

February 29, 2012

To all whom it may concern

Company name: Credit Saison Co., Ltd.

(Code: 8253, First Section of the Tokyo Stock Exchange)

Name of the representative: President and CEO: Hiroshi Rinno

Reference: General Manager, Public Relations Office: Manabu Oaku

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Announcement regarding revision of the financial forecasts accompanying corporate reorganization (corporate split etc.) of our company's consolidated subsidiary, posting of extraordinary loss, etc.

During the board meeting held today, for the purpose of business reconstruction of Credit Saison Co., Ltd. (hereinafter referred to as "the Company") company group's business associated with real estate, the Company made a decision to conduct corporate reorganization (corporate split, etc.) (hereinafter referred to as the "Business Restructuring") of our consolidated subsidiary, Atrium Co., Ltd. (hereinafter referred to as "Atrium").

Following this decision, as a result of reappraisal of the assets (mainly inventories) owned by Atrium, we have reassessed the amount posted as assets and hereby inform you that we plan on posting an extraordinary loss, etc. as follows.

Moreover, we would like to use this opportunity to also inform you of the revision that was made following this decision regarding the financial forecast for the full fiscal year of the term ending March, 2012.

1. Outline of this Business Reconstruction

(1) Objective and particulars

Atrium, which is a consolidated subsidiary of the Company, was established in 1992 and at first mainly engaged in real estate liquidation business. Later the business scale was expanded to include servicing business, real estate loans guarantee, and strategic investment business, and the company has greatly contributed to the growth of our group as the central company shouldering the real estate business.

However, due to financial aggravation caused by the marked deterioration of the liquidity of the real estate transactions brought about by the turmoil of the financial market in and outside the country in 2008, The Company offered reconstruction aid to Atrium in March, 2009 and implement a reorganization scheme consisting of a radical structural reform of the business.

After implementation of this reconstruction aid and until present, the reduction of assets of Atrium in accordance with the reorganization scheme has generally advanced as planned, but during the term ended February 29, 2012, three years after the implementation of the reorganization scheme was commenced, a number of unexpected events such as the Great East Japan Earthquake or the aggravation of the euro-zone financial crisis occurred, and uncertainties regarding the real estate market are increasing. Considering the present difficult conditions, the Company came to the conclusion that now is the time when we truly need to radically restructure the projects centering on the large sized development and business of Atrium in order to create foundations for the new growth strategy of our group.

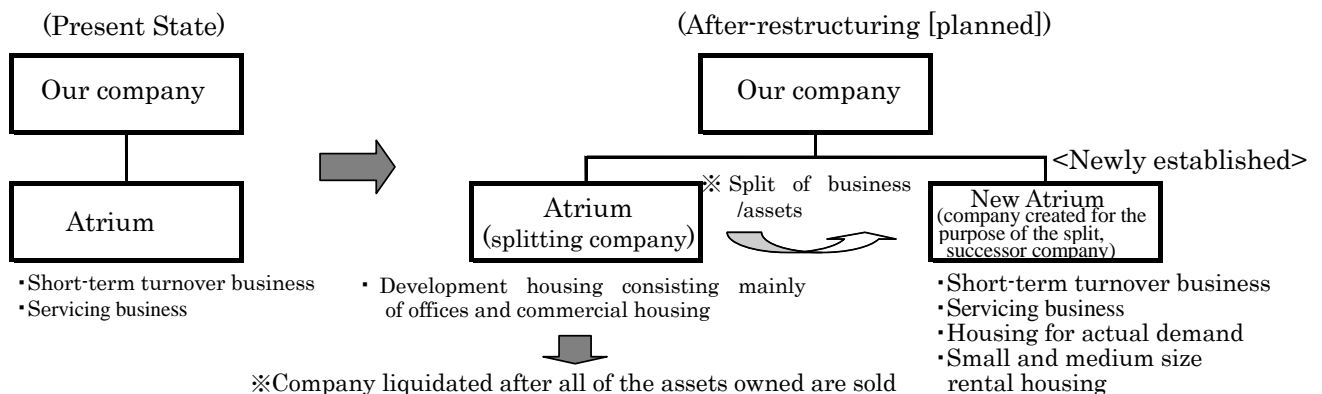
As a result of this business reconstruction, the Company on an intermediate-term basis will decrease the percentage of the real estate-related assets among the total assets on consolidated base to within 10%, which shall enable us to reinforce the strength of the company to deal with the rise in interest rates risk, to promote concentration of the managerial resources in the credit card business, which is the core business of our group, as well as new business utilizing internet and finance business such as leases and loan guarantees and make a constant effort for improve corporate value to aim at becoming the strongest nonbank company.

(2) Details of the Business Reconstruction

In the Business Reconstruction, we will substantially revise the real estate development policy enforced regarding the real estate (mainly consisting of development projects) owned by the Atrium in relation to its business, and after drawing a much clearer line between the projects among the businesses of Atrium to be continued, and those to withdraw from, will sub classify the property portfolio by corporate split.

Specifically what will be done is as follows. As shown in the outline below, in terms of sub classification of the property portfolio of Atrium, of the business currently conducted by Atrium, (1) the short-term turnover type real estate liquidation business for the small and medium size properties which was the business of Atrium at the time it was established, and that steadily increased its track record over a long term even during the recession period, and that has been recognized as a strong point of the company during the period, during which the reorganization scheme was conducted, as well as (2) other businesses centering on the special servicing business that are expected to bring profits by bulk sale in the future, and in which we were able to expand business also during the period, during which the reorganization scheme was conducted, will be succeeded from Atrium by a company newly created for that purpose (hereinafter referred to as "the New Atrium") as a wholly owned subsidiary, by which the Company will succeed the business by the method of absorption-type split (hereinafter referred to as "the Corporate Split"), and will attempt to expand the business results further and seek improvement in the corporate value.

On the other hand, among the property holdings and business of Atrium categorized as withdrawal business, as for the real estate, which mainly consists of offices, commercial properties, or large-sized development projects, which are listed among the businesses to withdraw from, we are planning to exclude it from the targets of succession by the New Atrium by the Corporate Split, and, having obtained financing of the preferred stock and cooperation by a major real-estate corporation, to develop and sell the real estate concerned, aiming for disposal of all properties by around 2016 and eventually liquidating them. Furthermore, our company is planning forgiving loans given to Atrium at the time of the liquidation concerned.



(3) Schedule of the Business Reconstruction (the Corporate Split, etc.)

The (planned) schedule of the Business Reconstruction (the Corporate Split, etc.) is as follows.

February 29, 2012	Board meetings deciding this business reconstruction (of the Company and Atrium)
March 1, 2012	Conclusion of a business collaboration contract (between Atrium and the major real-estate corporation) (planned)
End of March, 2012	Establishment of a company to succeed (New atrium) with financed 100% by the Company (planned)
Beginning of July, 2012	Board meetings (of Atrium and new Atrium) to conclude the Corporate Split contract (planned)
August 31, 2012	General meeting of shareholders to approve the Corporate Split contract (planned)
September 1, 2012	Effective date of the Corporate Split (of Atrium and New Atrium) (planned)
September 1, 2012	A-type preferred stock issuance (of Atrium and the major real-estate corporation) (planned)
Around 2016	Completion of dissolution and liquidation of Atrium (planned)

(4) Method of the Corporate Split

The Corporate Split will be conducted by Atrium as a splitting company and the New Atrium as a the succeeding company.

(5) Description of the assignment of the Corporate Split

At the time of the Corporate Split, the New Atrium will issue one common share, and it will be assigned and given as a consideration for split to Atrium.

(6) Capital increases or decreases resulting from the Corporate Split

There is no capital of the New Atrium which will increase by the Corporate Split.

(7) Rights and obligations succeeded by the succeeding company

In accordance with the terms and conditions of the absorption-type corporate split contract for the Corporate Split, by the Corporate Split as of the effective date the New Atrium will succeed the assets, the liabilities, and the rights and obligations accompanying them stipulated in the absorption-type corporate split contract for the Corporate Split concerning Atrium's business centering on the short-term turnover type real estate liquidation business dealing with small and medium size properties, as well as the special servicing business.

(8) Expectations regarding fulfillment of obligation

The Company believes that regarding the fulfillment within the time of performance of obligation to be borne by Atrium and the New Atrium after the effective date of the Corporate Split, there will be no particular problems.

As for the likelihood of liabilities of Atrium following the Business Reconstruction surpassing assets, all the sums borrowed as business funds of Atrium have been borrowed from the Company, which is the parent company of Atrium, and the Company plans to forgive all such loans when liquidating Atrium.

(9) Summary of the companies related to this absorption-type split (as of February 29, 2012)

(1) Name	Atrium Co., Ltd. (splitting company)		(New) Atrium Co., Ltd. (company created for the purpose of the Corporate split, succeeding company)	
(2) Location	Chiyoda-ku, Tokyo		Toshima-ku, Tokyo	
(3) Managing Post and Name of the Representative	President and CEO: Akihiko Fukuda		President and CEO: Masanobu Maekawa (※1)	
(4) Description of Business	Real estate liquidation business, Servicing business		Business related to real-estate such as general contractor and real estate brokerage (After the Corporate Split: Real estate liquidation business for the small and medium sized properties, Servicing business)	
(5) Paid-in Capital	100 million yen		50 million yen (planned)	
(6) Date of Establishment	November 30, 1979		End of March, 2012 (planned)	
(7) Common Stock Outstanding	575,060,779 shares (※2)		99 shares (planned) (After the Corporate Split: 100 shares) (planned)	
(8) Closing of Accounts	End of February		End of February (planned)	
(9) Major Shareholders and Ratio of Shareholding	Credit Saison: 100% (※2)		Credit Saison: 100% (planned) (After the Corporate Split: Credit Saison: 99%; Atrium: 1%) (planned)	
(10) Relations between Companies Concerned	Capital relations	The Company owns all of the stocks issued by Atrium. (※2)	Capital relations	The Company is going to own all of the stocks issued by New Atrium (after the Corporate Split: 99%).
	Personal relations	As of today, two part-time corporate auditors of Atrium are holding additional posts as employees of the Company, and the chairman of the board of directors and one directors of Atrium are holding additional posts as a representative director and a managing director of the Company respectively. In addition, one employee is temporary transferred from the Company to Atrium.	Personal relations	The Company plans to dispatch some directors, corporate auditors and employees to New Atrium.
	Business relations	The Company is engaged in loan business on real estate security guarantee we were provided by Atrium. The amount of the Company's guarantees outstanding in the end of preceding fiscal year was 3,494 million yen. The Company has loaned funds to Atrium. The Company's amount receivable regarding the interest on the transactions in the preceding fiscal year is 4,811 million yen, and the amount of the balance in the end of the preceding fiscal year is 321,059 million yen.	Business relations	The Company plan on loaning funds to New Atrium , etc.

※1 The representative plans to resign after the effective date of the Corporate Split.

※2 One share of A-type preferred stock is due to be issued on September 1, 2012 to a major real-estate corporation (planned).

(11) Financial position and operating results (non-consolidated) of the immediately preceding fiscal year (term ended February 28, 2011)	
Total equity	2,470 million yen
Total assets	325,937 million yen
Net assets per share	4.30 yen
Net sales	25,253 million yen
Operating income	319 million yen
Ordinary income	1,482 million yen
Net income	1,654 million yen
Net income per share.	2.88 yen

(10) Future prospects

Although the Business Reconstruction including the Corporate Split is carried out as a part of the corporate reorganization of Atrium, which is a wholly owned subsidiary of the Company, as stated in “2. Generation of extraordinary loss and its contents” below, in the consolidated financial statement for the full fiscal year ending March 31, 2012, we will post as business reconstruction expenses an extraordinary loss of about 59,000 million yen, and operating expenses of about 10,500 million yen as valuation loss on reassessment of the assets of Atrium.

2. Generation of extraordinary loss and its contents

As stated in “1. Outline of this business reconstruction” above, regarding the development properties of Atrium, which is a consolidated subsidiary of the Company, in view of the downturn of the conditions of the real estate market, especially offices, we have revised the development policy, conducted corporate reorganization of the company, and sub classified the assets portfolio as a part of this business reconstruction, which will result in posting an extraordinary loss of about 59,000 million yen, and operating expenses of about 10,500 million yen as business reconstruction loss in the consolidated financial statement for the full fiscal year ending March 31, 2012.

This will in turn result in posting of the allowance for doubtful accounts against the investment and financing offered to Atrium, impairment loss of Atrium shares in our possession, etc. amounting in total to an extraordinary loss of about 69,000 million yen posted in non-consolidated financial results for the full fiscal year ending March 31, 2012.

3. Revision of financial forecast

(1) Consolidated financial forecast for full fiscal year ending March 31, 2012 (April 1, 2011 – March 31, 2012)

Unit: 1 million yen; () stands for decrease

	Operating revenue	Operating income	Ordinary income	Net income	Net income per share.
Previous announced forecast (A)	257,000	36,500	42,500	25,000	136.14
This revised forecast (B)	257,000	32,000	38,000	4,500	24.51
Amount of increase or decrease (B) – (A)	0	(4,500)	(4,500)	(20,500)	-
Rate of change (%)	0	(12.3)	(10.6)	(82.0)	-
(For your reference) Business results of the previous term (Term ended March 31, 2011)	285,712	27,377	33,762	12,829	69.86

(2) Non-consolidated financial forecast for full fiscal year ending March 31, 2012 (April 1, 2011 - March 31, 2012)

Unit: 1 million yen; () stands for decrease

	Operating revenue	Operating income	Ordinary income	Net income	Net income per share.
Previous announced forecast (A)	213,000	32,500	35,000	20,500	111.59
This revised forecast (B)	213,000	38,500	41,000	2,000	10.89
Amount of increase or decrease (B)－(A)	0	6,000	6,000	(18,500)	-
Rate of change (%)	0	18.5	17.1	(90.2)	-
(For your reference) Business results of the previous term	239,657	25,484	28,706	7,596	41.34

4. Reason for revision

(1) Consolidated financial forecast

As stated in "2. Generation of extraordinary loss and its contents" above, Atrium will post an extraordinary loss of about 59,000 million yen and operating expenses of about 10,500 million yen respectively as loss on valuation of inventories of property holdings accompanying this business reconstruction and allowance for guarantor's claims.

Moreover, after this absorption-type split and within the term ending February 29, 2016, we expect to conclude sale and liquidation of all of the assets of Atrium, and we will post deferred tax assets (+47,500 million yen) regarding the allowance for the shares and the loans made to the company.

In addition to the above, we expect to post an increase (by +6,000 million yen) of the ordinary income by the financial prospect of the Company and a reversal (of +5,000 million yen) of the provision for losses on a natural disaster (allowance for doubtful accounts and provision of loss on guarantees) triggered by the Great East Japan Earthquake and posted in the term ended March 31, 2011.

Based on the above, we have revised the forecasted values for the operating income, the ordinary income, the net income, and the net income per share.

(2) Non-consolidated financial forecast

As stated in "2. Generation of extraordinary loss and its contents" above, on the one hand the Company accompanying this business reconstruction will post the allowance for doubtful accounts against the investment and financing offered to Atrium, impairment loss of Atrium shares in our possession, etc., amounting in total to an extraordinary loss of about 69,000 million yen; on the other hand, as stated in "(1) Consolidated financial forecast" above, we will post deferred tax assets (+47,500 million yen) regarding temporary difference between the shares and the loans made to the company. Also, we expect to post as ordinary income an increase (by +6,000 million yen) of the ordinary income by the financial prospect of the Company and a partial reversal (of +5,000 million yen) of the provision for losses on a natural disaster (allowance for doubtful accounts and a provision for loss on guarantees) triggered by the Great East Japan Earthquake and posted in the term ended March 31, 2011.

Based on the above, we have revised the forecasted values for the operating income, the ordinary income, the net income and the net income per share.

5. Forecast for dividends

Based on the primary policy, which states that we shall pay out the dividends appropriately, steadily, and continuously to our shareholders, we are planning to pay 30 yen dividend per share, which is the same amount as the amount listed on May 13, 2011, at the time of the announcement of the financial results for the term ended March 31, 2011.

Notes) The financial forecast above was created based on the information available as of the announcement date of these materials, and the actual results may differ from the estimates depending on the various factors that may influence the performance in the future.

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