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July 14, 2006

Office of International Corporate Finance  
Division of Corporate Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington D.C. 20549  
U.S.A.

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

*Mitsui Trust Holdings*

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The ~~Chuo Mitsui Trust and Banking Company, Limited~~  
Information Furnished Pursuant to  
12g3-2(b) Under the Securities Exchange Act of 1934  
File No. 82-4677

Ladies and Gentlemen:

The Chuo Mitsui Trust and Banking Company, Limited, a bank organized as a joint stock company under the law of Japan (the "Bank"), pursuant to Rule 12g3-2(b) under the Securities and Exchange Act of 1934, as amended (the "Act"), hereby furnishes the following press release documents to the Commission:

**REPAYMENT OF PUBLIC FUNDS THROUGH CONVERSION OF  
PREFERRED STOCK AND SECONDARY SALE OF COMMON STOCK**

All information and documents submitted herewith are being furnished under Rule 12g3-2(b)(1) with the understanding that such information and documents will not be deemed to be "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Act, and that neither this letter nor the furnishing of such information and documents shall constitute an admission for any purpose that the Bank is subject to the Act.

Please acknowledge receipt of this letter by stamping the enclosed copy and returning it.

Yours very truly,

For and on behalf of  
The Chuo Mitsui Trust & Banking Co., Ltd.

Nobuaki Minei  
Senior Manager  
Settlement Administration Department  
Phone: 81-3-5232-1056  
Facsimile: 81-3-5232-4479

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July 5, 2006

To Whom It May Concern:

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

Mitsui Trust Holdings, Inc.

Code No.: 8309

**Repayment of Public Funds Through Conversion of Preferred Stock  
and Secondary Sale of Common Stock**

With regard to the secondary sale of our common stock in the domestic and overseas markets, Mitsui Trust Holdings, Inc. (the "Company") decided the following at the Meeting of the Board of Directors held today.

As announced in our "Notice Regarding a Request for Sales in the Market of the Public Funds (Preferred Stock)" released on March 31, 2006, we will repay public funds through the conversion of our 20,000,000 Class I Preferred Stock (total amount of initial issue price 32.0 billion yen, subscribed by the Resolution and Collection Corporation (the "RCC")), into common stock by the RCC (through issuance of our common stock upon request for conversion by the RCC), followed by the sale in the market (through a secondary sale) of such common stock, assuming that the Company will obtain approval from the Deposit Insurance Corporation.

1. Type of stock to be offered:

Common stock of the Company

2. Number of shares planned to be offered:

80,930,000 shares

The above-mentioned number of shares that we plan to offer is the total of the shares to be offered domestically and overseas. The total number of shares to be offered as well as the number of shares to be offered domestically and overseas will be decided by the seller mentioned in 3. below, within the number of shares planned to be offered, in consideration of the level of demand on the day when the offering price is fixed, which is specified in 4. below.

3. Seller:

The Resolution and Collection Corporation

4. Offering price:

To be fixed on a day between Monday, July 24, 2006 and Wednesday, July 26, 2006,

("Offering Price Fixing Day")

The offering price will be fixed by the RCC based on the provisional conditions scheduled to be presented on Wednesday, July 12, 2006, the level of demand and other factors, after consultation with the joint global coordinators (Nikko Citigroup Ltd. and UBS Securities Japan Ltd.).

5. Method of secondary sale:

(1) Domestic secondary sale:

The domestic secondary sale will be conducted through firm commitment underwriting by the following underwriters:

Nikko Citigroup Limited  
UBS Securities Japan Ltd.  
Daiwa Securities SMBC Co., Ltd.  
Nomura Securities Co., Ltd.  
Shinko Securities Co., Ltd.  
Okasan Securities Co., Ltd.  
Tokai Tokyo Securities Co., Ltd.

(2) Overseas secondary sale:

The secondary sale in overseas markets will be conducted through firm commitment underwriting by the following underwriters (In the U.S., the common stock will be privately offered only to eligible institutional investors based on Rule 144A of the United States Securities Act of 1933, as amended):

UBS Limited  
Citigroup Global Markets Limited  
Goldman Sachs International  
Merrill Lynch International  
Daiwa Securities SMBC Europe Limited  
Morgan Stanley & Co. International Limited  
Nomura International plc  
BNP Paribas  
J.P. Morgan Securities Ltd.

6. Subscription period:

The subscription period of the domestic secondary sale is scheduled to be from the next business day following the Offering Price Fixing Day to the third business day after the Offering Price Fixing Day, but the final decision regarding the subscription period will be made on the Offering Price Fixing Day.

7. Settlement date:

The settlement date is scheduled to be the fourth business day after the Offering Price Fixing Day, but the final decision will be made on the Offering Price Fixing Day.

8. Advances on subscription:

The advances on subscription will be equivalent to the offering price per share.

9. Unit of shares for subscription:

1,000 shares

10. We filed a securities notice, including amendments, regarding this secondary sale on July 5, 2006.

(For your reference)

The RCC will offer 80,930,000 shares of common stock which excludes fractional shares (less than one minimum unit) from all 80,930,703 shares delivered upon the claim for acquisition through conversion of the Class I Preferred Stock held.

**For inquiries concerning this matter, please contact:**

Mitsui Trust Holdings, Inc.  
Public Relations Group  
Planning and Coordination Department  
Phone: 81-3-5232-8827

This notice is published in order to 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.

For investors in Japan, please make your final decision about whether or not to subscribe to this secondary sale at your own discretion, after reading the "prospectus for secondary sale of shares" (and the revised articles), which we will prepare. Investors in Japan will be able to obtain this prospectus (and the revised articles) from the underwriting Japanese underwriters.

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 common stock of the Company has 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 registration of securities for public offering is planned in the United States in connection with the above-mentioned transactions.