

To all parties concerned:

November 6, 2008

Fields Corporation
President and COO: Takashi Oya
(JASDAQ code 2767)
Inquiries: Hideaki Hatanaka
Executive Officer and General Manager,
Office of the President, Investor and Public Relations Office
Tel.: +81-3-5784-2111

Announcement of Merger of Consolidated Subsidiary (Simplified/ Short Form Merger)

Fields Corporation hereby announces that by resolution of its Board of Directors at a meeting held on November 6, 2008, the simplified merger procedure would be used to merge Fields Pictures Corporation and White Trash Charms Japan Co., Ltd., both wholly owned subsidiaries, into Fields Corporation. As this merger is an absorption of wholly owned subsidiaries into the parent company, some data and statements disclosed for the merger are provided in summarized forms below.

1. Objective of the Merger

Anticipating changes in the market environment, the Company has consistently focused itself on planning and developing merchandise rich in gaming and entertainment elements, by virtue of the marketing prowess a leading independent distributor enjoys and the planning savvy a fables vendor has accumulated. In particular, the Company recognizes the importance of digital content as it forms the foundation on which the Company establishes its competitive edge. Acting on this, the Company has expanded into diverse fields of entertainment with a view to acquiring, creating and developing copyrights (merchandising rights) that offer superior entertainment features applicable in the field of pachinko/pachislot machines, and contents that open up new customer segments.

In addition, the Group, with the aim of sustaining growth and realizing its full potential over the next 10 years has initiated the five-year Medium-Term Management Plan. In that plan, to “Explore, nurture and energize high-quality contents” is taken as the basic growth policy within business strategy and whilst promoting the cross-media business strategies of 1) promote the acquisition of high-quality copyright to make pachinko and pachislot machines more attractive, 2) increase earning through multiple uses of content, 3) promote the creation of primary content by aggressively investing in each media, and also promoting the restructuring of its business portfolio, the Group aims to maximize Group synergy.

This absorption merger of these two subsidiaries is a part of the business strategy within the Medium-Term Management Plan. With regards to Fields Pictures Corporation the merger was implemented in order to increase the speed in the decision making process in the investment of film projects and also to minimize risk. With regards to White Trash Charms Japan Co., Ltd., with the recent scale down of operations, the merger was implemented to have it operating as a division of the main body of the company and thus streamline operations.

2. Details of the Merger

(1) Merger Schedule

Approval of the merger agreement at the board of directors meeting: November 6, 2008

Signing of merger agreement: November 6, 2008

Approval of merger agreement at shareholder's meeting: will not be held *

Date of merger (Effective Date): January 1, 2009 (Planned)

*In accordance with regulations set forth in Article 796 Section 3 and Article 784 Section 1 of the Company Code regarding short form mergers, the absorption merger of Fields Pictures Corporation. and White Trash Charms Japan Co., Ltd. into Fields Corporation can proceed without shareholders approval.

(2) Merger Process

Fields Pictures Corporation and White Trash Charms Japan Co., Ltd., will be dissolved as part of their merger and absorption into Fields Corporation, which will be the sole surviving entity. There will be no new shares issued in association with this merger.

(3) Handling of stock acquisition rights and bonds with stock acquisition rights of the dissolved company

Not applicable

3. Outline of companies in the merger

(As of March 31, 2008)

(1) Company Name	Fields Corporation (Surviving company)	Fields Pictures Corporation (Dissolving Company)	White Trash Charms Japan Co., Ltd. (Dissolving Company)
(2) Main Business activities	Planning development, sales of pachinko and pachislot machines	Acquiring rights, creation of digital contents	Sales of accessories
(3) Establishment	June 10, 1988	June 1, 2000	February 25, 2002
(4) Head Office	3-6 Maruyama-cho, Shibuya-ku, Tokyo	1-10-8 Dougenzaka, Shibuya-ku, Tokyo	1-10-8 Dougenzaka, Shibuya-ku, Tokyo
(5) Representative	President and COO Takashi Oya	President and CEO Tetsuya Shigematsu	President and CEO Yosuke Ozawa
(6) Common stock	¥7,948 million	¥210 million	¥200 million
(7) Number of shares issued	347,000 shares	24,304 shares	4,000 shares
(8) Net assets	¥44,367 million	¥780 million	¥ -280 million
(9) Total assets	¥58,622 million	¥913 million	¥13 million
(10) Annual account closing Date	March 31	March 31	March 31
(11) Major shareholders and shareholding ratio	Hidetoshi Yamamoto (25.00%) SANKYO CO., LTD. (15.00%) Takeshi Yamamoto (10.41%)	Fields Corporation (100%)	Fields Corporation (100%)

4. Status after merger

There will be no change to company name, business activities, head office, representative, common stock and annual account closing date.

5. Effect on Business Results

As this merger is an absorption of wholly owned subsidiaries into the parent company, it will have little impact on consolidated and non-consolidated results.