

February 12, 2009

To all parties concerned:

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Notification of Acceptance of Tender Offer for Shares in Subsidiary

Fields Corporation hereby announces that the Board of Directors of the Company convened and resolved on February 12, 2009, to tender all shares held by the Company in D3 Inc., its consolidated subsidiary, in acceptance of a tender offer to be commenced by NAMCO BANDAI Games Inc. The details are described below:

1. Reason for Acceptance of Tender Offer

In pursuit of its corporate philosophy of “The Greatest Leisure for All People,” the Company has grown by identifying business possibilities through anticipating changes occurring among the public with regard to their lifestyles, environments, and more in response to their ever-increasing amount of leisure time. In particular, the Company recognizes the importance of digital content, as it underlies the Company’s competitive edge. Acting on this, in recent years the Company has invested and expanded in diverse fields of entertainment, ranging from games to sports, movies, animation, publishing, mobile phone content, etc. The idea is to acquire, create and develop copyrights (merchandising rights) that offer superior entertainment qualities applicable to the field of pachinko/pachislot machines, which forms the mainstay of the Company’s business, and content that open up new customer segments.

The market for leisure services today is experiencing a definite shift in its demand structure as consumers’ interests and tastes diversify, and is transitioning into one where consumers are particular about where to spend their leisure budget. The market is entering a time where consumers prioritize entertainment options that attract them most and focus their investment disproportionately.

Meanwhile, the pachinko industry faces the expectation that it will mature and become sound as it grows into a purveyor of entertainment that need not rely on the element of gambling in order to be chosen and supported by consumers selective in how and where to invest their leisure time. Within this perspective, exponential advances in hardware development aspects of pachinko/pachislot machines, including graphics chips and LCD screens, have heightened the importance of what content to show on them. In the course of competition among the manufacturers of pachinko/pachislot machines, trends have become increasingly pronounced in favor of investing time into planning and development to supply finely crafted machines. This has led to a climate where the acquisition of high-potential content and the enhancement of planning and development capabilities decide who wins and who loses.

With these significant changes occurring in its external market environment, the Company has launched its Medium-Term Management Plan commencing with the current fiscal year. Along the way, the Company has reviewed its current group business strategy, and according to the results it is imperative to concentrate many business resources in the field of pachinko/pachislot machines, which forms the core of the Company’s business. This involves the temporary curtailment and streamlining of investments, etc., in operations other than those that require time before synergies with the field of pachinko/pachislot machines may be achieved and those that are in

strategic areas that need to be developed until they are in a class of their own. The Company has consulted with D3 Inc. to explore third-party cooperation and other sustainable ways in which the latter can remain active and competitive in its primary business lines of home video game software and mobile content.

The Company has decided to accept this tender offer, because it has concluded that the offer aligns with the direction in which the Company plans to lead its business. In particular, the tender offer can benefit the Company's growth in the field of pachinko/pachislot machines. This is because (1) the proceeds raised and set aside may be funneled into acquiring copyrights (merchandising rights) that connect directly with the field of pachinko/pachislot and into enhancing product planning and development capabilities; and because (2) the deal may pave the way for building a friendly relationship with NAMCO BANDAI Games Inc., which has a rich reservoir of content to offer. Following the successful completion of the tender offer, the Company intends to maintain the mutually beneficial business aspects of its relationship with D3 Inc. The Company also expects to build collaborative arrangements vis-à-vis NAMCO BANDAI Games Inc. that will bring the two companies' strengths to bear upon future business undertakings.

2. Overview of D3 Inc.

- (1) Company name D3 Inc.
- (2) Main business Planning and sales of home video game software, etc., and related operations
Development of home video game software, etc., and related operations
Planning and distribution of video game content, etc., for mobile phones, and related operations
- (3) Establishment February 5, 1992
- (4) Head office 1-9-5 Dogenzaka, Shibuya-ku, Tokyo
- (5) Representative Yuji Ito, President and CEO
- (6) Paid-in capital ¥1,738 million (as of December 31, 2008)
- (7) Fiscal year end March 31
- (8) Financial results

Business year	16th year	17th year
Fiscal year closed in	March 2007	March 2008
Net sales	¥9,784 million	¥14,286 million
Operating income	¥542 million	¥1,069 million
Ordinary income	¥594 million	¥414 million
Net income	¥147 million	¥293 million
Total assets	¥8,804 million	¥13,519 million
Net assets	¥4,019 million	¥4,206 million

3. Outline of Acceptance of Tender Offer

Number of shares held previous to offer	12,000 shares (57.04% of all outstanding stock)
Number of shares scheduled to be tendered for offer	12,000 shares (57.04% of all outstanding stock)
Number of shares scheduled to be held subsequent to offer	0 shares (0% of all outstanding stock)

4. Timeline

February 12, 2009	Board of Directors resolution
February 13, 2009	Date of public notification of commencement of tender offer
March 16, 2009	Final date of tender offer period
March 24, 2009	Date of settlement of shares tendered

5. Overview of NAMCO BANDAI Games Inc.

(1) Company name	NAMCO BANDAI Games Inc.
(2) Main business activities	Planning, development and sales of home video game content Planning, development and sales of arcade game machines Planning, development and sales of mobile content, etc.
(3) Establishment	June 1, 1955
(4) Head office	4-5-15 Higashi-Shinagawa, Shinagawa-ku, Tokyo
(5) Representative	Shukuo Ishikawa, President and CEO
(6) Paid-in capital	¥15,000 million (as of December 31, 2008)
(7) Fiscal year end	March 31

6. Future Outlook

Upon full settlement of all shares to be tendered for this offer, D3 Inc. will be deconsolidated as a subsidiary of the Company. As a result of accepting this tender offer, the Company is likely to recognize an extraordinary loss of approximately ¥300 million in consolidated earnings results and a loss on sale of shares in affiliate of approximately ¥1,900 million in non-consolidated earnings results.