

The Depository Trust Company

IMPORTANT

B#: 0115

DATE: June 13, 2000

TO: All Participants
Managing Partner/Officer; Cashier and Operations

CATEGORY: Settlement/Underwriting

FROM: Denise Russo, Director, Underwriting Department

ATTENTION: Data Processing and Underwriting Managers

SUBJECT: Section 3(c)(7)Restrictions for 144A-3(c)(7) Restructured
Asset Certificates with Enhanced Returns (RACERS) Series
2000-8 MM - Morgan Guaranty Floating Rate Certificate

(A) CUSIP Number: 76126CGW6

(B) Security Description: Restructured Asset Certificate Enhanced Returns

(C) Offer Amount: 70,000,000

(D) Managing Underwriter: Lehman Brothers, Inc,

(E) Paying Agent: HSBC Bank

(F) Closing Date: June 9, 2000

Special Instructions:

Refer to the attachments for important instructions from the issuer.