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 Floating Rate Index:

CD Rate

Index Maturity: Three Months, exc
 Interest Period f
 shall be 2 Week.

Commercial Paper Rate

CMT Rate

Spread : None.

Federal Funds Rate

LIBOR Telerate

Initial Interest Rate: TBD.

LIBOR Reuters

Prime Rate

Interest Rate Reset Period: Quar

91-Day Treasury Bill Rate

Reset Date(s): Each January 27th, April 27th, July 27th
 and October 27th during the term of the
 Notes, beginning January 28, 2002, subject
 to following business day convention.

Interest Payment Each January 27th
 Date(s): and October 27th
 Notes, beginning
 to following bus

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

Interest Period: From and includi
 Payment Date (or
 the case of the
 Period) to but e
 Interest Payment
 the case of the
 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.

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Trustee: JPMorgan Chase Bank, formerly known as The Chase Manhattan Bank
Issue Price: 100%.
Agent's Commission: 0.00667%.
Net Proceeds: \$299,979,990.
Agent: Credit Suisse First Boston Corporation.

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