

LETTER OF TRANSMITTAL
To accompany certificate(s) formerly representing
Common Shares
of
ACCELIO CORPORATION

Pursuant to the Acquisition by way of Plan of Arrangement Involving

Adobe Systems Incorporated
and
Adobe Systems International Limited Partnership

The Exchange Agent:
Computershare Trust Company of New York

1-800-245-7630
 (Call For Information)

By Mail:
 Computershare Trust Company of New York
 Wall Street Station
 P.O. Box 1010
 New York, NY 10268-1010

By Hand or Overnight Courier:
 Computershare Trust Company of New York
 88 Pine Street, 19th Floor
 New York, NY 10005

or

Canadian Forwarding Agent
By Hand or Overnight Courier:
 Computershare Trust Company of Canada
 100 University Avenue
 9th Floor
 Toronto, Ontario, Canada
 M5J 2Y1
 Attention: Corporate Actions

DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY

The instructions accompanying this Letter of Transmittal should be read carefully before this Letter of Transmittal is completed. If certificates are registered in different names, a separate Letter of Transmittal must be submitted for each different registered owner. See Instruction 3.

This Letter of Transmittal is to be completed by shareholders surrendering certificates formerly evidencing Shares (as defined below) of Accelio Corporation.

DESCRIPTION OF CERTIFICATE(S) SURRENDERED		
Name(s) and Address(es) of Registered Holder(s) (Please fill in, if blank)	Certificate(s) Surrendered (Attach additional signed list if necessary. See Instruction 6)	
	Certificate Numbers	Number of Common Shares
	Total Shares	

**PLEASE READ AND FOLLOW THE ACCOMPANYING
INSTRUCTIONS CAREFULLY**

Ladies and Gentlemen:

You are receiving this Letter of Transmittal in connection with the acquisition by way of plan of arrangement of all of the outstanding securities of Accelio Corporation (“**Accelio**”) by Adobe Systems International Limited Partnership (“**Adobe International**”), an entity wholly-owned by Adobe Systems Incorporated (“**Adobe**”), pursuant to the Amended and Restated Acquisition Agreement for Plan of Arrangement, dated as of March 1, 2002, by and among Accelio, Adobe International and Adobe, as amended. The undersigned, the registered holder(s) of the share certificate(s) (the “**Certificates**”) representing common shares of Accelio (the “**Shares**”), or the proper transferee or assignee of such registered holder(s), hereby surrenders the Certificate(s) in exchange, in respect of each Share represented thereby, for 0.072573 shares of common stock, par value \$.0001 per share, of Adobe (the “**Adobe Stock**”) and payment for any fractional shares of Adobe Stock, which the undersigned acknowledges will not be issued, in an amount equal to the amount of such fractional share of Adobe Stock times US\$39.04 (the reported closing sale price of a share of Adobe Stock on the Nasdaq National Market on April 12, 2002), rounded down to the nearest whole cent, less the amount of any withholding taxes that may be required thereon and without any interest thereon.

The name and address of the registered owner(s) of Shares are printed in the first column of the table set forth above as they appear on the Certificate(s) representing the Shares. The undersigned represents and warrants that the undersigned has full power and authority to surrender such Certificates, free and clear of all liens, claims, and encumbrances. The undersigned represents that the undersigned has read and agrees to all of the terms and conditions set forth in this Letter of Transmittal. The undersigned will, upon request, execute and deliver any additional documents deemed appropriate or necessary by the Exchange Agent in connection with the surrender of the Certificates. All authority conferred or agreed to be conferred in this Letter of Transmittal shall not be affected by, and shall survive, the death or incapacity of the undersigned and any obligation of the undersigned shall be binding upon the successors, assigns, heirs, executors, administrators, and legal representatives of the undersigned.

The undersigned understands that surrender is not made in acceptable form until receipt by the Exchange Agent of this Letter of Transmittal, duly completed and signed, together with all accompanying documents and the Certificates representing the Shares, all in a form satisfactory to the Exchange Agent and Adobe. All questions as to validity, form, and eligibility of any surrender of Certificates hereunder will be determined by the Exchange Agent or Adobe and such determination shall be final and binding. The undersigned understands that delivery of the certificates representing shares of Adobe Stock will be made as promptly as practicable once surrender of Certificates is made and this Letter of Transmittal is completed and received by the Exchange Agent in acceptable form.

The Exchange Agent shall issue and deliver stock certificates representing Adobe Stock in exchange for the Certificates surrendered pursuant to this Letter of Transmittal to the undersigned at the address specified above unless otherwise indicated in the box entitled “Special Delivery Instructions” or in the box entitled “Special Issuance Instructions” below.

NOTE: DO NOT SIGN SHARE CERTIFICATE(S) UNLESS YOU ARE COMPLETING SPECIAL DELIVERY INSTRUCTIONS BELOW

- If any of the certificates that you own have been stolen, lost, mutilated or destroyed, check this box and see instruction 9. Please fill out the remainder of this Letter of Transmittal and indicate here the number of Shares represented by the stolen, lost, mutilated, or destroyed certificates. _____

**SPECIAL DELIVERY
INSTRUCTIONS
(See Instruction 5)**

To be completed ONLY if the certificate(s) for Adobe Stock and cash in lieu of fractional shares of Adobe Stock, if any, is (are) to be sent to someone other than the undersigned or to the undersigned at an address other than that shown in the box entitled "Name(s) and Address(es) of Registered Owner(s)".

Mail Certificate and cash in lieu of fractional shares of Adobe Stock, if any, to:

Name: _____
Please Print

Address: _____

Postal/Zip Code

Please indicate if this is a permanent address correction:

Yes No

**SPECIAL ISSUANCE INSTRUCTIONS
(See Instructions 2 and 5)**

To be completed ONLY if certificate(s) for Adobe Stock issued in exchange for surrendered Certificate(s) is to be issued in the name of someone other than the person(s) signing in the "Shareholders Must Sign Here" box.

Issue certificate(s) and check in lieu of fractional interest of Adobe Stock (if applicable) to:

Name _____
(Please Type or Print)

Address _____

Postal/Zip Code

Taxpayer Identification, Social Insurance Numbers or Social Security No.)

(Also complete Substitute Form W-9 below or Form W-8BEN, as applicable)

**TO BE COMPLETED BY ALL
SHAREHOLDERS WHO HAVE
SOCIAL INSURANCE NUMBERS or
CANADA CUSTOMS AND REVENUE
AGENCY BUSINESS NUMBERS**

Name _____
(Please Type or Print)

Address _____

Postal/Zip Code

Social Insurance Number/Business Number

Signature of Shareholder

**IMPORTANT
SHAREHOLDER(S) MUST SIGN HERE**

(Please Also Complete Substitute Form W-9 Below or Enclosed W-8BEN, as Applicable)

Signature(s) of Holder(s)

Dated: _____, 200__

Please sign exactly as your name(s) appear(s) on your Certificate(s) or have signed by a person(s) authorized to become a registered holder(s) by the certificates and documents transmitted herewith. If signature is by a person(s) other than the registered holder(s) and in the capacity of trustee, executor, administrator, guardian, attorney-in-fact, authorized signing officer of a corporation, or other person acting in a fiduciary or representative capacity, please provide the following information. (See Instruction 3.)

Name(s): _____

(Please Print)

Capacity (full title): _____

Address: _____

(Include Postal/Zip Code)

Area Code and Telephone No.: _____

Taxpayer Identification, Social Insurance Number or Social Security No.: _____

(See Substitute Form W-9 below, or enclosed W-8BEN, as applicable)

**GUARANTEE OF SIGNATURE(S)
(If Required—See Instructions 2, 3 and 5)**

FOR USE BY FINANCIAL INSTITUTIONS ONLY. PLACE SIGNATURE GUARANTEE IN SPACE BELOW.

Authorized Signature: _____

Name: _____

(Please Print)

Name of Firm: _____

Address: _____

(Include Postal/Zip Code)

Area Code and Telephone No.: _____

Dated: _____

INSTRUCTIONS

1. **Delivery of Letter of Transmittal and Certificates.** Please do not send your Certificate(s) directly to Adobe or Adobe International. This Letter of Transmittal or a facsimile hereof, filled in and signed, must be used in connection with the delivery and surrender of Certificates. Certificates evidencing all surrendered Shares, as well as a properly completed and duly executed Letter of Transmittal (or facsimile thereof) and any other documents required by this Letter of Transmittal, each in satisfactory form, must be received by the Exchange Agent at one of its addresses set forth on the front page hereof in order to make an effective surrender of Shares and receive certificates for Adobe Stock. If Certificates are forwarded to the Exchange Agent in multiple deliveries, a properly completed and duly executed Letter of Transmittal must accompany each such delivery.

The method of delivery of this Letter of Transmittal, Certificates, and all other required documents is at the option and risk of the surrendering shareholder, and the delivery will be deemed made only when actually received by the Exchange Agent. Surrender may be made by mail or hand delivery to Computershare Trust Company of New York, as Exchange Agent, at one of the addresses shown on the front page of this Letter of Transmittal. A mailing envelope addressed to the Exchange Agent is enclosed for your convenience. If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended.

2. **Guarantee of Signatures.** Except as otherwise provided below, no signature guarantee is required on this Letter of Transmittal. Signatures on this Letter of Transmittal must be guaranteed by a financial institution (including most banks, savings and loan associations, and brokerage houses) that is a participant in a signature guarantee program (each an “**Eligible Institution**”) if (a) a Certificate surrendered hereby is registered in a name other than that of the person surrendering the Certificate, or (b) the registered holder of a Certificate surrendered hereby has completed the box entitled “Special Issuance Instructions” above. See Instructions 3 and 5.

3. **Signatures on Letter of Transmittal, Stock Powers, and Endorsements.**

(a) If this Letter of Transmittal is signed by the registered holder(s) of the Certificates surrendered hereby, the signature(s) must correspond exactly with the name(s) as written on the face of such Certificates without alteration, enlargement, or any change whatsoever.

(b) If any Certificate surrendered hereby is owned of record by two or more joint holders, all such persons must sign this Letter of Transmittal.

(c) If this Letter of Transmittal is signed by the registered holder(s) of the Certificate(s) surrendered hereby, no endorsements of Certificate(s) or separate stock powers are required, unless the Adobe Stock is to be issued in the name of a person other than the registered holder(s), in which case the Certificate(s) surrendered hereby must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the registered holder(s) appear(s) on such Certificate(s). Signatures on such Certificate(s) and stock powers must be guaranteed by an Eligible Institution. (See also Instruction 5)

(d) If this Letter of Transmittal is signed by a person other than the registered holder(s) of the Certificate(s) surrendered hereby, the Certificate(s) surrendered hereby must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the registered holder(s) appear(s) on such Certificate(s). Signatures on such Certificate(s) and stock powers must be guaranteed by an Eligible Institution. (See also Instruction 5)

(e) If this Letter of Transmittal or any Certificate or stock power is signed by a trustee, executor, administrator, guardian, attorney-in-fact, authorized signing officer of a corporation, or other person acting in a fiduciary or representative capacity, such person should so indicate when signing, and proper evidence satisfactory to the Exchange Agent of such person’s authority so to act must be submitted.

(f) If Certificates are registered in different names (e.g., “John Doe” and “J. Doe”) or different forms of ownership (e.g., as a joint holder or as a trustee), it will be necessary to fill in, sign, and submit as many separate Letters of Transmittal as there are different registrations of Certificates surrendered.

4. **Stock Transfer Taxes.** If any certificate for shares of Adobe Stock is to be issued in the name of any person(s) other than the registered holder(s) of the surrendered Certificate(s), it shall be a condition of the issuance and delivery of such certificate that the amount of any stock transfer or other taxes (whether imposed on the registered holder(s) or such other person(s)) payable on account of the transfer (or transfers) of the surrendered Certificate(s) be delivered to the Exchange Agent or satisfactory evidence of the payment of such taxes or non-applicability thereof be submitted to the Exchange Agent.

5. **Special Delivery and Issuance Instructions.** Unless instructions to the contrary are given in the box entitled “Special Delivery Instructions” or the box entitled “Special Issuance Instructions,” the certificate representing Adobe Stock, and cash in lieu of fractional shares of Adobe Stock, if any, to be distributed upon the surrender of the Certificates pursuant to the Letter of Transmittal will be issued in the name and mailed to the address of the registered holder(s) set forth in the box entitled “Name(s) and Address(es) of Registered Owner(s)”. If such certificate, and cash in lieu of fractional shares of Adobe Stock, if any, is (are) to be sent to a person(s) other than the registered holder(s) or to the registered holder(s) at any address other than that shown in the box entitled “Name(s) and Address(es) of Registered Owner(s),” the box entitled “Special Delivery Instructions” must be completed. If such certificate, and cash in lieu of fractional shares of Adobe Stock, if any, is (are) to be issued in the name of a person(s) other than the registered holder(s), the box entitled “Special Issuance Instructions” must be completed. If this box is filled in, you must obtain a signature guarantee.

6. **Inadequate Space.** If there is inadequate space to complete any box or to sign this Letter of Transmittal, the information or signatures required to be provided must be set forth on additional sheets substantially in the form of the corresponding portion of this Letter of Transmittal and attached to this Letter of Transmittal.

7. **Indication of Certificate Numbers and Shares.** This Letter of Transmittal should indicate the certificate number(s) of the Certificate(s) representing the Shares covered hereby and the number of Shares represented by each such Certificate. Because the Shares were automatically converted into Adobe Stock through the acquisition of Accelio, you should indicate all of the Shares formerly represented by each Certificate, as no partial exchange of Certificates will be permitted.

8. **Method of Delivery.** The method of delivery of all documents to the Exchange Agent is at the option and risk of the holder of Accelio common shares. If delivery is by mail, the use of registered mail, with return receipt requested, properly insured, is recommended. For your convenience, a return envelope is enclosed. It is suggested that you hand deliver or mail this Letter of Transmittal to the Exchange Agent as soon as possible.

9. **Lost Certificates.** If any of your Certificates representing the Shares have been lost, stolen, mutilated, or destroyed, you should notify the Exchange Agent in writing and await instructions as to how to proceed. Your notice to the Exchange Agent should include detailed and specific information as to how you can be contacted in writing.

10. **Miscellaneous.** The Exchange Agent anticipates that it will provide notification of any defects in the deposit and surrender of any Certificate(s) formerly representing the Shares, but none of Adobe, Adobe International or the Exchange Agent shall incur any liability for failure to give such notice. Adobe shall have the absolute right to reject any or all such deposits that are not in proper form and to waive any irregularities or conditions of such deposits. All questions with respect to this Letter of Transmittal will be determined by Adobe, which determination shall be final and binding.

11. **Questions and Requests for Information.** Questions and requests for information or assistance relating to this Letter of Transmittal should be directed to the Exchange Agent (telephone: 1-800-245-7630). Additional copies of this Letter of Transmittal may be obtained from the Exchange Agent at its address set forth on the back of this Letter of Transmittal or by calling the Exchange Agent at the telephone number set forth in the preceding sentence.

IMPORTANT TAX INFORMATION

Under United States Federal income tax law, a shareholder who receives a cash payment in lieu of a fractional share of Adobe Stock may be subject to backup withholding tax at a rate of 30% with respect to such payments by the Exchange Agent unless such shareholder: (i) is a corporation or other exempt recipient; (ii) provides its correct taxpayer identification number (“TIN”) and certifies that the TIN provided is correct (or that such shareholder is awaiting a TIN); or (iii) certifies that it is not currently subject to backup withholding or certifies as to its non-United States status. If such shareholder is an individual, the TIN is his or her social security number. Completion of a Substitute Form W-9, in the case of a U.S. Shareholder, provided in this Letter of Transmittal, should be used for this purpose. Failure to provide such shareholder’s TIN on the Substitute Form W-9, if applicable, may subject the shareholder (or other payee) to a U.S.\$50 penalty imposed by the Internal Revenue Service (“IRS”). More serious penalties may be imposed for providing false information which, if willfully done, may result in fines and/or imprisonment. The box in part 3 of the Substitute Form W-9 may be checked if the shareholder (or other payee) is required to submit a Substitute Form W-9 and has not been issued a TIN and has applied for a TIN or intends to apply for a TIN in the near future. If the box in part 3 is so checked, the Exchange Agent will withhold 30% on any such payment of cash deliverable in lieu of a fractional share of Adobe Stock until a TIN is provided to the Exchange Agent.

In order for a non-United States shareholder to qualify as an exempt recipient, that shareholder should submit an IRS Form W-8BEN, which is enclosed with this Letter of Transmittal, signed under penalties of perjury, attesting to that

shareholder's exempt status. Failure to provide the information on the Form W-8BEN may subject such shareholder to a 30% United States federal income tax withholding on the payment of cash in lieu of fractional shares of Adobe Stock.

Backup withholding is not an additional tax. Rather, the tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund may be obtained by filing a tax return with the IRS. The Exchange Agent cannot refund amounts withheld by reason of backup withholding.

PURPOSE OF FORM W-8BEN

Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding

If a shareholder is not a U.S. citizen or U.S. resident alien, then the shareholder must execute the enclosed Form W-8BEN, signed under penalties of perjury, attesting to that person's exempt status, in order to prevent backup federal income tax withholding on payments that are made to such shareholder in lieu of fractional shares, if any, of Adobe Stock.

WHAT NUMBER TO GIVE THE EXCHANGE AGENT

The shareholder is required to give the Exchange Agent the social security number or employer identification number of the record owner of the Shares. If the Shares are registered in more than one name or are not in the name of the actual owner, consult the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 for additional guidelines on which number to report.

THE LETTER OF TRANSMITTAL, CERTIFICATES FOR SHARES, AND ANY OTHER REQUIRED DOCUMENTS SHOULD BE SENT OR DELIVERED BY EACH FORMER REGISTERED ACCELIO SHAREHOLDER, HIS PROPER ASSIGNEES OR TRANSFEREES, OR HIS BROKER, DEALER, COMMERCIAL BANK, TRUST COMPANY, OR OTHER NOMINEE TO THE EXCHANGE AGENT AT ONE OF ITS ADDRESSES SET FORTH ON THE FIRST PAGE OF THIS LETTER OF TRANSMITTAL.

This Substitute Form W-9 must only be completed by Persons who are U.S. Citizens or U.S. Resident Aliens

PAYER'S NAME: Computershare Trust Company of New York		
SUBSTITUTE FORM W-9 Department of the Treasury Internal Revenue Service Payer's Request for Taxpayer Identification Number ("TIN")	Part 1 - PLEASE PROVIDE YOUR TIN IN THE BOX AT RIGHT AND CERTIFY BY SIGNING AND DATING BELOW	Social security number(s) OR _____ Employer Identification Number(s)
	Part 2—Certificates— Under penalties of perjury, I certify that: (1) The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued for me), (2) I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the U.S. Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and (3) I am a U.S. citizen or a U.S. resident alien. Certification Instructions— You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because of underreporting interest or dividends on your tax return	
	SIGNATURE _____ DATE _____	Part 3 – Awaiting TIN <input type="checkbox"/>

NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING OF 30% OF ANY PAYMENTS TO BE RECEIVED BY YOU IN LIEU OF A FRACTIONAL SHARE OF ADOBE STOCK. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.

YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU CHECKED THE BOX IN PART 3 OF THE SUBSTITUTE FORM W-9.

<p>CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER</p> <p>I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (1) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (2) I intend to mail or deliver the foregoing application in the near future. I understand that if I do not provide a taxpayer identification number by the time of any payment, 30% of all reportable payments made to me thereafter will be withheld until I provide such number.</p> <p>Signature _____ Date _____</p>

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Questions and requests for assistance or additional copies of this Letter of Transmittal may be directed to:

Computershare Trust Company of New York
88 Pine Street
Wall Street Plaza
19th Floor
New York, NY 10005
1-800-245-7630

**GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9**

Guidelines for Determining the Proper Identification Number to Give the Payer. – Social Security numbers have nine digits separated by two hyphens: i.e. 000-00-0000. Employer identification numbers have nine digits separated by only one hyphen: i.e. 00-0000000. The table below will help determine the number to give the payer.

For this Type of Account:	Give the name and Social Security Number of --	For this Type of Account:	Give the name and Employer Identification Number of --
1. Individual	The individual	6. Sole proprietorship	The owner (3)
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account. (1)	7. A valid trust, estate, or pension trust	The legal entity (Do not furnish the identifying number of the personal representative or trustee unless the legal entity itself is not designated in the account title.) (4)
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor (2)	8. Corporate	The corporation
4. a. The usual revocable savings trust account (grantor is also trustee)	The grantor-trustee (1)	9. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
b. So-called trust account that is not a legal or valid trust under state law	The actual owner (1)	10. Partnership	The partnership
5. Sole proprietorship	The owner (3)	11. A broker or registered nominee	The broker or nominee
		12. Account with the Department of Agriculture in the name of a public entity (such as a State or local government, school district, or prison) that receives agricultural program payments	The public entity

(1) List first and circle the name of the person whose number you furnish.

(2) Circle the minor's name and furnish the minor's social security number.

(3) Show the name of the owner. Either the social security number or the employer identification number may be furnished.

(4) List first and circle the name of the legal trust, estate, or pension trust.

Note: If no name is circled when there is more than one name, the number will be considered to be that of the first name listed.

**GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9**

Page 2

Obtaining a Number

If you do not have a taxpayer identification number or you do not know your number, obtain Form SS-5, Application for a Social Security Card (for resident individuals), Form SS-4, Application for Employer Identification Number (for businesses and all other entities), or Form W-7, Application for IRS Individual Taxpayer Identification Number (for alien individuals required to file U.S. tax returns), at an office of the Social Security Administration or the Internal Revenue Service.

To complete the Substitute Form W-9, if you do not have a taxpayer identification number, check the box in Part 3 – Awaiting TIN, sign and date the Form, and give it to the requester. Generally, you will then have 60 days to obtain a taxpayer identification number and furnish it to the requester. If the requester does not receive your taxpayer identification number within 60 days, backup withholding, if applicable, will begin and will continue until you furnish your taxpayer identification number to the requester.

Payees and Payments Exempt from Backup Withholding

Set forth below is a list of payees that are exempt from backup withholding with respect to all or certain types of payments. For interest and dividends, all listed payees are exempt except the payee in item (9). For broker transactions, all payees listed in items (1) through (13) and any person registered under the Investment Advisors Act of 1940 who regularly acts as a broker is exempt. For payments subject to reporting under Sections 6041 and 6041A, the payees listed in items (1) through (7) are generally exempt. For barter exchange transactions and patronage dividends, the payees listed in items (1) through (5) are exempt.

- (1) An organization exempt from tax under Section 501(a), an IRA, or a custodial account under Section 403(b)(7) if the account satisfies the requirements of Section 401(f)(2).
- (2) The United States or any of its agencies or instrumentalities.
- (3) A state, the District of Columbia, a possession of the United States, or any of their subdivisions or instrumentalities.
- (4) A foreign government or any of its political subdivisions, agencies or instrumentalities.
- (5) An international organization or any of its agencies or instrumentalities.
- (6) A corporation.
- (7) A foreign central bank of issue.
- (8) A dealer in securities or commodities registered in the U.S., the District of Columbia, or a possession of the U.S.
- (9) A futures commission merchant registered with the Commodity Futures Trading Commission.
- (10) A real estate investment trust.
- (11) An entity registered at all times under the Investment Company Act of 1940.
- (12) A common trust fund operated by a bank under Section 584(a).
- (13) A financial institution.
- (14) A middleman known in the investment community as a nominee or custodian.
- (15) A trust exempt from tax under Section 664 or described in Section 4947.

Payments of dividends and patronage dividends not generally subject to backup withholding include the following:

- Payments to nonresident aliens subject to withholding under Section 1441.
- Payments to partnerships not engaged in a trade or business in the U.S. and which have at least one nonresident alien partner.
- Payments of patronage dividends not paid in money.
- Payments made by certain foreign organizations.
- Section 404(k) distributions made by an ESOP.

Payments of interest not generally subject to backup withholding include the following:

- Payments of interest on obligations issued by individuals.
Note: You may be subject to backup withholding if this interest is \$600 or more and is paid in the course of the payer's trade or business and you have not provided your correct taxpayer identification number to the payer.
- Payments of tax-exempt interest (including exempt-interest dividends under Section 852).
- Payments described in Section 6049(b)(5) to non-resident aliens.
- Payments on tax-free covenant bonds under Section 1451.
- Payments made by certain foreign organizations.
- Mortgage or student loan interest paid to you.

To avoid possible erroneous backup withholding, exempt payees described above should furnish their taxpayer identification number, check the Exempt Payee Box, and return the Substitute Form W-9 to the payer.

Certain payments other than interest, dividends, and patronage dividends, that are not subject to information reporting are also not subject to backup withholding. For details, see Sections 6041, 6041A, 6042, 6044, 6045, 6049, 6050A and 6050N and the regulations promulgated thereunder.

Privacy Act Notice. — Section 6109 requires most recipients of dividend, interest, or other payments to give taxpayer identification numbers to payers who must report the payments to the IRS. The IRS uses the numbers for identification purposes. Payers must be given the numbers whether or not recipients are required to file tax returns. Payers must generally withhold 31% of taxable interest, dividend, and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

Penalties

(1) Penalty for Failure to Furnish Taxpayer Identification Number. — If you fail to furnish your taxpayer identification number to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

(2) Civil Penalty for False Information with Respect to Withholding. — If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.

(3) Criminal Penalty for Falsifying Information. — Falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

**FOR ADDITIONAL INFORMATION CONSULT YOUR TAX
ADVISER OR THE INTERNAL REVENUE SERVICE**