

Company name: LAWSON TICKET, INC. (JASDAQ Code 2416)

Representative: Sadayuki Nobayashi, President

Contact: Makoto Koyama, Director and General Manager of Finance & Accounting (Tel: 03-6730-2200)

Notice of Support for Tender Offer to Acquire Shares of Lawson Ticket

LAWSON TICKET, INC. (“Lawson Ticket”) hereby announces that it has resolved at a meeting of the Board of Directors held on May 11, 2007 to express support for the tender offer by LAWSON, INC. (“Lawson”) to acquire the shares of Lawson Ticket from Rakuten, Inc. (“Rakuten”).

1. Summary of Offeror (as of February 28, 2007)

(1) Business name:

LAWSON, INC.

(2) Principal business activities:

Operation of franchise system and directly-operated stores as the headquarters of the Lawson convenience store chain

(3) Date of incorporation:

April 15, 1975

(4) Location of head office:

9-1 Toyotsu-cho, Suita-shi, Osaka

(5) Title and name of representative:

Takeshi Niinami, President & CEO

(6) Amount of capital:

¥58,506,644,000

(7) Total number of shares issued and outstanding:

104,600,000 shares

(8) Major shareholders and shareholding ratios:

① Mitsubishi Corporation:	30.68%
② Japan Trustee Services Bank (trust account):	7.43%
③ Marubeni Foods Investment:	5.68%
④ Master Trust Bank of Japan (trust account):	5.65%
⑤ Trust & Custody Services (stock investment trust account):	2.50%
⑥ NTT DoCoMo:	2.00%
⑦ Mellon Bank NA as Agent for Its Client Mellon Omnibus US Pension (Standing proxy in Japan: Hong Kong and Shanghai Banking Corporation, Tokyo Branch):	1.34%
⑧ Nomura Trust (trust account):	1.14%
⑨ State Street Bank and Trust Company 505103 (Standing proxy in Japan: Mizuho Corporate Bank, Kabutocho Securities Settlement Section):	1.08%
⑩ Sumitomo Trust (trust account B):	1.05%

(9) Relationship with Lawson Ticket

Equity: Holds 27,920 shares, equivalent to 50.76% of total shares of Lawson Ticket issued and outstanding.

Personnel: Two directors and two auditors of Lawson have been appointed to and work for Lawson Ticket

Transactions: Lawson Ticket pays Lawson ticket sales commissions, and Lawson Ticket receives from Lawson ticket system rental fees, advertising sales proceeds, and advertising expenses

Status of affiliation: Parent company of Lawson Ticket

2. Opinion Regarding the Tender Offer, Basis and Reasons Thereof

(1) Events leading to the decision on the tender offer

With the objective of expanding sales channels and reaching new customer segments, Lawson Ticket concluded on January 5, 2004 a business alliance agreement on joint sales of entertainment tickets with Rakuten (“Business Alliance Agreement”). At the same time, Lawson and Rakuten concluded the Equity Participation Agreement as of the same date (“Equity Participation Agreement”). As of January 22, 2004, Lawson Ticket allocated 9,800 shares of Lawson Ticket’s common stock by issuing stock, etc., by allocating to a third party. Later, on February 1, 2005, the joint sales of entertainment tickets by Rakuten and Lawson Ticket were begun at Rakuten Ticket Site of Rakuten. As Rakuten began offering entertainment tickets through Rakuten Auction, a Rakuten Group site, on November 13, 2006, we suspended joint sales basically on the same day due to the need to assess the impact of such sales on the joint sales business. Although Lawson Ticket and Rakuten later considered revising the Business Alliance Agreement, the two companies decided to dissolve the Business Alliance Agreement as of March 13, 2007 as there was a possibility that the existing agreement may hinder future business development.

When the Business Alliance Agreement between Lawson Ticket and Rakuten was dissolved, Lawson was entitled to make an offer for the 9,800 shares of Lawson Ticket's common stock held by Rakuten (17.81% of the total number of shares issued and outstanding as of February 28, 2007). As if this purchase were made, Lawson's shareholding ratio of Lawson Ticket would have exceeded two-thirds, Lawson decided to proceed with the tender offer as required by the provisions beginning with Article 27-2 of the Securities Exchange Law.

The reason that Lawson Ticket decided to express its support for the tender offer is two-fold. First, unless Lawson were to purchase all the Lawson Ticket shares held by Rakuten through tender offer, the price of Lawson Ticket stock may be affected due to market’s concerns of oversupply. Second, Lawson Ticket felt that, the purchase of Lawson Ticket shares held by Rakuten by Lawson would further strengthen the partnership between Lawson and Lawson Ticket, and allow Lawson Ticket to expand the entertainment business as a member of the Lawson Group.

(2) Summary of the tender offer

The purchase price of shares in the tender offer is matched to Lawson's purchase exercise price for Rakuten according to the provisions of the Equity Participation Agreement. The exercise price was the closing price of ¥140,000 on March 13, 2007, the date when the Business Alliance Agreement was dissolved. The purchase price (¥140,000 per share) is 98.04% of the simple average closing price of ¥142,805 (rounded to the yen) of Lawson Ticket's common stock on JASDAQ for the six month period ending on May 10, 2007, or 108.53% of the closing price of ¥129,000 of Lawson Ticket's common stock on JASDAQ on May 10, 2007.

As the tender offer will be made for Lawson to purchase all the shares of Lawson Ticket's common stock held by Rakuten based on the Equity Participation Agreement, Rakuten has already agreed to participate in the tender offer. While Lawson, the offeror, has already announced that the tender offer is not intended to imply that Lawson Ticket will be delisted, depending on the results of the tender offer, there is a possibility that the listing cannot be sustained. For details, refer to the attached “Notice of Commencement of Tender Offer for LAWSON TICKET, INC.”

(3) Action to avoid conflict of interest and action to ensure fair evaluation of purchase price

Lawson, the offeror, is parent company of Lawson Ticket, and Takeshi Niinami, President & CEO of Lawson, and Atsushi Taira, also of Lawson, serve as outside directors of Lawson Ticket. As both individuals are deemed to have special interests as the offeror, they do not participate in resolutions on expressions of opinions. While Hiroshi Mikitani, CEO and Chairman of Rakuten, also served as outside director of Lawson Ticket, he resigned as of March 7, 2007.

Lawson Ticket has requested Natsume Jimusho auditing corporation, a third-party agency independent from Lawson Ticket, to calculate the value of Lawson Ticket's stock, and obtained an estimate on the value of Lawson Ticket's stock on May 10, 2007. According to the estimate, as a result of using the market value method, discounted cash flow (DCF), and comparable company method to conduct an extensive evaluation, the value of the stock of Lawson Ticket should be in the range of ¥140,000 to ¥172,000.

The Board of Directors of Lawson Ticket supports the tender offer as it will eliminate concerns of oversupply in the market by Lawson purchasing all of the shares of the Lawson Ticket stock held by Rakuten and also expand the entertainment business for the Lawson Group as a whole. As the purchase price in the tender offer was decided according to the provisions of the Equity Participation Agreement between Lawson and Rakuten, it might not necessarily reflect the fair corporate value of Lawson Ticket. Therefore, the Board of Directors of Lawson Ticket unanimously resolved not to make any special recommendations for shareholders to tender their shares, but to leave the decision to the discretion of the shareholders.

3. Provision of special interest to the offeror or special interest parties

N/A

4. Policy of fundamental matters related to control of the company

N/A

5. Questions to the offeror

N/A

6. Requirement for extension of the period of tender offer

N/A

Attachment: Notice of Commencement of Tender Offer for LAWSON TICKET, INC. and Dissolution of Equity Participation with Rakuten, Inc.