

VODAFONE GROUP PUBLIC LTD CO

Form 424B5

June 23, 2003

Filed pursuant to Rule 424(b)(5)  
Registration No. 333-10762

Prospectus Supplement to Prospectus dated November 30, 2000.

**\$500,000,000**

**Vodafone Group Plc**  
**4.625% Notes due 2018**

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Interest on the notes is payable semi-annually on January 15 and July 15 of each year, beginning on January 15, 2004. The notes will mature on July 15, 2018. The notes will be unsecured and will rank equally with all other unsecured, unsubordinated obligations of Vodafone Group Plc from time to time outstanding.

We may redeem some or all of the notes at any time and from time to time at the make-whole redemption price determined in the manner described in this prospectus supplement. We may also redeem the notes at any time at 100% of the principal amount upon the occurrence of certain tax events described in this prospectus supplement and the attached prospectus.

The underwriters propose to offer the notes from time to time for sale in negotiated transactions, or otherwise, at varying prices to be determined at the time of each sale. The underwriters have agreed to purchase the notes from us at 99.258% of their principal amount (\$496,290,000 aggregate proceeds, before expenses, to us), subject to the terms and conditions of the underwriting agreement between the underwriters and us.

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Application will be made to list the notes on the New York Stock Exchange. We expect that the notes will be eligible for trading on the New York Stock Exchange within 30 days after delivery of the notes.

*See Risk Factors beginning on page 3 of the attached prospectus and on page 25 of our Annual Report on Form 20-F for the fiscal year ended March 31, 2003, which is incorporated by reference in this prospectus supplement, to read about factors you should consider before investing in the notes.*

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**Neither the Securities and Exchange Commission nor any state securities commission or other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the attached prospectus. Any representation to the contrary is a criminal offense.**

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The offering price set forth above does not include accrued interest. Interest on the notes will accrue from June 26, 2003 and must be paid by the purchaser if the notes are delivered after June 26, 2003. The underwriters expect to deliver the notes in book-entry form only through the facilities of The Depository Trust Company, referred to herein as DTC, against payment in New York, New York on or about June 26, 2003. The clearing and settlement system we will use is the book-entry system operated by DTC.

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*Joint Book-Runners*

HSBC

LEHMAN BROTHERS

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**Prospectus Supplement dated June 19, 2003.**

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*Unless otherwise stated in this prospectus supplement or the attached prospectus or unless the context otherwise requires, references in this prospectus supplement or the attached prospectus to Vodafone , we , our , ours and us are to Vodafone Group Plc.*

#### INCORPORATION OF INFORMATION FILED WITH THE SEC

The U.S. Securities and Exchange Commission, referred to herein as the SEC, allows us to incorporate by reference into this prospectus supplement and the attached prospectus the information filed with them, which means that:

incorporated documents are considered part of this prospectus supplement and the attached prospectus;

we can disclose important information to you by referring to those documents; and

information filed with the SEC in the future will automatically update and supersede this prospectus supplement and the attached prospectus.

The information that we incorporate by reference is an important part of this prospectus supplement and the attached prospectus.

We incorporate in this prospectus supplement and the attached prospectus by reference the documents described in *Where You Can Find More Information* in the attached prospectus which we filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, referred to herein as the Exchange Act, except to the extent amended or superseded by subsequent filings. We also incorporate by reference any future filings that we make with the SEC under Sections 13(a), 13(c) or 15(d) of the Exchange Act after the date of this prospectus supplement but before the end of the notes offering and that, in the case of any future filings on Form 6-K, are identified in such filing as being incorporated into this prospectus supplement or the attached prospectus.

The documents incorporated by reference in this prospectus supplement and the attached prospectus and, in particular, those set forth below contain important information about Vodafone and its financial condition.

Vodafone's Annual Report on Form 20-F for the year ended March 31, 2003; and

Vodafone's Form 6-K, dated June 16, 2003.

You should read *Where You Can Find More Information* in the attached prospectus for information on how to obtain the documents incorporated by reference or other information relating to Vodafone.

**GENERAL INFORMATION**

No person has been authorized to provide you with information that is different from what is contained in, or incorporated by reference into, this prospectus supplement and the attached prospectus, and, if given or made, such information must not be relied upon as having been authorized. This prospectus supplement and the attached prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the notes to which it relates or an offer to sell or the solicitation of an offer to buy such notes by any person in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this prospectus supplement and the attached prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus supplement or that the information contained in this prospectus supplement and the attached prospectus is correct as of any time subsequent to its date.

The distribution of this prospectus supplement and the attached prospectus and the offering and sale of the notes in certain jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement and the attached prospectus come are required by us and the underwriters to inform themselves about and to observe any such restrictions.

Vodafone's headquarters are located at Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, England.

**DESCRIPTION OF NOTES**

This section contains a brief description of the terms of the notes. For additional information about the notes and their terms, please see Description of Debt Securities We May Offer in the attached prospectus.

Notes	\$500,000,000 principal amount of 4.625% Notes due 2018
Maturity	We will repay the notes at 100% of their principal amount plus accrued interest on July 15, 2018.
Issue price	99.258%
Ranking	The notes will rank equally with all present and future unsecured and unsubordinated indebtedness of Vodafone. Because we are a holding company, the notes will effectively rank junior to any indebtedness or other liabilities of our subsidiaries.
Interest	Interest on the notes will accrue from June 26, 2003.
Interest payment dates	Semi-annually on January 15 and July 15.
First interest payment date	January 15, 2004.
Regular record dates for interest	Every January 1 and July 1.
Payment of additional amounts	We intend to make all payments on the notes without deducting United Kingdom (U.K.) withholding taxes. If any deduction is required on payments to non-U.K. investors, we will pay additional amounts on those payments to the extent described under Description of Debt Securities We May Offer Payment of Additional Amounts in the attached prospectus.
Optional make-whole redemption	We have the right to redeem the notes, in whole or in part, at any time and from time to time at a redemption price equal to the greater of (1) 100% of the principal amount of the notes plus accrued interest to the date of redemption and (2) as determined by the quotation agent, the sum of the present values of the remaining scheduled payments of principal and interest on the notes (excluding any portion of such payments of interest accrued 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 25 basis points. Adjusted treasury rate means, with respect to any redemption date, 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. Comparable treasury issue means the U.S. Treasury security selected by the quotation agent as 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 terms of such notes. Comparable treasury price means, with respect to any redemption date, the average of the reference treasury dealer quotations for such redemption date. Quotation agent means the reference treasury dealer appointed by the trustee after consultation with us. Reference treasury dealer means any

primary U.S. government securities dealer in New York City selected by the trustee after consultation with us. 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 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.

Optional tax redemption

We may redeem the notes before they mature if we are obligated to pay additional amounts due to changes on or after the date of this prospectus supplement in U.K. withholding tax requirements, a merger or consolidation with another entity or a sale or lease of substantially all our assets and other limited circumstances described under Description of Debt Securities We May Offer Payment of Additional Amounts in the attached prospectus. In that event, we may redeem the outstanding notes in whole but not in part at any time, at a price equal to 100% of their principal amount plus accrued interest to the date fixed for redemption.

Sinking fund

There is no sinking fund.

Book-entry issuance, settlement and clearance

We will issue the notes in fully registered form in denominations of \$1,000 and integral multiples of \$1,000. The notes will be represented by one or more global securities registered in the name of a nominee of DTC. You will hold beneficial interests in the notes through DTC and DTC and its direct and indirect participants will record your beneficial interest on their books. We will not issue certificated notes except in limited circumstances that we explain under Legal Ownership Global Securities Special Situations in Which a Global Security Will be Terminated in the attached prospectus. Settlement of the notes will occur through DTC in same day funds. For information on DTC's book-entry system, see Clearance and Settlement The Clearance Systems DTC in the attached prospectus.

Restrictive covenants

The indenture relating to the notes does not contain any covenants restricting our ability to make payments, incur indebtedness, dispose of assets, enter into sale and leaseback transactions, pledge our assets to secure borrowings, issue and sell capital stock, enter into transactions with affiliates, create or incur liens on our property or engage in business other than our present business.

Defeasance

The notes will be subject to the defeasance and covenant defeasance provisions in the indenture described under Description of Debt Securities We May Offer Defeasance and Discharge in the attached prospectus.

Further issuances

We may, at our option, at any time and without the consent of the then existing noteholders issue additional notes in one or more transactions subsequent to the date of this prospectus supplement with terms (other than the issuance date, issue price and, possibly, the first interest payment date) identical to the notes issued hereby. These additional notes will be deemed to be part of the same

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series as the notes offered hereby and will provide the holders of these additional notes the right to vote together with holders of the notes issued hereby.

Listing

We will file an application to list the notes on the New York Stock Exchange. We expect that the notes will be eligible for trading on the New York Stock Exchange within 30 days after delivery of the notes.

Use of proceeds

We intend to use the proceeds from the sale of the notes for general corporate purposes.

Risk factors

You should carefully consider all of the information in this prospectus supplement and the attached prospectus, which includes information incorporated by reference. In particular, you should evaluate the specific factors under **Risk Factors** beginning on page 3 of the prospectus and on page 25 of our Annual Report on Form 20-F for the fiscal year ended March 31, 2003, which is incorporated by reference in this prospectus supplement, for risks involved with an investment in the notes.

Trustee and principal paying agent

Citibank, N.A.

Timing and delivery

We currently expect delivery of the notes to occur on or about June 26, 2003.

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## USE OF PROCEEDS

We estimate that the net proceeds (after deduction of the underwriting discount but before expenses of the offering) from the sale of the notes will be approximately \$496,290,000. We intend to use the proceeds from the sale of the notes for general corporate purposes.

## TAXATION

This section supplements the discussion under Certain U.S. Federal and U.K. Tax Considerations U.S. Federal Income Taxation Debt Securities in the attached prospectus relating to the notes.

The U.S. Federal income tax consequences of directly owning a note are generally described under Certain U.S. Federal and U.K. Tax Considerations U.S. Federal Income Taxation Debt Securities in the attached prospectus relating to the notes, except that (1) capital gain of a non-corporate U.S. holder will be taxed at a maximum rate of 15% if the property is held for more than one year and the gain is recognized before January 1, 2009, and, if the gain is recognized thereafter, at a maximum rate of 18% if the property is held for more than five years, (2) the backup withholding rate has been reduced to 28%, and (3) the finalized treasury regulations described in the attached prospectus relating to the notes are effective.

The U.K. income tax consequences of directly owning a note are generally described under Certain U.S. Federal and U.K. Tax Considerations U.S. Federal Income Taxation Debt Securities in the attached prospectus, subject to the comments set out below. The comments below are of a general nature based on U.K. law and practice. They do not necessarily apply where the income is deemed for tax purposes to be the income of any other person. Any holders of notes who are in doubt as to their own tax position should consult their professional advisor.

So long as the notes continue to be listed on a recognized stock exchange within the meaning of section 841 Income and Corporation Taxes Act 1988, the notes will qualify for the Quoted Eurobond exemption and payments of interest may be made without withholding or deduction for or on account of U.K. income tax. The exemption from withholding or deduction for or on account of U.K. income tax applies so long as the notes qualify for the Quoted Eurobond exemption.

Persons in the United Kingdom paying interest to or receiving interest on behalf of another person may be required to provide certain information to the United Kingdom Inland Revenue regarding the identity of the payee or the person entitled to the interest and, in certain circumstances, such information may be exchanged with tax authorities in other countries.

Holders of the notes should note that the provisions relating to additional amounts described under Description of Debt Securities We May Offer Payment of Additional Amounts in the attached prospectus would not apply if the Inland Revenue sought to assess directly the person entitled to the relevant interest to U.K. tax. However exemption from, or reduction of, such U.K. tax liability might be available under an appropriate double taxation treaty.

A new Convention between the United States and the United Kingdom for the Avoidance of Double Taxation came into force on March 31, 2003. A U.S. holder (as defined in Certain U.S. Federal and U.K. Tax Considerations in the attached prospectus) that is eligible for the benefits of the new Convention, referred to as an eligible U.S. holder, will be entitled to receive payments of interest free of withholding of U.K. tax and may be able to obtain a direction to that effect from the Inland Revenue. However, a direction will only be issued on prior application to the Inland Revenue by the eligible U.S. holder in question. Prospective holders of notes should consult their respective tax advisors to determine their eligibility for the benefits of this new Convention.

A transfer of notes by a holder resident or ordinarily resident for tax purposes in the



U.K. or who carries on a trade, profession or vocation in the U.K. through a branch or agency to which the notes are attributable may give rise to a charge to tax on income in respect of an amount representing interest on the notes which has accrued since the preceding interest payment date and after the date on which the holder acquired the notes. Such holders should also note that should the purchase price of the notes include accrued interest, on the next interest payment date, such holders will only be charged to tax on income in respect of interest that has accrued on the notes from the date of acquisition. For the avoidance of doubt, such holders will then be charged to tax on income in respect of all the interest received on each subsequent interest payment date.

In relation to inheritance tax, since the notes are fully registered, if a register is maintained in the United Kingdom, there may be a liability for inheritance tax.

The Council of the European Union has adopted a new directive regarding the taxation of savings income. Subject to a number of important conditions being met, Member States will be required to provide to the tax authorities of another Member State details of payments of interest (or other similar income) paid by a person within its jurisdiction to or for the benefit of an individual resident in that other Member State, except that Belgium, Luxembourg and Austria will instead operate a withholding system for a transitional period in relation to such payments. It is expected that the directive will take effect from January 1, 2005.

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**CAPITALIZATION AND INDEBTEDNESS**

The following table sets out our audited called up share capital, and the borrowings and indebtedness of Vodafone and its consolidated subsidiaries, referred to as the Group, as at March 31, 2003.

**Share Capital**

	At March 31, 2003	
	£	\$
	(in millions)	
Called up share capital (78 billion ordinary shares of \$0.10 each, authorized, 68,179,382,971 ordinary shares allotted, issued and fully paid and 50,000 7% cumulative fixed rate shares denominated in £1 shares)	4,275	6,750

**Borrowings and Indebtedness**

The borrowings and indebtedness of Vodafone Group, excluding intra-group borrowings, at March 31, 2003 were as follows:

	At March 31, 2003	
	£	\$
	(in millions)	
Total borrowings and indebtedness (1)-(10)	14,605	23,061

- (1) The total sterling amount has been expressed in U.S. dollars solely for convenience and translated at the Federal Reserve noon buying rate on March 31, 2003, which was \$1.5790 to £1.00.
- (2) All borrowings and indebtedness were unsecured, except for indebtedness in respect of Vodafone Egypt of £192 million (\$303 million) and in respect of Japan Telecom Co. Ltd, of £172 million (\$272 million). Borrowings and indebtedness include long term and short term borrowings and finance lease obligations.
- (3) At March 31, 2003, Vodafone had issued guarantees in respect of notes issued by its wholly-owned subsidiary Vodafone Americas Inc. (previously Airtouch Communications, Inc.) amounting to £995 million (\$1,571 million) and guaranteed debt of its wholly-owned subsidiary J-Phone Co. Ltd. and J-Phone Finance Co. Ltd. amounting to £267 million (\$422 million) and £1,200 million (\$1,895 million), respectively. The guarantee in respect of notes issued by Vodafone Americas Inc. was subsequently reduced to £526 million (\$829 million) from £995 million as at April 22, 2003, when notes purchased as described in note 8 were cancelled. The guaranteed debt of J-Phone Co. Ltd of £267 million was repaid on June 18, 2003. No other indebtedness in the nature of borrowing in the Group is guaranteed.
- (4) At March 31, 2003, the Group had issued performance bonds with an aggregate value of £1,921 million (\$3,033 million) in respect of undertakings to roll out second and third generation networks by its subsidiaries and former interests in Spain, Germany and Ireland. Of this, £1,085 million (\$1,713 million) is in respect of undertakings to roll out third generation networks in Spain, including £130 million (\$205 million) relating to the Group's former interests in Xfera Moviles S.A. The Group has issued credit guarantees comprising guarantees and indemnities of bank or other facilities including those in respect of the Group's associated undertakings and investments of £72 million (\$114 million). Additionally the Group had also issued other guarantees, which principally consist of commitments to support disposed entities, of a further £31 million (\$49 million).

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On March 31, 2003, the Spanish Ministry for Science and Technology announced new guarantee requirements in respect of the Group's undertakings to roll out third generation networks in Spain. On June 16, 2003, the Spanish Ministry for Science and Technology confirmed new guarantee requirements in respect of undertakings to roll out a third generation network by the Group's subsidiary in Spain. The guarantee was reduced to £153 million (\$257 million) from £955 million (\$1,508 million). The Group's

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obligations relating to its former interest in Xfera Moviles S.A. are currently anticipated to reduce to £23 million (\$39 million) from £130 million (\$205 million).

(5) At March 31, 2003, the Group has guaranteed financial indebtedness and issued performance bonds for £125 million (\$197 million) in respect of businesses which have been sold and for which counter indemnities have been received from the purchasers.

(6) On April 10, 2003, Vodafone issued the following bonds:

250 million (\$270 million) 4.625% bonds with a maturity of January 31, 2008. This was a reopening of the existing 500 million (\$540 million) 4.625% bonds due 2008 issued on November 29, 2002, bring the total principal amount of such bonds to 750 million.

500 million (\$540 million) 5.125% bonds with a maturity of April 10, 2015.

\$500 million 5.375% bonds with a maturity of January 30, 2015. This was a reopening of the existing \$400 million 5.375% bonds due 2015 issued on December 18, 2002, bringing the total principal amount of such bonds to \$900 million.

(7) On June 4, 2003, Vodafone issued the following bonds:

750 million (\$878 million) 5.00% bonds with a maturity of June 4, 2018.

£150 million (\$245 million) 6.25% bonds with a maturity of July 10, 2008. This was a reopening of the existing £250 million (\$408 million) 6.25% bonds due 2008 issued on July 10, 2001, bringing the total principal amount of such bonds to £400 million.

(8) Following a cash tender offer in respect of notes issued by its wholly owned subsidiary Vodafone Americas Inc. and guaranteed by Vodafone, on April 17, 2003, Vodafone announced that it had purchased notes in the principal amounts of \$569,987,000 and DEM 308,360,000. The tender offer resulted in a total cash payment of \$658 million in respect of the US Dollar denominated notes and 175 million (\$191 million) in respect of the DEM denominated notes.

(9) As at March 31, 2003, the Group had cash and liquid investments of £766 million (\$1,210 million), giving total net borrowings and indebtedness of £13,839 million (\$21,852 million).

(10) Except as described above, there has been (i) no material change in the Group's share capital and (ii) no material change in the borrowings and indebtedness or contingent liabilities of the Group since March 31, 2003.

**UNDERWRITING**

We have entered into an underwriting agreement and a pricing agreement with the underwriters listed below. Subject to certain conditions, we have agreed to sell and each underwriter has severally agreed to purchase the principal amount of notes indicated opposite such underwriter's name in the following table.

Underwriter	Principal Amount of Notes
HSBC Bank plc	\$ 250,000,000
Lehman Brothers Inc.	\$ 250,000,000
Total	\$ 500,000,000

The underwriters propose to offer the notes from time to time for sale in negotiated transactions, or otherwise, at varying prices to be determined at the time of each sale. In connection with the sale of the notes, the underwriters may be deemed to have received compensation from us in the form of underwriting discounts. The underwriters may effect such transactions by selling the notes to or through dealers, and such dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters and/or purchasers of the notes for whom they may act as agents or to whom they may sell as principal.

The notes are new issues of securities with no established trading market. We have been advised by the underwriters that the underwriters intend to make a market in the notes but they are not obligated to do so and may discontinue market making at any time without notice. No assurance can be given as to the liquidity of the trading market for the notes.

Delivery of the notes will be made against payment on June 26, 2003. Trades of securities in the secondary market generally are required to settle in three business days, referred to as T+3, unless the parties to a trade agree otherwise. Accordingly, by virtue of the fact that the initial delivery of the notes will not be made on a T+3 basis, investors who wish to trade the notes before a final settlement will be required to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement.

In the ordinary course of their respective businesses the underwriters and their affiliates have engaged and may in the future engage in various banking and financial services for and commercial transactions with us and our affiliates.

We estimate that our total allocable expenses of this offering, excluding the underwriters discount, will be approximately \$200,000. The underwriters have agreed to reimburse us for certain of these expenses.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act.

Application will be made to list the notes on the New York Stock Exchange. We expect that the notes will be eligible for trading on the New York Stock Exchange within 30 days after delivery of the notes.

Each underwriter has agreed that, in connection with the distribution of the notes, directly or indirectly:

it and each of its affiliates has not offered or sold and will not offer or sell any such notes to persons in the United Kingdom prior to the expiry of the period of six months from the date of the issue of the notes except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purpose of their businesses or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995;

it has complied and will comply with all applicable provisions of the Financial Services and Markets Act 2000 (the FSMA) with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom; and

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it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue and sale of any notes in circumstances in which Section 21(1) of the FSMA does not apply to Vodafone.

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No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus supplement or the attached prospectus. You must not rely on any unauthorized information or representations. This prospectus supplement and the attached prospectus are 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 supplement and the attached prospectus is current only as of the date of this prospectus supplement.

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**\$500,000,000**

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**4.625% Notes due 2018**

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**PROSPECTUS SUPPLEMENT**

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*Joint Book-Runners*

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**Prospectus Supplement dated June 19, 2003**

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