

```
-----
Principal Amount: $250,000,000 Floating Rate Notes: |X| Fixed Rate Notes: |_| - -----
-----
Original Issue Date: August 16, 2002 Closing Date: August 16, 2002 CUSIP Number: 78442F AA6
-----
```

Maturity Date: July 26, 2004
Option to Extend
Maturity: |X| No
Specified Currency: U.S.
Dollars |_|
Yes If Yes, Final
Maturity Date: - - -
- - -
- - -
- - -
- - -
- - -
- - -
- - -
- - -
- - -

Redeemable
at the
option of
the
Company:
☒ No
Redemption
Price: Not
Applicable.

```

----- | |
      Yes
Redemption
Dates: Not
Applicable.

```

Repayment

at the
option of
the
Holder: :
|X| No
Repayment
Price: Not
Applicable.

```

----- |_|
      Yes
Repayment
Dates: Not
Applicable.

```

Interest
Rate:
Interest
Payment
Date(s): - -

--- Interest

Accrual
Method: - --

APPLICABLE
TO FLOATING
RATE NOTES
ONLY: - ---

Floating
Rate Index:

----- |__|
CD Rate
Index
Maturity:
Three
Months. - -

```

-- |_|
Commercial
Paper Rate -
-----
-----
-----
-----
-----
-----
-----
---- |_| CMT
Rate Spread
: Plus 15

```

```
basis points  
(.15%). - --  
  
-----  
  
-- |_  
Federal  
Funds Rate -  
  
-----  
  
---- |X|  
LIBOR  
Telerate  
Initial  
Interest  
Rate: Not  
Applicable.  
-  
  
-----  
  
----- |_|  
LIBOR  
Reuters - --  
  
-----  
  
-- |_| Prime  
Rate  
Interest  
Rate Reset  
Period:  
Quarterly. -  
  
-----  
  
---- |_| 91-  
Day Treasury  
Bill Rate -
```

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

Interest
Determination
2 London and
New York
Business
Interest
Period: From
and
including
the previous
Interest
Date: Days
prior to the
related
Reset
Payment Date
(or Original
Issue Date,
in Date, the
case of the
first
Interest
Accrual
Period) to
but
excluding
the current
Interest
Payment Date
(or Maturity
Date, in the
case of the

```
      last  
Interest  
Accrual  
Period). - -  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----
```

[illegible]

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. Agents:
The following
agents are
acting as
underwriters
in connection
with this
issuance.

AGENTS
PRINCIPAL
AMOUNT OF
NOTES -----

----- Banc
of America
Securities
LLC \$
70,000,000
Banc One
Capital
Markets,
Inc.
20,000,000
J.P. Morgan
Securities
Inc.
50,000,000
Merrill
Lynch,
Pierce,
Fenner &
Smith
Incorporated
60,000,000
Salomon
Smith
Barney Inc.
50,000,000

--- Total \$
250,000,000

Issue Price: 100.00%.

Agents' Commission: 0.0%.

Net Proceeds: \$250,000,000.

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