

May 22, 2007

To whom it may concern:

Company name: Sumitomo Corporation (TSE Code: 8053)
Representative: Motoyuki Oka, President & CEO
Contact: Mitsuru Iba, Corporate Communications Department; (03-5166-3089)

Notice Regarding the Business Restructuring of JTV

Sumitomo Corporation (the “Company”) hereby announces that the Company resolved the matters as follows at its Board of Directors meeting held on May 22, 2007.

- ① The Company executes a comprehensive business restructuring agreement (hereafter, “the Master Agreement”) with Liberty Media International, Inc. (hereafter “LMI”), Liberty Programming Japan, Inc. (a wholly-owned subsidiary of LMI; hereafter “LPJ”) and Jupiter TV Co., Ltd. (a joint venture with 50% investment by the Company and LPJ, respectively; hereafter “JTV”) regarding the business restructuring of JTV. The Master Agreement includes the following items;
 - The Company’s purchase of a newly issued share of JTV (hereafter “the Capital Increase”) to make JTV into a consolidated subsidiary of the Company
 - Corporate spin-off and establishment of a new company (hereafter, “the Spin-off”) under which JTV* will be the Spin-off company and the new company to be established on and after July 2, 2007 (hereafter, “JTV1”) will be the Successor company
*Company name of “JTV” will be changed to “SC Media & Commerce Inc.” on and after July 2, 2007, which is conditional on the Spin-off being effective.
 - Merger between Jupiter Telecommunications Co., Ltd. (hereafter “J:COM”) and JTV1 (hereafter, “the Merger”), which is conditional on the Spin-off being effective.
 - Acquiring JTV as a wholly-owned subsidiary via share exchange between the Company and JTV (hereafter, “the Share Exchange”), which is conditional on the Spin-off being effective.
(Hereafter, “the Capital Increase”, “the Spin-off”, “the Merger”, and “the Share Exchange” are collectively referred to as “the Business Restructuring of JTV”.)
- ② The Company executes a comprehensive agreement with J:COM, JTV, LMI and LPJ regarding the Merger. Based on the comprehensive agreement, definitive merger agreement will be executed between J:COM and JTV1 after the Spin-off has become effective.
- ③ The Company executes a share exchange agreement with JTV. In principle, the Company will

procure all the shares of the Company to be granted to LPJ upon the Share Exchange by acquiring treasury shares. It is informed that there is a possibility that LPJ conducts hedge transactions regarding the shares of the Company allocated to LPJ.

1. Purposes of the Business Restructuring of JTV

The Company intends to promote the business expansion by strategic concentration and restructuring of management resources in Company's media business field.

Specifically, the restructuring is comprised of two main transactions, one of which is the acquisition of JTV as a wholly-owned subsidiary, which owns shares of the Jupiter Shop Channel Co., Ltd. (hereafter "Shop"), and the other is the merger between J:COM and JTV1. The objectives of these respective transactions are as follows.

○ Acquisition of JTV, the parent company of Shop, as a wholly-owned subsidiary

By acquiring JTV as a wholly-owned subsidiary, the Company will acquire Shop, the subsidiary of JTV, as a 70% indirectly owned subsidiary of the Company. This transaction will promote the further growth of the Shop business by directly linking the Shop operation with the strategy of the Company, strengthening the business foundations of the Company's overall retail business that the Company is actively expanding, while the Company intends to maximize revenues by expanding new retail business opportunities from e-commerce and Web marketing, etc.

○ Merger between J:COM and JTV1

By merging J:COM and JTV1, which owns 16 multi-channel operating business, the Company intends to maximize revenues of J:COM business and the programming provisioning business through utilizing the financial strength and customer information of J:COM to provide more attractive programming service for the customers.

2. Outline of the Business Restructuring of JTV

The Business Restructuring may be summarized as follows (refer to Attachment 1).

(1) The Capital Increase

The Company will purchase one share of JTV to be issued under the third-party share allocation in order to consolidate JTV fully.

(2) The Spin-off

Prior to the Share Exchange and the Merger, the incorporation-type demerger will take place,

having JTV as Spin-off company and JTV1 as Successor company. Thereafter, JTV will primarily be engaged in the TV shopping business via Shop, while JTV1 will primarily be engaged in the provision of TV programming (aside from Shop).

(3) The Share Exchange

The Company will acquire JTV as a wholly-owned subsidiary through a share exchange between the Company and JTV. The completion of the Spin-off is the condition precedent to the Share Exchange. The Company plans to purchase treasury stock in advance for granting the Company shares to the only other JTV shareholder at the Share Exchange. Refer to the separate release “Notice Regarding the Acquisition of Treasury Shares” for the details.

(4) The Merger

J:COM and JTV1 will be merged, with J:COM as the surviving company and JTV1 as the dissolving company. The completion of the Spin-off is the condition precedent to the Merger.

3. Outline of the Capital Increase (full consolidation of JTV)

(1) Outline of the Subsidiary to Be Restructured

- ① Company name: Jupiter TV Co., Ltd.
- ② Representative: Tetsuro Takeoka
- ③ Address: 4-3-1 Toranomom, Minato-ku, Tokyo
- ④ Established: March 22, 1996
- ⑤ Main business: Management of the business to provide the programming to cable TV operators and CS digital satellite broadcasting (Multi-channel Operator [MCO])
- ⑥ Fiscal year end: December 31
- ⑦ No. of employees: 967 (consolidated base, as of April 30, 2007)
- ⑧ Main office: 4-3-1 Toranomom, Minato-ku, Tokyo
- ⑨ Capital: ¥11,434 million
- ⑩ No. of shares outstanding: 360,680 shares
- ⑪ Shareholder composition
 - The Company 50%
 - Liberty Programming Japan, Inc. 50%
- ⑫ Recent fiscal year performance

(Unit: million yen)

| | Year ended December 31, 2005 (Consolidated) | Year ended December 31, 2006 (Consolidated) |
|--|--|--|
| | | |

| | | |
|------------------|--------|---------|
| Revenue | 87,644 | 111,843 |
| Operating income | 15,972 | 21,844 |
| Ordinary income | — | — |
| Net income | 6,053 | 8,005 |
| Total assets | 48,865 | 61,171 |
| Net assets | 17,584 | 25,551 |

Note: Accounting figures of JTV are prepared based on U.S. generally accepted accounting standards in accordance with the stipulations of Article 93 of the Consolidated Financial Statement Regulations.

(2) Outline of JTV's Third Party Share Allocation

- ① No. of shares owned by the Company before the allocation: 180,340 shares (shareholding ratio: 50%)
- ② Equity allocated to the Company: One share of JTV common stock (¥727,792)
- ③ No. of shares owned by the Company after the allocation: 180,341 shares (shareholding ratio: 50.00014%)
- ④ Schedule of the share allocation:
 - May 22, 2007: Resolution of the Board of Directors (the Company and JTV)
 - May 22, 2007: Resolution of the Shareholders' Meeting (JTV)
 - May 23, 2007: Completion date of Capital increase (scheduled)

4. Outline of the Spin-off

(1) Schedule of the Spin-off

- May 22, 2007: Execution of the Master Agreement including the Spin-off (among the Company, LMI, LPJ, and JTV)
- May 24, 2007: Approval for the Spin-off Plan at the Board of Directors meeting (JTV) (scheduled)
- June 8, 2007: Approval for the Spin-off Plan at Shareholders' Meeting (JTV) (scheduled)
- July 2, 2007: The date of establishment of the new company (scheduled)

(2) Method of the Spin-off

Incorporation-type demerger under which JTV will be the spin-off company (hereafter the "Spin-off Company") and JTV1 will be the successor company (hereafter, "Successor Company"). JTV will distribute all JTV1 shares that are acquired via the Spin-off as surplus funds dividends.

(3) No. of Shares Allocated

JTV1 will issue 360,681 shares of its common stock at the time of the Spin-off, which shares will be

allocated to JTV and will be allocated to JTV shareholders as surplus funds dividends in proportion to their equity ratios on the effective date of the Spin-off. The Company will receive 180,341 shares (50.00014% of the shares issued by JTV1), while LPJ will receive 180,340 shares (49.99986% of the shares issued by JTV1).

(4) Capital Reduction from the Spin-off

JTV's capital will be ¥3,500 million, additional paid-in capital as ¥0 and retained earnings as ¥0 after the Spin-off, a decrease of ¥7,934 million from the ¥11,434 million in capital before the Spin-off and a decrease of ¥3,000 million from the ¥3,000 million in additional paid-in capital before the Spin-off. Retained earnings will not change in its amount through the Spin-off.

(5) Handling of Stock Acquisition Rights and Bonds with Stock Acquisition Rights Issued by the Spin-off Company

There is no applicable matter.

(6) Rights and Obligations to Be Assumed by the Successor Company

The Successor Company will inherit from JTV the concerned business assets, liabilities, contractual rights and associated rights and obligations deemed necessary to execute the provision of programming service(other than Shop), as listed in the Spin-off Plan.

(7) Outlook for Fulfillment of Obligations

The Company considers that there will be no problems with the certainty of fulfilling obligations within their obligation periods for the debts born by JTV and by the Successor Company under the Spin-off.

(8) Outline of Spin-off Company and Successor Company

Refer to 3.(1)"Outline of the Subsidiary to Be Restructured" above for Spin-off Company, and 6.(6) "Outline of the Merging Companies" below for Successor Company.

(9) Business to Be Spun off

① Business to be spun-off

Programming provision business (other than Shop) (Refer to Attachment 2.)

② Operating Performance of Business to Be Spun off

| | Year ended December 31, 2006 | Year ended December 31, 2006 | Ratio (a/b) |
|--|---------------------------------|---------------------------------|-------------|
| | | | |

| | JTV1 (a) ^{*1} (consolidated) | JTV (b) ^{*2} (consolidated) | |
|------------------|--|---|-------|
| Revenue | ¥12,525 million | ¥111,843 million | 0.112 |
| Operating income | ¥1,531 million | ¥21,844 million | 0.070 |

Note:

- Figures of JTV1 are estimated values for Year ended December 31, 2006 on the premise that the Spin-off takes place.
- Accounting figures of JTV are prepared based on U.S. generally accepted accounting standards in accordance with the stipulations of Article 93 of the Consolidated Financial Statement Regulations.

③ Asset and Liability Items and Amounts to Be Spun off (consolidated, as of March 31, 2007)

(Unit: million yen)

| Assets ^{*1,2} | | Liabilities | |
|------------------------|-----------------|---------------------|----------------|
| Item | Book value | Item | Book value |
| Current assets | ¥3,305 million | Current liabilities | ¥6,641 million |
| Fixed assets | ¥10,186 million | Fixed liabilities | ¥2,672 million |
| Total assets | ¥13,491 million | Total liabilities | ¥9,313 million |

Note:

- Accounting figures of JTV are prepared based on U.S. generally accepted accounting standards in accordance with the stipulations of Article 93 of the Consolidated Financial Statement Regulations.
- Amounts of Assets and Liabilities to be spun off are estimated values based on Balance Sheet as of March 31, 2007 on the premise that the Spin-off takes place.

(10) Outline of Spin-off Company after the Spin-off

Refer to 5.(5) "Outline of the Share Exchange Companies" below. Company name of Spin-off Company will be changed to "SC Media & Commerce Inc." on July 2, which is conditional on the Spin-off being effective.

(11) Outline of the Accounting Treatment

Accounting treatment of the Spin-off will be conducted in accordance with U.S. generally accepted accounting standard (SFAS-141). Goodwill is not projected to be measured.

5. Outline of the Share Exchange

(1) Schedule of the Share Exchange

- May 22, 2007 Resolution of the Share Exchange at the Board of Directors meetings (the Company and JTV)
- May 22, 2007 Execution of the Share Exchange Agreement (between the Company and JTV) (scheduled)
- June 8, 2007 Approval for the Share Exchange at the Shareholders' Meeting (JTV) (scheduled)
- July 3, 2007 Effective date of the Share Exchange (scheduled)

Note: The Company plans to execute the Share Exchange under the "Short-form share-for-share exchange" procedures based on Article 796-3 of the Company Law, which do not require approval at a shareholders' meeting.

(2) Share Exchange Ratio

| Company name | The Company (Parent company) | JTV (Wholly-owned subsidiary) |
|----------------------|---------------------------------|----------------------------------|
| Share exchange ratio | 1 | 253.1443 |

Notes:

1. Share Allocation Ratio

253.1443 shares of the Company will be allocated to each share of JTV. However, there will be no share allocation to the 180,341 shares of JTV held by the Company.

2. No. of New Shares Issued for the Share Exchange

In principle, the Company will procure the shares required for the Share Exchange via the acquisition of treasury shares. If the number of the treasury shares procured is not sufficient to the Share Exchange, the Company plans to allocate new shares to be issued.

(3) Approach to Calculating the Share Exchange Ratio

The Company appointed Nomura Securities Co. Ltd. (hereafter "Nomura Securities") as a financial advisor to ensure fairness in calculating the share exchange ratio to be used for the Share Exchange, and commissioned Nomura Securities to estimate the share exchange ratio.

Through numerous discussions, the Company ultimately reached the judgment that the share exchange ratio presented above is appropriate, taking the results of the share exchange ratio assessment by Nomura Securities into account and considering both companies' financial conditions, financial projections, and stock price trends as factors. This share exchange ratio is within the range of the evaluation results presented to the Company by Nomura Securities, which is not a related party to either the Company or JTV.

(4) Handling of Stock Acquisition Rights and Bonds with Stock Acquisition Rights Issued by the

Company to be a Wholly-owned Subsidiary through the Share Exchange

There is no applicable matter.

(5) Outline of the Share Exchange Companies

| | | |
|--|--|---|
| ① Company name | Sumitomo Corporation ^{*1,2} | SC Media & Commerce Inc. (hereafter, “JTV”) ^{*4,5} |
| ② Business fields | General trading company | TV shopping business, broadcasting and programming provision business |
| ③ Established | December 24, 1919 | March 22, 1996 |
| ④ Head office address | Harumi Island Triton Square Office Tower Y, 1-8-11 Harumi, Chuo-ku, Tokyo | 4-3-1 Toranomom, Minato-ku, Tokyo |
| ⑤ Representative name and title | Motoyuki Oka ^{*3} President and CEO | Tetsuro Takeoka President and CEO |
| ⑥ Capital | ¥219,279 million (consolidated) | ¥3,500 million (consolidated) |
| ⑦ No. of shares outstanding | 1,250,602,867 shares | 360,681 shares |
| ⑧ Net assets | ¥1,473,128 million (consolidated) | ¥23,881 million (consolidated) |
| ⑨ Total assets | ¥8,430,477 million (consolidated) | ¥48,930million (consolidated) |
| ⑩ Fiscal year end | March 31 | December 31 ^{*6} |
| ⑪ Major shareholders and equity ratios | The Master Trust Bank of Japan, Ltd. (Trust Account) 8.68% Japan Trustee Services Bank, Ltd. (Trust Account) 7.45% Japan Trustee Services Bank, Ltd. (Trust Account 4) 3.22% Mitsui Sumitomo Insurance Co., Ltd. 2.66% Sumitomo Life Insurance | The Company 50.00014% Liberty Programming Japan, Inc. 49.99986% |

| | | |
|--|---------|-------|
| | Company | |
| | | 2.47% |

*Notes:

1. Each Item regarding the Company is as of March 31, 2007.
2. Accounting figures of the Company are prepared based on U.S. generally accepted accounting standards in accordance with the stipulations of Article 93 of the Consolidated Financial Statement Regulations.
3. Expected to change to Susumu Kato at the Board of Directors' meeting to be held after the annual shareholders' meeting scheduled for June 22, 2007, which matter was tentatively resolved at extraordinary Board of Directors' meeting held on May 7, 2007.
4. Of the items regarding JTV, the figures of the capital, net assets and total assets are estimated from JTV's Balance Sheet as of March 31, 2007
5. Company name of JTV will be changed to "SC Media & Commerce Inc." on July 2, which is conditional on the Spin-off being effective.
6. The fiscal year end may be changed in the future.

(6) Conditions after the Share Exchange

At present, there are no plans for the Company to change its company name, business fields, head office address, representative name and title, capital or fiscal year end presented above.

(7) Outline of the Accounting Treatment

Accounting treatment of the Share Exchange will be conducted in accordance with U.S. generally accepted accounting standard (FAS-141). Currently, the amount of goodwill has been under assessment.

6. Outline of the Merger

(1) Schedule of the Merger

- | | |
|---------------|--|
| May 22, 2007 | Execution of the Master Agreement including the Merger Agreement (among J:COM, JTV, LMI, LPJ, and the Company) (scheduled) |
| July 17, 2007 | Resolution of the Merger at the Board of Directors meetings (J:COM and JTV1) (scheduled) |
| July 17, 2007 | Execution of the Merger Agreement (between J:COM and JTV1) (scheduled) |
| July 31, 2007 | Approval for the Merger at the Shareholders' Meeting (JTV1) (scheduled) |
| Sept. 1, 2007 | Effective date of the Merger (scheduled) |

Note: J:COM will execute the Merger under the "Short-form merger" procedures based on Article 796-3 of the Company Law, which do not require approval at a shareholders' meeting.

(2) Method of the Merger

JTV1 will be merged into J:COM, with J:COM as the surviving company and JTV1 as the dissolving company.

(3) Merger Ratio

| Company Name | J:COM (Surviving company) | JTV1 (Dissolving company) |
|----------------------|------------------------------|------------------------------|
| Share Exchange Ratio | 1 | 1.40665 |

Notes

1. Share Allocation Ratio

1.40665 shares of J:COM will be allocated to each share of JTV1.

2. No. of New Shares Issued by J:COM through the Merger

507,351 shares of common stock

(4) JTV's Approach to Calculating the Merger Ratio

JTV appointed Daiwa Institute of Research, Ltd. (hereafter "Daiwa Research") as a financial advisor to ensure fairness in calculating the merger ratio to be used for the Merger, and commissioned Daiwa Research to estimate the merger ratio.

Through numerous discussions, JTV ultimately reached the judgment that the merger ratio presented above is appropriate, taking the results of the merger ratio assessment by Daiwa Research into account and considering both companies' financial conditions, financial projections, and stock price trends as factors. This merger ratio is within the range of the evaluation results presented to JTV by Daiwa Research, which is not a related party to the Company, J:COM or JTV.

For J:COM's approach to calculating the merger ratio, refer to the materials separately released by J:COM regarding the Merger.

(5) Handling of Stock Acquisition Rights and Bonds with Stock Acquisition Rights Issued by the Dissolving Company

There is no applicable matter.

(6) Outline of the Merging Companies

| | | |
|----------------|--|--|
| ① Company name | Jupiter Telecommunications Co., Ltd. (hereafter "J:COM") ^{*1,2} | Jupiter TV Co., Ltd. (hereafter, "JTV1") ^{*3,4} |
|----------------|--|--|

| | | |
|--|---|---|
| ② Business fields | Cable TV broadcast business, telecommunications business, etc. | Management of the business to provide the programming to cable TV operators and CS digital satellite broadcasting |
| ③ Established | January 18, 1995 | July 2, 2007 (scheduled) |
| ④ Head office address | 1-1-30 Shiba Daimon, Minato-ku, Tokyo | 4-3-1 Toranomom, Minato-ku, Tokyo |
| ⑤ Representative name and title | Tomoyuki Moriizumi President and CEO | Hiroyuki Nakatani President and CEO |
| ⑥ Capital | ¥115,232 million (consolidated) | ¥7,934 million (consolidated) |
| ⑦ No. of shares outstanding | 6,382,611.74 shares | 360,681 shares |
| ⑧ Net assets | ¥277,296 million (consolidated) | ¥4,178 million (consolidated) |
| ⑨ Total assets | ¥625,948 million (consolidated) | ¥13,491 million (consolidated) |
| ⑩ Fiscal year end | December 31 | December 31 |
| ⑪ Major shareholders and equity ratios | LGI/Sumisho Super Media, LLC. 62.47% State Street Bank & Trust Company 6.60% State Street Bank & Trust Company 505025 2.50% The Chase Manhattan Bank NA, London SL Omnibus Account 2.12% Northern Trust Company (AVFC) Sub-account American Client 1.57% Goldman Sachs International 1.54% | The Company 50.00014% Liberty Programming Japan, Inc. 49.99986% |

*Notes

1. Each item regarding J:COM is as of December 31, 2006.
2. Accounting figures of J:COM are prepared based on U.S. generally accepted accounting standards in accordance with the stipulations of Article 93 of the Consolidated Financial Statement Regulations.
3. Of the items regarding JTV1, the figures of the capital, net assets and total assets are estimated from JTV's Balance Sheet as of March 31, 2007
4. Due to the establishment of the new company named "Jupiter TV Co., Ltd." via the Spin-off, JTV plans to change its company name to "SC Media & Commerce Inc." on July 2, 2007, which is conditional on the Spin-off being effective..

(7) Conditions after the Merger

| | |
|-------------------------------|---|
| Company name | Jupiter Telecommunications Co., Ltd. |
| Business fields | Cable TV broadcast business, telecommunications business and provision of programming |
| Head office address | 1-1-30 Shiba Daimon, Minato-ku, Tokyo |
| Representative name and title | Tomoyuki Moriizumi President and CEO |
| Capital | ¥116,046 million (consolidated) |
| Total assets (consolidated) | Under assessment |
| Net assets (consolidated) | Under assessment |
| Fiscal year end | December 31 |

Note: The amount of capital in J:COM is as of March 31, 2007. While increase in capital due to the execution of pre-emptive rights and stock acquisition rights is expected, the amount of capital increase has not been fixed at this present. There is no impact on the capital amount in the result of the Merger.

(8) Outline of the Accounting Treatment

Accounting treatment of the Merger will be conducted in accordance with U.S. generally accepted accounting standard (FAS-141). Currently, the amount of goodwill has been under assessment.

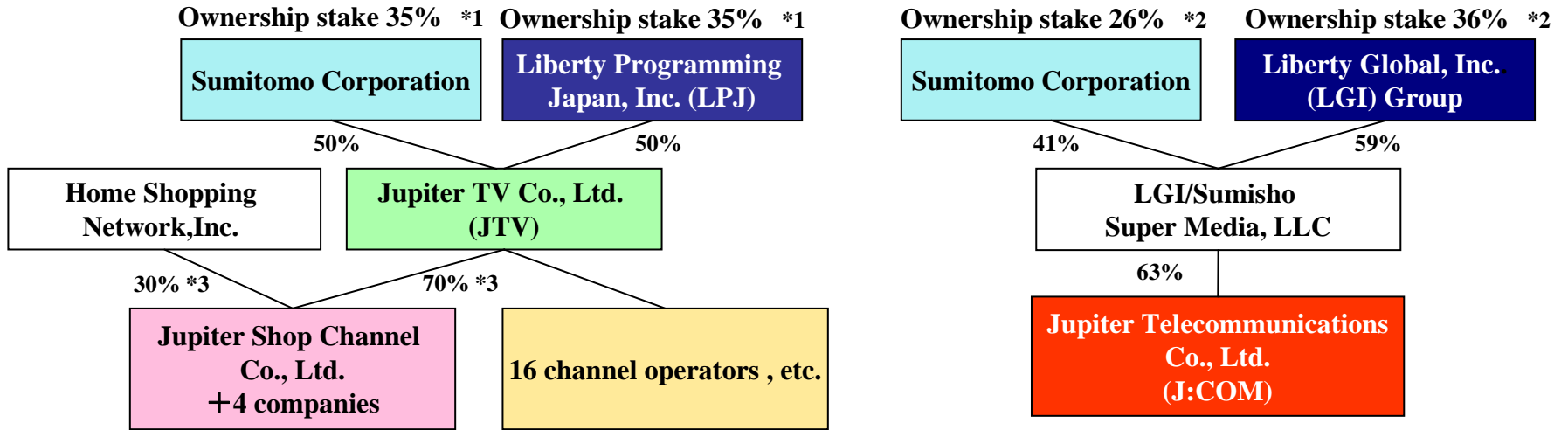
7. Impact on Business Performance

The Business Restructuring of JTV will have a minimal impact on the Company's consolidated accounting figures.

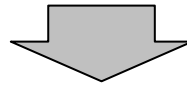
Attachment 1 (Separate file)

Attachment 2 (Separate file)

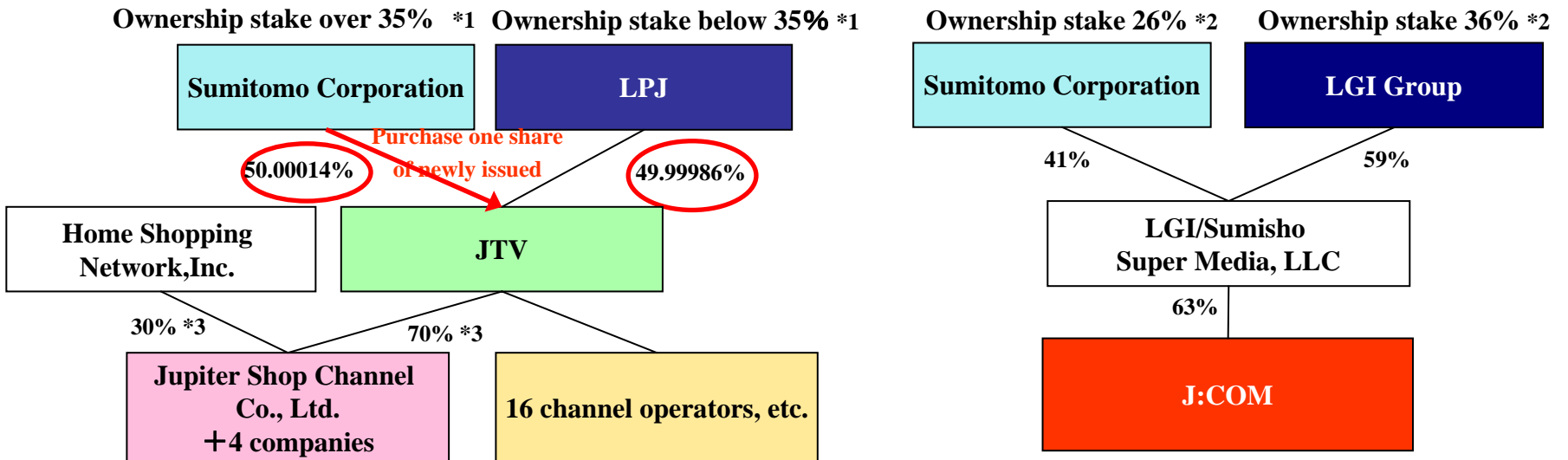
【Present situation】



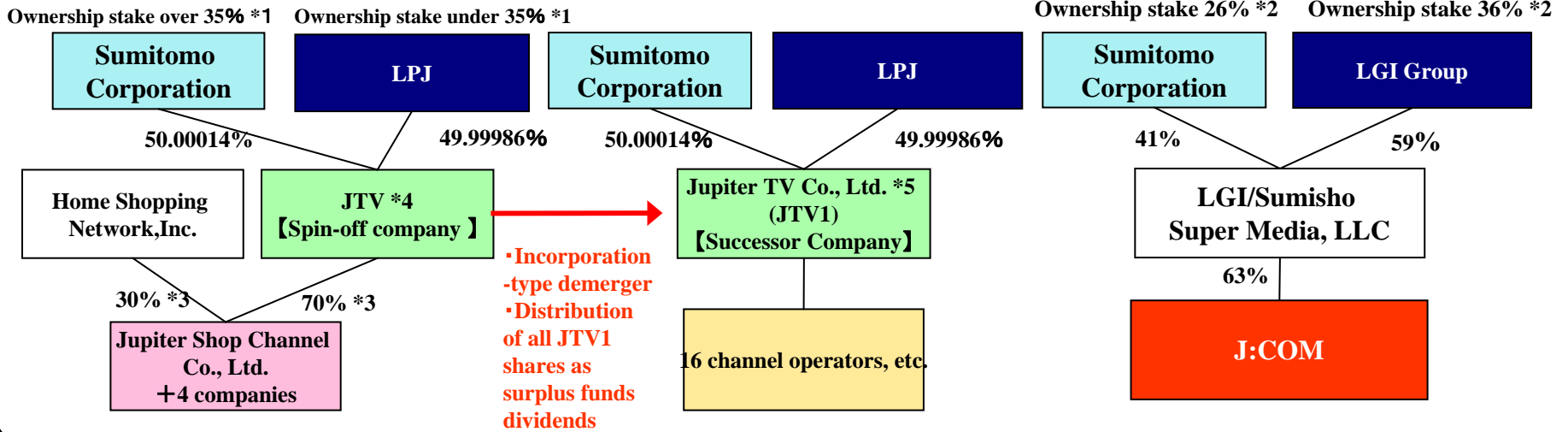
- *1 Indirect ownership in Jupiter Shop Channel Co., Ltd.
- *2 Direct and indirect ownership in J:COM
- *3 Direct ownership in Jupiter Shop Channel Co., Ltd. (Different from ownership in other 4 companies)



【Step-1】 Purchase of JTV's Third-party Share Allocation (Full consolidation of JTV)

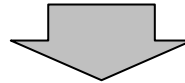


【Step-2】JTV's Spin-off



*4 Company name of JTV to be changed to "SC Media & Commerce Inc." on July 2
 *5 New company named "Jupiter TV Co., Ltd" to be established on July 2, 2007

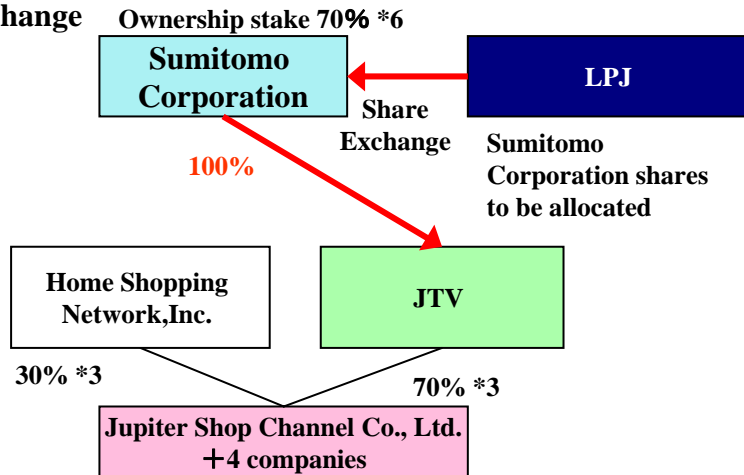
*6 Indirect ownership in Jupiter Shop Channel Co., Ltd after the Share Exchange.
 *7 Direct and indirect ownership in J:COM after the Merger



【Step-3】①JTV becomes a wholly-owned subsidiary via the Share Exchange

②JTV1 is merged into J:COM

①Share exchange



②Merger

