Principal Amount: \$17,000,000
Issue Price: 98.906\% Interest Rate: $6.45 \%$ per annum

Trade Date: June 11, 1998
Original Issue Date: June 16, 1998
Net Proceeds to Issuer: \$16,686,520
Agent's Discount or Commission: \$127,500

Stated Maturity Date: June 16, 2028
Interest Payment Dates: Semi-Annually (See "Other Provisions - Interest" below).
Day Count Convention:
[ X ] 30/360 for the period from June 16, 1998 to June 16, 2028 Actual/360 for the period from to
[ ] Actual/Actual for the period from to
Redemption:
[ X ] The Notes cannot be redeemed by the Company prior to the Stated Maturity Date.
[ ] The Notes may be redeemed by the Company prior to the Stated Maturity Date.

Initial Redemption Date:
Initial Redemption Percentage: \%
Annual Redemption Percentage Reduction: __ \% until Redemption Percentage is $100 \%$ of the Principal amount.

Optional Repayment:


The Notes are being offered at a fixed initial public offering price of $98.906 \%$ of principal amount.
[ X ] Other provisions: see attached

Citicorp Securities, Inc.
Other Provisions:

Interest:
Interest on the Notes will accrue from June 16, 1998 and will be payable in U.S. dollars on the first day of June and December of each year, commencing December 1, 1998 up to and including the Stated Maturity Date (each, an "Interest Payment Date"). Interest will accrue from and including each Interest Payment Date (or from June 16, 1998, if no interest has been paid or duly provided for) to but excluding the next succeeding Interest Payment Date. In the event an Interest Payment Date falls on a day other than a Business Day, interest will be paid on the next succeeding Business Day and no interest on such payment shall accrue for the period from and after such Interest Payment Date to such next succeeding Business Day.

```
Use of Proceeds:
```

The net proceeds from the sale of the Notes will be used by the Company to retire commercial paper which was issued by the Company for general corporate purposes and working capital. As of June 12, 1998, the Company's outstanding commercial paper had a weighted average interest rate of $5.5 \%$ with maturities ranging from 1 to 155 days.

