



April 8, 2011

For Immediate Release:

Fullcast Holdings Co., Ltd.  
Representative: Hiroyuki Tokiwa  
President and Representative Director  
(Stock code: 4848; Stock Exchange listing:  
First Section of the Tokyo Stock Exchange)  
(ADR information: Symbol: FULCY, CUSIP: 35968P100)  
Contact: Jo Okada Managing Director, CFO  
Telephone: +81-3-4530-4830

### **Notice of the Conclusion of an Agreement Regarding the Tender Offer Targeted at Fullcast Technology Co., Ltd., Which is a Consolidated Subsidiary of Our Company**

On April, 8, 2011, Fullcast Holdings Co., Ltd. (hereinafter referred to as “our company”) and Yumeshin Holdings Co., Ltd. (hereinafter referred to as “Yumeshin Holdings”) have concluded an agreement regarding the tender offer (hereinafter referred to as “this tender offer”) by Yumeshin Holdings targeted at Fullcast Technology Co., Ltd. (code: 2458, JASDAQ; hereinafter referred to as “target company”).

#### 1. Reason for the conclusion of the agreement

As mentioned in “Notice of Restructuring of Business” released on April 9, 2009, our company decided to work on the restructuring of our group through sale, etc. in the technology business (present segment name: technician dispatch business), and has promoted the selection and concentration of businesses.

In this circumstance, we have made discussions with Yumeshin Holdings from April 1, 2011, and signed the agreement today. We consider that this agreement is part of mop-up of our financial restructuring in the “new 3-year plan” disclosed on May 8, 2009.

For the outline of the agreement, please see “Appendix 1,” and for the reference materials disclosed by Yumeshin Holdings, refer to “Appendix 2.”

#### 2. Future outlook

When this tender offer is started, we will disclose information by releasing the “Notification regarding the application for tender offer targeted at a subsidiary.” Our company plans to sell out 38,864 shares of the target company, which is now owned by our company, and when all of the shares are purchased, the target company will be no longer a consolidated subsidiary of our company. Its effects on our business performance will be reported as soon as they are estimated.

[Appendix 1]

Outline of the agreement

1. Major conditions and prerequisites for this tender offer

(1) Major conditions for this tender offer by Yumeshin Holdings

Purchase price: Over 35,320 yen per share

- 1) Number of shares to be purchased: At least 38,864 shares\*, no upper limit
- 2) Purchase timing: May 2, 2011 or earlier

\*About 68.6% of the total number of outstanding shares of the target company (as of February 14, 2011)

(2) Prerequisites for this tender offer by Yumeshin Holdings

- 1) The financial results on the target company for the second quarter of the term ending September 2011 does not show a decrease of 10% or more in net assets from the first quarter of the same term.
- 2) The target company has not released any opinions opposing this tender offer (which means the opinions that oppose this tender offer and does not recommend the application for this tender offer, excluding any opinions that support this tender offer, vague opinions, and others) until the day before the announcement of the start of this tender offer.

2. Other important provisions

In either of the following cases, our company and Yumeshin Holdings shall pay 100 million yen to the other party as compensation, regardless of the damage, loss, cost or the amount thereof (the cost includes attorney's fees no matter whether this is charged by a third party.)

- 1) The prerequisites described in Section 1-(2) are satisfied, but Yumeshin Holdings calls off this tender offer or does not conduct this tender offer.
- 2) This tender offer is carried out in accordance with this agreement and this tender offer is not called off, but our company does not apply to sell all of 38,864 shares of the target company before the expiration of the term or our company suspends said application.

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April 8, 2011

For Immediate Release:

YUMESHIN Holdings Co., Ltd.  
(Stock code: 2362; Stock Exchange listing: JASDAQ, Standard)  
Representative: Shingo Sato, Chairman and Director  
Contact: Eiichi Yajima, Managing Director  
Telephone: +81-3-5981-0672

**Notice of the Conclusion of an Agreement  
Regarding the Tender Offer Targeted at Fullcast Technology Co., Ltd.**

On April, 8, 2011, Yumeshin Holdings Co., Ltd. (hereinafter referred to as “our company”) and Fullcast Holdings Co., Ltd. (hereinafter referred to as “Fullcast Holdings”) have concluded an agreement regarding the tender offer (hereinafter referred to as “this tender offer”) targeted at Fullcast Technology Co., Ltd. (code: 2458, JASDAQ; hereinafter referred to as “target company”).

1. Reason for the conclusion of the agreement

Our long-term goal is to pursue and improve our strength in “dispatching competitive engineers” and develop a new business comparable to our core business of dispatching construction management engineers to construction sites.

In this circumstance, our company has made discussions with Fullcast Holdings, which is the parent company of the target company, since April 1, 2011, and then agreed with the measures for business restructuring mentioned in the “Notice of Restructuring of Business” released by Fullcast Holdings on April 9, 2009, and concluded that there would be the following “3 factors in the growth” of our corporate group.

- (1) The target company’s business of dispatching engineers who have a broad range of skills for the electronic (semiconductor), electricity, and automobile fields would become a new business we have desired and help us become a “comprehensive temporary staffing company” as we have wished.
- (2) The consolidated management of our company and the target company would upgrade the corporate values of both companies.
- (3) There would emerge a synergy between our company and the target company, which have almost the same sales and business forms, and new innovations are expected when they compete and learn from each other.

After this tender offer, the target company will remain listed.

2. Outline of the target company

(1) Corporate name	Fullcast Technology Co., Ltd.	
(2) Location of the principal office	1-20-3 Osaki, Shinagawa-ku, Tokyo	
(3) Position and name of the representative	President and Representative Director Takeshi Tokumaru	
(4) Business contents	Engineer dispatching, business solution, others	
(5) Capital	863 million yen	
(6) Date of establishment	July 13, 1989	
(7) Major shareholders and shareholding ratio	Fullcast Holdings Co., Ltd.: 68.6%	
(8) Relation between the buyer and the target company	Capital-related	N/A
	Personnel-related	N/A
	Transaction-related	N/A
	Relation with parties concerned	N/A

3. Outline of the agreement

Please see Appendix 1.

4. Future outlook

When this tender offer is started, information will be disclosed. The influence including business performance will be reported as soon as it is estimated.

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(Appendix 1)

Outline of the agreement

1. Major conditions and prerequisites for this tender offer

(1) Major conditions for this tender offer by our company

Purchase price: Over 35,320 yen per share

- 1) Number of shares to be purchased: At least 38,864 shares\*, no upper limit
- 2) Purchase timing: May 2, 2011 or earlier

\*About 68.6% of the total number of outstanding shares of the target company (as of February 14, 2011)

(2) Prerequisites for this tender offer by our company

- 1) The financial results on the target company for the second quarter of the term ending September 2011 does not show a decrease of 10% or more in net assets from the first quarter of the same term.
- 2) The target company has not released any opinions opposing this tender offer (which means the opinions that oppose this tender offer and does not recommend the application for this tender offer, excluding any opinions that support this tender offer, vague opinions, and others) until the day before the announcement of the start of this tender offer.

2. Other important provisions

In either of the following cases, our company and Fullcast Holdings shall pay 100 million yen to the other party as compensation, regardless of the damage, loss, cost or the amount thereof (the cost includes attorney's fees no matter whether this is charged by a third party).

- 1) The prerequisites described in Section 1-(2) are satisfied, but our company calls off this tender offer or does not conduct this tender offer.
- 2) This tender offer is carried out in accordance with this agreement and this tender offer is not called off, but Fullcast Holdings does not apply to sell all of 38,864 shares of the target company before the expiration of the term or Fullcast Holdings suspends said application.

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