

The Depository Trust Company

IMPORTANT

B#: 2731

DATE: November 26, 2001

TO: All Participants

CATEGORY: Dividends

FROM: Nilesh Desai, Supervisor, Dividend Department

ATTENTION: Dividend Managers, Cashiers and Reorganization Managers

SUBJECT: Optional Dividend: Royce Value Trust Inc.
Cusip:780910105 R/D: 12/06/01 P/D: 12/24/01
Rate: \$0.37 In Stock or Cash
DTC Cut-off: 12/13/01

******* WARNING TIME CRITICAL *******

Participants who have positions in the above captioned security, can elect to receive the dividend distribution of \$0.37 per share on its common stock in stock or cash, as follows:

***Stock Option #1:** You may elect to receive additional common shares of **Royce Value Trust Inc.** for the \$0.37 per common share. Fractional shares will be paid in cash. The reinvestment price will be determined on 12/13/01.

Cash Option # 2: You may elect to receive the \$0.37 per common share in cash.

PARTICIPANTS SHOULD SUBMIT ELECTION INSTRUCTIONS OVER THE PARTICIPANT TERMINAL SYSTEM (PTS) THROUGH THE ELECTIVE DIVIDEND SYSTEM (EDS) FUNCTION.

***Participants not responding to the above option by 12/13/01, will receive the mandatory distribution in accordance with Option #1 (Stock with fractional shares paid in cash).**

To confirm your Record Date positions, participants should access the Dividend and Allocation History (DPAL) Option, via the PTS Dividend Announcements Inquiry (DIVA) Function.

If there are any questions regarding this Important Notice or the processing of related instructions via EDS, participants should contact Mr. John Mc Carthy or Ms. Janet Tuccillo of DTC's Stock Dividend Department at (212) 855-4521/4533.

