

DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

In 1997, the Company implemented its dividend reinvestment and stock purchase plan ("1997 DRP"), which allows participating stockholders to purchase additional shares of the Company's common stock through automatic reinvestment of dividends or optional cash investments. The Company issued 3.0 million and .7 million shares of new common stock in 2002 and 2001, respectively, under the 1997 DRP. The Company also instituted an additional dividend reinvestment and stock purchase plan in 2002 ("2002 DRP") with an additional 7.5 million shares reserved, all of which were available for issuance at December 31, 2002.

Note H Common and Preferred Shares

SHARE REPURCHASE PROGRAM

In July 1997, the Company's Board of Directors voted to repurchase up to 6.0 million shares of the Company's common stock to mitigate the dilutive impact of shares issuable under its benefit plans, including the Purchase Plan, dividend reinvestment plan and stock incentive plans. In July 1998 and February 2000, the Company's Board of Directors voted to increase this amount by 4,500,000 and 10,000,000 shares, respectively, of the Company's common stock. For the years ended December 31, 2002 and 2001, the Company did not repurchase shares under this program. For the years ended December 31, 2000 and 1999, the Company repurchased 3,028,600 and 2,250,000 shares, respectively, under this program. Certain treasury shares have been reissued in connection with the Company's benefit plans.

CUMULATIVE PARTICIPATING JUNIOR PREFERRED STOCK

On November 16, 1995, the Board of Directors of the Company declared a dividend distribution of one Right for each outstanding share of common stock. As amended, each Right entitles a registered holder to purchase from the Company 1/300th of a share of the Company's authorized Cumulative Participating Junior Preferred Stock (the "Junior Preferred Shares") at a price of \$200 per 1/300th of a share, subject to adjustment. The Company has reserved one million shares of its authorized preferred stock for the Junior Preferred Shares. Because of the nature of the Junior Preferred Shares' dividend and liquidation rights, the value of the 1/300th interest in a Junior Preferred Share purchasable upon exercise of each Right should approximate the value of one share of common stock. Initially, the Rights are not exercisable and trade automatically with the common stock. However, the Rights generally become exercisable and separate certificates representing the Rights will be distributed, if any person or group acquires 15% or more of the Company's outstanding common stock or a tender offer or exchange offer is announced for the Company's common stock. Upon such event, provisions would also be made so that each holder of a Right, other than the acquiring person or group, may exercise the Right and buy common stock with a market value of twice the \$200 exercise price. The Rights expire on November 29, 2005, unless earlier redeemed by the Company at \$0.01 per Right prior to the time any person or group acquires 15% of the outstanding common stock. Until the Rights become exercisable, the Rights have no dilutive effect on earnings per share.

Note I

Retirement Plans

ASSOCIATE SAVINGS PLAN

The Company sponsors a contributory Associate Savings Plan in which substantially all full-time and certain part-time associates are eligible to participate. The Company makes contributions to each eligible employee's account, matches a portion of associate contributions and makes discretionary contributions based upon the Company meeting a certain earnings per share target. The Company's contributions to this plan, all of which were in cash, amounted to \$65.9 million, \$64.3 million and \$44.5 million for the years ended December 31, 2002, 2001 and 2000, respectively.

OTHER POSTRETIREMENT BENEFITS

The Company sponsors postretirement benefit plans to provide health care and life insurance to retired employees. Net periodic postretirement benefit expense was \$6.8 million, \$3.1 million and \$2.5 million in 2002, 2001 and 2000, respectively. The liabilities recognized on the consolidated balance sheets for the Company's defined postretirement benefit plan at December 31, 2002, 2001 and 2000 were \$17.4 million, \$10.6 million and \$7.7 million, respectively.

Note J

Other Non-Interest Expense

	Year Ended December 31		
	2002	2001	2000
Professional services	\$ 308,593	\$ 230,502	\$ 163,905
Collections	360,437	253,728	156,592
Fraud losses	78,733	65,707	53,929
Bankcard association assessments	107,185	83,255	51,726
Other	132,567	174,757	130,132
Total	\$ 987,515	\$ 807,949	\$ 556,284

Note K

Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities as of December 31, 2002 and 2001 were as follows: