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Press Release

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Transfer of AOL Japan's ISP Business to eAccess

TOKYO – May 17, 2004 - eAccess Ltd, ("eAccess"; Minato-ku, Tokyo; Founder, Chairman & CEO, Sachio Semmoto), AOL Japan, Inc. ("AOL Japan"; Shinjuku-ku, Tokyo; President and Representative Director, Brett Wayn) and America Online, Inc. ("AOL"; Virginia, USA; Chairman & CEO, Jonathan Miller) announce that the Companies signed a definitive agreement on May 16, 2004 for the transfer of Internet Service Provider (ISP) business of AOL Japan to eAccess.

Details of the Transaction

1. Aim of the Transfer

Since November 2001, eAccess is a wholesale partner of the ADSL service to AOL Japan. The two companies have worked together closely to promote broadband Internet services in Japan for the past few years.

The transfer of AOL Japan's ISP business to eAccess will expand eAccess product line by offering more ISP network outsourcing services. The transfer will enable AOL to continue and grow the AOL brand subscribers in Japan.

2. Details of the Transfer

(1) Description

All business assets related to AOL Japan's ISP business, as well as rights, contractual relations and employees necessary for the operation of AOL Japan's ISP business will be transferred to eAccess.

(2) Financial results of AOL Japan's ISP business (Fiscal Year ended December 2003)

Revenue	: 9,737 million yen
Operating profit	: 1,437 million yen
Recurring profit	: 1,410 million yen
Net Income	: 828 million yen

(3) Assets & liabilities to be transferred
All current assets, fixed assets and current liabilities related to the business being transferred, as held by AOL Japan as of the date of transfer.

(4) Transaction amount and settlement method
Transaction amount : Approximately 2.1 billion yen
Settlement method : Cash transaction

3. Profile of AOL Japan, Inc.

- (1) Business name: AOL Japan, Inc.
- (2) Service: Provider of interactive online services
- (3) Established: February 1996
- (4) Address: 16F Tokyo Opera City Tower, 3-20-2 Nishi Shinjuku
Shinjuku-ku, Tokyo
- (5) Representative: Dr. Brett Wayn
- (6) Capital: 12,041 million yen (as of December 31, 2003)
- (7) Employees: Approximately 200
- (8) Shareholder: America Online, Inc. (100%)
- (9) Relationship with eAccess: Partner in receipt of wholesale ADSL service.

4. Transfer Schedule

April 22, 2004: Approval by board of directors to commence transaction with AOL

May 16, 2004: Signing of the definitive agreement

June 29, 2004: Approval by shareholders (plan)

June 30, 2004: Transaction closing date (plan)

5. Business and Financial outlook

The impact of the transaction on eAccess will be assessed after the closing of the transaction.

McDermott Will & Emery, a premier global law firm, acted as a legal advisor to eAccess, on this international M&A transaction.

* For AOL Japan's press release, please refer to <http://jp.aol.com/info/release/20040517.html>

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