

April 23, 2002

Nippon Unipac Holding
Daishowa Paper Manufacturing Co., Ltd.
Japan Paperboard Industries Co., Ltd.
Tohoku Paper Co., Ltd.
Nippon Paperboard Sales Ltd.

Reorganization of Paperboard Business of Nippon Unipac Holding Group

The following five companies, namely, Nippon Unipac Holding (“Nippon Unipac Holding”), the holding company of our Group companies, Daishowa Paper Manufacturing Co., Ltd. (“Daishowa Paper Manufacturing”), Japan Paperboard Industries Co., Ltd. (“Japan Paperboard Industries”), Tohoku Paper Co., Ltd. (“Tohoku Paper”) and Nippon Paperboard Sales Ltd. (“Nippon Paperboard Sales”), the joint sales company of containerboard, have recently reached agreement on a specific program aimed at integration of production and sales operations of the paperboard business of the Nippon Unipac Holding Group by April 2003.

With respect to the paperboard business of the Nippon Unipac Holding Group, we have already integrated the sales arms of Japan Paperboard Industries, Daishowa Paper Manufacturing and Tohoku Paper into Nippon Paperboard Sales, established in July 2001, and endeavored to establish a structure responsive to diversified needs of our customers and conducive to early realization of integration effects. On the other hand, we have been studying how to establish an optimal production structure through integrated production in an effort to cope with an unprecedented, adverse business environment in the paperboard industry due to the stagnating Japanese economy. As a result of these efforts, we have decided to turn, in a stock exchange, Japan Paperboard Industries into a wholly-owned direct subsidiary of Nippon Unipac Holding with a new company name of Nippon Daishowa Paperboard Co., Ltd., and have this subsidiary merge Nippon Paperboard Sales and take over Honsha Mill Yoshinaga Division from Daishowa Paper Manufacturing and the shares of Tohoku Paper from Nippon Paper Industries to form two separate subsidiaries, and then divest its existing four mills to turn them into four subsidiaries so that a new integrating company of the paperboard business of the Group holding six wholly-owned subsidiaries will be created.

With this reorganization of the paperboard business of the Group, we will strive to meet the expectations of our shareholders and customers by achieving cost competitiveness which will enable us to successfully meet international competition under the optimal reallocation of management resources and a more effective and swift business management system and by achieving solid earnings which will contribute to enhancing the corporate value of Nippon Unipac Holding. We cordially ask for your continued understanding and support.

For further information, please contact:

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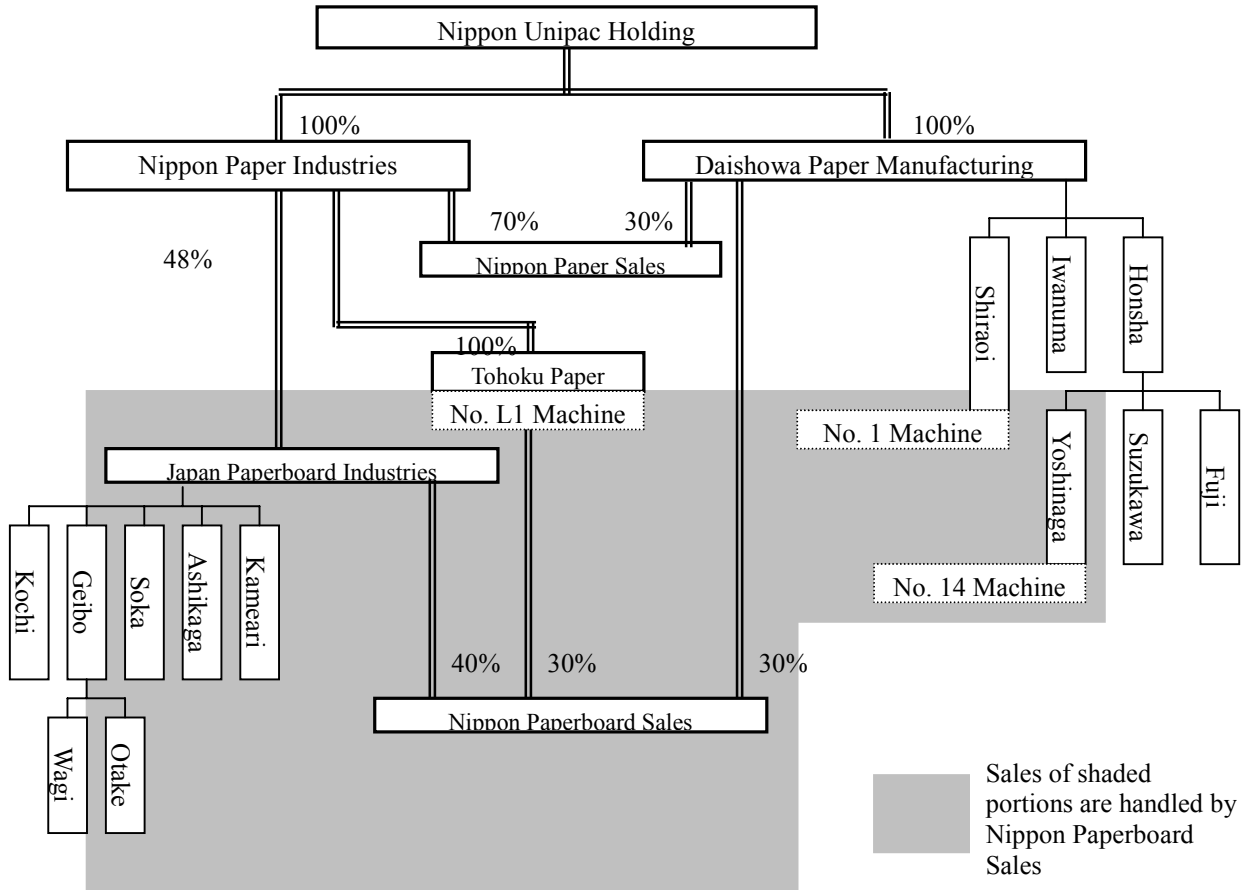
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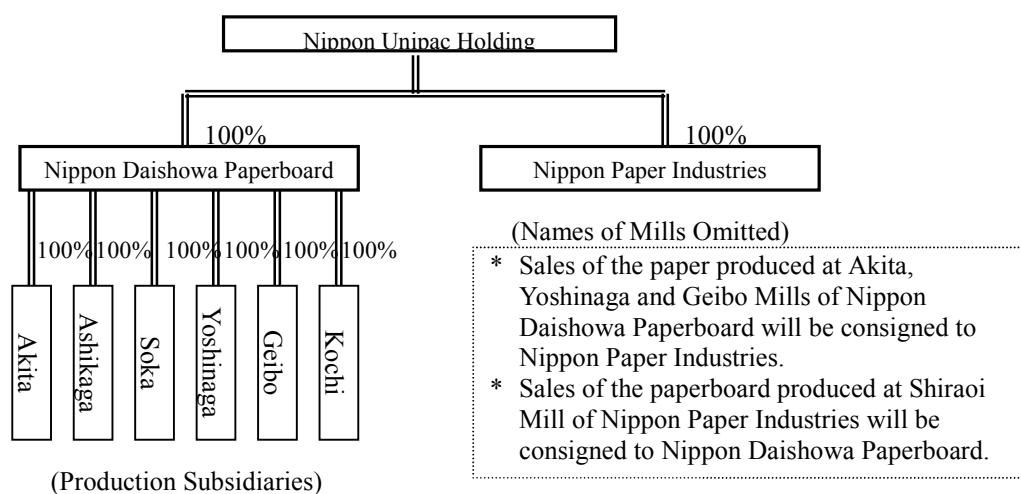
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1. Reorganization Scheme

(1) Current Structure (as of April 2002)



(2) Structure After Reorganization (effective April 1, 2003)



2. Outline of Stock Exchange between Nippon Unipac Holding and Japan Paperboard Industries

- (1) Schedule of Stock Exchange
- | | |
|---------------------|--|
| April 23, 2002 | Board of Directors Meeting for approval of stock exchange agreement (Nippon Unipac Holding and Japan Paperboard Industries)
Execution of stock exchange agreement (Nippon Unipac Holding and Japan Paperboard Industries) |
| Late June 2002 | Ordinary Shareholders' Meeting of Japan Paperboard Industries (Approval of Stock Exchange Agreement) |
| Late September 2002 | Delisting of the shares of Japan Paperboard Industries |
| October 1, 2002 | Date of stock exchange |

As Nippon Unipac Holding will effect this transaction under Article 358 of the Commercial Code (short-form stock exchange), there will be no approval concerning the stock exchange by the Shareholders' Meeting of Nippon Unipac Holding.

(2) Stock Exchange Ratio

Company Name	Nippon Unipac Holding (Parent company holding 100% interest)	Japan Paperboard Industries (Wholly-owned subsidiary)
Stock Exchange Ratio	1	0.00028

(Notes)

- 0.00028 share of common stock of Nippon Unipac Holding will be allocated for one share of common stock of Japan Paperboard Industries.
- Basis for computation of stock exchange ratio:
With respect to the computation of the stock exchange ratio, we appointed Nikko Cordial Securities Inc. and Shin Nihon Ernst & Young Co., Ltd. as third-party appraisers and requested them to compute the stock exchange ratio. Based on the results of such computation work, both companies agreed to the foregoing ratio after mutual consultation.
- Results and method of computation and basis for computation:
Nikko Cordial Securities Inc. and Shin Nihon Ernst & Young Co., Ltd. employed the "Market Price Approach," the "Adjusted Net Worth Analysis" and the "Income Approach" for computation and arrived at the stock exchange ratio taking into consideration the results thereof.
- Number of shares issued in the stock exchange: 24,565.40 shares of common stock
- There will be no cash distributions in connection with stock exchange

(3) Date for Commencing Calculation of Dividend

The date of commencing calculation of dividends payable to the new shares issued by way of stock exchange shall be October 1, 2002.

(4) Increases in Capital Stock and Capital Reserve of Nippon Unipac Holding

- Additional Capital Stock: There will be no increase in capital stock as a result of stock exchange.
- Additional Capital Reserve: The amount of capital reserve will increase by the amount derived by multiplying the ratio of the number of shares of Japan Paperboard Industries to be transferred to Nippon Unipac Holding in the stock exchange of the total number of issued shares of Japan Paperboard Industries, by the net worth of Japan Paperboard Industries as of the date of stock exchange.

(5) Overview of Parties to Stock Exchange

(a) As of September 30, 2001

Company Name	Nippon Unipac Holding	Japan Paperboard Industries Co., Ltd.
Business	Pure holding company of primarily paper and paperboard businesses	Production of paper and paperboard
Date of Incorporation	March 2001	August 1927
Registered Address of Headquarters	1-12-1, Yurakucho, Chiyoda-ku, Tokyo	1-3, Kanda Sudacho, Chiyoda-ku, Tokyo
Representative	Masao Kobayashi, President	Sadaharu Takahashi, President
Total Number of Issued Shares (par value)	1,080,670.23 (par value 50,000 yen per share)	87,733,599 (par value 50 yen per share)
Shareholders' Equity	403,115 million yen	13,131 million yen
Total Assets	434,395 million yen	115,353 million yen
Fiscal Year	Year ending on March 31 (from FY 2003)	Year ending on March 31

Number of Employees	19	869
Major Shareholders (%)	The Industrial Bank of Japan (4.09%) Nippon Life Insurance (4.22%) Sumitomo Mitsui Banking Corporation (3.69%) Combined interest of top ten shareholders (28.40%)	Nippon Paper Industries Co., Ltd. (44.16%) The Fuji Bank Co., Ltd. (3.62%) Toyo Seikan Kaisha, Ltd. (3.14%) Combined interest of top ten shareholders (66.44%)
Relations between Parties	Stock Ownership Relation	Japan Paperboard Industries Co., Ltd. is a consolidated subsidiary of Nippon Unipac Holding, whose wholly-owned subsidiary, Nippon Paper Industries Co., Ltd., is the largest shareholder with an interest of 44.16% of Japan Paperboard Industries Co., Ltd.
	Personnel Relation	Eleven ex-officers and ex-employees of Nippon Paper Industries Co., Ltd., a wholly-owned consolidated subsidiary of Nippon Unipac Holding, now serve as ten directors and one corporate auditor of Japan Paperboard Industries Co., Ltd.

(b) Recent Financial Results

	Nippon Unipac Holding		Japan Paperboard Industries Co., Ltd.			
	Consolidated	Non-consolidated	Consolidated			Non-consolidated
Fiscal Year Ended	Sep. 2001	Sep. 2001	FY 2000	FY 2001	Sep. 2001	Sep. 2001
Sales (million yen)	615,185	6,145	107,312	107,166	46,453	32,104
Ordinary Profit (million yen)	12,248	5,301	972	-96	-2,931	-2,855
Net Profit (million yen)	2,813	5,251	-109	-6,038	-3,667	-3,198
Net Profit Per Share (yen)	2,611.51	4,859.93	-1.24	-68.82	-41.80	-36.45
Dividend Per Share (yen)		4,000 (six-month dividend)				
Net Asset Per Share (yen)	381,128.83	373,023.72	234.86	164.18	120.06	149.67

Note 1) The sales figure of Nippon Unipac Holding (non-consolidated) represents operating revenues (since no business is conducted).

Note 2) Since Nippon Unipac Holding was established in March 2001, interim results for fiscal 2002 are shown in the table.

Note 3) As a consolidated subsidiary of Nippon Unipac Holding, interim results of Japan Paperboard Industries Co., Ltd. for fiscal 2002 are reflected in the consolidated results of Nippon Unipac Holding

(6) Effect of Stock Exchange

As Japan Paperboard Industries has been a consolidated subsidiary of Nippon Unipac Holding, the effect of stock exchange on the consolidated financial results of Nippon Unipac Holding and Japan Paperboard Industries will be insignificant.

(7) Major Steps in Reorganization

October 1, 2002

- a. Japan Paperboard Industries will become a wholly-owned subsidiary of Nippon Unipac Holding in a stock exchange between Nippon Unipac Holding and Japan Paperboard Industries.

December 2002

- a. Japan Paperboard Industries will take over the shares of Nippon Paperboard Sales from Daishowa Paper Manufacturing and Tohoku Paper to turn Nippon Paperboard Sales into a wholly-owned subsidiary.
- b. Japan Paperboard Industries will take over the shares of Tohoku Paper from Nippon Paper Industries to turn Tohoku Paper into a wholly-owned subsidiary.
- c. Japan Paperboard Industries will divest the four mills of Asikaga, Soka, Geibo and Kochi to turn them into wholly-owned subsidiaries. (Kameari Mill of Japan Paperboard Industries will be closed down at the end of March 2003.)
- d. Daishowa Paper Manufacturing will divest Honsha Mill Yoshinaga Division to turn it into a wholly-owned subsidiary.
- e. Japan Paperboard Industries will take over the white board business from Nippon Paper Sales.

April 1, 2003

- a. Japan Paperboard Industries will take over the shares of Honsha Mill Yoshinaga Division from Nippon Paper Industries (former Daishowa Paper Manufacturing) to turn it into a wholly-owned subsidiary.
- b. Japan Paperboard Industries will change its company name into “Nippon Daishowa Paperboard Co., Ltd.”
- c. Nippon Daishowa Paperboard will merge Nippon Paperboard Sales.

(On the same day, Nippon Paper Industries, Daishowa Paper Manufacturing and Nippon Paper Sales will be merged, and the surviving company will be named “Nippon Paper Industries.”)

(Note) The transfer price, capital stock, total assets and the number of shares of each production subsidiary are not determined as yet.

3. Overview of the New Paperboard Integration Company “Nippon Daishowa Paperboard Co., Ltd.”

(1) Company Name	Nippon Daishowa Paperboard Co., Ltd.	
(2) Registered Address of Headquarters	Tokyo	
(3) Sales	Approximately 145.0 billion yen (simple sum of historical sales)	
(4) Capital Stock	To be determined	
(5) Representative	Tetsuji Horikawa, President (currently serving as Vice President of Japan Paperboard Industries and President of Nippon Paperboard Sales)	
(6) Number of Employees	Parent Company	230
	<u>Production Subsidiaries</u>	<u>1,500</u>
	Total	1,730
(7) Production Capacity	Containerboard	1.50 million tons/year
	Pulp for Sales	0.15 million tons/year
	White Board	0.30 million tons/year
	Other Paperboard	0.15 million tons/year
	<u>Paper/Specialty Paper</u>	<u>0.35 million tons/year</u>
	Total Paper/Paperboard	2.30 million tons/year
(8) Consolidated Subsidiaries (Excluding production subsidiaries)	<p>Nangoku Pulp Technical Corporation, KG Pack Corp JUJO HIGASHI CORRUGATED FIBERB CO., LTD. Nichiita Package Tokyo Corrugated Case Corporation Nichiita Package Kyoto Corrugated Case Corporation Jujo Corrugated Case Corporation, Goto Corrugated Case Corporation Chubu Corrugated Case Corporation, Jujo Pack Corporation San-Mic Chiyoda Corrugated Case Corporation Japan Paperboard Manufacturing Corporation Japan Paperboard Logistics Corporation Nichiita Geibo Sangyo Corporation, Nisshi Kogyo Corporation Jujo Paperboard Sansyo Corporation, Tosa Shigyō Corporation Ota Paper Sales Corporation</p>	

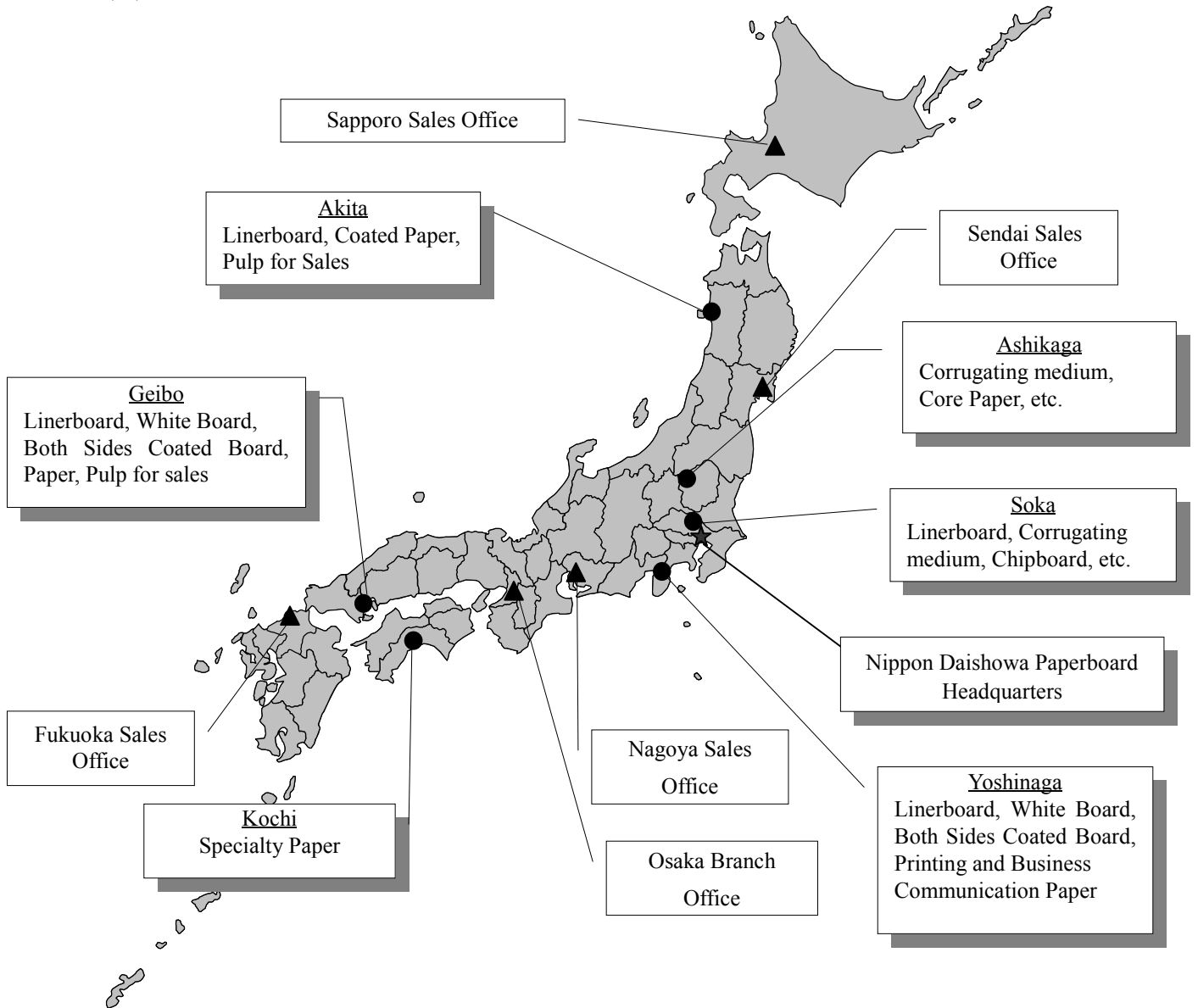
(9) Expected Benefits of Reorganization

Primarily through reductions in fixed and administrative cost by rationalization, proportional cost and logistics cost, reorganization is expected to result in savings of 10.0 billion yen in cost.

(10) Target Number of Employees

April 2002 (present)	1,730
Target Number of Employees	1,200

(11) Production Facilities and Sales Offices



○ Overview of Production Subsidiaries

Company Name	Location	Main Products	Paper Machine	Calendar 2001 Historical Production Volume
Nippon Daishowa Paperboard Akita Co., Ltd.	Akita, Akita Prefecture	Containerboard, Coated Paper	Paperboard 1 Unit Paper 1 Unit Coater 1 Unit	Paperboard 344 thousand tons Paper 142 thousand tons

Nippon Daishowa Paperboard Ashikaga Co., Ltd.	Ashikaga, Tochigi Prefecture	Containerboard, Core Base Stock, etc.	Paperboard 2 Units	Paperboard 165 thousand tons
Nippon Daishowa Paperboard Soka Co., Ltd.	Soka, Saitama Prefecture	Containerboard, Chipboard, etc.	Paperboard 4 Units	Paperboard 497 thousand tons
Nippon Daishowa Paperboard Yoshinaga Co., Ltd.	Fuji, Shizuoka Prefecture	Containerboard, Both Sides Coated Board, White Board, Paper	Paperboard 3 Units Paper 2 Units	Paperboard 556 thousand tons Paper 108 thousand tons
Nippon Daishowa Paperboard Geibo Co., Ltd.	Otake, Hiroshima Prefecture	Containerboard, Both Sides Coated Board, White Board, Paper	Paperboard 2 Units Paper 2 Units	Paperboard 131 thousand ton Paper 48 thousand tons
Kochi Specialty Paper Co.,Ltd.	Ino, Kochi Prefecture	Specialty Paper	Specialty Paper 7 Units	Specialty Paper 13 thousand tons

(Note) In addition to the above production subsidiaries, there is 1 unit of containerboard machine (calendar 2001 historical production volume 61 thousand tons) (sales to be handled by Nippon Daishowa Paperboard).

4. Overview of the Companies Involved in Reorganization

(1) Overview

(As of September 30)

(1) Company Name	Japan Paperboard Industries Co., Ltd.	Daishowa Paper Manufacturing Co., Ltd.	Tohoku Paper Co., Ltd.	Nippon Paperboard Sales Ltd.
(2) Business	Production, processing and sales of paper and pulp	Production, processing and sales of paper and pulp	Production, processing and sales of paper and pulp	Production, processing and sales of paper and pulp
(3) Date of Incorporation	August 1913	September 1938	March 1970	April 2001
(4) Registered Address of Headquarters	1-3, Suda-cho, Chiyoda-ku, Tokyo	4-1-1, Imai, Fuji-shi, Shizuoka Prefecture	2-1-1, Mukaihama, Akita-shi, Akita Prefecture	2-1-3, Nihonbashi, Chuo-ku, Tokyo
(5) Representative	Sadaharu Takahashi, President	Koshiro Kitaoka, President	Yasuo Nakauchi, President	Tetsuji Horikawa, President
(6) Capital Stock (million yen)	10,863	31,784	20,000	310
(7) Number of Shares Issued	87,733,599	219,787,846	40,000,000	6,200
(8) Shareholders' Equity (million yen)	13,131	49,164	2,921	302
(9) Total Assets (million yen)	115,353	549,226	67,801	15,149
(10) Fiscal Year	Year ending March 31	Year ending March 31	Year ending March 31	Year ending March 31
(11) Number of Employees	869	4,177	306	88
(12) Major Customers	Nippon Paperboard Sales Ltd.	Nippon Paper Sales Co., Ltd. Nippon Paperboard Sales Ltd.	Nippon Paper Industries Co., Ltd. Nippon Paperboard Sales Ltd.	Kokusai Pulp & Paper Co., Ltd. Japan Pulp and Paper Company Limited National Federation of Agricultural Co-operative Associations

(13) Major Shareholders and Share Ownership Ratio (%)	Nippon Paper Industries Co., Ltd. (44.16%) The Fuji Bank, Ltd.(3.62%) Toyo Seikan Kaisha, Ltd. (3.14%) The Yasuda Fire & Marine Insurance Co., Ltd (2.95%) The Yasuda Mutual Life Insurance Co. (2.71%) The Yasuda Trust & Banking Co., Ltd. (2.71%) Nihombashikogyo Co.,Ltd. (2.61%) Marubeni Corp. (2.26%) Hirotaro Nagata (1.23%) The Norinchukin Bank (1.05%)	Nippon Unipac Holding (100.00%)	Nippon Paper Industries Co., Ltd. (100.00%)	Japan Paperboard Industries Co., Ltd. (40.00%) Daishowa Paper Manufacturing Co., Ltd. (30.00%) Tohoku Paper Co., Ltd. (30.00%)
(14) Main Banks	The Fuji Bank, Ltd.	The Industrial Bank of Japan, Ltd. The Fuji Bank, Ltd.	The Industrial Bank of Japan, Ltd. Sumitomo Mitsui Banking Corporation	The Fuji Bank, Ltd.