

V F CORP
Form S-4
November 13, 2003

As filed with the Securities and Exchange Commission on November 13, 2003

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

V.F. CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania
(State of other jurisdiction of
incorporation or organization)

2320
(Primary Standard Industrial
Classification Code Number)

23-1180120
(I.R.S. Employer
Identification No.)

105 Corporate Center Blvd.
Greensboro, North Carolina 27408
(336) 424-6000
(Address, including zip code, and telephone number including area code, of Registrant's principal executive offices)

Candace S. Cummings, Esq.
General Counsel
105 Corporate Center Blvd.
Greensboro, North Carolina 27408
(336) 424-6000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Sarah Beshar, Esq.
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

CALCULATION OF REGISTRATION FEE				
Title of Each Class of Securities to be Registered	Amount to be	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering	Amount of Registration

	Registered	Per Unit(1)	Price(1)	Fee
6% Notes due 2033	\$ 300,000,000	100%	\$ 300,000,000	\$ 24,270

(1) Determined pursuant to Rule 457(f) of the rules and regulations under the Securities Act of 1933.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

Subject to completion, dated _____, 2003

Prospectus
November , 2003

\$300,000,000

V.F. Corporation

Offer to Exchange

\$300,000,000 6% New Notes due 2033

for

\$300,000,000 6% Notes due 2033

We are offering to exchange up to \$300,000,000 of our 6% notes due 2033 (the "New Notes"), which will be registered under the Securities Act of 1933, as amended, for up to \$300,000,000 of our existing 6% notes due 2033 (the "Old Notes"). We are offering to issue the New Notes to satisfy our obligations contained in the registration rights agreement entered into when the Old Notes were sold in transactions permitted by Rule 144A and Regulation S under the Securities Act.

The terms of the New Notes are identical in all material respects to the terms of the Old Notes, except that the transfer restrictions, registration rights and additional interest provisions relating to the Old Notes do not apply to the New Notes.

The exchange offer and withdrawal rights will expire at 5:00 p.m., New York City time, on _____, 2003, unless extended.

To exchange your Old Notes for New Notes:

- You must complete and send the letter of transmittal that accompanies this prospectus to the exchange agent by 5:00 p.m., New York City time, on _____, 2003.
- If your Old Notes are held in book-entry form at The Depository Trust Company, you must instruct DTC, through your signed letter of transmittal, that you wish to exchange your Old Notes for New Notes. When the exchange offer closes, your DTC account will be changed to reject your exchange of Old Notes for New Notes.
- You should read the section called "The Exchange Offer" for additional information on how to exchange your Old Notes for New Notes.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus. You must not rely on any unauthorized information or representations. This prospectus is an offer to sell only the Notes offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date.

Until 180 days after expiration, all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

TABLE OF CONTENTS

	Page
Notice to Investors	1
Where You Can Find Additional Information	2
Summary	4
V.F. Corporation	7
No Cash Proceeds to the Company	8
Capitalization of V.F. Corporation	8
Selected Financial Information	9
Cautionary Statement on Forward-Looking Statements	11
Description of the New Notes	12
The Exchange Offer	23
Plan of Distribution	31
Certain United States Federal Income Tax Considerations	32
Validity of the New Notes	32
Experts	32

NOTICE TO INVESTORS

Based on interpretations of the staff of the SEC set forth in no-action letters issued to third parties, we believe that New Notes issued pursuant to the exchange offer in exchange for Old Notes may be offered for resale, resold, and otherwise transferred by a holder (other than broker-dealers, as set forth below, and any holder that is an "affiliate" of the Company within the meaning of Rule 405 under the Securities Act) without further registration under the Securities Act and without delivery to prospective purchasers of a prospectus pursuant to

the provisions of the Securities Act, provided that the holder is acquiring the New Notes in the ordinary course of its business, is not participating and has no arrangement or understanding with any person to participate in the distribution of the New Notes. Eligible holders wishing to accept the exchange offer must represent to us in the letter of transmittal that these conditions have been met. See "The Exchange Offer" Procedures for Tendering.

Each broker-dealer who holds Old Notes acquired for its own account as a result of market-making or other trading activities and who receives New Notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of New Notes. The letter of transmittal states that by acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with the resales of New Notes received for the broker-dealer's own account in exchange for Old Notes where Old Notes were acquired by the broker-dealer as a result of market-making activities or other trading activities. For a period of up to 180 days after the expiration date, we will make this prospectus available to those broker-dealers (if they so request in the letter of transmittal) for use in connection with those resales. See "Plan of Distribution."

The Old Notes and the New Notes constitute new issues of securities with no established public trading market. We do not intend to apply for listing of the New Notes on any securities exchange or for inclusion of the New Notes in any automated quotation system. There can be no assurance that an active public market for the New Notes will develop or as to the liquidity of any market that may develop for the New Notes, the ability of holders to sell the New Notes, or the price at which holders would be able to sell the New Notes. We have been advised by the initial purchasers of the Old Notes that they intend to make a market in the New Notes; however, these entities are under no obligation to do so and any market making activities with respect to the New Notes may be discontinued at any time. Future trading prices of the New Notes will depend on many factors, including among other things, prevailing interest rates, our operating results and the market for similar securities.

Any Old Notes not tendered or accepted in the exchange offer will remain outstanding. To the extent that Old Notes are tendered and accepted in the exchange offer, your ability to sell untendered, and tendered but unaccepted, Old Notes could be adversely affected. Following consummation of the exchange offer, the holders of Old Notes will continue to be subject to the existing restrictions on transfer thereof, and we will have no further obligation to those holders, under the exchange and registration rights agreement, to provide for the registration under the Securities Act of the Old Notes. There may be no trading market for the Old Notes.

We will not receive any proceeds from, and have agreed to bear the expenses of, the exchange offer. No underwriter is being used in connection with the exchange offer.

The exchange offer is not being made to, nor will we accept surrenders for exchange from, holders of Old Notes in any jurisdiction in which the exchange offer or the acceptance thereof would not be in compliance with the securities or blue sky laws of those jurisdictions.

1

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission. Our SEC filings are available under the name "V F Corp" over the Internet at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document we file with the SEC at its public reference facilities:

Public Reference Room Office
450 Fifth Street, N.W.
Room 1024
Washington, D.C. 20549

You may also obtain copies of the documents at prescribed rates by writing to the Public Reference Section of the SEC at 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549. Please call 1-800-SEC-0330 for further information on the operations of the public reference facilities. Our SEC filings are also available at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

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The SEC allows us to "incorporate by reference" in this prospectus the information we file with the SEC, which means:

- incorporated documents are considered part of this prospectus;
- we can disclose important information to you by referring you to those documents; and
- information that we file with the SEC will automatically update and supersede the information in this prospectus and any information that was previously incorporated in this prospectus.

We incorporate by reference the documents listed below and any filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, (excluding information deemed to be furnished and not filed with the SEC) after the date of this prospectus and prior to the earlier of the 180th day after the expiration date or such time as broker-dealers no longer own any New Notes:

- (1) our Annual Report on Form 10-K for the fiscal year ended January 4, 2003;
- (2) our Quarterly Report on Form 10-Q for the quarter ended April 5, 2003;
- (3) our Quarterly Report on Form 10-Q for the quarter ended July 5, 2003;
- (4) our Quarterly Report on Form 10-Q for the quarter ended October 4, 2003; and
- (5) our Current Reports on Form 8-K filed on July 7, 2003 and August 27, 2003.

You can obtain any of the filings incorporated by reference in this prospectus through us or from the SEC through the SEC's web site or at the addresses listed above. Documents incorporated by reference are available from us without charge, excluding any exhibits to those documents that are not specifically incorporated by reference in such documents. You can request a copy of the documents incorporated by reference in this prospectus and a copy of the indenture, registration rights agreement and other agreements referred to in this prospectus by requesting them in writing or by telephone from us at the following address:

V.F. Corporation
105 Corporate Center Blvd.
Greensboro, North Carolina 27408
Attention: Investor Relations
Telephone: (336) 424-6000

2

We have filed with the SEC under the Securities Act and the rules and regulations thereunder a registration statement on Form S-4 with respect to the New Notes issuable pursuant to the exchange offer. This prospectus does not contain all of the information contained in the registration statement, certain portions of which have been omitted pursuant to the rules and regulations of the SEC and to which reference is hereby made.

3

SUMMARY

The following summary contains basic information about this exchange offer. It may not contain all the information that is important to you in making your investment decision. More detailed information appears elsewhere in this prospectus and in our consolidated financial statements and accompanying notes that we incorporate by reference. "The Exchange Offer" and the "Description of New Notes" sections of this prospectus contain more detailed information regarding the terms and conditions of the exchange offer and the New Notes.

Certain capitalized terms used in this prospectus summary are defined elsewhere in this prospectus. Unless the context clearly implies otherwise, the words [company,] [we,] [our,] [ours,] [us] and [V.F.] refer to V.F. Corporation.

THE EXCHANGE OFFER

New Notes	\$300,000,000 in principal amount of our new 6% notes due 2033.
The Exchange Offer	We are offering to issue the New Notes in exchange for a like principal amount of outstanding Old Notes that we issued on October 14, 2003. We are offering to issue the New Notes to satisfy our obligations contained in the exchange and registration rights agreement we entered into when we sold the Old Notes in transactions pursuant to Rule 144A and Regulation S under the Securities Act. The Old Notes were subject to transfer restrictions that will not apply to the New Notes so long as you are acquiring the New Notes in the ordinary course of your business, you are not participating in a distribution of the New Notes and you are not an affiliate of ours.
Maturity Date	October 15, 2033.
Interest Payment Dates	April 15 and October 15 of each year, beginning April 15, 2004.
Ranking	The New Notes are our unsecured obligations and will rank equally with all our existing and future unsecured and unsubordinated indebtedness.
Optional Redemption	<p>We may redeem the New Notes, in whole or in part at any time at a redemption price equal to the greater of:</p> <ul style="list-style-type: none">• 100% of the principal amount being redeemed, or• the sum of the present value of the remaining scheduled payments of principal and interest on the New Notes being redeemed, discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at an [adjusted treasury rate] (as defined below under [Description of the New Notes - Optional Redemption]) plus 15 basis points <p>plus, in either case, accrued and unpaid interest on the New Notes to the redemption date.</p>

Restrictive Covenants	<p>We will issue the New Notes under an indenture containing covenants for your benefit. These covenants restrict our ability, with certain exceptions, to:</p> <ul style="list-style-type: none">• incur debt secured by liens and• engage in sale and leaseback transactions.
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For more details, see the section under the heading [Description of the New Notes]Covenants in the prospectus.

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Use of Proceeds	We will not receive any proceeds from the issuance of the New Notes. The net proceeds from the issuance of the Old Notes were used to repay commercial paper, with rates between 1.15% and 1.22%, incurred to finance the Nautica acquisition.
Denominations and Issuance of New Notes	The New Notes will be issued only in registered form without interest coupons, in denominations that are even multiples of \$1,000.
Tenders, Expiration Date, Withdrawal	The exchange offer will expire at 5:00 p.m., New York City time, on, 2003, unless it is extended. To tender your Old Notes, you must follow the detailed procedures described under the heading "The Exchange Offer" Procedure for Tendering" including special procedures for certain beneficial owners and broker-dealers. If you decide to exchange your Old Notes for New Notes, you must acknowledge that you do not intend to engage in and have no arrangement with any person to participate in a distribution of the New Notes. If you decide to tender your Old Notes pursuant to the exchange offer, you may withdraw them at any time prior to 5:00 p.m., New York City time, on the expiration date.
United States Federal Income Tax Consequences	Your exchange of Old Notes for New Notes pursuant to the exchange offer will not result in a gain or loss to you. See "Certain United States Federal Income Tax Considerations."
Exchange Agent	U.S. Bank Trust National Association is the exchange agent for the exchange offer.
Failure to Exchange Your Old Notes	If you fail to exchange your Old Notes for New Notes in the exchange offer, your Old Notes will continue to be subject to transfer restrictions and you will not have any further rights under the exchange and registration rights agreement, including any right to require us to register your Old Notes or to pay any additional interest.
Trading Market	<p>To the extent that Old Notes are tendered and accepted in the exchange offer, your ability to sell untendered, and tendered but unaccepted, Old Notes could be adversely affected. There may be no trading market for the Old Notes.</p> <p>We cannot assure you that an active public market for the New Notes will develop or as to the liquidity of any market that may develop for the New Notes, the ability of holders to sell the New Notes, or the price at which holders would be able to sell the New Notes. For more details, see "Notice to Investors."</p>

5

Accounting Treatment	We will recognize no gain or loss as a result of the exchange offer. The expenses of the exchange offer will be amortized over the term of the New Notes.
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6

V.F. CORPORATION

V.F. Corporation, through its operating subsidiaries, designs, manufactures and markets branded jeanswear, intimate apparel, sportswear, occupational apparel, outdoor apparel and equipment, children's playwear and other apparel. V.F. Corporation, organized in 1899, oversees the operations of its individual businesses, providing

them with financial and administrative resources.

The Company manages its business through consumer-focused marketing units that support specific brands. Management of the individual marketing units has the responsibility to build and develop their brands within guidelines established by Company management. Marketing units with generally similar products have been grouped together into four reportable business segments - Consumer Apparel, Occupational Apparel, Outdoor Apparel and Equipment, and All Other.

7

NO CASH PROCEEDS TO THE COMPANY

This exchange offer is intended to satisfy certain of our obligations under the exchange and registration rights agreement. We will not receive any proceeds from the issuance of the New Notes and have agreed to pay the expenses of the exchange offer. In consideration for issuing the New Notes as contemplated in the registration statement of which this prospectus is a part, we will receive, in exchange, Old Notes in like principal amount. The form and terms of the New Notes are identical in all material respects to the form and terms of the Old Notes, except as otherwise described herein under "The Exchange Offer" Terms of the Exchange Offer. The Old Notes surrendered in exchange for the New Notes will be retired and canceled and cannot be reissued. Accordingly, issuance of the New Notes will not result in any increase in our outstanding debt. The net proceeds from the issuance of the Old Notes were used to repay commercial paper, with rates between 1.15% and 1.22%, incurred to finance the Nautica acquisition.

CAPITALIZATION OF V.F. CORPORATION

The following table sets forth the unaudited consolidated summary capitalization at October 4, 2003 of V.F. Corporation. The table should be read in conjunction with our consolidated financial statements and related notes and other financial data included in our Annual Report on Form 10-K for the fiscal year ended January 4, 2003, and our Quarterly Report on Form 10-Q for the nine month period ended October 4, 2003, each incorporated by reference herein.

	At October 4, 2003*
	(In Millions)
Cash and equivalents	\$ 217
Short-term debt (including current portion of long-term debt)	\$ 227
Long-term debt	911
Total debt	1,138
Redeemable preferred stock	31
Common shareholders' equity	
Common stock, par value \$1 per share	108
Additional paid-in capital	938
Accumulated other comprehensive loss	(182)
Retained earnings	989
Total common shareholders' equity	1,853
Total debt, redeemable preferred stock and common shareholders' equity	\$ 3,022

* The impact of the offering of the Old Notes is reflected in the table.

SELECTED FINANCIAL INFORMATION

The following selected financial data for the fiscal years ended December 30, 2000, December 29, 2001 and January 4, 2003 (except for the ratio of earnings to fixed charges and the ratio of earnings to combined fixed charges and preferred stock dividends) are derived from the consolidated financial statements of the Company, which have been audited by PricewaterhouseCoopers LLP, independent accountants, for the fiscal years 2000, 2001 and 2002. The selected financial information below for the fiscal years ended January 2, 1999 and January 1, 2000 was derived from the Company's internal accounting records. PricewaterhouseCoopers LLP audited the Company's consolidated financial statements for the fiscal years ended January 2, 1999 and January 1, 2000, but not the impact on those periods of reclassification related to the Company's 2002 discontinued operations which is reflected below. The selected financial data for the nine month periods ended October 4, 2003 and September 28, 2002, respectively, are derived from our unaudited financial statements. The unaudited financial statements include all adjustments, consisting of normal recurring accruals, which we consider necessary for a fair presentation of the financial position and the results of operations for these periods. Operating results for the nine month period ended October 4, 2003 are not necessarily indicative of the results that may be expected for the entire 2003 fiscal year. The data should be read in conjunction with our consolidated financial statements, related notes, and other financial information included in our Annual Report on Form 10-K for the fiscal year ended January 4, 2003 and our Quarterly Reports on Form 10-Q for the quarters ended April 5, 2003, July 5, 2003, and October 4, 2003 incorporated by reference herein.

	Nine Months Ended		Fiscal Years Ended				
	October 4, 2003	September 28, 2002	January 4, 2003*	December 29, 2001**	December 30, 2000***	January 1, 2000	January 2, 1999
(In millions, except per share and ratio data)							
Income Statement Data:							
Net sales	\$ 3,820	\$ 3,773	\$ 5,084	\$ 5,220	\$ 5,403	\$ 5,194	\$ 5,090
Operating income	483	506	622	454	506	638	670
Interest expense	43	57	71	93	89	72	62
Other income, net	7	7	11	8	10	16	3
Income from continuing operations							
before income taxes	447	456	562	369	427	583	611
Income taxes	155	162	197	152	161	224	234
Income from continuing operations	292	294	364	217	266	359	377
Discontinued operations	□	2	8	(79)	1	7	11
Cumulative effect of change in accounting policies	□	(527)	(527)	□	(7)	□	□
Net income (loss)	292	(231)	(155)	138	260	366	388
Per common share data:							
Earnings □ Basic							

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Income from continuing operations	\$ 2.70	\$ 2.61	\$ 3.26	\$ 1.90	\$ 2.29	\$ 2.98	\$ 3.07
Discontinued operations	□	0.02	0.08	(0.71)	0.01	0.06	0.10
Cumulative effect of change in accounting policies	□	(4.82)	(4.83)	□	(0.06)	□	□
Net income (loss)	2.70	(2.19)	(1.49)	1.19	2.25	3.04	3.17
Earnings - Diluted							
Income from continuing operations	\$ 2.65	\$ 2.60	\$ 3.24	\$ 1.89	\$ 2.26	\$ 2.93	\$ 3.01
Discontinued operations	□	0.02	0.07	(0.69)	0.01	0.06	0.09
Cumulative effect of change in accounting policies	□	(4.68)	(4.69)	□	(0.06)	□	□
Net income (loss)	2.65	(2.05)	(1.38)	1.19	2.21	2.99	3.10
Cash dividends	\$ 0.75	\$ 0.72	\$ 0.97	\$ 0.93	\$ 0.89	\$ 0.85	\$ 0.81
Average number of common and common equivalent shares:							
Basic	108	109	109	111	114	119	121
Diluted	110	113	112	115	117	122	125
Ratio of earnings to fixed charges(1)	8.6x	7.3x	7.1x	4.2x	4.9x	7.2x	8.2x
Ratio of earnings to combined fixed charges and preferred stock dividends(2)	8.4x	7.1x	6.9x	4.1x	4.7x	7.0x	7.9x

9

	Nine Months Ended		Fiscal Years Ended				
	October 4, 2003	September 28, 2002	January 4, 2003*	December 29, 2001**	December 30, 2000***	January 1, 2000	January 2, 1999
(In millions, except per share and ratio data)							
Balance Sheet Data:							
Working capital	\$ 1,263	\$ 1,124	\$ 1,200	\$ 1,218	\$ 1,104	\$ 764	\$ 815
Intangible assets	1,061	475	473	998	1,051	938	895
Total assets	4,281	3,499	3,503	4,103	4,358	4,027	3,837
Short-term debt	225	57	61	78	147	409	245
Current portion of long-term debt	2	1	1	1	114	5	1

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Long-term debt	911	602	602	904	905	518	522
Redeemable preferred stock, net	31	40	37	44	41	37	34
Common shareholders' equity	1,853	1,703	1,658	2,113	2,192	2,164	2,066

Cash Flow Data:

Depreciation	\$ 77	\$ 81	\$ 107	\$ 122	\$ 125	\$ 123	\$ 116
Goodwill amortization and other	1	□	2	34	34	30	28
Cash provided by operations	41	388	646	601	434	384	383

(1) For purposes of this ratio, earnings are based on income from continuing operations before taxes and before fixed charges. Fixed charges consist of interest expense, capitalized interest and one-third of rental expense, which approximates the interest factor of such rental expense.

(2) For purposes of this ratio, earnings are based on income from continuing operations before taxes and before fixed charges. Fixed charges consist of interest expense, capitalized interest and one-third of rental expense, which approximates the interest factor of such rental expense. Preferred stock dividends relate to the outstanding Series B Convertible Preferred Stock held by the Employee Stock Ownership Plan.

* Net income in 2002 includes \$16.5 million (\$.14 per share) of net restructuring charges.

** Net income in 2001 includes \$81.3 million (\$.71 per share) of net restructuring charges.

*** Net income in 2000 includes \$73.3 million (\$.63 per share) of net restructuring charges.

CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

We have included or incorporated by reference in this Offering Memorandum [forward-looking statements] within the meaning of the federal securities laws. This includes statements concerning plans, objectives, projections and expectations relating to the Company's operations or economic performance, and assumptions related thereto.

Forward-looking statements are made based on our expectations and beliefs concerning future events impacting the Company and therefore involve a number of risks and uncertainties. We caution that forward looking statements are not guarantees and actual results could differ materially from those expressed or implied in the forward-looking statements. We do not undertake any obligation to update or revise any forward-looking statements as a result of new information, future events or otherwise.

Important factors that could cause the actual results of operations or financial condition of the Company to differ include, but are not necessarily limited to, the overall level of consumer spending for apparel; changes in trends in the segments of the market in which the Company competes; competitive conditions in and financial strength of our customers and our suppliers; actions of competitors, customers, suppliers and service providers that may impact the Company's business; our ability to integrate new acquisitions successfully; additional terrorist actions; and the impact of economic and political factors in the markets where the Company competes, such as recession or changes in interest rates, currency exchange rates, price levels, capital market valuations, other external economic and political factors and other factors over which we have no control.

DESCRIPTION OF THE NEW NOTES

General

The Old Notes were, and the New Notes will be, governed by the indenture which is a contract between us and The Bank of New York (successor to United States Trust Company of New York), which acts as trustee. The trustee's main role is to enforce your rights against us if we default. There are some limitations on the extent to which the trustee acts on your behalf, described under "Events of Default" Remedies if an event of default occurs. U.S. Bank Trust National Association acts as registrar, paying agent and authenticating agent, and performs administrative duties for us, such as sending you interest payments, transferring your New Notes to a new buyer if you sell and sending you notices. The indenture and its associated documents contain the full legal text of the matters described in this section. The indenture and the New Notes are governed by New York law. See "Where You Can Find Additional Information" for information on how to obtain a copy of the indenture.

The terms of the New Notes are identical in all material respects to the terms of the Old Notes, except that the transfer restrictions, registration rights and additional interest provisions relating to the Old Notes do not apply to the New Notes.

The Old Notes and the New Notes will be considered collectively to be a single class for all purposes under the indenture, including, without limitation, waivers and amendments.

The following description of the material provisions of the indenture and the New Notes is a summary only. More specific terms as well as the definitions of relevant terms can be found in the indenture and the Trust Indenture Act of 1939, which is applicable to the indenture and the New Notes. We have also included references in parentheses to certain sections of the indenture. Because this section is a summary, it does not describe every aspect of the New Notes. This summary is subject to and qualified in its entirety by reference to all the provisions of the indenture, including definitions of certain terms used in the indenture.

Principal, Maturity and Interest

The New Notes will be general unsecured obligations of the Company. The New Notes will be initially limited to \$300,000,000 aggregate principal amount. However, the indenture does not limit the aggregate principal amount of debt securities we may issue, and we may issue additional New Notes in amounts that exceed the initial amount at any time, without your consent and without notifying you. The New Notes are not entitled to any sinking fund.

The New Notes will mature on October 15, 2033. The New Notes will bear interest at the rate per annum shown on the front cover of this prospectus from October 14, 2003, payable semi-annually in arrears on April 15 and October 15 of each year, commencing April 15, 2004. Interest on the New Notes will be computed on the basis of a 360-day year consisting of twelve 30-day months.

Principal, any premium and interest on the New Notes will be payable, and the New Notes may be presented for registration of transfer and exchange, at the office of the registrar or another office or agency of the Company as determined by us. At our option, payment of interest may be made by check mailed to the holders at the addresses appearing in the registry books maintained by the registrar for the New Notes.

Optional Redemption

We may redeem the New Notes in whole or in part at any time at a redemption price equal to the greater of:

- 100% of the principal amount being redeemed; or
- the sum, as determined by a quotation agent appointed by us, of the present value of the remaining scheduled payments of principal and interest on the New Notes to be redeemed (excluding any portion of such payments of interest accrued and paid as of the date of redemption) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the "adjusted treasury rate", plus 15 basis points.

plus, in either case, accrued and unpaid interest to the date of redemption.

The [adjusted treasury rate] for any redemption date means the rate per year equal to the semi-annual equivalent yield to maturity of the [comparable treasury issue], assuming a price for the comparable treasury issue (expressed as a percentage of its principal amount) equal to the [comparable treasury price] for such redemption date. The semi-annual equivalent yield to maturity will be computed as of the third business day immediately preceding the redemption date.

The [comparable treasury issue] is a United States treasury security, selected by the quotation agent, having a maturity comparable to the remaining term of the New Notes to be redeemed that would be utilized in accordance with customary financial practice in pricing new issues of corporate notes of comparable maturity to the remaining term of the New Notes.

The [quotation agent] is the [reference treasury dealer] appointed by us. The [reference treasury dealer] means:

- Citigroup Global Markets, Inc. and its respective successors; provided, however, that if the foregoing shall cease to be a primary U.S. government securities dealer (a [primary treasury dealer]), the Company shall substitute the reference treasury dealer for another primary treasury dealer; and
- any other primary treasury dealer selected by us.

The [comparable treasury price] for any redemption date means the average of the reference treasury dealer quotations for such redemption date, provided that if three or more reference treasury dealer quotations are obtained, the highest and lowest of such quotations shall be excluded from the calculation.

The [reference treasury dealer quotations] means, for each reference treasury dealer and any redemption date, the average, as determined by the trustee, of the bid and asked prices for the comparable treasury issue (expressed in each case as a percentage of its principal amount) quoted in writing to the trustee by such reference treasury dealer at 5:00 p.m. Eastern Standard time on the third business day preceding such redemption date.

Notice of any redemption will be mailed at least 30 days but not more than 60 days before the redemption date to each holder of the New Notes to be redeemed.

Unless the Company defaults in payment of the redemption price on or after the redemption date, interest will cease to accrue on the New Notes called for redemption.

Legal Ownership [Street Name] and Other Indirect Holders

Investors who hold New Notes in accounts at banks or brokers will generally not be recognized by us as legal holders of New Notes. This is called holding in [street name]. Instead, we would recognize only the bank or broker, or the financial institution the bank or broker uses to hold its New Notes. These intermediary banks, brokers and other financial institutions pass along principal, interest and other payments on the New Notes, either because they agree to do so in their customer agreements or because they are legally required to do so. If you hold New Notes in [street name], you should check with your own institution to find out:

- How it handles note payments and notices.
- Whether it imposes fees or charges.
- How it would handle voting if ever required.
- Whether and how you can instruct it to send you New Notes registered in your own name so you can be a direct holder as described below.
- How it would pursue rights under the New Notes if there were a default or other event triggering the need for holders to act to protect their interests.

Direct Holders

Our obligations, as well as the obligations of the trustee and those of any third parties employed by us or the trustee, run only to persons who are registered as holders of New Notes. As noted above, we do not have obligations to you if you hold in [street name] or other indirect means, either because you choose to hold New Notes in that manner or because the New Notes are issued in the form of global notes as described below. For example, once we make payment to the registered holder, we have no further responsibility for the payment even if that holder is legally required to pass the payment along to you as a [street name] customer but does not do so.

Global Notes

A global note is a special type of indirectly held security, as described above under [Legal Ownership][Street Name] and Other Indirect Holders]. For global notes the ultimate beneficial owners can only be indirect holders. We do this by requiring that the global note be registered in the name of a financial institution we select and by requiring that the New Notes included in the global note not be transferred to the name of any other direct holder unless the special circumstances described below occur. The financial institution that acts as the sole direct holder of the global note is called the [depository]. Any person wishing to own a New Note must do so indirectly by virtue of an account with a broker, bank or other financial institution that in turn has an account with the depository.

Special investor consideration for global notes. As an indirect holder, an investor's rights relating to a global note will be governed by the account rules of the investor's financial institution and of the depository, as well as general laws relating to New Notes transfers. We do not recognize this type of investor as a holder of New Notes and instead deal only with the depository that holds the global note.

An investor should be aware that for the New Notes issued only in the form of global notes:

- The investor cannot get New Notes registered in his or her own name.
- The investor cannot receive physical certificates for his or her interest in the New Notes.
- The investor will be a [street name] holder and must look to his or her own bank or broker for payments on the New Notes and protection of his or her legal rights relating to the New Notes. See [Legal Ownership&#