

To All Stakeholders:

Company: USS Co., Ltd.

President and CEO: Yukihiro Ando

Stock code: 4732

Stock exchange listings: Tokyo and Nagoya (first sections)

Tel: +81-52-689-1129

Contact: Masafumi Yamanaka

Junior Managing Director, Officer, Supervisory Office

Company: IK Co., Ltd.

President and CEO: Yoshihiro Kato

Stock code: 3377

Stock exchange listing: Tokyo (second section)

Tel: +81-3-6803-8855

Contact: Takashi Yamagata

Director, Corporate Administration Division

Company: Japan Bike Auction Co., Ltd.

President: Ryu Nishimura

Tel: +81-798-44-4741

Contact: Masanobu Isaka

Director, General Manager of Corporate Administration Department

# Announcement of Agreement in Principle for Business and Equity Alliance by USS, IK and Japan Bike Auction

USS Co., Ltd., IK Co., Ltd. and Japan Bike Auction Co., Ltd. have signed an agreement in principle to establish a business and equity alliance. USS and IK will each purchase 2,240 shares of Japan Bike Auction, giving each company a 30.01% equity stake in Japan Bike Auction. In addition, USS will purchase 7,733 shares of IK, which is 5.06% of all shares issued. Furthermore, USS will rent its auction facilities to IK and Japan Bike Auction. The three companies plan to use this business and equity alliance to build sound relationships among themselves.

## 1. Reason for establishing the business and equity alliance

The primary business of USS is assisting in the efficient distribution of used automobiles through the operation of auctions mainly for companies that buy and sell used vehicles. Operations are based on the central themes of "creating fair markets" and "mutual growth and prosperity with members." USS was one of the first automobile auction companies in Japan to use a computer auction system and to build auction facilities in major cities throughout the nation.

USS currently has 18 auction facilities and 45,294 registered auction participants. In the

fiscal year that ended in March 2010, 2.32 million vehicles were consigned at USS auction sites. USS is Japan's largest used automobile auction company with a market share of 33.8% in 2010.

USS operates an off-site bidding system that includes 4,311 companies registered for satellite TV auctions and 24,544 companies registered for Internet auctions (as of December 31, 2010). Members anywhere in Japan can use this system to submit bids on a real-time basis at all USS Group auction sites as well as at 12 auction sites of alliance partners.

IK operates a nationwide network of 100 Bike-Oh ("Bike King") locations that purchase motorcycles. The company has earned a reputation for its ability to use speed and flexibility to meet the diverse needs of customers throughout Japan. "The pursuit of services that make customers happy" is one of the company's primary goals. This is why maximizing convenience for motorcycle users is the company's highest priority. For example, buyers visit customers to purchase motorcycles and the company accepts applications from sellers on a 24-hour, 365-day basis. In addition, IK has been making extensive use of information technology in its business model since the start of operations. Today, the company offers many exclusive services for customers, such as the industry's only nationwide uniform appraisal standards that use personal computer evaluations.

IK is Japan's largest buyer of motorcycles and sold 170,000 motorcycles in the fiscal year that ended in August 2010 (as of April 2010, based on 2009 used motorcycle purchase data of Yano Research Institute). Purchasing used motorcycles is the core business of IK, but the company is also a motorcycle retailer and operator of motorcycle parking facilities.

Japan Bike Auction assists in the efficient distribution of used motorcycles by operating motorcycle auctions mainly for companies that buy and sell motorcycles. Located in the city of Nishinomiya in Hyogo prefecture, Japan Bike Auction operates the largest motorcycle auction facility in western Japan. There were 1,768 member companies at the end of 2010 and 43,880 motorcycles consigned in 2010. The company uses exclusive know-how regarding inspections for motorcycles submitted from all over western Japan. Expertise includes the industry's first driving test for used motorcycles. Internet services are another illustration of how Japan Bike Auction meets the needs of members in all areas of Japan.

The three companies believe that forming an alliance for the effective utilization of their respective resources will strengthen and enlarge their business operations, thereby further increasing corporate value. Based on this position, the companies reached the decision to sign this agreement in principle for a business and equity alliance. Establishing this alliance will make it possible to seamlessly combine the outstanding USS auction site network and auction system, the industry-leading motorcycle procurement skills of IK and the considerable expertise of Japan Bike Auction involving the operation of motorcycle auctions. The goal is to use these collective resources to achieve more growth in the motorcycle auction business. Furthermore, USS will use this alliance to help upgrade the distribution infrastructure for the motorcycle auction business.

- 2. Description of business and equity alliance
- (1) Business alliance

USS will rent its USS Yokohama and USS Kobe auction sites to Japan Bike Auction so that this company can conduct auctions by using the latest advances in technology. In addition, IK will provide cooperation and other support to Japan Bike Auction regarding motorcycles consigned at auctions in order to expand the motorcycle auction market.

USS will also rent to IK space at its vehicle stock yards at USS Yokohama and USS Kobe. Providing this space will enable IK to centralize its distribution bases, thereby supplying motorcycles faster and cutting its logistics expenses.

The three companies plan to hold discussions to determine specific items involving the business alliance.

- (2) Purchase of stock and percentage of shares issued (Equity alliance)
- a. USS and IK each plans to purchase 2,240 shares of Japan Bike Auction stock (30.01% of all shares issued, total of 60.02%) in early April 2011 from JBA's current shareholders, including its largest shareholder Auto Business Renovation No.2 Investment Limited Partnership, a fund managed jointly by Ant Capital Partners Co., Ltd. and SC Automotive Investment Co., Ltd. Discussions will be held to determine the sellers, purchase price, purchase methods and other items.
- b. USS plans to purchase 7,733 shares of IK stock (5.06% of all shares issued) from current IK shareholders in early April 2011. At present, USS plans to purchase the aforementioned shares through ToSTNeT or over-the-counter market. Discussions will be held to determine the sellers, purchase price, purchase methods and other items.
- 3. Profiles of the three business and equity alliance partners
- (1) USS Co., Ltd.

| 1          | Company Name                                 | USS Co., Ltd.                                |                     |                |                     |
|------------|--|--|---------------------|----------------|---------------------|
| 2          | Location of head office                      | 507-20, Shipo-machi, Tokai, Aichi            |                     |                |                     |
| 3          | Representative                               | President Yukihiro Ando                      |                     |                |                     |
| 4          | Business activities                          | Operation of used car auctions               |                     |                |                     |
| (5)        | Capital                                      | 18,881 million yen (as of December 31, 2010) |                     |                |                     |
| 6          | Date of establishment                        | October 29, 1980                             |                     |                |                     |
|            |  | Futoshi Hattori                              |                     | 8.39%          |                     |
|            | Major share holders and pct.                 | BBH for Fidelity Low-Priced Stock Fund       |                     |                | 6.38%               |
| 7          | of stock held                                | USS Co., Ltd                                 |                     |                | 6.11%               |
|            | (as of September 30, 2010)                   | JP Morgan Chase Bank 380055                  |                     |                | 4.89%               |
|            |  | State Street Bank and Trust Company          |                     |                | 4.75%               |
|            | Relationships with other alliance partners   | Capital Relationship                         |                     | Not applicable |                     |
|            |  | Personnel Relationship                       |                     | Not applicable |                     |
| 8          |  | Business Relationship                        |                     | Not applicable |                     |
|            |  | Related party                                | Not applicable      |                |                     |
|            |  | information                                  |                     | Not applicable |                     |
| 9          | Three-year consolidated financial highlights |  |                     |                |                     |
|            | Fiscal year end                              | March 2008                                   | March 2009          |                | March 2010          |
| Net assets |  | 117,577 million yen                          | 114,941 million yen |                | 118,390 million yen |
|            | Total assets                                 | 150,737 million yen                          | 138,3               | 70 million yen | 142,164 million yen |

| Net assets per share | 3,657.55 yen       | 3,751.90 yen       | 3,970.03 yen       |
|----------------------|--------------------|--------------------|--------------------|
| Sales                | 69,801 million yen | 66,549 million yen | 59,849 million yen |
| Operating income     | 27,200 million yen | 22,568 million yen | 21,940 million yen |
| Ordinary income      | 27,490 million yen | 22,503 million yen | 22,511 million yen |
| Net income           | 15,200 million yen | 12,003 million yen | 12,717 million yen |
| Net income per share | 475.14 yen         | 382.72 yen         | 418.85 yen         |
| Dividend per share   | 145.00 yen         | 165.00 yen         | 168.00 yen         |

## (2) IK Co., Ltd.

| (2) IX CO., Litt.    |  |   |   |                                    |                          |  |  |
|----------------------|--|---|---|------------------------------------|--------------------------|--|--|
| 1                    | Company name   | IK Co., Ltd.  |   |                                    |                          |  |  |
| 2                    | Location of head office  | 1-1-39, Hiroo, Shibuya-ku, Tokyo                          |   |                                    |                          |  |  |
| 3                    | Representative   | President Yoshihiro Kato                                  |   |                                    |                          |  |  |
| 4                    | Business activities  | Operation of stores s                                     | Operation of stores specializing in motorcycle purchases that |                                    |                          |  |  |
| Business activities  |  | provide a new type of distribution system for motorcycles |   |                                    |                          |  |  |
| (5)                  | Capital  | 585 million yen (as of November 30, 2010)                 |   |                                    |                          |  |  |
| 6                    | Date of establishment  | September 1, 1998   |   |                                    |                          |  |  |
|                      | Major share holders and pct.<br>of stock held<br>(as of November 30, 2010) | Akihiko Ishikawa 25.66%                                   |   |                                    |                          |  |  |
|                      |  | Yoshihiro Kato  |   |                                    | 23.08%                   |  |  |
| 7                    |  | Kei Co., Ltd.   |   |                                    | 5.89%                    |  |  |
|                      |  | Yukari Ishikawa   |   |                                    | 5.22%                    |  |  |
|                      |  | The Master Trust Bank of Japan, Ltd. (Trust 3.94%         |   |                                    |                          |  |  |
|                      |  | account)  |   |                                    |                          |  |  |
|                      | Relationships with other alliance partners                                 | Capital Relationship                                      | tal Relationship Not applicable                               |                                    |                          |  |  |
|                      |  | Personnel Relationship Not applicable                     |   |                                    |                          |  |  |
| 8                    |  | Business Relationship                                     |   | IK consigns used motorcycles for   |                          |  |  |
| 0                    |  |   |   | the auctions of Japan Bike Auction |                          |  |  |
|                      |  | Related party   |   | Nist and itself                    |                          |  |  |
|                      |  | information   |   | Not applicable                     |                          |  |  |
| 9                    | Three-year consolidated financial highlights                               |   |   |                                    |                          |  |  |
| Fiscal year end      |  | August 2009   | August 2010   |                                    | November 2010            |  |  |
| Net assets           |  | 4,728 million yen   | 4,647 million yen   |                                    | 4,162 million yen        |  |  |
| Total assets         |  | 6,350 million yen   | 6,402 million yen   |                                    | 5,932 million yen        |  |  |
| Net assets per share |  | 30,460.54 yen   |   | 31,386.03 yen                      | 29,288.34 yen            |  |  |
| Sales                |  | 23,502 million yen  | 24,176 million yen  |                                    | 5,412 million yen        |  |  |
| Operating income     |  | 646 million yen   | 708 million yen   |                                    | riangle 299 million yen  |  |  |
| Ordinary income      |  | 671 million yen   | 732 million yen   |                                    | riangle 297 million yen  |  |  |
| Net income           |  | 251 million yen   | 312 million yen   |                                    | riangle 244 million yen  |  |  |
| Net income per share |  | 1,643.75 yen  |   | 2,123.24 yen                       | $\triangle$ 1,686.89 yen |  |  |
| I                    | Dividend per share   | 1,200 yen   |   | 1,200 yen                          | 300 yen                  |  |  |
|                      |  |   |   |                                    |                          |  |  |

Note: The fiscal period that ended in November 2010 is a transitional three-month period due to the change in the fiscal year end from August 31 to November 30.

## (3) Japan Bike Auction Co., Ltd.

| ① Company name            | Japan Bike Auction Co., Ltd.         |  |
|---------------------------|--------------------------------------|--|
| ② Location of head office | 3-17-6 Naruohama, Nishinomiya, Hyogo |  |
| ③ Representative          | President Ryu Nishimura              |  |

| Business activities           |   |                            |                                 |                 |  |
|-------------------------------|---|----------------------------|---------------------------------|-----------------|--|
| ⑤ Capital                     | 176 million yen (as of March 10, 2011)    |                            |                                 |                 |  |
| ⑥ Date of establishment       | April 24, 2006                            |                            |                                 |                 |  |
|                               | Auto Business Renovation No. 2 Investment |                            |                                 |                 |  |
| Major share holders and       | Limited Partnership                       | )                          |                                 | 38.79%          |  |
| 7 pct. of stock held          | JAFCO V2 Joint Inv                        | estm                       | nent Limited                    |                 |  |
| (as of December 31, 2010)     | Partnership                               |                            |                                 | 14.61%          |  |
|                               | Ryu Nishimura 6.7                         |                            |                                 | 6.76%           |  |
|                               | Capital Relationship Not a                |                            | Not applicable                  | t applicable    |  |
|                               | Personnel Relationship                    |                            | Not applicable                  |                 |  |
| Relationships with other      | Business Relationship                     |                            | Japan Bike Auction receives     |                 |  |
| alliance partners             |   |                            | consigned used motorcycles from |                 |  |
| amanec partners               |   |                            | IK                              |                 |  |
|                               | Related party                             |                            | Not applicable                  |                 |  |
|                               | information                               |                            | 110t applicable                 |                 |  |
| 9 Three-year financial highli | ghts                                      |                            |                                 |                 |  |
| Fiscal year end               | December 2008                             | December 2009              |                                 | December 2010   |  |
| Net assets                    | 244 million yen                           | 148 million yen            |                                 | 205 million yen |  |
| Total assets                  | 315 million yen                           | 433 million yen            |                                 | 485 million yen |  |
| Net assets per share          | 40,524.04 yen                             | 24,638.99 yen              |                                 | 34,077.04 yen   |  |
| Sales                         | 548 million yen                           | 579 million yen            |                                 | 967 million yen |  |
| Operating income              | riangle 7 million yen                     | riangle 5 million yen      |                                 | 57 million yen  |  |
| Ordinary income               | riangle 3 million yen                     | $\triangle 4$ million yen  |                                 | 56 million yen  |  |
| Net income                    | $\triangle 7$ million yen                 | $\triangle 95$ million yen |                                 | 56 million yen  |  |
| Net income per share          | $\triangle$ 1,202.58 yen                  | $\triangle 15,885.04$ yen  |                                 | 9,438.04 yen    |  |
| Dividend per share            | - yen                                     |                            | - yen                           | - yen           |  |

## 4. Timetable

| 1. 111110 | 1. Timetable                 |   |  |  |  |
|-----------|------------------------------|---|--|--|--|
| (1)       | March 10, 2011               | Signing of agreement in principle for business and equity alliance  |  |  |  |
| (2)       | Early April 2011 (tentative) | Approval of business and equity alliance by respective boards of directors and signing of final contracts |  |  |  |
| (3)       | Early April 2011 (tentative) | Purchase of Japan Bike Auction stock by USS and IK (same day as (2))                                      |  |  |  |
| (4)       | Early April 2011 (tentative) | Purchase of IK stock by USS (same day as (2))   |  |  |  |
| (5)       | Late June 2011 (tentative)   | Signing of agreement by IK and Japan Bike Auction to rent facilities of USS                               |  |  |  |

We plan to issue a news release when a decision concerning the conclusion of the agreement is finalized.

## 5. Outlook

This business and equity alliance will not have a significant effect on the results of operations (consolidated and non-consolidated) of USS or IK.