Filed pursuant to Rule 424(b)(3) Registration No. 333-90996

## PROSPECTUS SUPPLEMENT NO. 8 (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 and prospectus supplement no. 7 dated August 29, 2002 (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 October 18, 2002, 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.	\$ 17,708,000	4.20%	192,280	
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	

Albatom City Police Pension Plans  \$ 104,000 0.02% 1,120  -Aphba US. Sub Fand VIII. LLC  \$ 1881,000 0.24% 108.88 -Alba Partners Holdy J. LLC  \$ 1,000,000 0.24% 108.88 -Alba Partners Holdy J. LLC  \$ 1,000,000 0.24% 108.88 -Alba Partners Holdy J. LLC  \$ 1,000,000 0.24% 108.88 -Alba Partners Holdy J. LLC  \$ 1,000,000 0.15% 608.950 American Motorist Insurance Company  \$ 80,000 0.20% 115.699 -American Motorist Insurance Company  \$ 128,800 0.00% 115.69 -American Motorist Insurance Company  \$ 128,800 0.03% 115.699 -American Motorist Insurance Company  \$ 128,800 0.03% 115.699 -American Motorist Insurance Company  \$ 128,800 0.03% 115.699 -American Motorist Insurance Company  \$ 128,000 0.03% 13.34 -Agent Classic Convertible Arbitings Pland  \$ 120,000 0.03% 13.34 -Agent Classic Convertible Arbitings Pland  \$ 1,000,000 0.04% 10.54% 70.579 -Pinel LuG  \$ 1,000,000 0.04% 10.59% 10.59% -Aventis Pension Matter Trait  \$ 1,340,000 0.05% 14.45% 70.579 -Pinel LuG  \$ 1,340,000 0.05% 14.45% 70.579 -Pinel LuG  **Convertible Arbitings Pland  \$ 1,340,000 0.05% 14.45% 70.579 -Pinel LuG  **Convertible Arbitings Pland  \$ 1,340,000 0.04% 14.58%					
Aplant IS Sub Fund VIII_LIC   S	Allentown City Police Pension Plan	\$ 104,000	0.02%	1,129	
Alternor Holdings LDC	Alpha US Sub Fund 4, LLC	\$ 1,881,000	0.45%	20,424	
American Facility Assurance Company \$ 8,50000   1,9%   9,229	Alpha U.S. Sub Fund VIII, LLC	\$ 1,000,000	0.24%	10,858	
American Horizon Fascing Assurance Company \$ 8,80,000 0.30% 13.59	Alta Partners Holdings LDC	\$ 15,000,000	3.55%	162,876	
American Moural Insurance Company \$ 1,258,000 0,30% 13,369	American Century Equity Income	\$ 6,350,000	1.50%	68,950	
Ameriane Mutual Insurance Company \$ 900,000 0.21% 1,272 - Arraphace County Colorado \$ 122,000 0.03% 1,324 - Arraphace County Colorado \$ 122,000 0.03% 1,324 - Argent Classic Convertible Arbitrage I und (Jermania) Lul.  Arbitragion County (Jermania) S 1,300,000 1,54% 20,630 - Curved I und I und (Jermania) Lul.  Arbitragion County (Jermania) S 1,340,000 0.01% 1,4550 - Curved I und I und (Jermania) S 1,440,000 0.01% 1,4550 - Curved I und I und (Jermania) S 1,440,000 0.01% 1,4550 - Curved I und (Jermania) S 1,440,000 0.01% 1,4550 - Curved I und (Jermania) S 1,440,000 0.01% 1,4550 - Curved I und (Jermania) S 1,440,000 0.01% 1,4550 - Curved I und (Jermania) S 1,440,000 0.01% 1,4550 - Curved I und (Jermania) S 1,440,000 0.01% 1,4550 - Curved I und (Jermania) S 1,540,000 0.04% 1,5982 - Curved I und (Jermania) S 1,540,000 0.04% 1,5982 - Curved I und (Jermania) S 1,740,000 0.04% 1,4580 - Curved I und (Jermania) S 1,740,000 0.04% 1,4580 - Curved I und (Jermania) S 1,740,000 0.04% 1,4580 - Curved I und (Jermania) S 1,740,000 0.04% 1,4580 - Curved I und (Jermania) S 1,740,000 0.04% 1,4580 - Curved I und (Jermania) S 1,740,000 0.04% 1,4580 - Curved I und (Jermania) S 1,740,000 0.04% 1,4580 - Curved I und (Jermania) S 1,740,000 0.06% 2,231 - Curved I und (Jermania) S 1,740,000 0.06% 2,231 - Curved I und (Jermania) S 1,740,000 0.06% 2,231 - Curved I und (Jermania) S 1,740,000 0.06% 2,231 - Curved I und (Jermania) S 1,740,000 0.06% 2,231 - Curved I und (Jermania) S 1,740,000 0.06% 2,231 - Curved I und (Jermania) S 1,740,000 0.06% 2,231 - Curved I und (Jermania) S 1,740,000 0.06% 2,231 - Curved I und (Jermania) S 1,740,000 0.06% 2,231 - Curved I und (Jermania) S 1,740,000 0.06% 2,231 - Curved I und (Jermania) S 1,740,000 0.06% 2,231 - Curved I und (Jermania) S 1,740,000 0.06% 2,231 - Curved I und (Jermania) S 1,740,000 0.06% 2,231 - Curved I und (Jerman	American Fidelity Assurance Company	\$ 850,000	0.20%	9,229	
Arapate Councy Colorado   \$ 122,000   0.03%   1.234   - Apparet Classic Convertible Arbitrage Fund   1.900,000   0.71%   32,575	American Motorist Insurance Company	\$ 1,258,000	0.30%	13,659	
Argent Classic Convertible Arbitrage Fund   Call (Amount)	Amerisure Mutual Insurance Company	\$ 900,000	0.21%	9,772	
Remail   Argent Classic Convertible Arbitrage Fund   L.P.   Argent Classic Convertible Arbitrage   S	Arapahoe County Colorado	\$ 122,000	0.03%	1,324	
1, P   Argent LowLev Convertible Arbitrage   \$   6.500.000   1.54%   70,579		\$ 3,000,000	0.71%	32,575	
Fund Let		\$ 1,900,000	0.45%	20,630	
Acetails Pension Master Trust   S   691,000   0.10%   7,503   -	Fund Ltd.	6,500,000			
B.G.I. Global Investors clo Forest Investment Mingl. 1.1. C.	-	· ·			
Investment Mingt, L.I. C.     Black Diamond Capital   Ltid   S   \$ 2,561,000   0.61%   27,808		·		·	
Black Diamond Convertible Offshore, LDC   S   2,561,000   0.61%   27,808	Investment Mngt. L.L.C.				
Black Diamond Offshore Ltd		·			
Boilermaker - Blacksmith Pension Trust   S   2,350,000   0,56%   125,517		\$ · ·		27,808	
British Virgin Islands Social Security Board   S   174,000   2.63%   120,528	Black Diamond Offshore Ltd.	· ·	0.46%	21,282	
CALAMOS® Convertible Fund   S		· ·	0.56%		
CALAMOS® Investment Trust	British Virgin Islands Social Security Board	\$ ·		1,889	
Income Fund — CALAMOS® Investment   Trust   CALAMOS® Convertible Portfolio   \$ 270,000   0.06%   2,931			2.63%	120,528	
CALAMOS® Market Neutral Fund         \$ 13,000,000         3.08%         141,159         —           CALAMOS® Investment Trust         CALAMOS® Investment Trust         —         —           CALAMOS® Investment Trust         —         —         —           City of Albany Pension Plan         \$ 200,000         0.04%         1,628         —           City of Birmingham Retirement & Relief         \$ 24,00,000         0.57%         26,060         —           System         —         —         —         —         —           City of Birmingham Retirement & Relief         \$ 2,400,000         0.13%         5,972         —           City of New Orleans         \$ 500,000         0.13%         5,972         —           City of New Orleans         \$ 302,000         0.07%         3,279         —           Consulting Group Capital Markets Funds         \$ 700,000         0.17%         7,600         —           Credit Lyonnais Securities         \$ 3,750,000         0.89%         40,719         —	$Income\ Fund-CALAMOS \circledR\ Investment$	\$ 7,100,000	1.68%	77,094	
CALAMOS® Investment Trust CALAMOS® Investment Trust CALAMOS® Investment Trust Carefirst BlucChoice, Inc.  \$ 150,000 0.04% 1,628 City of Albany Pension Plan \$ 200,000 0.05% 2,171 City of Albany Pension Plan \$ 2,400,000 0.57% 26,060 System City of Knoxville Pension System \$ 550,000 0.13% 5,972 City of Knoxville Pension System \$ 550,000 0.13% 5,972 City of New Orleans \$ 50,000 0.12% 5,461 City University of New York \$ 302,000 0.07% 3,279 City Organital Markets Funds \$ 700,000 0.17% 7,600 Credit Lyonnais Securities \$ 22,500,000 0.13% 244,314 Deephaven Domestic Convertible Trading 1by,200,000 4,55% 288,481 Luder Delta Airlines Master Trust \$ 3,750,000 0.89% 40,719 Detta Pilots Disability and Survivorship \$ 800,000 0.19% 8,686 Trust Deutsche Bank Securities Inc. \$ 5,000,000 0.19% 8,686 Tust Deutsche Bank Securities Inc. \$ 5,000,000 0.19% 8,686 Tust Deutsche Bank Securities Inc. \$ 5,000,000 0.19% 8,686 Tust Deutsche Bank Securities Inc. \$ 3,375,000 0.09% 1.18% 54,292 1976 Distribution Trust FBO AR \$ 16,000 0.00% 1.18% 54,292 1976 Distribution Trust FBO AR \$ 16,000 0.00% 1.18% 54,292 1976 Distribution Trust FBO AR \$ 16,000 0.00% 1.173 Lauder Dombe Black Diamond Offishore LDC \$ 11,440,000 0.01% 1.4115 Double Black Diamond Offishore LDC \$ 11,440,000 0.71% 1.24,220 The Dow Chemical Company Employees \$ 4,650,000 1.10% 50,491 Retirement Plan Druy University \$ 60,000 0.01% 1.520 The Fonder Foundation \$ 140,000 0.03% 1.520 Forest Alternative Strategies, II \$ 179,000 0.04% 1.628 Forest Global Convertible Frank Securities A: \$ 9,829,000 0.04% 1.628 Forest Global Convertible Frank Securities A: \$ 150,000 0.04% 1.628 Forest Global Convertible Frank Securities A: \$ 150,000 0.04% 1.628 Forest Global Convertible Frank Securities A: \$ 150,000 0.04% 1.628 Forest Global Convertible Frank Securities A: \$ 150,000 0.04% 1.628 Forest Global Convertible Frank Securities A: \$ 150,000 0.04% 1.628 Forest Global Convertibl		\$ 270,000	0.06%	2,931	
CALAMOS® Investment Trust CareFirst BlucChoice, Inc. CareFirst BlucChoice, Inc. S 150,000 0.04% 1,628 City of Albany Pension Plan \$ 200,000 0.05% 2,171 City of Birmingham Retirement &Relief \$ 2,400,000 0.57% 26,060 System City of Knoxville Pension System \$ 550,000 0.13% 5,972 City of New Orleans \$ 503,000 0.12% 5,461 City University of New York \$ 302,000 0.07% 3,279 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.  Delta Aitlines Master Trust \$ 3,750,000 0.89% 244,314 Delta Pilots Disability and Survivorship \$ 800,000 0.19% 8,686 Trust Deutsche Bank Securities Inc. \$ 5,000,000 1.18% 54,292 1976 Distribution Trust FBO A.R. \$ 16,000 0.09% 173 Lauder/Zinterhofer 1976 Distribution Trust FBO Jane A. \$ 32,000 0.01% 347 Lauder/Zinterhofer 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' \$ 4,650,000 1.10% 50,491 Retirement Plan Drury University \$ 60,000 0.01% 651 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 0.88% 26,440 FreeState Health Plan, Inc. \$ 150,000 0.04% 1,628 FreeState Health Plan, Inc. \$ 150,000 0.04% 1,628 FreeState Health Plan, Inc. \$ 150,000 0.04% 1,628 FreeStelle Health Plan, Inc. \$ 150,000 0.04% 1,628 F		\$ 13,000,000	3.08%	141,159	
City of Albany Pension Plan         \$         200,000         0.05%         2,171            City of Birmingham Retirement &Relief         \$         2,400,000         0.57%         26,060            System         \$         250,000         0.13%         5,972            City of New Orleans         \$         503,000         0.12%         5,461            City University of New York         \$         302,000         0.07%         3,279            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         \$         19,200,000         4,55%         208,481            Ltd.          \$         3,750,000         0.89%         40,719            Delta Airlines Master Trust         \$         3,750,000         0.89%         40,719            Tust         Delta Pilots Disability and Survivorship         \$         800,000         1.18%         54,292            1976 Distribution Trust FBO A.R.         \$ <td></td> <td>\$ 310,000</td> <td>0.07%</td> <td>3,366</td> <td></td>		\$ 310,000	0.07%	3,366	
City of Birmingham Retirement & Relief System         \$ 2,400,000         0.57%         26,060            City of Knoxville Pension System         \$ 550,000         0.13%         5,972            City of New Orleans         \$ 503,000         0.12%         5,461            City University of New York         \$ 302,000         0.07%         3,279            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         \$ 19,200,000         4,55%         208,481            Ltd.         Delta Airlines Master Trust         \$ 3,750,000         0.89%         40,719            Delta Airlines Master Trust         \$ 3,750,000         0.89%         40,719            Tust         Tust         1         1.00         0.19%         8,686            Trust         Bank Securities Inc.         \$ 5,000,000         1.18%         54,292            1976 Distribution Trust FBO A.R.         \$ 16,000         0.00%         347            Lauder/Cinterhofer	CareFirst BlueChoice, Inc.	\$ 150,000	0.04%	1,628	
System	City of Albany Pension Plan	\$ 200,000	0.05%	2,171	
City of New Orleans         \$         503,000         0.12%         5,461            City University of New York         \$         302,000         0.07%         3,279            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         \$         800,000         0.19%         8,686            Trust         Deutsche Bank Securities Inc.         \$         5,000,000         1.18%         54,292            1976 Distribution Trust FBO A.R.         \$         16,000         0.00%         173            Lauder           32,000         0.01%         347            Dorinco Reinsurance Company         \$         1,300,000         0.31%         14,115            Double Black Diamond Offshore LDC		\$ 2,400,000	0.57%	26,060	
City University of New York         \$         302,000         0.07%         3,279            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            Trust         Deutsche Bank Securities Inc.         \$         5,000,000         1.18%         54,292            1976 Distribution Trust FBO A.R.         \$         16,000         0.00%         173            Lauder/Zinterhofer	City of Knoxville Pension System	\$ 550,000	0.13%	5,972	
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   \$ 19,200,000   4.55%   208,481   Ltd.   Delta Airlines Master Trust   \$ 3,750,000   0.89%   40,719   Delta Pilots Disability and Survivorship   \$ 800,000   0.19%   8,686   Trust   Deutsche Bank Securities Inc.   \$ 5,000,000   1.18%   54,292   1976 Distribution Trust FBO A.R.   \$ 16,000   0.00%   173   Lauder/Zinterhofer   1976 Distribution Trust FBO Jane A.   \$ 32,000   0.01%   347   Lauder   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'   \$ 4,650,000   1.10%   50,491   Retirement Plan   Drury University   \$ 60,000   0.01%   651   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   FreeState Health Plan, Inc.   \$ 16,400,000   3.89%   178,077   FreeState Fund Ltd.   \$ 16,400,000   3.89%   178,077   FreeState Mealth Plan Ltd.   \$ 16,400,000   3.89%   178,077   FreeState Mealth Plan Ltd.   \$ 16,400,000   3.89%   178,077   FreeState Mealth Plan, Inc.   \$ 16,400,000   3.89%   178,077   FreeState Mealth Plan Ltd.   \$ 16,400,000   3.89%   178,077   Fre	City of New Orleans	\$ 503,000	0.12%	5,461	
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.         \$ 16,000         0.00%         173            Lauder/Zinterhofer               1976 Distribution Trust FBO Jane A.         \$ 32,000         0.01%         347            Lauder                1976 Distribution Trust FBO Jane A.         \$ 32,000         0.01%         347            Lauder               1976 Distribution Trust FBO Jane A.         \$ 32,000         0.01%         14,115            Dorinco Reinsurance Company         \$ 1,300,000         0.31%         14,115 <td>City University of New York</td> <td>\$ 302,000</td> <td>0.07%</td> <td>3,279</td> <td></td>	City University of New York	\$ 302,000	0.07%	3,279	
Deephaven Domestic Convertible Trading Ltd.   Suppose	Consulting Group Capital Markets Funds	\$ 700,000	0.17%	7,600	
Ltd.       Delta Airlines Master Trust       \$ 3,750,000       0.89%       40,719          Delta Pilots Disability and Survivorship       \$ 800,000       0.19%       8,686          Trust             Deutsche Bank Securities Inc.       \$ 5,000,000       1.18%       54,292          1976 Distribution Trust FBO A.R.       \$ 16,000       0.00%       173          Lauder/Zinterhofer             1976 Distribution Trust FBO Jane A.       \$ 32,000       0.01%       347          Lauder              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'       \$ 4,650,000       1.10%       50,491          Retirement Plan             Drury University       \$ 60,000       0.01%       651          The Fondren Foundation       \$ 140,000       0.03%       1,520          F	Credit Lyonnais Securities	\$ 22,500,000	5.33%	244,314	
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.         \$ 16,000         0.00%         173            Lauder/Zinterhofer	-	\$ 19,200,000	4.55%	208,481	
Trust         Deutsche Bank Securities Inc.         \$ 5,000,000         1.18%         54,292            1976 Distribution Trust FBO A.R.         \$ 16,000         0.00%         173            Lauder/Zinterhofer         1976 Distribution Trust FBO Jane A.         \$ 32,000         0.01%         347            Lauder  <	Delta Airlines Master Trust	\$ 3,750,000	0.89%	40,719	
1976 Distribution Trust FBO A.R.   \$ 16,000   0.00%   173   175   1976 Distribution Trust FBO Jane A.   \$ 32,000   0.01%   347   1976 Distribution Trust FBO Jane A.   \$ 32,000   0.01%   347   1976 Distribution Trust FBO Jane A.   \$ 32,000   0.01%   347   1976 Distribution Trust FBO Jane A.   \$ 32,000   0.01%   14,115   1976 Distribution Trust FBO Jane A.   \$ 1,300,000   0.31%   14,115   1976 Distribution Company Employees'   \$ 11,440,000   2.71%   124,220   1976 Distribution Company Employees'   \$ 4,650,000   1.10%   50,491   1976 Distribution Company Employees'   \$ 60,000   0.01%   651   1976 Distribution Company Employees'   \$ 140,000   0.03%   1,520   1976 Distribution Company Employees'   \$ 179,000   0.04%   1,943   1976 Distribution Company Employees'   \$ 179,000   0.04%   1,943   1976 Distribution Company Employees'   \$ 179,000   0.04%   1,943   1976 Distribution Company Employees'   \$ 179,000   0.58%   26,440   1976 Distribution Company Employees'   \$ 9,829,000   2.33%   106,727   1976 Distribution Company Employees'   \$ 9,829,000   0.04%   1,628   1976 Distribution Company Employees'   \$ 9,829,000   0.04%   1,628   1976 Distribution Company Employees'   \$ 150,000   0.04%   1,628   1976 Distribution Company Employees'   \$ 150,000   0.04%   1,628   1976 Distribution Company Employees'   \$ 1,628   1976 Distribution Company Employee	•	\$ 800,000	0.19%	8,686	
Lauder/Zinterhofer         1976 Distribution Trust FBO Jane A.       \$ 32,000       0.01%       347          Lauder              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'       \$ 4,650,000       1.10%       50,491          Retirement Plan             Drury University       \$ 60,000       0.01%       651          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	Deutsche Bank Securities Inc.	\$ 5,000,000	1.18%	54,292	
Lauder       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'       \$ 4,650,000       1.10%       50,491          Retirement Plan              Drury University       \$ 60,000       0.01%       651          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		\$ 16,000	0.00%	173	
Double Black Diamond Offshore LDC         \$ 11,440,000         2.71%         124,220            The Dow Chemical Company Employees'         \$ 4,650,000         1.10%         50,491            Retirement Plan               Drury University         \$ 60,000         0.01%         651            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		\$ 32,000	0.01%	347	
The Dow Chemical Company Employees' Retirement Plan       \$ 4,650,000       1.10%       50,491          Drury University       \$ 60,000       0.01%       651          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	Dorinco Reinsurance Company	\$ 1,300,000	0.31%	14,115	
Retirement Plan         Drury University       \$ 60,000       0.01%       651          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	Double Black Diamond Offshore LDC	\$ 11,440,000	2.71%	124,220	
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		\$ 4,650,000	1.10%	50,491	
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	Drury University	\$ 60,000	0.01%	651	
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	The Fondren Foundation	\$ 140,000	0.03%	1,520	
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	Forest Alternative Strategies, II	\$ 179,000	0.04%	1,943	
FreeState Health Plan, Inc.       \$ 150,000       0.04%       1,628          Gaia Offshore Master Fund Ltd.       \$ 16,400,000       3.89%       178,077	Forest Fulcrum Fund L.L.P.	\$ 2,435,000	0.58%	26,440	
Gaia Offshore Master Fund Ltd. \$ 16,400,000 3.89% 178,077	Forest Global Convertible Fund Series A-5	\$ 9,829,000	2.33%	106,727	
	FreeState Health Plan, Inc.	\$ 150,000	0.04%	1,628	
Genesee County Employees' Retirement \$ 1,300,000 0.31% 14,115	Gaia Offshore Master Fund Ltd.	\$ 16,400,000	3.89%	178,077	
	Genesee County Employees' Retirement	\$ 1,300,000	0.31%	14,115	

System					
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	
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	\$	1,646,000	0.39%	17,872	
H.K. Porter Company, Inc.	\$	55,000	0.01%	597	
Independence Blue Cross	\$ \$	809,000	0.01%	8,784	
Innovest Finanzdienstleistungs AG	\$ \$	1,500,000	0.19%	16,287	
Jackson County Employees' Retirement	\$ \$	500,000	0.36%		
System  KBC Financial Products (Cayman Islands)	\$			5,429	
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	\$	1,837,000	0.44%	19,946	
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	\$	27,737,000	6.57%	301,179	
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	
OZ Mac 13 Ltd.	\$	704,000	0.17%	7,644	
OZ Master Fund, Ltd.	\$	32,687,000	7.74%	354,928	
Physician's Reciprocal Insurers Account #7	\$	3,200,000	0.76%	34,746	
Policeman and Fireman Retirement System of the City of Detroit	\$	1,245,000	0.29%	13,518	
Port Authority of Allegheny County Retirement and Disability Allowance Plan	\$	1,300,000	0.31%	14,115	
<u> </u>					

for the Employees Represented by Local 85 of the Amalgamated Transit Union				
Prisma Foundation	\$ 110,000	0.03%	1,194	
Pro-mutual	\$ 1,491,000	0.35%	16,189	
Ramius LP	\$ 300,000	0.07%	3,257	
RBC Capital Services Inc. c/o Forest Investment Mngt. L.L.C.	\$ 382,000	0.09%	4,147	
RCG Baldwin LP	\$ 700,000	0.17%	7,600	
RCG Halifax Master Fund, LTD	\$ 2,500,000	0.59%	27,146	
RCG Latitude Master Fund, LTD	\$ 2,300,000	0.54%	24,974	
RCG Multi Strategy, LP	\$ 4,500,000	1.07%	48,862	
Relay 11 Holdings c/o Forest Investment Mngt. L.L.C.	\$ 351,000	0.08%	3,811	
2000 Revocable Trust FBO A.R.	\$ 15,000	0.00%	162	
Lauder/Zinterhofer				
Royal Bank of Canada	\$ 7,500,000	1.78%	81,438	8,294
San Diego County Employees Retirement Association	\$ 1,700,000	0.40%	18,459	
SCI Endowment Care Common Trust Fund First Union	\$ 75,000	0.02%	814	
SCI Endowment Care Common Trust Fund National Fiduciary Services	\$ 265,000	0.06%	2,877	
SCI Endowment Care Common Trust Fund Suntrust	\$ 110,000	0.03%	1,194	
Shell Pension Trust	\$ 791,000	0.19%	8,588	
Southdown Pension Plan	\$ 240,000	0.06%	2,606	
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	
SunAmerica Style Select Series Equity Income Fund	\$ 827,000	0.20%	8,979	
Sylvan (IMA) Ltd c/o Forest Investment Mngt. L.L.C.	\$ 849,000	0.20%	9,218	
Tag Associates	\$ 465,000	0.11%	5,049	
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 Local 1262 and Employers Pension Fund	\$ 1,050,000	0.25%	11,401	
Vopak USA Inc., Retirement Plan (f.k.a. Van Waters & Rogers, Inc. Retirement Plan)	\$ 550,000	0.13%	5,972	
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 Fund Ltd.	\$ 500,000	0.12%	5,429	
Zurich Institutional Benchmarks Master Fund Ltd.	\$ 1,700,000	0.40%	18,459	
Zurich Master Hedge Fund c/o Forest Investment Mngt. L.L.C.	\$ 1,232,000	0.29%	13,377	

<sup>\*</sup> 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 October 18, 2002.