

July 23, 2010

To whom it may concern:

Company Name : TOHO HOLDINGS CO., LTD.  
Representative : Norio Hamada / President and CEO  
(Securities Code: 8129 / Tokyo Stock Exchange)  
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Notice Regarding Business Consolidation Involving TOHO PHARMACEUTICAL CO., LTD., a Wholly-Owned Subsidiary of TOHO HOLDINGS, and ASUCOME CO., LTD., a Wholly-Owned Sub-Subsidiary of the Company

TOHO HOLDINGS CO., LTD. is pleased to announce that its Board of Directors meeting held today (July 23, 2010) has passed a resolution on the business consolidation involving TOHO PHARMACEUTICAL CO., LTD., a wholly-owned subsidiary of the Company (hereinafter "Toho Pharmaceutical"), and ASUCOME CO., LTD., a wholly-owned sub-subsidiary of the Company (hereinafter "Asucome"), which has already been published in "Notice Regarding the Business Reorganization of ASUCOME CO., LTD. a Wholly Owned Sub-subsidiary of TOHO HOLDINGS CO., LTD." dated April 8, 2010 and will be implemented in the form set forth below.

It should be noted that, because the business consolidation only involves the Company's wholly-owned consolidated subsidiary and its consolidated sub-subsidiary, the disclosures that would otherwise be required are provided herein with certain omissions.

#### 1. Purpose of consolidation

The Kyoso Mirai Group, with TOHO HOLDINGS as its core company, is a corporate group engaged in the distribution of pharmaceutical and other medical products. It has been working toward maximizing its group synergy through active use of managerial resources of all member companies under the group slogan, "Total Commitment to Good Health."

The Group has adopted a business management and control system under which the pharmaceutical wholesaling and the dispensing pharmacy businesses are centered on TOHO PHARMACEUTICAL CO., LTD., a wholly owned subsidiary of TOHO HOLDINGS (hereinafter "Toho Pharmaceutical"), and PharmaCluster Co., Ltd., another wholly owned subsidiary of the Company (hereinafter "PharmaCluster"), respectively. The Company has decided to merge Asucome, which became a wholly-owned subsidiary of Toho Pharmaceutical on February 1, 2010, into Toho Pharmaceutical, with the aim of optimizing group-wide managerial resources and boosting corporate value to promptly respond to a rapidly changing operating environment.

#### 2. Objectives of consolidation

##### (1) Schedule of consolidation

July 23, 2010	The agreement of consolidation
October 1, 2010	Date of consolidation (planned)

Toho Pharmaceutical and Asucome will perform the consolidation without obtaining an approval on the agreement of consolidation from their shareholders' meetings, with the former, pursuant to the provisions related to the small-scale merger set forth in Paragraph 3 of Article 796 of the Japanese Companies Act, and the latter, pursuant to those related to the summary form merger set forth in Paragraph 1 of Article 784 of the Act.

(2) Method of consolidation

Consolidation is to be carried out based on an absorption-type merger whereby TOHO PHARMACEUTICAL is the surviving company and ASUCOME will be dissolved.

(3) Details of share allotment

As Toho Pharmaceutical owns all shares of Asucome, there will be no issuance of new shares, increase of share capital or cash payment upon the consolidation.

(4) Treatment of the absorbed company's share options and bonds with share options

Asucome has not issued any share options, nor bonds with share options.

3. Outlines of parties involved in the consolidation

	Surviving Company	Absorbed Company
(1) Company name	Toho Pharmaceutical Co., Ltd.	ASUCOME CO., LTD.
(2) Business contents	Pharmaceutical Wholesaling	Pharmaceutical Wholesaling
(3) Establishment	November 4 ,2008	November 27 ,1950
(4) Principal place	5-2-1 Daizawa, Setagaya-ku, Tokyo	1-3-7 Kimachidohri, Aoba-ku, Sendai-shi, Miyagi
(5) Corporate representative	Hiroyuki Kohno President	Ohkubo Masami President
(6) Capital	300 million yen	404 million yen
(7) Number of shares issued	200 shares	696,888 shares
(8) Net sales	946,976 million yen (Fiscal 2010)	59,827 million yen (Fiscal 2010)
(9) Net assets	11,828 million yen (Fiscal 2010)	120 million yen (Fiscal 2010)
(10) Total assets	370,212 million yen (Fiscal 2010)	27,516 million yen (Fiscal 2010)
(11) Fiscal year end	March 31	March 31
(12) Major shareholders and equity holdings	TOHO HOLDINGS CO., LTD. 100.0%	TOHO PHARMACEUTICAL CO., LTD. 100.0%

4. Effects of consolidation

There will be no change in the trade name, the business, the location of the head office, the title and name of representatives, the amount of stated capital and the fiscal year-end of Toho Pharmaceutical upon the consolidation.

5. Outlook

Since the planned consolidation is a part of the Group's reorganization involving only the Company's wholly-owned subsidiary and its wholly-owned sub-subsidiary, the impact it will have on the Company's consolidated financial results for the fiscal year ending March 2011 is expected to be minimal.