```
AMENDMENT NO. 1 DATED JUNE 22, 2000
Rule 424(b)(2)
TO PRICING SUPPLEMENT NO. 2 DATED JUNE 19, 2000
Due 9 months or More from Date of Issue
```

Principal amount:

Issue date:

Stated maturity:

Interest rate:

Interest payment dates:

Issue price:

Agents:

Agents' discount or commission:

CUSIP number:

Redemption:
\$200, 000, 000

June 22, 2000

June 15, 2005
7.25\%

June 15 and December 15
99.825\%

Lehman Brothers Inc.
Credit Suisse First Boston Corporation Goldman, Sachs \& Co. 50\%

27746QAB0
X We cannot redeem this note prior to maturity
We can redeem this note prior to maturity
redemption date redemption price

X You cannot elect to have this note repaid prior to maturity
--
You can elect to have this note repaid prior to maturity
repayment date repayment price
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Original Issue Discount note:

Amortizing note:

Optional Interest Rate Reset:

Extension of Maturity

Other terms:

Yes X No

Total amount of original issue discount:
Yield to maturity:
Initial accrual period original issue discount:

| Yes | X |
| :---: | :---: |
| Yes | X |
| Yes | X |

If the notes are amortizing notes or the notes have an optional interest rate reset or the possibility of an extension of maturity, or if there are other additional features of these notes that have not been described, we will provide additional information below.

We registered $\$ 1,000,000,000$ worth of notes. So far, we have issued $\$ 350,000,000$, including the notes in this pricing supplement.

The date of this pricing supplement is June 22, 2000.

