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The Medium Term Notes, Series A that we are offering by this pricing supplement are a further issuance of, are fungible with and are consolidated to form a single series with our 5.625% Fixed Rate Medium Term Notes, Series A due April 10, 2007 issued on April 10, 2002. The 5.625% Fixed Rate Medium Term Notes, Series A being offered by this pricing supplement will have the same CUSIP number and will trade interchangeably with the previously issued 5.625% Fixed Rate Medium Term Notes, Series A due April 10, 2007 immediately upon settlement. Currently, \$850,000,000 aggregate principal amount of those notes are outstanding. This issuance will increase the aggregate principal amount of the outstanding 5.625% Fixed Rate Medium Term Notes, Series A due April 10, 2007 to \$1,200,000,000.

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Joint Book-Running Managers

BANC OF AMERICA SECURITIES LLC

CREDIT SUISSE FIRST BOSTON

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Co-Managers

ABN AMRO INCORPORATED

BANC ONE CAPITAL MARKETS, INC.

BARCLAYS CAPITAL INC.

JPMORGAN

MERRILL LYNCH & CO.

SALOMON SMITH BARNEY

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September 17, 2002

Form: Book-entry.

Denominations: \$1,000 minimum and integral multiples of \$1,000 in excess thereof.

CUSIP: 90390M AP5

ISIN: US90390M AP59

Listing: None.

Trustee: JPMorgan Chase Bank, formerly known as The Chase Manhattan Bank.

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

| Agents                                 | Principal Amount |
|--|------------------|
| -----                                  | -----            |
| Banc of America Securities LLC         | \$140,002,0      |
| Credit Suisse First Boston Corporation | 140,002,0        |
| ABN AMRO Incorporated                  | 11,666,0         |
| Banc One Capital Markets, Inc.         | 11,666,0         |
| Barclays Capital Inc.                  | 11,666,0         |
| J.P. Morgan Securities Inc.            | 11,666,0         |

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Merrill Lynch, Pierce, Fenner & Smith Incorporated  
Salomon Smith Barney Inc.

11,666,0  
11,666,0  
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\$350,000,0

Total

Issue Price: 110.609% (which includes accrued interest).  
Agents' Commission: 0.350%.  
Net Proceeds: \$385,906,500.  
Concession: 0.200%.  
Reallowance: 0.150%.

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