PROSPECTUS SUPPLEMENT NO. 12 (TO PROSPECTUS DATED JULY 11, 2002)

CBRL GROUP, INC.

Liquid Yield Option[™] Notes Due 2032 (Zero Coupon – Senior), Related Guarantees and Shares of Common Stock Issuable upon Conversion or Redemption of the Liquid Yield Option[™] Notes

This prospectus supplement amends and supplements the prospectus dated July 11, 2002, as amended and supplemented by prospectus supplement no. 1 dated July 18, 2002, prospectus supplement no. 2 dated July 26, 2002, prospectus supplement no. 3 dated August 2, 2002, prospectus supplement no. 4 dated August 9, 2002, prospectus supplement no. 5 dated August 16, 2002, prospectus supplement no. 6 dated August 23, 2002, prospectus supplement no. 7 dated August 29, 2002, prospectus supplement no. 8 dated October 18, 2002, prospectus supplement No. 9 dated November 22, 2002, prospectus supplement no. 10 dated November 25, 2002 and prospectus supplement no. 11 dated March 21, 2003 (the "Supplements"), relating to our Liquid Yield Option™ Notes due 2032 (Zero Coupon – Senior) (the "LYONs"), the related guarantees of the LYONs and shares of our common stock issuable upon conversion or redemption of the LYONs.

This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated July 11, 2002, including any amendments or supplements to it. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it. This prospectus supplement, along with the prospectus dated July 11, 2002 and the Supplements, constitutes the prospectus required to be delivered by Section 5(b) of the Securities Act of 1933, as amended, with respect to offers and sales of the LYONs, the related guarantees, and the common stock issuable upon conversion or redemption of the LYONs.

See "Risk Factors" beginning on page 7 of the prospectus dated July 11, 2002 for factors you should consider before purchasing the LYONs or our common stock.

This prospectus supplement amends and replaces the first paragraph and the table under the heading "Selling Securityholders" beginning on page 17 of the prospectus dated July 11, 2002, as supplemented and amended, with the information in the following paragraph and table. We may further amend or supplement this table from time to time if necessary.

The following table provides, as of May 2, 2003, the name of each selling securityholder, the principal amount at maturity of LYONs held by such selling securityholder, the number of shares of common stock owned by such securityholder prior to its purchase of LYONs and the common stock issuable upon conversion of the LYONs (based upon the initial conversion price). This information has been obtained from the selling securityholders on or prior to the date of this prospectus supplement. However, the selling securityholders may have sold, transferred or otherwise disposed of all or a portion of their LYONs since the date on which they provided the information regarding their LYONs.

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Selling Securityholder	Principal Amount at Maturity of LYONs Beneficially Owned and Offered	Percent of Total Outstanding LYONs	Common Stock Issuable upon Conversion of LYONs	Common Stock Owned Prior to Conversion of LYONs*
Advent Convertible Master Cayman L.P.	\$ 22,258,000	5.27%	241,686	
Akela Capital Master Fund, Ltd.	\$ 3,000,000	0.71%	32,575	
Allentown City Firefighters Pension Plan	\$ 55,000	0.01%	597	
Allentown City Officers & Employees Pension Fund	\$ 19,000	0.00%	206	
Allentown City Police Pension Plan	\$ 104,000	0.02%	1,129	
Alpha US Sub Fund 4, LLC	\$ 2,342,000	0.55%	25,430	

Alpha U.S. Sub Fund VIII, LLC	\$	1,000,000	0.24%	10,858	
Alta Partners Holdings LDC	\$	15,000,000	3.55%	162,876	
American Century Equity Income	\$	6,350,000	1.50%	68,950	
American Fidelity Assurance Company	\$	850,000	0.20%	9,229	
American Motorist Insurance Company	\$	1,258,000	0.30%	13,659	
Amerisure Mutual Insurance Company	\$	900,000	0.21%	9,772	
Arapahoe County Colorado	\$	122,000	0.03%	1,324	
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.	\$	3,000,000	0.71%	32,575	
Argent Classic Convertible Arbitrage Fund L.P.	\$	1,900,000	0.45%	20,630	
Argent LowLev Convertible Arbitrage Fund Ltd.	\$	6,500,000	1.54%	70,579	
Arlington County	\$	1,340,000	0.32%	14,550	
Aventis Pension Master Trust	\$	430,000	0.10%	4,669	
B.G.I. Global Investors c/o Forest Investment Mngt. L.L.C.	\$	691,000	0.16%	7,503	
Black Diamond Capital I, Ltd.	\$	551,000	0.13%	5,982	
Black Diamond Convertible Offshore, LDC	\$	2,561,000	0.61%	27,808	
Black Diamond Offshore Ltd.	\$	1,960,000	0.46%	21,282	
Boilermaker – Blacksmith Pension Trust	\$	2,350,000	0.56%	25,517	
British Virgin Islands Social Security Board	\$	174,000	0.04%	1,889	
BTES - Convertible ARB	\$	1,000,000	0.24%	10,858	
BTOP Growth Vs Value	\$	4,000,000	0.95%	43,433	
CALAMOS® Convertible Fund CALAMOS® Investment Trust	\$	11,100,000	2.63%	120,528	
CALAMOS [®] Convertible Growth and Income Fund – CALAMOS [®] Investment	\$	7,100,000	1.68%	77,094	
Trust					
CALAMOS® Convertible Portfolio CALAMOS® Advisors Trust	\$	270,000	0.06%	2,931	
CALAMOS [®] Market Neutral Fund CALAMOS [®] Investment Trust	\$	13,000,000	3.08%	141,159	
CALAMOS® Global Convertible Fund CALAMOS® Investment Trust	\$	310,000	0.07%	3,366	
CareFirst BlueChoice, Inc.	\$	150,000	0.04%	1,628	
CEMEX Pension Plan (formerly	\$	240,000	0.06%	2,606	
Southdown Pension Plan)	¢	200,000	0.059/	0 171	
City of Albany Pension Plan City of Birmingham Retirement & Relief	\$ \$	200,000	0.05%	2,171	
System		2,400,000 550,000	0.57% 0.13%	26,060 5,972	
City of Knoxville Pension System	\$ ¢				
City of New Orleans City University of New York	\$ \$	503,000 302,000	0.12% 0.07%	5,461 3,279	
Conseco Annuity Assurance - Mutli Bucket	φ	2,400,000	0.57%	26,060	
Annuity Convertible Bond Fund	\$	2,400,000	0.3770	20,000	
Consulting Group Capital Markets Funds	\$	700,000	0.17%	7,600	
Credit Lyonnais Securities	\$	22,500,000	5.33%	244,314	
Deephaven Domestic Convertible Trading Ltd.	\$	19,200,000	4.55%	208,481	
Delta Airlines Master Trust	\$	3,750,000	0.89%	40,719	
Delta Pilots Disability and Survivorship Trust	\$	800,000	0.19%	8,686	
Deutsche Bank Securities Inc.	\$	5,000,000	1.18%	54,292	
1976 Distribution Trust FBO A.R. Lauder/Zinterhofer	\$	16,000	0.00%	173	
1976 Distribution Trust FBO Jane A. Lauder	\$	32,000	0.01%	347	
Dorinco Reinsurance Company	\$	1,300,000	0.31%	14,115	
Double Black Diamond Offshore LDC	\$	11,440,000	2.71%	124,220	
The Dow Chemical Company Employees' Retirement Plan	\$	4,650,000	1.10%	50,491	
Drury University	\$	60,000	0.01%	651	
Family Service Life Insurance Co.	\$	500,000	0.12%	5,429	
The Fondren Foundation	\$	140,000	0.03%	1,520	
Forest Alternative Strategies, II	\$	179,000	0.04%	1,943	

Forest Fulcrum Fund L.L.P.	\$	2,435,000	0.58%	26,440	
Forest Global Convertible Fund Series A-5	\$	9,829,000	2.33%	106,727	
FreeState Health Plan, Inc.	\$	150,000	0.04%	1,628	
Gaia Offshore Master Fund Ltd.	\$	16,400,000	3.89%	178,077	
Genesee County Employees' Retirement System	\$	1,300,000	0.31%	14,115	
Georgia Municipal Employee Benefit System	\$	2,000,000	0.47%	21,716	
Goldman, Sachs & Co. Profit Sharing Master Trust	\$	680,000	0.16%	7,383	
The Grable Foundation	\$	235,000	0.06%	2,551	
Grady Hospital Foundation	\$	265,000	0.06%	2,877	
Greek Catholic Union of the USA	\$	90,000	0.02%	977	
Group Hospitalization and Medical Services, Inc.	\$	700,000	0.17%	7,600	
Guardian Life Insurance Co.	\$	21,000,000	4.98%	228,026	
Guardian Pension Trust	\$	2,000,000	0.47%	21,716	
Hamilton Investment Management, L.L.C.	\$	3,900,000	0.92%	42,347	
HealthNow New York, Inc.	\$	425,000	0.10%	4,614	
HFR CA Select Fund	\$	100,000	0.02%	1,085	
HFR Convertible Arbitrage Account	\$	2,031,000	0.48%	22,053	
H.K. Porter Company, Inc.	\$	55,000	0.01%	597	
Independence Blue Cross	\$	809,000	0.19%	8,784	
Innovest Finanzdienstleistungs AG	\$	1,500,000	0.36%	16,287	
Jackson County Employees' Retirement System	\$	500,000	0.12%	5,429	
KBC Financial Products (Cayman Islands) Ltd.	\$	12,200,000	2.89%	132,472	
KBC Financial Products USA Inc.	\$	500,000	0.12%	5,429	
Kettering Medical Center Funded Depreciation Account	\$	130,000	0.03%	1,411	
Knoxville Utilities Board Retirement System	\$	335,000	0.08%	3,637	
LLT Limited	\$	689,000	0.16%	7,481	
Louisiana CCRF	\$	550,000	0.13%	5,972	
Louisiana Workers' Compensation Corporation	\$	580,000	0.14%	6,297	
Lyxor	\$	4,525,000	1.07%	49,134	
Lyxor Master Fund	\$	2,600,000	0.62%	28,231	
Lyxor Master Fund Ref: Argent/LowLev CB	\$	1,000,000	0.24%	10,858	
Lyxor Master Fund c/o Forest Investment Mngt. L.L.C.	\$	3,863,000	0.92%	41,945	
Macomb County Employees' Retirement System	\$	580,000	0.14%	6,297	
McMahan Securities Co. L.P.	\$	535,000	0.13%	5,809	
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$	31,562,000	7.48%	342,713	
Merrill Lynch Insurance Group	\$	653,000	0.15%	7,090	
Minnesota Power and Light	\$	508,000	0.12%	5,516	
Municipal Employees	\$	453,000	0.11%	4,918	
New Orleans Firefighters Pension/Relief Fund	\$	272,000	0.06%	2,953	
Nicholas Applegate Investment Grade Convertible	\$	25,000	0.01%	271	
NORCAL Mutual Insurance Company	\$	300,000	0.07%	3,257	
Oakwood Assurance Company	\$	85,000	0.02%	922	
Oakwood Healthcare Inc. Endowment	\$	15,000	0.00%	162	
Oakwood Healthcare Inc. Funded Depreciation	\$	145,000	0.03%	1,574	
Oakwood Healthcare Inc. OHP	\$	20,000	0.00%	217	
Oakwood Healthcare Inc. (Pension)	\$	280,000	0.07%	3,040	
Occidental Petroleum Corporation	\$	524,000	0.12%	5,689	
Ohio Bureau of Workers Compensation	\$ ¢	351,000	0.08%	3,811	
Onyx Fund Holdings, LDC	\$ ¢	5,000,000	1.18%	54,292	
OZ Convertible Master Fund, Ltd.	\$	2,522,000	0.60%	27,384	

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RCG Multi Strategy, LPS4,500,0001.07%48,862Relay 11 Holdings co Forest InvestmentS351,0000.08%3.8112000 Revocable Trust FBO A.R. Lander/ZinterhoferS15,0000.00%162Royal Bank of CanadaS7,500,0001.78%81,4388.294San Diego County Employees RetirementS7,500,0000.40%18,459AssociationS7,500,0000.02%814SCI Endowment Care Common Trust FundS265,0000.06%2.877SCI Endowment Care Common Trust FundS711,0000.39%1,194Sci Endowment Care Common Trust FundS791,0000.19%8.588Sci Endowment Care Common Trust FundS2,500,0000.19%31,469Sci Endowment Care Common Trust FundS2,900,0000.59%27,146State of Florida, Office of the TreasurerS4,000,0009.55%43,433State of Florida, Diffice of the TreasurerS2,000,0000.55%43,433State of Florida, Diffice of the TreasurerS2,000,0000.55%43,433State of Florida, Diffice of the TreasurerS2,000,0000.55%43,433State of Florida, Diffice of the TreasurerS2,000,0001.16%5,200State of Florida, Diffice of the TreasurerS2,000,0001.6%5,204 <t< td=""><td>RCG Halifax Master Fund, LTD</td><td>\$</td><td>2,500,000</td><td>0.59%</td><td>27,146</td><td></td></t<>	RCG Halifax Master Fund, LTD	\$	2,500,000	0.59%	27,146	
Relay 11 Holding: c/o Forest Investment\$351.0000.08%3.811Mngt, L1, C. 2000 Revocable Trust FBO A.R. Rayal Bank of Canada\$7,500.0001.78%81.4388.294San Diego County Employees Retirement First Union\$7,500.0000.40%18.459SCI Endowment Care Common Trust Fund First Union\$75,0000.02%814SCI Endowment Care Common Trust Fund Surtrust\$265,0000.03%1,194SCI Endowment Care Common Trust Fund Surtrust\$791,0000.03%1,194Surtrust\$791,0000.03%1,194Surtrust\$791,0000.59%27,146Southern Farm Bureau Life Insurance Proly\$2,500,0000.59%43,433State of Florida, Office of the Treasury - Frolg\$4,000,0000.59%43,433State of Florida, Office of the Treasury - Frolg\$827,0000.20%8,279State of Florida, Office of the Treasury - Frolg\$849,0000.20%8,279State of Florida, Office of the Treasury - Frolg\$849,0000.20%9,218State of Florida, Office of the Treasury - Frolg\$849,0000.13%5,744Tig Associates\$529,0000.13%5,744Trust Maker Mager LLC. Cural State All Endosement Pand (KA)\$5,0000.36%2,0	RCG Latitude Master Fund, LTD	\$	2,300,000	0.54%	24,974	
Mng. 1C. Mark 1C. S 15,000 0.00% 162 - Lauder/Zinterhofer S 7,500,000 1.78% 81,438 8,294 San Diego County Employees Retirement Association S 1,700,000 0.40% 18,459 SCI Endowment Care Common Trust Fund S 75,000 0.02% 814 - SCI Endowment Care Common Trust Fund S 265,000 0.06% 2,877 - Sci Endowment Care Common Trust Fund S 791,000 0.19% 8,588 - Sci Endowment Care Common Trust Fund S 791,000 0.19% 8,588 - Southem Farm Burean Life Insurance S 2,500,000 0.59% 3,433 - State of Florida, Office of the Treasurer S 2,900,000 0.59% 3,433 - State of Florida Division of Treasury - S 4,000,000 0.59% 43,433 - State of Florida Division of Treasury - S 8,270,00 0.51% 69,222 - <td< td=""><td>RCG Multi Strategy, LP</td><td>\$</td><td>4,500,000</td><td>1.07%</td><td>48,862</td><td></td></td<>	RCG Multi Strategy, LP	\$	4,500,000	1.07%	48,862	
Ladder/Zinterbafer Vision of Vision	Mngt. L.L.C.		351,000	0.08%	3,811	
San Diego County Employees Retirement Association S 1.700.000 0.40% 18,459 Association SCIE Endowment Care Common Trust Fund First Union S 75.000 0.06% 2,877 SCIE Endowment Care Common Trust Fund Scie Endowment Care Common Trust Fund S 110.000 0.03% 1,194 Scie Endowment Care Common Trust Fund S 791.000 0.19% 8,588 Southern Farm Bureau Life Insurance S 2,500.000 0.69% 31,489 State of Florida, Office of the Treasurer S 2,900.000 0.95% 43,433 State of Florida, Division of Treasury - S 4,000.000 0.95% 43,433 State of Florida, Division of Treasury - S 4,000.000 0.95% 43,433 State of Florida Division of Treasury - S 6,375,000 0.20% 8,979 State of Florida Division of Treasury - S 529,000 0.13% 5,744 State of Florida Division of Treasury - S	Lauder/Zinterhofer	\$	15,000	0.00%	162	
Association Sect Endowment Care Common Trust Fund \$ 75,000 0.02% 814 SCI Endowment Care Common Trust Fund \$ 265,000 0.06% 2.877 National Flokticary Services \$ 110,000 0.03% 1.194 Sci Endowment Care Common Trust Fund \$ 791,000 0.19% 8.588 Scouthern Farm Bureau Life Insurance \$ 2,500,000 0.69% 31,489 Spert \$ 2,900,000 0.69% 31,489 State of Florida, Office of the Treasurer \$ 4,000,000 0.95% 43,433 State of Florida Division of Treasury - \$ 6,375,000 1.51% 69,222 SumAmerica Style Select Series Equity \$ 847,000 0.20% 8,979 Income Fund \$ 849,000 0.20% 8,974 Trustmark Insurance Company \$ 686,000 0.16% 3.0294 Trustmark Insurance Company	5		7,500,000	1.78%	81,438	8,294
First Union Sci Endowment Care Common Trust Fund \$ 265.000 0.06% 2.877 SCI Endowment Care Common Trust Fund \$ 110.000 0.03% 1.194 Sche Indowment Care Common Trust Fund \$ 791,000 0.19% 8,588 Southern Farm Bureau Life Insurance \$ 2,500,000 0.69% 31,489 Spect \$ 2,900,000 0.69% 31,489 State of Florida, Office of the Treasurer \$ 4,000,000 0.95% 43,433 State of Florida Division of Treasury - \$ 6,375,000 1.51% 69,222 SunAmerica Style Select Series Equity \$ 827,000 0.20% 8,979 Sylvan (IMA) Lid c/o Forest Investment \$ 849,000 1.15% 69,222 Trustmark Insurance Company \$ 66,070 0.13% 5,744 Trustmark Insurance Company \$ 509,000 1.16% 32,206 UPI In			1,700,000	0.40%	18,459	
National Fiduciary Services s 110,000 0.03% 1.194 SCI Endowment Care Common Trust Fund \$ 791,000 0.19% 8,588 Shell Pension Trust \$ 791,000 0.59% 27,146 Southern Farm Bureau Life Insurance \$ 2,000,000 0.69% 31,489 SPT \$ 2,000,000 0.69% 31,489 State of Florida, Office of the Treasury \$ 4,000,000 0.95% 43,433 State of Maryland Retirement Agency \$ 6,375,000 1.51% 69,222 SumAmerica Style Select Series Equity \$ 827,000 0.20% 8,979 Tag Associates \$ 529,000 0.13% 5,744 Trustmark Insurance Company \$ 646,000 0.66% 30,294 UFJ Investments Asia Ltd. \$ 2,790,000 0.66% 30,294 Union Carbide Retirement Plan (Lk.a. \$ 35,000		\$	75,000	0.02%	814	
Summat Summat S 791,000 0.19% 8,588 Southern Farm Bureau Life Insurance \$ 2,500,000 0.59% 27,146 Company \$ 2,500,000 0.69% 31,489 SPT \$ 2,000,000 0.95% 43,433 State of Florida Division of Treasury - \$ 4,000,000 0.95% 43,433 State of Florida Division of Treasury - \$ 6,375,000 1.51% 69,222 SunAmerica Style Select Series Equity \$ 827,000 0.20% 8,799 Sylvan (IMA) Ld c/o Forest Investment \$ 849,000 0.13% 5,744 Tag Associates \$ 529,000 0.13% 5,744 Trustrank Insurance Company \$ 666,000 0.16% 7,448 UFJ Investment Asia Ld. \$ 2,790,000 0.66% 30,294 United Food and Commercial Workers \$ 2,790,000 <td< td=""><td></td><td>\$</td><td>265,000</td><td>0.06%</td><td>2,877</td><td></td></td<>		\$	265,000	0.06%	2,877	
Southern Farm Bureau Life Insurance Company \$ 2,500,000 0.59% 27,146 SPT \$ 2,900,000 0.69% 31,489 State of Florida, Office of the Treasurer \$ 4,000,000 0.95% 43,433 State of Florida Division of Treasury - Froley \$ 4,000,000 0.95% 43,433 State of Maryland Retirement Agency \$ 6,375,000 1.51% 69,222 SumAmerica Style Select Series Equity \$ 827,000 0.20% 8,979 Sylvan (IMA) Ltd c/o Forest Investment \$ 849,000 0.20% 9,218 Tag Associates \$ 529,000 0.13% 5,744 Trustmark Insurance Company \$ 666,000 0.16% 7,448 UPI Investment Asia Ltd. \$ 2,790,000 0.66% 30,294 UPI Investment Asia Ltd. \$ 2,790,000 0.66% 30,294 Upint Carbide Retirement Plan (f.k.a <td< td=""><td></td><td>\$</td><td>110,000</td><td>0.03%</td><td>1,194</td><td></td></td<>		\$	110,000	0.03%	1,194	
Company SPT \$ 2,900,000 0.69% 31,489 State of Florida, Office of the Treasury - \$ 4,000,000 0.95% 43,433 State of Florida Division of Treasury - \$ 4,000,000 0.95% 43,433 State of Maryland Retirement Agency \$ 6,375,000 1.51% 69,222 SunAmerica Style Select Series Equity \$ 827,000 0.20% 9,218 Sylvan (MA) Ltd /or Forest Investment \$ 229,000 0.13% 5,744 Tag Associates \$ 529,000 0.13% 5,744 Trustmark Insurance Company \$ 866,000 0.16% 7,448 UFJ Investments Asia Ltd. \$ 2,450,000 0.58% 26,603 Unine Carbide Retirement Plan (Lka. \$ 350,000 0.25% 11,401 Unine Grod and Commercial Workers \$ 1,050,000 0.25% 11,401 Vand Waters & Rogers, Inc. Retireme	Shell Pension Trust	\$	791,000	0.19%	8,588	
State of Florida, Office of the Treasurer \$ 4,000,000 0.95% 43,433 State of Florida Division of Treasury - \$ 4,000,000 0.95% 43,433 State of Maryland Retirement Agency \$ 6,375,000 1.51% 69,222 SunAmerica Style Select Series Equity \$ 827,000 0.20% 8,979 Income Fund \$ 849,000 0.20% 9,218 Style and (Ld /o Forest Investment \$ 849,000 0.13% 5,744 Tag Associates \$ 529,000 0.13% 5,744 TD Securities (USA) Inc. \$ 4,900,000 1.16% 53,206 Trustmark Insurance Company \$ 666,000 0.16% 7,448 Urbi Investment Asia Ltd. \$ 2,790,000 0.66% 30,294 Unicel Food and Commercial Workers \$ 1,050,000 0.25% 11,401 Van Watters & Rogers, Inc. Retirement Plan (f.k.a. <td< td=""><td>Company</td><td>\$</td><td>2,500,000</td><td>0.59%</td><td>27,146</td><td></td></td<>	Company	\$	2,500,000	0.59%	27,146	
State of Florida Division of Treasury - Froley \$ 4,000,000 0.95% 43,433 State of Maryland Retirement Agency \$ 6,375,000 1.51% 69,222 State of Maryland Retirement Agency \$ 827,000 0.20% 8,979 Income Fund \$ 827,000 0.20% 8,979 Style and Ld c'o Forest Investment \$ 849,000 0.20% 9,218 Tag Associates \$ 529,000 0.13% 5,744 TD Securities (USA) Inc. \$ 4,900,000 1.16% 53,206 Trustmark Insurance Company \$ 686,000 0.16% 7,448 UFJ Investments Asia Ld. \$ 2,790,000 0.66% 30,294 United Food and Commercial Workers \$ 1,050,000 0.25% 11,401 Van Waters & Rogers, Inc. Retirement Plan (f.k.a. \$ 550,000 0.13% 5,972 Wardhovia Securities, Inc. \$	SPT				31,489	
Froley State of Maryland Retirement Agency \$ 6,375,000 1.51% 69,222 SunAmerica Style Select Series Equity \$ 827,000 0.20% 8,979 Income Fund \$ 827,000 0.20% 9,218 Sylvan (IMA) Ltd c/o Forest Investment \$ 849,000 0.20% 9,218 Tag Associates \$ 529,000 0.13% 5,744 Tag Associates \$ 529,000 0.13% 5,744 TD Securities (USA) Inc. \$ 4,900,000 1.16% 53,206 Urustmark Insurance Company \$ 686,000 0.16% 7,448 Uruino Carbide Retirement Account \$ 2,790,000 0.66% 30,294 United Food and Commercial Workers \$ 1,050,000 0.25% 11,401 Urait Vapak USA Inc., Retirement Plan (f.k.a. \$ 550,000 0.13% 5,972 Van Waters & Rogers, Inc. Retirement Plan (f.k.a. \$ 32,700,000 7.75% 355,069						
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Magt. L.L.C. Tag Associates \$ 529,000 0.13% 5,744 TD Securities (USA) Inc. \$ 4,900,000 1.16% 53,206 Tr D Securities (USA) Inc. \$ 4,900,000 1.16% 53,206 Trustmark Insurance Company \$ 686,000 0.16% 7,448 UFJ Investments Asia Ltd. \$ 2,450,000 0.58% 26,603 Union Carbide Retirement Account \$ 2,790,000 0.66% 30,294 Union Carbide Retirement Account \$ 2,790,000 0.25% 11,401 Local 1262 and Employers Pension Fund * 550,000 0.13% 5,972 Van Waters & Rogers, Inc. Retirement Plan (f.k.a. \$ 32,700,000 7.75% 355,069 Worldwide Transactions Limited \$ 488,000 0.12% 5,298 Zazove Hedged Convertible Fund L.P. \$ 1,700,000 0.40% 18,459 Zurich Institutional B	Income Fund		827,000	0.20%		
TD Securities (USA) Inc. \$ 4,900,000 1.16% 53,206 Trustmark Insurance Company \$ 686,000 0.16% 7,448 UFJ Investments Asia Ltd. \$ 2,450,000 0.58% 26,603 Union Carbide Retirement Account \$ 2,790,000 0.66% 30,294 United Food and Commercial Workers \$ 1,050,000 0.25% 11,401 Local 1262 and Employers Pension Fund \$ 550,000 0.13% 5,972 Van Waters & Rogers, Inc. Retirement \$ 550,000 0.12% 5,298 Van Waters & Rogers, Inc. Retirement \$ 1,700,000 7.75% 355,069 Worldwide Transactions Limited \$ 488,000 0.12% 5,298 Zazove Hedged Convertible Fund L.P. \$ 1,700,000 0.40% 18,459 Zazove Income Fund L.P. \$ 1,700,000 0.12% 5,429 Zurich Institutional Benchmarks Master \$ 500,000 0.12% 30,371	Mngt. L.L.C.	\$	849,000	0.20%	9,218	
Trustmark Insurance Company \$ 686,000 0.16% 7,448 UFJ Investments Asia Ltd. \$ 2,450,000 0.58% 26,603 Union Carbide Retirement Account \$ 2,790,000 0.66% 30,294 United Food and Commercial Workers \$ 1,050,000 0.25% 11,401 Local 1262 and Employers Pension Fund Vopak USA Inc., Retirement Plan (f.k.a. \$ 550,000 0.13% 5,972 Van Waters & Rogers, Inc. Retirement \$ 32,700,000 7.75% 355,069 Vardwaters & Rogers, Inc. Retirement \$ 32,700,000 7.75% 355,069 Wachovia Securities, Inc. \$ 32,700,000 7.75% 355,069 Worldwide Transactions Limited \$ 488,000 0.12% 5,298 Zazove Hedged Convertible Fund L.P. \$ 1,700,000 0.40% 18,459 Zurich Institutional Benchmark Master \$ 500,000 0.12% 5,429 Fund Ltd. \$ 2,797,000 0.66% 30,371		\$		0.13%		
UFJ Investments Asia Ltd. \$ 2,450,000 0.58% 26,603 Union Carbide Retirement Account \$ 2,790,000 0.66% 30,294 United Food and Commercial Workers \$ 1,050,000 0.25% 11,401 Local 1262 and Employers Pension Fund * 550,000 0.13% 5,972 Vank USA Inc., Retirement Plan (f.k.a. \$ 550,000 0.13% 5,972 Van Waters & Rogers, Inc. \$ 32,700,000 7.75% 355,069 Varldwide Transactions Limited \$ 488,000 0.12% 5,298 Zazove Hedged Convertible Fund L.P. \$ 1,700,000 0.40% 18,459 Zurich Institutional Benchmark Master \$ 500,000 0.12% 5,429 Fund Ltd. Zurich Institutional Benchmarks Master \$ 500,000 0.12% 3,371 Zurich Master Hedge Fun		\$			53,206	
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Van Waters & Rogers, Inc. Retirement Plan) Wachovia Securities, Inc. \$ 32,700,000 7.75% 355,069 Worldwide Transactions Limited \$ 488,000 0.12% 5,298 Zazove Hedged Convertible Fund L.P. \$ 1,700,000 0.40% 18,459 Zazove Income Fund L.P. \$ 1,700,000 0.40% 18,459 Zurich Institutional Benchmark Master \$ 500,000 0.12% 5,429 Zurich Institutional Benchmarks Master \$ 2,797,000 0.66% 30,371 Zurich Master Hedge Fund c/o Forest \$ 1,232,000 0.29% 13,377	Local 1262 and Employers Pension Fund					
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Worldwide Transactions Limited \$ 488,000 0.12% 5,298 Zazove Hedged Convertible Fund L.P. \$ 1,700,000 0.40% 18,459 Zazove Income Fund L.P. \$ 1,700,000 0.40% 18,459 Zurich Institutional Benchmark Master \$ 500,000 0.12% 5,429 Zurich Institutional Benchmarks Master \$ 2,797,000 0.66% 30,371 Zurich Institutional Benchmarks Master \$ 1,232,000 0.29% 13,377	·	\$	32,700,000	7.75%	355,069	
Zazove Income Fund L.P.\$1,700,0000.40%18,459Zurich Institutional Benchmark Master Fund Ltd.\$500,0000.12%5,429Zurich Institutional Benchmarks Master Fund Ltd.\$2,797,0000.66%30,371Zurich Institutional Benchmarks Master Fund Ltd.\$1,232,0000.29%13,377		\$		0.12%	5,298	
Zurich Institutional Benchmark Master\$500,0000.12%5,429Fund Ltd.Zurich Institutional Benchmarks Master\$2,797,0000.66%30,371Fund Ltd.Zurich Master Hedge Fund c/o Forest\$1,232,0000.29%13,377	Zazove Hedged Convertible Fund L.P.	\$	1,700,000	0.40%	18,459	
Fund Ltd.2,797,0000.66%30,371Zurich Institutional Benchmarks Master\$2,797,0000.66%30,371Fund Ltd.Zurich Master Hedge Fund c/o Forest\$1,232,0000.29%13,377	Zazove Income Fund L.P.	\$	1,700,000	0.40%	18,459	
Fund Ltd. Zurich Master Hedge Fund c/o Forest \$ 1,232,000 0.29% 13,377		\$	500,000	0.12%	5,429	
		\$	2,797,000	0.66%	30,371	
Investment Mingt. L.L.C.	Zurich Master Hedge Fund c/o Forest Investment Mngt. L.L.C.	\$	1,232,000	0.29%	13,377	

* Assuming the sale of all LYONs and common stock issuable upon conversion of the LYONs, selling securityholders will not hold any LYONs and will hold the number of shares of our common stock set forth in this column.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is May 2, 2003.