

The Depository Trust Company

IMPORTANT

B#: 2809

DATE: December 11, 2001

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

CATEGORY: Settlement/Underwriting

FROM: Denise Russo, Director, Underwriting Department

ATTENTION: Data Processing & Underwriting Managers

SUBJECT: Section 3(c)(7) Restrictions for TCW High Income Partners II, Ltd., TCW High Income Partners, II Corp., Senior & Mezzanine Secured Floating & Fixed Rate Notes

(A) CUSIP Number: 87237HAA2, 87237HAB0, 87237HAC8, 87237HAD6, 87237DAB9

(B) Security Description: TCW HIP II, Ltd./TCW HIP II, Corp.

(C) Offer Amount:

Class I	Class II-A	Class II-B	Class III
\$65,000,000	\$ 0	\$10,000,000	\$18,000,000
Class IV			
\$9,500,000			

(D) Managing Underwriter: Morgan Stanley & Co., Inc.

(E) Paying Agent: Bank of New York

(F) Closing Date: December 5, 2001

Special Instructions:

Refer to the attachments for important instructions from the issuer.