

August 28, 2003



To Whom It May Concern

Name of Company: LEOC JAPAN Co., Ltd.
Name of Representative: Hiroshi Onodera,
Representative Director
and President
(Registered Issue : Code 2366)
Contact Person: Shinichi Kubouchi,
Corporate Officer and
Strategic Planning Office
Manager
Phone: 03-5774-7050

Notice of Acquisition of Shares in Sub-Subsidiaries (turning them into subsidiaries)

LEOC JAPAN Co., Ltd. (the Company) announced that on August 28, 2003 it will acquire the shares of Captain Cook Co., Ltd., Zenshoku Co., Ltd. and Medi Foods Co., Ltd., which SODEXHO JAPAN Co., Ltd. (the Company's wholly-owned subsidiary) owns. With the acquisition, the three companies will become the the Company's direct subsidiaries.

Captain Cook Co., Ltd., Zenshoku Co., Ltd. and Medi Foods Co., Ltd. are all specially designated subsidiaries.

Details

I. Reasons for Acquisition of Shares

The Company was established for the purpose of reorganizing the subsidiaries of SODEXHO JAPAN Co., Ltd. to create operating companies along regional and business lines in October 2003. The Company as a pure holding company has now acquired the shares of the subsidiaries of SODEXHO JAPAN Co., Ltd. through transfer and made them the Company's direct subsidiaries, to shift smoothly to a corporate structure that makes it possible to control these group companies directly.

II. Overview of Shares Acquisition

A. Captain Cook Co., Ltd

1. Overview of subsidiaries to be transferred (as of March 31, 2003)

- (1) Name of company: Captain Cook Co., Ltd.
(2) Representative: Hiroshi Onodera
(3) Head office: Shibuya Ward, Tokyo
(4) Date of incorporation: June 1989
(5) Main business: Catering services as trustee
(6) Closing month: March
(7) Number of employees: 183
(8) Main site: Osaka
(9) Capital stock: 400 million yen
(10) Outstanding shares: 208,000 shares
(11) Major shareholder and equity share held: SODEXHO JAPAN Co., Ltd. (100%)
(12) Business results in recent fiscal years

	Term ended February 28, 2003	Term ended March 31, 2003 (see NOTE)
Sales	11,799 million yen	642 million yen
Operating profit	330 million yen	8 million yen
Ordinary profit	234 million yen	21 million yen
Net profit	54 million yen	115 million yen
Total assets	2,427 million yen	1,771 million yen
Shareholders equity	2,159 million yen	2,044 million yen
Dividend per share (yen)	0 yen 00 sen	0 yen 00 sen

(NOTE) With the change in fiscal year end, the term ended March 31, 2003 was one month.

2. Acquired shares, acquisition value and shares owned before and after acquisition

	(Before Acquisition)	(After Acquisition)
(1) Number of voting rights owned	0	208,000
(Number of shares owned)	0	208,000)
(2) Total number of voting rights	208,000	208,000
(Outstanding shares)	208,000	208,000)
(3) Ratio relative to total number of voting rights	0%	100%
(Ratio relative to total number of outstanding shares)	0%	100%)
(4) Acquisition value		2,080 million yen

3. Company from which LEON JAPAN acquired shares

- (1) Name of company: SODEXHO JAPAN Co., Ltd.
- (2) Representative: Hiroshi Onodera
- (3) Head office: Sapporo City, Hokkaido
- (4) Main business: Catering services as trustee
- (5) Relationship with LEOC JAPAN: Subsidiary (100% owned)

B. Zenshoku Co., Ltd. (as of March 31, 2003)

1. Overview of subsidiaries to be transferred (as of March 31, 2003)

- (1) Name of company: Zenshoku Co., Ltd.
- (2) Representative: Hiroshi Onodera
- (3) Head office: Shibuya Ward, Tokyo
- (4) Date of incorporation: September 1969
- (5) Main business: Catering services as trustee
- (6) Closing month: March
- (7) Number of employees: 424
- (8) Main site: Sapporo, Nagoya, Kansai
- (9) Capital stock: 160 million yen
- (10) Outstanding shares: 240,000 shares
- (11) Major shareholder and equity share held: SODEXHO JAPAN Co., Ltd. (100%)
- (12) Business results in recent fiscal years

	Term ended June 30, 2002	Term ended March 31, 2003 (see NOTE)
Sales	10,469 million yen	7,178 million yen
Operating profit	270 million yen	281 million yen
Ordinary profit	325 million yen	319 million yen
Net profit	129 million yen	318 million yen
Total assets	4,336 million yen	3,292 million yen
Shareholders equity	2,142 million yen	1,829 million yen
Dividend per share (yen)	135 yen 00 sen	0 yen 00 sen

(NOTE) With the change in the fiscal year end, the term ended March 31, 2003 was nine months.

2. Acquired shares, acquisition value and shares owned before and after acquisition

	(Before Acquisition)	(After Acquisition)
(1) Number of voting rights owned	0	240,000
(Number of shares owned	0	240,000)
(2) Total number of voting rights	240,000	240,000
(Outstanding shares	240,000	240,000)
(3) Ratio relative to total number of voting rights	0%	100%
(Ratio relative to total number of outstanding shares	0%	100%)
(4) Acquisition value	3,102 million yen	

3. Company from which LEON JAPAN acquired shares

(1) Name of company:	SODEXHO JAPAN Co., Ltd.
(2) Representative:	Hiroshi Onodera
(3) Head office:	Sapporo City, Hokkaido
(4) Main business:	Catering services as trustee
(5) Relationship with LEOC JAPAN:	Subsidiary (100% owned)

C. Medi Foods Co., Ltd.

1. Overview of subsidiaries to be transferred (as of March 31, 2003)

(1) Name of company:	Medi Foods Co., Ltd.
(2) Representative:	Hiroshi Onodera
(3) Head office:	Chuo Ward, Fukuoka City
(4) Date of incorporation:	November 1997
(5) Main business:	Catering services as trustee
(6) Closing month:	March
(7) Number of employees:	202
(8) Main site:	Nagasaki Branch
(9) Capital stock:	100 million yen
(10) Outstanding shares:	2,000 shares
(11) Major shareholder and equity share held:	SODEXHO JAPAN Co., Ltd. (70%), Sogo Medical Co., Ltd. (30%)

(12) Business results in recent fiscal years

	Termended March 31, 2002	Termended March 31, 2003
Sales	1,327 million yen	1,867 million yen
Operating profit	31 million yen	29 million yen
Ordinary profit	30 million yen	48 million yen
Net profit	110 million yen	111 million yen
Total assets	366 million yen	1,998 million yen
Shareholders equity	119 million yen	7 million yen
Dividend per share (yen)	0 yen 00 sen	0 yen 00 sen

2 . Acquired shares, acquisition value and shares owned before and after acquisition

	(Before Acquisition)	(After Acquisition)
(1) Number of voting rights owned	0	1,400
(Number of shares owned	0	1,400)
(2) Total number of voting rights	2,000	2,000
(Outstanding shares	2,000	2,000)
(3) Ratio relative to total number of voting rights	0%	70%
(Ratio relative to total number of outstanding shares	0%	70%)
(4) Acquisition value		70 million yen

3. Company from which LEON JAPAN acquired shares

- (1) Name of company: SODEXHO JAPAN Co., Ltd.
- (2) Representative: Hiroshi Onodera
- (3) Head office: Sapporo City, Hokkaido
- (4) Main business: Catering services as trustee
- (5) Relationship with LEOC JAPAN: Subsidiary (100% owned)

4. Schedule

- | | |
|-----------------|----------------------------------|
| August 1, 2003 | Resolution at the Board Meeting |
| August 28, 2003 | Due date for transferring shares |

5. Future outlook

The changes this time are related to the acquisition of shares held by a wholly-owned subsidiary of the Company and therefore there will be no changes in the outlook for consolidated results.

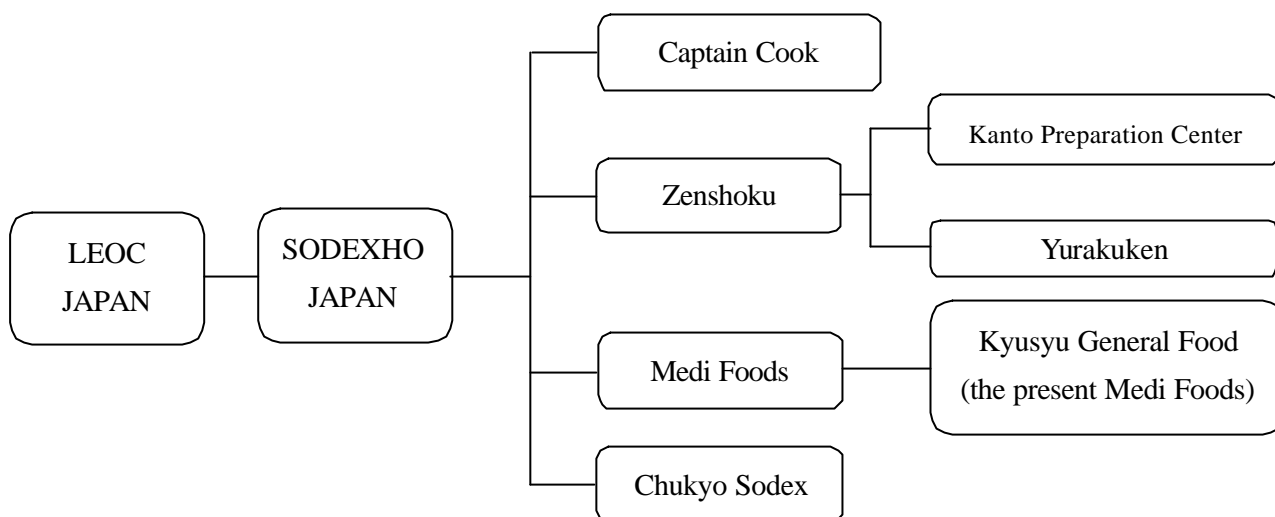
While the Company will also acquire all shares of Chukyo Sodex Co., Ltd., owned by SODEXHO JAPAN Co., Ltd., and all shares of the subsidiaries (Kanto Preparation Center Co., Ltd. and Yurakuken Co., Ltd.) owned by Zenshoku Co., Ltd., the effect on the Company's assets and business results will be inconsequential (please see the Appendices for an overview of the

changes).

* APPENDICES

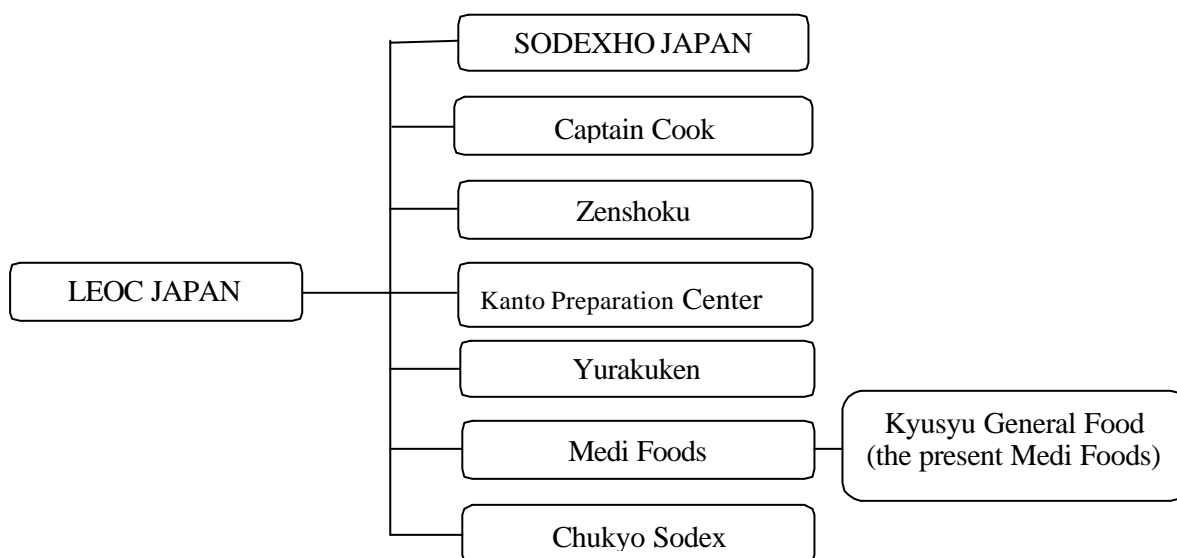
1. System of Organization for Each Group Company

Prior to making them the Company's direct subsidiaries (As of August 1, 2003)



After making the companies the Company's direct subsidiaries (as of August 28, 2003)

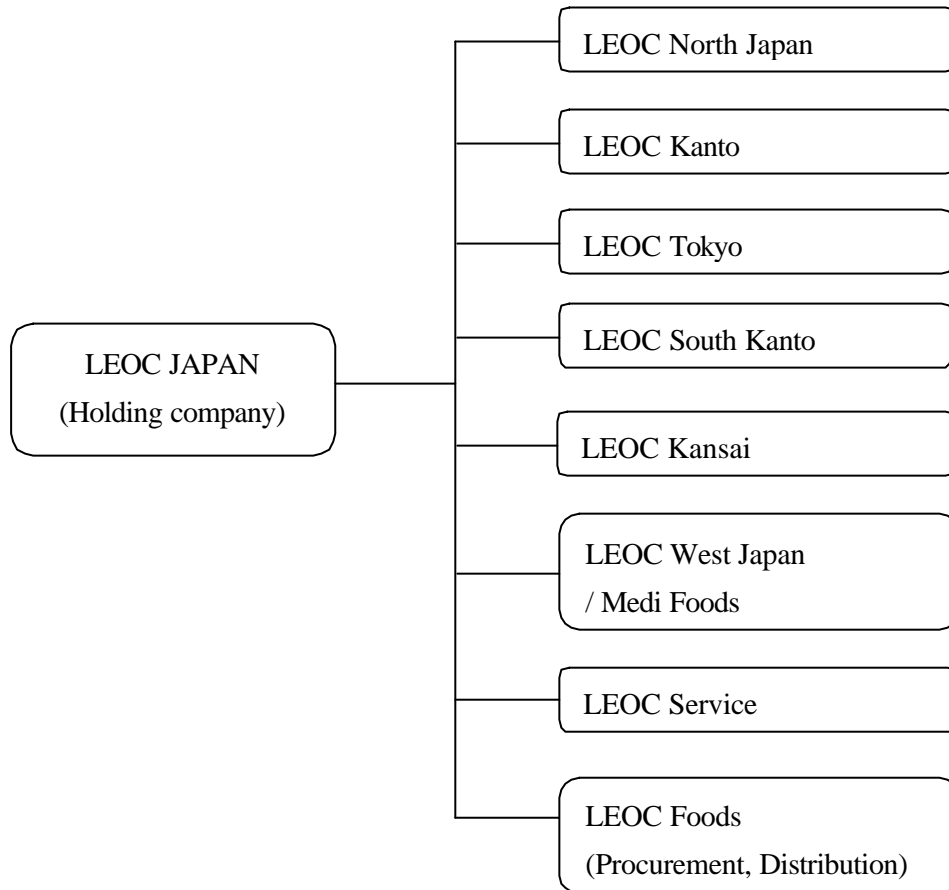
LEOC JAPAN Co., Ltd. will acquire the shares of the group companies owned by SODEXHO JAPAN Co., Ltd. and Zenshoku Co., Ltd.



After the Reorganization (planned for October 1, 2003)

We intend to reorganize the Company's subsidiaries through a corporate spin-off by October 1, 2003 as follows.

The details will be reported as soon as they are determined.



- Medi Foods is to be reorganized after next year.
- LEOC Service manages dormitories and the operations of directly-operated restaurants.