

**SPY INC.**  
Filed by  
**SUNTRUST BANKS INC**

**FORM SC 13G/A**  
(Amended Statement of Ownership)

Filed 05/10/05

Address	2070 LAS PALMAS DRIVE CARLSBAD, CA 92009
Telephone	(760) 804-8420
CIK	0000932372
Symbol	XSPY
SIC Code	6021 - National Commercial Banks
Industry	Regional Banks
Sector	Financial
Fiscal Year	12/31

# ORANGE 21 INC.

## FORM SC 13G/A (Amended Statement of Ownership)

Filed 5/10/2005

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Telephone	(760) 804-8420
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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 13G

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

**Orange 21, Inc.**

**Common**

685317109

March 31, 2005

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 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 the disclosures provided in a prior cover page.

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 ("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).

CUSIP No. 744663105

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons

SunTrust Banks, Inc. as Parent Holding Company for Trusco Capital  
Management and for SunTrust Bank Holding Company as Parent  
Company for SunTrust Bank in various fiduciary capacities.  
58-1575035

2. Check the Appropriate Box if a Member of a Group

(a) \_\_\_\_\_

(b) \_\_\_\_\_

3. SEC Use Only

4. Citizenship or Place of Organization

Georgia

Number of	5. Sole Voting Power	440,518.
Shares		
Beneficially	6. Shared Voting Power	0.
Owned by		
Each	7. Sole Dispositive Power	435,739.
Reporting		
Person With	8. Shared Dispositive Power	0.

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
440,518.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row (9)  
5.9%

12. Type of Reporting Person\*

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Item 1.

(a) Name of Issuer:

Orange 21, Inc.

(b) Address of Issuer's Principal Executive Offices:

2070 Las Palmas Drive  
Carlsbad, CA 92009

Item 2.

(a) Name of Person Filing:

SunTrust Banks, Inc. as Parent Holding Company for SunTrust Bank  
Holding Company as Parent Company for Trusco Capital Management  
and for SunTrust Bank and in various fiduciary capacities

(b) Address of Principal Business Office or, if none, Residence:  
303 Peachtree Street, Suite 1500

Atlanta, Georgia 30308

(c) Citizenship:

SunTrust Banks, Inc. is a Georgia corporation; SunTrust Bank Holding  
Company is a Florida corporation; SunTrust Bank is a Georgia banking  
association; Trusco Capital Management Inc. is a Georgia corporation.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

685317109

Item 3. If this statement is filed pursuant to SS240.13d-1(b) or  
240.13-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act  
(15 U.S.C. 78o);

(b) ☒ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act  
(15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment  
Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☐ An investment adviser in accordance with  
SS240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with  
SS240.13d-1(b)(1)(ii)(F);

(g) ☒ A parent holding company or control person in accordance with  
SS240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings association as defined in Section 3(b) of the Federal  
Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an  
investment company under section 3(c)(14) of the Investment Company Act  
of 1940 (15 U.S.C. 80a-3);

(j) ☐ Group, in accordance with SS240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and  
percentage of the class of securities of the issuer identified in  
Item 1.

(a) Amount beneficially owned: 440,518.

(b) Percent of class: 5.9%.

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

(i) Sole power to vote or to direct the vote 440,518.

(ii) Shared power to vote or to direct the vote 0.

(iii) Sole power to dispose or to direct the disposition of 435,739.

(iv) Shared power to dispose or to direct the disposition of 0.

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

Various co-trustees share the power to direct receipt of income including dividends as well as the proceeds from sale of securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company  
See Item 2 along with Exhibit A

Item 8. Identification and Classification of Members of the Group  
Not Applicable

Item 9. Notice of Dissolution of Group  
Not Applicable

Item 10. Certification  
By signing below I certify that, to the best of my 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.

#### 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.

May 9, 2005  
Date

/s/ Victor A. Smith  
Signature

Victor A. Smith / Senior Vice President  
Name / Title

#### Exhibit A

The shares reported are held by one or more subsidiaries of SunTrust Banks, Inc. in various fiduciary and agency capacities. SunTrust Banks, Inc. and such subsidiaries disclaim by beneficial interest in any of the shares reported, and the filing of this statement shall not be construed as an admission to the contrary.

Certain of the shares included in shared voting authority are held in agency accounts and co-fiduciary accounts in nominee registration. These are voted by the banks under revocable authority of trust accounts and therefore, are reported as shared voting authority.

SunTrust Banks, Inc.  
303 Peachtree Street, Suite 1500  
Atlanta, Georgia 30308

May 9, 2005

Ladies and Gentlemen:

There is hereby transmitted for filing pursuant to Section 13(g) of the Securities and Exchange Act of 1934 and Rule 13G thereunder a Schedule 13G relating to beneficial ownership by SunTrust Banks, Inc. and its subsidiaries of shares of Orange 21, Inc.

Please call the undersigned at (804) 782-5656 if you have any questions.

Sincerely,

/s/ Victor A. Smith  
SunTrust Bank, Senior Vice President

Cc: Orange 21, Inc.  
National Association of Securities Dealers

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**End of Filing**

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