

Edgar Filing: WACOAL CORP - Form SC 13G

WACOAL CORP  
Form SC 13G  
August 15, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. \_\_\_\_)\*

WACOAL CORPORATION  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

930004205  
(CUSIP Number)

APRIL 2, 2001  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 930004205  
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1 NAME OF REPORTING PERSON

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles only)

Mitsubishi Tokyo Financial Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

NUMBER OF	5	SOLE VOTING POWER
SHARES		9,548,746
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-0-
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		9,548,746
PERSON	8	SHARED DISPOSITIVE POWER
WITH		-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,548,746

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.63%

12 TYPE OF REPORTING PERSON

CO

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CUSIP NO. 930004205

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles only)

The Bank of Tokyo - Mitsubishi, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)

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(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

NUMBER OF 5 SOLE VOTING POWER  
SHARES 4,769,000

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING 4,769,000

PERSON 8 SHARED DISPOSITIVE POWER  
WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,769,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.31%

12 TYPE OF REPORTING PERSON

CO

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CUSIP NO. 930004205

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles only)

The Mitsubishi Trust and Banking Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions)

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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Tokyo, Japan

NUMBER OF	5	SOLE VOTING POWER
SHARES	4,300,000	
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY	-0-	
EACH	7	SOLE DISPOSITIVE POWER
REPORTING	4,300,000	
PERSON	8	SHARED DISPOSITIVE POWER
WITH	-0-	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,300,000	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	2.99%	
12	TYPE OF REPORTING PERSON	
	CO	

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CUSIP NO. 930004205

1	NAME OF REPORTING PERSON	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles only)	
	Mitsubishi Securities Co., Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(See Instructions)	(a) <input type="checkbox"/>
		(b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Tokyo, Japan	
NUMBER OF	5	SOLE VOTING POWER
SHARES	271,746	

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BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY	-0-	
EACH	7	SOLE DISPOSITIVE POWER
REPORTING	271,746	
PERSON	8	SHARED DISPOSITIVE POWER
WITH	-0-	

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

271,746

---

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.19%

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12 TYPE OF REPORTING PERSON

CO

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 CUSIP NO. 930004205  
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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles only)

Mitsubishi Securities International plc

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (See Instructions)

(a)   
 (b)

---

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

London, United Kingdom

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NUMBER OF	5	SOLE VOTING POWER
SHARES	250,000	

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BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY	-0-	
EACH	7	SOLE DISPOSITIVE POWER

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REPORTING 250,000  
-----  
PERSON 8 SHARED DISPOSITIVE POWER  
WITH -0-  
-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
250,000  
-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.17%  
-----  
12 TYPE OF REPORTING PERSON  
CO  
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CUSIP NO. 930004205  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles only)  
Mitsubishi Asset Management Co., Ltd.  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a) [ ]  
(b) [ ]  
-----  
3 SEC USE ONLY  
-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Tokyo, Japan  
-----  
NUMBER OF 5 SOLE VOTING POWER  
SHARES 208,000  
-----  
BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY -0-  
-----  
EACH 7 SOLE DISPOSITIVE POWER  
REPORTING 208,000  
-----  
PERSON 8 SHARED DISPOSITIVE POWER  
WITH -0-  
-----

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

208,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.14%

12 TYPE OF REPORTING PERSON

CO

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CUSIP NO. 930004205

ITEM 1

(a) NAME OF ISSUER

Wacoal Corporation

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

29 Nakajima-cho, Kisshoin, Minami-ku

Kyoto, 601-8530, Japan

ITEM 2

(a) NAME OF PERSONS FILING

Mitsubishi Tokyo Financial Group, Inc. ("MTFG")

The Bank of Tokyo-Mitsubishi, Ltd. ("BTM")

The Mitsubishi Trust and Banking Corporation ("MTB")

Mitsubishi Securities Co., Ltd. ("MS")

Mitsubishi Securities International plc("MSI")

Mitsubishi Asset Management Co., Ltd. ("MAM")

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

MTFG:

26F Marunouchi Building

4-1 Marunouchi 2-chome, Chiyoda-ku

Tokyo 100-6326, Japan

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BTM:  
7-1, Marunouchi 2-chome, Chiyoda-ku  
Tokyo 100-8388, Japan

MTB:  
5-4-1 Marunouchi 2-chome, Chiyoda-ku  
Tokyo 100-0005, Japan

MS:  
4-1 Marunouchi 2-chome, Chiyoda-ku  
Tokyo, 100-6317, Japan

MSI:  
6 Broadgate, London EC2M 2AA,  
United Kingdom

MAM:  
5-4-1 Marunouchi 2-chome, Chiyoda-ku  
Tokyo 100-8212, Japan

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CUSIP NO. 930004205  
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(c) CITIZENSHIP

N/A

(d) TITLE OF CLASS OF SECURITIES

Common Stock

(e) CUSIP NUMBER

930004205

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(b),  
OR 13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker dealer registered under section 15 of the Act (15 U.S.C. 780).
- (b)  Bank as defined in section 3 (a) (6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as fined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with 240.13d-1(b) (1) (ii) (E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b) (1) (ii) (F);
- (g)  A parent holding company or control person in



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accordance with 240.13d-1(b) (1) (ii) (G);

- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with 240.13d

ITEM 4 OWNERSHIP

Provide the following information regarding the aggregate number and percent of the class of securities of the issuer identified in Item 1.

For MTFG

- (a) Amount Beneficially Owned: 9,548,746
- (b) Percent of Class: 6.63%

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CUSIP NO. 930004205  
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- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 9,548,746
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 9,548,746
  - (iv) Shared power to dispose or to direct the disposition of: 0

For BTM

- (a) Amount Beneficially Owned: 4,769,000
- (b) Percent of Class: 3.31%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 4,769,000
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 4,769,000
  - (iv) Shared power to dispose or to direct the disposition of: 0

For MTB

- (a) Amount Beneficially Owned: 4,300,000
- (b) Percent of Class: 2.99%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 4,300,000
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 4,300,000
  - (iv) Shared power to dispose or to direct the

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disposition of: 0

For MS

(a)	Amount Beneficially Owned:	271,746
(b)	Percent of Class:	0.19%
(c)	Number of shares as to which such person has:	
	(i) Sole power to vote or to direct the vote:	271,746
	(ii) Shared power to vote or to direct the vote:	0
	(iii) Sole power to dispose or to direct the disposition of:	271,746
	(iv) Shared power to dispose or to direct the disposition of:	0

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For MSI

(a)	Amount Beneficially Owned:	250,000
(b)	Percent of Class:	0.17%
(c)	Number of shares as to which such person has:	
	(i) Sole power to vote or to direct the vote:	250,000
	(ii) Shared power to vote or to direct the vote:	0
	(iii) Sole power to dispose or to direct the disposition of:	250,000
	(iv) Shared power to dispose or to direct the disposition of:	0

For MAM

(a)	Amount Beneficially Owned:	208,000
(b)	Percent of Class:	0.14%
(c)	Number of shares as to which such person has:	
	(i) Sole power to vote or to direct the vote:	208,000
	(ii) Shared power to vote or to direct the vote:	0
	(iii) Sole power to dispose or to direct the disposition of:	208,000
	(iv) Shared power to dispose or to direct the disposition of:	0

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

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As of the filing date, MTFG beneficially owns 9,548,746 shares indirectly through its subsidiaries as follows: BTM holds 4,769,000 shares; MTB holds 4,300,000 shares; MS holds 271,746 shares (including 250,000 indirectly held through MS's subsidiary, MSI); MAM holds 208,000 shares.

The shares held by BTM were owned since October 31, 1996, and were continued to be held by BTM after MTFG was formed on April 2, 2001 as the holding company of BTM. In addition to the 7,555,000 shares held by BTM, MTFG also became the beneficial owner of the 7,755,000 additional shares held by the other subsidiaries of MTFG. For details, including the historic ownership of shares by MTFG's subsidiaries since 1996, please see the Appendix.

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CUSIP NO. 930004205  
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ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10 CERTIFICATION

Not applicable.

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CUSIP NO. 930004205  
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 3, 2005

MITSUBISHI TOKYO FINANCIAL GROUP, INC.

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By: /s/ Junichi Itoh

-----  
Name: Junichi Itoh  
Title: Executive Officer, General  
Manager of Credit & Investment  
Management Division

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-----

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 3, 2005

THE BANK OF TOKYO-MITSUBISHI, LTD.

By: /s/ Junichi Itoh

-----  
Name: Junichi Itoh  
Title: Managing Director and General  
Manager Credit Policy Office

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CUSIP NO. 930004205  
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 3, 2005

THE MITSUBISHI TRUST AND BANKING  
CORPORATION

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By: /s/ Koji Kawakami

-----  
Name: Koji Kawakami  
Title: Deputy General Manager

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 3, 2005

MITSUBISHI SECURITIES CO., LTD.

By: /s/ Masayasu Tsukada

-----  
Name: Masayasu Tsukada  
Title: General Manager

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CUSIP NO. 930004205  
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 3, 2005

MITSUBISHI SECURITIES INTERNATIONAL PLC

By: /s/ Toshio Fujimoto

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Name: Toshio Fujimoto  
Title: Managing Director

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CUSIP NO. 930004205  
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 3, 2005

MITSUBISHI ASSET MANAGEMENT CO., LTD.

By: /s/ Ryujiro Yagasaki

-----  
Name: Ryujiro Yagasaki  
Title: President & CEO

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CUSIP NO. 930004205  
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APPENDIX

-----  
NAME OF ISSUER                      WACOAL CORPORATION  
-----  
CLASS OF SECURITIES                COMMON STOCK  
-----  
CUSIP NUMBER                        930004205  
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Please note that the figures shown in the table below were reported to the competent local finance bureau under the Securities and Exchange Law of Japan. Under the Securities and Exchange Law, any person or group of persons beneficially holding more than 5% of the shares with voting rights of a company listed on a Japanese stock exchange must file a report with a competent local finance bureau. A similar report must also be filed if the percentage held by a holder or group of holders of more than 5% of the shares with voting rights of a company increases or decreases by 1% or more, and if there is a change in the group of holders.

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MTFG SUBSIDIARIES *	BTM	MTB	TMS	MS	NTB	MTB AM	T
DATE							
1996/10/31	7,705,000				90,000		
2001/4/2 **	7,555,000	7,315,000	49,000		391,000		
2001/4/10	7,555,000	7,315,000	17,000		391,000		
2001/5/17	7,555,000	7,319,000	26,000		391,000	6,000	
2001/10/1	7,555,000	7,761,000	13,000		0	13,000	
2002/10/31	7,126,000	7,685,000	0	25,573		6,000	
2002/12/31	4,876,000	5,502,000		571,225		6,000	
2003/7/31	4,769,000	4,344,000		47,844		6,000	
2004/4/30	4,769,000	4,193,000		23,619		5,000	64
2004/10/31	4,769,000	4,066,000		50,552		0	
2005/4/30	4,769,000	4,099,000		6,907			

CURRENT POSITION

2005/08/03	4,769,000	4,300,000		21,746			
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MTFG SUBSIDIARIES *	MTFG TOTAL	TOTAL OUTSTANDING SHARES	BENEFICIALLY OWNED BY MTFG
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DATE

1996/10/31	7,795,000	154,116,685	5.06%
2001/4/2 **	15,310,000	151,116,685	10.13%
2001/4/10	15,278,000	151,116,685	10.11%
2001/5/17	15,297,000	151,116,685	10.12%
2001/10/1	15,342,000	151,116,685	10.15%
2002/10/31	14,842,573	149,116,685	9.95%
2002/12/31	10,955,225	149,116,685	7.35%

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2003/7/31	9,166,844	146,616,685	6.25%
2004/4/30	9,054,619	144,016,685	6.29%
2004/10/31	8,954,552	144,016,685	6.22%
2005/4/30	9,124,907	144,016,685	6.34%
CURRENT POSITION			
2005/08/03	9,548,746	144,016,685	6.63%

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(Note)

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 (\*) Abbreviation of MTFG subsidiaries  
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BTM = The Bank of Tokyo-Mitsubishi  
 MTB = The Mitsubishi Trust and Banking Corporation  
 TMS = Tokyo Mitsubishi Securities  
 MS = Mitsubishi Securities,  
 NTB = Nippon Trust Bank  
 MTBAM = Mitsubishi Trust Asset Management  
 TMAM = Tokyo Mitsubishi Asset Management  
 MAM = Mitsubishi Asset Management  
 TMI = Tokyo Mitsubishi International (now renamed as  
 Mitsubishi Securities International).

Please note that following the merger with UFJ, BTM will be renamed The Bank of Tokyo-Mitsubishi UFJ, Ltd. MTB will be renamed Mitsubishi UFJ Trust and Banking Corporation. NTB was merged into MTB in 2001. MS will be renamed Mitsubishi UFJ Securities Co., Ltd. MTBAM and TMAM merged in 2004.and it is now renamed as MAM.

(\*\*) MTFG was formed on April 2, 2001.  
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