Method Used to Determine Yield for Initial Accrual Period: ____ Approximate ___ Exact

If as principal: __X__ The Registered Notes are being offered at varying prices related to prevailing market prices at the time of resale. The Registered Notes are being offered at a fixed

initial public offering price _____% of Principal Amount. The Registered Notes are being reoffered to dealers with a reallowance not to exceed ____% of the Commission or Fee.

J. P. MORGAN SECURITIES INC. __X__MORGAN STANLEY & CO. INC. _CITICORP SECURITIES INC.

Capacity:_____ Agent ___X_ Principal