



January 9, 2004

Listed Company Name: Plaza Create Co., Ltd.
Representative: Yasuhiro Oshima, President
Code Number: 7502 (JASDAQ)
Inquiries: Toru Kuromatsu, Managing Director
Tel: (03) 3222-3265

Notification Concerning Merger

At the Board of Directors' meeting held on January 9, 2004, the Board of Directors of Plaza Create Co., Ltd. approved a resolution to merge with Plaza Create Lease Co., Ltd., a wholly owned subsidiary of Plaza Create, to be effective on March 1, 2004.

1. Purpose of the Merger

The photographic image-related market in which Plaza Create conducts its business has entered a period of innovation, driven by digital technology, including digital cameras and transmission of photographic images over telecommunications networks. To respond to this change in its business environment, and strengthen consolidated management, Plaza Create has been actively reorganizing its group businesses since the prior fiscal year. To further promote rationalization based on consolidated management, Plaza Create will absorb and merge with Plaza Create Lease Co., Ltd. Since being established in 1996, Plaza Create Lease has operated a business as a leasing company. Because its main customers at the present time are Plaza Create franchisees and affiliated companies, the merger will enable management to consolidate the functions of Plaza Create and the subsidiary concerned, and improve management efficiency.

Following completion of the merger, Plaza Create will continue the businesses of the subsidiary without any major changes.

2. Summary of the Merger

(1) Merger Schedule

Board of Directors' meeting to	
approve the merger agreement	January 9, 2004
Signing of the merger agreement	January 9, 2004
General shareholders' meeting to	
approve the merger agreement	Plaza Create will not hold a shareholders' meeting,

because the transaction is a simple merger.

Merger date	Plaza Create Lease Co., Ltd. January 25, 2004
Merger registration	March 1, 2004
	March 5, 2004

(2) Merger Procedure

Plaza Create will complete the merger through an absorption and merger, with Plaza Create Co., Ltd. being the surviving company. Plaza Create Lease Co., Ltd. will be dissolved upon completion of the merger. By adopting the simple merger method based on Article 413-3 of the Commercial Code, the merger will be completed without having to obtain approval at a general shareholders' meeting as set forth in Article 408, Paragraph 1 of the Commercial Code.

(3) Merger Ratio

The merger is a merger with a wholly owned subsidiary, and Plaza Create will not issue new shares for the merger.

(4) Amount of Money Delivered Due to Merger

No money will be delivered due to the merger.

3. Summary of the Companies Party to the Merger (As of September 30, 2003)

(1) Business Name	Plaza Create Co., Ltd. (Merger corporation)	Plaza Create Lease Co., Ltd. (Predecessor company)
(2) Business	DPE shop franchise business	Leasing of photographic equipment (mini-lab systems, store equipment, furnishings and fixtures, etc.)
(3) Date Established	March 11, 1988	September 5, 1996
(4) Head Office	1 Goban-cho, Chiyoda-ku, Tokyo, Japan	1-18-2 Nishishinbashi, Minato-ku, Tokyo, Japan
(5) Representative	Yasuhiro Oshima, President	Hiroyuki Ozawa, President
(6) Capital	¥1,003 million	¥100 million
(7) Total Shares Issued	6,084,982 shares	2,000 shares
(8) Shareholders' Equity	¥443 million	¥256 million
(9) Total Assets	¥12,513 million	¥1,478 million
(10) Fiscal Year-End	March 31	March 31
(11) Employees	247	3
(12) Main Customer	Fujicolor Service Co., Ltd.	Mitsui Leasing & Development, Ltd.
(13) Major Shareholders (Percent of Shares Held)	Yasuhiro Oshima 29.63% Fuji Photo Film Co., Ltd. 22.62% Chubu Shashin Co., Ltd. 12.46%	Plaza Create Co., Ltd. 100.00%
(14) Main Banks	Mizuho Bank, Ltd. UFJ Bank Limited	Mizuho Bank, Ltd.
(15) Company Relationships	Capital relationship	Plaza Create owns all of the predecessor company's issued shares.
	Personnel relationship	Hiroyuki Ozawa, Director, General Manager, Finance and Accounting Dept. of Plaza Create, concurrently serves as president of the predecessor company.
	Transaction relationship	Plaza Create does business with the predecessor company for leasing products such as photographic equipment, etc.

(16) Results for the Three Most Recent Fiscal Years

(Millions of yen, except where noted)

Fiscal year	Plaza Create Co., Ltd. (Merger corporation)			Plaza Create Lease Co., Ltd. (Predecessor company)		
	FY ended March 2001	FY ended March 2002	FY ended March 2003	FY ended March 2001	FY ended March 2002	FY ended March 2003
Revenues	17,705	16,420	15,288	1,474	1,921	2,044
Operating income (loss)	1,021	-34	33	104	135	87
Ordinary income	1,208	54	57	103	138	83
Net income (loss)	-1,168	-3,581	-2,145	61	67	44
Net income (loss) per share (Yen)	-192.10	-588.63	-352.62	30,501.45	33,700.96	22,134.37
Dividend per share (Yen)	10.00	-	-	17,500.00	20,000.00	20,000.00
Shareholders' equity per share (Yen)	1,135.34	481.31	97.38	93,124.89	109,325.85	111,460.22

4. Conditions after the Merger

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|---------------------------------|---|
| (1) Business Name | Plaza Create Co., Ltd. |
| (2) Business | DPE shop franchise business, leasing business |
| (3) Head Office Location | 1 Goban-cho, Chiyoda-ku, Tokyo, Japan |
| (4) Representative | Yasuhiro Oshima, President |
| (5) Capital | The merger will not have any effect on capital. |
| (6) Total Assets | The merger will increase total assets by approximately
¥1,400 million. |
| (7) Fiscal Year-End | March 31 |
| (8) Effect on Operating Results | The effect of the merger on consolidated and non-
consolidated operating results will be immaterial. |

End