

April 15, 2010

**Notice Concerning Determination of Details on TYO Group Integration
(Signing of contracts for stock swaps to make consolidated subsidiaries into
wholly owned subsidiaries and subsequent mergers)**

In the January 14, 2010 press release titled "Fundamental Policy Concerning TYO Group Integration," TYO Inc. announced its fundamental policy for integrating the TYO Group by using mergers and other actions for consolidated subsidiaries. Today, the TYO board of directors approved a resolution to use stock swap to make consolidated subsidiaries into wholly owned subsidiaries and to merge with these subsidiaries by June 30, 2010. Accordingly, TYO today signed contracts for these stock swaps and mergers as follows.

I . Information about TYO Group integration

1. Overview of the TYO Group integration

The board of directors of TYO approved a resolution today to use stock swaps for consolidated subsidiaries to be integrated that are not wholly owned in order to acquire all remaining shares and then merge with these subsidiaries. The purpose is to make the integration of the TYO Group proceed faster and more efficiently.

The TYO Group is currently pursuing a policy of focusing resources on strategic activities as one of its management initiatives. The group will concentrate resources on its advertising content operations, a sector where the group has a strong market position. These operations include TV commercials, Internet advertising, promotional media and other activities. The goal is to build an operating framework that is consistently profitable. Most of the companies to be merged with TYO are involved in the production of visual content for advertising. By merging with these companies, TYO plans to become a production company capable of providing clients with comprehensive proposals for advertising activities.

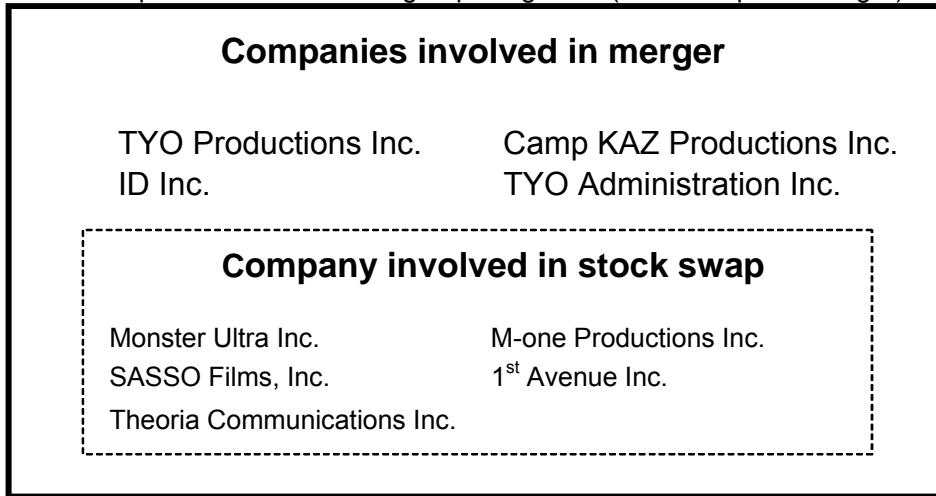
A number of companies have been excluded from the planned group integration: (1) five overseas subsidiaries because legal issues make it impossible to merge with these companies; (2) two subsidiaries of subsidiaries in Japan because TYO has decided that it would be best for these two companies to continue conducting their business operations as separate entities; (3) one production committee because it is a voluntary partnership formed to produce a specific type of visual content; and (4) 10 other companies because they have external shareholders, in consideration of the effect their integration would have on TYO's net assets, and due to other matters involving business operations.

These stock swaps and mergers will require prior approval of these actions at the extraordinary shareholders meeting scheduled for June 24, 2010.

* For details regarding "TYO Group Integration", please see "Fundamental Policy Concerning TYO Group Integration" released on January 14, 2010.

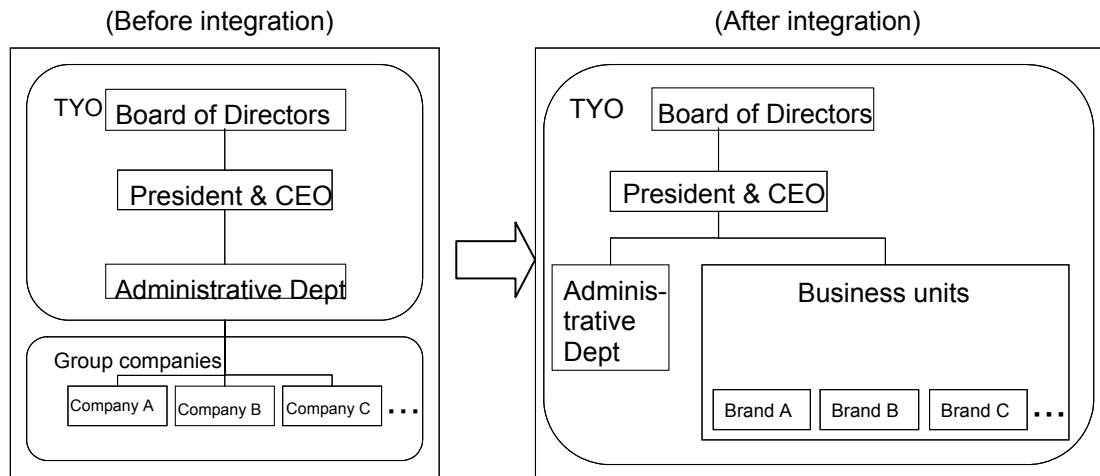
2. Companies involved in group integration

The companies involved in the group integration (stock swap and merger) are as follows.



3. Post-integration organization

The organization of the TYO Group will be as follows after the integration.



All of the TYO Group companies currently conducting business operations as consolidated subsidiaries will remain as brand names of business units following the integration of the group.

II. Information about Stock swaps

1. Reason for using stock swaps to make subsidiaries wholly owned

As was explained in the section “ I . Information about TYO Group Integration 1. Overview of the TYO Group integration,” TYO plans to use a stock swap to transform consolidated subsidiaries to be integrated that are not wholly owned into wholly owned subsidiaries. These subsidiaries are then to merge with TYO.

These stock swaps will require prior approval at the extraordinary shareholders meeting scheduled for June 24, 2010. TYO plans to merge with the TYO group companies including companies that are to be participated in stock swaps subject to approval of the stock swaps. Information about the mergers is provided in the following section “III. Information about mergers.”

2. Profile of companies exchanging stock

Company name	TYO Inc. Company to become a 100% parent company		Monster Ultra Inc. ("MON") Subsidiary to become wholly owned subsidiary			
Business activities	Management of the TYO Group			Planning and production of TV commercials		
Established	April 2, 1982			May 31, 2002		
Head office	2-21-7 Kami-osaki, Shinagawa-ku, Tokyo			4-2-14 Roppongi, Minato-ku, Tokyo		
Name· title of representative	Hiroaki Yoshida, Representative Director			Koichi Kobata, Representative Director		
Capital	1,077 million yen			40 million yen		
Shares outstanding	32,611,880 shares (as of March 31, 2010)			916 shares(as of March 31, 2010)		
Net assets	1,509 million yen (non-consolidated)			56 million yen		
Total assets	13,864 million yen (non-consolidated)			954 million yen		
Fiscal year ends	July 31			July 31		
No. of employees	50 (non-consolidated)			58		
Major shareholders and percentage of shares held	Hiroaki Yoshida 16.55% Fields Corporation 14.98%			TYO 82.53% Koichi Kobata 4.37%		
Major banks	Resona Bank The Bank of Tokyo-Mitsubishi UFJ			—		
Relationship between the companies	Capital	TYO owns 82.53% of MON shares.				
	Personnel	2 TYO executives also serve as MON executives.				
	Business	None				
	Related party information	A consolidated subsidiary of TYO				
Recent 3-year results	(Million yen)					
	July 2007 ※1			July 2008		
	July 2007 ※1	July 2008	July 2009	July 2007 ※1	July 2008	July 2009
Net sales	5,647	2,276	2,455	1,873	2,442	3,059
Operating income	260	255	281	81	144	49
Ordinary income	492	256	309	66	134	39
Net income	431	542	△987	26	59	15
Net assets	2,385	2,704	1,509	76	109	56
Total assets	12,022	12,775	13,864	604	679	954

Company name	M-one Productions Inc. ("MOP") Subsidiary to become wholly owned subsidiary	SASSO Films, Inc. ("SAS") Subsidiary to become wholly owned subsidiary				
Business activities	Planning and production of TV commercials	Planning and production of TV commercials				
Established	April 15, 1994	December 3, 1993				
Head office	4-5-48 Minami-azabu, Minato-ku, Tokyo	5-1-11 Minami-azabu, Minato-ku, Tokyo				
Name· title of representative	Kenya Tauchi, Representative Director	Haruo Takarada, Representative Director				
Capital	16 million yen	10 million yen				
Shares outstanding	2,210 shares (as of March 31, 2010)	200 shares (as of March 31, 2010)				
Net assets	123 million yen	32 million yen				
Total assets	567 million yen	574 million yen				
Fiscal year ends	July 31	July 31				
No. of employees	31	18				
Major shareholders and percentage of shares held	Hiroaki Yoshida 16.55% Fields Corporation 14.98%	TYO 82.53% Koichi Kobata 4.37%				
Major banks	Resona Bank The Bank of Tokyo-Mitsubishi UFJ	—				
Relationship between the companies	Capital	TYO owns 90.50% of MOP shares TYO owns 70.00% of SAS shares				
	Personnel	2 TYO executives also serve as MOP executives. 3 TYO executives also serve as SAS executives.				
	Business	None				
	Related party information	MOP and SAS are consolidated subsidiaries of TYO				
Recent 3-year results	(Million yen)					
	MOP			SAS		
	July 2007 ※1	July 2008	July 2009	July 2007 ※1	July 2008	July 2009
Net sales	1,613	1,823	1,866	887	969	1,043
Operating income	76	160	199	28	32	41
Ordinary income	66	147	199	23	23	50
Net income	29	61	98	14	3	19
Net assets	42	73	123	99	56	32
Total assets	642	612	567	423	418	574

Company name	1 st Avenue Inc. ("FAV") Subsidiary to become wholly owned subsidiary			Theoria Communications Inc. ("THEO") Subsidiary to become wholly owned subsidiary		
Business activities	Planning and production of TV commercials Marketing and promotional activities			Planning and production of websites		
Established	October 2, 2006			June 23, 1999		
Head office	1-7-13 Mita, Meguro-ku, Tokyo			3-14-15 Higashi, Shibuya-ku, Tokyo		
Name· title of representative	Representative Directors: Katsumi Kameda, Manjot Bedi			Daisuke Uwabo, Representative Director		
Capital	10 million yen			85 million yen		
Shares outstanding	400 shares (as of March 31, 2010)			1,700 shares (as of March 31, 2010)		
Net assets	△128 million yen			110 million yen		
Total assets	309 million yen			270 million yen		
Fiscal year ends	July 31			July 31		
No. of employees	16			35		
Major shareholders and percentage of shares held	TYO 75.00% Katsumi Kameda 10.00%			TYO 87.06% Daisuke Uwabo 11.76%		
Major banks	Planning and production of TV commercials Marketing and promotional activities			Planning and production of websites		
Relationship between the companies	Capital	TYO owns 75.00% of FAV shares. TYO owns 87.06% of THEO shares.				
	Personnel	2 TYO executives also serve as FAV executives. 2 TYO executives also serve as THEO executives.				
	Business	None				
	Related party information	FAV and THEO are consolidated subsidiaries of TYO.				
Recent 3-year results	(Million yen)					
	FAV			THEO		
	July 2007 ※1	July 2008	July 2009	July 2007 ※1	July 2008	July 2009
Net sales	707	1,468	692	280	650	615
Operating income	52	129	4	71	13	42
Ordinary income	49	111	△4	71	13	38
Net income	18	111	△138	52	10	22
Net assets	28	10	△128	108	97	110
Total assets	314	364	309	336	352	270

3. Outline of stock swap

(1) Timetable for stock swaps

Resolution by TYO board of directors for stock swaps	April 15, 2010
Signing of stock swap agreement	April 15, 2010
Notice of record date for TYO extraordinary shareholders meeting	April 15, 2010
Record date for TYO extraordinary shareholders meeting	April 30, 2010 (scheduled)
Extraordinary shareholders meeting to approve wholly owned subsidiaries' stock swaps (MON, MOP, SAS, THEO, FAV)	June 18, 2010 (scheduled)
TYO Extraordinary shareholders meeting to approve stock swaps	June 24, 2010 (scheduled)
Expected date of stock swaps (effective date)	June 30, 2010 (scheduled)
	* However, September 30, 2010 (scheduled) for FAV.

(2) Description of allocation regarding stock swaps

	Company to become a 100% parent company	Subsidiaries to become wholly owned subsidiaries				
Company name	TYO	MON	MOP	SAS	THEO	FAV
Description of allocation	1.00	1,653	399	855	884	0.00003

Notes: 1. Stock allocation ratio

Shareholders of MON will receive 1,653 TYO shares for each share of MON stock.

Shareholders of MOP will receive 399 TYO shares for each share of MOP stock.

Shareholders of SAS will receive 855 TYO shares for each share of SAS stock.

Shareholders of THEO will receive 884 TYO shares for each share of THEO stock.

Shareholders of FAV will receive 0.00003 TYO shares for each of FAV stock. However, no TYO shares will be distributed for the 756 shares of MON stock, 2,000 shares of MOP stock, 140 shares of SAS stock, 1,480 shares of THEO stock and 300 shares of FAV stock currently held by TYO.

2. Number of TYO shares to be delivered for the stock swaps

Shares of TYO common stock to be issued for the stock swaps: 593,825 shares

* No TYO's own shares will be allocated in accordance with the stock swaps.

(3) Justification for calculation of ratios for stock swap

The market price method will be used to calculate the sale price because the shares of TYO are listed. The period used to calculate the market value based on the market price method is the three-month period ending on April 14, 2010, which is the day before the TYO board of directors meeting that approved this offering. The sale price will be the average closing price of TYO common stock on the JASDAQ market during this three-month period.

The subsidiaries that will become wholly owned subsidiaries through these stock swaps are privately owned companies as well as consolidated subsidiaries of TYO. Consequently, the net asset method is used to calculate the value of these shares. For this method, the valuation will use the assumed value of net assets at the end of June 2010, which is the fiscal period that is nearest to the date of effectiveness for the stock swap. For companies with negative net assets, a value of one yen will be used for convenience.

By using the above methods to calculate prices for TYO stock and the stock of the subsidiaries to become wholly owned subsidiaries, the stock exchange ratios per share of TYO stock will be determined with one used as the value of TYO stock. These stock exchange ratios may be revised based on the mutual agreement of TYO and the applicable subsidiaries if there is a significant change in any of the terms used as the basis for the exchange ratio calculations.

(4) Handling of stock acquisition rights and bond with stock acquisition rights for subsidiaries that will become wholly owned subsidiaries

No suitable information provided.

4. Status following the stock swaps

(1) Company name	TYO Inc. (Company to become a 100% parent company)
(2) Business activities	Management of the TYO Group
(3) Head office	2-21-7 Kami-osaki, Shinagawa-ku, Tokyo
(4) Name·title of representative	Hiroaki Yoshida, Representative Director
(5) Capital	1,101million
(6) Total assets	To be determined
(7) Net assets	To be determined
(8) Fiscal year ends	July 31

(9) Other items required to enable investors to understand company information properly and to reach decisions
No suitable information provided.

(10) Outline of accounting method

An announcement will be made when TYO has determined the amount of goodwill resulting from these stock swaps and the amortization period and other accounting methods, after consulting with the independent accountant.

(11) Outlook

The effect of the stock swaps on TYO's consolidated and non-consolidated business results for the fiscal year ending July 2010 is now being assessed. An announcement will be made promptly whenever there is any information that should be disclosed

III. Information on mergers

1. Reason for mergers

As was explained in the above section "II. Information about Stock Swaps 1. Reason for using stock swaps to make subsidiaries wholly owned," group companies to be integrated will be merged with TYO to make the integration of the TYO Group proceed faster and more efficiently.

These mergers will take place only if the stock swaps become effective on June 30, 2010. These mergers will require prior approval at the extraordinary shareholders meeting scheduled for June 24, 2010.

2. Profile of merging companies

Company name	TYO Surviving company			TYO Productions Inc. ("TYP") Dissolving company	
Business activities	Management of the TYO Group			Planning and production of TV commercials	
Established	April 2, 1982			August 1, 2007	
Head office	2-21-7 Kami-osaki, Shinagawa-ku, Tokyo			1-7-13 Mita, Meguro-ku, Tokyo	
Name· title of representative	Hiroaki Yoshida, Representative Director			Representative Directors: Hiroaki Yoshida Jun Ebihara Kazumitsu Fukuda	
Capital	1,077 million yen			300 million yen	
Shares outstanding	32,611,880 shares (as of March 31, 2010)			6,000 shares (as of March 31, 2010)	
Net assets	1,509 million yen (non-consolidated)			553 million yen	
Total assets	13,864 million yen (non-consolidated)			1,707 million yen	
Fiscal year ends	July 31			July 31	
No. of employees	50 (non-consolidated)			124	
Major shareholders and percentage of shares held	Hiroaki Yoshida 16.55% Fields Corporation 14.98%			TYO 100.0%	
Major banks	Resona Bank The Bank of Tokyo-Mitsubishi UFJ			—	
Relationship between the companies	Capital		TYO owns 100.0% of TYP shares.		
	Personnel		6 TYO executives also serve as TYP executives.		
	Business		None		
	Related party information		A consolidated subsidiary of TYO		
Recent 3-year results	(Million yen)				
	TYO (non-consolidated)			TYP	
	July 2007 ※1	July 2008	July 2009	July 2007 ※1	July 2008
Net sales	5,647	2,276	2,455	7,206	6,862
Operating income	260	255	281	446	405
Ordinary income	492	256	309	408	375
Net income	431	542	△987	213	186
Net assets	2,385	2,704	1,509	532	553
Total assets	12,022	12,775	13,864	2,193	1,707

C o m p a n y n a m e	MON Dissolving company			MOP Dissolving company		
Business activities	Planning and production of TV commercials			Planning and production of TV commercials		
Established	May 31, 2002			April 15, 1999		
Head office	4-2-14 Roppongi, Minato-ku, Tokyo			4-5-48 Minami-azabu, Minato-ku, Tokyo		
Name· title of representative	Koichi Kobata, Representative Director			Kenya Tauchi, Representative Director		
Capital	40 million yen			16 million yen		
Shares outstanding	916 shares (as of March 31, 2010)			2,210 shares (as of March 31, 2010)		
Net assets	56 million yen			123 million yen		
Total assets	954 million yen			567 million yen		
Fiscal year ends	July 31			July 31		
No. of employees	58			31		
Major shareholders and percentage of shares held	TYO 82.53% Koichi Kobata 4.37%			TYO 90.50% Kenya Tanaka 3.62%		
Major banks	Planning and production of TV commercials			Planning and production of TV commercials		
Relationship between the companies	Capital	TYO owns 82.53% of MON shares. TYO owns 90.50% of MOP shares.				
	Personnel	2 TYO executives also serve as MON executives. 2 TYO executives also serve as MOP executives.				
	Business	None				
	Related party information	MON and MOP are consolidated subsidiaries of TYO				
Recent 3-year results	(Million yen)					
	MON			MOP		
	July 2007 ※1	July 2008	July 2009	July 2007 ※1	July 2008	July 2009
Net sales	1,873	2,442	3,059	1,613	1,823	1,866
Operating income	81	144	49	76	160	199
Ordinary income	66	134	39	66	147	199
Net income	26	59	15	29	61	98
Net assets	76	109	56	42	73	123
Total assets	604	679	954	642	612	567

Company name	Camp KAZ Productions Inc. ("KAZ") Dissolving company			SAS Dissolving company		
Business activities	Planning and production of TV commercials			Planning and production of TV commercials		
Established	August 1, 2003			December 3, 1993		
Head office	1-12-24 Mita, Meguro-ku, Tokyo			5-1-11 Minami-azabu, Minato-ku, Tokyo		
Name· title of representative	Kazuyoshi Hayakawa, Representative Director			Haruo Takarada, Representative Director		
Capital	30 million yen			10 million yen		
Shares outstanding	600 shares (as of March 31, 2010)			200 shares (as of March 31, 2010)		
Net assets	132 million yen			32 million yen		
Total assets	290 million yen			574 million yen		
Fiscal year ends	July 31			July 31		
No. of employees	10			18		
Major shareholders and percentage of shares held	TYO 100.0%			TYO 70.00% Haruo Takarada 30.00%		
Major banks	Camp KAZ Productions Inc. ("KAZ") Dissolving company			SAS Dissolving company		
Relationship between the companies	Capital	TYO owns 100.0% of KAZ shares. TYO owns 70.00% of SAS shares.				
	Personnel	3 TYO executives also serve as KAZ executives. 3 TYO executives also serve as SAS executives.				
	Business	None				
	Related party information	KAZ and SAS are consolidated subsidiaries of TYO				
Recent 3-year results	(Million yen)					
	KAZ			SAS		
	July 2007 ※1	July 2008	July 2009	July 2007 ※1	July 2008	July 2009
Net sales	782	907	726	887	969	1,043
Operating income	146	155	130	28	32	41
Ordinary income	143	150	127	23	23	50
Net income	82	89	76	14	3	19
Net assets	121	131	132	99	56	32
Total assets	297	233	290	423	418	574

Company name	FAV Dissolving company			ID Inc. ("ID") Dissolving company		
Business activities	Planning and production of TV commercials Marketing and promotional activities			Planning and production of websites		
Established	October 2, 2006			October 15, 2002		
Head office	1-7-13 Mita, Meguro-ku, Tokyo			3-1-4 Kami-Ohsaki, Shinagawa-ku, Tokyo		
Name· title of representative	Representative Directors: Katsumi Kameda Manjot Bedi			Representative Directors: Kenji Morimoto Yutoku Matsutani		
Capital	10 million yen			500 million yen		
Shares outstanding	400 shares (as of March 31, 2010)			19,116 shares (as of March 31, 2010)		
Net assets	△128 million yen			95 million yen		
Total assets	309 million yen			243 million yen		
Fiscal year ends	July 31			July 31		
No. of employees	16			34		
Major shareholders and percentage of shares held	TYO 75.00% Katsumi Kameda 10.00%			TYO 100.0%		
Major banks	FAV Dissolving company			ID Inc. ("ID") Dissolving company		
Relationship between the companies	Capital	TYO owns 75.00% of FAV shares. TYO owns 100.0% of ID shares.				
	Personnel	2 TYO executives also serve as FAV executives. 5 TYO executives also serve as ID executives.				
	Business	None				
	Related party information	FAV and ID are consolidated subsidiaries of TYO				
Recent 3-year results	(Million yen)					
	FAV			ID		
	July 2007 ※1	July 2008	July 2009	July 2007 ※1	July 2008	July 2009
Net sales	707	1,468	692	680	952	748
Operating income	52	129	4	77	70	60
Ordinary income	49	111	△4	76	75	71
Net income	18	111	△138	44	33	57
Net assets	28	10	△128	82	71	95
Total assets	314	364	309	228	311	243

Company name	THEO Dissolving company			TYO Administration Inc. ("ADM") Dissolving company		
Business activities	Planning and production of websites			Management of the TYO Group		
Established	June 23, 1999			October 1, 2003		
Head office	3-14-15 Higashi, Shibuya-ku, Tokyo			2-21-7 Kami-Ohsaki, Shinagawa-ku, Tokyo		
Name· title of representative	Daisuke Uwabo, Representative Director			Koichi Iida, Representative Director		
Capital	85 million yen			90 million yen		
Shares outstanding	1,700 shares (as of March 31, 2010)			1,800 shares (as of March 31, 2010)		
Net assets	110 million yen			△95 million yen		
Total assets	270 million yen			23 million yen		
Fiscal year ends	July 31			July 31		
No. of employees	35			22		
Major shareholders and percentage of shares held	TYO 87.06% Daisuke Uwabo 11.76%			TYO 100.0%		
Major banks	THEO Dissolving company			TYO Administration Inc. ("ADM") Dissolving company		
Relationship between the companies	Capital	TYO owns 87.06% of THEO shares. TYO owns 100.0% of ADM shares.				
	Personnel	2 TYO executives also serve as THEO executives. 4 TYO executives also serve as ADM executives.				
	Business	None				
	Related party information	THEO and ADM are consolidated subsidiaries of TYO				
Recent 3-year results	(Million yen)					
	THEO			ADM		
	July 2007 ※1	July 2008	July 2009	July 2007 ※1	July 2008	July 2009
Net sales	280	650	615	392	37	252
Operating income	71	13	42	△94	△312	△100
Ordinary income	71	13	38	87	△149	△86
Net income	52	10	22	285	△210	△86
Net assets	108	97	110	212	△8	△95
Total assets	336	352	270	646	69	23

*1. Fiscal year ended July 2007 was a 10-month transitional period due to a change in the fiscal year end.

*2. Fiscal year ended July 2007 was a 4-month transitional period.

3. Outline of merger

(1) Timetable for merger	
Resolution by TYO board of directors for merger	April 15, 2010
Signing of merger agreement	April 15, 2010
Notice of record date for TYO extraordinary shareholders meeting	April 15, 2010
Record date for TYO extraordinary shareholders meeting	April 30, 2010 (scheduled)
Extraordinary shareholders meeting to approve dissolving companies' stock swaps (TYP, MON, MOP, KAZ, SAS, ID, THEO, FAV, ADM)	June 18, 2010 (scheduled)
TYO Extraordinary shareholders meeting to approve merger	June 24, 2010 (scheduled)
Expected date of merger (effective date)	July 1, 2010 (scheduled)
	* However, October 1, 2010 for FAV.

(2) Merger method

TYO will be the surviving company and TYO consolidated subsidiaries will be dissolved through merger by absorption.

(3) Description of share allocations for mergers

These mergers will take place only if the stock swaps become effective in which TYO is the parent company that owns all shares of the companies to participate in these stock swaps. No new stock will be issued in association with these mergers because all of the subsidiaries involved will be wholly owned subsidiaries of TYO.

(4) Handling of stock acquisition rights and bond with stock acquisition rights for dissolving companies

No suitable information provided.

4. Status following mergers

(1) Company name	TYO Inc. (Company to become a 100% parent company)
(2) Business activities	Management of the TYO Group, Planning and production of TV commercials, websites
(3) Head office	2-21-7 Kami-osaki, Shinagawa-ku, Tokyo
(4) Name - title of representative	Hiroaki Yoshida, Representative Director
(5) Capital	1,101million
(6) Total assets	To be determined
(7) Net assets	To be determined
(8) Fiscal year ends	July 31

(9) Other items required to enable investors to understand company information properly and to reach decisions

No suitable information provided.

(10) Outline of accounting method

An announcement will be made when TYO has determined the amount of goodwill resulting from these mergers and the amortization period and other accounting methods, after consulting with the independent accountant.

(11) Outlook

The effect of the mergers on TYO's consolidated and non-consolidated business results for the fiscal year ending July 2010 is now being assessed. An announcement will be made promptly whenever there is any information that should be disclosed