

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant

Additionally, neither the Representatives nor any other Underwriter is adv i

(n) *Description of the Transaction Documents.* The statements in the Registration Statement, the Pricing Disclosure Package and the Prospectus, insofar as they as they summarize provisions of the Transaction Documents, fairly summarize the applicable provisions of the Transaction Documents in all material respects. b1 s ~ 9

Adverse Effect; and to the Company's knowledge, no such investigations, actions, suits or procebs

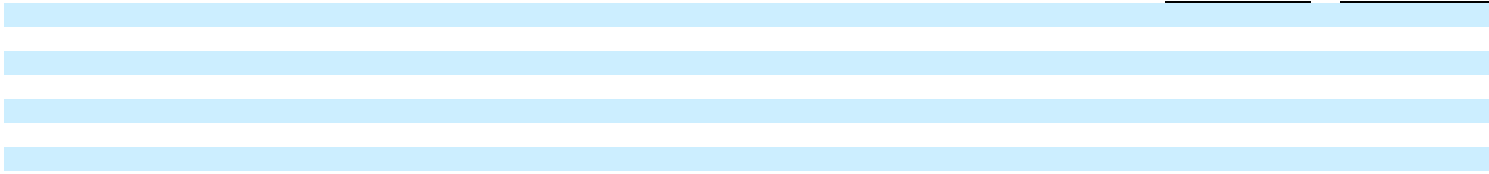
Registration Statement, the Pricing Disclosure Package and the Prospectus, will not be required to register as an “investment company” as defined in the Investment Company Act of 1940.

(x) *Taxes.* The Company and its subsidiaries have paid all federal, state, local and foreign taxes and filed all tax returns required to be paid or filed through the date hereof, except where the failure to pay or file such taxes would not reasonably be expected to have a Material Adverse Effect.

or other entity o

reflect the relative benefits received by the Company, on the one hand, and the Underwriters on the other, from the offering of the Securities or (ii) if the allocation provided by clause (i) is not permitted by applicable law, in such proportion to the Compa

the distribution thereof; (iii) the costs of reproducing and distributing this Agreement; (iv) the fees and expenses of the Company's counsel and independent accountants; (v) the fees and expenses incurred in connection with the registration or qualification of the Sec'n



-
- (8) not applicable;
 - (9) not applicable;
 - (10) the 2020 Notes will be issuable in minimum denominations of \$2,000 and integral multiples of \$1,000;
 - (11) the 2020 Notes shall be issuable as Global Securities and the provisions of Section 2.15 of the Indenture shall apply to the 2020 Notes;
 - (12) not applicable;
 - (13) the 2020 Notes shall be issuable in Dollars;
 - (14) payment of the principal and interest on the 2020 Notes shall be made in Dollars;
 - (15) not applicable;
 - (16) not applicable;
 - (17) not applicable;
 - (18) not applicable;
 - (19) the provisions of Article 3 herein setting forth Covenants shall be applicable to the 2020 Notes;
 - (20) as set forth elsewhere herein;
 - (21) not applicable;
 - (22) not applicable;
 - (23) the 2020 Notes shall be senior debt securities; and

(ix) Liens for taxes or assessments or governmental ch

THIS CERTIFICATE IS A GLOBAL SECURITY W

(8) not applicable;

(9) not applicable;

(10) the 2040 Notes will be issuable in minimum denominations of \$2,000 and integral multiples of \$1,000;

(11) the 2040 Notes shall be issuable as Global Securities and the provisions of Section 2.15 of the Indenture shall apply to the 2040 Notes;

(12) not applicable;

(13) the 2040 Notes shall be issuable in Dollars;

(14) payment of the principal and interest on the 2040 Notes shall be made in Dollars;

(15) not applicable;

(16) not applicable;

(17) not applicable;

(18) not applicable;

(19) the provisions of Article 3 herein setting forth Covenants shall be applicable to the 2040 Notes;

(20) as set forth elsewhere herein;

(21) not applicable;

(22) not applicable;

(23) the 2040 Notes shall be senior debt securities; and

~~(24) the provisions of Article 2.15 of the Indenture shall apply to the 2040 Notes.~~

notice to the Trustee in accordance with the Indenture, each Holder of 2040 Notes shall have the right to require the Company to purchase all or a portion of such Holder's 2040 Notes pursuant to the offer described in this Section 3.01 (the "**Change of Control Offer**"), at a purchase pri

(ix) Liens for taxes or assessments or governmental ch

