

March 31, 2006

To Whom It May Concern:

Mitsui Trust Holdings, Inc.

Code No.: 8309

Notice Regarding a Request for Sales in the Market of the Public Funds (Preferred Stock)

With regard to the disposal of the public funds (preferred stock), Mitsui Trust Holdings, Inc. (the "Company") received a proposal from the Deposit Insurance Corporation ("DIC") for discussions in accordance with new guidelines. Through subsequent discussions with the DIC, the Company came to the decision that disposal of the Class 1 Preferred Stock of ¥32.0 billion, which were subscribed in March 1998 by the Resolution and Collection Corporation ("RCC") through the DIC under the "Law Concerning Emergency Measures for Stabilization of Financial Functions", would meet the prerequisites of maintaining sound management as well as avoiding negative impacts on markets. The Company hereby announces that it has requested that the relevant authorities take all necessary actions, including appointment of managing underwriters, on the premise that the Class 1 Preferred Stock will be sold (in a secondary distribution) in the market.

1. Method of sales in the market

The method will be based on the assumption that the exercise of conversion rights by the RCC is approved by the DIC and the common stock to be issued or delivered upon such conversion are sold (in a secondary distribution) in the market. Such common stock will be sold to as wide a range of investors as possible.

2. Subject of the sales in the market

The Class 1 Preferred Stock, the period for conversion into common stock of which has already started.
(Total amount of initial issue price: ¥32.0 billion)

3. Timing of sales in the market

While monitoring market conditions, the Company will conduct negotiations with the relevant authorities to complete sales as soon as possible.

(Reference) Summary of Class 1 Preferred Stock

Number of shares issued:	20,000,000 shares
Total amount of initial issue price:	¥32.0 billion
Issue price:	¥1,600 per share
Liquidation preference:	¥1,600 per share
Conversion price:	¥395.40
Conversion price adjustment clause:	Downward adjustment only
Conversion price adjustment floor:	¥395.40
Annual adjustment date of conversion price:	Every August 1 until 2017
Period during which conversion requests acceptable:	Until July 31, 2018
Mandatory conversion date:	August 1, 2018

This notice is published in order to publicly announce the facts herein described, but is not to solicit anyone into making any investment in or outside of Japan, nor for any other similar purposes. This notice is not an offer to sell or a solicitation of any offer to buy the securities of Mitsui Trust Holdings, Inc. (the "Company") in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an exemption from such registration requirement. If any public offering of securities is made in the United States, it will be by means of a prospectus that may be obtained from the Company or any selling security holder that will contain detailed information about the Company and management, as well as financial statements. No public offering of securities will be made in the United States in connection with the above-mentioned transactions.