

# Amendment to the Tender Offer Explanatory Statement

April 2009

SG Investments KK

The Tender Offer that is the subject of this Amendment to the Tender Offer Explanatory Statement is governed by clause 1 of chapter 2-2 of the Financial Instruments and Exchange Law (Law No. 25 of 1948, as amended) and this Amendment is made pursuant to Article 27-9 of the Law.

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<b>【Places for Public Inspection】</b>	SG Investments KK  (Roppongi Hills Mori Tower 46th floor, 10-1, Roppongi 6-chome, Minato-ku, Tokyo)  Tokyo Stock Exchange, Inc. (2-1 Kabutocho, Nihonbashi, Chuo-ku, Tokyo)

(Note 1) In this Statement, “Tender Offeror” means SG Investments KK.

(Note 2) In this Statement, “Target” means USJ Co., Ltd.

(Note 3) Where the figures in this Statement have been rounded or truncated, the amount recorded in the total column may not always coincide with the actual sum of the relevant figures.

(Note 4) In this Statement, “Law” means the Financial Instruments and Exchange Law (Law No. 25 of 1948, as amended).

(Note 5) In this Statement, “Enforcement Order” means the Enforcement Order of the Financial Instruments and Exchange Law (Government Ordinance No. 321 of 1965, as amended).

(Note 6) In this Statement, “TOB Order” means the Cabinet Office Ordinance on Disclosure of Takeover Bids of Shares Conducted by Non-Issuers (Ministry of Finance Japan Ordinance No. 38 of 1990, as amended).

- (Note 7) Unless otherwise described in this Statement, any reference to the number of days or the date and time shall mean the number of days or the date and time in Japan.
- (Note 8) The tender offer that is the subject of this Statement (hereinafter referred to as the “Tender Offer”) will be conducted in compliance with the procedures and disclosure standards prescribed in the Law. These procedures and standards may not always be equivalent to the procedures and the disclosure standards in countries other than Japan, including the United States. In particular, Section 13(e) or Section 14(d) of the Securities Exchange Act of 1934 of the United States and the rules and regulations promulgated thereunder are not applicable to the Tender Offer and therefore the Tender Offer will not be conducted in compliance with such procedures and standards. The financial statements included in this Statement have been prepared in accordance with the standard accounting principles in Japan and may not contain the same information as financial statements prepared for companies incorporated in the United States.
- (Note 9) Unless otherwise described in this Statement, all procedures relating to the Tender Offer shall be conducted in Japanese. Although all or part of the documents relating to the Tender Offer have also been prepared in English, if there is any discrepancy between the English and the Japanese versions of the documents, the Japanese version shall prevail.
- (Note 10) This Statement contains “forward-looking statements,” as defined in Section 27A of the Securities Act of 1933 of the United States and Section 21E of the Securities Exchange Act of 1934 of the United States. Due to known or unknown risks, uncertainties or other factors, actual results may differ materially from any forecasts or other similar statements, indicated explicitly or implicitly as “forward-looking statements”. Neither the Tender Offeror nor any of its affiliates can ensure that forecasts or other similar statements, indicated explicitly or implicitly as “forward-looking statements” will consequently eventuate. The “forward-looking statements” contained in this Statement have been prepared based on information available to the Tender Offeror as of the date of the filing of this Statement, and the Tender Offeror and its affiliates are not under any obligation to update or modify any such “forward-looking statements” to reflect future events or developments, except as may be required by any applicable laws and regulations.

**1. Reason for this Amendment to the Tender Offer Explanatory Statement**

Certain matters stated in the Tender Offer Registration Statement filed on March 23, 2009 need to be amended, therefore in accordance with paragraph 8-2 of article 27 of the Law, an Amendment to the Tender Offer Registration Statement was filed. In relation to this, in accordance with paragraph 9-3 of article 27 of the Law and paragraph 5 of article 25 of the TOB Order, the Tender Offeror hereby amends the Tender Offer Explanatory Statement

**2. Items to be amended**

**I. Terms and Conditions of the Tender Offer**

**3. Purpose of the Tender Offer**

**6. Approval, etc. with respect to acquisition of share certificates**

**(2) Applicable laws and regulations**

**(3) Date and number of approvals, etc.**

**3. Contents before and after the amendments**

The items that have changed are underlined.

**I. Terms and Conditions of the Tender Offer**

**3. Purpose of the Tender Offer**

**(Pre-amendment)**

(2) Background and reasons for the implementation of the Tender Offer and management policy after completion of the Tender Offer

(Omitted)

(ii) Overview of the agreements in respect of lending

(Omitted) Following the start of the Tender Offer period, the Tender Offeror shall, without delay, execute a financing agreement with a syndicate composed of the several financial institutions set out in “c. Funds to be borrowed after the filing date” of “2. Deposits or loans, etc. which may be applied to funds required for purchase, etc.” of “8. Funds required for purchase, etc.” below, and in accordance with this financing agreement, is expected to borrow up to 75 billion yen in total (hereinafter referred to as the “Acquisition Loans”). The Acquisition Loans will consist of two tranches; Tranche A of up to 25.5 billion yen and Tranche B of up to 49.5 billion yen. It is expected that: (A) Tranche A will be repaid in installments up to March 2014 and Tranche B will be repaid in a single payment in March 2014, and (B) Tranche A and B will have differing interest rates, although both of them will be

floating rates based on the Japan Bankers Association yen TIBOR rate.

Pursuant to the aforementioned financing agreement, in the event that the Tender Offer is completed, the Tender Offeror plans to borrow (1) the first drawdown as a part of for the settlement of the Tender Offer (as mentioned above, the Tender Offeror separately plans to raise up to approximately 74,140 million yen through a third party allocation of new shares in order to raise funds required for the settlement relating to the Tender Offer from the aforementioned financial institutions by the day before the Tender Offer settlement commencement date), (2) a second drawdown of approximately 31.5 billion yen will be used to repay the existing debt of the Target, (3) a third drawdown will be made for the funds to be provided to the Target shareholders when the Target becomes a wholly-owned subsidiary in accordance with “(4) Policy regarding Reorganization following Completion of the Tender Offer” (the aggregate of the first drawdown and the third drawdown is expected to be approximately 43.5 billion yen.).

It is planned that the Tender Offeror shall bear the obligation to pay various fees and expenses with respect to the Acquisition Loans that a borrower normally bears in respect of syndicated loans, as well as prescribed commitment fees, and, in addition, the financing agreement related to the Acquisition Loans shall contain contractual conditions, including the loan execution terms and conditions, and financial covenants that are normally included in syndicated loan agreements.

Further, it is planned that the shares in the Tender Offeror and the shares in the Target that the Tender Offeror shall acquire in the Tender Offer or subsequently acquire when the Target becomes a wholly-owned subsidiary of the Tender Offeror through the method set forth in section “(4) Policy regarding reorganization following completion of the Tender Offer,” shall be used as collateral for the Acquisition Loans, and, in addition, after the Target becomes a wholly-owned subsidiary of the Tender Offeror, the Target will become a joint and several guarantor of the Acquisition Loans, and that the assets of the Target that are capable of being secured will be used as collateral for the Acquisition Loans.

Prior to the start of the Tender Offer, the Tender Offeror had agreed to the basic terms relating to the Acquisition Loans with the aforementioned financial institutions, and has obtained a loan certificate from each financial institution as attached to the Japanese language version of this Statement..

Vivendi Universal Entertainment LLLP and its related companies (hereinafter referred to as the “Universal Companies”), have granted the Target non-exclusive licenses for the use of their intellectual property rights such as trade marks and characters relating to the planning, construction and operation of the amusement park, “Universal Studios Japan”, operated by the Target, which require the consent of the counterparty with respect to, among other things, the creation of security interests in the Target’s assets (after the Target becomes a wholly-owned subsidiary) in relation to the Acquisition Loans. Prior to the start of the Tender Offer, the Tender Offeror having obtained cooperation from the Target, held preliminary negotiations with Vivendi Universal Entertainment LLLP and the results of the efforts were an unofficial confirmation that there would be no problem in obtaining

its official consent and from now on, efforts will be made to obtain such consent as soon as practically possible.

(Omitted)

**(Post-amendment)**

(2) Background and reasons for the implementation of the Tender Offer and management policy after completion of the Tender Offer

(Omitted)

(ii) Overview of the agreements in respect of lending

(Omitted) On March 31, 2009, the Tender Offeror, executed a financing agreement with a syndicate composed of the several financial institutions set out in “c. Funds to be borrowed after the filing date” of “2. Deposits or loans, etc. which may be applied to funds required for purchase, etc.” of “8. Funds required for purchase, etc.” below, and in accordance with this financing agreement, is expected to borrow up to 75 billion yen in total (hereinafter referred to as the “Acquisition Loans”). The Acquisition Loans will consist of two tranches; Tranche A of up to 25.5 billion yen and Tranche B of up to 49.5 billion yen. The financing agreement provides that (A) Tranche A will be repaid in installments up to March 2014 and Tranche B will be repaid in a single payment in March 2014, and (B) Tranche A and B will have differing interest rates, although both of them will be floating rates based on the Japan Bankers Association yen TIBOR rate.

Pursuant to the aforementioned financing agreement, in the event that the Tender Offer is completed, the Tender Offeror plans to borrow (1) the first drawdown as a part of for the settlement of the Tender Offer (as mentioned above, the Tender Offeror separately plans to raise up to approximately 74,140 million yen through a third party allocation of new shares in order to raise funds required for the settlement relating to the Tender Offer from the aforementioned financial institutions by the day before the Tender Offer settlement commencement date), (2) a second drawdown of approximately 31.5 billion yen will be used to repay the existing debt of the Target, (3) a third drawdown will be made for the funds to be provided to the Target shareholders when the Target becomes a wholly-owned subsidiary in accordance with “(4) Policy regarding Reorganization following Completion of the Tender Offer” (the aggregate of the first drawdown and the third drawdown is expected to be approximately 43.5 billion yen.).

It is agreed that the Tender Offeror shall bear the obligation to pay various fees and expenses with respect to the Acquisition Loans that a borrower normally bears in respect of syndicated loans, as well as prescribed commitment fees, and, in addition, the financing agreement related to the Acquisition Loans shall contain contractual conditions, including the loan execution terms and conditions, and financial covenants that are normally included in syndicated loan agreements.

Further, it is planned that the shares in the Tender Offeror and the shares in the Target that the Tender Offeror shall acquire in the Tender Offer or subsequently

acquire when the Target becomes a wholly-owned subsidiary of the Tender Offeror through the method set forth in section “(4) Policy regarding reorganization following completion of the Tender Offer,” shall be used as collateral for the Acquisition Loans, and, in addition, after the Target becomes a wholly-owned subsidiary of the Tender Offeror, the Target will become a joint and several guarantor of the Acquisition Loans, and that the assets of the Target that are capable of being secured will be used as collateral for the Acquisition Loans.

Prior to the start of the Tender Offer, the Tender Offeror had agreed to the basic terms relating to the Acquisition Loans with the aforementioned financial institutions, and has obtained a loan certificate from each financial institution as attached to the Japanese language version of this Statement..

Vivendi Universal Entertainment LLLP and its related companies (hereinafter referred to as the “Universal Companies”), have granted the Target non-exclusive licenses for the use of their intellectual property rights such as trade marks and characters relating to the planning, construction and operation of the amusement park, “Universal Studios Japan”, operated by the Target, which require the consent of the counterparty with respect to, among other things, the creation of security interests in the Target’s assets (after the Target becomes a wholly-owned subsidiary) in relation to the Acquisition Loans. Prior to the start of the Tender Offer, the Tender Offeror having obtained cooperation from the Target, held preliminary negotiations with Vivendi Universal Entertainment LLLP and the results of the efforts were an unofficial confirmation that there would be no problem in obtaining its official consent and from now on, and such consent was obtained on March 31, 2009.

(Omitted)

## **6. Approval, etc. with respect to acquisition of share certificates**

### **(2) Applicable laws and regulations**

#### **(Pre-amendment)**

Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Control Law (hereinafter referred to as the “Foreign Exchange Law”)

Pursuant to Article 27, Paragraph 1 of the Foreign Exchange Law, the Tender Offeror will file a notification with the Minister of Finance and the minister having jurisdiction over the business of the Target’s business without delay. A 30-day waiting period, starting from the date the notification is filed, must lapse before the Tender Offeror can acquire shares of the Target. This period may be shortened in certain circumstances. In addition, if the inward direct investment and other matters relating to such notification is considered to fall within the inward direct investment or other matter which raises any national security or similar concerns, then the Minister of Finance and the minister having jurisdiction over the business of the Target’s business may recommend the details of such inward direct investment and other matters be modified or discontinued, and the waiting period may be extended by up to five months to allow for further examination of the Tender Offer.

If the above-mentioned waiting period is extended, the Tender Offeror may withdraw the Tender Offer.

**(Post-amendment)**

Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Control Law (hereinafter referred to as the “Foreign Exchange Law”)

Pursuant to Article 27, Paragraph 1 of the Foreign Exchange Law, the Tender Offeror filed a notification with the Minister of Finance and the minister having jurisdiction over the business of the Target’s business on March 23, 2009. A 30-day waiting period, starting from the date the notification is filed, must lapse before the Tender Offeror can acquire shares of the Target, but this period was shortened to two weeks as a result of a request by the Tender Offeror and ended on April 7, 2009.

**(3) Date and number of approvals, etc.**

**(Pre-amendment)**

N/A

**(Post-amendment)**

Date of approval etc. April 7, 2009

Approval number JD No.618