

To whom It May Concern

Agreement Regarding Management Integration Between Pocketcard Co., Ltd. and Famima Credit Corporation

TOKYO, February 21, 2011 --- Pocketcard Co., Ltd. (Keiichi Watanabe, President & CEO; hereinafter "Pocketcard"), Famima Credit Corporation (Shin Nakane, President & CEO; hereinafter "Famima Credit"), ITOCHU Corporation (Masahiro Okafuji, President & CEO; hereinafter "ITOCHU"), FamilyMart Co., Ltd. (Junji Ueda, President & CEO; hereinafter "FamilyMart") and Sumitomo Mitsui Banking Corporation (Masayuki Oku, President; hereinafter "SMBC") have reached an agreement today regarding management integration between Pocketcard and Famima Credit (hereinafter "management integration"). Details are as follows.

1. Purpose of management integration and basic strategy

(1) Purpose of management integration

Although the credit card industry is continuing to see an increase in transaction volumes as more and more people use credit cards to pay for their everyday shopping, conditions remain difficult due to factors such as reduced growth resulting from a decline in personal consumption and sweeping changes in the business environment in line with revisions to the Money Lending Business Act and the Installment Sales Act.

With that in mind, Pocketcard, Famima Credit, ITOCHU, FamilyMart and SMBC have decided to push ahead with management integration of Pocketcard and Famima Credit in order to expand and strengthen existing ties between those two companies and combine their respective operational capabilities, resulting in a sustained improvement in corporate value. The concerned parties have agreed to conduct a share exchange on March 31, 2011, effectively establishing Pocketcard as the wholly owning parent company and Famima Credit as a wholly owned subsidiary, and to realize the option of merging the two companies within fiscal 2012.

As part of the management integration process, Pocketcard will issue shares for subscription to ITOCHU, ITOCHU ENEX Co., Ltd. (hereinafter "ITOCHU ENEX") and FamilyMart via allocation of new shares to a third party. SMBC meanwhile will acquire all Pocketcard shares currently held by Promise Co., Ltd. (hereinafter "Promise"), with ITOCHU similarly acquiring all Pocketcard shares currently held by ITOCHU Finance Corporation (hereinafter "ITOCHU Finance"). As a result of the relevant transactions, Pocketcard will become an equity-method affiliate of ITOCHU, FamilyMart and SMBC. Management integration is regarded as a strategic joint venture by ITOCHU, FamilyMart and SMBC, all of whom will support Pocketcard and Famima Credit to expand their businesses and enhance their corporate value by providing management resources and expertise.

(2) Basic strategy for management integration

Basic strategy for Pocketcard and Famima Credit

As credit card companies with its origin in retail business, Pocketcard and Famima Credit issue products such as the “*P-one Card*”, the “*CARENEX itsumo Card*” and the “*Famima T Card*” and provide a range of services designed to fully cater to their customers’ needs. They are aiming to combine and reinforce the marketability of both companies’ distinctive credit card products, step up initiatives in conjunction with existing key partners such as FamilyMart and ITOCHU ENEX and further expand their businesses via the operating base provided by the ITOCHU Group in its capacity as a strategic partner. In addition to running the full range of credit card operations more efficiently and integrating operation systems so as to improve operational efficiency and reduce development costs, the two companies will make every effort to reinforce management practices and enhance corporate value through measures such as cutting funding costs via a diverse range of funding options provided by SMBC as their main bank.

ITOCHU’s role

ITOCHU will provide ongoing operational assistance, including contributing expertise in financing and business management and using the ITOCHU Group’s wide range of value chains to attract more customers, and will provide support to enhance the corporate value and profitability of Pocketcard and Famima Credit.

FamilyMart’s role

FamilyMart will work with Pocketcard and Famima Credit to expand and improve services for both company’s customers and will use its network of FamilyMart stores to provide ongoing marketing assistance and infrastructure capabilities.

SMBC’s role

Sumitomo Mitsui Financial Group will reinforce its credit card business by making a credit card company whose business revolves primarily around convenience stores and other retail-based channels an equity-method affiliate of SMBC. SMBC will support Pocketcard and Famima Credit by providing a wide range of financial services and management expertise of Sumitomo Mitsui Financial Group and by offering a diverse range of funding options as their main bank, in order for them to enhance their financial strengths through reduced funding costs, etc.

2. Outline of management integration

(1) Method of management integration

- (i) The following transactions will be carried out by March 31, 2011 (acquisition from ITOCHU Finance scheduled to take place by the end of February).
 - Shares to be exchanged for cash to establish Pocketcard as the wholly owning parent company and Famima Credit as a wholly owned subsidiary (hereinafter “share exchange”)
 - Shares for subscription to be issued by Pocketcard to ITOCHU, ITOCHU ENEX and

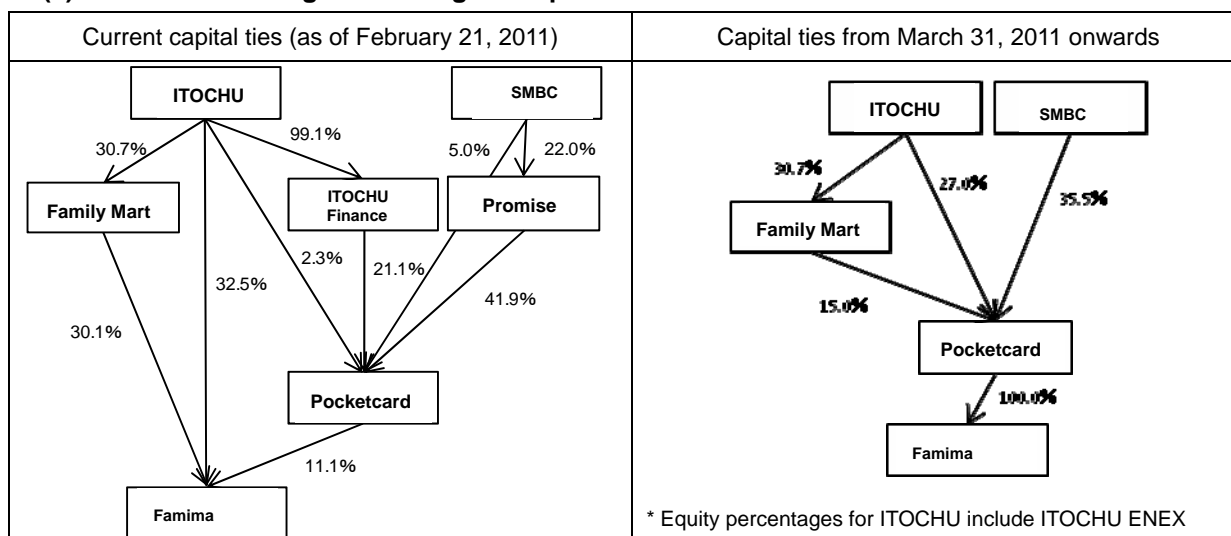
FamilyMart via allocation of new shares to a third party (hereinafter “private placement”)

- All Pocketcard shares currently held by Promise to be acquired by SMBC (hereinafter “acquisition of shares (SMBC)”)
- All Pocketcard shares currently held by ITOCHU Finance to be acquired by ITOCHU (hereinafter “acquisition of shares (ITOCHU)”)

(Full details are as indicated in the press release published today by Pocketcard, entitled “Notice regarding share exchange to establish Famima Credit Corporation as a wholly owned subsidiary, placement of shares for allocation of new sheares to a third party and the transfer of leading and major shareholders and other affiliated companies”.)

(ii) Realization of a merger between Pocketcard and Famima Credit will take place within fiscal 2012.

(2) Envisioned management integration process



Note: Equity percentages are based on each company’s percentage of voting rights (rounded off to two decimal places).

3. Schedule for management integration

(1) Schedule for share exchange

Resolution by Board of Directors (Pocketcard/Famima Credit)	February 21, 2011
Conclusion of share exchange agreement (Pocketcard/Famima Credit)	February 21, 2011
Extraordinary general shareholders meeting to approve share exchange agreement (Famima Credit)	March 11, 2011 (scheduled)
Scheduled date of share exchange (effective date)	March 31, 2011 (scheduled)
Scheduled date of cash exchange	March 31, 2011(scheduled)

Note: Pocketcard plans to proceed with the share exchange without seeking approval from a general shareholders meeting, in accordance with the simplified share exchange procedure set out under Article 796, Paragraph 3 of the Companies Act.

(2) Schedule for allocation of new shares to a third party

Resolution by Board of Directors (Pocketcard)	February 21, 2011
Date of payment	March 31, 2011 (scheduled)

(3) Schedule for acquisition of shares (SMBC)

Conclusion of share purchase agreement (SMBC/Promise)	February 21, 2011
Transfer of Pocketcard shares	March 31, 2011 (scheduled)

(4) Schedule for acquisition of shares (ITOCHU)

Conclusion of share purchase agreement (ITOCHU/ITOCHU Finance)	February 21, 2011
Transfer of Pocketcard shares	February 24, 2011 (scheduled)

Reference: Company profiles

1. Pocketcard

Name	Pocketcard Co., Ltd.
Address	5-9 Shiba 1-chome, Minato-ku, Tokyo
Representative	Keiichi Watanabe, President & CEO
Business activities	Credit card services
Capital	¥11,268 million (as of August 31, 2010)

2. Famima Credit

Name	Famima Credit Corporation
Address	1-1 Higashi Ikebukuro 3-chome, Toshima-ku, Tokyo
Representative	Shin Nakane, President & CEO
Business activities	Credit card services
Capital	¥500 million (as of August 31, 2010)

3. ITOCHU

Name	ITOCHU Corporation
Address	1-1 Higashi Ikebukuro 3-chome, Toshima-ku, Tokyo
Representative	Masahiro Okafuji, President & CEO
Business activities	General Trader
Capital	¥202,241 million (as of September 30, 2010)

4. FamilyMart

Name	FamilyMart Co., Ltd.
Address	1-1 Higashi Ikebukuro 3-chome, Toshima-ku, Tokyo
Representative	Junji Ueda, President & CEO
Business activities	Convenience store franchising
Capital	¥16,658 million (as of August 31, 2010)

5. SMBC

Name	Sumitomo Mitsui Banking Corporation
Address	1-2 Marunouchi 1-chome, Chiyoda-ku, Tokyo
Representative	Masayuki Oku, President
Business activities	Banking, leasing and other services
Capital	¥1,770,996 million (as of September 30, 2010)