

WACOAL HOLDINGS CORP
Form SC 13G/A
February 08, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3)*

WACOAL HOLDINGS CORP.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

930004205
(CUSIP Number)

DECEMBER 31, 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 930004205

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)

Mitsubishi UFJ Financial Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(See Instructions) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

NUMBER OF 5 SOLE VOTING POWER
SHARES 12,889,947

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 12,889,947

PERSON 8 SHARED DISPOSITIVE POWER
WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,889,947

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.0%

12 TYPE OF REPORTING PERSON (See Instructions)
CO

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CUSIP NO. 930004205

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)

The Bank of Tokyo-Mitsubishi UFJ, Ltd.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Tokyo, Japan

NUMBER OF	5	SOLE VOTING POWER
SHARES	7,156,529	
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY	-0-	
EACH	7	SOLE DISPOSITIVE POWER
REPORTING	7,156,529	
PERSON	8	SHARED DISPOSITIVE POWER
WITH	-0-	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,156,529

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.0%

12 TYPE OF REPORTING PERSON (See Instructions)

CO

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CUSIP NO. 930004205

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)
Mitsubishi UFJ Trust and Banking Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
Tokyo, Japan

NUMBER OF 5 SOLE VOTING POWER
SHARES 4,417,000

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 4,417,000

PERSON 8 SHARED DISPOSITIVE POWER
WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,417,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.1%

12 TYPE OF REPORTING PERSON (See Instructions)
CO

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CUSIP NO. 930004205

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)
Mitsubishi UFJ Securities Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Tokyo, Japan

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER	1,097,418 -0- 1,097,418 -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,097,418		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.8%		
12	TYPE OF REPORTING PERSON (See Instructions) CO		

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CUSIP NO. 930004205

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only) Mitsubishi UFJ Securities International plc		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) []		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION London, United Kingdom		
NUMBER OF SHARES	5	SOLE VOTING POWER	250,000

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BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY -0-
EACH 7 SOLE DISPOSITIVE POWER
REPORTING 250,000
PERSON 8 SHARED DISPOSITIVE POWER
WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
250,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.2%

12 TYPE OF REPORTING PERSON (See Instructions)
CO

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CUSIP NO. 930004205

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only)
Mitsubishi UFJ Asset Management Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Tokyo, Japan

NUMBER OF 5 SOLE VOTING POWER
SHARES 219,000

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY -0-
EACH 7 SOLE DISPOSITIVE POWER

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REPORTING	219,000
PERSON	8 SHARED DISPOSITIVE POWER
WITH	-0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	219,000
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	0.2%
12	TYPE OF REPORTING PERSON (See Instructions)
	CO

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CUSIP NO. 930004205

ITEM 1

- (a) NAME OF ISSUER
Wacoal Holdings Corp.
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
29 Nakajima-cho, Kisshoin, Minami-ku, Kyoto, 601-8530, Japan

ITEM 2

- (a) NAMES OF PERSONS FILING
Mitsubishi UFJ Financial Group, Inc. ("MUFG")
The Bank of Tokyo-Mitsubishi UFJ, Ltd. ("BTMU")
Mitsubishi UFJ Trust and Banking Corporation ("MUTB")
Mitsubishi UFJ Securities Co., Ltd. ("MUS")
Mitsubishi UFJ Securities International plc ("MUSI")
Mitsubishi UFJ Asset Management Co., Ltd. ("MUAM")
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
MUFG:

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7-1 Marunouchi 2-chome, Chiyoda-ku
Tokyo 100-8330, Japan

BTMU:
7-1 Marunouchi 2-chome, Chiyoda-ku
Tokyo 100-8388, Japan

MUTB:
4-5 Marunouchi 1-chome, Chiyoda-ku
Tokyo 100-8212, Japan

MUS:
4-1 Marunouchi 2-chome, Chiyoda-ku
Tokyo, 100-6317, Japan

MUSI:
6 Broadgate, London EC2M 2AA
United Kingdom

MUAM:
4-5 Marunouchi 1-chome, Chiyoda-ku
Tokyo 100-8212, Japan

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CUSIP NO. 930004205

(c) CITIZENSHIP

Not applicable.

(d) TITLE OF CLASS OF SECURITIES

Common Stock

(e) CUSIP NUMBER

930004205

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b)
OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS
A:

- MUFG:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

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- (e) An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with section 240.13d-1(b)(1)(ii)(J).
- BTMU:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);

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- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with section

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240.13d-1(b)(1)(ii)(J).

- MUTB:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with section 240.13d-1(b)(1)(ii)(J).
- MUS:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

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- (j) Group, in accordance with section 240.13d-1(b)(1)(ii)(J).
- MUSI:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with section 240.13d-1(b)(1)(ii)(J).
- MUAM:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as fined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of

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the Investment Company Act of 1940 (15 U.S.C. 80a-8).

- (e) An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

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ITEM 4

OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

For MUFG

- (a) Amount Beneficially Owned: 12,889,947
- (b) Percent of Class: 8.96%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 12,889,947
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: 12,889,947
 - (iv) Shared power to dispose or to direct the disposition of: -0-

For BTMU

- (a) Amount Beneficially Owned: 7,156,529

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(b) Percent of Class: 4.97%

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 7,156,529
- (ii) Shared power to vote or to direct the vote: -0-
- (iii) Sole power to dispose or to direct the disposition of: 7,156,529
- (iv) Shared power to dispose or to direct the disposition of: -0-

For MUTB

(a) Amount Beneficially Owned: 4,417,000

(b) Percent of Class: 3.07%

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 4,417,000
- (ii) Shared power to vote or to direct the vote: -0-
- (iii) Sole power to dispose or to direct the disposition of: 4,417,000
- (iv) Shared power to dispose or to direct the disposition of: -0-

For MUS

(a) Amount Beneficially Owned: 1,097,418

(b) Percent of Class: 0.76%

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 1,097,418
- (ii) Shared power to vote or to direct the vote: -0-
- (iii) Sole power to dispose or to direct the disposition of: 1,097,418

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(iv) Shared power to dispose or to direct the disposition of: -0-

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For MUSI

(a) Amount Beneficially Owned:	250,000
(b) Percent of Class:	0.17%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	250,000
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	250,000
(iv) Shared power to dispose or to direct the disposition of:	-0-

For MUAM

(a) Amount Beneficially Owned:	219,000
(b) Percent of Class:	0.15%
(c) Number of shares as to the such person has:	
(i) Sole power to vote or to direct the vote:	219,000
(ii) Shared power to vote or to direct the vote:	-0-
(iii) Sole power to dispose or to direct the disposition of:	219,000
(iv) Shared power to dispose or to direct the disposition of:	-0-

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

As of December 31, 2006, MUFG beneficially owns 12,889,947 shares indirectly through its subsidiaries as follows: BTMU holds 7,156,529 shares; MUTB holds 4,417,000 shares; MUS holds 1,097,418 shares (including 250,000 shares indirectly held through MUS's subsidiary, MUSI); and MUAM holds 219,000 shares.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

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ITEM 9 NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10 CERTIFICATION

By signing below the filers certify that, to the extent of their best knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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CUSIP NO. 930004205

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2007

MITSUBISHI UFJ FINANCIAL GROUP, INC.

By: /s/ Takami Onodera

Name: Takami Onodera

Title: General Manager, Credit &

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CUSIP NO. 930004205

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2007

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.

By: /s/ Takami Onodera

Name: Takami Onodera

Title: General Manager, Credit Policy
& Planning Division

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2007

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MITSUBISHI UFJ TRUST AND BANKING CORPORATION

By: /s/ Koji Kawakami

Name: Koji Kawakami

Title: Deputy General Manager of Trust
Assets Planning Division

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CUSIP NO. 930004205

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2007

MITSUBISHI UFJ SECURITIES CO., LTD.

By: /s/ Akio Sashida

Name: Akio Sashida

Title: Executive Officer &
General Manager

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2007

MITSUBISHI UFJ SECURITIES INTERNATIONAL PLC

By: /s/ Kenichi Yamana

Name: Kenichi Yamana

Title: Managing Director

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2007

MITSUBISHI UFJ ASSET MANAGEMENT CO., LTD.

By: /s/ Yasushi Inoue

Name: Yasushi Inoue

Title: General Manager of Risk Management
Division

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