

Pricing Supplement No. 0077 Dated June 20, 1995
(To Prospectus dated February 24, 1995 and
Prospectus Supplement dated February 28, 1995)

Rule 424(b)(2)
File No. 33-57533

Senior Medium-Term Notes, Series D
Due Nine Months or More from Date of Issue

| | | |
|-------------------------|----------|-------------------|
| Principal Amount: | | \$ 100,000,000.00 |
| Issue Price: | 100.000% | \$ 100,000,000.00 |
| Commission or Discount: | .080% | \$ 80,000.00 |
| Proceeds to Company: | 99.920% | \$ 99,920,000.00 |

Agent: Morgan Stanley, as Principal

Original Issue Date: June 23, 1995
Stated Maturity Date: June 23, 1999

CUSIP#: 63858R-BW-0
Form: Book-entry

Interest Rate: Floating

Base Rate: LIBOR Telerate Page 3750
Index Maturity: 90 days
Spread: +17.0 bps

Initial Interest Rate: To be determined on June 21, 1995

Interest Reset Period: Quarterly, commencing 6/21/95

Interest Reset Dates: 3rd Wednesday of March, June,
September & December

Interest Determination Dates: 2nd London Banking Day preceding
Interest Reset Date

Interest Payment Dates: 3rd Wednesday of March, June,
September & December

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|--|----|
| May the Notes be redeemed prior to maturity? | No |
| May the Notes be repaid prior to maturity? | No |
| Original Issue Discount Note? | No |