

FILED UNDER RULE 424(b)(3)
FILE NO. 333-90316

[illegible][illegible][illegible]

Redeemable at the option of the Company: /X/ 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. |

APPLICABLE TO FIXED RATE NOTES ONLY:

| | | |
|----------------------|-------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| Interest Rate: 5.05% | Interest Payment Dates: | Each May 14th and November 14th during the term of the Notes, subject to following business day convention, beginning May 14, 2003. |
|----------------------|-------------------------|-------------------------------------------------------------------------------------------------------------------------------------|

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|---------------------------------|-------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Interest Accrual Method: 30/360 | Interest Periods: | From and including the Closing Date, or each May 14th or November 14th, as the case may be, to and including the next succeeding November 13th or May 13th, as the case may be, with no adjustment to period end dates for accrual purposes. |
|---------------------------------|-------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

BANC OF AMERICA SECURITIES LLC JPMORGAN

Joint Book Runners

ABN AMRO INCORPORATED BANC
BARCLAYS CAPITAL INC.
MERRILL LYNCH & CO.

ONE CAPITAL MARKETS, INC.
CREDIT SUISSE FIRST BOSTON
MORGAN STANLEY

October 31, 2002

Issue Price:
99.465%.
Agents'
Commission:
0.475%.
Concession:
0.300%.
Reallowance:
0.250%. Net
Proceeds:
\$494,950,000.00
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,
on a several
basis, in
connection with
this issuance.

Agents
Principal
Amount of
Notes -----

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Banc of
America
Securities
LLC $
200,002,000.00
J.P. Morgan
Securities
Inc.
200,002,000.00
ABN AMRO
Incorporated
16,666,000.00
Banc One
Capital
Markets, Inc.
16,666,000.00
Barclays
Capital Inc.
16,666,000.00
Credit Suisse
First Boston
Corporation
16,666,000.00
Merrill
Lynch,
Pierce,
Fenner &
Smith
Incorporated
16,666,000.00
Morgan
Stanley & Co.
Incorporated
16,666,000.00
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--- Total $
500,000,000.00

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