

Translation - for information purposes only



March 23, 2009

To whom it may concern:

Company Name: USJ Co., Ltd.

(Code No.2142, Mothers, Tokyo Stock Exchange)

Representative: Glenn Gumpel

President & CEO

Contact: Akitoshi Takenaka

General Manager

Accounting & Finance Department

Finance & Administration Division

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Announcement of Amendment to “Notice of Support for the Tender Offer for Shares, Etc. of USJ Co., Ltd. by SG Investments KK.”

This Amendment is announced to amend certain information contained in “Notice of Support for the Tender Offer for Shares, Etc. of USJ Co., Ltd. by SG Investments KK. (hereinafter, the “Press Release”) announced on March 19, 2009 as follows. Also, since USJ has been notified by SG Investments KK that there is certain information to be amended in the attachment of the Press Release, “Announcement of commencement of tender offer bid for USJ Co., Ltd.” the press release made by SG Investments KK today is attached herewith. The amended sections are underlined below.

Details

• **On page 6 of the Press Release**

**(Prior to amendment)**

(Omitted)

In addition, the Tender Offeror has executed an agreement with the Development Bank of Japan (which holds 222,222 shares, representing approximately 9.97% of the number of shares after consideration of potential share certificates, etc. of USJ) stipulating that the Development Bank of

Japan will tender all the shares it holds in USJ in the Tender Offer. The Tender Offeror has also explained the Transaction to the department of the City of Osaka handling this matter (the City of Osaka holds 200,000 shares, representing approximately 8.98% of the number of shares after consideration of potential share certificates, etc. of USJ) and is requesting the City of Osaka to tender all of its USJ shares in the Tender Offer. As of today, the Goldman Sachs Group has dispatched a part-time Outside Director, Ankur Sahu, who is an employee of Goldman Sachs Japan Co., Ltd., an indirectly 100% owned subsidiary of the Goldman Sachs Group, to USJ. Ankur Sahu is also a Representative Director of the Tender Offeror.

(Omitted)

**(Post amendment)**

(Omitted)

In addition, the Tender Offeror has executed an agreement with the Development Bank of Japan (which holds 222,222 shares, representing approximately 9.97% of the number of shares after consideration of potential share certificates, etc. of USJ) stipulating that the Development Bank of Japan will tender all the shares it holds in USJ in the Tender Offer. The Tender Offeror has also explained the Transaction to the department of the City of Osaka handling this matter (the City of Osaka holds 200,000 shares, representing approximately 8.98% of the number of shares after consideration of potential share certificates, etc. of USJ) and is requesting the City of Osaka to tender all of its USJ shares in the Tender Offer. As of today, the Goldman Sachs Group has dispatched a part-time Outside Director, Ankur Sahu, who is an employee of Goldman Sachs Japan Co., Ltd., a 100% indirectly owned subsidiary of the Goldman Sachs Group, to USJ. Ankur Sahu is also a Representative Director of the Tender Offeror.

(Omitted)

• **On pages 6 and 7 of the Press Release**

**(Prior to amendment)**

Note 4) MBK is an investment vehicle of MBK Partners. MBK Partners (i.e., the group), through its independent buyout fund specializing in North Asia, has adopted a regional-based investment strategy specializing in three markets; Japan and Korea, two major markets for buyout investments in Asia as well as China, which is expected to be a significant growth area.

(Omitted)

**(Post amendment)**

Note 4) MBK is an investment vehicle of MBK Partners (i.e., the group). MBK Partners,

through its independent buyout fund specializing in North Asia, has adopted a regional-based investment strategy specializing in three markets; Japan and Korea, two major markets for buyout investments in Asia as well as China, which is expected to be a significant growth area.(Omitted)

• **On page 12 of the Press Release**

**(Prior to amendment)**

(Omitted)

After this, the Tender Offeror held multiple discussions and negotiations with the Directors of USJ (excluding Mr. Gumpel, Ankur Sahu, Kenichiro Kagasa (Note 6) and Kazuhiro Takahashi). In light of these results, as well as, among other things, such as whether USJ would recommend the Tender Offer, the prospects for the Tender Offer, the analysis of the level of premiums in prior examples of tender offers carried out as part of a MBO (an analysis that took into consideration, among other things, the financial and market environment and the financial standing and profit forecasts, etc. of USJ), trends in the market price of the common shares of USJ and changes in the financial and market environments during such time, the Tender Offeror determined that it would be appropriate to offer a Purchase Price representing an appropriate premium over the market price reflecting the current financial and market environment and the fundamentals of USJ, and on March 19, 2009, it was decided that the Purchase Price would be 50,000 yen per common share.

(Omitted)

**(Post amendment)**

(Omitted)

After this, the Tender Offeror held multiple discussions and negotiations with the Directors of USJ (excluding Mr. Gumpel, Ankur Sahu, Kenichiro Kagasa (Note 7) and Kazuhiro Takahashi). In light of these results, as well as, among other things, such as whether USJ would recommend the Tender Offer, the prospects for the Tender Offer, the analysis of the level of premiums in prior examples of tender offers carried out as part of a MBO (an analysis that took into consideration, among other things, the financial and market environment and the financial standing and profit forecasts, etc. of USJ), trends in the market price of the common shares of USJ and changes in the financial and market environments during such time, the Tender Offeror determined that it would be appropriate to offer a Purchase Price representing an appropriate premium over the market price reflecting the current financial and market environment and the fundamentals of USJ, and on March 19, 2009, it was decided that the Purchase Price would be 50,000 yen per common share.

(Omitted)

• **On page 13 of the Press Release**

**(Prior to amendment)**

Note 6) Kenichiro Kagasa retired as an Outside Director of USJ on November 30, 2008.

**(Post amendment)**

Note 7) Kenichiro Kagasa retired as an Outside Director of USJ on November 30, 2008.

• **On page 14 of the Press Release**

**(Prior to amendment)**

(Omitted)

On March 18, 2009, the Board of Directors of USJ received a valuation report of the common shares of USJ as well as an opinion from Daiwa SMBC that from a financial perspective the Purchase Price in the Tender Offer was a fair price to be offered to shareholders (Note 7). Upon the valuation of USJ shares, based on the business plans, etc. provided by the USJ (Note 8) and with the assumption that USJ is a going concern, Daiwa SMBC took the view that it would be appropriate to value the shares of USJ using a number of methods and prepared its valuation using the DCF method and the historical share price of USJ.

(Omitted)

**(Post amendment)**

(Omitted)

On March 18, 2009, the Board of Directors of USJ received a valuation report of the common shares of USJ as well as an opinion from Daiwa SMBC that from a financial perspective the Purchase Price in the Tender Offer was a fair price to be offered to shareholders (Note 8). Upon the valuation of USJ shares, based on the business plans, etc. provided by the USJ (Note 9) and with the assumption that USJ is a going concern, Daiwa SMBC took the view that it would be appropriate to value the shares of USJ using a number of methods and prepared its valuation using the DCF method and the historical share price of USJ.

(Omitted)

• **On pages 14 and 15 of the Press Release**

**(Prior to amendment)**

Note 7) In preparing its valuation report and opinion, Daiwa SMBC has assumed that: (i) the

financial information included in the business plans and other information provided by USJ is all correct and complete; (ii) the Board of Directors of USJ has prepared the business plans and future forecasts with the best estimates and judgment acting reasonably and in accordance with appropriate procedures; and (iii) USJ figures of future forecasts, etc. set out in the business plans will be achieved each year, and has not made any independent investigations in respect thereof. Daiwa SMBC prepared the valuation report and opinion for the sole purpose of assisting the board of USJ in assessing the Tender Offer. Daiwa SMBC makes no recommendation to the holders of the shares or Stock Acquisition Rights of USJ, including as to whether they should tender their securities in the Tender Offer or as to how they should exercise any voting rights with respect to the Transaction. Daiwa SMBC has entered into an advisory agreement with USJ for the provision of advisory services and this agreement contains, amongst other things, an agreement that USJ will pay Daiwa SMBC a fee for its services if the Tender Offer is successful.

Note 8) According to the mid-term business plan (three-year plan) that the board of USJ approved on January 13, 2009, and submitted to Daiwa SMBC as the future business plan of USJ on a stand-alone basis for the purpose of Daiwa SMBC's valuation of the share price of USJ, the forecasted amounts of sales, EBITDA, operating profits and ordinary income are: (i) as for the first fiscal year (fiscal year ending March 2010), 69.7 billion yen, 20.2 billion yen, 10 billion yen and 9.3 billion yen respectively; (ii) as for the second fiscal year (fiscal year ending March 2011), 70.4 billion yen, 20.5 billion yen, 11.4 billion yen and 10.1 billion yen respectively; and (iii) as for the third fiscal year (fiscal year ending March 2012), 71.9 billion yen, 20.9 billion yen, 11.8 billion yen and 10.7 billion yen respectively. For further information, USJ announced, on January 30, 2009, at the Tokyo Stock Exchange, in its "Fiscal Results for the Third Quarter of the Fiscal Year Ending March 31, 2009 (non-consolidation basis)" a revision of its forecast for the fiscal year ending March 31, 2009, which were announced on October 30, 2008. The revision to the forecasts announced that forecasted EBITDA based on revised earning estimates was 19.5 billion yen. In addition, on March 11, 2009, USJ proposed a one fiscal year budget for the fiscal year ending March 2010 which is substantially equivalent to that described as for the same fiscal year in the above mentioned mid-term business plan and obtained the Board of Directors' approval of the same.

**(Post amendment)**

Note 8) In preparing its valuation report and opinion, Daiwa SMBC has assumed that: (i) the financial information included in the business plans and other information provided by USJ is all correct and complete; (ii) the Board of Directors of USJ has prepared the business plans and future forecasts with the best estimates and judgment acting reasonably and in accordance with appropriate procedures; and (iii) USJ figures of future forecasts, etc. set out in the business plans

will be achieved each year, and has not made any independent investigations in respect thereof. Daiwa SMBC prepared the valuation report and opinion for the sole purpose of assisting the board of USJ in assessing the Tender Offer. Daiwa SMBC makes no recommendation to the holders of the shares or Stock Acquisition Rights of USJ, including as to whether they should tender their securities in the Tender Offer or as to how they should exercise any voting rights with respect to the Transaction. Daiwa SMBC has entered into an advisory agreement with USJ for the provision of advisory services and this agreement contains, amongst other things, an agreement that USJ will pay Daiwa SMBC a fee for its services if the Tender Offer is successful.

Note 9) According to the mid-term business plan (three-year plan) that the board of USJ approved on January 13, 2009, and submitted to Daiwa SMBC as the future business plan of USJ on a stand-alone basis for the purpose of Daiwa SMBC's valuation of the share price of USJ, the forecasted amounts of sales, EBITDA, operating profits and ordinary income are: (i) as for the first fiscal year (fiscal year ending March 2010), 69.7 billion yen, 20.2 billion yen, 10 billion yen and 9.3 billion yen respectively; (ii) as for the second fiscal year (fiscal year ending March 2011), 70.4 billion yen, 20.5 billion yen, 11.4 billion yen and 10.1 billion yen respectively; and (iii) as for the third fiscal year (fiscal year ending March 2012), 71.9 billion yen, 20.9 billion yen, 11.8 billion yen and 10.7 billion yen respectively. For further information, USJ announced, on January 30, 2009, at the Tokyo Stock Exchange, in its "Fiscal Results for the Third Quarter of the Fiscal Year Ending March 31, 2009 (non-consolidation basis)" a revision of its forecast for the fiscal year ending March 31, 2009, which were announced on October 30, 2008. The revision to the forecasts announced that forecasted EBITDA based on revised earning estimates was 19.5 billion yen. In addition, on March 11, 2009, USJ proposed a one fiscal year budget for the fiscal year ending March 2010 which is substantially equivalent to that described as for the same fiscal year in the above mentioned mid-term business plan and obtained the Board of Directors' approval of the same.

• **On page 17 of the Press Release**

**(Prior to amendment)**

(Omitted)

Accordingly, if the Tender Offer is launched, but support is not obtained from a majority of shareholders other than those who plan to invest in the Tender Offeror, the Tender Offeror will not carry out the Transaction. The Tender Offeror will respect the intention of the shareholders of USJ.

(Omitted)

**(Post amendment)**

(Omitted)

Accordingly, if the Tender Offer is launched, but support is not obtained from a majority of shareholders (other than those who plan to invest in the Tender Offeror and tender all of their shares in USJ, and the Development Bank of Japan, which has entered into an agreement to tender all the shares it holds in USJ with the Tender Offeror) the Tender Offeror will not carry out the Transaction. The Tender Offeror will respect the intention of the shareholders of USJ.

(Omitted)

• **On page 21 of the Press Release**

**(Prior to amendment)**

(Omitted)

(Note)

Please refer to the section “important management agreements” in the Japanese Annual Security Report (*yuka-shoken-houkokusho*) dated June 26, 2008 and the Amendment thereto (*yuka-shoken-houkokusho-no-teisei-houkokusho*) dated July 28, 2008 for an overview of the current management service agreement between Mr. Gumpel and USJ.

(Omitted)

**(Post amendment)**

(Omitted)

(Note)

Please refer to the section “important management agreements, etc.” in the Japanese Annual Security Report (*yuka-shoken-houkokusho*) dated June 26, 2008 and the Amendment thereto (*yuka-shoken-houkokusho-no-teisei-houkokusho*) dated July 28, 2008 for an overview of the current management service agreement between Mr. Gumpel and USJ.

(Omitted)

(end of document)

Attachment

Announcement of Amendment to “Announcement of commencement of tender offer bid for USJ Co., Ltd.”