

[ENGLISH TRANSLATION]

July 2, 2009

Dear Sirs:

Company name: Fuji Media Holdings, Inc.
Name of Representative: Kou Toyoda
President and Representative Director
(Code number: 4676, 1st section of Tokyo Stock Exchange)
Person to contact: Shigeru Masuda
General Manger of Group Strategic
Planning Department
(TEL: 03-3570-8000)

Company name: Fuji Media Service, Inc.
Name of Representative: Hideaki Ohta
President and Representative Director

**Notice Regarding Results of Tender Offer for Shares, etc. of Cecile Co., Ltd.
by Fuji Media Service, Inc., a Wholly Owned Subsidiary of Fuji Media Holdings, Inc.
and Change of Subsidiary**

We hereby announce that Fuji Media Holdings, Inc. (“Fuji Media Holdings”) and its 100% owned subsidiary, Fuji Media Service, Inc. (“Fuji Media Service” or the “Tender Offeror”), resolved at their respective board of directors’ meetings held on May 14, 2009 that Fuji Media Service would acquire the issued shares (excluding treasury stock) and the Stock Acquisition Rights (as defined in “(3) Types of share certificates, etc. for the Tender Offer” under “1. Outline of the Tender Offer” under “I. Results of the Tender Offer”) of Cecile Co., Ltd. (code number 9937, 1st section of the Tokyo Stock Exchange, Inc., the “Target Company”) through a tender offer (the “Tender Offer”), and commenced the Tender Offer on May 15, 2009. Since the period of the Tender Offer ended on July 1, 2009, we hereby announce the result of the Tender Offer.

It is also announced that, as a result of the Tender Offer, the Target Company will become a subsidiary of Fuji Media Service and a consolidated subsidiary of Fuji Media Holdings:

I. Results of the Tender Offer

1. Outline of the Tender Offer

(1) Name, etc. of the Tender Offeror (Corporate Name, Location of the Head Office and Name of the Representative)

Fuji Media Service, Inc.

4-8 Daiba 2-chome, Minato-ku, Tokyo

Hideaki Ohta, President and Representative Director

(2) Name of the Target Company

Cecile Co., Ltd.

(3) Types of share certificates, etc. for the Tender Offer

1) Common Stock

2) Stock Acquisition rights

1. Stock acquisition rights issued pursuant to a resolution passed at the annual general shareholders' meeting of the Target Company held on March 30, 2004 and a resolution passed at the board of directors' meeting of the Target Company held on April 12, 2004 (hereinafter referred to as the "Second Series Stock Acquisition Rights")
2. Stock acquisition rights issued pursuant to a resolution passed at the annual general Shareholders' meeting of the Target Company held on March 30, 2006 and a resolution passed at the board of directors' meeting of the Target Company held on April 25, 2006 (hereinafter referred to as the "Third Series Stock Acquisition Rights")
3. Stock acquisition rights issued pursuant to a resolution passed at the board of directors' meeting of the Target Company held on November 20, 2007 (hereinafter referred to as the "Fourth Series Stock Acquisition Rights")
4. Stock acquisition rights issued pursuant to a resolution passed at the board of directors' meeting of the Target Company held on March 26, 2008 (hereinafter referred to as the "Fifth Series Stock Acquisition Rights", and the Second Series Stock Acquisition Rights, the Third Series Stock Acquisition Rights, the Fourth Series Stock Acquisition Rights and the Fifth Series Stock Acquisition Rights are referred to collectively as the "Stock Acquisition Rights")

(4) Number of Share Certificates, etc. to be Purchased through the Tender Offer

Number of shares scheduled to be purchased	Minimum number of shares scheduled to be purchased	Maximum number of shares scheduled to be purchased
24,396,300 (Shares)	24,396,300 (Shares)	— (Shares)

- (Note 1) If the total number of share certificates, etc. tendered in the Tender Offer, as converted into shares, does not fulfill the minimum number of shares scheduled to be purchased (24,396,300 shares), the Tender Offeror will not purchase any of the tendered share certificates, etc. As long as the number of the tendered share certificates, etc. is equal to or more than the above minimum number of shares, the Tender Offeror will purchase all of the tendered share certificates, etc.
- (Note 2) Given that the Tender Offeror has not set the maximum number of shares scheduled to be purchased through the Tender Offer, based on the numbers set out in the Target Company's quarterly report for the first quarter of 37th term (submitted on May 15, 2009), the maximum number of share certificates, etc. to be purchased by the Tender Offeror through the Tender Offer is 46,845,614 shares, if converted into shares. This is the number of shares calculated by subtracting the number of treasury shares (5,014,386 shares as of December 31, 2008) held by the Target Company that are not planned to be purchased through the Tender Offer from the sum of (i) the total number of issued shares (48,420,000 shares) as of March 31, 2009 as set out in the quarterly report for the first quarter of 37th term above and (ii) the maximum number of shares of the Target Company issued or transferred (hereinafter referred to as the "issued, etc.") or could be issued, etc. (3,440,000 shares) as a result of the exercise of Stock Acquisition Rights (34,400) as of March 31, 2009 as set out in the above report.
- (Note 3) Stock Acquisition Rights may be exercised until the last day of the Tender Offer Period, and shares of the Target Company issued, etc. as a result of such exercise may be tendered in the Tender Offer.
- (Note 4) The treasury shares held by the Target Company are not planned to be purchased through the Tender Offer.
- (Note 5) Shares less than one unit (*tangen miman kabushiki*) may also be tendered in the Tender Offer. In case of a request to purchase shares less than one unit by a shareholder pursuant to the Company Act, the Target Company may purchase its own shares in accordance with the statutory procedures during the Tender Offer Period.

(5) Tender Offer Period

From Friday, May 15, 2009 through Wednesday, July 1, 2009 (34 business days in Japan)

(6) Purchase Price of the Tender Offer

- 1) Common Stock 180 yen per share
- 2) Stock Acquisition rights

1. Second Series Stock Acquisition Rights 1 yen each
2. Third Series Stock Acquisition Rights 1 yen each
3. Fourth Series Stock Acquisition Rights 1 yen each
4. Fifth Series Stock Acquisition Rights 1 yen each

2. Results of the Tender Offer

(1) Success or Failure of the Tender Offer

One of the terms and conditions of the Tender Offer provided that if the total number of share certificates, etc. tendered in the Tender Offer, as converted into shares, does not reach the minimum number of shares scheduled to be purchased (24,396,300 shares), the Tender Offeror will not purchase any of the tendered share certificates, etc. However, since the total number of share certificates, etc. tendered in the Tender Offer, as converted into shares (33,823,229 shares), exceeds said minimum number of shares scheduled to be purchased, the Tender Offeror will purchase all of the tendered share certificates, etc. as stated in the Public Notice for Commencement of the Tender Offer and in the Tender Offer Registration Statement.

(2) Date of the Public Notice of Results of the Tender Offer and Name of Newspaper Publishing the Public Notice

The results of the Tender Offer was announced to the press on July 2, 2009 in accordance with the method provided for in Article 9-4 of the Enforcement Order of the Financial Instruments and Exchange Law (Government Ordinance No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Ordinance on Disclosure of Tender Offer of Shares, etc. Conducted by Non-issuers (Ministry of Finance Japan Ordinance No. 38 of 1990, as amended), pursuant to Article 27-13, Paragraph 1 of the Financial Instruments and Exchange Law (Law No. 25 of 1948, as amended).

(3) Number of Share Certificates, etc. Purchased

Type of Share Certificates, etc.	Number of Tenders Converted to Shares	Number of Purchases Converted to Shares
Share certificates	33,823,229 shares	33,823,229 shares
Certificates of stock acquisition rights	—	—
Bond certificates with stock acquisition rights	—	—
Trust beneficiary certificates for share certificates, etc. ()	—	—

For reference purposes only

Depository receipts for share certificates, etc. ()	—	—
Total	33,823,229 shares	33,823,229 shares
(Total number of convertible or exchangeable share certificates, etc.)	—	(—)

(4) Change of Holding Ratio of Share Certificates, etc. as a result of the Tender Offer

Number of Voting Rights of Share Certificates, etc. Owned by the Tender Offeror Before the Tender Offer	—	(Holding Ratio of Share Certificates, etc. Before the Tender Offer: —%)
Number of Voting Rights of Share Certificates, etc. Owned by the Specially Related Party(ies) Before the Tender Offer	—	(Holding Ratio of Share Certificates, etc. Before the Tender Offer: —%)
Number of Voting Rights of Share Certificates, etc. Owned by the Tender Offeror After the Tender Offer	338,232	(Holding Ratio of Share Certificates, etc. After the Tender Offer: 78.08%)
Number of Voting Rights of Share Certificates, etc. Owned by the Specially Related Party(ies) After the Tender Offer	—	(Holding Ratio of Share Certificates, etc. After the Tender Offer: —%)
Number of Voting Rights of All Shareholders of the Target Company	433,168	

(Note 1) The “Number of Voting Rights of All Shareholders of the Target Company” represents the number of voting rights of all shareholders as of December 31, 2008 as set out in the Target Company’s quarterly report for the first quarter of the 37th term (submitted on May 15, 2009). However, in calculating the “Holding Ratio of Share Certificates, etc. Before the Tender Offer” and the “Holding Ratio of Share Certificates, etc. After the Tender Offer,” we have used the denominator of 433,212, which is the sum of (i) the number of voting rights (433,168) of all shareholders as of December 31, 2008 as set out in the Target Company’s quarterly report for the first quarter of 37th term, (ii) the number of voting rights (0) relating to the Target Company’s shares issued, etc. upon exercise of the Stock Acquisition Rights on or before the last day of the

Tender Offer period, and (iii) the number of voting rights (44) relating to the shares less than one unit (*tangen miman kabushiki*) (4,429) tendered in the Tender Offer.

(Note 2) As for the calculation of the “Holding Ratio of Share Certificates, etc. Before the Tender Offer” and the “Holding Ratio of Share Certificates, etc. After the Tender Offer,” the three decimal places are rounded to the nearest hundredth.

(5) Calculation for purchase of the share certificates, etc. by the pro-rata method

N/A

(6) Total Funds Needed for the Tender Offer and Related Matters 6,088,181,220 yen

(7) Method of Settlement

1) Name and Location of Head Office of Securities Companies and Banks, etc. in Charge of Settlement of Purchase, etc.

Daiwa Securities SMBC Co. Ltd. 9-1 Marunouchi 1-chome, Chiyoda-ku, Tokyo

Daiwa Securities Co. Ltd. 9-1 Marunouchi 1-chome, Chiyoda-ku, Tokyo

2) Date of Commencement of Settlement Wednesday, July 8, 2009

3) Method of Settlement

A notice of purchase, etc. will be mailed to the address or location of the tendering shareholder, etc. (or the standing proxies in the case of non-Japanese shareholders) without delay on or after the expiration of the Tender Offer period.

Payment of the purchase price, etc. will be made in cash. Payment will be made, in accordance with the instructions of the tendering shareholders, etc., at the head office or branch offices of the Tender Offer Agent or sub-agent that accepted the tendering, without delay after the date of the commencement of the settlement.

(8) Places for public inspection for a copy of the Tender Offer Registration Report

Fuji Media Service, Inc. 4-8 Daiba 2-chome, Minato-ku, Tokyo

Tokyo Stock Exchange, Inc. 2-1 Kabuto-cho, Nihonbashi, Chuo-ku, Tokyo

3. Policy after the Tender Offer and future prospects

Our policy on the Company after the Tender Offer has not been changed from that described in “Notice Regarding Commencement of Tender Offer for Shares, etc. of Cecile Co., Ltd. by Fuji Media Service, Inc., a Wholly Owned Subsidiary of Fuji Media Holdings, Inc.” which was announced on May 14, 2009. No decision has been made as to whether to privatize the Target Company by way of share exchange (*kabushiki-kokan*)

by which Fuji Media Service will be the 100% parent and the Target Company will be a wholly-owned subsidiary of Fuji Media Service.

We are examining carefully the impact of the Tender Offer on our business results. If (i) the need to amend the consolidated business forecasts of Fuji Media Holdings, which is the parent company of Fuji Media Service and is listed on the first section of the Tokyo Stock Exchange, arises or (ii) facts to be announced arise, we will announce such information immediately in accordance with the timely disclosure rules of stock exchange.

II. Change of Subsidiary

1. Name, etc. of Fuji Media Service, a Wholly Owned Subsidiary of Fuji Media Holdings, which acquired the subsidiary's shares

As described in Section 1 (1) under Part I above

2. Reason for Change

As a result of the Tender Offer, the Target Company will become a subsidiary of Fuji Media Service and a consolidated subsidiary of Fuji Media Holdings as of July 8, 2009 (the commencement date of settlement).

3. Manners of Change (Acquisition thorough a tender offer)

As described in Part I above

4. Outline of New Subsidiary

1) Corporate Name	Cecile Co., Ltd.
2) Description of Business	<ul style="list-style-type: none"> (1) Mail-order business through catalogs, etc. (2) Insurance, tourism, etc. agency business (3) Mail-order promotion agency service business (4) Merchandise sales business (5) Acceptance of order agency business (6) Shipment and inspection business (7) Production of catalogs, flyers, etc. and printing-related businesses (8) Labor dispatch and commission business (9) Antique and artistically crafted item sales business (10) Real-estate sales business (11) Others

3)	Date of Incorporation	August 28, 1974		
4)	Location of the Head Office	8-2, Taga-cho 2-chome, Takamatsu-shi, Kagawa, Japan		
5)	Name and Title of the Representative	Masataka Ueda, Representative Director and CEO		
6)	Stated Capital (as of March 31, 2009)	12,588 million yen		
7)	Major Shareholders and their Shareholding Ratios (as of December 31, 2008)	LDH Corporation	28.9 %	
		Asia Bussan Co., Ltd.	21.4 %	
		Japan Trustee Services Bank, Ltd. (Trust Account)	1.5 %	
		Japan Trustee Services Bank, Ltd. (Trust Account 4G)	1.4 %	
		Dai Nippon Printing Co., Ltd.	1.1 %	
		Goldman Sachs International (Standing Proxy: Goldman Sachs Japan Co., Ltd.)	0.9 %	
		Nippon Express Co., Ltd.	0.7 %	
		Mizuho Bank, Ltd.	0.4 %	
		Hisashi Masaoka	0.3 %	
		Bank of New York GCM Client Accounts ELRG (Standing Proxy: The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	0.3 %	
8)	Relationship between (i) the Tender Offeror and the Target Company and (ii) Fuji Media Holdings and the Target Company	Capital Relationship	N/A	
		Personnel Relationship	N/A	
		Business Relationship	N/A	
		Applicability to Related Parties	N/A	
9)	Consolidated Operating Results and Consolidated Financial Position Over Past 3 Fiscal Years			
	Year ended December 2006	Year ended December 2007	Year ended December 2008	

Consolidated Net Assets	18,568 million yen	14,272 million yen	12,475 million yen
Consolidated Total Assets	49,696 yen	39,345 million yen	38,870 million yen
Consolidated Net Assets Per Share	456.36 yen	328.81 yen	282.27 yen
Consolidated sales	63,729 million yen	66,679 million yen	63,971 million yen
Consolidated Operating Profit	831 million yen	526 million yen	△296 million yen
Consolidated Ordinary Profit	1,742 million yen	723 million yen	△491 million yen
Consolidated Current Net Profit	1,286 million yen	△4,119 million yen	△1,418 million yen
Consolidated Current Net Profit Per Share	34.37 yen	△95.87 yen	△32.68 yen
Dividend Per Share	— yen	— yen	— yen

(Note 1) The Target Company submitted the Target Company's quarterly report for the first quarter of 37th term (submitted on May 15, 2009). According to the above quarterly report for the first quarter, the Target Company has not been sent a copy of the report on bulk holding, etc. and is unaware of any changes in its major shareholders during such first quarter accounting period.

5. Number of shares to be acquired by Fuji Media Service, acquisition price, and share ownership prior to and following the acquisition

1) Number of shares held before the transfer	0 shares (Number of Voting Rights 0) (Percentage of the shares held compared to the total number of issued shares 0.00%)
2) Number of shares to be transferred	33,823,229 shares (Number of Voting Rights 338,232) (Sale price 6,088,181,220 yen)
3) Number of shares held before the transfer:	33,823,229 shares (Number of Voting Rights 338,232) (Percentage of the shares held to the total number of issued shares 69.85%)

(Note 1) In the calculation of the percentage of the shares held to the total number of issued shares, the denominator used is the total number of the Target Company's issued shares as of March 31, 2009 (48,420,000) as set out in the Target Company's quarterly report for the first quarter of 37th term.

(Note 2) As for the calculation of the “Percentage of the shares held to the total number of issued shares,” the three decimal places are rounded to the nearest hundredth.

6. Schedule (planned)

July 8, 2009 (Wednesday) the commencement date of settlement

7. Future Prospects

We are examining carefully the impact of change of subsidiary on our business results. If (i) the need to amend the consolidated business forecasts of Fuji Media Holdings, which is the parent company of Fuji Media Service and is listed on the first section of the Tokyo Stock Exchange, arises or (ii) facts to be announced arise, we will announce it immediately in accordance with the timely disclosure rules of stock exchange.

[End]