Salomon Smith Barney Inc and UBS Warburg LLC are acting as joint book-running managers of the offering of notes and representatives of the underwriters named below

Subject to the terms and conditions stated in the underwriting agreement dated the date of this prospectus supplement, each underwriter named below has agreed to purchase, and we have agreed to sell to that underwriter, the principal amount of notes set forth opposite the underwriter's name

Underwriters	Principal Amount of Notes
Salomon Smith Barney Inc.	$ 96,250,000
UBS Warburg LLC	96,250,000
Banc of America Securities LLC	16,500,000
J P Morgan Securities Inc.	16,500,000
PNC Capital Markets, Inc	16,500,000
The Royal Bank of Scotland plc	16,500,000
Wachovia Securities, Inc.	16,500,000
Total	$275,000,000

The underwriting agreement provides that the obligations of the underwriters to purchase the notes included in this offering are subject to approval of legal matters by counsel and to other conditions The underwriters are obligated to purchase all the notes if they purchase any of the notes.

The notes are a new issue of securities with no established trading market The underwriters have advised us that they intend to make a market for the notes, but they have no obligation to do so and may discontinue market-making at any time without providing any notice No assurance can be given as to the liquidity of any trading market for the notes

The underwriters propose to offer some of the notes directly to the public at the public offering price set forth on the cover page of this prospectus supplement and some of the notes to dealers at the public offering price less a concession not to exceed 0 375% of the principal amount of the notes The underwriters may allow, and dealers may reallow, a concession not to exceed 0 250% of the principal amount of the notes on sales to other dealers After the initial offering of the notes to the public, the representatives may change the public offering price and concessions

The following table shows the underwriting discounts and commissions that we are to pay the underwriters in connection with this offering (expressed as a percentage of the principal amount of the notes)

PAID BY COOPER

Per note . 0 625%

In connection with the offering, the underwriters may purchase and sell notes in the open market These transactions may include over-allotment, syndicate covering transactions and stabilizing transactions Over- allotment involves syndicate sales of notes in excess of the principal amount of the notes to be purchased by the underwriters in the offering, which creates a syndicate short position Syndicate covering transactions involve purchases of the notes in the open market after the distribution has been