



2001

(Street)

Atlanta, Georgia 30326

5. If Amendment, Date of Original (Month/Year)

7. Individual or Joint/Group Filing

(Check Applicable Line)

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)

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. Owner-  
ship Form:  
Direct (D) or Indirect (I)  
(Instr. 4)

7. Nature of Indirect Beneficial Ownership  
(Instr. 4)

Amount

(A) or (D)

Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over)  
SEC 1474  
(3-99)

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**FORM 5  
(continued)**

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

| Conversion<br>Exercise<br>Date of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/<br>Day/<br>Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of(D)<br>(Instr. 3,<br>4 and 5) |     | 6. Date Exercisable<br>and Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned at<br>End of<br>Month<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) |
|---|--|--------------------------------------|--|-----|--|--------------------|---|--|---|---|---|
|   |  |                                      | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |   |   |

**Stock Option  
(right to buy)**

**\$1.80**

**5/16/01**

**A**

**1,000**

**(1)**

**5/16/11**

**Common Stock**

**1,000**

**Stock Option  
(right to buy)**

**\$1.80**

**5/16/01**

**A**

**3,000**

**(1)**

**5/16/11**

**Common Stock**

**3,000**

**4,000**

**D**

Explanation of Responses:

(1) The option vests in one-third increments on each of the first three (3) anniversary dates of the date of grant.

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|  |  |                        |
|--|--|------------------------|
| ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). | <u>/s/ William J. Burkland</u><br><b>William J. Burkland</b> | <u>2-13-02</u><br>Date |
|--|--|------------------------|

\*\*Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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