

(Translation)

May 11, 2007

To: All

K.K. DaVinci Advisors
6-2-1 Ginza, Chuo-ku
Tokyo, Japan

Osamu Kaneko,
Representative Director
(Code: 4314)
Contact: Hiroki Nakashima
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Regarding Financing Related to that Project Located in the 21-28 Block of Minato Mirai; Status of Your Review of Our Proposal

In its press release dated May 7, 2007 titled “Regarding the Development of the 21-28 Block of Minato Mirai”, TOC Co., Ltd. (“TOC”) announced that the large-scale multi-use commercial facility project that it is pursuing in the 21-28 block of Minato Mirai would cost a total of 40 billion yen (excluding approximately 14.5 billion for land acquisition, which is already complete) and that it intends to move ahead quickly with its consideration and determination of financing for the project, which could include cash on hand, loans from financial institutions and equity financing. Considering how an equity financing could present a significant risk to the interests of existing shareholders, we have asked TOC to enter into discussions with us regarding a proposal that we had previously presented to protect shareholder value.

Further, regarding the proposal we made to TOC on April 25, 2007 for a tender offer for the company’s shares, on May 3, 2007, we received a list of questions from TOC outlining their concerns about our legal compliance systems and other issues, to which we responded on May 8, 2007, and we received a list of additional questions from TOC dated May 10, 2007 (and received by us on May 11, 2007). Having given their questions our serious consideration, we believe that once we enter into a Non-Disclosure Agreement, as requested by TOC, we will be able to quickly respond to all of them and completely address their concerns.

Please refer to TOC’s press releases of May 7 and May 11, 2007 for information regarding the content of their questions.

Our offer is in the interest of the shareholders of TOC, and we are hopeful that TOC's Board of Directors, with the maximization of shareholder value in mind, will make an appropriate and fair decision regarding our proposal.

* Please refer to TOC's press release dated May 7, 2007, and titled "Project Located in the 21-28 Block of Minato Mirai 21".

* Please refer to TOC's press releases of May 7 and May 11, 2007, for information regarding the content of their questions.

End

May 11, 2007

To the Board of Directors
TOC Co., Ltd.

K.K. DaVinci Advisors
Osamu Kaneko, President

**Regarding Financing Related to that Project Located in the 21-28 Block of Minato
Mirai; Status of Your Review of Our Proposal**

Dear Sirs,

In a press release dated May 7, 2007 titled “Regarding the Development of the 21-28 Block of Minato Mirai”, your company announced that the large-scale multi-use commercial facility project that you are pursuing in the 21-28 block of Minato Mirai would cost a total of 40 billion yen (excluding approximately 14.5 billion for land acquisition, which is already complete) and that you intend to move ahead quickly with your consideration and determination of financing for the project, which could include cash on hand, loans from financial institutions and equity financing.

Your company has expressed its intent to take its common stock, which is currently traded on the First Section of the Tokyo Stock Exchange, private through a management buyout, and even after receipt of our counter-proposal, you have continued to support the 800 yen per share tender offer for the common stock from YK Otani Fund TO (the “Otani Fund”), leading us to the understanding that you have decided to withdraw from the capital markets. On the one hand, the company, which has never used equity financing to raise funds since it listed its shares, expresses its intent to withdraw from the capital markets, and immediately thereafter, while on the same day confirming that there has been no change in that thinking, you announce that you are considering equity financing for your project. This leads us to question the consistency of your management behavior. In addition, based on your current financial condition, we believe that there are other possible sources of financing other than equity financing through the sale of new shares, including loans from financial institutions, that would not dilute shareholder value, and we further believe, as we have already proposed, that you should focus on enhancing shareholder value and make the protection of shareholder interests your first priority by incorporating leverage through the utilization of the unrealized gains related to your real estate holdings. Further, given the expected timing under which project funds will be required, we find it difficult to believe that there is any real need for turning to equity financing at this point in time, and given that you currently have several other proposals in front of shareholders, including a transfer of control of the company, a move to simply

issue more common stock with its attendant voting rights could cause significant damage to the interests of your existing shareholders. We are concerned that such actions will be seen as a decision by management for its own self-protection, leaving you open to the risk of being accused of violation of your duty of care, with adverse effect on the management of the business.

For these reasons, we believe that even if, at some time in the future, it does become necessary to conduct equity financing, you should conduct such financing through a rights offering to existing shareholders, which would entitle them to the right to receive an allotment of any new issue in proportion to their current holdings. We believe that equity financing in the form of a third-party allotment should only be made when sufficient funds cannot be raised through the method described above, and in that case, we are prepared to offer a price of more than 1,100 per share of common stock, under reasonable terms that are at least as favorable to shareholders as those offered by other investors, for all of the equity (not just stock, but also rights to subscribe for new shares, bonds with rights to subscribe for new shares, and all other similar equity) issued under the third-party allotment method. Should you decide to undertake such measures, we hereby strongly urge that you first contact us and give us an opportunity to discuss the matter with you. We are confident that we can provide enormous added value to you, not just as an investor, but as your strategic partner in the real estate business, and we believe that, even if you are considering a third-party allotment with another strategic partner, you can best protect shareholder value by notifying us and giving us the same opportunity to enter into discussions with you.

In the event you decide equity financing is necessary, or even if you have already made the decision internally to move ahead with it, we believe that it is your obvious duty as directors of the company to explore plans for equity financing that provide more favorable terms for your shareholders, in other words those that offer better pricing and terms that are equal to or better. Given that, we are confident that the proposal for funding we outline above will meet with the unequivocal approval of your company and its shareholders.

If you have already decided to move ahead with equity financing, even if only internally, this is an issue of great interest to all of your shareholders, and we strongly urge that you move to quickly inform the shareholders of whether or not such a decision has been made.

While we are always prepared to provide additional explanation and enter into discussions with you regarding not only the proposal for a tender offer for your common stock, which we have been sharing with you for some time, but also your equity financing plans, unfortunately you have yet to offer us any concrete opportunity to sit down with you. We are in receipt of your correspondence dated May 10, 2007, titled "Responses to the Questionnaire Dated May 8, 2007", containing questions regarding our business, and

we will move to quickly send you a draft Non-Disclosure Agreement for your consideration, which, when signed, will enable us to provide the necessary materials and otherwise respond to your requests in good faith. We are confident this will dispel all of your concerns about the legal compliance systems in place at DaVinci Select and all of our group companies. Given that we have responded to all of your questions in good faith, we would ask that you now schedule an opportunity for us to present a detailed explanation of our proposal to all of your board members.

At the same time, we would note that shares of your common stock traded on the First Section of the Tokyo Stock Exchange are approaching a price level near the price that we have laid out in our proposal, indicating that there are many investors newly acquiring your stock in expectation that our proposal will be accepted. We also understand that there are many investors among your existing shareholders who are giving our proposal their serious consideration. We would ask again that you also continue to give your most serious consideration to support our plan and to an extension of the term for the tender offer by the Otani Fund.