

April 15, 2009

To All Concerned Parties

Corporate name: Toyota Tsusho Corporation
Representative: Junzo Shimizu, President
(Security Code No. 8015, Tokyo and Nagoya
Stock Exchanges, First Section)
Contact: Yusuke Chino, General Manager,
Corporate Communications Office
Phone: +81-52-584-5011

Corporate name: Takeuchi Mfg. Co., Ltd.
Representative: Akio Takeuchi, President
and Representative Director
(Security Code No. 6432, JASDAQ)
Contact: Teruo Kamiyama, Director and
General Manager Management Planning
Office
Phone: +81-268-81-1100

**Notice Regarding Capital and Business Alliance between
Toyota Tsusho Corporation and Takeuchi Manufacturing Co., Ltd.**

Toyota Tsusho Corporation (hereinafter “Toyota Tsusho”) and Takeuchi Mfg. Co., Ltd. (hereinafter “Takeuchi Manufacturing”) have agreed to enter into a Capital and Business Alliance Agreement to further strengthen the cooperative relationship between the two companies. At the same time, the Board of Directors of Takeuchi Manufacturing today passed a resolution regarding the new share issue by third party allotment from Takeuchi Manufacturing to Toyota Tsusho prescribed within the said Agreement.

1. Background and Objectives of Business Alliance

Since its establishment in 1963, Takeuchi Manufacturing has operated in accordance with the corporate themes of ‘soil’ and ‘water’ to become an accomplished manufacturer of construction machinery such as mini shovels, hydraulic shovels and crawler loaders, and industrial stirrers. Following the development in 1971 of the mini shovel, in 1986 the company also developed and brought to market a crawler loader

suitable for operation on uneven surfaces. Over 90% of construction machinery purchasers are based offshore and thanks to its technological know-how, manufacturing capabilities and sales expertise developed through extensive offshore sales experience, Takeuchi Manufacturing currently supplies its products to all corners of the globe.

Meanwhile, Toyota Tsusho is seeking to transform its business by expanding its non-automotive business operations to coexist with the company's core automotives business, with the aim of achieving a more balanced revenue structure.

Against this backdrop, the thinking of the two companies matched in their desire to further foster a relationship based on mutual trust and cooperation, with the objective of expanding the construction machinery businesses of both companies. The major pillars of the ongoing relationship are to be ① the establishment of a joint venture to tap the specialty areas of each of the companies and ② the realization of synergy effects.

1. Framework of the Alliance

(1) Establishment of a Joint Venture

A joint venture will be established to utilize Toyota Tsusho's domestic and international network to develop new markets for the construction machinery business (Brazil, Central and South America, Russia, the Middle and Near East, and Africa) while at the same time utilizing Takeuchi Manufacturing's technological know-how, manufacturing capabilities and sales expertise to strengthen existing markets in North America and Europe.

(2) Achievement of Synergy Effects

The companies will strive to build their value chain and strengthen their functional capabilities by combining Toyota Tsusho's production procurement, distribution, IT function and sales channels with Takeuchi Manufacturing's high level of technological know-how, manufacturing capabilities and sales expertise in order to jointly develop the businesses below.

① Development of construction machinery sales businesses in emerging markets (Brazil, Central and South America, Russia, the Middle and Near East and Africa)

② Strengthening of construction machinery sales businesses in North America and Europe

③ Other general business related to the above

Further, the two companies will closely examine ways to promote efficiency and increase corporate value through the mutual provision and utilization of business

functions.

2. Objectives and Details of Capital Alliance

(1) Objectives of Capital Alliance

In order to further strengthen its relationship of trust and cooperation with Toyota Tsusho in line with the Capital and Business Alliance and with the objective of procuring the capital necessary to expand and develop the scale of its business, Takeuchi Manufacturing has agreed to implement a capital increase through third party allotment, allotting 1,023,000 ordinary shares to Toyota Tsusho.

Further, after implementing the said capital increase by third party allotment, Toyota Tsusho's stake in Takeuchi Manufacturing will be 6.99%.

(2) Details of Capital Alliance (Overview of New Share Issue by Third Party Allotment)

- ① Number of new shares issued: 1,023,000 ordinary shares
- ② Issue price: 608 yen per share
- ③ Total amount of issue price: 621,984,000 yen
- ④ Amount to be booked to capital 304 per share
- ⑤ Total Amount booked to capital 310,992,000 yen
- ⑥ Subscription date April 30, 2009 (Thursday)
- ⑦ Payment date April 30, 2009 (Thursday)
- ⑧ Allottee and no. of shares allotted Toyota Tsusho 1,023,000 shares
- ⑨ The above information shall be subject to lodgment of such valid forms as are prescribed by the Financial Instruments and Exchange Law.

(Note) For further details please refer to the 'Notice Regarding Issue of New Shares by Third Party Allotment' disclosed separately by Takeuchi Manufacturing today.

3. Outline of the Companies

Toyota Tsusho

(1) Company name	Toyota Tsusho Corporation
(2) Main activities	Domestic transactions relating to all kinds of domestic goods, import and export transactions, cross-border transactions and all types of insurance agency operations, etc.
(3) Date of establishment	July 1, 1948
(4) Headquarters	Century Toyota Building, 9-8 Meieki 4-chome,

	Nakamura-ku, Nagoya, Japan	
(5) Name and position of representative	Junzo Shimizu, President	
(6) Capital	64.9 billion yen	
(7) Number of employees	28,153 (consolidated)	
(8) Major shareholders and their shareholdings	Toyota Motor Corporation	21.57%
	Toyota Industries Corporation	11.12%
	Japan Trustee Services Bank, Ltd.	6.18%
	The Master Trust Bank of Japan, Ltd.	4.02%
	The Bank of Tokyo-Mitsubishi UFJ., Ltd.	3.30%
	Mitsui Sumitomo Insurance Co., Ltd.	2.83%
	Aioi Insurance Co., Ltd.	1.92%
	Tokio Marine & Nichido Fire Insurance Co., Ltd.	1.91%
	Trust & Custody Services Bank, Ltd.	1.74%
	Nippon Life Insurance Company	1.45%
(9) Relationship with Takeuchi Manufacturing	<p>① Capital relationship: holds 120,000 shares in Takeuchi Manufacturing.</p> <p>② Transactional relationship: purchases construction machinery from Takeuchi Manufacturing</p> <p>③ Personnel relationship: N/A</p>	

(Note) (6), (7) and (8) above are current as of September 30, 2008

Takeuchi Manufacturing

(1) Company name	Takeuchi Mfg. Co., Ltd.
(2) Main activities	Manufacture and sale of construction machinery such as mini shovels, hydraulic shovels and crawler loaders; and industrial stirrers
(3) Date of establishment	August 21, 1963
(4) Headquarters	9347 Ooaza Sakaki, Sakaki-machi, Hanishina-gun, Nagano Prefecture, Japan
(5) Name and position of representative	Akio Takeuchi President and Representative Director
(6) Capital	3,321 million yen
(7) Number of employees	727 (consolidated)

(8) Major shareholders and their shareholdings	Toshiya Takeuchi	8.47%
	Akio Takeuchi	5.88%
	JP Morgan Chase Oppenheimer JASDEC Lending Account (Standing proxy: The Bank of Tokyo-Mitsubishi UFJ., Ltd.)	4.61%
	Tokyo Small and Medium Business Investment and Consultation Co., Ltd.	3.92%
	TAKE Inc.	3.91%
	Yoshitoshi Takeuchi	3.26%
	The Hachijuni Bank, Ltd. (Standing proxy: The Master Trust Bank of Japan, Ltd.)	3.13%
	Tamiko Takeuchi	3.13%
	Rinta Denda	1.97%
	Hachijuni Capital, Co., Ltd.	1.56%
	(9) Relationship with Toyota Tsusho	<p>① Capital relationship: holds 3,381 shares in Toyota Tsusho Corporation</p> <p>② Transactional relationship: sells construction machinery to Toyota Tsusho</p> <p>③ Personnel relationship: N/A</p>

(Note) (6), (7) and (8) above are current as of February 28, 2009.

4. Schedule

April 15, 2009 Execution of Capital and Business Alliance Agreement

April 30, 2009 Payment date

5. Future Outlook

The effect of the alliance on the business results of each of the companies this period is expected to be minimal. The companies plan to work to strengthen and develop their mutually cooperative relationship.