

Underwriters -----	Principal Amount of the Notes -----
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$324,380,000
Credit Lyonnais Securities (USA) Inc.	\$3,310,000
Wachovia Securities, Inc	\$3,310,000

Total	\$331,000,000

conditions

Pursuant to the Agreement, the obligations of the Underwriters are subject to certain and the Underwriters are committed to take and pay for all of the Notes, if any are taken.

of

The Underwriters have advised the Company that they propose initially to offer all or part the Notes directly to the public at the principal amount listed above. After the initial offering, the principal amount may be changed.

public

The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

Dated:
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January 8, 2003