
 <S> <C> <C> <C> <C> <C> <C>
 <C>
 Non-Qualified Stock Option \$2.7800 12/16/02 M 6,540 (2)
 02/15/04
 (right to buy)

<CAPTION>
 Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

1) Title of Derivative 11) Nature of Security Indirect Beneficial Ownership	3) Trans- action Date	7) Title and Amount of Underlying Securities Title	8) Price of Deri- vative Security Amount or Number of Shares	9) Number of Derivative Securities Beneficially Owned at End of Month	10) D I
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 <S> <C> <C> <C> <C> <C> <C>
 <C>
 Non-Qualified Stock Option 12/16/02 Common Stock 6,540 233,460 D
 Direct
 (right to buy)

<FN>
 Explanation of Responses:

- (1)
 Securities held by Rita L. Atkinson & Richard C. Atkinson as Co-Trustees of the Richard Chatham Atkinson & Rita Loyd Atkinson Family Trust UTA dtd. 12/04/80.
- (2)
 Stock options granted under the Company's Non-Employee Directors' Stock Option Plan. The options vest at the rate of 20% on February 16, 1996, 20% on February 16, 1997, 20% on February 16, 1998, and 40% on February 16, 1999.

</FN>
 </TABLE>
 SIGNATURE OF REPORTING PERSON
 /S/ By: Noreen E. Burns, Attorney-in-Fact
 For: Richard C. Atkinson
 DATE 12/17/02