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Interest Rate:

Interest Payment Date(s):

Interest Accrual Method:

APPLICABLE TO FLOATING RATE NOTES ONLY:

Floating Rate Index:

CD Rate

Index Maturity: Three Months, ex
Interest Period.

Commercial Paper Rate

CMT Rate

Spread : Plus 15 basis points (.

Federal Funds Rate

LIBOR Telerate

Initial Interest Rate: 2.06%.

LIBOR Reuters

Prime Rate

Interest Rate Reset Period: Quart

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 25
and October 25
Notes, beginning
following busin

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

Interest Period: From and inclu
Payment Date (o
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Period) to but

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Interest Payment
the case of th
Period).

Lock-in Period Start Date: Not Applicable. Accrual Method: Actual/360.

Maximum Interest Rate: Not Applicable. Minimum Interest Rate: Not App

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: 99.98%.

Agent's Commission: 0.02%.

Net Proceeds: \$49,990,000.

Agent: Goldman, Sachs & Co. is acting as underwriter for this issuance.

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