



4. Statement for Month/Year

2001

(Street)

Ooltewah, TN 37363

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



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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 (Over)  
in this form are not required to respond SEC 1474  
unless the form displays a currently (3-99)  
valid OMB control number.

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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 Options**

**\$3.05**

**12/7/01**

**A**

**8,000**

**(1)**

**12/7/11**

**Common Stock**

**8,000**

**8,000**

**D**



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Explanation of Responses:

(1) Options vest in four equal annual installments of 2,000 options beginning on the first anniversary of the grant date.

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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).

*/s/ Jeffrey I. Badgley*

**2-14-02**

**Jeffrey I. Badgley**

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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