November 10, 2009

Company Name: IT Holdings Corporation
(Code No.: 3626, First Section of the Tokyo Stock Exchange)
Representative: Susumu Okamoto
Representative Director / President
Contact: Iwao Sakuma
General Manager Group Public Relations Department
(Tel: 03-6738-7557)

NOTICE OF COMMENCEMENT OF TENDER OFFER FOR SHARES OF SORUN CORPORATION

IT Holdings Corporation (hereinafter the "Company") hereby announces that the Board of Directors of the Company passed a resolution to acquire shares of SORUN Corporation (Code No.: 9750, First Section of the Tokyo Stock Exchange; hereinafter the "Target") through a tender offer (hereinafter the "Tender Offer") at its Board of Directors' meeting held on November 10, 2009.

1. Purpose of the Tender Offer

(1) Summary of the Tender Offer

The Company will conduct the Tender Offer to acquire all issued shares of the Target, except the treasury shares owned by the Target, for the purpose of making the Target into a wholly-owned subsidiary and for management integration with the Target.

There is no maximum number of shares to be purchased for the Tender Offer. However, the Company has set the minimum number of shares to be purchased, which is 14,992,565 shares (comprising 51% of all issued shares). If the number of tendered shares does not reach the minimum number, no shares will be purchased. This means that if the Company's shareholding in the Target after the Tender Offer does not reach 51%, the Company will not purchase any of the shares.

The Target passed a resolution agreeing to the Tender Offer and recommending the acceptance of the Tender Offer to its shareholders at its Board of Directors' meeting held on November 10, 2009.

(2) Purpose and Background of the Tender Offer and Management Policies after the Tender Offer

The Company was established in April 2008 as a joint holding company through a joint share transfer for the purpose of integrating the management of TIS Inc. (hereinafter "TIS") and INTEC Holdings, Ltd. (hereinafter "INTEC HD"). The Company is a corporate group consisting of independent prime contractors in the information service industry, which has an important role in the social infrastructure, including TIS and INTEC, Inc. (hereinafter "INTEC"). These companies employ a federalized intra-group system, developing characteristics of each company while maintaining the uniformity of the overall group. These companies endeavor to improve their management efficiency and operation scales, view the maximization of corporate values as a fundamental management policy and offer comprehensive information services including outsourcing, software development, and solution provision.

Starting since the merger in April 1997 between MKC Co., Ltd. and STAT Corporation, both of which businesses were focused on software development, the Target has been reinforcing its technological strength and customer bases, and expanding its products and its businesses through strategic utilization of mergers and acquisitions, including integration with software development companies such as Nippon Timeshare Co., Ltd. and LTCB Systems Co., Ltd. Today, the Target has 14 domestic and overseas subsidiaries and comprehensively offers highly flexible solutions that are centered on software development and utilize characteristics of independent corporations, including information processing services, system related services and system equipment sales, to a wide range of customers from major corporations to medium size corporations, which consist mainly of financial and manufacturing businesses.

The information service industry is on the verge of a major change. While the whole market is unlikely to show further significant growth in the future,, customers' interests in system investments are shifting from maintenance of information systems (owning their own systems: system integration) to efficient use and operation of information communication systems through the use of outsourcing and XaaS (see Note below), as encompassed by the expression "crowd computing." Each company in the information service industry will be challenged to respond quickly to such change by adjusting its technology bases and investing in infrastructure. The Company believes that, through this paradigm shift, in the medium term, the distinction between companies that are able to handle the changes and companies that are unable to handle such changes will become apparent, and the structure within the industry will change substantially. Furthermore, in the short term, the market is still in a tough condition because of decreased demand, due to the economic downturn that has been continuing since the last half of 2008 and further price declines due to competition with overseas companies.

Under such circumstances, the Company aims to secure a solid position in the information service industry as a leading company. In April 2009, the Company embarked on the "IT Evolution 2011," its first medium term management plan. The Company is focusing on expansion and reinforcement of the existing businesses, deployment of overseas businesses, promotion of new businesses, streamlining of operations and costs reduction as its primary strategies. This Tender Offer is consistent with the medium term management plan.

The Company believes that, as independent system integrators, the Company and the Target will be able to gain a competitive edge by providing high value added services from customers' perspective. The Company has been considering the possibility of management integration with other companies because, under uncertain business environments, alignment of independent system integrators will be beneficial in diversifying risks and stabilizing performance through mutual setoff effects in the short term, and, such alignment will strengthen the corporate powers and maximize the corporate value in the medium term. In considering such options, the Company had an opportunity to work on the same system development project with the Target, and realized and came to highly value the Target as a potential business partner through such opportunity. After discussions between them, the Company and the Target came to the conclusion that the management integration between the Company and the Target, based on the compatible corporate cultures that stem from a commonality of business strategies, is expected to provide mutual setoff effects and diversification of risks in the early phase and, in the medium term, is expected to provide opportunities to generate synergies through technologies and know-how of both companies, and thus the management integration will benefit the companies through the realization of economies of scale and increased corporate value of both companies. Based on the above process and for such purpose, the Company and the Target decided to integrate management under the principle of equality by making the Target into a wholly owned subsidiary of the Company through the Tender Offer. The Company and the Target executed a basic agreement on management integration on November 10, 2009 (hereinafter the "Basic Agreement"). Please refer to "(1) Existence and Content of Agreements between the Company and the Target or the Company and Officers of the Target" of "4. Miscellaneous" for the summary of the Basic Agreement.

As a result of measures that have been implemented since its establishment, the Company has begun to benefit from management integration with TIS and INTEC HD, the benefit of which includes receiving orders for joint projects and the reducing of costs through efficient use of common functions. If the Company successfully integrates its management with the Target, the Company, as a prime contractor, expects to expand its domestic and overseas profit bases, and to attain improvement of technologies and know-how, as well as productivity and reducing of cost.

As to the profit bases, cross-selling to financial businesses, including credit card, banking, securities and insurance businesses, which are the strong customer bases of both the Company and the Target, will become possible because the Company expects to gain a competitive edge through the expansion of customer coverage and business scope. Similarly, the Company will become able to provide a wide variety of solution services to manufacturing businesses, and thus the Company will be able to explore further demands from existing customers and expand profit bases. Through the diversified customer bases, the Company will be able to reinforce a stable profit structure that is less likely to be affected by IT investment trends that are specific to particular businesses, and to better handle changes in the business climate.

As to overseas deployment such as projects including other Asian countries, the Company will be able to reinforce its ability to provide services by consolidating resources of the Company and the Target. Such reinforcement will contribute to the improvement of its customer acquisition capacity.

INTEC and UFIT Co., Ltd., the business companies under our corporate group, have business bases in Toyama Prefecture and Aichi Prefecture, respectively, while Nagano Prefecture is one of the places of origin of the Target. Therefore, after the management integration, the Tokai Shinetsu Hokuriku region is expected to be further solidified as the Company's business base.

As to improvement of technologies and know-how, the Company will be able to handle more advanced projects by acquiring engineers who are able to handle establishment and operation of large scale systems mainly for financial industry. Further, the Company and the Target will share the knowledge on production control technologies, project risk management, etc, that have been developed by both the Company and the Target to establish better project management.

The Company believes that offshore resources and measures to efficiently operate its local subsidiaries will improve the productivity. The Company expects to deploy and streamline high-value added businesses by effectively utilizing the Company's data centers in Japan by collaborating with the Target.

In addition, further reduction of costs is expected through the sharing of services for back office functions that the Company and the Target have been promoting, in addition to effective use of internal resources described above.

In order to realize the effects of the management integration between the Company and the Target as soon as possible, the Company will submit a director appointment proposal naming Mr. Junji Kitagawa, the chairman and representative director of the Target (hereinafter "Mr. Kitagawa") and Mr. Masaki Chitose, the president and representative director of the Target (hereinafter "Mr. Chitose") as candidates for its directors at the first general meeting of shareholders to be held after the completion of the management integration. In addition, the Target will submit a director appointment proposal naming two or more persons, designated by the Company, as candidates for its directors at the Target's first general meeting of shareholders to be held after the completion of the management integration. Between the Company and the Target, the Target will maintain the existing management except for the directors designated by the Company above.

After the completion of the management integration with the Target, the Company desires to proceed with exploitation and development of businesses that are expected to proactively generate synergies under the basic management policies described above. The Company desires to announce a new plan incorporating effects of the management integration with the Target as soon as possible after the completion of the management integration.

Note: XaaS is a collective term for Saas (Software as a Service), PaaS (Platform as a Service), IaaS (Infrastructure as a Service), and HaaS (Hardware as a Service) and means services that provide various IT resources on an on-demand basis.

(3) Expected Delisting and Its Reason

As of now, the shares of the Target are listed on the Tokyo Stock Exchange, Inc. (hereinafter the "TSE"). Because there is no maximum number of shares to be purchased in this Tender Offer, the shares of the Target may be delisted from the TSE after the completion of the Tender Offer in accordance with the delisting standards and the prescribed procedures of the TSE, depending on the result of the Tender Offer. Even if the result of the Tender Offer does not meet the delisting standards, the Company plans to acquire all issued shares of the Target through a share exchange, having the Company as the wholly owning company and the Target as the wholly owned company (hereinafter the "Share Exchange"), after the completion of the Tender Offer. Therefore, the shares of the Target will be delisted in accordance with the delisting standards and the prescribed procedures. After the delisting, the shares of the Target will no longer be traded on the TSE.

(4) Items on Material Agreements between the Company and Shareholders of the Target that Relate to Acceptance of the Tender Offer

As of November 10, 2009, the Company concluded tender offer agreements with each of Mr. Kitagawa, the representative director and shareholder of the Target (owning 2,315,254 shares that comprise a 7.87 % shareholding ratio), and Mr. Chitose, the representative director and shareholder of the Target (owning 2,146,180 shares that comprise a 7.30 % shareholding ratio), and obtained their agreement to tender all of their shares through the Tender Offer. Under the tender offer agreements, Mr. Kitagawa and Mr. Chitose are prohibited from cancelling each of their acceptances of the Tender Offer after such acceptance. However, if the Target, during the period of the Tender Offer, (i) cancels the announcement of agreement to the Tender Offer, or（ii）executes, conducts, proposes, solicits or announces agreement etc., with a third party other than the Company, to capital participation by a third party, business alliance, transfer of all or part of its businesses or assets, solicitation of shares for subscription, disposition of treasury shares, share transfer, share exchange, demerger, merger, purchase of shares of the Target and other similar transactions, of which execution would have material effects on the management integration between the Company and the Target ("Management Integration"), upon consultation between Mr. Kitagawa/Mr. Chitose and the Company, the parties may determine not to apply the provision stipulating the obligation to accept the Tender Offer and the provision prohibiting the cancellation of the acceptance of the

Tender Offer.

(5) Policies on Organizational Restructuring, etc. after the Tender Offer (Items on so-called two-tier buyout)

As provided above, the Company will conduct the Tender Offer for the purpose of acquiring all the issued shares of the Target (excluding treasury shares owned by the Target). In addition, if the Company is unable to acquire all issued shares of the Target (excluding treasury shares owned by the Target) through the Tender Offer, the Company plans to conduct the Share Exchange. As a result of the Share Exchange, all shares of the Target that are not tendered at the Tender Offer (excluding the shares owned by the Company) will be exchanged with the shares of the Company, and the shareholders of the Target, who are allotted with one or more shares of the Company, will become the shareholders of the Company. The Share Exchange is expected to be conducted as a simplified share exchange under Article 796 (3) of the Japanese Companies Act without obtaining the approval of the shareholders of the Company at its general meeting of shareholders. In addition, the Share Exchange may be conducted as a summary share exchange under Article 784 (1) of the Companies Act without obtaining the approval of the share exchange agreement by the shareholders of the Target at its general shareholders' meeting.

The execution and the conditions of the Share Exchange are expected to be determined around January 2010. The share exchange ratio for the Share Exchange will be determined upon discussions of the Company and the Target after the completion of the Tender Offer, in consideration of benefit for shareholders of both the Company and the Target. The economic value of the consideration that the Target's shareholders will receive at the Share Exchange (meaning the shares of the Company; or in the event of allotment of fractional shares of the Company, the sales price for such fractional shares that would be issued) will be decided by considering the tender offer price, the market price of the shares of the Company and other factors, and it is expected to be equivalent to the tender offer price. After the determination of the share exchange ratio, the economic value of such consideration may be affected by fluctuations in the performance of the Company and the Target and the market price of the shares of the Company. The Company decided to conduct the Tender Offer because, compared to conducting a share exchange without a tender offer, the Tender Offer provides the shareholders of the Target with opportunities to select the types of the consideration received by them and the time of receiving such consideration; meaning the shareholders may receive monetary consideration at an earlier stage through the Tender Offer or be issued shares of the Company through the Share Exchange, which is expected to occur after the Tender Offer.

Upon the Share Exchange, the shareholders of the Target, which will become the wholly owned subsidiary of the Company, may exercise their appraisal rights against the Target in accordance with the procedures in the Companies. Act. The purchase price in such cases may be different from the tender offer price or the economic value of the consideration received by the Target's shareholders in the Share Exchange because of fluctuations in the Target's performance, the market price of the Target shares, the stock market price trends and other factors as well as a court's judgment in certain cases.

In regard to tax treatment of the Tender Offer, the Share Exchange and the exercise of appraisal rights upon the Share Exchange, the shareholders are recommended to consult their tax advisors.

The execution or non-execution of the Share Exchange, the time or conditions of the Share Exchange or the method of making the Target into a wholly-owned subsidiary may be subject to change depending on legal and tax consequences to the Company or the Target upon the Share Exchange, depending on amendments to laws, taxes or systems pertaining to the Share Exchange or the authorities' interpretation of the foregoing, the Company's shareholding ratio after the Tender Offer, shareholding in the Target shares by shareholders other than the Company, fluctuations in the Company's or the Target's performance, effects of the stock market, and other factors. If there is any change to the conditions of the Share Exchange or the method of making the Target into a wholly-owned subsidiary, the Company will discuss with the Target and announce such change promptly after the determination.

(6) Measures to Assure Fairness of the Tender Offer Price

In order to assure the fairness of the tender offer price for the shares of the Target under the Tender Offer, the Company has obtained and examined a statement of share value assessment from Nomura Securities Co., Ltd. (hereinafter "Nomura"), which is a financial advisor to the Company, as well as a third party assessment entity independent of the Company and the Target, as part of determining the tender offer price (the Company has not received a fairness opinion from Nomura). The tender offer price of JPY 790 per share has been determined after comprehensive consideration of Nomura's statement of share value assessment, the past cases in which a premium was attached to a tender offer price in a tender offer offered by a person other than the issuer of the shares, the Target's agreement or opposition to the Tender Offer, the movement of the market price of the Target's shares, the future prospects of the Tender Offer and the results of consultation and negotiation with the Target, etc.

The tender offer price of JPY 790 was calculated by: (i) adding a premium of 73.63 % (any fraction less than a thousandth digit is rounded up or down to the closest hundredth digit) on JPY 455, which is the closing price of the Target's shares on the TSE on November 9, 2009, which is the day before the announcement of the Tender Offer; (b) adding a premium of 69.89 % (any fraction of less than a thousandth digit is rounded up or down to the closest hundredth digit) on JPY 465 (any fraction is rounded up or down to the closest whole number), which is the simple average of closing prices of regular transactions for the Target's shares over the past month; (c) adding a premium of 61.89 % (any fraction of less than a thousandth digit is rounded up or down to the closest hundredth digit) on JPY 488 (any fraction is rounded up or down to the closest whole number), which is the simple average of closing prices of regular transactions for the Target's shares over the past 3 months; and (d) adding a premium of 54.60 % (any fraction of less than a thousandth digit is rounded up or down to the closest hundredth digit) on JPY 511 (any fraction is rounded up or down to the closest whole number), which is the simple average of closing prices of regular transactions for the Target's shares over the past 6 months.

On the other hand, the Target requested IBS Securities Co., Ltd. (hereinafter "IBS"), which is a third party assessment entity independent of the Company and the Target, to assess the value of the Target's shares, and obtained a statement of share value assessment from IBS on November 10, 2009 (the Target has not obtained an opinion on the fairness of the tender offer price of this Tender Offer (fairness opinion) from IBS). IBS assessed the value of shares of the Target using each of the discounted cash flow method (hereinafter the "DCF Method"), the comparable company method and the premium analysis method. The assessment result for the value of an ordinary share of the Target ranges from JPY 972 to JPY 1,220 under the DCF Method, JPY 653 to JPY 1,175 under the comparable company method and JPY 695 to JPY 899 under the premium analysis method.

After careful deliberation of the tender offer price of the Tender Offer and the conditions of the Tender Offer, and consultation and negotiation with the Company, at the Board of Directors' meeting of the Target held on November 10, 2009, the Target determined that the conditions of the Tender Offer, including the tender offer price, are reasonable and that the Tender Offer provides Target's shareholders the opportunities to sell the Target's shares with reasonable prices and further determined to agree with the execution of the Tender Offer and the Share Exchange, etc., which is expected to take place after the completion of the Tender Offer, and determined to recommend to the Target's shareholders the acceptance of the Tender Offer. The Target also decided not to tender any of its treasury shares in the Tender Offer.

Both Mr. Kitagawa, the chairman and representative director of the Target, and Mr. Chitose, the president and representative director of the Target, did not participate in such discussion and the approval at the Board of Directors' meeting of the Target based on the reason that they concluded the tender offer agreements with the Company. Furthermore, all of the Target's company auditors, who attended the abovementioned Board of Directors' meeting, expressed their opinion that they have no objection to the Board of Directors' decision to adopt the resolution to agree the Tender Offer and to recommend to the Target's shareholders acceptance of the Tender Offer (and for the Target not to tender its treasury shares).

The Target also obtained legal advice on the method, etc. of decision making of the Target's Board of Directors, including the procedures for the above-mentioned Tender Offer, from

Marunouchi-sogo Law Office, the legal advisor of the Target.

2. Overview of the Tender Offer

(1) Overview of the Target

① Name	SORUN Corporation
② Address	3-11-24 Mita, Minato-ku, Tokyo
③ Name and Title of the Representative	Masaki Chitose Representative Director / President
④ Businesses	System consulting, engineering services, outsourcing services, e-business support, information security services and package sales
⑤ Capital Amount	JPY 6,878,000,000 (as of March 31, 2009)
⑥ Date of Incorporation	June 5, 1970
⑦ Major Shareholders and Their Shareholding Ratio	(As of March 31, 2009) SORUN Corporation 7.91% Junji Kitagawa 7.87% Masaki Chitose 7.30% Japan Trustee Services Bank, Ltd. Trust Account 6.58% SORUN Employee Stock Ownership Committee 4.74% Otsuka Corporation 3.40% The Master Trust Bank of Japan, Ltd. Trust Account 3.33% Japan Trustee Services Bank, Ltd. Trust Account 4G 3.11% Meiji Yasuda Life Insurance Company 1.90% The Hachijuni Bank, Ltd. 1.81% Note 1: Out of the shares owned by Japan Trustee Services Bank, Ltd. Trust Account, the number of shares related to trust services is 1,913,000 shares. Note 2: All shares owned by the Master Trust Bank of Japan, Ltd. are related to trust services. Note 3: All shared owned by Japan Trustee Services Bank, Ltd. Trust Account 4G are related to trust services. Note 4: The Target received a copy of a modification report (a report modifying the report on substantial shareholding; hereinafter means the same), dated January 6, 2009, from the Bank of Tokyo-Mitsubishi UFJ, Ltd and its co-owner. It was reported each shareholder owns shares as of December 22, 2008 as below. However, the Target is unable to confirm the actual number of shares owned as of the end of the 38th

term. Therefore, the following shareholding was not included in the above list of major shareholders.

Name	Address	Number of shares, etc. owned (shares)	Ratio of number of shares owned to issued shares (%)
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	2-7-1 Marunouchi, Chiyoda-ku, Tokyo	104,060	0.35 %
Mitsubishi UFJ Trust and Banking Corporation	1-4-5 Marunouchi, Chiyoda-ku, Tokyo	392,100	1.33 %
Mitsubishi UFJ Asset Management Co., Ltd.	1-4-5 Marunouchi, Chiyoda-ku, Tokyo	364,000	1.24 %
Total		860,160	2.93%

Note 5: The Target received a modification report, dated April 7, 2009, from The Sumitomo Trust & Banking, Co., Ltd. It was reported that the Sumitomo Trust & Banking, Co., Ltd. owns 1,769,000 shares as of March 31, 2009. However, the Target is unable to confirm the actual number of shares owned as of the end of the 38th term. Therefore, such shareholding was not included in the above list of major shareholders.

The details of the modification report of the Sumitomo Trust & Banking, Co., Ltd. are as follows.

Name	Address	Number of shares, etc. owned (shares)	Ratio of number of shares owned to issued shares (%)
The Sumitomo Trust & Banking, Co.,	4-5-33 Kitahama, Chuo-ku,	1,769	6.02

	Ltd.	Osaka-shi		
	Total		1,769	6.02

Note 6: Abovementioned (including Note 1 to Note 5) is quoted from the Securities Report of the 38th term submitted by the Target on 26th June, 2009.

⑧Relationship between the Company and the listed company

Capital Relationship	There is no notable capital relationship between the Company and the Target. There is no notable capital relationship between affiliates and affiliated companies of the Company and affiliates and affiliated companies of the Target.
Personnel Relationship	There is no notable personal relationship between the Company and the Target. There is no notable personal relationship between affiliates and affiliated companies of the Company and affiliates and affiliated companies of the Target.
Business Transactional Relationship	TIS, the wholly owned subsidiary of the Company, is consigning software development to the Target.
Applicability as a Relevant Party	The Target is not applicable as a relevant party of the Company. Affiliates and affiliated companies of the Target are not applicable as relevant parties of the Company.

(2) Tender Offer Period

(i) Initial Tender Offer Period at the Time of Filing

For twenty-two (22) business days starting from Friday, November 13, 2009 and ending on Tuesday, December 15, 2009

(ii) Possibility of Extension upon Request of the Target

Under Article 27-10 (3) of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended; hereinafter the "FIEA"), the tender offer period (hereinafter the "Tender Offer Period") is extended to a period of thirty (30) business days, which ends on Monday, December 28, 2009, if the Target submits a position statement containing the Target's request to extend the Tender Offer Period.

(3) Tender Offer Price

JPY 790 per ordinary share

(4) Basis of Calculation of Tender Offer Price

(i) Basis of Calculation

In determining the tender offer price for the Tender Offer, the Company considered the statement of share value assessment submitted on November 10, 2009 by Nomura, which is a financial advisor to the Company, as well as a third party assessment entity independent of the Company and the Target. After studying calculation methods for the Tender Offer, Nomura assessed the value of shares of the Target using each of the market average share price method, the comparable company method and the DCF Method.

According to the statement of share value assessment, the valuation methods employed and the range of the value of an ordinary share of the Target assessed based on such valuation methods are as follows:

a. Market Average Share Price Method: Ranges from JPY 455 to JPY 511

Period during which share prices were taken		Per share value
Closing price of the calculation reference date	November 9, 2009	JPY 455
Average of the immediately preceding 1 week period	From November 4, 2009 to November 9, 2009	JPY 462
Average of the immediately preceding 1 month period	From October 13, 2009 to November 9, 2009	JPY 465
Average of the immediately preceding 3 month period	From August 10, 2009 to November 9, 2009	JPY 488
Average of the immediately preceding 6 month period	From May 11, 2009 to November 9, 2009	JPY 511
Result of calculation		From JPY 455 to JPY 511

b. Comparable Company Method: Ranges from JPY 623 to JPY 712

c. DCF Method: Ranges from JPY 651 to JPY 1,168

Under a., the market average share price method, the share price and the trading volume (with November 9, 2009 being the reference date) were observed, and the per-share value was calculated to range from JPY 455 to JPY 511 based on the averages of the immediately preceding 6 month period, immediately preceding 3 month period, immediately preceding 1 month period and immediately preceding 1 week period as well as the closing price of the reference date.

Under b., the comparable company method, the Target's share value was evaluated through the comparison with financial statements that indicate market share prices and profitability of listed companies engaged in comparably similar businesses as the Target. The per-share value was calculated to range from JPY 623 to JPY 712.

Under c., the DCF Method, the Target's free cash flow that the Target is expected to generate in the future was discounted at a fixed discount rate to obtain the present value, based on the Target's expected profit after the financial year ending in March, 2010, that takes in to account various factors such as the Target's business plan, recent performance and other publicly available information, etc. The Target's expected free cash flow was also analyzed with the corporate value discounting to current value with a certain discount rate and the share price. As a result, the per-share value was calculated to range from JPY 651 to JPY 1,168.

The Company determined that it was reasonable to offer to the shareholders of the Target a tender offer price increased by an appropriate premium which is determined in consideration of the past cases in which premiums were attached to market prices in tender offers made by persons other than the issuer of subjected shares, etc., the Target's agreement or disagreement to the Tender Offer, the trend of the market price of the Target shares, the prospects, etc. of the Tender Offer and the results, etc. of consultation and negotiation with the Target.

The tender offer price of JPY 790 was calculated by: (i) adding a premium of 73.63 % (any fraction less than a thousandth digit is rounded up or down to the closest hundredth digit) on JPY 455, which is the closing price of the Target's shares on the TSE on November 9, 2009, which is the day before the announcement of the Tender Offer; (b) adding a premium of 69.89 % (any fraction of less than a thousandth digit is rounded up or down to the closest hundredth digit) on JPY 465 (any fraction is rounded up or down to the closest whole number), which is the simple average of closing prices of regular transactions for the Target's shares over the past month; (c) adding a premium of 61.89 % (any fraction of less than a thousandth digit is rounded up or down to the closest hundredth digit) on JPY 488 (any fraction is rounded up or down to the closest whole number), which is the simple average of closing prices of regular transactions for the Target's shares over the past 3 months; and (d) adding a premium of 54.60 % (any fraction of less than a thousandth digit is rounded up or down to the closest hundredth digit) on JPY 511 (any fraction is rounded up or down to the closest whole number), which is the simple average of closing prices of regular transactions for the Target's shares over the past 6 months.

(ii) Process of Calculation

The Company was established in April 2008 as a joint holding company through a joint share transfer for the purpose of integrating the management of TIS and INTEC HD. The Company is a corporate group consisting of independent prime contractors in the information service industry, which has an important role in the social infrastructure, including TIS and INTEC. These companies employ a federalized intra-group system, developing characteristics of each company while maintaining the uniformity of the overall group. These companies endeavor to improve their management efficiency and operation scales, view the maximization of corporate values as a fundamental management policy and offer comprehensive information services including outsourcing, software development, and solution provision.

Starting since the merger in April 1997 between MKC Corporation and STAT Corporation, both of which businesses were focused on software development, the Target has been reinforcing its technological strength and customer bases, and expanding its products its and businesses through strategic utilization of mergers and acquisitions, including integration with software development companies such as Nippon Timeshare Co., Ltd. and Chogin Information System K.K. Today, the Target has 14 domestic and overseas subsidiaries and comprehensively offer highly flexible solutions that are centered on software development and utilize characteristics of independent corporations, including information processing services, system related services and system equipment sales, to a wide range of customers from major corporations to medium size corporations, which consist mainly of financial and manufacturing businesses.

The information service industry is on the verge of a major change. While the whole market is unlikely to show further significant growth in the future, customers' interests in system investments are shifting from maintenance of information systems (owning their own systems: system integration) to efficient use and operation of information communication systems through the use of outsourcing and XaaS, as encompassed by the expression "crowd computing." Each company in the information service industry will be challenged to respond quickly to such change by adjusting its technology bases and investing in infrastructure. The Company believes that, through this paradigm shift, in the medium term, the distinction between companies that are able to handle the changes and companies that are unable to handle such changes will become apparent, and the structure within the industry will change substantially. Furthermore, in the short term, the market is still in a tough condition because of decreased demand due to the economic downturn that has been continuing since the last half of 2008 and further price decline due to competition with overseas companies.

Under such circumstances, the Company aims to secure a solid position in the information service industry as a leading company. In April 2009, the Company embarked on the "IT Evolution 2011", its first medium term management plan. The Company is focusing on expansion and reinforcement of the existing businesses, deployment of overseas businesses, promotion of new businesses, streamlining of operations and costs reduction as its primary strategies. This Tender Offer is consistent with the medium term management plan.

The Company believes that, as independent system integrators, the Company and the Target will be able to gain a competitive edge by providing high value added services from customers' perspective. The Company has been considering the possibility of management integration with other companies because, under uncertain business environments, alignment of independent system integrators will be beneficial in diversifying risks and stabilizing performance through mutual setoff effects in the short term, and, such alignment will strengthen the corporate powers and maximize the corporate value in the medium term. In considering such options, the Company had an opportunity to work on the same system development project with the Target, and realized and came to highly value the Target as a potential business partner through such opportunity. After discussions between them, the Company and the Target came to the conclusion that the management integration between the Company and the Target, based on the compatible corporate cultures that stem from a commonality of business strategies, is expected to provide mutual setoff effects and diversification of risks in the early phase and, in the medium term, is expected to provide opportunities to generate synergies through technologies and know-how of both companies, and thus the management integration will benefit the companies through the realization of economies of scale and increased corporate value of both companies. Based on the above process and for such purpose, the Company and the Target decided to integrate management under the principle of equality by making the Target into a wholly owned subsidiary of the Company through the Tender Offer. The Company and the Target executed a Basic Agreement on November 10, 2009. Please refer to "(1) Existence and Content of Agreements between the Company and the Target or the Company and Officers of the Target" of "4. Miscellaneous" for the summary of the Basic Agreement.

a. Name of the Third Party Whose Opinion was Obtained upon Calculation

In determining the tender offer price of the Tender Offer, the Company obtained the statement of share value assessment on the value of shares of the Target from Nomura on November 10, 2009. The Company did not obtain a fairness opinion of the tender offer price from Nomura. Nomura is an assessment entity independent of the Company and is not a relevant party of the Company.

b. Summary of the Valuation Opinion

Nomura assessed the Target's share value using the market average share price method, the comparable company method and the DCF Method. The ranges of the per-share value calculated under each of the methods are as follows:

Market Average Share Price Method:	JPY 455 to JPY 511
Comparable Company Method:	JPY 623 to JPY 712
DCF Method:	JPY 651 to JPY 1,168

c. Process of Determining the Tender Offer Price in Consideration of the Valuation Opinion

After careful consideration of the calculation result of each method in the valuation report, the

Company determined that it was reasonable to offer to the shareholders of the Target a tender offer price increased by an appropriate premium which is determined in consideration of past cases in which premiums were attached to market prices in tender offers made by persons other than the issuer of subjected shares, etc., the Target's agreement or disagreement to the Tender Offer, the trend of the market price of the Target shares, the prospects, etc. of the Tender Offer and the results, etc. of consultation and negotiation with the Target. Accordingly, the Company determined that the final tender offer price for an ordinary share of the Target for the Tender Offer is JPY 790 per share at its Board of Directors' meeting held on November 10, 2009.

d. Other Measures to Assure the Fairness of the Tender Offer Price

In order to assure the fairness of the tender offer price for the shares of the Target under the Tender Offer, the Company has obtained and examined a statement of share value assessment from Nomura, which is a financial advisor to the Company, as well as a third party assessment entity independent of the Company and the Target, as part of determining the tender offer price (the Company has not received a fairness opinion from Nomura). The tender offer price of JPY 790 per share has been determined after comprehensive consideration of Nomura's statement of share value assessment, the past cases in which a premium was attached to a tender offer price in a tender offer offered by a person other than the issuer of the shares, the Target's agreement or opposition to the Tender Offer, the movement of the market price of the Target's shares, the future prospects of the Tender Offer and the results of consultation and negotiation with the Target, etc.

The tender offer price of JPY 790 was calculated by: (i) adding a premium of 73.63 % (any fraction less than a thousandth digit is rounded up or down to the closest hundredth digit) on JPY 455, which is the closing price of the Target's shares on the TSE on November 9, 2009, which is the day before the announcement of the Tender Offer; (b) adding a premium of 69.89 % (any fraction of less than a thousandth digit is rounded up or down to the closest hundredth digit) on JPY 465 (any fraction is rounded up or down to the closest whole number), which is the simple average of closing prices of regular transactions for the Target's shares over the past month; (c) adding a premium of 61.89 % (any fraction of less than a thousandth digit is rounded up or down to the closest hundredth digit) on JPY 488 (any fraction is rounded up or down to the closest whole number), which is the simple average of closing prices of regular transactions for the Target's shares over the past 3 months; and (d) adding a premium of 54.60 % (any fraction of less than a thousandth digit is rounded up or down to the closest hundredth digit) on JPY 511 (any fraction is rounded up or down to the closest whole number), which is the simple average of closing prices of regular transactions for the Target's shares over the past 6 months.

On the other hand, the Target requested IBS, which is a third party assessment entity independent of the Company and the Target, to assess the value of the Target's shares, and obtained a statement of share value assessment from IBS on November 10, 2009 (the Target has not obtained an opinion on the fairness of the tender offer price of this Tender Offer (fairness opinion) from IBS). IBS assessed the value of shares of the Target using each of the DCF Method, the comparable company method and the premium analysis method. The assessment result for the value of an ordinary share of the Target ranges from JPY 972 to JPY 1,220 under the DCF Method, JPY 653 to JPY 1,175 under the comparable company method and JPY 695 to JPY 899 under the premium analysis method.

After careful deliberation of the tender offer price of the Tender Offer and the conditions of the Tender Offer, and consultation and negotiation with the Company, at the Board of Directors' meeting of the Target held on November 10, 2009, the Target determined that the conditions of the Tender Offer, including the tender offer price, are reasonable and that the Tender Offer provides Target's shareholders the opportunities to sell the Target's shares with reasonable prices and further determined to agree with the execution of the Tender Offer and the Share Exchange, etc., which is expected to take place after the completion of the Tender Offer, and determined to recommend to the Target's shareholders the acceptance of the Tender Offer. The Target also decided not to tender any of its treasury shares in the Tender Offer.

Both Mr. Kitagawa, the chairman and representative director of the Target, and Mr. Chitose, the president and representative director of the Target, did not participate in such discussion and the approval at the Board of Directors' meeting of the Target based on the reason that they concluded the tender offer agreements with the Company. Furthermore, all of the Target's company auditors, who attended the abovementioned Board of Directors' meeting, expressed their opinion that they have no objection to the Board of Directors' decision to adopt the resolution to agree the Tender Offer and to recommend to the Target's shareholders acceptance of the Tender Offer (and for the Target not to tender its treasury shares).

The Target also obtained legal advice on the method, etc. of decision making of the Target's Board of Directors, including the procedures for the above-mentioned Tender Offer, from Marunouchi-sogo Law Office, the legal advisor of the Target.

(iii) Relationship with the Assessing Entity

Nomura, which is the financial advisor (assessing entity) of the Company, is not a relevant party of either the Company or the Target and does not have a material interest in the Tender Offer.

(5) Number of Shares to be Purchased

Type of shares	① Expected number of shares to be purchased	② Expected minimum number of shares to be purchased	③ Expected maximum number of shares to be purchased
Share Certificates	26,069,756 shares	14,992,565 shares	--- shares
Share Acquisition Right Certificates	--- shares	--- shares	shares
Bond Certificates with Share Acquisition Rights	--- shares	--- shares	--- shares
Trust Beneficiary Certificates for Shares, etc.	--- shares	--- shares	--- shares
Depository Receipts for Shares, etc.	--- shares	--- shares	--- shares
Total	26,069,756 shares	14,992,565 shares	--- shares
(Total number of potential shares, etc.)	--- shares	--- shares	--- shares

Note 1: If the total number of tendered shares does not meet the expected minimum number of shares to be purchased (14,992,565 shares), the Company will not purchase any tendered shares. If the number of tendered shares meets the expected minimum number of shares to be purchased and more, the Company will purchase all tendered shares.

Note 2: Shares in a number less than one unit are also subject to the Tender Offer. If shareholders exercise their right to have the Target purchase their shares in a number less than one unit pursuant to the Companies Act, the Target may purchase such shares during the Tender Offer Period in accordance with the procedures provided in the relevant laws and regulations.

Note 3: The Target does not plan to purchase the treasury shares that it holds in the Tender Offer.

(6) Change in Shareholding Ration as a Result of the Tender Offer

Number of voting rights represented by the shares held by the Company prior to the Tender Offer	--- rights	Shareholding ratio prior to the Tender Offer --- %
Number of voting rights represented by the shares held by specially related parties prior to the Tender Offer	--- rights	Shareholding ratio prior to the Tender Offer --- %
Number of voting rights represented by the shares expected to be purchased	260,697 rights	Shareholding ratio after the Tender Offer 100.00%
Number of voting rights of all shareholders of the Target	270,144 rights	

Note 1: The "number of voting rights represented by the shares expected to be purchased" indicates the number of voting rights represented by the number of shares expected to be purchased at the Tender Offer.

Note 2: The "number of voting rights of all shareholders of the Target" indicates the number of voting rights of all shareholders as of June 30, 2009, as provided in the report of the first quarter of the 39th term submitted by the Target on August 14, 2009 (one unit of shares being 100 shares). However, since all the issued shares of the Target (excluding treasury shares owned by the Target) are also subject to the Tender Offer, the number of voting rights (260,697 rights) represented by the number of all the issued shares of the Target as of September 30, 2009 (29,397,185 shares), as provided in the brief report of the second quarter of the 39th term disclosed by the Target on October 30, 2009, less the number of treasury shares owned by the Target as of September 30, 2009 (3,327,429 shares), as provided in the abovementioned brief report of the second quarter of the 39th term, is used as the denominator in calculating the "Shareholding Ratio after the Tender Offer."

Note 3: With respect to the "Shareholding Ratio after the Tender Offer," any fraction less than a thousandth digit is rounded up or down to the closest hundredth digit.

(7) Tender Offer Amount

JPY 20,590 million

Note: The above tender offer amount is calculated by multiplying the expected number of shares to be purchased (26,069,756 shares) with the tender offer price per share (JPY 790).

(8) Settlement Method

(i) Name and Address of the Principal Office of the Financial Instruments Business Operator or Bank, etc. that Settles the Tender Offer

Nomura Securities, Co., Ltd.
1-9-1 Nihonbashi, Chuo-ku, Tokyo

(ii) Commencement Date of the Settlement

Tuesday, December 22, 2009

Note: If the Target submits a position statement, containing the Target's request to extend the Tender Offer Period, under Article 27-10 (3) of the FIEA, the commencement date of the settlement will be Wednesday, January 6, 2010.

(iii) Settlement Method

Promptly after the end of the Tender Offer Period, notices of purchases, etc. through the

Tender Offer will be sent to the addresses of the tendering shareholders (or to the standing proxies in the case of foreign shareholders), except those tendering shareholders who have tendered their shares through Nomura Joy, the specialized Internet services provided by the tender offer agent). If shareholders tender their shares through Nomura Joy, purchases are made in the manner provided at the website of Nomura Joy (https://www.nomurajoy.jp/) (Note).

The purchase is to be settled in cash. The tendering shareholders may receive the sales price of shares tendered in the Tender Offer in the manner that the tendering shareholders designate, such as wire transfer (provided that wire transfer fees may be applicable).

Note: Upon the merger between the tender offer agent and Join Vest Securities Co., Ltd. on November 23, 2009, Nomura Joy, the specialized Internet services of the tender offer agent, will be launched. After November 23, 2009, the tendering shareholders may tender their shares through Nomura Joy. The tendering of shares through Nomura Joy will be made in the manner provided at the website of Nomura Joy (https://www.nomurajoy.jp/). However, even in the case of using internet, the tendering shareholders may not tender their shares through Nomura Home Trade, which is another Internet service provided by the tender offer agent.

(9) Other Conditions and the Method of Tender Offer

(i) Existence and Content of Conditions Provided in Each Item under Article 27-13 (14) of the FIEA

If the total number of tendered shares does not meet the expected minimum number of shares to be purchased (14,992,565 shares), none of the tendered shares will be purchased. If the number of tendered shares meets the expected minimum number of shares to be purchased, all tendered shares will be purchased.

(ii) Existence and Content of Conditions for Withdrawal of the Tender Offer and Method of Disclosing Withdrawal

If any of the events provided in Article 14 (1) (i) (a) through (i) and (l) through (r), Article 14 (1) (ii), Article 14 (1) (iii) (a) through (h), Article 14 (1) (v) and Article 14 (2) (iii) through (vi) of the Enforcement Order of the FIEA (Cabinet Order No. 321 of 1965, as amended; hereinafter the “Cabinet Order”) occurs, the Company may withdraw the Tender Offer. In the event of withdrawal of the Tender Offer, a public notice will be made electronically, and the fact of such notice will be published in the Nihon Keizai Shimbun. However, if there is difficulty in making such public notice by the end of the Tender Offer Period, an announcement will be made pursuant to Article 20 of the Cabinet Office Ordinance on the Disclosure of Tender Offer of Shares by a Person Other than the Issuer (Ministry of Finance

Ordinance No. 38 of 1990, as amended; hereinafter the “Ministry Ordinance”), and a public notice will be made promptly thereafter.

(iii) Existence and Content of Conditions for the Reduction of Tender Offer Price and the Method of Disclosing Reduction

Pursuant to Article 27-6 (1) (i) of the FIEA, if the Target commits any of the conduct provided in Article 13 (1) of the Cabinet Order during the Tender Offer Period, the tender offer price may be reduced in accordance with the standards provided in Article 19 (1) of the Ministry Ordinance. In the event of reduction of the tender offer price, a public notice will be made electronically, and the fact of such notice will be published in the Nihon Keizai Shimbun. However, if there is difficulty in making such public notice by the end of the Tender Offer Period, an announcement will be made pursuant to Article 20 of the Ministry Ordinance, and a public notice will be made promptly thereafter. Upon the reduction of the tender offer price, shares that have been tendered prior to the date of public notice will also be purchased at the Tender Offer price after the reduction.

(iv) Items on Tendering Shareholders’ Termination Right

The tendering shareholders may terminate agreements pertaining to the Tender Offer at any time during the Tender Offer Period. If any shareholder is to terminate the agreement, the shareholder must deliver or mail a written notice of termination of the agreement pertaining to the Tender Offer (hereinafter the “Termination Notice”) attached with the receipt for acceptance of the Tender Offer to the principal office or any of the local offices of the tender offer agent that has received the shareholder’s acceptance of the Tender Offer (excluding Nomura Joy which is the specialized Internet service provided by the tender offer agent) by 3:30 pm of the last day of the Tender Offer Period. In case of notice via mail, the Termination Notice must be received by the tender offer agent by 3:30 pm of the last day of the Tender Offer Period. In order to terminate agreements pertaining to shares tendered through Nomura Joy, shareholders must complete the termination procedures provided at the website of Nomura Joy (https://www.nomurajoy.jp/) by 3:30 pm of the last day of the Tender Offer Period. The Company will not claim any damages or penalties against shareholders even if such shareholders terminate the agreements. The Company also bears the cost of returning the shares submitted, etc.

(v) Method of Disclosing the Change of Conditions of the Tender Offer

If any change were to be made to the conditions of the Tender Offer, a public notice regarding such change would be made electronically, and the fact of such notice would be published in the Nihon Keizai Shimbun. However, if there is difficulty in making such public notice by the end of the Tender Offer Period, an announcement may be made pursuant to Article 20 of the Ministry Ordinance, and a public notice will be made promptly thereafter. Upon the change of the tender offer conditions, the shares that have been tendered prior to the date of public notice will also be purchased under the tender offer conditions after the change.

(vi) Method of Disclosure upon Submission of a Notice of Correction

If the Company files a correction statement with the Director-General of the Kanto Finance Bureau, the Company will promptly announce publicly the issues that relate to the information provided in the public notice on the commencement of the Tender Offer, out of the matters contained in the correction statement, by the method provided in Article 20 of the Ministry Ordinance. In addition, the Company will promptly make corrections to the tender offer explanatory statement and deliver such corrected tender offer explanatory statement to those tendering shareholders that have previously been delivered with the tender offer explanatory statement. However, if the corrections are minimal, the Company will make corrections by preparing a written document stating the reason for the corrections, the corrected matters and the content of the correction, followed by delivery of such written document to the tendering shareholders.

(vii) Method of Disclosure of the Result of the Tender Offer

The result of the Tender Offer will be announced publicly in the manner provided in Article 9-4 of the Cabinet Order and Article 30-2 of the Ministry Ordinance on the day succeeding the last day of the Tender Offer Period.

(10) Date of Public Notice on the Commencement of the Tender Offer

Friday, November 13, 2009

(11) Tender Offer Agent

Nomura Securities Co., Ltd.
1-9-1 Nihonbashi, Chuo-ku, Tokyo

3. Policies, etc., and Outlook after the Tender Offer

(1) Policies, etc. after the Tender Offer
Please see “1. Purpose of the Tender Offer” for the policies, etc. after the Tender Offer.

(2) Outlook of the Effects on Future Business Performance

The effects of the Tender Offer on the consolidated business performance and the unconsolidated business performance of the Company are being carefully examined. Should any correction in the forecast of business performance be required or should any fact arise that requires an announcement, the Company will promptly make such announcement pursuant to the trading participant regulations of the stock exchange.

4. Miscellaneous

(1) Existence and Content of the Agreements between the Company and the Target or the Company and officers of the Target

(i) At the Board of Directors' meeting held on November 10, 2009, the Target passed the resolution to agree to the execution of the Tender Offer and the Share Exchange, which is expected after the completion of the Tender Offer and to recommend shareholders of the Target to sell their shares in the Tender Offer.

(ii) The Company concluded the Basic Agreement containing the below material items with the Target as of November 10, 2009.

a. Purpose of the Management Integration

The Company and the Target are conducting the Management Integration with the aspiration to become an independent ICT leading corporate group that is valued and respected by customers, shareholders, employees and their families, as well as society, by enhancing the creativity and technological power in pursuit of synergies through integration of the spirit of equality, and by contributing to the development of a society where people of the world can live prosperous lives through IT services.

b. Method of the Management Integration

As provided in the Basic Agreement, the Management Integration is conducted by making the Target into a wholly-owned subsidiary of the Company in accordance with the following procedures.

(a) The Company commences the Tender Offer with an aim to acquire all issued shares of the Target (excluding treasury shares owned by the Target) subject to the condition that the Company acquires a number of shares equivalent to at least 51 % of all issued shares of the Target in the Tender Offer at a tender offer price of JPY 790 or more per ordinary share of the Target.

(b) The Target announces its agreement to the Tender Offer.

(c) If the number of issued shares of the Target that the Company acquires through the Tender

Offer is less than 100 % of all issued shares (excluding treasury shares owned by the Target), the Company aims to acquire 100% of all issued shares of the Target (excluding treasury shares owned by the Target) through the Share Exchange. However, execution of the Share Exchange is subject to change upon discussion and agreement between the Company and the Target.

(d) In case of the preceding paragraph, the Target cancels, by the time immediately preceding the effective date of the Share Exchange, all treasury shares (including treasury shares that the Target acquires as a result of enforcement of appraisal rights by opposing shareholders under Article 785 (1) of the Companies Act) that the Target owns at the time immediately preceding the effective date of the Share Exchange. However, if the Target is unable to cancel all treasury shares by the abovementioned time under the procedures in the Companies Act or other laws or regulations, the Target will cancel treasury shares to the extent procedurally possible.

c. Management after the Management Integration

In order to assure independence of the Company and the Target, unless exceptions apply, after the completion of the Tender Offer, (i) the trade names of the Company and the Target will not be changed, and (ii) the chairman and representative director, and the president and representative director of the Target will be Mr. Kitagawa and Mr. Chitose, respectively.

d. Dispatching of Directors

In order to realize the effects of the Management Integration between the Company and the Target as soon as possible, the Company will submit a director appointment proposal naming Mr. Kitagawa and Mr. Chitose as candidates for its directors at the first general meeting of shareholders to be held after the completion of the Management Integration, unless exceptions apply.

On the other hand, the Target will submit a director appointment proposal naming two or more persons designated by the Company, as candidates for its directors at the first general meeting of shareholders to be held after the completion of the Management Integration.

e. Covenants

After the execution of the Basic Agreement, the Target is bound by the following obligations until the completion of the Management Integration.

(a) To act within the extent of its ordinary business;
(b) (i) to announce its agreement to the Tender Offer and continue to agree with the Tender

Offer until the end of the period of the Tender Offer and (ii) not to execute, conduct, propose, solicit or announce agreement with a third party other than the Company, to capital participation by a third party, business alliance, transfer of all or part of its businesses or assets, solicitation of shares for subscription, disposition of treasury shares, share transfer, share exchange, demerger, merger, purchase of shares of the Target and other similar transactions, of which execution would have material effects on the Management Integration (hereinafter the "Agreement to Third Party Proposal"), without the prior written approval of the Company. However, if the third party's proposed conditions are objectively and reasonably better than the conditions of the Tender Offer and the failure to give the Agreement to Third Party Proposal could be considered a violation of a prudent manager's obligation of due care by the Target's directors, the Target may be exempt from the above obligation by paying to the Company an amount equivalent to the expenses (including, but not limited to, attorneys', accountants' and other advisors' fees) reasonably incurred by the Company in connection with the Management Integration as well as in negotiation and preparation of the Management Integration.

(iii) On November 10, 2009, the Company concluded the tender offer agreements with Mr. Kitagawa, the representative director and the shareholder of the Target (owning 2,315,254 shares which comprise a 7.87 % shareholding ratio), and Mr. Chitose, the representative director and the shareholder of the Target (owning 2,146,180 shares which comprise a 7.30 % shareholding ratio), for them to tender all shares of the Target owned by them at the Tender Offer. Under the tender offer agreements, Mr. Kitagawa and Mr. Chitose are prohibited from cancelling each of their acceptances of the Tender Offer after such acceptance. However, if the Target, during the period of the Tender Offer, (i) cancels the announcement of agreement to the Tender Offer, or （ii） executes, conducts, proposes, solicits or announces agreement etc., with a third party other than the Company, to capital participation by a third party, business alliance, transfer of all or part of its businesses or assets, solicitation of shares for subscription, disposition of treasury shares, share transfer, share exchange, demerger, merger, purchase of shares of the Target and other similar transactions, of which execution would have material effects on the Management Integration, upon consultation between Mr. Kitagawa/Mr. Chitose and the Company, the parties may determine not to apply the provision stipulating the obligation to accept the Tender Offer and the provision prohibiting the cancellation of the acceptance of the Tender Offer .

(2) Other Information that are Considered Necessary for Investors to Determine Whether to Accept the Tender Offer

(i) Expected Delisting and Its Reason

Since the Tender Offer does not set a maximum number of shares to be purchased, the shares of the Target may be delisted from the TSE after the completion of the Tender Offer in accordance with the delisting standards and the prescribed procedures of the TSE, depending on the result of the Tender Offer. Even if the result of the Tender Offer does not meet the delisting standards, the shares of the Target are likely to be delisted in accordance with the TSE's delisting standards and the prescribed procedures, because the Company plans to acquire all issued shares of the Target through a share exchange after the completion of the Tender Offer.

After delisting, the shares of the Target may no longer be traded on TSE.

(ii) Revisions of the Business Performance Forecast

The Target announced in the press release titled "Notice of Revisions to Business Performance Forecast" as of October 26, 2009, that its business performance forecast for the financial year ending in March 2010 has been revised. The summary of the Target's business performance forecast for the financial year ending in March 2010 is as follows.

I. Revisions of the Values of the Consolidated Business Performance Forecast for the Second Quarter (cumulative period) of the Financial Year Ending in March 2010
(From April 1, 2009 to September 30, 2009)

(Unit: millions of yen, and %)

	Gross sales	Operating Income	Ordinary Profit	Net Profit for the Current Term	Net Profit for the Current Term Per Share (Yen)
Previously Announced Forecast (A)	24,800	770	760	300	11.08
Revised Forecast (B)	22,917	607	595	274	10.41
Difference (B – A)	- 1,883	- 163	- 165	- 26	---
Increase or Decrease rate (%)	- 7.6	- 21.2	- 21.7	- 8.7	---
For reference: Actual performance of the second quarter of the previous term (the financial year ending in March 2010)	30,968	1,189	1,117	525	18.73

II. Revisions of the Values of the Consolidated Business Performance Forecast for the Full Year Ending in March 2010

(From April 1, 2009 to March 31, 2010)

(Unit: millions of yen, and %)

	Gross Sales	Operating Income	Ordinary Profit	Net Profit For the Current Term	Net Profit for the Current Term Per Share
Previously Announced Forecast (A)	55,500	2,750	2,750	1,400	51.72
Revised Forecast (B)	50,000	2,240	2,240	1,130	43.13
Difference (B – A)	- 5,500	- 510	- 510	- 270	---
Increase or Decrease Rate (%)	- 9.9	- 18.6	- 18.6	- 19.3	---
For reference: Actual performance of the previous term (the financial year ending in March 2010)	61,402	3,252	3,176	1,885	68.07

III. Revisions of the Values of Unconsolidated Business Performance Forecast for the Second Quarter (cumulative period) of the Financial Year Ending in March 2010

(From April 1, 2009 to September 30, 2009)

(Unit: millions of yen, and %)

	Gross Sales	Operating Income	Ordinary Profit	Net Profit for the Current Term	Net Profit for the Current Term Per Share
Previously Announced Forecast (A)	20,900	780	780	350	12.93
Revised Forecast (B)	19,222	629	635	384	14.58
Difference (B – A)	- 1,678	- 151	- 145	34	---
Increase or Decrease Rate (%)	- 8.0	- 19.4	- 18.6	9.7	---
For reference: Actual performance of the second quarter of the previous term (the financial	---	---	---	---	---

year ending in March 2010)					

IV. Revisions of the Values of Unconsolidated Business Performance Forecast throughout the Term ending in March 2010
(From April 1, 2009 to March 31, 2010)

(Unit: millions of yen, and %)

	Gross Sales	Operating Income	Ordinary Profit	Net Profit for the Current Term	Net Profit for the Current Term Per Share
Previously Announced Forecast (A)	47,000	2,500	2,500	1,300	48.02
Revised Forecast (B)	42,400	2,040	2,040	1,030	39.31
Difference (B – A)	- 4,600	- 460	- 460	- 270	---
Increase or Decrease Rate (%)	- 9.8	- 18.4	- 18.4	- 20.8	---
For reference: Actual performance of the previous term (the financial year ending in March 2010)	52,054	2,919	2,871	1,496	54.06

(iii) Revisions of the expected distribution

The Target passed a resolution at its Board of Directors' meeting hold on November 10, 2009, not to make distribution of surplus to its shareholders as of March 31, 2010 regardless of the completion of the Tender Offer.

End-of-Term Distribution

	End-of-term distribution per share	Annual distribution per share
Previous forecast (October 30, 2009)	JPY 22	JPY 22
Adjustment	JPY 0	JPY 0
March 2009 performance (for reference purposes)	JPY 22	JPY 22

Restrictions on Insider Transactions

Please be advised that anyone who has viewed the information contained in this press release, as a first information recipient for purposes of insider trading restrictions under Article 167 (3) of the Financial Instruments and Exchange Act of Japan and Article 30 of the Enforcement Order of the Financial Instruments and Exchange Act, may be prohibited from purchasing the shares of SORUN Corporation for 12 hours after the announcement of this press release (from the time at which this press release is announced using the timely disclosed information viewing services of the Tokyo Stock Exchange in the afternoon of November 10, 2009). The Company will not be held responsible for any criminal, civil or administrative liabilities that such person may be responsible for as a result of his or her purchase of shares.

Restrictions on Solicitation

This press release is intended for the announcement of the Tender Offer to the general public and is not intended to solicit sales of shares. If anyone desires to sell his or her shares, the shareholder should review the Tender Offer explanatory statement and accept the Tender Offer in his or her own discretion. This press release is not considered as an offer or solicitation of sales of securities or solicitation of a purchase offer and does not constitute any such part. This press release (or any part thereof) or the fact of its distribution does not provide a basis of any kind of agreement pertaining to the Tender Offer, and it may not be relied upon when executing any such agreement.

Forward-Looking Statements

This statement contains forward-looking statements as defined in Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934 ("Forward-Looking Statements"). Due to known or unknown risks, uncertainties or other factors, actual results may materially differ from any forecast, expressly or implicitly, indicated as a Forward-Looking Statement contained herein. The Tender Offeror, its affiliated companies, and any of its related parties do not guarantee that any forecast, expressly or implicitly, indicated as a Forward-Looking Statement will turn out to be accurate. Any Forward-Looking Statement is prepared based on information held by the Tender Offeror as of the date hereof, and the Tender Offeror, its affiliated companies, and its related parties do not intend, and disclaim any obligation, to update or modify any such statement to reflect future events or developments, except as may be required by any applicable laws and regulations.

Procedures and Standards

The Tender Offer will be conducted in compliance with the procedures prescribed by the Financial Instruments and Exchange Act of Japan and related disclosure standards; however, these procedures and standards are not necessarily identical to those in the United States of America. In particular, Sections 13(e) and 14(d) of the U.S. Securities Exchange Act of 1934 and the Rules and Regulations thereunder shall not apply to the Tender Offer, and the Tender Offer may or may not be conducted in compliance with any procedure or standard thereunder.

Other Countries

Announcement, issuance or distribution of this press release may be subject to legal restrictions in certain countries or regions. In such case, you are required to be aware of and comply with such restrictions. In such countries or regions that legally prohibit the launch of the Tender Offer, this press release does not constitute an offer for purchase or solicitation for offer or sales of shares regarding the Tender Offer, even if this press release or its translation is received in such countries or regions. In that case, it shall be considered as a mere distribution of informative materials.