

STATE STREET CORP

Form 424B2

April 26, 2007

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
5.375% Fixed Rate Notes due April 30, 2017	450,000	\$ 1,000.00	\$450,000,000	\$13,815.00
Floating Rate Notes due April 30, 2012	250,000	\$ 1,000.00	\$ 250,000,000	\$ 7,675.00

(1) Calculated in accordance with Rule 457(r) of the Securities Act.

PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED MARCH 21, 2006

State Street Corporation**\$700,000,000****\$450,000,000 5.375% Fixed Rate Notes Due April 30, 2017****\$250,000,000 Floating Rate Notes Due April 30, 2012**

We will pay interest on the fixed rate notes due April 30, 2017, which we refer to as the fixed rate notes, at a rate of 5.375% per annum, and will pay such interest semi-annually in arrears on April 30 and October 30 each year, commencing October 30, 2007, and at maturity. We will pay interest on the floating rate notes due April 30, 2012, which we refer to as the floating rate notes, at a rate equal to the then applicable U.S. dollar three-month LIBOR rate plus 0.10% per annum. We will pay interest on the floating rate notes quarterly in arrears on January 30, April 30, July 30, and October 30, commencing July 30, 2007, and at maturity. We refer to the fixed rate notes and the floating rate notes collectively as the notes. We may not redeem the notes prior to their maturity. There is no sinking fund for the notes. The notes will be issued only in minimum denominations of \$1,000 and integral multiples of \$1,000 in excess thereof. Each owner of a beneficial interest in a note will be required to hold such beneficial interest in a minimum principal amount of \$1,000.

The notes are our unsecured debt obligations. The notes are not deposits or other obligations of a depository institution and are not insured by the Federal Deposit Insurance Corporation, the Bank Insurance Fund or any other governmental agency. We do not intend to apply for listing of the notes on the New York Stock Exchange or any other securities exchange.

	Price to Public(1)	Underwriting Discount	Proceeds to State Street(1)
Per Fixed Rate Note	99.946%	0.65%	99.296%
Per Floating Rate Note	100.0%	0.50%	99.50%
Total	\$ 699,757,000	\$ 4,175,000	\$ 695,582,000

(1) Plus accrued interest, if any, from April 30, 2007.

Delivery of the notes will be made in book-entry form only through the facilities of The Depository Trust Company and its direct and indirect participants, including Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme, on or about April 30, 2007, against payment therefor in immediately available funds.

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 accompanying prospectus. Any representation to the contrary is a criminal offense.

Sole Book-Running Manager

LEHMAN BROTHERS

MORGAN STANLEY

SIEBERT CAPITAL MARKETS

THE WILLIAMS CAPITAL GROUP, L.P.

The date of this prospectus supplement is April 25, 2007.

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You should read this prospectus supplement along with the accompanying prospectus carefully before you invest. Both documents contain important information you should consider when making your investment decision. This prospectus supplement contains information about the notes and the accompanying prospectus contains information about our securities generally, some of which does not apply to the notes. This prospectus supplement may add, update or change information in the accompanying prospectus. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document incorporated by reference in the accompanying prospectus, on the other hand, the information contained in this prospectus supplement shall control.

In this prospectus supplement, State Street, we, our, ours and us refer to State Street Corporation, and not State Street Corporation together with any of its subsidiaries, unless the context otherwise requires.

You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. We are not, and the underwriters are not, making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus is accurate as of any date other than the respective date of the document in which the information is contained. Our business, financial condition, results of operations and prospects may have changed since those dates.

STATE STREET CORPORATION

We are a financial holding company organized under the laws of the Commonwealth of Massachusetts and a leading provider of services to institutional investors worldwide. We were organized in 1970 and conduct our business primarily through our principal bank subsidiary, State Street Bank and Trust Company, which traces its beginnings to the founding of Union Bank in 1792. The charter under which State Street Bank and Trust Company now operates was authorized by a special act of the Massachusetts Legislature in 1891, and its present name was adopted in 1960. We are also a bank holding company. Our executive offices are located at One Lincoln Street, Boston, Massachusetts 02111 and our telephone number is (617) 786-3000.

USE OF PROCEEDS

We estimate that we will receive net proceeds (after payment of underwriting commissions and expenses) of approximately \$694.7 million from the sale of the notes. We intend to use these net proceeds for general corporate purposes, including, without limitation, investments in our various businesses, repurchases of our common stock and other uses.

CONSOLIDATED RATIOS OF EARNINGS TO FIXED CHARGES

Our consolidated ratios of earnings to fixed charges were as follows for the five most recent fiscal years:

	Year Ended December 31,				
	2006	2005	2004	2003	2002
Ratio of earnings to fixed charges	1.55x	1.70x	2.24x	2.41x	2.48x

Under the regulations of the Securities and Exchange Commission and for the purposes of calculating these ratios, earnings consist primarily of income from continuing operations before income taxes and fixed charges. Fixed charges consist of interest on indebtedness, including deposits, amortization of debt issuance costs and the interest component of rental expense.

DESCRIPTION OF THE NOTES

This description of the terms of the notes adds information to the description of the general terms and provisions of the debt securities in the accompanying prospectus. If this summary differs in any way from the summary in the accompanying prospectus, you should rely on the description of notes in this prospectus supplement.

General

The fixed rate notes will initially be limited to a total principal amount of \$450,000,000 and the floating rate notes will initially be limited to a total principal amount of \$250,000,000. The notes will be our unsecured senior obligations. The fixed rate notes will mature on April 30, 2017 and the floating rate notes will mature on April 30, 2012. As April 30, 2017 is not a business day, the fixed rate notes will mature on May 1, 2017, the next business day. We may not redeem the notes prior to their maturity. There is no sinking fund for the notes. The notes will not be listed on any securities exchange.

We may, without the consent of the holders of the notes, issue additional fixed rate notes or floating rate notes having the same ranking and the same interest rate, maturity date and other terms (except for the price to public and issue date) as the notes offered by this prospectus supplement. Any such additional notes, together with the fixed rate notes or floating rate notes offered by this prospectus supplement, as the case may be, will constitute a single series of senior debt securities under the indenture. No additional notes may be issued if an event of default under the indenture has occurred and is continuing with respect

to the same series of notes. Neither the fixed rate notes nor the floating rate notes will restrict our ability to issue other series of senior or subordinated indebtedness.

We will not pay any additional amounts on the notes to compensate any beneficial owner for any United States tax withheld from payments of principal or interest on the notes.

The notes are subject to defeasance in the manner described under the heading *Description of Debt Securities Defeasance* in the accompanying prospectus.

Fixed Rate Notes

The fixed rate notes will bear interest from April 30, 2007 or from the most recent fixed rate interest payment date (as defined below) on which we paid or provided for interest on the fixed rate notes, at the rate of 5.375% per annum. We will pay interest on each fixed rate note semi-annually in arrears on April 30 and October 30 of each year. We will refer to each of these dates as a *fixed rate interest payment date*. The first fixed rate interest payment date will be October 30, 2007. We will pay interest on a fixed rate note to the person in whose name that note was registered at the close of business on the fifteenth calendar day, whether or not a business day, prior to the applicable fixed rate interest payment date. Interest on the fixed rate notes will be paid on the basis of a 360-day year comprised of twelve 30-day months. In the event that a fixed rate interest payment date is not a business day, we will pay interest on the next day that is a business day, with the same force and effect as if made on the fixed rate interest payment date, and without any interest or other payment with respect to the delay. If the date of maturity for the fixed rate notes is not a business day, payment of principal and interest on the fixed rate notes will be made on the following day that is a business day and no interest will accrue for the period from and after such date of maturity. For purposes of the fixed rate notes, *business day* means any day other than a Saturday, Sunday or other day on which banking institutions in New York, New York and Boston, Massachusetts are authorized or required by law or executive order to remain closed.

Floating Rate Notes

The floating rate notes will bear interest from April 30, 2007 or from the most recent three-month LIBOR interest payment date (as defined below) on which we have paid or provided for interest on the floating rate notes. The interest rate per annum for the floating rate notes will be reset quarterly on the first day of each three-month LIBOR interest period (as defined below) and will be equal to three-month LIBOR (as defined below) plus 0.10%, as determined by the calculation agent. U.S. Bank National Association will initially act as calculation agent. The amount of interest for each day the floating rate notes are outstanding, which we refer to as the *daily interest amount*, will be calculated by dividing the interest rate in effect for that day by 360 and multiplying the result by the principal amount of the floating rate notes. The amount of interest to be paid on the floating rate notes for each three-month LIBOR interest period will be calculated by adding the daily interest amounts for each day in the three-month LIBOR interest period.

We will pay interest on the floating rate notes quarterly in arrears on January 30, April 30, July 30, and October 30 of each year, and at maturity. Each of these dates on which we will pay interest is referred to as a *three-month LIBOR interest payment date*. The first three-month LIBOR interest payment date will be July 30, 2007. If any three-month LIBOR interest payment date would fall on a day that is not a business day, other than the three-month LIBOR interest payment date that is also the date of maturity for the applicable floating rate notes, that three-month LIBOR interest payment date will be postponed to the following day that is a business day, except that if such next business day is in a different month, then that three-month LIBOR interest payment date will be the immediately preceding day that is a business day. If the date of maturity for the applicable floating rate notes is not a business day, payment of principal and interest on the applicable floating rate notes will be made on the following day that is a business day and

no interest will accrue for the period from and after such date of maturity. Interest on floating rate notes will be paid to the person in whose name such note was registered at the close of business on the fifteenth calendar day, whether or not a business day, prior to the applicable three-month LIBOR interest payment date. For purposes of the floating rate notes, business day means any London business day other than any Saturday, Sunday or other day on which banking institutions in New York, New York and Boston, Massachusetts are authorized or required by law or executive order to remain closed. A London business day is any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market.

Except as described below for the first three-month LIBOR interest period, on each three-month LIBOR interest payment date, we will pay interest for the period commencing on and including the immediately preceding three-month LIBOR interest payment date and ending on and including the next day preceding that three-month LIBOR interest payment date. We will refer to this period as a three-month LIBOR interest period. The first three-month LIBOR interest period will begin on and include April 30, 2007 and will end on and include July 29, 2007.

- three-month LIBOR means, with respect to any three-month LIBOR interest period, the rate (expressed as a percentage per annum) for deposits in U.S. dollars for a three-month period commencing on the first day of that three-month LIBOR interest period that appears on the Reuters Screen LIBOR01 Page as of 11:00 a.m. (London time) on the LIBOR determination date for that three-month LIBOR interest period. If such rate does not appear on Reuters Screen LIBOR01 Page, three-month LIBOR will be determined on the basis of the rates at which deposits in U.S. dollars for a three-month period commencing on the first day of that three-month LIBOR interest period and in a principal amount of not less than \$1,000,000 are offered to prime banks in the London interbank market by four major banks in the London interbank market selected by the calculation agent (after consultation with State Street), at approximately 11:00 a.m., London time, on the LIBOR determination date for that three-month LIBOR interest period. The calculation agent will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, three-month LIBOR with respect to that three-month LIBOR interest period will be the arithmetic mean (rounded upward if necessary to the nearest whole multiple of 0.00001%) of such quotations. If fewer than two quotations are provided, three-month LIBOR with respect to that three-month LIBOR interest period will be the arithmetic mean (rounded upward if necessary to the nearest whole multiple of 0.00001%) of the rates quoted by three major banks in New York City selected by the calculation agent, at approximately 11:00 a.m., New York City time, on the first day of that three-month LIBOR interest period, as applicable, for loans in U.S. dollars to leading European banks for a three-month period commencing on the first day of that three-month LIBOR interest period and in a principal amount of not less than \$1,000,000. However, if fewer than three banks selected by the calculation agent to provide quotations are quoting as described above, three-month LIBOR for that three-month LIBOR interest period, as applicable, will be the same as three-month LIBOR as determined for the previous three-month LIBOR interest period. The establishment of three-month LIBOR for each three-month LIBOR interest period by the calculation agent shall (in the absence of manifest error) be final and binding.

- Calculation agent means U.S. Bank National Association, or any other firm appointed by State Street, acting as calculation agent.

- LIBOR determination date means the second London banking day immediately preceding the first day of the three-month LIBOR interest period.

- **Reuters Screen LIBOR01 Page** means the display designated on the Reuters Screen LIBOR01 Page (or such other page as may replace Reuters Screen LIBOR01 Page on the service or such other service as may be nominated by the British Bankers' Association for the purpose of displaying London interbank offered rates for U.S. Dollar deposits).

All percentages resulting from any of the above calculations will be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with five one-millionths of a percentage point rounded upwards (e.g., 9.876545% (or .09876545) being rounded to 9.87655% (or .0987655)) and all dollar amounts used in or resulting from such calculations will be rounded to the nearest cent (with one-half cent being rounded upwards).

The interest rate on the notes will in no event be higher than the maximum rate permitted by New York law as the same may be modified by United States law of general application. Under present New York law, the maximum rate of interest is 25% per annum on a simple interest basis. This limit may not apply to notes in which \$2,500,000 or more has been invested.

The calculation agent will, upon the request of the holder of any note, provide the interest rate then in effect. All calculations of the calculation agent, in the absence of manifest error, shall be conclusive for all purposes and binding on us and holders of the notes. We may appoint a successor calculation agent with the written consent of the paying agent, which consent shall not be unreasonably withheld.

Book-Entry, Delivery and Form

The Depository Trust Company, or **DTC**, will act as securities depository for the notes. The notes will be issued only as fully registered securities registered in the name of Cede & Co., **DTC's** nominee, or such other nominee as selected by **DTC**. One or more fully registered global notes certificates, which we refer to herein as **global certificates**, representing the total aggregate number of either the fixed rate notes or the floating rate notes, will be issued and will be deposited with **DTC**.

The laws of some jurisdictions require that certain purchasers of securities take physical delivery of securities in definitive form. Such laws may impair the ability to transfer beneficial interests in the global notes as represented by a global certificate.

DTC is a limited-purpose trust company organized under the New York Banking Law, a **banking organization** within the meaning of the New York Banking Law, a member of the Federal Reserve System, a **clearing corporation** within the meaning of the New York Uniform Commercial Code and a **clearing agency** registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. **DTC** holds securities that its participants deposit with **DTC**. **DTC** also facilitates the settlement among participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in participants' accounts, thereby eliminating the need for physical movement of securities certificates. Direct participants in **DTC** include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. **DTC** is owned by a number of its direct participants and by the New York Stock Exchange, the American Stock Exchange, Inc. and the National Association of Securities Dealers, Inc. Access to the **DTC** system is also available to others, such as securities brokers and dealers, banks and trust companies that clear transactions through or maintain a direct or indirect custodial relationship with a direct participant either directly or indirectly, which are referred to as indirect participants. The rules applicable to **DTC** and its participants are on file with the Securities and Exchange Commission.

Purchases of notes within the **DTC** system must be made by or through direct participants, which will receive a credit for the notes on **DTC's** records. The ownership interest of each actual purchaser of each note, or beneficial owner is in turn to be recorded on the direct participants' and indirect participants' records, including Euroclear Bank S.A./N.V. (**Euroclear**) and Clearstream Banking, société anonyme

(Clearstream). Beneficial owners will not receive written confirmation from DTC of their purchases, but beneficial owners are expected to receive written confirmations providing details of the transactions, as well as periodic statements of their holdings, from the direct or indirect participants through which the beneficial owners purchased notes. Transfers of ownership interests in the notes are to be accomplished by entries made on the books of participants acting on behalf of beneficial owners. Beneficial owners will not receive certificates representing their ownership interests in the notes, except in the event that use of the book-entry system for the notes is discontinued. Transfers between participants will be effected in accordance with DTC's procedures and will be settled in same-day funds. Transfers between participants in Euroclear and Clearstream will be effected in the ordinary way in accordance with their respective rules and operating procedures.

Cross-market transfers between participants, on the one hand, and Euroclear participants or Clearstream participants, on the other hand, will be effected in DTC in accordance with DTC's rules on behalf of Euroclear or Clearstream, as the case may be, by its respective depository; however, such cross-market transactions will require delivery of instructions to Euroclear or Clearstream, as the case may be, by the counterparty in such system in accordance with the rules and procedures and within the established deadlines (Brussels time) of such system. Euroclear or Clearstream, as the case may be, will, if the transaction meets its settlement requirements, deliver instructions to its respective depository to take action to effect final settlement on its behalf by delivering or receiving interests in the notes in DTC, and making or receiving payment in accordance with normal procedures for same-day funds settlement applicable to DTC. Euroclear participants and Clearstream participants may not deliver instructions directly to the depositories for Euroclear or Clearstream.

Because of time zone differences, the securities account of a Euroclear or Clearstream participant purchasing an interest in a note from a participant in DTC will be credited, and any such crediting will be reported to the relevant Euroclear participant or Clearstream participant, during the securities settlement processing day, which must be a business day for Euroclear and Clearstream, as the case may be, immediately following the DTC settlement date. Cash received in Euroclear or Clearstream as a result of sales of interests in a note by or through a Euroclear or Clearstream participant to a direct participant in DTC will be received with value on the DTC settlement date, but will be available in the relevant Euroclear or Clearstream cash account only as of the business day for Euroclear or Clearstream following the DTC settlement date.

DTC has no knowledge of the actual beneficial owners of the notes. DTC's records reflect only the identity of the direct participants to whose accounts such notes are credited, which may or may not be the beneficial owners. The participants will remain responsible for keeping account of their holdings on behalf of their customers.

So long as DTC, or its nominee, is the registered owner or holder of a global certificate, DTC or such nominee, as the case may be, will be considered the sole owner or holder of the notes represented thereby for all purposes under the notes. No beneficial owner of an interest in a global certificate will be able to transfer that interest except in accordance with DTC's applicable procedures.

DTC has advised us that it will take any action permitted to be taken by a holder of notes (including the presentation of notes for exchange as described below) only at the direction of one or more direct participants to whose account the DTC interests in the global certificates are credited and only in respect of such portion of the aggregate liquidation amount of notes as to which such direct participant or direct participants has or have given such direction. However, if there is an event of default under the notes, DTC will exchange the applicable global certificates for certificated securities, which it will distribute to its direct participants.

Conveyance of notices and other communications by DTC to direct participants, by direct participants to indirect participants, and by direct participants and indirect participants to beneficial owners will be

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governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices in respect of the notes held in book-entry form will be sent to Cede & Co. as the registered holder of the notes. If less than all of the notes of a series are being redeemed, DTC's current practice is to determine by lot the amount of the interest of each direct participant to be redeemed.

Although voting with respect to the notes is limited, in those cases where a vote is required, neither DTC nor Cede & Co. will itself consent or vote with respect to the notes. Under its usual procedures, DTC would mail an omnibus proxy to the relevant trustee as soon as possible after the record date. The omnibus proxy assigns Cede & Co.'s consenting or voting rights to those direct participants to whose accounts the notes are credited on the record date (identified in a listing attached to the omnibus proxy).

Distributions on the notes held in book-entry form will be made by the relevant trustee to DTC in immediately available funds. DTC's practice is to credit direct participants' accounts on the relevant payment date in accordance with their respective holdings shown on DTC's records unless DTC has reason to believe that it will not receive payments on such payment date. Payments by the participants to beneficial owners will be governed by standing instructions and customary practices and will be the responsibility of such participants and not of us or DTC, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of distributions to DTC is our responsibility, disbursement of such payments to participants is the responsibility of DTC, and disbursement of such payments to the beneficial owners is the responsibility of the direct and indirect participants.

Except as provided in this prospectus supplement, a beneficial owner of an interest in a global certificate will not be entitled to receive physical delivery of notes. Accordingly, each beneficial owner must rely on the procedures of DTC to exercise any rights under the notes.

Although DTC has agreed to the foregoing procedures in order to facilitate transfers of interests in the global certificates among participants of DTC, it is under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued at any time. Neither State Street nor our subsidiaries will have any responsibility for the performance by DTC or its participants or indirect participants under the rules and procedures governing DTC. DTC may discontinue providing its services as securities depository with respect to a series of notes at any time by giving notice to us. Under such circumstances, in the event that a successor securities depository is not obtained, note certificates are required to be printed and delivered, and we will appoint a paying agent with respect to the applicable notes.

The information in this section concerning DTC and DTC's book entry system has been obtained from sources believed to be reliable by us, but we do not take responsibility for the accuracy thereof.

Trustee, Paying Agent, Authenticating Agent and Registrar

U.S. Bank National Association will act as trustee for the notes, which will be issued under an indenture dated as of August 2, 1993, as amended or supplemented from time to time, between us and the trustee. The indenture is a senior indenture as described in the accompanying prospectus. You should read the accompanying prospectus for a general discussion of the terms and provisions of the indenture.

Notices

Any notices required to be given to the holders of the notes will be given to DTC.

Governing Law

The indenture and the notes are governed by and will be construed in accordance with New York law.

CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following discussion summarizes certain of the U.S. federal income tax consequences of the purchase, ownership and disposition of notes. This summary:

- is based on the Internal Revenue Code of 1986, as amended (the Code), U.S. Treasury regulations issued under the Code, judicial decisions and administrative pronouncements, all of which are subject to different interpretation or to change. Any such change may be applied retroactively and may adversely affect the federal income tax consequences described in this prospectus supplement;
- addresses only tax consequences to investors that purchase the notes upon their original issuance for cash at their initial offering price, and hold the notes as capital assets within the meaning of Section 1221 of the Code (that is, for investment purposes);
- does not discuss all of the tax consequences that may be relevant to particular investors in light of their particular circumstances (such as the application of the alternative minimum tax);
- does not discuss all of the tax consequences that may be relevant to investors that are subject to special treatment under the U.S. federal income tax laws (such as insurance companies, financial institutions, tax-exempt organizations, retirement plans, regulated investment companies, dealers in securities or currencies, holders whose functional currency for tax purposes is not the U.S. dollar, persons holding the notes as part of a hedge, straddle, constructive sale, conversion or other integrated transaction, former U.S. citizens or long-term residents subject to taxation as expatriates under Section 877 of the Code, or traders in securities that have elected to use a mark-to-market method of accounting for their securities holdings);
- does not discuss the effect of other U.S. federal tax laws (such as estate and gift tax laws) except to the limited