

**PRICING SUPPLEMENT**

**INTERNATIONAL BANK FOR RECONSTRUCTION AND  
DEVELOPMENT**

**Global Debt Issuance Facility**

**No. 2456**

**US\$25,000,000**

**Callable Fixed Rate / Variable Interest Rate Range Notes  
due December 10, 2012**

**Morgan Stanley**

**The date of this Pricing Supplement is 6 December 2002**

This document ("**Pricing Supplement**") is issued to give details of an issue by International Bank for Reconstruction and Development (the "**Bank**") under its Global Debt Issuance Facility.

This Pricing Supplement supplements the terms and conditions in, and incorporates by reference, the Prospectus dated October 7, 1997, and all documents incorporated by reference therein (the "**Prospectus**"), and should be read in conjunction with the Prospectus. Unless otherwise defined in this Pricing Supplement, terms used herein have the same meaning as in the Prospectus.

### **Terms and Conditions**

The following items under this heading "**Terms and Conditions**" are the particular terms which relate to the issue the subject of this Pricing Supplement. These are the only terms which form part of the form of Notes for such issue:

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|-----------|--|---|
| <b>1</b>  | No.:                                       | 2456  |
| <b>2</b>  | Aggregate Principal Amount:                | US\$25,000,000  |
| <b>3</b>  | Issue Price:                               | 100.00 per cent. of the Aggregate Principal Amount  |
| <b>4</b>  | Issue Date:                                | December 10, 2002   |
| <b>5</b>  | Form of Notes (Condition 1(a)):            | Registered Notes only   |
| <b>6</b>  | Authorized Denominations (Condition 1(b)): | US\$1,000   |
| <b>7</b>  | Specified Currency (Condition 1(d)):       | United States dollars (" <b>US\$</b> ")   |
| <b>8</b>  | Maturity Date (Conditions 1(a) and 6(a)):  | December 10, 2012   |
| <b>9</b>  | Interest Basis (Condition 5):              | From and including December 10, 2002 to but excluding December 10, 2003:<br><br>Fixed Interest Rate (Condition 5(I))<br><br>From and including December 10, 2003 to but excluding December 10, 2012:<br><br>Variable Interest Rate (Condition 5(II))  |
| <b>10</b> | Fixed Interest Rate (Condition 5(I)):      |   |
|           | (a) Interest Rate:                         | 7.00 per cent. per annum  |
|           | (b) Fixed Rate Interest Payment Date(s):   | June 10, 2003 and December 10, 2003   |
|           | (c) Fixed Rate Day Count Fraction:         | Actual/Actual (meaning the actual number of days in the relevant Interest Period divided by 365 (or if any portion of the relevant Interest Period falling in a leap year, the sum of (i) the actual number of days in that portion of the Interest Period falling in a leap year divided by 366 and (ii) the actual number of days in that portion of the Interest Period falling in a non-leap year divided by 365) |

**11** Basis of Calculation of Variable Interest Rate and Interest Payment Dates and default interest where Condition 5(II)(b)(i) to (vii), 5(II)(c), 5(II)(d) and 5(II)(e) do not apply (Condition 5(II)(b)):

(a) Calculation of Interest Amounts:

The Interest Amount per Authorized Denomination shall be determined by the Calculation Agent in accordance with the following formula:

$$7.00\% \times (N/(2 \times M)) \times \text{Authorized Denomination}$$

Where:

“**N**” is the total number of days in respect of each relevant Interest Period on which the Reference Rate is within the Accrual Range as determined by the Calculation Agent.

“**M**” is the total number of days in the relevant Interest Period, as determined by the Calculation Agent.

“**Reference Rate**” for any day in the Interest Period means 6 month US\$ LIBOR, being the rate for deposits in US\$ for a period of six months which appears on the Moneyline/Telerate Page 3750 (or such other page that may replace that page on that service or a successor service) at 11.00 a.m. London time on the fifth Relevant Business Day prior to such day.

If such rate does not appear at the time and day designated above in respect of any day in the Interest Period, the Calculation Agent shall determine the Relevant Rate by requesting the principal London office of each of four major banks in the London interbank market (the “**Reference Banks**”) to provide a quotation for the rate at which deposits in US\$ dollars were offered to prime banks in the London interbank market for a period of 6 months at approximately 11:00 a.m. London time on the fifth Relevant Business Day prior to such day. If at least two such quotations are provided, the Relevant Rate will be the arithmetic mean of the quotations.

If only one such quotation is provided, the Calculation Agent may determine that such quotation shall be the Relevant Rate. If no

such quotations are provided, and the Calculation Agent determines in its sole discretion that no suitable replacement Reference Banks who are prepared to quote are available, the Calculation Agent shall be entitled to calculate the Relevant Rate in its sole discretion, acting in good faith and in a commercially reasonable manner.

**“Accrual Range” means:**

for each Interest Period within the period from and including December 10, 2003 to but excluding December 10, 2004, greater than zero per cent. but less than or equal to 4.00 per cent.;

for each Interest Period within the period from and including December 10, 2004 to but excluding December 10, 2006, greater than zero per cent. but less than or equal to 5.00 per cent.;

for each Interest Period within the period from and including December 10, 2006 to but excluding December 10, 2008, greater than zero per cent. but less than or equal to 6.00 per cent.; and

for each Interest Period within the period from and including December 10, 2008 to but excluding December 10, 2012, greater than zero per cent. but less than or equal to 7.00 per cent.

**Rounding**

In applying the formula described above in respect of the Interest Amount, the Calculation Agent shall round the result of:

$$7.00\% \times (N/(2 \times M))$$

to the nearest one-hundred thousandth of one per cent. prior to multiplying that result by the Authorized Denomination.

	(b) Interest Payment Dates:	June 10 and December 10 of each year commencing on June 10, 2004 and ending on the Maturity Date
	(c) Calculation Agent:	Citibank, N.A.
<b>12</b>	Relevant Financial Centre:	New York
<b>13</b>	Relevant Business Day:	New York and London

<b>14</b>	Issuer's Optional Redemption (Condition 6(e)):	Yes
	(a) Notice Period:	Not less than 10 Relevant Business Days
	(b) Amount:	All and not less than all
	(c) Date(s):	The Fixed Rate Interest Payment Date on December 10, 2003 and each Interest Payment Date commencing on June 10, 2004 and ending on June 10, 2012
	(d) Early Redemption Amount (Bank):	Principal amount of the Notes to be redeemed
	(e) Notices:	<p>As long as the Notes are represented by a DTC Global Note and the DTC Global Note is being held on behalf of a clearing system, notwithstanding Condition 13, notices to Noteholders may be given by delivery of the relevant notice to that clearing system for communication by it to entitled accountholders, provided that so long as the Notes are listed on the Luxembourg Stock Exchange, and the rules of the exchange so require, notice shall be published in a leading daily newspaper in either French or German language and of general circulation in Luxembourg</p> <p>Any notice delivered to a clearing system in accordance with the preceding sentence shall be deemed to have been given to the Noteholders on the day on which such notice is delivered to the clearing system</p>
<b>15</b>	Redemption at the option of the Noteholders (Condition 6(f)):	No
<b>16</b>	Long Maturity Note (Condition 7(f)):	No
<b>17</b>	Talons for Future Coupons to be attached to Definitive Bearer Notes (Condition 7(h)):	No
<b>18</b>	Early Redemption Amount (including accrued interest, if applicable) (Condition 9):	Principal amount of the Notes to be redeemed plus accrued interest thereon
<b>19</b>	Governing Law of the Notes:	English

**Other Relevant Terms**

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| <b>1</b> | Listing (if yes, specify Stock Exchange Exchange):   | Luxembourg Stock Exchange   |
| <b>2</b> | Details of Clearance System approved by the Bank and the Global Agent and Clearance and Settlement Procedures: | DTC, Clearstream Banking, société anonyme and Euroclear Bank S.A./N.V., as operator of the Euroclear System. Payment for the Notes will be on a delivery versus payment basis |
| <b>3</b> | Syndicated:  | No  |
| <b>4</b> | Commissions and Concessions:   | None  |
| <b>5</b> | Codes:   |   |
|          | (a) CUSIP  | 45905UCN2   |
|          | (b) ISIN   | US45905UCN28  |
|          | (c) Common Code  | 015845481   |
| <b>6</b> | Identity of Dealer(s)/Manager(s):  | Morgan Stanley & Co. International Limited  |
| <b>7</b> | Provisions for Registered Notes:   |   |
|          | (a) Individual Definitive Registered Notes Available on Issue Date:  | No. Interests in the DTC Global Note will be exchangeable for Definitive Registered Notes only in the limited circumstances described in the Prospectus                       |
|          | (b) DTC Global Note(s):  | Yes; one  |
|          | (c) Other Registered Global Notes:   | No  |

**General Information**

The Bank's latest Information Statement was issued on September 17, 2002

The following additional selling restrictions shall apply to the issue:

United Kingdom:	Each Dealer is required to comply with all applicable provisions of the Financial Services and Markets Act 2000 with respect to anything done by it in relation to the Notes in, from or otherwise involving the United Kingdom
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INTERNATIONAL BANK FOR  
RECONSTRUCTION AND  
DEVELOPMENT

By:

Authorized Officer

**INTERNATIONAL BANK FOR  
RECONSTRUCTION AND DEVELOPMENT**

1818 H Street, NW  
Washington, D.C. 20433

**GLOBAL AGENT**

**Citibank, N.A.**  
P.O. Box 18055  
5 Carmelite Street  
London EC4Y 0PA

**CALCULATION AGENT**

**Citibank, N.A.**  
P.O. Box 18055  
5 Carmelite Street  
London EC4Y 0PA

**LISTING AND SPECIAL AGENT  
AND PAYING AGENT**

**BNP Paribas Securities Services**  
23, Avenue de la Porte-Neuve  
L-2085 Luxembourg

**LEGAL ADVISERS TO THE MANAGER**

**Linklaters**  
One Silk Street  
London EC2Y 8HQ