

The Depository Trust Company

IMPORTANT

B#: 3041

DATE: February 13, 2002

TO: All Participants

CATEGORY: Dividends

FROM: Lucy DiPaolo, Supervisor, Dividend Department

ATTENTION: Operations, Reorg & Dividend Managers, Partners & Cashiers

SUBJECT: TaxRelief - Country: Japan
GCB 144A Takefuji Corp D 04/24/01 9.200% AO 11
Record Date: 04/01/02 Payable Date: 04/15/02
CUSIP: 87406DAC2 EDS Cut-off Date: 04/05/02

An interest payment has been announced on GCB 144A Takefuji Corp D04/24/01 9.200% AO11 payable on April 15, 2002. The Depository Trust Company's " Elective Dividend Service" (EDS) provides withholding tax relief on interest from certain Japanese debt obligations. The above referenced security is backed by convertible corporate debt and meets the criteria required to be included on EDS. This interest payment is subject to 15% (unfavorable) and 0% (tax-exempt) withholding tax for qualified beneficial holders. Participants can use DTC's EDS function over PTS to certify all or a portion of their position entitled to the applicable tax rates. **Participants are urged to consult the PTS function TAXI before certifying their elections over EDS.**

In general, Japanese withholding tax rules require that a Japanese tax at the rate of 15% be withheld on interest payments from certain Japanese debt obligations issued outside of Japan on or after April 1, 1998, and from Japanese government bonds denominated in non-Japanese currency and issued abroad on or after April 1, 1998, unless the payee satisfies certain eligibility and documentation requirements to demonstrate that they qualify for an exemption from the 15% tax. To qualify for an exemption for this withholding tax 0%, payees must demonstrate, directly or through an intermediary, that the beneficial owner is not a Japanese resident for tax purposes, or that the payee is a Japanese Designated Financial Institution ("DFI").

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NOTE: THE DEADLINE FOR CERTIFYING OVER EDS IS APRIL 5, 2002.

DTC does not offer **TaxReclaim** on Japanese debt issues, therefore participants who fail to meet the EDS deadline or make incorrect elections will be responsible for claiming or refunding any withholding tax directly. Participants will also be liable for any foreign exchange fluctuation impacting the amount of their refund or claim.

Eligibility rules and all other legal conditions with respect to the use of EDS are contained in DTC's **TAXINFO** (TAXI) function over the Participant Terminal System (PTS).

Questions regarding this notice may be directed to Mr. Raymond Romain of DTC's Dividend Department or myself at (212) 855-4539/4531 respectively.