

The Depository Trust Company
IMPORTANT

B#: 3049
DATE: February 28, 2002
TO: All Participants
CATEGORY: Dividends
FROM: Nilesh Desai, Supervisor, Dividend Department
ATTENTION: Dividend Managers, Cashiers & Reorganization Managers
SUBJECT: Rights: Precision Auto Care, Inc.
Common CUSIP#: 74018R105 Rights Contra CUSIP#:74018R998
R/D: 2/14/02 Exp: 3/15/02 (5p.m. Eastern Standard Time)
Rate: one right for every 2.5 shares of common stock held

***** Warning Time Critical *****

Precision Auto Care, Inc. is distributing non-transferable subscription rights to its shareholders of record as of the close of business on February 14, 2002 (the "Record Date").

No fractional subscription rights will be issued. The number of subscription rights issued will be rounded down to the nearest whole number.

The Depository Trust Company ("DTC") credited subscription rights to participants' accounts on **February 27, 2002**.

THE DIVIDEND POSITION AND ALLOCATION HISTORY (DPAL) OPTION, ACCESSED VIA THE PTS DIVIDEND ANNOUNCEMENTS INQUIRY (DIVA) FUNCTION, SHOULD BE USED TO CONFIRM YOUR RECORD DATE POSITION HISTORY AND PAYMENT INFORMATION.

IT IS IMPORTANT THAT PARTICIPANTS REFER TO THE DTC REORGANIZATION INQUIRY FOR PARTICIPANTS (RIPS CODE 59) FOR INFORMATION REGARDING THE SUBSCRIPTION PRIVILEGE AND ANY EXTENSIONS TO THE EXPIRATION DATE.

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If participants have any questions concerning this Important Notice, please contact Mr. John McCarthy or Ms. Susan Alvino of DTC's Stock Dividend Department at (212) 855-4521/4532.

If participants have any questions regarding the subscription offering, they may contact Precision Auto Care, Inc. at (703) 777-9095.