FORM 5

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue See Instruction 1(b).
Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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Form 4 Ti Reported.	ransactions		investmen	it Company	/ Act of 194							
1. Name and BAUM JEFF		eporting Person *	2. Issuer Name MANHATTAN] Issu	5. Relationship of Reporting Person(s) to Issuer					
(Street)		(Middle) /Y., SUITE 700	3. Statement for (Month/Day/Ye 12/31/2003		Fiscal Year I	X	title below)	10% Owner				
ATLANTA (City)	GA (State)	(Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
	Ta	able I - Non-Deriva	tive Securities A	Acquired,	Disposed o	of, or	Beneficia	ally Owned				
1. Title of Security (Instr. 3)		2. Transaction Date(Month/Day/Year)	2A. Deemed Execution Date, if	3. Transaction	4. Securities A Disposed Of (I			5.Amount of Securities	6. Ownership	7. Nature of Indirect		
			any(Month/Day/Year)	Code (Instr. 8)	Amount	(A) or (D)	Price	Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Excercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any(Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	(Instr. 4)
Common Stock (right to buy)	\$ 28.06	06/06/2003		А	14,077		(1)	06/06/2013	Common Stock	14,077	\$ 28.06	14,077	D	
Common Stock (right to buy)	\$ 28.06	06/06/2003		А	923		(2)	06/06/2013	Common Stock	923	\$ 28.06	923	D	

Explanation of Responses:

- 1. The reporting person's stock option is exercisable as to 5,000 shares of common stock on 06/06/04; exercisable as to 10,000 shares of common stock on 06/06/05; and exercisable as to 14,077 shares of common stock on 06/06/06.
- 2. The reporting person's stock option is exercisable as to 923 shares of common stock on 06/06/06.

/s/ Larry W. Shackelford, Esq. Attorney-in-Fact for 02/17/2004 Jeffry W. Baum

** Signature of Reporting Date Person

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 Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.