



Q.P. Corporation

(Translation)

January 22, 2010

Dear Sirs:

Name of the Company: Q.P. Corporation
Representative: Yutaka Suzuki,
President and Representative
Director
(Code No. 2809; the first section of the Tokyo Stock Exchange)
Person to contact: Nobuo Inoue,
General Manager, Operation
Promote Department
(Tel. 03-3486-3331)

Matters Concerning Controlling Shareholder, Etc.

1. Trade name, etc. of parent company, etc.:

(As of November 30, 2009)

Corporate name	Attribute	Ratio of voting rights held by the parent company, etc.	Financial instruments exchange, etc. on which the shares issued by the parent company, etc. are listed
Nakashimato Co., Ltd.	Other related company	20.6% (3.2%)	None

(Note) The figure in the parentheses in the column of the ratio of voting rights held by the parent company, etc. shows the indirect holding ratio included.

2. Position of Q.P. Corporation (the "Company") in the corporate group of the parent company, etc. and the relationships between other listed companies and the parent company, etc.:

(1) Position of the Company in the corporate group of the parent company, etc. and its relationships of transactions, human resources and capitals with the parent company, etc. and other group companies:

Nakashimato Co., Ltd. (Shibuya-ku, Tokyo, capital: ¥50 million, major business; sale of various processed foods; "Nakashimato") is a related company ("other related company") of the Company and is the largest shareholder of the Company that holds 20.6% of its voting rights (including 3.2% thereof held indirectly).



The Company has continuous product transactions and other transactions with Nakashimato (the transaction amount for the year ended November 30, 2009 was ¥2,004 million), as well as a transaction of the leasing of real estate, etc. (the transaction amount for the year ended November 30, 2009 was ¥483 million) with Toka Co., Ltd. (which holds 3.2% of the voting rights of the Company), a wholly owned subsidiary of Nakashimato.

With regard to the relationship of human resources, four of the officers of the Company concurrently serve as officers of Nakashimato and the Company has sent some employees on loan to Nakashimato.

(State of concurrent services of officers)

Title	Name	Title in the parent company, etc.	Reason for assumption
President and Representative Director	Yutaka Suzuki	Director (part-time)	To exchange information on management, business, etc.
Executive Managing Director	Amane Nakashima	Director (par-time)	To exchange information on management, business, etc.
Director (part-time)	Kuniaki Ishikawa	President and Director	Requested by the Company to assume office to give advice and opinions about management in general and overseas business
Statutory Auditor (outside Auditor)	Shunichiro Ishiguro	Director and General Manager, Division of Administration	Requested by the Company to assume office to ensure the objectivity and neutrality of its management auditing functions and to give advice and opinions about management in general from the standpoint of a representative of shareholders

(Note) Mr. Amane Nakashima also concurrently serves as Chairman and Director of Toka Co., Ltd.

(2) Constraints, risks and merits on/in the business of the Company for belonging to the corporate group of the parent company, etc. and impacts of its relationships of transactions, human resources and capitals with the parent company, etc. and its group companies on management and business activities of the Company:

The Company understands that with regard to the relationships with Nakashimato and its group companies, such factors may have no material impact on the operating results and financial positions of the Company's group.

(3) Points of view about, and measures for, the maintenance of a certain level of independence against the parent company, etc. when constraints on the business of



the Company for belonging to the corporate group of the parent company, etc. and/or impacts of its relationships of transactions, human resources and capitals with the parent company, etc. and its group companies on management and business activities of the Company exist:

The Company and Nakashimato, which is its largest shareholder, have a continuous and close relationship. However, all important matters on management of the Company's group are determined by the Company itself, independently of any intention of Nakashimato.

- (4) State of maintenance of a certain level of independence against the parent company, etc.:

The Company has no relation with Nakashimato or Toka Co., Ltd. with regard to cash loans or guarantees of obligations. In addition, all transactions are determined by reference to market prices, as with other transactions in general. Hence, the Company understands that it has maintained an appropriate level of independence against the parent company, etc.



3. Matters concerning transactions with the parent company, etc.:

(Millions of yen)

Corporate name	Address	Capital stock	Principal business	Ratio of voting rights owned by the Company (owned by the Company)	Relationship		Transaction	Transaction amount	Account	Ending balance
					Number of interlocking officers	Business relationship				
Nakashimato Co., Ltd.	Shibuya-ku, Tokyo	50	Sales of various processed foods	Direct 11.6% Direct 17.4% Indirect 3.2%	4 officers	Purchase of products, etc.	Purchase of products	973	Accounts payable - trade	80
							Sales of products	154	Accounts receivable - trade	30
							Expense	845	Other current assets	25
							Sundry income	30	Accounts payable - other	3

(Note) With regard to the above-listed transaction amounts, the amount of ending balance includes consumption taxes but the transaction amount does not include consumption taxes.

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