

The Depository Trust Company

IMPORTANT

B#: 1677

DATE: March 27, 2001

TO: All Participants

CATEGORY: Dividends

FROM: Mario Zaccardi, Supervisor, Dividend Department

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

SUBJECT: TaxRelief - Country: Japan
GCB Bk Tokyo-Mitsubishi D02/25/00 8.40% CUSIP: 065379AB5
Record Date: 03/30/01 Payable Date: 04/15/01
EDS CUT-OFF: 04/11/01

As stated in Important Notice # 6064 dated February 5, 1999, the Depository Trust Company has expanded the Elective Dividend Service (“EDS”) to provide withholding tax relief on interest from certain Japanese debt obligations for new issues at DTC. 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 11, 2001

Important: Prior to using TAXI and certifying over EDS, participants are reminded to read, understand and comply with information in the “Legal Conditions” category of TAXINFO - Japan. Also, it is important to note that DTC does not require participants to use the EDS system.

Participants who fail to meet the EDS deadline or have other beneficial holders that are not eligible for the EDS process for whom they wish to file a reclaim may use DTC’s **TaxReclaimsm** form preparation service, available by using the Tax Reclaim System (TAXR) function over PTS. **TaxReclaimsm** is DTC’s proprietary withholding tax form preparation service that calculates reclaim entitlements and prepares the standard tax reclamation form for filing with the foreign taxing authorities or other designated agent. To enroll in **TaxReclaimsm**, please contact your Relationship Manager.

Questions regarding this notice may be directed to Mr. William P. Lacey of DTC’s Dividend Department or myself at (212) 855-4537/4540 respectively.