

# The Depository Trust Company

# IMPORTANT

**B#:** 0601

**DATE:** September 15, 2000

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

**CATEGORY:** Settlement/Underwriting

**FROM:** Denise Russo, Director, Underwriting Dept.

**ATTENTION:** Data Processing and Underwriting Managers

**SUBJECT:** Section 3(c)(7) Restrictions for Indosuez Capital Funding VI, Ltd./Indosuez Capital Funding VI, Corp.

(A)	CUSIP Number:	Class A-IB 45578WAB2	Class A-II 45578WAC0	Class B 45578WAD8
		Class C 45578WAE6	Class D-1 45578VAA6	Class D-2 45578VAB4

(B) Security Description: Indosuez Capital Funding VI, Ltd./Indosuez Capital Funding VI, Corp.

(C) Offer Amount: \$368,000,000

(D) Managing Underwriter: Salomon Smith Barney

(E) Paying Agent: Chase Manhattan Bank

(F) Closing Date: September 14, 2000

Special Instructions:

Refer to the attachments for important instructions from the issuer.

INDOSUEZ CAPITAL FUNDING VI, LTD  
INDOSUEZ CAPITAL FUNDING VI CORP.

The Depository Trust Company  
**IMPORTANT NOTICE**

DATE: September 14, 2000

TO: ALL PARTICIPANTS

FROM: Indosuez Capital Funding VI, Ltd  
Indosuez Capital Funding VI Corp. (with respect to the Class A-Ib Notes, Class A-II Notes, Class B Notes and Class C Notes only) (collectively, the "Co-Issuers")

Re.: Class A-Ib Floating Rate Senior Term Notes, due September 14, 2012  
(CUSIP No. 45578WAB2);  
Class A-II Floating Rate Senior Subordinate Notes, due September 14, 2012  
(CUSIP No. 45578WAC0);  
Class B Floating Rate Senior Subordinate Notes, due September 14, 2012  
(CUSIP No. 45578WAD8);  
Class C Floating Rate Senior Subordinate Notes, due September 14, 2012  
(CUSIP No. 45578WAE6);  
Class D-1 Fixed Rate Subordinate Notes, due September 14, 2012  
(CUSIP No. 45578VAA6); and  
Class D-2 Floating Rate Subordinate Notes, due September 14, 2012  
(CUSIP No. 45578VAB4);  
(collectively, the "Securities")

The Co-Issuers referred to above are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above-referenced Securities.

In order to qualify for the exemption provided by Section 3(c)(7) under the Investment Company Act of 1940, as amended (the "Investment Company Act"), and the exemption provided by Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), offers, sales and resales of the above-referenced Securities, in global form, to persons that are U.S. Persons as defined in Regulation S under the Securities Act ("U.S. Persons") or U.S. residents within the meaning of the Investment Company Act ("U.S. Residents") may only be made in minimum denominations of \$500,000 and integral multiples of \$1,000 in excess thereof to "qualified institutional buyers" ("QIBs") within the meaning of Rule 144A that are also "qualified purchasers" ("QPs") within the meaning of the Investment Company Act. Each purchaser of Securities, in global form, (I) represents to and agrees with the Co-Issuers that (A) (i) the purchaser is a QIB that is a QP (a "QIB/QP"); (ii) the purchaser is not a broker-dealer that owns and invests on a discretionary basis less than \$25 million in securities of unaffiliated issuers; (iii) the purchaser is not a participant-directed employee plan, such as a 401(k) plan; (iv) the QIB/QP is acting for its own account, or the account of another QIB/QP; (v) the purchaser is not

formed for the purpose of investing in the Co-Issuers; (vi) the purchaser, and each account for which it is purchasing, must hold at least the minimum denomination of securities; and (vii) the purchaser will provide notice of the transfer restrictions to any subsequent transferees or (B) it is neither a U.S. Person nor a U.S. Resident and is purchasing the Securities outside the United States in an offshore transaction in reliance on Regulation S and (II) acknowledges that the Co-Issuers have not been registered under the Investment Company Act and the Securities have not been registered under the Securities Act and represents to and agrees with the Co-Issuers that, for so long as the Securities are outstanding, it will not offer, resell, pledge or otherwise transfer the Securities, in global form, in the United States or to a U.S. Person or a U.S. Resident except to a QIB that is also a QP in a transaction meeting the requirements of Rule 144A. Each purchaser further understands that the Securities will bear a legend with respect to such transfer restrictions. See "Transfer Restrictions" in the Offering Circular, dated September 14, 2000 relating to the Securities.

The Indenture, dated as of September 14, 2000, among the Co-Issuers and The Chase Manhattan Bank, as trustee, provides that the Co-Issuers shall have the right to (i) require any holder, of Securities in global form, that is a U.S. Person or a U.S. Resident who is determined not to have been both a QIB and a QP at the time of purchase of the Securities to sell the Securities to (i) a person that is a QIB that is also a QP in a transaction meeting the requirements of Rule 144A or (ii) a person that is neither a U.S. Person nor a U.S. Resident in an offshore transaction in accordance with Regulation S.

The restrictions on transfer required by the Co-Issuers (outlined above) will be reflected under the notation "3c7" in DTC's User Manuals and in upcoming editions of DTC's Reference Directory.