BEAR STEARNS COMPANIES INC
Form 424B2
January 29, 2007

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Medium-Term Notes, Series B	$6,250,000	$668.75

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended. The filing fee of $668.75 is being paid in connection with the registration of these Medium-Term Notes, Series B.

Filed pursuant to Rule 424(b)(2)
Registration No. 333-136666
PRICING SUPPLEMENT
(To Prospectus Dated August 16, 2006 and
Prospectus Supplement Dated August 16, 2006)

The Bear Stearns Companies Inc.

$6,250,000 Principal Protected Notes, Linked to the Strengthening of the Brazilian Real, Russian Ruble, Indian Rupee and Chinese Yuan Exchange Rates against the U.S. Dollar, Due January 29, 2009

· The Notes are 100% principal protected if held to maturity and are linked to an equally weighted basket (the "Basket") consisting of the currency exchange rates between: (1) the U.S. Dollar and the Brazilian Real (the "BRL Exchange Rate"); (2) the U.S. Dollar and the Russian Ruble (the "RUB Exchange Rate"); (3) the U.S. Dollar and the Indian Rupee (the "INR Exchange Rate"); and (4) the U.S. Dollar and the Chinese Yuan (the "CNY Exchange Rate" and, together with the BRL Exchange Rate, the RUB Exchange Rate and the INR Exchange Rate, each a "Component" and collectively the "Components"), each expressed as the number of units of the Brazilian Real, Russian Ruble, Indian Rupee or Chinese Yuan (each a "Reference Currency" and collectively the "Reference Currencies"), as applicable, per U.S. Dollar. When we refer to Notes in this pricing supplement, we mean Notes with a principal amount of $1,000. On the Maturity Date, you will receive the Cash Settlement Value, an amount in cash that is based on the Basket Performance.

· If, at maturity, the Basket Performance is greater than or equal to 0%, the Cash Settlement Value per note will equal $1,000 plus the greater of: (a) $1,000 multiplied by 14.50% and (b) $1,000 multiplied by the Basket Performance.

· The Basket Performance is equal to the sum of the Component Performances divided by 4. The "Component Performance" with respect to each Component, is the percentage resulting from the quotient of (a) the Initial Fixing Level minus the Final Fixing Level, divided by (b) the Initial Fixing Level. For the avoidance of doubt, the Basket Performance is *greater* when the Exchange Rates, on average, *decline*, as declining Exchange Rates mean that fewer units of the respective Reference Currency are required to purchase one U.S. Dollar.

· If, at maturity, the Basket Performance is less than 0%, the Cash Settlement Value will equal $1,000.

Because the Notes are 100% principal protected if held to maturity, in no event will the Cash Settlement Value be less than $1,000 per Note.

· The CUSIP number for the Notes is 073928S87.

· The Notes will not be listed on any U.S. securities exchange or quotation system.

INVESTMENT IN THE NOTES INVOLVES CERTAIN RISKS. THERE MAY NOT BE A SECONDARY MARKET IN THE NOTES, AND IF THERE WERE TO BE A SECONDARY MARKET, IT MAY NOT BE LIQUID. YOU SHOULD REFER TO "RISK FACTORS" BEGINNING ON PAGE PS-10.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Notes or determined that this pricing supplement, or the accompanying prospectus supplement and prospectus, is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Note		Total
Initial public offering price	100.00%‡	$	6,250,000
Agent's discount	1.50%	$	93,750
Proceeds, before expenses, to us	98.50%	$	6,156,250

‡Any additional reissuances will be offered at a price to be determined at the time of pricing of each offering of Notes, which will be a function of the prevailing market conditions and the Components at the time of the relevant sale.

We may grant the agents a 13-day option from the date of the final pricing supplement, to purchase from us up to an additional $937,500 of Notes at the public offering price, less the agent's discount, to cover any over-allotments.

We expect that the Notes will be ready for delivery in book-entry form only through the book-entry facilities of The Depository Trust Company in New York, New York, on or about the Settlement Date, against payment in immediately available funds. The distribution of the Notes will conform to the requirements set forth in Rule 2720 of the National Association of Securities Dealers, Inc. Conduct Rules.

Bear, Stearns & Co. Inc.
January 29, 2007

SUMMARY

This summary highlights selected information from the accompanying prospectus and prospectus supplement and this pricing supplement to help you understand the Note. You should carefully read this entire pricing supplement and the accompanying prospectus supplement and prospectus to fully understand the terms of the Notes, as well as the principal tax and other considerations that are important to you in making a decision about whether to invest in the Notes. You should carefully review the section "Risk Factors" in this pricing supplement and "Risk Factors" in the accompanying prospectus supplement, which highlight a number of significant risks, to determine whether an investment in the Notes is appropriate for you. All of the information set forth below is qualified in its entirety by the more detailed explanation set forth elsewhere in this pricing supplement and the accompanying prospectus supplement and prospectus. If information in this pricing supplement is inconsistent with the prospectus or prospectus supplement, this pricing supplement will supersede those documents. In this pricing supplement, the terms "Company," "we," "us" and "our" refer only to The Bear Stearns Companies Inc., excluding its consolidated subsidiaries.

The Bear Stearns Companies Inc. Medium-Term Notes, Series B, Principal Protected Notes, Linked to the Strengthening of the Brazilian Real, Russian Ruble, Indian Rupee and Chinese Yuan Exchange Rates against the U.S. Dollar, Due January 29, 2009 (the "Notes") are Notes whose return is tied or "linked" to an equally weighted basket (the "Basket") comprised of the currency exchange rates between: (i) the U.S. Dollar and the Brazilian Real (the "BRL Exchange Rate"); (ii) the U.S. Dollar and the Russian Ruble (the "RUB Exchange Rate"); (iii) the U.S. Dollar and the Indian Rupee (the "INR Exchange Rate"); and (iv) the U.S. Dollar and the Chinese Yuan (the "CNY Exchange Rate" and, together with the BRL Exchange Rate, the RUB Exchange Rate and the INR Exchange Rate, each a "Component" and collectively the "Components"), each expressed as the number of units of the Brazilian Real, Russian Ruble, Indian Rupee or Chinese Yuan (each a "Reference Currency" and collectively the "Reference Currencies"), as applicable, per U.S. Dollar. When we refer to Notes in this pricing supplement, we mean Notes with a principal amount of $1,000. The Notes are principal protected if held to maturity.

On the Maturity Date, you will receive the Cash Settlement Value, an amount in cash that is based on the Basket Performance. The Basket Performance is equal to the sum of the Component Performances divided by 4. The "Component Performance" with respect to each Component, is the percentage resulting from the quotient of: (i) the Initial Fixing Level minus the Final Fixing Level, divided by (ii) the Initial Fixing Level. If, on the Calculation Date, the Basket Performance is greater than or equal to 0%, then the Cash Settlement Value per note will equal $1,000 plus the greater of: (a) $1,000 multiplied by 14.50% and (b) $1,000 multiplied by the Basket Performance. If, at maturity, the Basket Performance is less than 0%, the Cash Settlement Value will equal $1,000. We will not pay any interest during the term of the Notes.

Selected Investment Considerations

- Full principal protection—If the Basket Performance is less than 0%, in all cases the Cash Settlement Value per Note will be $1,000. Because the Notes are 100% principal protected, in no event will the Cash Settlement Value be less than $1,000 per Note. However, the Basket Performance must be greater than or equal to 0% to earn any positive return.

- Notes bullish on the Reference Currencies / bearish on the U.S. Dollar—The Notes may be an attractive investment for investors who have a bullish view, on average, of the Reference Currencies relative to the U.S. Dollar (or equivalently, a bearish view, on average, of the U.S. Dollar relative to the Reference Currencies). If the Basket Performance is greater than or equal to 0%, you will receive a minimum return of 14.50%, and if the Basket Performance is greater than or equal to 14.50%, the Notes will allow you to participate in 100% of the Basket

Performance. Basket Performance will only be positive if, on average, the value of the U.S. Dollar depreciates relative to the Reference Currencies. If, on average, the U.S. Dollar appreciates in value relative to the Reference Currencies over the term of the Notes, the payment at maturity, and therefore the market value of the Notes, will be adversely affected.

- No current income—We will not pay any interest on the Notes. The yield on the Notes may be less than the overall return you would earn if you purchased a conventional debt security at the same time and with the same maturity. Because the Cash Settlement Value depends upon the Basket Performance, the effective yield to maturity on the Notes is not known and may not be enough to compensate you for any opportunity cost implied by inflation and other factors relating to the time value of money.

- Diversification— The Basket represents the relationship between each of the Reference Currencies and the U.S. Dollar, and the Notes may appreciate if the Basket Performance increases (i.e., if, on average, the value of the Reference Currencies have appreciated against the U.S. Dollar). Therefore, the Notes may allow you to diversify an existing portfolio or investment.
- Low minimum investment—The minimum purchase is $1,000, with increments of $1,000 thereafter.

Selected Risk Considerations

- Possible loss of value in the secondary market—Your principal investment in the Notes is 100% protected only if you hold your Notes to maturity. If you sell your Notes prior to the Maturity Date, you may receive less, and possibly significantly less, than the amount you originally invested.
- Volatility of the Components—The Components are volatile and are affected by numerous factors specific to each country represented by a Reference Currency. The value of each Reference Currency relative to the U.S. Dollar, which is primarily affected by the supply and demand for the respective Reference Currency and the U.S. Dollar, may be affected by political, economic, financial, legal, accounting and tax matters specific to the country in which the Reference Currency is the official currency.
- No interest, dividend or other payments—During the term of the Notes, you will not receive any periodic interest or other distributions and such payments will not be included in the calculation of the cash payment you will receive at maturity.
- The Notes will not be listed on any securities exchange or quotation system—You should be aware that we cannot ensure that a secondary market in the Notes will develop; and, if such market does develop, it may not be liquid. Our subsidiary, Bear, Stearns & Co. Inc. (“Bear Stearns”) has advised us that it intends, under ordinary market conditions, to indicate prices for the Notes upon request. However, we cannot guarantee that bids for outstanding Notes will be made in the future; nor can we predict the price at which any such bids will be made. In any event, any such market-making activities will cease as of the close of business on the Maturity Date.
- The Components may not move in tandem—At a time when the value of one or more of the Reference Currencies increases, the value of one or more of the other Reference Currencies may decline. Therefore, in calculating the Basket Performance, increases in the value of one or more of the Reference Currencies against the U.S. Dollar may be moderated, or wholly offset, by lesser increases or declines in the value of one or more of the other Reference Currencies against the U.S. Dollar.
- We intend to treat the Notes as contingent payment debt instruments that are not subject to the special rules for nonfunctional currency contingent payment debt instruments. We intend to treat the Notes as contingent payment debt instruments that are subject to taxation as described under the heading “Certain U.S. Federal Income Tax Considerations—U.S. Federal Income Tax Treatment of the Notes as Indebtedness for U.S. Federal Income Tax Purposes—Contingent Payment Debt Instruments” in the accompanying prospectus supplement.

KEY TERMS

Issuer: The Bear Stearns Companies Inc.

Face Amount: The Notes will be denominated in U.S. Dollars. Each Note will be issued in minimum denominations of $1,000, with amounts in excess thereof in integral multiples of $1,000. When we refer to Notes in this pricing supplement, we mean Notes with a principal amount of $1,000.

Further Issuances: Under certain limited circumstances, and at our sole discretion, we may offer further issuances of the Notes. These further issuances, if any, will be consolidated to form a single series with the Notes and will have the same CUSIP number and will trade interchangeably with the Notes immediately upon settlement.

Basket: The Basket is comprised of the currency exchange rates between: (1) the U.S. Dollar and the Brazilian Real (the “BRL Exchange Rate”); (2) the U.S. Dollar and the Russian Ruble (the “RUB Exchange Rate”); (3) the U.S. Dollar and the Indian Rupee (the “INR Exchange Rate”); and (4) the U.S. Dollar and the Chinese Yuan (the “CNY Exchange Rate” and, together with the BRL Exchange Rate, the RUB Exchange Rate and the INR Exchange Rate, each a “Component” and collectively the “Components”), each expressed as the number of units of the Brazilian Real, Russian Ruble, Indian Rupee or Chinese Yuan (each a “Reference Currency”), as applicable, per U.S. Dollar. The weighting of each Component is fixed at 25% and will not change, unless any Component is modified during the term of the Notes.

Basket Performance: Will be expressed as a percentage and determined by the Calculation Agent as follows:

For the avoidance of doubt, the Basket Performance is *greater* when the Exchange Rates, on average, *decline*, as declining Exchange Rates mean that fewer units of the respective Reference Currency are required to purchase one U.S. Dollar.

Initial Fixing Level: 2.1281 with respect to the BRL Exchange Rate (“BRL Initial”); 26.5023 with respect to the RUB Exchange Rate (“RUB Initial”); 44.24 with respect to the INR Exchange Rate (“INR Initial”); and 7.7735 with respect to the CNY Exchange Rate(“CNY Initial”) which, in each case, represents the Currency Exchange Rate of such Component on the Pricing Date.

Final Fixing Level: With respect to each Component, the Currency Exchange Rate on the Final Fixing Date (referred to as “BRL Final”, “RUB Final”, “INR Final” and “CNY Final”, as applicable).

Currency Exchange Rate: With respect to each Component, the number of units of the applicable Reference Currency which can be exchanged for one U.S. Dollar, as stated on the Fixing Page.

If no fixing is published on any day, including the Final Fixing Date, each relevant fixing level shall be determined by the Calculation Agent.

Fixing Page: With respect to the BRL Exchange Rate, the PTAX offered side exchange rate published on Reuters page BRFR; with respect to the RUB Exchange Rate, the spot exchange rate published on Reuters page RUBMCMEEMTA=; with respect to the INR Exchange Rate, the spot exchange rate published on Reuters page RBIB; and with respect to the CNY Exchange Rate, the spot exchange rate published on Reuters page SAEC.

Final Fixing Date: January 27, 2009, subject to adjustment as described herein.

Pricing Date: January 25, 2007

Settlement Date: January 29, 2007

Maturity Date: Two Business Days following the Final Fixing Date.

Cash Settlement Value: At maturity, we will pay you an amount in cash per Note, in U.S. Dollars, that is based upon the Basket Performance.

If, at maturity, the Basket Performance is greater than or equal to 0% (i.e., on average, the value of the Reference Currencies have appreciated against the U.S. Dollar), the payment per Note will equal $1,000, plus the greater of: (a) $1,000 multiplied by 14.50% and (b) $1,000 multiplied by the Basket Performance.

The Notes are 100% principal protected if held to maturity. Therefore, if the Basket Performance is less than 0% (i.e., on average, the value of the U.S. Dollar has appreciated against the Reference Currencies), in all cases the payment at maturity per Note will equal $1,000.

Interest: The Notes will not bear interest.

Business Day: Any day that is not a Saturday or Sunday, and in New York, New York and London, England is not a day on which banking institutions generally are authorized or required by law or executive order to close.

Component Business Day: With respect to any Component, any day that is not a Saturday or Sunday, and in (i) New York, New York, (ii) London, England, and (iii) the Local Jurisdiction is not a day on which banking institutions generally are authorized or required by law or executive order to close.

Local Jurisdiction: With respect to the BRL Exchange Rate: São Paulo, Brazil; with respect to the RUB Exchange Rate: Moscow, Russia; with respect to the INR Exchange Rate: Mumbai, India; and with respect to the CNY Exchange Rate: Beijing, China.

Exchange Listing: The Notes will not be listed on any securities exchange or quotation system.

Calculation Agent:

Bear, Stearns & Co. Inc. All determinations made by the Calculation Agent will be at the sole discretion of the Calculation Agent and will be conclusive for all purposes and binding on us and the beneficial owners of the Notes, absent manifest error and provided that the Calculation Agent shall be required to act in good faith in making any determination.

Offers and sales of the Notes are subject to restrictions in certain jurisdictions. The distribution of this pricing supplement and the accompanying prospectus supplement and prospectus and the offer or sale of the Notes in certain other jurisdictions may be restricted by law. Persons who come into possession of this pricing supplement, and the accompanying prospectus supplement and prospectus or any Notes must inform themselves about and observe any applicable restrictions on the distribution of this pricing supplement, the accompanying prospectus supplement and prospectus and the offer and sale of the Notes.

QUESTIONS AND ANSWERS

What are the Notes?

The Notes are a series of our senior debt securities, the value of which is linked to the Basket Performance. The Basket Performance is intended to measure the potential depreciation, on average, of the value of the U.S. Dollar against the Reference Currencies. The Notes will not bear interest, and no other payments will be made prior to maturity. See the section "Risk Factors."

The Notes will mature on the Maturity Date. The Notes do not provide for earlier redemption. When we refer to Notes in this pricing supplement, we mean Notes with a principal amount of $1,000. You should refer to the section "Description of the Notes."

Are the Notes equity or debt securities?

The Notes are our unsecured debt securities. The Notes are 100% principal protected if held to maturity. However, the Notes differ from traditional debt securities in that the Notes offer a minimum return of 14.50% if the Basket Performance is greater than or equal to 0%. In addition, the Notes provide you with participation in 100% of the Basket Performance if the Basket Performance is greater than or equal to 14.50%.

What will I receive at Maturity of the Notes?

We have designed the Notes for investors who want to protect their investment by receiving at least 100% of the principal amount of their Notes at maturity, while also having an opportunity to participate in the potential depreciation, on average, in the value of the U.S. Dollar against the Reference Currencies, subject to a minimum return of 14.50%, which is applicable if the Basket Performance is greater than or equal to 0%. Upon maturity of the Notes, for each Note you own, you will receive a payment in cash per Note, in U.S. Dollars, that is based upon the Basket Performance.

If the Basket Performance is greater than or equal to 0% (i.e., the value of the U.S. Dollar has depreciated, on average, against the Reference Currencies), the Cash Settlement Value per Note will equal $1,000, plus the greater of: (a) $1,000 multiplied by 14.50% and (b) $1,000 multiplied by the Basket Performance.

The "Basket Performance" will be determined by the Calculation Agent and will be expressed as a percentage and determined as follows:

For the avoidance of doubt, the Basket Performance is *greater* when the Exchange Rates, on average, *decline*, as declining Exchange Rates mean that fewer units of the respective Reference Currency are required to purchase one U.S. Dollar.

The Notes are 100% principal protected if held to maturity. If, at maturity, the Basket Performance is less than 0% (i.e., the value of the U.S. Dollar has appreciated, on average, against the Reference Currencies), the Cash Settlement Value will equal $1,000.

The Initial Fixing Level is 2.1281 with respect to the BRL Exchange Rate; 26.5023 with respect to RUB Exchange Rate; 44.24 with respect to INR Exchange Rate; and 7.7735 with respect to CNY Exchange Rate.

For more specific information about the payment and for an illustrative example, you should refer to the section "Description of the Notes."

Will there be additional offering of the Notes?

Under certain limited circumstances, and at our sole discretion, we may offer further issuances of the Notes. These further issuances, if any, will be consolidated to form a single series with the Notes and will have the same CUSIP number and will trade interchangeably with the Notes immediately upon settlement. Any additional issuance will increase the aggregate principal amount of the outstanding Notes of this series to include the aggregate principal amount of any Notes bearing the same CUSIP number that are issued pursuant to (i) any 13-day option we grant to Bear Stearns, and (ii) any future issuances of Notes bearing the same CUSIP number. The price of any additional offerings will be determined at the time of pricing of each offering, which will be a function of the prevailing market conditions and the value of the Basket at the time of the relevant sale.

We intend to treat any additional offerings of Notes as part of the same issue as the Notes for U.S. federal income tax purposes. Accordingly, for purposes of the Treasury regulations governing original issue discount on debt instruments, we will treat any additional offerings of Notes as having the same issue date, the same issue price and, with respect to holders, the same adjusted issue price as the Notes. Consequently, the "issue price" of any additional offering of Notes for U.S. federal income tax purposes will be the first price at which a substantial amount of the Notes were sold to the public (excluding sales to bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents, or wholesalers). If we offer further issuances of the Notes, we will disclose the treatment of any relevant accrued interest.

What does "100% principal protected" mean?

"100% principal protected" means that your principal investment in the Notes will not be at risk as a result of negative Basket Performance, provided the Notes are held to maturity. If the Basket Performance is less than 0% (i.e., the value of the U.S. Dollar has appreciated, on average, against the Reference Currencies), the Cash Settlement Value will equal $1,000. Because the Notes are 100% principal protected if held to maturity, in no event will the Cash Settlement Value be less than $1,000.

Will I receive interest on the Notes?

You will not receive any interest payments on the Notes.

How have the Components performed historically?

We have provided tables showing the historical levels of the Components beginning in January 2001. You can find these tables in the section "Description of the Basket—Historical Data on the Components" in this pricing supplement. We have provided this historical information to help you evaluate the behavior of the Components in various economic environments; however, please note that this time period is relatively limited and past performance is not indicative of the manner in which the Components will perform in the future. You should refer to the section "Risk Factors—The historical performance of a Component is not an indication of the future performance of such Component."

Will the Notes be listed on a securities exchange?

The Notes will not be listed on any securities exchange or quotation system; and we do not expect a secondary market to develop. This may affect the price that you receive for your Notes upon any sale prior to maturity. Bear Stearns has advised us that they intend, under ordinary market conditions, to indicate prices for the Notes on request. However, we cannot guarantee that bids for outstanding Notes will be made in the future; nor can we predict the price at which any such bids will be made. In any event, any market-making transactions in the Notes will cease as of the close of business on the Maturity Date. You should refer to the section “Risk Factors.”

What is the role of Bear Stearns?

Bear Stearns will be our agent for the offering and sale of the Notes. After the initial offering, Bear Stearns intends, under ordinary market conditions, to buy and sell the Notes to create a secondary market for holders of the Notes and may stabilize or maintain the market price of the Notes during the initial distribution of the Notes. However, Bear Stearns will not be obligated to engage in any of these market activities or to continue them once they are begun.

Who will act as Calculation Agent?

Bear Stearns will be our Calculation Agent for purposes of calculating the cash payment to be paid on the Notes at maturity. Under certain circumstances, these duties could result in a conflict of interest between Bear Stearns' status as our subsidiary and its responsibilities as Calculation Agent. You should refer to "Risk Factors—The Calculation Agent is our affiliate which could result in a conflict of interest."

Can you tell me more about The Bear Stearns Companies Inc.?

We are a holding company that, through our broker-dealer and international bank subsidiaries, principally Bear Stearns, Bear, Stearns Securities Corp., Bear, Stearns International Limited ("BSIL") and Bear Stearns Bank plc, is a leading investment banking, securities and derivatives trading, clearance and brokerage firm serving corporations, governments, institutional and individual investors worldwide. For more information about us, please refer to the section "The Bear Stearns Companies Inc." in the accompanying prospectus. You should also read the other documents we have filed with the Securities and Exchange Commission, which you can find by referring to the section "Where You Can Find More Information" in the accompanying prospectus.

Who should consider purchasing the Notes?

Because the Notes are tied to the increase, if any, in the value of the Reference Currencies against the U.S. Dollar, they may be appropriate for investors with specific investment horizons who seek to participate in the potential depreciation, on average, of the value of the U.S. Dollar against the Reference Currencies. In particular, the Notes may be an attractive investment for investors who:

- are seeking an investment that offers 100% principal protection if held to maturity and are willing to hold the Notes to maturity;

- want 100% exposure to the potential depreciation, on average, of the value of the U.S. Dollar against the Reference Currencies;

- believe that the value of the U.S. Dollar will decline against the Reference Currencies, on average, or equivalently, that the value, on average, of the Reference Currencies will increase against the U.S. Dollar, over the term of the Notes;

- are willing to forgo interest payments or any other payments in return for 100% principal protection if held to maturity, a minimum return of 14.50% if the U.S. Dollar depreciates, on average, or remains static relative to the Reference Currencies and participation of 100% in any depreciation, on average, in the value of the U.S. Dollar against the Reference Currencies to the extent that the Basket Performance exceeds 14.50%; and

- understand that the values of the Components may not move in tandem and that increases in one or more Components may be offset by decreases in one or more other Components.

The Notes may not be a suitable investment for you if you:

- seek current income or dividend payments from your investment;
- seek an investment with an active secondary market;
- are unable or unwilling to hold the Notes until maturity; or
- have a bullish view of the value of the U.S. Dollar against the Reference Currencies, on average, over the term of the Notes.

What are the U.S. federal income tax consequences of investing in the Notes?

We intend to treat the Notes as contingent payment debt instruments that are not subject to the special rules for nonfunctional currency contingent payment debt instruments. We intend to treat the Notes as contingent payment debt instruments that are subject to taxation as described under the heading "Certain U.S. Federal Income Tax Considerations—U.S. Federal Income Tax Treatment of the Notes as Indebtedness for U.S. Federal Income Tax Purposes—Contingent Payment Debt Instruments" in the accompanying prospectus supplement.

Does ERISA impose any limitations on purchases of the Notes?

An employee benefit plan subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), a plan that is subject to Section 4975 of the Internal Revenue Code of 1986, as amended (the "Code"), including individual retirement accounts, individual retirement annuities or Keogh plans, a governmental or other plan subject to any materially similar law or any entity the assets of which are deemed to be "plan assets" under ERISA, Section 4975 of the Code and any applicable regulations, will be permitted to purchase, hold and dispose of the Notes, subject to certain conditions. Such investors should carefully review the discussion under "Certain ERISA Considerations" herein.

Are there any risks associated with my investment?

Yes. The Notes are subject to a number of risks. You should refer to the section "Risk Factors" in this pricing suppleme