

WACOAL HOLDINGS CORP  
Form SC 13G/A  
February 03, 2006

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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. 2)\*

WACOAL HOLDINGS CORP.  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

930004205  
(CUSIP Number)

DECEMBER 31, 2005  
(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).

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CUSIP NO. 930004205

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles 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 12,451,632

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING 12,451,632

PERSON 8 SHARED DISPOSITIVE POWER  
WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,451,632

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.7%

12 TYPE OF REPORTING PERSON (See Instructions)  
CO

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CUSIP NO. 930004205  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles 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 BOX 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 (Entitles 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    | 4,225,000 |                   |

-----

|              |     |                     |
|--------------|-----|---------------------|
| BENEFICIALLY | 6   | SHARED VOTING POWER |
| OWNED BY     | -0- |                     |

-----

|           |           |                        |
|-----------|-----------|------------------------|
| EACH      | 7         | SOLE DISPOSITIVE POWER |
| REPORTING | 4,225,000 |                        |

-----

|        |     |                          |
|--------|-----|--------------------------|
| PERSON | 8   | SHARED DISPOSITIVE POWER |
| WITH   | -0- |                          |

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,225,000

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.9%

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12 TYPE OF REPORTING PERSON (See Instructions)  
CO

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CUSIP NO. 930004205

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

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

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Tokyo, Japan

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|           |           |                   |
|-----------|-----------|-------------------|
| NUMBER OF | 5         | SOLE VOTING POWER |
| SHARES    | 1,070,103 |                   |

-----

|              |     |                     |
|--------------|-----|---------------------|
| BENEFICIALLY | 6   | SHARED VOTING POWER |
| OWNED BY     | -0- |                     |

-----

|           |           |                        |
|-----------|-----------|------------------------|
| EACH      | 7         | SOLE DISPOSITIVE POWER |
| REPORTING | 1,070,103 |                        |

-----

|        |     |                          |
|--------|-----|--------------------------|
| PERSON | 8   | SHARED DISPOSITIVE POWER |
| WITH   | -0- |                          |

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,070,103

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

-----

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

0.7%

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12 TYPE OF REPORTING PERSON (See Instructions)

CO

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CUSIP NO. 930004205

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entitles only)

Mitsubishi UFJ Securities International plc

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

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3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

London, United Kingdom

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|           |         |                   |
|-----------|---------|-------------------|
| NUMBER OF | 5       | SOLE VOTING POWER |
| SHARES    | 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 BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br>(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  
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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")

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(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

MUFG:  
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

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CUSIP NO. 930004205  
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(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 SS.SS.240.13D-1(B) OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- MUFG:
- (a)  Broker dealer registered under section 15 of the Act (15 U.S.C. 780).
  - (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 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with 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 240.13d.
- BTMU:
- (a)  Broker dealer registered under section 15 of the Act (15 U.S.C. 780).
  - (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 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with 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 240.13d.



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- MUTB:
- (a)  Broker dealer registered under section 15 of the Act (15 U.S.C. 780).
  - (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 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with 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 240.13d.
- MUS:
- (a)  Broker dealer registered under section 15 of the Act (15 U.S.C. 780).
  - (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 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with 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

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(15 U.S.C. 80a-3);

(j) [ ] Group, in accordance with 240.13d.

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- MUSI:
- (a) [X] Broker dealer registered under section 15 of the Act (15 U.S.C. 780).
  - (b) [X] 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 240.13d-1(b)(1)(ii)(E);
  - (f) [ ] An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
  - (g) [ ] A parent holding company or control person in accordance with 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 240.13d.

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: | 12,451,632 |
| (b) Percent of Class:          | 8.65%      |

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

|   |            |
|---|------------|
| (i) Sole power to vote or to direct the vote:                 | 12,451,632 |
| (ii) Shared power to vote or to direct the vote:              | -0-        |
| (iii) Sole power to dispose or to direct the disposition of:  | 12,451,632 |
| (iv) Shared power to dispose or to direct the disposition of: | -0-        |

For BTMU

|  |           |
|--|-----------|
| (a) Amount Beneficially Owned (includes 3,175,529 shares held as of December 31, 2005 by UFJ Bank Limited ("UFJ"), which was subsequently merged into BTMU): | 7,156,529 |
| (b) Percent of Class:  | 4.97%     |
| (c) Number of shares as to which such 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-       |

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|   |           |
|---|-----------|
| (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:                                | 4,225,000 |
| (b) Percent of Class:   | 2.94%     |
| (c) Number of shares as to which such person has:             |           |
| (i) Sole power to vote or to direct the vote:                 | 4,225,000 |
| (ii) Shared power to vote or to direct the vote:              | -0-       |
| (iii) Sole power to dispose or to direct the disposition of:  | 4,225,000 |
| (iv) Shared power to dispose or to direct the disposition of: | -0-       |

For MUS

|                                |           |
|--------------------------------|-----------|
| (a) Amount Beneficially Owned: | 1,070,103 |
|--------------------------------|-----------|

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|   |           |
|---|-----------|
| (b) Percent of Class:   | 0.74%     |
| (c) Number of shares as to which such person has:             |           |
| (i) Sole power to vote or to direct the vote:                 | 1,070,103 |
| (ii) Shared power to vote or to direct the vote:              | -0-       |
| (iii) Sole power to dispose or to direct the disposition of:  | 1,070,103 |
| (iv) Shared power to dispose or to direct the disposition of: | -0-       |

For MUSI

|   |         |
|---|---------|
| (a) Amount Beneficially Owned:                                | 250,000 |
| (b) Percent of Class:   | 0.17%   |
| (c) Number of shares as to which such 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-     |

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.

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CUSIP NO. 930004205  
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ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

As of December 31, 2005, MUFG beneficially owns 12,451,632 shares indirectly through its subsidiaries as follows: BTMU holds 7,156,529 shares (including 3,175,529 shares held by UFJ); MUTB holds 4,225,000 shares; and MUS holds 1,070,103 shares (including 250,000 shares indirectly held through MUS's subsidiary, MUSI).

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  
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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, 2006

MITSUBISHI UFJ FINANCIAL GROUP, INC.

By: /s/ Takami Onodera

-----  
Name: Takami Onodera  
Title: General Manager, Credit &  
Investment Management Division

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CUSIP NO. 930004205  
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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, 2006

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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CUSIP NO. 930004205  
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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, 2006

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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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, 2006

MITSUBISHI UFJ SECURITIES CO., LTD.

By: /s/ Shigeyasu Kasamatsu  
-----

Name: Shigeyasu Kasamatsu  
Title: Senior Executive Officer &  
General Manager

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CUSIP NO. 930004205  
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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, 2006

MITSUBISHI UFJ SECURITIES INTERNATIONAL PLC

By: /s/ Kenichi Yamana  
-----

Name: Kenichi Yamana  
Title: Managing Director

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