



February 9, 2010

(Translated from the Japanese original)

Company Name: IT Holdings Corporation  
URL: <http://www.itholdings.co.jp>  
Representative: Susumu Okamoto, President  
Stock Listing: First Section of the Tokyo Stock Exchange  
Stock Code: 3626  
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### **Notice regarding Partial Assumption of Subsidiary Management Operations to TIS through Corporate Divestiture**

The Board of Directors at IT Holdings (hereafter, “the Company”) resolved on February 9, 2010 that the Company would transfer some of its subsidiary management operations to TIS, Inc. (hereafter, “TIS”), a wholly owned subsidiary, by way of corporate divestiture absorbed by the TIS (hereafter, “the Divestiture”), effective April 1, 2010. Details are provided below.

Please note that some details of disclosure have been omitted from this press release because simple divestiture of operations to a wholly owned subsidiary does not require such information.

#### **Details**

##### **1. Purpose of the Divestiture**

Since its establishment, the Company has endeavored to strengthen the IT Holdings Group and enhance management efficiency through a gradual process of realignment within the Group. The Divestiture, under which the Company will relinquish control of TIS Total Service Co., Ltd. (hereafter, “TTS”) to TIS, is part of this process, and the Board of Directors feels that this move to consolidate TTS’ business activities under TIS’ control will suitably enhance efficiency.

##### **2. Overview of the Divestiture**

###### **(1) Schedule**

February 9, 2010	Board of Directors’ meeting approving the Divestiture
February 9, 2010	Conclude agreement for the Divestiture
April 1, 2010	Date of the Divestiture (planned effective date)

Note: Neither TIS nor the Company are required to obtain approval of the Divestiture at a general meeting of shareholders because for the Company, it satisfies the conditions described for a simplified corporate divestiture under Article 784, Paragraph 3 of the Company Law, and for TIS, it satisfies the conditions described for a summary corporate divestiture under Article 796, Paragraph 1 of the same law.

###### **(2) Method**

The Divestiture will be based on an absorption-type corporate divestiture method, wherein the

divesting company is the Company, and the succeeding company is TIS.

- (3) **Share Allocation Through The Divestiture**  
No shares of stock will be allocated because TIS is a wholly owned subsidiary of the Company.
- (4) **Views on the Calculation of Share Allocation**  
No shares of stock will be allocated because TIS is a wholly owned subsidiary of the Company.
- (5) **Capitalization Increase Through The Divestiture**  
No capitalization increase will occur through the Divestiture.
- (6) **Treatment of Stock Acquisition Rights and Bonds with Stock Acquisition Rights in the Divesting Company**  
The Company has issued stock acquisition rights, but the Divestiture will not cause any changes to such rights.  
The Company has not issued any bonds with stock acquisition rights.
- (7) **Rights and Obligations Assumed by the Divesting Company**  
Upon the effective date of the Divestiture, TIS will assume the assets listed in the table below and the associated rights and obligations that the Company holds related to management of certain operations undertaken by TTS.
  - 1) Assets of TTS
  - 2) Rights and obligations associated with management of TTS activities
  - 3) There are no employment agreements to be assumed and therefore no rights or obligations connected to employment agreements that must be assumed.
- (8) **Expectations for Fulfillment of Financial Obligations**  
Management at the Company, the divesting company, and at TIS, the succeeding company, anticipate no problems in regard to fulfillment of financial obligations that come due after the effective date.

### 3. Summary of the Relevant Companies

(As of December 31, 2009)

(1) Name	IT Holdings Corporation (divesting company)	TIS, Inc. (succeeding company)
(2) Business	Management and business execution of group companies, and related business	Software development, solution and outsourcing services related to corporate IT investments
(3) Established	April 1, 2008	April 1, 1971
(4) Head office	5-5, Ushijima-shinmachi, Toyama, Toyama	11-30, Enoki-cho, Suita-shi, Osaka
(5) Representative	Susumu Okamoto, President	Hiroaki Fujimiya, President
(6) Paid-in capital	¥10,001 million	¥23,110 million
(7) Number of shares issued	86,373 thousand shares	45,336 thousand shares
(8) Net assets	¥148,200 million (Consolidated)	¥50,031 million (Nonconsolidated)
(9) Total assets	¥305,831 million (Consolidated)	¥91,236 million (Nonconsolidated)
(10) Fiscal period	March 31	March 31
(11) Major shareholder and shareholding ratio	Japan Trustee Services Bank, Ltd. 17.53% The Master Trust Bank of Japan, Ltd. 10.08% Japan Trustee Service Bank, Ltd. 4.21% Nippon Life Insurance Company 3.00% The Bank of Tokyo-Mitsubishi UFJ, Ltd. 2.39% (As of September 30, 2009)	IT Holdings Corporation 100%

### 4. Overview of Business Division to be Divested

(1) Business Activities of Subject Division

Management of TTS business activities

(2) Business Performance of Subject Division

There are no entries related to the business performance of the subject division.

(3) Assets and Liabilities to be Divested

(As of February 9, 2010)

Assets		Liabilities	
Items	Book Value	Items	Book Value
TIS Stock	¥50 million	Debt	—
Total	¥50 million	Total	—

### 5. Listed Company Status Following The Divestiture

The Divestiture will not result in any changes to the Company's name, business description, head office address, name and position of representative, capitalization or fiscal period, or that of TIS.

### 6. Outlook

The Divestiture will have only a minor impact on the Company's consolidated business results for fiscal 2010 because TIS is a wholly owned subsidiary of the Company.

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