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Securities Exchange Act of 1934
Rule 14e-1(c)

January 27, 2021

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
United States of America

Attention: Ted Yu, Esq., Chief
Christina Chalk, Esq.
Office of Mergers and Acquisitions
Division of Corporation Finance

Re: Cash Tender Offer by Idemitsu Kosan Co., Ltd. for TOA Oil Co.,
Ltd.

Dear Mr. Yu and Ms. Chalk:

We are writing on behalf of our client, Idemitsu Kosan Co., Ltd., a Japanese corporation (the “**Offeror**”), in connection with the Offeror’s cash tender offer (the “**Offer**”) for all of the outstanding shares of common stock (the “**Shares**”) not held by the Offeror (such Shares, the “**Subject Securities**”) of TOA Oil Co., Ltd., a Japanese corporation (the “**Company**”).

The Offer is structured as a single offer made concurrently in Japan, the United States and other jurisdictions to which such Offer may be legally extended. Based on the analysis completed by the Company on behalf of the Offeror, the Tier II cross-border exemption in Rule 14d-1(d) (the “**Tier II Exemption**”) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), is not available in respect of the Offer. Accordingly, on behalf of the Offeror, we hereby respectfully request that the Staff of the Division of Corporation Finance (the “**Staff**”) of the Securities and Exchange Commission (the “**SEC**”) confirm that, based upon the facts and circumstances described herein, the Staff will not recommend any enforcement action to the SEC under Exchange Act Rule 14e-1(c) if the Offeror pays for the Subject Securities tendered pursuant to the Offer as described in this letter.

NEW YORK BEIJING HONG KONG HOUSTON LONDON LOS ANGELES PALO ALTO SÃO PAULO SEOUL WASHINGTON, D.C.

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PRIMARY QUALIFICATION: NEW YORK

I. Background

A. The Company

The Company is an oil refining and electric power generation company headquartered in Japan and a consolidated subsidiary of the Offeror. The Shares are listed on the Second Section of the Tokyo Stock Exchange (the “TSE”). The Company is a foreign private issuer as defined in Rule 3b-4(c) under the Exchange Act, has no securities registered under Section 12 of the Exchange Act and does not file reports with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act.

B. The Offeror

The Offeror is a Japanese petroleum company that explores, imports, refines, and distributes petroleum and its related products. The Offeror also manufactures and sells petrochemical products. The shares of common stock of the Offeror are listed on the First Section of the TSE. As of September 30, 2020, the Offeror owned 6,234,425 Shares, representing approximately 50.12 percent of the 12,439,909 total outstanding Shares.

C. The Offer

The Offeror has commenced a cash tender offer to acquire all of the Subject Securities. The Offeror publicly announced the Offer on December 15, 2020 (the “**Announcement Date**”), and commenced the Offer on December 16, 2020 (the “**Commencement Date**”).

1. *Structure*

The Offer has been structured as a single offer made concurrently in Japan, the United States and other jurisdictions where the Offer may be legally extended.

The Offer has been structured to comply with (i) the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended from time to time) (the “**FIEA**”) and (ii) except as otherwise requested herein or at a later date, Section 14(e) of the Exchange Act (including Regulation 14E promulgated thereunder). The Offer is not subject to Section 14(d) of the Exchange Act (or Regulation 14D promulgated thereunder) as the Company does not have any class of securities registered under Section 12 of the Exchange Act and is not required to file reports with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act.

2. *Minimum and Maximum Tender Conditions*

The consummation of the Offer is conditioned upon a minimum tender condition of at least 2,058,875 Shares (the “**Minimum Tender Condition**”), representing approximately 33.18 percent of the total outstanding Subject Securities as of September 30, 2020, which amount of Shares, together with the Shares currently held by the Offeror, represent two-thirds of the voting rights of the Company. If the Minimum Tender Condition is not satisfied, the Offer will not be consummated and the Offeror will not acquire any of the Subject Securities. There is no maximum tender condition to the

Offer and the Offeror will acquire all of the Shares tendered into the Offer if the Minimum Tender Condition is satisfied.

3. Procedures

The Offer commenced on the Commencement Date and is scheduled to expire on February 2, 2021, with a tender offer period of thirty business days¹. Assuming the satisfaction of the conditions to the Offer (including the Minimum Tender Condition), the Offeror expects to settle and pay for the Shares tendered into the Offer five business days after the expiration date of the tender offer period, which is scheduled to be February 9, 2021. Due to the nature of the administrative procedures necessary for the completion of the tender offer settlement process, including (i) counting the number of tendered shares, (ii) transferring the tendered shares to the offeror's account with the tender offer agent, (iii) preparing for payment, and (iv) conducting other related procedures, the Japanese tender offer agent, which is appointed by the bidder to manage the tender offer process, typically requires five business days after the expiration date of the tender offer period to complete the settlement. Accordingly, a five business day settlement period after the expiration date of the tender offer is the standard settlement period for third-party tender offers in Japan. Under Article 27-2, paragraph 5 of the FIEA and Article 8, paragraph 5, item 2 of the Order for Enforcement of the FIEA, settlement of a tender offer must occur "without delay" (*chitai-naku*). A five business day settlement period after the expiration date of the tender offer is generally viewed as being in compliance with this requirement in connection with a third-party tender offer.

The Offeror will endeavor to settle the Offer as soon as practicable after the expiration of the Offer. However, due to the fact that tender offer agents in Japan administer the settlement process and typically require five business days after the expiration date of the Offer to complete the necessary procedures for settlement of a third-party tender offer, the Offeror expects that it would not be able to settle the Offer in fewer than five business days.

D. Tier II Exemption Analysis

Based on the analysis completed by the Company on behalf of the Offeror, the Tier II Exemption is not available in respect of the Offer. However, the prompt payment relief requested by this letter would be available under Exchange Act Rule 14d-1(d)(2)(iv) if the Offeror qualified for the Tier II Exemption.

In order to qualify for the Tier II Exemption, U.S. residents may hold no more than 40 percent of the outstanding Shares calculated in accordance with Instruction 2 to Rule 14d-1(d) of the Exchange Act. In the event that the bidder is unable to calculate U.S. ownership as of a date no more than 60 days before and no more than 30 days after public announcement of the tender offer, Instruction 2 to Rule 14d-1(d) of the Exchange Act allows a bidder to calculate U.S. ownership as of the most recent practicable date within the 120 days before announcement. The latest shareholder registry available to the

¹ As used herein, the term "business day" means any day in Japan, other than (i) Saturday and Sunday, (ii) Japanese national holidays stipulated in the Act on National Holidays of Japan (Act No. 178 of 1948, as amended from time to time), and (iii) from December 29 through January 3.

Company is as of September 30, 2020. Accordingly, the Offeror is basing its analysis of U.S. ownership on the September 30, 2020 shareholder registry, and except as set forth herein the Offeror has no reason to believe that there has been any material change in U.S. ownership since September 30, 2020.

The Tier II Exemption will not be available to the Offer because U.S. holders hold more than 40 percent of the Subject Securities. The Offeror, through the Company, has conducted a “look-through analysis” in accordance with Instruction 2 to Rule 14d-1(d) under the Exchange Act based on the Company’s shareholder registry as of September 30, 2020. The analysis indicated that the U.S. ownership percentage of Subject Securities as of such date was 43.67 percent.² Based on this result, the Offeror confirms that the Offer does not meet the conditions for reliance on the Tier II cross-border exemptions available under Rule 14d-1(d) under the Exchange Act.

II. Discussion and Request for Relief from Rule 14e-1(c) of the Exchange Act

A. Rule 14e-1(c)

Exchange Act Rule 14e-1(c) states that “... no person who makes a tender offer shall...fail to pay the consideration offered...promptly after the termination...of a tender offer.” The Staff has interpreted this rule to require payment within the normal settlement period applicable to stock exchange transactions in the U.S., which period has been shortened to two trading days.

B. Basis for No-Action Relief

While the Offeror will endeavor to settle the Offer as soon as practicable, as discussed above, settlement periods in Japan for third-party tender offers are typically five business days after the expiration date of the tender offer period due to the time it takes for tender offer agents to complete the administrative procedures necessary for settling the transaction.

Exchange Act Rule 14d-1(d)(2)(iv) permits the prompt payment requirement of Exchange Act Rule 14e-1(c) to be satisfied by payment in accordance with the requirements of the home jurisdiction law or practice. Accordingly, if the Tier II Exemption were available with respect to the Offer, payment made within five business days after the expiration date of the Offer in accordance with the FIEA would be deemed to satisfy Rule 14e-1(c). As noted above, however, the Offeror is proceeding on the basis that the Tier II Exemption is not available in respect of the Offer, but the Offeror also notes that the Staff has provided relief from the requirements of Exchange Act Rule 14e-1(c) in other transactions where such relief is not available because U.S. beneficial ownership exceeds the upper-threshold set for purposes of the Tier II Exemption, as is

² One U.S. holder, which held 2,142,000 Shares as of September 30, 2020, had acquired an additional 129,000 shares as of the commencement of the Offer, according to the holder’s large shareholding report (*tairyuu hoyuu houkokusho*) filed with the Kanto Local Financial Bureau on December 25, 2020. Assuming no other changes in U.S. ownership after September 30, 2020 and prior to the commencement of the Offer, this increase in share ownership would have increased the U.S. ownership percentage of Subject Securities as of the commencement of the Offer to 45.78 percent.

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the case in the Offer.³ The Offer meets all of the conditions for the Tier II Exemption other than the requirement that U.S. holders not hold more than 40 percent of the class of securities sought in the offer.

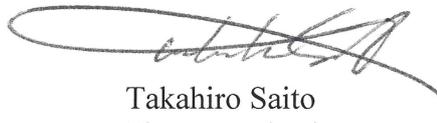
III. Requested Relief

On the basis of the foregoing, we hereby respectfully request confirmation from the Staff that it will not recommend any enforcement action to the SEC under Rule 14e-1(c) with regard to payment for Shares tendered pursuant to the Offer to be made in accordance with the requirements of Japanese law and practice and as described in this letter.

* * * * *

Should you have any questions regarding the foregoing, please contact Takahiro Saito at +81-3-5562-6214 or Jonathan Stradling at +81-3-5562-6224.

Very truly yours,



Takahiro Saito
Simpson Thacher & Bartlett LLP, on
behalf of Idemitsu Kosan Co., Ltd.

cc: Jonathan Stradling
Simpson Thacher & Bartlett LLP

³ See, e.g., Offer by Peel Hunt LLP for Baille Gifford European Growth Trust plc (December 20, 2019), Offer by Mastercard UK Holdco Limited for Earthport PLC (February 5, 2019), Offer by SoftBank Corp. and Yahoo Japan Corporation for Yahoo Japan Corporation (July 9, 2018), and Offer by Comcast Corporation for Sky plc (March 12, 2018).

NISHIMURA & ASAHI

January 27, 2021

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
United States of America

Attention: Ted Yu, Esq., Chief
Christina Chalk, Esq.
Office of Mergers and Acquisitions
Division of Corporation Finance

Re: Settlement of Third-Party Tender Offers under Japanese Law and Practice

Dear Mr. Yu and Ms. Chalk:

We are writing this letter on behalf of our client, Idemitsu Kosan Co., Ltd., a Japanese corporation (the “**Offeror**”), as its Japanese law counsel, in connection with the Offeror’s cash tender offer (the “**Offer**”) for all of the outstanding shares of common stock (the “**Shares**”) not held by the Offeror (such Shares, the “**Subject Securities**”) of TOA Oil Co., Ltd., a Japanese corporation.

We have reviewed the letter dated January 27, 2021 (the “**Letter**”), prepared by Simpson Thacher & Bartlett LLP on behalf of the Offeror, requesting certain relief from the prompt payment requirement of Rule 14e-1(c) under the Securities Exchange Act of 1934, as amended, to enable the Offeror to make payment for Subject Securities tendered into the Offer within five business days (as such term is used in the Letter) after the expiration date of the Offer in accordance with market practice in Japan and in satisfaction of the requirements of Japanese law. It is our opinion that the descriptions of Japanese law, regulation and practice in the Letter are fair, accurate and complete.

The foregoing confirmation is limited to matters involving the laws of Japan and is not to be read as extending by implication to any other matters not referred to herein. This letter is provided solely for the benefit of the addressee in connection with the Offer and may not be used or relied upon by any other person or for any other purpose.

Sincerely,



Yuki Oi

Nishimura & Asahi, on behalf of Idemitsu Kosan Co.,
Ltd.