HCA INC/TN
Form 424B2
November 17, 2004

Table of Contents

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Registration No. 333-107536

Prospectus Supplement
November 16, 2004
(To Prospectus dated October 16, 2003)

$1,250,000,000

HCA Inc.

$500,000,000 5.500% Notes due 2009

$750,000,000 6.375% Notes due 2015

We will pay interest on the 2009 notes on December 1 and June 1 of each year, beginning on June 1, 2005 and will pay interest on the 2015 notes on January 15 and July 15 of each year beginning January 15, 2005. The 2009 notes will mature on December 1, 2009 and will bear interest at a rate of 5.500%. The 2015 notes will mature on January 15, 2015 and will bear interest at a rate of 6.375%. Interest on each series of notes will accrue from November 19, 2004. We may redeem some or all of the notes at any time at the redemption prices described on page S-11.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined if this prospectus supplement or the attached prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Note Due 2009	Total	Per Note Due 2015	Total
Price to Public	99.707%	$498,535,000	99.671%	$747,532,500
Underwriting Discount	.875%	$ 4,375,000	1.125%	$ 8,437,500
Proceeds to Us Before Expenses	98.832%	$494,160,000	98.546%	$739,095,000

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

We expect to deliver the notes to investors through the book-entry delivery system of The Depository Trust Company, Clearstream, Luxembourg or Euroclear on or about November 19, 2004.

Joint Book-Running Managers

JPMorgan **Merrill Lynch & Co.**

Senior Co-Managers

Banc of America Securities LLC **Citigroup**

Deutsche Bank Securities

Mizuho International plc **Wachovia Securities**

Co-Managers

Scotia Capital **SunTrust Robinson Humphrey**

BNY Capital Markets, Inc.

Calyon Securities (USA) **KeyBanc Capital Markets**

TABLE OF CONTENTS

Table of Contents

You should read this prospectus supplement along with the attached prospectus. Both documents contain information that you should consider when making your investment decision. You should rely only on the information contained or incorporated by reference in this prospectus supplement and the attached prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the attached prospectus is accurate as of the date on the front cover of this prospectus supplement only. Our business, financial position, results of operations and prospects may have changed since that date.

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

Table of Contents

FORWARD-LOOKING STATEMENTS

This prospectus supplement and the attached prospectus include certain disclosures which contain forward-looking statements. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can be identified by the use of words such as may, believe, will, expect, project, estimate, anticipate, plan, initiative, or continue. These forward-looking statements other things, strategic objectives and the anticipated effects of the offering. See Prospectus Supplement Summary. These forward-looking statements are based on our current plans and expectations and are subject to a number of known and unknown uncertainties and risks, many of which are beyond our control, that could significantly affect current plans and expectations and our future financial position and results of operations. These factors include, but are not limited to,

- the increased leverage resulting from the financing of the tender offer described below,
- increases in the amount and risk of collectability of uninsured accounts and deductibles and copay amounts for insured accounts,
- the ability to achieve operating and financial targets, achieve expected levels of patient volumes and control the costs of providing services,
- the highly competitive nature of the health care business,
- the efforts of insurers, health care providers and others to contain health care costs,
- possible changes in the Medicare and Medicaid programs that may impact reimbursements to health care providers and insurers,
- the ability to attract and retain qualified management and other personnel, including affiliated physicians, nurses and medical support personnel,
- potential liabilities and other claims that may be asserted against us,
- fluctuations in the market value of our common stock,
- the impact of our charity care and self-pay discounting policy changes,
- changes in accounting practices,
- changes in general economic conditions,
- future divestitures which may result in charges,
- changes in revenue mix and the ability to enter into and renew managed care provider arrangements on acceptable terms,
- the availability and terms of capital to fund the expansion of our business,
- changes in business strategy or development plans,
- delays in receiving payment for services provided,
- the possible enactment of Federal or state health care reform,
- the outcome of pending and any future tax audits and litigation associated with our tax positions,

the outcome of our continuing efforts to monitor, maintain and comply with appropriate laws, regulations, policies and procedures and our corporate integrity agreement with the government,

changes in Federal, state or local regulations affecting the health care industry,

the ability to successfully integrate the operations of Health Midwest,

the ability to develop and implement payroll and human resources information systems within the expected time and cost projections and, upon implementation, to realize the expected benefits and efficiencies,

- the continuing impact of the recent hurricanes on our Florida facilities and the ability to obtain recoveries under our insurance policies, and

- other risk factors described in this prospectus supplement, the attached prospectus or the documents incorporated by reference in this prospectus supplement and the attached prospectus.

As a consequence, current plans, anticipated actions and future financial position and results of operations may differ from those expressed in any forward-looking statements we make. You should not unduly rely on these forward-looking statements when evaluating the information presented in this prospectus supplement, the attached prospectus or the documents incorporated by reference in this prospectus supplement and the attached prospectus.

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

You should read the following summary information together with the detailed information included in this prospectus supplement, the attached prospectus and the documents incorporated by reference in this prospectus supplement and the attached prospectus. As used in this prospectus supplement and the attached prospectus, the terms HCA, Company, we, us and our refer to HCA Inc. and its affiliates. The term affiliates includes our direct and indirect subsidiaries and partnerships and joint ventures in which our subsidiaries are partners.

HCA

Overview

HCA is a holding company whose affiliates own and operate hospitals and other related health care entities. At September 30, 2004, we owned and operated 183 hospitals (comprised of 175 general, acute care hospitals, seven psychiatric hospitals and one rehabilitation hospital) and 81 freestanding surgery centers. Affiliates of HCA are also partners in joint ventures that own and operate seven hospitals and ten freestanding surgery centers which are accounted for using the equity method. Our facilities are located in 23 states, England and Switzerland.

Our general, acute care hospitals typically provide a full range of services to accommodate such medical specialties as internal medicine, general surgery, cardiology, oncology, neurosurgery, orthopedics and obstetrics, as well as diagnostic and emergency services. Outpatient and ancillary health care services are provided by our general, acute care hospitals and through our freestanding surgery centers, diagnostic centers, and rehabilitation facilities. HCA s psychiatric hospitals provide a full range of mental health care services through inpatient, partial hospitalization and outpatient settings.

Business Strategy

We are committed to providing the communities we serve high quality, cost-effective, health care while maintaining consistency with our ethics and compliance program, governmental regulations and guidelines, and industry standards. As a part of this strategy, our management focuses on the following areas:

- commitment to the care and improvement of human life,
- commitment to ethics and compliance,
- focus on core communities,
- becoming the health care employer of choice,
- continuing to strive for operational excellence, and
- allocating capital to strategically complement our operational strategy and enhance stockholder value.

Table of Contents

Recent Events

Repurchase of Common Stock. On November 12, 2004, we announced the initial results of our modified Dutch auction tender offer to purchase up to 61,000,000 shares of our common stock at a purchase price not greater than $41.00 nor less than $35.00 per share that expired at 5:00 p.m. New York City time on November 11, 2004. Based on a preliminary count by the depositary, 62,568,220 shares of our common stock were properly tendered and not withdrawn at a price at or below $39.75 per share. We intend to exercise our right to purchase all of the shares tendered at a price of $39.75 per share.

We will finance the purchase of the shares tendered in the tender offer through borrowings under our new credit facility and a short-term loan facility described below.

New Credit Facility. On November 9, 2004, we entered into a new credit facility to provide us with up to $2.5 billion in financing, consisting of two facilities: a $750 million term loan facility and a $1.75 billion revolving credit facility. Borrowings of approximately $469 million under this new $2.5 billion credit facility have been used to refinance outstanding indebtedness under our 2001 $2.5 billion credit facility. Additional borrowings of approximately $1.25 billion under the $2.5 billion credit facility will be used to finance a portion of the tender offer described above.

The $750 million term loan expires in 2009 and amortizes in non-ratable quarterly installments in years two through five. The new $1.75 billion revolving credit facility also expires in 2009. Interest on the outstanding balances under the new revolving credit facility will be payable, at our option, at an alternate base rate, or at LIBOR, plus a margin ranging from 0.400% to 1.000%, depending on our long-term unsecured debt rating. Interest on outstanding balances under the $750 million term loan facility is payable, at our option, at an alternate base rate plus a margin ranging from 0.000% to 0.250%, or at LIBOR plus a margin ranging from 0.500% to 1.250%, depending on our long-term unsecured debt rating.

The terms of this new credit facility provide for customary representations and warranties and negative and affirmative covenants (including certain financial covenants), and also include customary events of default such as payment defaults, cross-defaults to our other indebtedness, bankruptcy and insolvency, and a change in control.

Short-Term Loan Facility. On November 9, 2004, we entered into a $1.25 billion short-term loan facility. This short-term loan facility expires on or about May 17, 2005. Borrowings under this short-term loan facility bear interest, at our option, at an alternate base rate or at LIBOR, in each case, plus a margin ranging from 0.000% to 0.250% for alternate base rate borrowings or from 0.500% to 1.250% for LIBOR borrowings.

We expect to use borrowings of approximately $1.25 billion under the short-term loan facility, along with borrowings of approximately $1.25 billion under our new $2.5 billion credit facility, to finance the tender offer described above.

The short-term loan facility requires us to use the net proceeds from the offering of the notes to prepay outstanding borrowings under the short-term loan facility.

Table of Contents

Summary Historical Consolidated Financial Data

The following table sets forth our summary historical consolidated financial data for the years ended December 31, 2003, 2002 and 2001 and the nine-month periods ended September 30, 2004 and 2003, certain selected ratios for the years ended December 31, 2003, 2002 and 2001 and the twelve-month periods ended September 30, 2004 and 2003, and our financial position at September 30, 2004. This financial data has been derived from, and should be read in conjunction with, our audited consolidated financial statements and the related notes filed as part of our Annual Report on Form 10-K for the year ended December 31, 2003 and the unaudited condensed consolidated financial statements and the related notes filed as part of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2004. Financial data for the nine-month periods ended September 30, 2004 and 2003 and at September 30, 2004, and the selected ratios are unaudited and, in the opinion of our management, include all adjustments necessary for a fair presentation of the data. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the entire year.

	Nine Months Ended September 30,		Year Ended December 31,		
	2004	2003	2003	2002	2001
	(unaudited)				
	(Dollars in millions)				
Income Statement Data:					
Revenues	$ 17,562	$ 16,211	$ 21,808	$ 19,729	$ 17,953
Interest expense	409	364	491	446	536
Reported net income	924	1,015	1,332	833	886
Adjusted net income(a)	924	1,015	1,332	833	955
Operating Data:					
Number of hospitals at end of period(b)	183	183	184	173	178
Number of licensed beds at end of period(c)	42,044	41,997	42,108	39,932	40,112
Admissions(d)	1,251,600	1,221,200	1,635,200	1,582,800	1,564,100
Equivalent admissions(e)	1,849,900	1,798,800	2,405,400	2,339,400	2,311,700
Average length of stay(f)	5.0	5.0	5.0	5.0	4.9
Average daily census(g)	22,707	22,158	22,234	21,509	21,160
Percentage Change from Prior Year:					
Revenues	8.3%	10.2%	10.5%	9.9%	7.7%
Admissions(d)	2.5	2.5	3.3	1.2	0.7
Equivalent admissions(e)	2.8	2.0	2.8	1.2	0.5
Revenue per equivalent admission	5.3	8.1	7.5	8.6	7.2

	Twelve Months Ended September 30,		Year Ended December 31,		
	2004	2003	2003	2002	2001
	(unaudited)				
Selected Ratios:					
Ratio of total debt to total capitalization at end of period(h)	53%	56%	56%	52%	56%
Ratio of earnings to fixed charges	4.1x	3.6x	4.4x	3.6x	3.4x

Table of Contents

	At September 30, 2004
	(unaudited) (Dollars in millions)
Financial Position:	
Assets	$21,332
Working capital	1,327
Long-term debt, including amounts due within one year	8,277
Minority interests in equity of consolidated entities	758
Stockholders equity	6,519

(a) Adjusted net income is defined as reported net income, adjusted to exclude amortization expense (and any related tax effects) related to goodwill for periods prior to January 1, 2002.

(b) Excludes seven facilities at September 30, 2004, September 30, 2003 and December 31, 2003 and six facilities at December 31, 2002 and December 31, 2001 that are not consolidated (accounted for using the equity method) for financial reporting purposes.

(c) Licensed beds are those beds for which a facility has been granted approval to operate from the applicable state licensing agency.

(d) Represents the total number of patients admitted to our hospitals and is used by management and certain investors as a general measure of inpatient volume.

(e) Management and certain investors use equivalent admissions as a general measure of combined inpatient and outpatient volume. Equivalent admissions are computed by multiplying admissions (inpatient volume) by the sum of gross inpatient revenue and gross outpatient revenue and then dividing the resulting amount by gross inpatient revenue. The equivalent admissions computation equates outpatient revenue to the volume measure (admissions) used to measure inpatient volume, resulting in a general measure of combined inpatient and outpatient volume.

(f) Represents the average number of days admitted patients stay in our hospitals.

(g) Represents the average number of patients in our hospital beds each day.

(h) Total capitalization includes total debt, minority interests in equity of consolidated entities, company-obligated mandatorily redeemable securities of affiliate holding solely company securities and stockholders equity.

Table of Contents

The Offering

Notes offered	$500,000,000 aggregate principal amount of 5.500% Notes due December 1, 2009 and $750,000,000 aggregate principal amount of 6.375% Notes due January 15, 2015.
Maturity date	The 2009 notes will mature on December 1, 2009 and the 2015 notes will mature on January 15, 2015.
Interest payment dates	December 1 and June 1 of each year, beginning June 1, 2005 for the 2009 notes and January 15 and July 15 of each year, beginning January 15, 2005 for the 2015 notes.
Ranking	The notes of each series are our senior unsecured obligations. The notes of each series will rank equally with all of our other unsecured senior indebtedness from time to time outstanding.
Redemption and sinking fund	We may redeem some or all of the notes of each series at any time at the redemption price described under Description of the Notes Optional Redemption. There will be no sinking fund with respect to the notes.
Form of notes	One or more global securities, held in the name of Cede & Co., the nominee of The Depository Trust Company. The notes will be delivered through the book entry system of The Depository Trust Company, Clearstream, Luxembourg or Euroclear. See Description of the Notes Book-Entry System.
Additional notes	We may increase the principal amount of the notes of each series by issuing additional notes in the future on the same terms and conditions except for differences in issue price and accrued interest. See Description of the Notes Issuance of Additional Notes.
Use of proceeds	We estimate that the net proceeds from the offering will be approximately $1.23 billion. We intend to use borrowings under our $2.5 billion credit facility and our $1.25 billion short-term loan facility to finance the tender offer and to use the proceeds of this offering to repay borrowings under our short-term loan facility.

Table of Contents

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth the ratio of our consolidated earnings to fixed charges for the periods presented:

Nine Months Ended September 30,		Year Ended December 31,				
2004	2003	2003	2002	2001	2000	1999
4.03x	4.54x	4.42x	3.63x	3.39x	1.85x	3.11x

For the purpose of computing the ratio of earnings to fixed charges, earnings consist of income from continuing operations before minority interests, income taxes and fixed charges. Fixed charges consist of interest expense, debt amortization costs and one-third of rent expense, which approximates the interest portion of rent expense.

USE OF PROCEEDS

We estimate that the net proceeds from the offering of the notes, after deducting the underwriting discount and estimated expenses of the offering, will be approximately $1.23 billion. We intend to use borrowings of approximately $1.25 billion under our new $2.5 billion credit facility and of $1.25 billion under our $1.25 billion short-term loan facility to finance the tender offer and to use the proceeds of this offering to repay borrowings under our short-term loan facility. At the closing of this offering, we expect to have approximate borrowings of $1.25 billion outstanding under our short-term loan facility, which matures on or about May 17, 2005. Borrowings under this facility bear interest, at our option, at an alternate base rate or at LIBOR, in each case plus a margin ranging from 0.000% to 0.250% for alternate base rate borrowings or from 0.500% to 1.250% for LIBOR borrowings.

Table of Contents

CAPITALIZATION

The following table sets forth our total capitalization as of September 30, 2004 on an historical basis and on a pro forma historical basis giving effect to the preliminary results of our tender offer, the refinancing of our 2001 credit facility with borrowings under our new $2.5 billion credit facility and expected borrowings of $1.25 billion under our $1.25 billion short-term loan facility. The table also sets forth our total capitalization as of September 30, 2004 on a pro forma as adjusted basis to give effect to these events as well as to the offering of notes by this prospectus supplement.

	As of September 30, 2004		
	Historical	Pro Forma Historical(1)	Pro Forma As Adjusted
	(unaudited; dollars in millions)		
Long-term debt due within one year	$ 728	$ 1,734	$ 484
Long-term debt:			
Senior collateralized debt due through 2034	171	171	171
Senior debt (fixed rate) due through 2095	6,303	6,303	7,553
Senior debt (floating rate) due through 2008	850	850	850
Term loan facility	225	750	750
Revolving credit facility	0	956	969
Total long-term debt	7,549	9,030	10,293
Total debt	8,277	10,764	10,777
Minority interests in equity of consolidated entities	758	758	758
Stockholders equity:			
Common stock $.01 par value per share; authorized 1,650,000,000 shares; outstanding 482,859,700 shares actual; 420,291,480 shares pro forma	5	4	4
Other	4	4	4
Accumulated other comprehensive income	138	138	138
Retained earnings	6,372	3,886	3,886
Total stockholders equity	6,519	4,032	4,032
Total capitalization	$15,554	$15,554	$15,567

(1) Pro forma historical information reflects our purchase of 62,568,220 shares of our common stock in the tender offer, the repayment of borrowings of $469 million under our 2001 credit facility, borrowings of $750 million under the term loan portion of our new $2.5 billion credit facility, expected borrowings of $956 million under the revolving credit portion of our new $2.5 billion credit facility, expected borrowings of $1.25 billion under our short-term loan facility and the payment of expenses related to the tender offer, the $2.5 billion credit facility and the $1.25 billion short-term loan facility out of cash balances at September 30, 2004.

Table of Contents

DESCRIPTION OF THE NOTES

We will issue the notes under an indenture, dated as of December 16, 1993, between us and The First National Bank of Chicago. We will refer to the indenture, together with all supplements, as the Indenture. Bank One Trust Company, N.A. succeeded The First National Bank of Chicago as trustee, which fact is reflected in the First Supplemental Indenture to the Indenture, dated as of May 25, 2000. The Bank of New York then succeeded Bank One Trust Company, N.A. as trustee, which fact is reflected in the Third Supplemental Indenture to the Indenture, dated as of December 5, 2001. We will call The Bank of New York the Trustee.

A form of the Indenture is filed as an exhibit to the registration statement, of which the attached prospectus is a part. The following is a summary of certain provisions of the Indenture and of each series of notes (or debt securities, as they are referred to in the attached prospectus). This summary does not purport to be complete and is subject to, and qualified by, the Indenture.

The 2009 notes will mature on December 1, 2009 and the 2015 notes will mature on January 15, 2015. The notes of each series will bear interest at the rate per year shown on the cover of this prospectus supplement, computed on the basis of a 360-day year of twelve 30-day months. The period during which the notes of each series will earn interest will begin on November 19, 2004 or from the most recent interest payment date to which interest has been paid or provided for. The interest will be payable twice a year on December 1 and June 1, beginning on June 1, 2005 for the 2009 notes, and on January 15 and July 15, beginning on January 15, 2005 for the 2015 notes. Interest payable on any note that is punctually paid or duly provided for on any interest payment date shall be paid to the person in whose name such note is registered at the close of business on November 15 and May 15, as the case may be, for the 2009 notes and January 1 and July 1, as the case may be, for the 2015 notes, preceding such interest payment date. We may pay interest, at our option, by checks mailed to the registered holders of the notes of each series.

The notes of each series will be issued in book-entry form only.

You can find more detailed information regarding the terms of the notes in the attached prospectus under the heading Description of the Debt Securities.

Issuance of Additional Notes

We may, without the consent of the holders of the notes of each series, increase the principal amount of the notes of such series by issuing additional notes in the future on the same terms and conditions, except for any differences in the issue price and interest accrued prior to the issue date of the additional notes, and with the same CUSIP number as notes of such series offered hereby. The notes of such series offered by this prospectus supplement and any additional notes would rank equally and ratably for all purposes under the Indenture.

Optional Redemption

The notes of each series will be redeemable, at our option, at any time in whole, or in part from time to time, at a redemption price equal to the greater of (1) 100% of the principal amount of the notes to be redeemed or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the notes to be redeemed (exclusive of interest accrued to the date of redemption) discounted to the date of redemption on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the then current Treasury Rate (as defined below), plus 30 basis points in the case of the 2009 notes and 35 basis points in the case of the 2015 notes. In each case, we will pay accrued and unpaid interest on the principal amount being redeemed to the date of redemption.

Treasury Rate means, with respect to any redemption date, the rate per year equal to: (1) the yield under the heading which represents the average for the immediately preceding week, appearing in the most recently published statistical release designated H.15(519) or any successor publication which is published weekly by the Board of Governors of the Federal Reserve System and which establishes yields on actively traded United States Treasury securities adjusted to constant maturity under the caption Treasury Constant Maturities, for the maturity corresponding to the Comparable Treasury Issue; provided that, if no maturity is within three months before or after the Remaining Life of the notes to be redeemed, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue shall be determined and the Treasury Rate shall be interpolated or extrapolated from those yields on a straight line basis, rounding to the nearest month; or (2) if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per year equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, calculated using 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 Treasury Rate shall be calculated on the third business day preceding the redemption date.

Comparable Treasury Issue means the United States Treasury security selected by an Independent Investment Banker and having a maturity comparable to the remaining term of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such notes.

Remaining Life means the maturity of a United States Treasury security selected by an Independent Investment Banker that is comparable to the remaining term of such notes.

Independent Investment Banker means one of the Reference Treasury Dealers appointed by the Trustee after consultation with us.

Comparable Treasury Price means, with respect to any redemption date, (a) the average of the Reference Treasury Dealer Quotations for the redemption date, after excluding the highest and lowest Reference Treasury Dealer Quotations, or (b) if the Trustee obtains fewer than four Reference Treasury Dealer Quotations, the average of all the quotations.

Reference Treasury Dealer Quotations means, with respect to 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 the Reference Treasury Dealer at 5:00 p.m. on the third business day preceding the redemption date.

Reference Treasury Dealer means each of J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated and their respective successors; provided however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in New York City (a Primary Treasury Dealer), we shall substitute another Primary Treasury Dealer.

We will mail notice of any redemption between 30 and 60 days preceding the redemption date to each holder of the notes to be redeemed.

The notice of the redemption for such notes will state, among other things, the principal amount of the notes to be redeemed, the redemption price and the place or places that payment will be made upon presentation and surrender of the notes to be redeemed.

Unless we default in payment of the redemption price, on and after the redemption date, interest will cease to accrue on the notes or portions called for redemption.

Same-Day Settlement and Payment

The underwriters will settle the notes of each series in immediately available funds. So long as the Depositary continues to make its same-day funds settlement system available to us, we will make all payments of principal and interest on the notes of each series in immediately available funds.

Table of Contents

Book-Entry System

The Depository Trust Company, New York, New York, will act as the Depositary for the notes of each series. The notes of each series will be represented by one or more global securities registered in the name of Cede & Co., the nominee of the Depositary. The provisions described under Description of the Debt Securities-Book-Entry System in the attached prospectus will apply to the notes of each series. Accordingly, beneficial interests in the notes of each series will be shown on, and transfers thereof will be effected only through, records maintained by the Depositary and its participants.

The Depositary has advised us and the underwriters that it is:

a limited purpose trust company organized under the New York Banking Law,

a banking organization within the meaning of the New York Banking Law,

a member of the United States Federal Reserve System,

a clearing corporation within the