

September 8, 2008

To whom it may concern:

Company Name : D&M Holdings Inc.
Representative : Eric C. Evans
Representative Executive Officer, CEO
Ticker : 6735 First Section of the Tokyo Stock Exchange
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**K.K. BCJ-2 Announces Result of Tender Offer for Shares of Common Stock
and Share Purchase Warrants of D&M Holdings Inc.**

Tokyo (September 8, 2008) – K.K. BCJ-2 commenced its tender offer for all of the shares of common stock (excluding treasury shares) and share purchase warrants of D&M Holdings Inc. on July 28, 2008 and concluded the Tender Offer on September 5, 2008. D&M Holdings Inc. received a report from K.K. BCJ-2 to announce the result of the Tender Offer as the attachment.

Attachment:

“Announcement of Result of Tender Offer for Shares of Common Stock and Share Purchase Warrants of D&M Holdings Inc.”

September 8, 2008

K.K. BCJ-2

For Immediate Release

Announcement of Result of Tender Offer for Shares of Common Stock and Share Purchase Warrants of D&M Holdings Inc.

Tokyo (September 8, 2008) – K.K. BCJ-2 (the "**Tender Offeror**"), which is a corporation owned by investment funds advised by Bain Capital Partners LLC, commenced its tender offer (the "**Tender Offer**") for all of the shares of common stock (excluding treasury shares) and share purchase warrants of D&M Holdings Inc. (the "**Target Company**") on July 28, 2008 and concluded the Tender Offer on September 5, 2008. Accordingly, the Tender Offeror hereby announces the result of the Tender Offer as follows:

1. Description of the Tender Offer

- (1) Name and Address of Tender Offeror

K.K. BCJ-2

2-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo

- (2) Name of Target Company

D&M Holdings Inc.

- (3) Class of Shares, etc. Purchased

Common Stock

Share Purchase Warrants (*shinkabu yoyakuken*) (hereinafter the share purchase warrants from (i) to (xxx) are collectively referred to as the "Share Purchase Warrants"):

- (i) Series One Share Purchase Warrants issued pursuant to the resolution of the extraordinary shareholders' meeting held on July 30, 2002 and the resolution of the meeting of the Board of Directors held on July 30, 2002 ("Series One Share Purchase Warrants");
- (ii) Series Four Share Purchase Warrants issued pursuant to the resolution of the extraordinary shareholders' meeting held on July 30, 2002 and the resolution of the meeting of the Board of Directors held on July 30, 2002 ("Series Four Share Purchase Warrants");
- (iii) Series Seven Share Purchase Warrants issued pursuant to the resolution of the extraordinary shareholders' meeting held on July 30, 2002 and the resolution of the meeting of the Board of Directors held on April 24, 2003 ("Series Seven Share Purchase Warrants");
- (iv) Series Eight Share Purchase Warrants issued pursuant to the resolution of the extraordinary shareholders' meeting held on July 30, 2002 and the resolution of the meeting of the Board of Directors held on July 11, 2003 ("Series Eight Share Purchase Warrants");
- (v) Series Nine Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 26, 2003 and the resolution of the meeting of the Board of Directors held on July 11, 2003 ("Series Nine Share Purchase Warrants");

- (vi) Series Ten Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 26, 2003 and the resolution of the meeting of the Board of Directors held on July 11, 2003 ("Series Ten Share Purchase Warrants");
- (vii) Series Eleven Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 26, 2003 and the resolution of the meeting of the Board of Directors held on December 17, 2003 ("Series Eleven Share Purchase Warrants");
- (viii) Series Twelve Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 26, 2003 and the resolution of the meeting of the Board of Directors held on February 24, 2004 ("Series Twelve Share Purchase Warrants");
- (ix) Series Thirteen Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 26, 2003 and the resolution of the meeting of the Board of Directors held on February 24, 2004 ("Series Thirteen Share Purchase Warrants");
- (x) Series Fourteen Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 26, 2003 and the resolution of the meeting of the Board of Directors held on May 20, 2004 ("Series Fourteen Share Purchase Warrants");
- (xi) Series Fifteen Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 26, 2003 and the resolution of the meeting of the Board of Directors held on May 20, 2004 ("Series Fifteen Share Purchase Warrants");
- (xii) Series Seventeen Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 24, 2004 and the resolution of the meeting of the Board of Directors held on October 13, 2004 ("Series Seventeen Share Purchase Warrants");
- (xiii) Series Eighteen Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 24, 2004 and the resolution of the meeting of the Board of Directors held on October 13, 2004 ("Series Eighteen Share Purchase Warrants");
- (xiv) Series Nineteen Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 24, 2004 and the resolution of the meeting of the Board of Directors held on May 13, 2005 ("Series Nineteen Share Purchase Warrants");
- (xv) Series Twenty Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 28, 2005 and the resolution of the meeting of the Board of Directors held on August 26, 2005 ("Series Twenty Share Purchase Warrants");
- (xvi) Series Twenty-one Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 28, 2005 and the resolution of the meeting of the Board of Directors held on August 26, 2005 ("Series Twenty-one Share Purchase Warrants");
- (xvii) Series Twenty-two Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 28, 2005 and the resolution of the meeting of the Board of Directors held on October 14, 2005 ("Series Twenty-two Share Purchase Warrants");
- (xviii) Series Twenty-three Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 28, 2005 and the resolution of the meeting of the Board of Directors held on October 14, 2005 ("Series Twenty-three Share Purchase Warrants");
- (xix) Series Twenty-four Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 28, 2005 and the resolution of the meeting of the Board of Directors held on February 2, 2006 ("Series Twenty-four Share Purchase Warrants");
- (xx) Series Twenty-six Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 28, 2005 and the resolution of the meeting of the Board of Directors held on April 6, 2006 ("Series Twenty-six Share Purchase Warrants");
- (xxi) Series Twenty-seven Share Purchase Warrants issued pursuant to the resolution of the ordinary shareholders' meeting held on June 28, 2005 and the resolution of the meeting of the Board of Directors held on April 25, 2006 ("Series Twenty-seven Share Purchase Warrants");

- (xxii) Series Twenty-eight Share Purchase Warrants issued pursuant to the resolution of the meeting of the Board of Directors held on July 28, 2006 (“Series Twenty-eight Share Purchase Warrants”);
- (xxiii) Series Twenty-nine Share Purchase Warrants issued pursuant to the resolution of the meeting of the Board of Directors held on September 29, 2006 (“Series Twenty-nine Share Purchase Warrants”);
- (xxiv) Series Thirty Share Purchase Warrants issued pursuant to the resolution of the meeting of the Board of Directors held on September 29, 2006 (“Series Thirty Share Purchase Warrants”);
- (xxv) Series Thirty-one Share Purchase Warrants issued pursuant to the resolution of the meeting of the Board of Directors held on February 22, 2007 (“Series Thirty-one Share Purchase Warrants”);
- (xxvi) Series Thirty-two Share Purchase Warrants issued pursuant to the resolution of the meeting of the Board of Directors held on February 22, 2007 (“Series Thirty-two Share Purchase Warrants”);
- (xxvii) Series Thirty-three Share Purchase Warrants issued pursuant to the resolution of the meeting of the Board of Directors held on July 2, 2007 (“Series Thirty-three Share Purchase Warrants”);
- (xxviii) Series Thirty-four Share Purchase Warrants issued pursuant to the resolution of the meeting of the Board of Directors held on July 2, 2007 (“Series Thirty-four Share Purchase Warrants”);
- (xxix) Series Thirty-five Share Purchase Warrants issued pursuant to the resolution of the meeting of the Board of Directors held on November 9, 2007 (“Series Thirty-five Share Purchase Warrants”);
- (xxx) Series Thirty-six Share Purchase Warrants issued pursuant to the resolution of the meeting of the Board of Directors held on January 23, 2008 (“Series Thirty-six Share Purchase Warrants”).

(4) Number of Share Certificates, etc., Subject to Tender Offer

Expected Number of Acquired Shares if Converted into Shares	Minimum Number of Shares to be acquired if Converted into Shares
98,833,692 shares	69,933,119 shares

(5) Duration of Tender Offer

From July 28, 2008 (Monday) through September 5, 2008 (Friday) (30 business days)

(6) Purchase Price of Tender Offer

- 510 yen per share of common stock
- 1 Yen per each Series One Share Purchase Warrant
- 1 Yen per each Series Four Share Purchase Warrant
- 1 Yen per each Series Seven Share Purchase Warrant
- 1 Yen per each Series Eight Share Purchase Warrant
- 1 Yen per each Series Nine Share Purchase Warrant
- 1 Yen per each Series Ten Share Purchase Warrant
- 1 Yen per each Series Eleven Share Purchase Warrant
- 1 Yen per each Series Twelve Share Purchase Warrant
- 1 Yen per each Series Thirteen Share Purchase Warrant
- 1 Yen per each Series Fourteen Share Purchase Warrant
- 1 Yen per each Series Fifteen Share Purchase Warrant
- 1 Yen per each Series Seventeen Share Purchase Warrant
- 1 Yen per each Series Eighteen Share Purchase Warrant
- 1 Yen per each Series Nineteen Share Purchase Warrant
- 1 Yen per each Series Twenty Share Purchase Warrant
- 1 Yen per each Series Twenty-one Share Purchase Warrant
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 1 Yen per each Series Twenty-nine Share Purchase Warrant
 1 Yen per each Series Thirty Share Purchase Warrant
 1 Yen per each Series Thirty-one Share Purchase Warrant
 1 Yen per each Series Thirty-two Share Purchase Warrant
 1 Yen per each Series Thirty-three Share Purchase Warrant
 1 Yen per each Series Thirty-four Share Purchase Warrant
 1 Yen per each Series Thirty-five Share Purchase Warrant
 1 Yen per each Series Thirty-six Share Purchase Warrant

2. Result of Tender Offer

(1) Status of the Tender

Class of Shares	Number of Shares Tendered if Converted into Shares	Number of Shares Purchased if Converted into Shares
Share Certificates	91,730,549 shares	91,730,549 shares
Share Purchase Warrant Certificates	–	–
Certificates of Bonds with Share Purchase Warrants	–	–
Trust Beneficiary Certificates on Share Certificates, etc.	–	–
Certificates of Depositary Receipts of Shares Certificates, etc.	–	–
Total	91,730,549 shares	91,730,549 shares

(2) Success or Failure of Tender Offer

A total of 91,730,549 shares were tendered in the Tender Offer. Because the total number of shares tendered in the Tender Offer was not less than the Minimum Number of Shares to be acquired if Converted into Shares (69,933,119 shares), as described in the “Public Notice of Commencement of Tender Offer” and the “Tender Offer Registration Statement”, the Tender Offeror will purchase all of the tendered shares, etc.

(3) Ownership Percentage of Share Certificates, etc., After Tender Offer

Number of Voting Rights of Share Certificates, etc., Owned by the Tender Offeror after Tender Offer	91,730	(Ownership Percentage of Share Certificates, etc., after Tender Offer 98.38%)
Number of Voting Rights of the Total Shareholders of the Target Company	92,981	

(Note 1) “Number of Voting Rights of the Total Shareholders of the Target Company” provides the total number of voting rights (92,981) (one unit consists of 1,000 shares) as of March 31, 2008, stated in the Securities Report for the 1st quarter of the 7th period of the Target Company (submitted on August 14, 2008). However, since the subject of the Tender Offer includes less than one unit of shares, the “Ownership Percentage of Share Certificates, etc., After Tender Offer” is calculated as “93,244” based on a calculation that the “Number of Voting Rights of the Total Shareholders of the Target Company” is “92,981” plus the number of voting rights “263” regarding 263,158 shares, which is the number of shares held in less than one unit lots as of March 31, 2008 (263,714), less the number of shares held in less than one unit lots held by the Target Company (556).

(Note 2) “Ownership Percentage of Share Certificates, etc., after Tender Offer” is rounded to the nearest two decimal points.

(4) Calculation of the Tender Offer by Proportional Allocation Method

Not Applicable

(5) Funds Required for the Tender Offer

46,783 million yen

(6) Method of Settlement

a. Name and Address of Head Offices of Securities Companies and Banks, etc. in Charge of Settlement

Nikko Citigroup Limited
1-5-1 Marunouchi, Chiyoda-Ku, Tokyo

Nikko Cordial Securities Inc.
3-3-1 Marunouchi, Chiyoda-Ku, Tokyo

b. Commencement Date of Settlement

September 18, 2008 (Thursday)

c. Method of Settlement

A notice of purchase will be mailed to the address or location of the Tendering Shareholder (or the Standing Proxy in the case of the Non-Resident Shareholders) promptly after the end of the Tender Offer Period. Payment of the purchase price will be made in cash. Nikko Citigroup Limited or Nikko Cordial Securities Inc. will, in accordance with each Tendering Shareholder’s instruction, remit the purchase price for share certificates, etc. promptly after the settlement commencement date to the account designated by each Tendering Shareholder (or the Standing Proxy in the case of Non-Resident Shareholders).

3. Location at which a Copy of the Tender Offer Report is made available to the Public

K.K. BCJ-2

(2-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo)

Tokyo Stock Exchange Group, Inc.

(2-1 Kabutocho, Nihonbashi, Chuo-ku, Tokyo)

4. Policy and Related Matters after the Tender Offer

The Tender Offer resulted in the acquisition by the Tender Offeror of less than all of the issued shares, and the Company intends to acquire all of the remaining shares of common stock in the manner described below.

The Tender Offeror has requested the Target Company to hold a general meeting of shareholders to consider the following proposals (i), (ii) and (iii), and also to hold a class shareholders' meeting for shareholders of common shares to consider proposal (ii): Proposals: the Target Company should (i) be authorized to issue other class(es) of shares as defined in the Companies Act by amending its Articles of Incorporation in addition to common stock; (ii) amend its Articles of Incorporation to attach a wholly call provision (zenbushutoku-joko) to all shares of common stock issued by the Target Company; and (iii) acquire all shares of common stock and issue another class of shares in exchange. The Target Company has begun considering convening the shareholders meetings mentioned above, and the Tender Offeror intends to support each of the proposals at the shareholders' meetings.

If the above three procedures are implemented, all shares of common stock issued by the Target Company will have a wholly call provision and will be called and acquired by the Target Company, and shareholders of the Target Company will receive a different class of shares in exchange for the shares of common stock with the wholly call provision. However, shareholders allotted only a fractional number of such different class of shares will instead receive, in place of such fractional shares, the cash equivalent to what the Target Company would obtain through actual sale (or other relevant method) of such fractional shares in accordance with the procedures under the relevant laws and regulations (all fractional shares after summing the total shares owned will be rounded down).

The amount of cash shareholders would receive through the sale of such fractional shares will be calculated based on the Tender Offer price.

The class and number of the Target Company shares to be allotted to shareholders in exchange for shares of common stock with the wholly call provision are still undetermined as of today. However, the number of new Target Company shares to be allotted to shareholders who have not accepted the Tender Offer will be set at less than one share in order to allow the Tender Offeror to make the Target Company a wholly-owned subsidiary.

When the Target Company's Articles of Incorporation are amended to allow the company to attach the wholly call provision to all shares of common stock as specified in proposal (ii) above, for the protection of minority shareholders' interests, shareholders shall have the rights to: (a) request the Target Company purchase the shareholders' shares in accordance with provisions of Articles 116 and 117 of the Companies Act, and other relevant laws and regulations; and (b) file a petition with the court to determine the acquisition price by the Target Company in accordance with the provisions of Article 172 of the Companies Act and other relevant laws and regulations in the event that a resolution for the Target Company to acquire all shares with the wholly call provision is adopted at a general meeting of shareholders. The per-share purchase or acquisition price for (a) or (b) shall be determined ultimately by the court and therefore could differ from the Tender Offer price. If a shareholder intends to make a request or file a petition as stated in (a) and (b) above, such shareholder shall be responsible for evaluating and determining the procedures necessary for such a request or petition.

Shareholders are advised to consult their own advisors and confirm the reception of cash equivalent to the shares and/or Share Purchase Warrants, and determine the tax treatment under the procedures mentioned above, at their own responsibility and expense.

The board of directors of the Target Company held on July 28, 2008 has approved to pay certain amounts to officers and employees, etc. of the Target Company and its subsidiaries as considerations for agreeing to waive their stock options, subject to a successful completion of the Tender Offer.

The Target Company's common stock is listed on the first section of Tokyo Stock Exchange as of today. However, the Target Company's common stock may be delisted in accordance with the criteria set forth in the Listing Regulations of the TSE.