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Plan of Distribution: The Notes described herein are being purchased, severally and not jointly, by each of the agents named in the below table (the "Agents"), each as principal, on the terms and conditions described in the Prospectus Supplement under the caption "Plan of Distribution of Medium-Term Notes." The Notes described herein are being offered by the Agents, as principals, at varying prices related to prevailing market prices at the time of resale.

Agent	Aggregate Principal Amount of Notes to be Purchased
Barclays Capital Inc.	\$120,000,000
Morgan Stanley & Co. Incorporated	\$120,000,000
BNY Capital Markets, Inc.	\$40,000,000
Bear, Stearns & Co. Inc.	\$40,000,000
Deutsche Bank Securities Inc.	\$40,000,000
Lehman Brothers Inc.	\$40,000,000
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Total	\$400,000,000

An affiliate of Deutsche Bank Securities Inc. is the trustee under the indenture pursuant to which the Notes will be issued.