12 / TYPE OF REPORTING PERSON / EP  (1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	/ 						
/ 10  / CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN / SHARES / / / / /  / 11  / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 / 10.33%(1)  / 12  / TYPE OF REPORTING PERSON / EP  (1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  SHARES  / / //  11  / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  / 10.33%(1)  / 12  / TYPE OF REPORTING PERSON  / EP  (1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004			AMOUNT BENE	FICIALLY OWNE	D BY EACH R	EPORTING PERSON	
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/ / / / / 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 / / 10.33%(1) / 12 / TYPE OF REPORTING PERSON / EP  (1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	/ / / / / / / / / / / / / / / / / / /	/ 10	/ CHECK BOX	IF THE AGGR	EGATE AMOUNT	IN ROW (9)	EXCLUDES CERTAIN	N
/ 11  / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 /	/ 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 / 10.33%(1) / 12 / TYPE OF REPORTING PERSON / EP  (1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	/						
/ / 10.33%(1)  / 12  / TYPE OF REPORTING PERSON /	/ / 10.33%(1) / 12 / TYPE OF REPORTING PERSON / EP  (1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	/ 						
/ 12 / TYPE OF REPORTING PERSON / EP  (1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	/ 12 / TYPE OF REPORTING PERSON / EP  (1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	/ 11		CLASS REPRI	ESENTED BY AM	OUNT IN ROW	9	
/ / EP  (1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	/ / EP  (1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	/ 	/ 10.33%(1)					
(1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	(1) Based on 2,956,373 shares of common stock outstanding on December 31, 2004	/ 12	/ TYPE OF R	PORTING PER	SON			
3	3	/	/ EP					
3	3							
		(1)	Based on 2,956,37	shares of o	common stock	outstanding	on December 31,	, 2004
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CUSIP NO. 33645S 10 0 / 13G / Page 3 of 13 Page	CUSIP NO. 33645S 10 0 / 13G / Page 3 of 13 Page							
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/ /		S. IDENTIFIC. 223240	ATION NO. (	OF ABOVE PERSO	ONS (ENTIT	CIES ONLY)	
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/ /	/ / /				(b) /	′ /	
/ / 3 /	/ / SEC /	USE ONLY					
/ / 4 /		ZENSHIP OR P. E OF NORTH C.		GANIZATION			
/ /	NUMBER OF		/ SOLE VO	OTING POWER		0	
/ / /	SHARES BENEFICIALL OWNED BY	/ 6 Y /	/ SHARED	VOTING POWER	349	,072	
/ / /	EACH REPORTING PERSON	/ 7		ISPOSITIVE PON	WER	0	
/ / /	WITH	/ 8		DISPOSITIVE 1	POWER 349	,072	
/ 9 /	/ AGGR / 349,		BENEFICIAI	LLY OWNED BY 1	EACH REPOR	TING PERSON	
/ 10 / /	O / CHEC / SHA / / /		AGGREGATE	AMOUNT IN RO	W (9) EXCL	UDES CERTAIN	
/ 11		ENT OF CLASS	REPRESENTE	ED BY AMOUNT :	IN ROW 9		
/ 12	2 / TYPE /	OF REPORTING	G PERSON				
(1)	Based on 2,9	56,373 share	s of common	n stock outsta	anding on	December 31,	2004.
4							
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/ 1 /		S OF REPORTI	NG PERSONS:	:			

/	/	I.R.S. IDE	ENTIFICA	TION NO.	OF ABOVE PI	ERSONS (E	NTITIES C	NLY)		
/ 2	/	CHECK THE	APPROPR	ATE BOX	IF A MEMBE	R OF A GR	OUP *			
/	/					(a)	/ /			
/	/					(b)	/ /			
/	/						<i>.</i> .			
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/ 3 /	/ / 	SEC USE ON								
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/ 4	/	CITIZENSHI UNITED STA			GANIZATION					
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/	NUMBEI	O. O.E.	/ / /	SOLE V	OTING POWE	R	43,443	(1)		
/ / /	SHAI	RES CIALLY	/ 6 / / /		VOTING PO	WER	357 <b>,</b> 375	(2)		
/ / /	EAG REPOR	CH FING	/ 7 / / /		ISPOSITIVE	POWER	43,443	(1)		
/ /	PERS( WITE		/ 8 /	SHARED	DISPOSITI	VE POWER	357 <b>,</b> 375	(2)		
/ 9 /		AGGREGATE 400,818	AMOUNT E	BENEFICIA	LLY OWNED 1	BY EACH R	EPORTING	PERSO	)N	
/ 10 / /		CHECK BOX SHARES / /	IF THE A	AGGREGATE	AMOUNT IN	ROW (9)	EXCLUDES	CERTA	IN	
/ 11		PERCENT OF 13.49% (3)		REPRESENT	ED BY AMOUI	NT IN ROW	9			
/ 12 /	/ /	TYPE OF RE	EPORTING	PERSON						
(2) I	exercisal Includes Plan, of owned by Assumes t	ole within 349,072 sh which the the report	60 days nares own reporting persons for 15	ned by th ng person son's spo 5,816 sha	acquired up e 1st State serves as use and/or res have be tstanding a	e Bank De a truste children een exerc	ferred Co e, and 8, ised. Bas	ompens 303 s	sati shar n	Lon
5										
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/ 1	/	NAMES OF F	REPORTING	 F PERSONS	:					

/	/ VIRGIL L.	STADLER
/	/ / I.R.S. IDE	ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
/ 2 / / / /	/ CHECK THE / / / /	APPROPRIATE BOX IF A MEMBER OF A GROUP *  (a) / /  (b) / /
/ / 3 /	/ / SEC USE ON /	1LY
/ / 4 /	/ / CITIZENSHI / UNITED STA	IP OR PLACE OF ORGANIZATION ATES OF AMERICA
/	NUMBER OF	/ / / 5 / SOLE VOTING POWER 63,159 (1)
/ /	SHARES BENEFICIALLY	/ 6 / SHARED VOTING POWER 357,228 (2)
/ /	OWNED BY EACH REPORTING	/ 7 / SOLE DISPOSITIVE POWER 63,159 (1)
/ /	PERSON WITH	/ 8 / SHARED DISPOSITIVE POWER 357,228 (2) / /
/ 9 /	/ AGGREGATE / 420,387	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
/ 10 / /	/ CHECK BOX / SHARES / //	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
/ 11	/ PERCENT OF / 14.15% (3)	CLASS REPRESENTED BY AMOUNT IN ROW 9
/ 12	/ TYPE OF RE	EPORTING PERSON
(1) (2) (3)	exercisable within Includes 349,072 s Plan, of which the owned by the report Assumes that optic	nares that may be acquired upon the exercise of options of 60 days. Shares owned by the 1st State Bank Deferred Compensation of reporting person serves as a trustee, and 8,156 shares of thing person's spouse. Ons for 15,816 shares have been exercised. Based on of common stock outstanding as of December 31, 2004.
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/ / / I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
/ 2 / CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * / / / (a) / /	
/ / / / / (b) / /	
/	
/ / / 4 / CITIZENSHIP OR PLACE OF ORGANIZATION / UNITED STATES OF AMERICA / /	
/ / / / / / / / / / / / / / SOLE VOTING POWER 47,219 (1) / NUMBER OF	
/ SHARES / 6 / SHARED VOTING POWER 349,072 (2) / BENEFICIALLY / / OWNED BY	
/ EACH	
/ PERSON	
/ 9 / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON / 396,291	
/ 10 / CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN / SHARES / / / /	
/ 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 / / 13.33% (3)	
/ 12 / TYPE OF REPORTING PERSON / / IN	
<ol> <li>Includes 15,816 shares that may be acquired upon the exercise of options exercisable within 60 days.</li> <li>Consists of 349,072 shares owned by the 1st State Bank Deferred Compensation Plan, of which the reporting person serves as a trustee.</li> <li>Assumes that options for 15,816 shares have been exercised. Based on 2,956,373 shares of common stock outstanding as of December 31, 2004.</li> </ol>	
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/ 1 / /	/ T. SCOTT (	EPORTING PERSONS: UAKENBUSH UNTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 / 2 / / / /	/ CHECK THE / / / / /	APPROPRIATE BOX IF A MEMBER OF A GROUP *  (a) / /  (b) / /
/ / 3 /	/ / SEC USE ON /	LY
/ / 4 /		P OR PLACE OF ORGANIZATION TES OF AMERICA
/ / /	NUMBER OF	/ / / 5 / SOLE VOTING POWER 65,556 (1)
/	SHARES BENEFICIALLY	/ 6 / SHARED VOTING POWER 312,689 (2) / /
/ / /	OWNED BY EACH REPORTING PERSON	/ 7 / SOLE DISPOSITIVE POWER 65,556 (1)
/ /	WITH	/ 8 / SHARED DISPOSITIVE POWER 312,689 (2)
/ 9 /	/ AGGREGATE / 378,245	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
/ 10 / /	/ CHECK BOX / SHARES / / /	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
/ 11	/ PERCENT OF / 12.73% (3)	CLASS REPRESENTED BY AMOUNT IN ROW 9
/ 12 /	/ TYPE OF RE / IN	PORTING PERSON
(1) (2) (3)	exercisable within Includes 305,259 s Ownership Plan Tru and 7,430 shares of Assumes that optic	Lares that may be acquired upon the exercise of options 60 days.  Theres owned by the 1st State Bancorp, Inc. Employee Stock 1st, of which the reporting person serves as a trustee, 1st which were person's spouse.  The state Bancorp, Inc. Employee Stock 1st, of which the reporting person serves as a trustee, 1st which the reporting person's spouse.  The state Bancorp, Inc. Employee Stock 1st, 1st with the state Bancorp, Inc. Employee Stock 1st, 1st with the state Bancorp, Inc. Employee Stock 1st, 1st with the state Bancorp, Inc. Employee Stock 1st, 1st with the state Bancorp, Inc. Employee Stock 1st, 1st with the state Bancorp, Inc. Employee Stock 1st, 1st with the state Bancorp, Inc. Employee Stock 1st, 1st with the state Bancorp, Inc. Employee Stock 1st with the state Bancorp, Inc. Empl
8		

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/ 1 / /	/ NAMES OF R / ERNEST A.	REPORTING PERSONS: KOURY, JR.
/	,	NTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
/ 2	/ CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP *
/	, , ,	(a) / /
/ /	/ /	(b) / /
/ / 3 /	/ / SEC USE ON /	ILY
/ / 4 /		P OR PLACE OF ORGANIZATION TES OF AMERICA
/ /	NUMBER OF	/ / /5 / SOLE VOTING POWER 1,000
/ / /	SHARES BENEFICIALLY OWNED BY	/ 6 / SHARED VOTING POWER 305,259 (1)
/ / /	EACH REPORTING PERSON	/ 7 / SOLE DISPOSITIVE POWER 1,000
/ /	WITH	/ 8 / SHARED DISPOSITIVE POWER 305,259 (1)
/ 9 /	/ AGGREGATE / 306,259	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
/ 10 / /	/ CHECK BOX / SHARES / / /	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
/ 11	/ PERCENT OF / 10.36% (2)	CLASS REPRESENTED BY AMOUNT IN ROW 9
/ 12	/ TYPE OF RE / IN	PORTING PERSON
(1)	Stock Ownership Pl	9 shares owned by the 1st State Bancorp, Inc. Employee an, of which the reporting person serves as a trustee. shares of common stock outstanding as of December 31,
9		
CUSI	P NO. 33645s 10 0	/ 13G / Page 9 of 13 Pages

/ / / /	1	/ E	IAMES OF RIBERNIE C. I	ВЕА	.N				ABOV	E PEF	RSONS	(ENI	CITIES	ONLY)	
_//////	2	/ C	CHECK THE A	APP	ROP:	 RIAT	E BOX	IF	A MEI	MBER	(a)		JP * / /	/	
/ / /	3	/ / s	EC USE ON	ΔY											
/ / / /	4		CITIZENSHII UNITED STA					RGAN	NIZAT	ION					
		NUMBER SHARE BENEFICI OWNED EACH REPORTI PERSON WITH	ES EALLY BY ENG	/  /  / /	6	/  / / / 	SHAREI	O VO	OTING	POWE	CR COWER		31,675 305,259 31,675	9 (2) 5 (1)	
			AGGREGATE A	AMO	UNT	BEN	EFICIA	ALLY	/ OWN	ED BY	EACH	REF	PORTING	G PERSON	
/ / /	10	/	CHECK BOX C SHARES	F	THE	AGG	REGATI	E AM	MOUNT	IN F	ROW (9	) E>	CLUDES	S CERTAIN	
/			PERCENT OF .1.34% (3)	CL	ASS	REP	RESENT	ΓED	BY A	TNUOM	IN R	OW 9	)		
/	12	/ I	YPE OF REI	POR	TIN	G PE	RSON								

- (1) Includes 15,816 shares that may be acquired upon the exercise of options exercisable within 60 days.
- (2) Consists of 305,259 shares owned by the 1st State Bancorp, Inc. Employee Stock Ownership Plan Trust, of which the reporting person serves as a trustee.
- (3) Assumes that options for 15,816 shares have been exercised. Based on 2,956,373 shares of common stock outstanding as of December 31, 2004.

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# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

- ITEM 1(A). NAME OF ISSUER.

  1st State Bancorp, Inc.
- ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.
  445 S. Main Street
  Burlington, North Carolina 27215
- ITEM 2(A). NAME OF PERSON(S) FILING.

1st State Bancorp, Inc. Employee Stock Ownership Plan ("ESOP"); 1st State Bank Deferred Compensation Plan ("Deferred Compensation Plan"); the following individuals who serve as the trustees of the ESOP: T. Scott Quakenbush, Ernest A. Koury, Jr. and Bernie C. Bean; and the following individuals who serve as trustees of the Deferred Compensation Plan: James G. McClure, Virgil L. Stadler and Richard H. Shirley.

- ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE. Same as Item 1(b).
- ITEM 2(C). CITIZENSHIP.

See Row 4 of the second part of the cover page provided for each reporting person.

- ITEM 2(D). TITLE OF CLASS OF SECURITIES.

  Common Stock, par value \$.01 per share.
- ITEM 2(E). CUSIP NUMBER: 33645S 10 0
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECKWHETHER THE PERSON FILING IS A:
  - (f) [X] An employee benefit plan or endowment fund in accordance with Rule 13d-1 (b) (1) (ii) (F)

This Schedule 13G also is being filed on behalf of the Deferred Compensation Plan and by each trustee of the ESOP and the Deferred Compensation Plan, filing pursuant to Rule 13d-1(c) and applicable SEC no-action letters.

- ITEM 4. OWNERSHIP.

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(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS: See Rows 5, 6, 7,

\_\_\_\_\_

and 8 of the second part of the cover page provided for each reporting person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

  The ESOP Committee has the power to determine whether dividends on allocated shares that are paid to the ESOP trust are distributed to participants or are used to repay the ESOP loan.
- 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.

By signing below, each signatory in the capacity of a trustee of the 1st State Bancorp, Inc. Employee Stock Ownership Plan Trust certifies that, to the best of his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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 that purpose or effect.

By signing below, each signatory in the capacity of a trustee of the 1st State Bank Deferred Compensation Plan certifies that, to the best of his 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 that purpose or effect.

By signing below, each signatory in his individual capacity certifies that, to the best of his 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 that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

certify that the information  $% \left( 1\right) =\left( 1\right) +\left( 1\right$ 

1st STATE BANCORP, INC. EMPLOYEE STOCK OWNERSHIP PLAN TRUST

By Its Trustees:

/s/ T. Scott Quakenbush	February 10, 2005
T. Scott Quakenbush, as Trustee	Date

/s/ Ernest A. Koury, Jr.	February 10, 2005
Ernest A. Koury, Jr., as Trustee	Date

/s/ Bernie C. Bean	February 10, 2005
Bernie C. Bean, as Trustee	Date

1st STATE BANK
DEFERRED COMPENSATION PLAN

/s/ Richard H. Shirley

By Its Trustees:

/s/ Richard H. Shirley	February 10, 2005
Richard H. Shirley, as Trustee	Date
/s/ James G. McClure	February 10, 2005
James G. McClure, as Trustee	Date
/s/ Virgil L. Stadler	February 10, 2005

Virgil L. Stadler,	as Trustee	Date

February 10, 2005

Richard H. Shirley, as an Individual Stockholder	Date
/s/ James G. McClure	February 10, 2005
James G. McClure, as an Individual Stockholder	Date

/s/ Virgil L. Stad	ler	February 10, 2005
Virgil L. Stadler,	as an Individual Stockholder	Date

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/s/ T. Scott Quakenbush	February 10, 2005
T. Scott Quakenbush, as an Individual Stockholder	Date
/s/ Ernest A. Koury, Jr.	February 10, 2005
Ernest A. Koury, Jr., as an Individual Stockholder	Date
/s/ Bernie C. Bean	February 10, 2005
Bernie C. Bean, as an Individual Stockholder	Date