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<input type="checkbox"/> CD Rate	Index Maturity: Three Months.
<input type="checkbox"/> Commercial Paper Rate	
<input type="checkbox"/> CMT Rate	Spread : Plus 20 basis points (. . .)
<input type="checkbox"/> Federal Funds Rate	
<input checked="" type="checkbox"/> LIBOR Telerate	Initial Interest Rate: TBD.
<input type="checkbox"/> LIBOR Reuters	
<input type="checkbox"/> Prime Rate	Interest Rate Reset Period: Quart . . .
<input type="checkbox"/> 91-Day Treasury Bill Rate	

Reset Date(s): Each January 25th, April 25th, July 25th and October 25th during the term of the Notes, beginning April 25, 2002, subject to following business day convention.

Interest Payment Date(s): Each January 25th and October 25th during the term of the Notes, beginning following business day convention.

Interest Determination Date: 2 London and New York Business Days prior to the related Reset Date.

Interest Period: From and including the Payment Date (or the date of the next Payment Date in the case of the Interest Payment Date) to but excluding the date of the next Payment Date (or the date of the next Interest Payment Date in the case of the Interest Payment Date).

Lock-in Period Start Date: Not Applicable.

Accrual Method: Actual/360.

Maximum Interest Rate: Not Applicable.

Minimum Interest Rate: Not Applicable.

Form: Book-entry.

Denominations: \$1,000 minimum and integral multiples of \$1,000 in excess thereof.

Trustee: JPMorgan Chase Bank, formerly known as The Chase Manhattan Bank.

Issue Price: 100%.

Agent's Commission: 0.04%

Net Proceeds: \$99,960,000.

Agent: Banc of America Securities LLC is acting as underwriter for

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this issuance.

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