

The Depository Trust Company
IMPORTANT
REVISION TO B# 1909 - REQUIRED PAPERWORK

B#: 1934
DATE: May 03, 2001
TO: All participants
CATEGORY: Dividends
FROM: Mario Zaccardi, Supervisor, Dividend Department
ATTENTION: Operations, Reorg & Dividend Managers, Partners & Cashiers
SUBJECT: TaxRelief - Country: France
Europe 2001+HOLDRS CUSIP: 29875G105
Paid on Vivendi Universal (V), a component of the HOLDR
R/D: 05/02/01 P/D: 05/25/01 EDS Cut-Off: 05/09/01

DTC has been notified by The Bank of New York, the depository bank for the Europe 2001+ HOLDRS, that a dividend has been declared for Vivendi Universal (V), a component of the Europe 2001+ HOLDRS. Vivendi Universal (V) dividends are covered under the Tax Convention between the United States and France, that qualifying U.S. beneficial owners are entitled to a reduced tax treaty rate of 15% rather than the statutory withholding tax rate of 25%.

Participants can use DTC's Elective Dividend System (EDS) function over the Participant Terminal System (PTS) to certify all or a portion of their position entitled to the applicable withholding tax rate. Participants are urged to consult the PTS function TAXI (TAXINFO) before certifying their elections over EDS.

NOTE: THE DEADLINE FOR CERTIFYING OVER EDS IS MAY 09, 2001.

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B#: 1934

Deadlines and dates associated with the procedure for obtaining the favorable rate at source are as follows:

HOLDR Record Date:	May 02, 2001
HOLDR Payable Date:	May 25, 2001
Vivendi Universal ADR Payable Date:	May 23, 2001
EDS Cut-off Date:	May 09, 2001
Certification due at The Bank of New York:	May 21, 2001
Approximate Date of Currency F/X for the Net Dividend:	May 02, 2001
Approximate Date of Currency F/X for Additional Funds:	May 17, 2001
Approximate Date of Avoir Fiscal Payment:	No earlier than January of 2002

PARTICIPANTS ARE INSTRUCTED TO USE THE EDS OPTIONAL DIVIDEND SYSTEM TO MAKE THEIR ELECTION:

- OPTION #1: IS FOR THE UNFAVORABLE RATE OF 25%.
- OPTION #2: IS FOR THE FAVORABLE RATE OF 15% & 42.5% AF INDIVIDUALS.
- OPTION #3: IS FOR THE FAVORABLE RATE OF 15% & 21.25% AF COROPRATIONS.
- OPTION #4: IS FOR THE FAVORABLE RATE OF 15% & 21.25% AF R.I.C.S.
- OPTION #5: IS FOR 7.5% FOR PENSION /TRUSTS.

PAPERWORK REQUIRED

Beneficial Owners of Europe 2001+ HOLDERS:

For Corporations and Individuals: The participant responsible for holding the HOLDERS must forward to The Bank of New York a letter, on company stationary, containing the following: shareholder name, tax identification number and number of HOLDERS held on record date.

For Pensions and RICS: Beneficial owners should obtain a Form 6166 from the Internal Revenue Service (IRS) certifying their United States residence. Once obtained, the 6166 IRS certificate should be sent in its original form to their respective bank or broker responsible for holding their HOLDERS. The bank or broker should then forward the original 6166 certificate to The Bank of New York along with a cover letter on company stationary giving all shareholder information. The letter must include the following: shareholder name, address, tax identification number and number of HOLDERS held on record date.

B #

1934

The documentation must be submitted by May 21, 2001 to:

The Bank of New York
101 Barclay Street #22 W
New York, NY 10286
Attn: LaToya Diene / ADR Dept.
Tel#: (212) 815-3723
Fax#: (212) 571-3050

NO OTHER CERTIFICATION IS REQUIRED

IF PARTICIPANTS DO NOT CERTIFY THROUGH EDS FOR THE FAVORABLE RATE, THEY WILL RECEIVE THE DIVIDEND WITH 25% WITHHELD.

Important: Prior to certifying over EDS, participants are reminded to read, understand and comply with the information in the Legal Conditions category of TAXINFO-France under the PTS function TAXI.

Questions regarding this Important Notice should be directed to Mr. George Di Garbo or myself of DTC's Dividend Department at (212) 855-4539 or 4540 respectively.